



## **Boxing Canada Nominating Committee**

### **Terms of Reference**

#### **1.0 Purpose**

The Nominating Committee is hereby established as a Board Standing Committee of Boxing Canada. In this capacity, the Committee shall diligently aid the Board of Directors in the development of appropriate documentation and the enhancement of the quality of nominees to the Board of Directors and its committees.

#### **2.0 Mandate and Objectives**

The primary mandate of the Nominating Committee is to ensure, in a continuous manner, that the composition of the Boxing Canada Board of Directors is comprised of qualified and skilled individuals who possess the capabilities and dedication necessary to provide effective governance leadership and successfully execute Boxing Canada's Strategic Plan.

#### **3.0 Responsibilities**

The Nominating Committee shall assume the following responsibilities:

##### **3.1 Board and Committee Nomination:**

- a. Assess the criteria for membership on the Board and its committees.
- b. Establish a formal and transparent procedure for the appointment of new Directors to the Board.
- c. Oversee the processes involved in evaluating the necessary capabilities required by the Board, including the maintenance of a skill "matrix" documenting the existing Directors' capabilities, identifying gaps, and devising plans for the orderly succession of the Chair and other Directors to ensure the preservation of such capabilities.
- d. Develop recommendations pertaining to the essential and desired experience and skills for potential Directors, taking into consideration the Board's immediate needs and long-term succession plans.
- e. In consultation with the Chair of the Board, propose nominees for election as Directors to the Board.
- f. In consultation with the Chair of the Board, recommend the appointment of committee members and committee chairs to the Board for approval.

##### **3.2 Board Effectiveness:**

- a. Formulate and periodically update a comprehensive long-term plan for the composition and size of the Board, considering the current strengths, skills, and experience of its members, retirement dates, and the strategic direction of the Organization.
- b. Monitor the effectiveness of the Board orientation and continuing education programs, and when deemed necessary, propose changes to the Board.



c. Encourage all Directors to continually enhance their skills and knowledge pertaining to Boxing Canada and its operations.

### **3.3 Board Governance:**

- a. Provide a platform for all Directors to express their views and concerns regarding the operation of the Organization, independently of Management and the full Board.
- b. Examine the structures and procedures of the Organization to ensure the Board functions autonomously and independently of Management.
- c. Undertake additional governance initiatives, as required or desirable, upon the request of the President or the Board, to contribute to the success of Boxing Canada.

### **4.0 Relationship to Other Committees and Staff**

The Nominating Committee shall serve as a valuable resource to Board members and shall seek guidance from the Board concerning the necessary skills required to enhance the Board's composition from a skills matrix perspective.

### **5.0 Composition**

The Nominating Committee shall consist of no fewer than three persons and no more than five persons. The President shall serve as an ex-officio member.

- a. The Committee shall include three members, comprising a Chair and two additional members, in addition to the President and Executive Director serving as ex-officio members.
- b. The President shall serve as an ex-officio member.
- c. The Board shall select the Chair.
- d. Typically, the Committee members shall serve for a three-year term.
- e. The Executive Director shall serve as an ex-officio member.

### **6.0 AUTHORITY**

The Committee shall possess the authority to actively advise the Board of Directors. It shall receive nominations and actively search for qualified individuals, whose names shall be submitted to the membership for election at each Annual General Meeting (AGM). Recommendations and nominations shall be based on a well-established skills matrix, while duly considering the requirements set forth by funding partners.

### **7.0 APPOINTMENT**

The Board of Directors shall appoint the Chair and other members of the Committee. Committee members shall serve from the date of appointment for a maximum period of three years. In the event of a vacancy on the Committee, for any reason whatsoever, the Board may appoint a qualified individual to



fulfill the remainder of the vacant position's term. The Board reserves the right to remove any member from the Committee.

## **8.0 MEETINGS**

The Committee shall convene meetings through telephone, online platforms, or in-person gatherings, as necessary. Meetings shall be scheduled at the discretion of the Chairperson.

## **9.0 DELIVERABLES**

The Committee shall undertake the following deliverables:

- a. Review and assess the existing skills matrix, updating it according to the current organizational needs.
- b. Annually update the organizational skills matrix.
- c. Examine the qualifications of proposed nominees for election to the Board and recommend them to the Board of Directors.

## **10.0 Evaluation**

The Board of Directors shall evaluate the performance of the Committee. The Committee's performance shall be assessed based on the achievement of yearly objectives and deliverables. This evaluation shall occur immediately following the AGM each year.

## **11.0 ADMINISTRATIVE SUPPORT**

Boxing Canada shall provide administrative support to the Committee, coordinated by the office of the Executive Director. Such support shall include the maintenance of meeting records and provision of necessary supporting materials.

## **12.0 OPERATING PROCEDURES**

- a. The Committee shall convene at least twice per year.
- b. The Committee may request information from any group or individual who is a current member.
- c. The Committee may invite guests to attend its regular meetings.
- d. Decisions shall generally be made through consensus, or if consensus cannot be reached, by a simple majority vote during a meeting where quorum is established.
- e. Quorum shall be achieved when at least 50% plus one member is in attendance.
- f. The Chair of the Committee, in consultation with the Executive Director, shall determine the agenda for each meeting.

## **13.0 REPORTING**



The Committee shall provide written reports to the Board at each Board meeting following the Committee's preparation of a recommendation for action. Additionally, the Committee shall present a written report to the members during the Annual General Meeting.

#### **14.0 REVIEW AND APPROVAL**

The Board of Directors shall review these terms of reference once every two years.

Approved

Reviewed and approved