



NOMINATION SUB-COMMITTEE

Terms of Reference

May 2024

1. Overview

- 1.1. The Nomination Committee is a standing Sub-committee of the Board of Speed Skating Canada (SSC). It is responsible for ensuring, on a continuing basis, that the SSC Board of Directors and, where appropriate, any SSC committees, are composed of qualified and skilled persons capable of, and committed to, providing effective governance and leadership to the association.

2. Policies and Code of Conduct

- 2.1. Committee members are subject to and shall abide the SSC Code of Conduct and all SSC Policies
- 2.2. Conflict of Interest
 - 2.2.1. Each Committee Member shall provide a signed declaration annually declaring any conflicts of interest and provide a verbal declaration of any conflicts of interest at each meeting of the committee; and
 - 2.2.2. Each Committee Member and any other person attending a meeting of the Committee shall declare any conflict of interest regarding specific matters arising while conducting or present for Committee business.
 - 2.2.3. A Committee Member who declares a conflict of interest will physically remove themselves from the discussion relating to the matter giving rise to the conflict and not vote on the matter.
- 2.3. Confidentiality
 - 2.3.1. Each Committee Member shall sign a confidentiality agreement at the beginning of their term the confirming their understanding of their obligations to Speed Skating Canada.

3. Mandate and Objectives

- 3.1. The mandate of the Committee is to seek, identify and recruit qualified individuals to stand for election as Directors and Officers or as members of SSC Committees. In fulfilling its mandate, the Committee will ensure that it is aligned with SSC Strategic



Plan 2023 – 2027 Specifically, SSC will implement a skill-based recruitment strategy that attracts qualified people for director positions with the organization. The Committee will utilise all manner of communication tools to promote its mandate, both within the SSC membership and beyond.

- 3.1.1. Work to see that candidates for election meet the qualifications to serve as a Director, Officer, or member of a committee as outlined in these Terms of Reference (Appendix A – Board Skills Matrix and Conflict of Interest).
- 3.1.2. Provide suitable candidates with an information package regarding the roles, responsibilities, legal duties and expectations of a Director and Officer, or SSC Committee member, speak directly to the candidate to clarify any questions or concerns prior to that candidate agreeing to stand for election, and interview those individuals to gain further pertinent information.
- 3.1.3. Develop and maintain the competency database of current Directors and Officers.
- 3.1.4. In the process of soliciting candidates for positions, have regard to the specific and desired competencies required on the Board (or Committees) as a whole.
- 3.1.5. Provide to the Board and members “Unqualified”, “Qualified”, or “Highly Qualified” advice regarding each candidate’s suitability as Director or Officer candidates based on the competencies identified for a specific role, while taking into consideration the need to:
 - Promote regional/geographic balance in composition, and
 - Promote diversity in relation to gender, age, language, ethnicity, professional background and personal experience
- 3.1.6. Where appropriate and in their judgment, contact PTSO Presidents individually or as a group(s) to discuss individuals for nominations as Directors, Officers and / or SSC Committee members, and maintain this information for discussion at the SSC Nominating Committee.
- 3.1.7. Where appropriate and in their judgment, speak with one or more Board members or former Board members or with staff to discuss individuals for nominations. Oversee all aspects of election and /or selection procedures including identifying and enforcing specific timelines and any other administrative requirements.

The Nomination Committee will work with the Senior Coordinator, Leadership and Operations regarding support for timeline management and administrative support.
- 3.1.8. Provide an SSC Nomination Committee report to the Members prior to and at the Annual General Meeting.
- 3.1.9. Where appropriate, identify individuals for future nomination as Directors, Offices and SSC Committee members, and maintain this information for future use by the SSC Nominations Committee.



- 3.1.10. Carry out these duties in a manner that encourages a long-term view of SSC's succession planning. Such additional duties as may be delegated to the Committee by the Board for time to time.
- 3.1.11. Annually review the SSC nomination process and the competency matrix and make recommendations to the Board of Directors.

4. Composition, Appointment and Roles

- 4.1. The Committee will be composed of a Chair, being a member of the Board of Directors, at least one other Board member, and up to three (3) additional members representatives.
- 4.2. Annually the Board will approve the membership of the committee.
- 4.3. The **Committee Chair**, who is a member of the Board, will be identified by the Board during the first meeting of the new Board of Directors following the AGM. The Committee Chair:
 - 4.3.1. Sets the agenda for each meeting and ensures that agendas and supporting materials are distributed to Committee Members in advance of meetings;
 - 4.3.2. Acts as or designates a moderator for all Committee meetings – responsible for reviewing and managing the meeting agenda and summarizing decisions and action items;
 - 4.3.3. Prepares or oversees the timely preparation of Minutes of meetings of the Committee and the timely approval of those Minutes by the Committee; and
 - 4.3.4. Works with the SSC designated staff member on ensuring appropriate succession of committee members.
 - 4.3.5. The term for members of the Committee shall be one (1) year, which may be renewed.
 - 4.3.6. No member of the Nominations Committee may be seeking office in the upcoming election/selection.

5. Authority

- 5.1. The Committee will support the Board of Directors in an advisory role and does not exercise authority with regards to decision-making.
- 5.2. The Committee has the authority to interview potential Board candidates concerning their qualifications. The Committee will conduct the nomination process as outlined in the SSC By-laws and Policies, at SSC's expense.

6. Meetings

- 6.1. The Nomination Committee, at the recommendation of the Chair, will meet by conference call or through other means as required and approved in order to properly fulfill their duties and responsibilities to the Board and membership.
- 6.2. The standard for conducting a meeting is outlined in Call to Order by Herb Perry and Susan Perry.



- 6.3. All approved meeting expenses will be covered by SSC and will be coordinated through the SSC National Office.
- 6.4. SSC Staff will provide assistance to the administrative process of the Nomination Committees
- 6.5. Quorum shall be a simple majority of Committee members, including at least the Chair or designate as determined by the CEO.
 - 6.5.1. Voting shall be conducted as necessary in order to determine the final recommendation of the committee.

7. Reporting

- 7.1. Minutes will be taken according to guidance provided in [Call to Order](#) and will be filed with Speed Skating Canada's national office.
- 7.2. At each meeting, the Committee will receive reports from the relevant individual or group:
 - 7.2.1. Minutes/action items from previous meetings; and
 - 7.2.2. Issues having been identified since the previous meeting.
- 7.3. At least 30 days prior to the AGM, the Nomination Committee will receive candidate information for review and recommendation. The Nomination Committee will provide communication to the Members regarding the candidates in the second AGM communication package (at least 14 days prior to the AGM).
- 7.4. The Chair of the Nomination Committee will oversee the election process on-site at the AGM.

8. Policy Responsibility

- 8.1. [Nominations Committee Terms of Reference](#)
- 8.2. [Director Election Procedures](#)

9. Approval

- 9.1. All nomination procedures will be carried out in accordance with the SSC Bylaws and SSC Nomination Policy.
- 9.2. These Terms of Reference were approved by Speed Skating Canada's Board of Directors **May, 2024**. The Board will review these Terms of Reference on a regular basis, with input from the Committee as required. Any provisions of SSC's Bylaws as they relate to committees will also apply.



Appendix A: Board Skills Matrix and Conflict of Interest

Board Skills Matrix

Below are the desired skills for the Board of Directors of Speed Skating Canada:

1. Senior Executive Leadership: The ability to provide high-level direction and management, often gained through experience in executive roles within organizations.
2. Government Relations: Understanding and navigating relationships with government bodies and agencies, including advocating for policies and funding that benefit the organization.
3. Sports - Athlete: Direct experience as a competitive athlete in speed skating or a similar sport, providing insights into the needs and perspectives of athletes.
4. Sports - Coaching: Expertise in coaching athletes in speed skating or related sports, including knowledge of training methodologies and athlete development.
5. Sports - Management: Experience in managing sports organizations or programs, including event planning, facility management, and athlete support services.
6. Human Resource: Knowledge of HR practices, including recruitment, training, and performance management, to ensure the organization has the right people and resources in place.
7. Communication & Stakeholder Relations: Strong communication skills and the ability to engage effectively with stakeholders such as athletes, coaches, sponsors, and the broader community.
8. Financial Literacy: Understanding of financial principles and practices, including budgeting, financial reporting, and fiscal responsibility.
9. Risk Management, Oversight Experience: Experience in identifying and mitigating risks, ensuring compliance with regulations, and providing oversight to safeguard the organization's interests.
10. International Sports or Business Experience: Exposure to international sports environments or business contexts, providing insights into global trends and opportunities.



11. Corporate Governance: Knowledge of best practices in corporate governance, including roles and responsibilities of board members, ethical standards, and accountability mechanisms.
12. Information Technology: Understanding of IT systems and trends, including digital tools for communication, data management, and performance analysis.
13. Sales and Marketing: Skills in promoting the organization, attracting sponsors, and increasing revenue through effective sales and marketing strategies.
14. NFP Board Experience: Previous experience serving on non-profit boards, understanding the unique challenges and responsibilities of governance in the non-profit sector.
15. Corporate Board Experience: Experience serving on corporate boards, bringing insights from the corporate world to enhance governance practices.
16. Professional Accounting Designation: Holding a recognized accounting designation (e.g., CPA), providing expertise in financial management and reporting.
17. Lawyer: Legal expertise to ensure compliance with regulations, review contracts, and provide advice on legal matters affecting the organization.
18. Regional Representation (East/West): Ensuring diversity and representation from different regions of Canada, considering factors such as demographics and geographic considerations.
19. Diversity (Gender, Age, Visible minority, etc.): Promoting diversity and inclusion within the board to reflect the broader community and bring a range of perspectives to decision-making.

Conflict of Interest Policy Statement for Nominating Committee

The Nominating Committee acknowledges and adopts the Conflict of Interest Bylaws statement and Conflict of Interest Policy of Speed Skating Canada. In accordance with this statement and the Policy, the Nominating Committee shall exercise extra diligence in assessing potential conflicts of interest among nominees for the Board of Directors.

The Committee shall pay particular attention to individuals who:



1. Current or past paid employees, consultants, contractors, or independent contractors of Speed Skating Canada or any organization providing services to or on behalf of Speed Skating Canada.
2. Have familial relationships with athletes in the national program or on a pathway to being selected to the national program
3. Is a coach or official affiliated with Speed Skating Canada.

The Nominating Committee is committed to upholding the highest standards of transparency, integrity, and accountability in the nomination process, ensuring that all nominees are free from conflicts of interest that may compromise their ability to fulfill their duties as Board members effectively.