



## Ontario Climbing Federation (OCF) Nominations Committee Terms of Reference

- Name:** Nominations Committee
- Composition:** The Committee will consist of up to three (3) individuals appointed by the Board of Directors and will include a minimum of one (1) Director who is not subject to election. Any individual who is interested in being elected to the Board of Directors must not be appointed to the Committee.
- Chair:** The Chair of the Committee will be appointed by the Board.
- Purpose:** The Nominations Committee's overall responsibility is to seek, identify and recruit qualified and skilled individuals capable of providing effective governance leadership to the Board of Directors.
- Term:** Members of the Committee will serve a term from appointment to the next Annual General Meeting at which elections are held. Members of the Committee may be re-appointed.
- Meetings:** The Committee will meet by telephone or in person, as required, with meetings held at the call of the Chair or of two Committee Members.
- Quorum:** A majority of Committee Members.
- Voting:** Each Committee Member will be entitled to one (1) vote. At all meetings of the Committee, every motion will be determined by an ordinary resolution of the votes cast (i.e., by a simple majority of 50% +1 of the votes cast). In the event of a tie vote, the motion is defeated.
- Reporting:** When requested by the Board, the Committee will report on all of its actions and proceedings via the Chair. Minutes of meetings of the Committee must be available to be submitted to the Board within thirty (30) days following a meeting.
- Expenditures:** The Committee will receive resources from the OCF to fulfill its mandate. The Committee may, from time to time, request and receive administrative support.
- Removal:** The Board may remove any member of the Committee. When a position on the Committee is vacant, the position will remain vacant until the Board appoints a person to fill the vacancy for the remainder of the term.
- Responsibilities:** The Committee will perform the following key duties:

- Seek, identify, and recruit qualified individuals to stand for election as Directors. In addition to seeking candidates through the usual networking channels within the sport community, the Committee will also issue an open call for nominations through promotional efforts including, but not limited to, press releases, the OCF's website, other online services where suitable, and advertisements in local newspapers.
- Distribute the **Call for Directors**.
- Ensure that candidates for election meet the qualifications and eligibility requirements to serve as a Director and that they have fulfilled any additional requirements, including those described in the **Nominations Policy**.
- Promote diversity of the Board about gender identity, age, language, ethnicity, professional backgrounds, and personal experiences.
- Consider the specific and desired competencies required on the Board when soliciting nominations.
- Prior to each election, review the **Candidate Application Forms** and use the **Nominee Evaluation Metric** to recommend their preferred candidates.
- Oversee all aspects of the election procedures leading up to and at the Annual General Meeting, including identifying and enforcing specific timelines and any other administrative requirements.
- Identify individuals for future nomination as Directors and maintain this information for use by future Nominations Committees.
- Carry out these duties in a manner that encourages a long-term view of Board succession planning.
- Such additional duties as may be delegated to the Committee by the Board from time to time.

**Approval Date:** Terms of Reference approved by the Board of Directors on **October 13th 2021**.

<b>Policy History</b>	
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