

NOMINATING COMMITTEE TERMS OF REFERENCE

Purpose and Mandate

The Nominating Committee is a committee of the Kingston Striders Speed Skating Club (“KSSSC”). It is responsible for ensuring that the KSSSC Board of Directors (the “Board”) is composed of qualified and skilled persons capable of, and committed to, providing effective leadership to the KSSSC, representative of the various different programs run by KSSSC.

The purpose of the Committee is to have oversight of the nomination and election process by ensuring a fair and objective process is undertaken to seek qualified candidates for election to the Board.

Key Responsibilities

The Committee will perform the following:

- Create, oversee compliance with, and amend (when necessary) a Nominations and Elections Policy that governs the process to seek nominations and conduct elections of directors.
- Develop criteria for the selection of candidates.
- Commence and oversee a nominations procedure in accordance with the Nominations and Elections Policy, with the intent for nominations to be provided by Members of KSSSC, general members of the public, and the Committee. Only nominations provided in accordance with the Nominations and Elections Policy shall be considered by the Nominating Committee. No nominations can be made from the floor of an Annual Meeting.
- Prepare a template Call for Nominations and a template Nominations Form.
- Circulate a Call for Nominations whenever necessary, along with submission details and deadlines.
- Receive, validate the completeness of, and review nomination forms.
- Recommend a slate of individuals to the Members at an Annual Meeting.
- Finalize the package to be sent to the Members for the relevant Annual Meeting. The name of each candidate, background information on the candidate revealed in the Nominations Form, and a short (up to one-page) self-description submitted by the candidate as part of the Nominations Form, shall be distributed to the Members as part of the Meeting Package. If permitted by the Chair of the Board, each candidate shall have the opportunity to provide a brief speech at the relevant Annual Meeting prior to the vote.
- Recommend individuals to fill Board vacancies to the Board in between Annual Meetings.
- Ensure that candidates for election meet the qualifications set out in the Ontario *Not-for-Profit Corporations Act, 2010*, KSSSC By-Laws, KSSSC policies and procedures, and any further requirements as set out in the Call for Nominations.
- Consult with the Board to confirm the desired skills, competencies, and personal qualities of potential nominees are based on the needs of the overall Board composition.
- Understand the specific and desired competencies required on the Board as a whole in soliciting nominations.
- Communicate directly with each candidate to discuss the roles, responsibilities, and expectations of a Director.
- Promote diversity of the Board in relation to gender, age, ethnicity, professional backgrounds, personal experiences, and KSSSC program involvement.

- Oversee all aspects of the election procedures leading up to and at the Annual Meeting, including identifying specific nominating timelines and any other administrative requirements.
- Where appropriate, identify individuals for future nomination as directors and maintain this information for use by future Nominating Committees of KSSSC.
- Carry out these duties in a manner that encourages a long-term view of KSSSC'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 KSSSC By-Laws and any additional provisions identified in these Terms of Reference and will do so without interference from the KSSSC Board, staff or KSSSC members. The KSSSC Board shall receive regular update reports from the Nominating Committee.

Articles 4 and 5 of the KSSSC By-Laws describes the composition and mandate of the Board and the minimum qualifications to serve as a Director on the Board.

Nominating Committee Membership

The Board will appoint the Nominating Committee at its first meeting held after each Annual Meeting. The Nominations Committee may only be comprised of individuals not seeking election or re-election to the KSSSC Board.

The Committee will be comprised of at least three (3) individuals appointed by the Board. The Board will designate the Chair of the Nominating Committee. Each member of the Nominating Committee shall have one (1) vote and all decisions of the Nominating Committee must receive a majority vote.

The Board shall have the authority to remove a member of the Nominating Committee at any time and for any reason.

Term

Members of the Nominating Committee will serve a term commencing as of the date of appointment and continuing until successors as appointed by the Board.

Meetings

The Nominating Committee will meet as required to complete the responsibilities set out in these Terms of Reference. Quorum for any meeting of the Nominating Committee shall be all members of the Committee.

Review and Approval

These Terms of Reference were approved by the KSSSC Board of Directors on 28 March 2025

The Board will review these Terms of Reference annually, with input from the Nominating Committee as required.