

NOMINATING COMMITTEE TERMS OF REFERENCE

1. PURPOSE

- 1.1 The Nominating Committee (the “**Committee**”) is appointed by the Board of Directors (the “**Board**”) of [Skimo Canada](#) (the “**Organization**”). The Committee will be responsible for recommending to the members the persons to be elected to the Board and for recommending to the Board the person to be elected as Chair of the Board (the “**Chair**”) and the persons to be appointed to each committee as members. The Committee will review each committee’s membership on at least an annual basis and otherwise periodically as circumstances require.
- 1.2 The Board will revise these Terms of Reference from time to time based on its assessment of the Organization’s needs, legal and regulatory developments, and applicable best practices.

2. COMMITTEE COMPOSITION

- 2.1 The Committee will be composed of at least three directors as designated by the Board from time to time.
- 2.2 The Nominating Committee shall have an odd number of members and must not include any director up for election and shall include appropriate representation from the Board including independent directors, athletes and other stakeholders with the objective that the Committee is respected, credible and representative.
- 2.3 The chair of the Committee shall be designated by the Board from among the Committee members.
- 2.4 The members of the Committee will be appointed by the Board annually at the first meeting of the Board after a meeting of the Members at which directors are elected and shall serve until the next annual meeting of Members or until their successors are duly appointed or until such committee member resigns, retires or is removed from the Committee by the Board. The Board may fill any vacancy in the Committee.

3. COMMITTEE DUTIES AND RESPONSIBILITIES

3.1 Board Membership

The Committee assists the Board in identifying individuals qualified to become members of the Board and recommending those persons to the members. The recommendation of the Committee need not be approved by the Board. In making its recommendations, the Committee shall consider the current composition of the Board, including the diversity of its membership and the competencies and skills that the Board as a whole currently possesses and the competencies and skills that the nominee would bring to the Board and shall assess the ability of candidates to contribute to effective oversight of the management of the Organization, taking into account the needs of the Organization and the individual’s background, experience, perspective, skills and knowledge that are appropriate and beneficial to the Organization. The Committee will also consider whether the nominee will be able to devote sufficient time and resources to the Organization. The Committee shall review with the Board, on an annual basis, the composition and size of the Board in order to ensure that

the Board has the requisite expertise and that its membership consists of persons with sufficiently diverse and independent backgrounds. The Committee will maintain a list or matrix of the competencies and skills (the “**Skills Matrix**”) that the Board considers to be necessary for the Board, as a whole, to possess and the competencies and skills that the Board considers each existing director to possess in order to identify any competency and skill gaps on the Board. The Committee will also publicize in advance a call for nominations and a procedure for nominations to assist it in identifying possible candidates for nomination to the Board.

3.2 Chair

The Committee will, on an annual basis, make recommendations to the Board with respect to the election of the Chair of the Board. The election of the Chair shall take place at the first Board meeting after each annual meeting of members.

3.3 Committee Structure

In consultation with the Chair of the Board and the chair of each committee, the Committee will, on an annual basis, make recommendations to the Board with respect to assignments to committees of the Board, including recommendations as to the chair of each committee, the types, duties, functions, size and operation of committees of the Board.

3.4 Orientation and Continuing Education

The Committee shall provide an orientation and education program for new directors which advises them of the role of the Board and its committees, the nature and operation of the activities of the Organization and the contribution which individual directors are expected to make to the Board in terms of both time and resource commitments. The orientation shall be refreshed for each director after each election of directors. The Committee will ensure that the Organization provides continuing education opportunities to existing directors so that individual directors can maintain and enhance their abilities and ensure that their knowledge of the activities of the Organization remains current.

3.5 Reporting to Board

The Committee will report regularly to the Board following meetings of the Committee with respect to such matters as are relevant to the Committee’s discharge of its responsibilities.

3.6 Work Plan

The Committee will review and update, on an annual basis, a work plan for the ensuing year for the Committee to ensure the Committee fulfils its responsibilities on a timely basis.

3.7 Committee Membership

The Committee shall consider the qualifications and criteria for membership on the Committee and, together with its consideration of proposals from other Board committees with respect to their qualifications and criteria for membership on such other committees, provide recommendations to the Board.

3.8 Review Terms of Reference and Performance

The Committee will review and assess its own performance and the adequacy of these Terms of Reference at least once a year and will, together with the feedback received from the chairs of other committees, report the results of such review and assessment to the Board along with any proposals for approval. The Organization will include in the materials that are distributed to the members in connection with the election of directors the attendance record of each committee member for all committee meetings held since the beginning of the Organization's most recently completed financial year.

3.9 Determining Independence of Directors

The Board must satisfy the independence requirements of the Code and the Board Mandate. The Committee shall be responsible for determining the independence of Board directors and prospective directors.

3.10 Other Nominations

Other nominations for election to the Board can be made in accordance with the Organization's by-laws or nominations procedures which shall be publicized by the Organization sufficiently in advance of any specified deadlines to enable other nominations to be made.

3.11 Other

The Committee shall perform any other activities consistent with these Terms of Reference and applicable law, as the Committee or the Board determines necessary or appropriate.

4. RESPONSIBILITIES OF COMMITTEE MEMBERS

4.1 The primary responsibility of Committee members is to act honestly and in good faith and to exercise their business judgement in what they reasonably believe to be the best interests of the Organization. In addition to the responsibilities of Committee members as directors of the Organization, the Board has developed the following specific expectations of Committee members to promote the discharge by the Committee members of their responsibilities and to promote the proper conduct of the Committee.

- *Prepare for Meetings.* Committee members are expected to diligently prepare for each meeting, including by reviewing all materials circulated in advance of each meeting and should arrive prepared to discuss the issues presented. Committee members are encouraged to contact the Chair of the Committee, the CEO and any other appropriate senior officer to ask questions and discuss agenda items prior to meetings.
- *Attend at Meetings.* Committee members are expected to maintain a high attendance record at meetings of the Committee. Attendance by telephone or video conference may be used to facilitate a Committee member's attendance.
- *Participate in Meetings.* Committee members are expected to be active and effective participants in the deliberations of the Committee by participating fully and

frankly in Board discussions and encouraging free and open discussion of the affairs of the Organization.

- *Continuing Education.* Committee members are expected to pursue continuing education opportunities to maintain and enhance their abilities as members of the Committee and ensure that their knowledge of the matters for which the Committee is responsible remains current.

5. ACCESS TO MANAGEMENT AND INDEPENDENT ADVISORS

- 5.1 Committee members shall not liaise with management other than the CEO or assume operational responsibilities without the joint approval of the Board and CEO.
- 5.2 The Committee with the approval of the Board by resolution has the authority to retain, set the terms of and compensate independent legal, financial or other advisors, consultants or experts that it determines necessary to assist it in carrying out its duties.
- 5.3 The Committee may conduct any investigation appropriate to its responsibilities, and request any officer or other employee of the Organization, or any outside advisor, to attend a meeting of the Committee or to meet with any members of, or advisors to, the Committee.

6. MEETINGS

6.1 Scheduling

Committee meetings are scheduled in advance at appropriate intervals throughout the year. Additional meetings may be called upon proper notice at any time to address specific needs of the Organization. The Committee may also take action from time to time by unanimous written consent. A Committee meeting may be called by the Committee chair, the CEO or any two Committee members.

6.2 Notice

Notice of the time and place of each meeting of the Committee must be given to each Committee member either by personal delivery, electronic mail, facsimile or other electronic means not less than 48 hours before the time of the meeting. Committee meetings may be held at any time without notice if all of the Committee members have waived or are deemed to have waived notice of the meeting. A Committee member participating in a Committee meeting is deemed to have waived notice of the meeting.

6.3 Agenda

The chair of the Committee shall establish the agenda for each Committee meeting in consultation with the Chair of the Board and the CEO. The agenda will be distributed to Committee members in advance of each Committee meeting to allow Committee members sufficient time to review and consider the matters to be discussed. Each Committee member is free to request the inclusion of other agenda items, request the presence of, or a report by, any member of senior management and/or request the consideration of matters that are not on the agenda for that meeting, although voting on matters so raised may be deferred to another meeting to permit proper preparation for a vote on an unscheduled matter.

6.4 In-Camera Sessions

Committee members will meet separately at every Committee meeting without management present. The chair of the Committee will inform the CEO of the substance of these meetings to the extent that action is required by management.

6.5 Distribution of Information

Information and data that are important to the Committee's understanding of the business to be conducted at a Committee meeting will normally be distributed to the Committee members reasonably in advance of the meeting or as soon as practicable provided that the materials for a meeting must be delivered to all Committee members not later than the Friday before that meeting (for meetings on Saturday or Sunday, the materials must be delivered to all Committee members no later than the second Friday before the meeting).

6.6 Attendance

A Committee member who is unable to attend a Committee meeting in person may participate by telephone or teleconference. All directors are welcome to attend meetings of the Committee. A Committee member cannot appoint a proxy or a delegate to attend a meeting in the Committee member's place.

6.7 Quorum

A quorum for any Committee meeting is a majority of Committee members.

6.8 Voting and Approval

Each Committee member is entitled to one vote and questions are decided by a majority of votes. In the case of an equality of votes, the chair of the meeting has a second or casting vote. The powers of the Committee may also be exercised by resolution in writing and signed by all of the Committee members.

6.9 Procedures

Procedures for Committee meetings are determined by the chair unless otherwise determined by the by-laws of the Organization or a resolution of the Committee.

6.10 Secretary

The Committee shall select a person (who need not be a Committee member) to act as Secretary to the Committee. In the absence of that person, or at the election of the Committee, the Committee may appoint any other person to act as secretary of the meeting. The Secretary keeps minutes of the proceedings of the Committee and circulates copies of the minutes to each Committee member on a timely basis.

7. PUBLICATION ON WEBSITE

7.1 These Terms of Reference will be posted on the Organization's website: smcc.ski

DATE: Nov 12, 2024