



ROWING CANADA AVIRON NOMINATING COMMITTEE TERMS OF REFERENCE

Mandate

The Nominating Committee is a Standing Committee of the Board of Rowing Canada Aviron (RCA). It is responsible for ensuring, on a continuing basis, that the RCA Board of Directors is composed of qualified and skilled persons capable of, and committed to, providing effective leadership to RCA.

Key Duties

The Committee will perform the following key duties:

- Seek, identify and recruit qualified individuals to stand for election as Directors and appointment as Officers. In addition to seeking candidates through the usual networking channels within the rowing community, the Nominating Committee will also issue an open call for nominations through national promotional efforts including, but not limited to, press releases, the e-news service of SIRC (Sport Information Resource Centre), the RCA website, and other advertising means as deemed suitable.
- Ensure that candidates meet the qualifications to serve as a Director and Officer, and have fulfilled any additional requirements, including those set out in Attachment 'A' and Attachment 'B'.
- Provide the candidate with a written information package about the roles, responsibilities, legal duties and expectations of a Director and Officer, and speak directly to the candidate in order to clarify any outstanding questions or concerns.
- Have regard to the specific and desired competencies required on the Board as a whole in soliciting nominations.
- Nominate candidates with the greatest degree of experience and merit based on the competencies identified for a specific role, while taking into consideration the need to:
 - promote regional/geographical balance in the composition of the Board, and
 - promote diversity of the Board in relation to gender, age, language, ethnicity, professional backgrounds and personal experiences.
- Oversee all aspects of the nomination process leading up to the issuance of ballots for the election of directors at the Annual Meeting (AM), including identifying and enforcing specific timelines and any other administrative requirements.
- Where appropriate, identify individuals for future nomination as Directors and Officers and maintain this information for use by future Nominating Committees of RCA.
- As a by-product of the nomination process, identify individuals who may be strong candidates for positions on RCA Committees, and relay this information to the appropriate persons within RCA.
- Carry out these duties in a manner that encourages a long-term view of RCA's leadership needs, as well as Board succession planning.

- Such additional duties as may be delegated to the Committee by the Board from time to time.

Authority

The Committee will exercise its authority in accordance with the RCA By-laws and such additional provisions as are set out in this Terms of Reference, and will do so without interference from the Board of Directors, from any RCA Committee, or from the management of RCA.

The applicable sections of the RCA By-laws that relate to the work of the Nominating Committee are Section 9 – *Board of Directors*, Section 10 – *Election of Directors* and Section 11 – *Nominating Process*.

Section 9 describes, among other matters, the composition and mandate of the Board and the minimum qualifications to serve as a Director or Officer. The RCA Board of Directors consists of minimum of 7 and a maximum of 8 Directors, made up of: President, , Provincial Director, Athlete Director and 4 Directors-at-Large. The Board of Directors may also, from time to time, appoint a single Director.

To be eligible to hold office as a Director or Officer, an individual must meet the requirements of the *Canada Not-for-Profit Corporations Act*) and the requirements of Canada Revenue Agency for serving as a director of a Registered Charity. A Director or Officer need not be a Registered Participant of RCA or have an affiliation with the sport of rowing. A Director or Officer shall not be a President of a Provincial Rowing Association.

Additional qualifications for Directors and Officers are set out in Attachment ‘A’.

Section 11 of the By-laws describes, among other matters, the composition of the Nominating Committee and its general procedures and timelines. Notable provisions guiding the work of Nominating Committee are the following:

- The Board of Directors will appoint the four members of the Nominating Committee and name its Chair.
- One of the members will be the individual proposed by the Provincial Advisory Council.
- No member of the Nominating Committee may be seeking office in the upcoming election.
- The Nominating Committee will issue an open call for nominations no later than 180 days before the AM with a first closing date for nominations 60 days before the AM.
- The Nominating Committee will prepare a list of candidates it endorses and submit this to RCA’s registered office not less than 45 days before the AM.
- RCA will circulate the list of endorsed nominations to members not less than 45 days before the AM and will inform those whose nomination it did not endorse.

Interested individuals may declare themselves as candidates for election, as described in Section 11 of the By-laws. Such nominees must be endorsed by two members of RCA, must complete a Candidate Qualification Form as set out in Attachment ‘B’, and must submit this form to the RCA National Office by the first closing date to have their nomination considered by the Nominating Committee. After the first closing date members may submit further nominations, and nominations that were not endorsed by the Nominating Committee may be resubmitted.

Provided that these are received by RCA in appropriate form and no later than 30 days before the AM these nominations will be included in the ballot.

Officer Positions

The officers of the RCA are described in Section 14 of the By-laws and are the following:

- President;
- Treasurer;
- Secretary; and
- Chief Executive Officer.

Election Procedures

The Nominating Committee will oversee all aspects of the nomination process. The election of Directors at the AM will occur as set out in Section 10 of the By-laws.

Term

Members of the Nominating Committee will serve terms of two years, which may be renewed. None of the members of the Nominating Committee shall be seeking office in the election.

Meetings

The Nominating Committee will meet by telephone or in person, as required, with meetings held at the call of the Chair.

Resources

The Nominating Committee will receive the necessary resources from RCA to fulfil its mandate. The Committee may, from time to time, request and receive administrative support from the National Office.

Review and Approval

The Board of Directors of RCA approved this version on July 8, 2014.

Attachment "A"

QUALIFICATIONS AND CORE COMPETENCIES OF DIRECTORS AND OFFICERS

Directors and Officers shall fulfil all requirements of the *Canada Not-for-Profit Corporations Act* and the Canada Revenue Agency requirements for directors of Registered Charities.

Directors and Officers of RCA commit themselves to ethical, businesslike and lawful conduct, including proper use of authority and decorum when acting as Board members. Accordingly, Directors and Officers must be able to represent un-conflicted loyalty to the interests of all RCA members. This accountability supersedes any conflicting loyalty such as to advocacy or interest groups, and membership on other boards of other associations. It also supersedes the personal interest of any Director or Officer acting as a participant in RCA programs or services, or having a family member who is a participant in RCA programs or services.

Directors and Officers will be recruited based upon their demonstrated ability to contribute significantly to the leadership of RCA and to fulfil their statutory fiduciary responsibilities – namely, their duties of diligence, loyalty and obedience. The core competencies that ideally will be reflected in the Board as a whole are:

- Rowing background and knowledge as an athlete, coach, official, administrator or volunteer leader;
- Knowledge of strategic and business planning;
- Human resources management expertise;
- Legal and risk management expertise;
- Business and corporate experience, including expertise in financial management; and
- Demonstrated leadership skills in the non-profit sector or other endeavours.

All candidates for election as a Director or appointment as an Officer, whether recruited by the Nominating Committee, submitted by members to the Nominating Committee or nominated after the first closing date, will complete and submit a Candidate Qualification Form (Attachment 'B').

Upon election, a Director or Officer must comply with RCA's Board of Directors Code of Conduct and Conflict of Interest Policy.

Attachment "B"

ROWING CANADA AVIRON CANDIDATE NOMINATION FORM

This form is to be completed and signed by the candidate seeking nomination. The form must be submitted to the RCA National Office no later than 60 days before the Annual Meeting to be considered by the Nominating Committee for its endorsement, or no later than 30 days before the Annual Meeting to be otherwise included on the ballot.

To be eligible for nomination, a person must:

- Comply with the requirements of the *Canada Not-for-Profit Corporations Act and the Income Tax Act regarding the directors of a registered charity*;
- Be of legal age;
- Not be a President of a Provincial Rowing Association, or declare that he or she will immediately resign from that position if elected; and
- Have the endorsement of the Nominating Committee or, two RCA members

A. CANDIDATE INFORMATION

Name of Candidate: _____

Address: _____

Phone Number: _____ **Email:** _____

Position for which the nomination is made: _____

B. CANDIDATE STATEMENT

Please submit an electronic photograph and a brief statement (below) in support of your candidacy. These will be included in the notice of meeting and on the electronic ballot. The statement should include a brief summary of:

- Your experience in the sport of rowing.
- Your experience in a rowing club, a provincial rowing association and/or other rowing association.
- Any previous experience with the RCA.
- Your experience with other voluntary or community organizations.
- And, any additional skills or competencies that would contribute to the effective leadership and governance of RCA.

C. DECLARATION BY THE CANDIDATE

I hereby consent to this nomination and to any checks required to ensure eligibility under the Canada Not-for-Profit Corporations Act and the Income Tax Act for serving as a director of a registered charity.

If elected, I undertake to abide by RCA's Policies on Code of Conduct and Conflict of Interest and the requirements of Section 141 of the Canada Not-for-Profit Corporations Act.

I do not hold a position as President of a Provincial Rowing Association or, I am President of a Provincial Rowing Association but will resign from such position if elected.

Candidate Signature

Date

D. CANDIDATE ENDORSEMENT

If the candidate is nominated by the Nominating Committee:

I hereby endorse _____ as a candidate for election as a Director with Rowing Canada Aviron.

Chair of Nominating Committee (Name)

Signature

Date

If the candidate is nominated by two RCA members:

We hereby endorse _____ as a candidate for election as a Director of Rowing Canada Aviron.

Endorser #1 (Member Name)

Endorser #2 (Member Name)

Signature

Signature

Date

Date

Please submit completed nomination form and electronic photograph to Sid Murdoch, RCA Secretary at: rca@rowingcanada.org