

Skimo Canada (SC)

Nominations Procedures

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Nominating Committee Terms of Reference

Name:	Nominating Committee
Composition:	The Committee will consist of three (3) individuals appointed by the Board. Individuals who are interested in being elected or re-elected to the Board must not be appointed to the Committee. The Nominating Committee must include appropriate representation from the Board (including Independent directors), athletes and other stakeholders with the objective that the committee is respected, credible and representative.
Chair:	The Chair of the Committee will be appointed by the Board.
Purpose:	The Nominating Committee's overall responsibility is to seek, identify and recruit qualified and skilled individuals capable of providing effective governance leadership to the Board.
Term:	Members of the Committee will serve a term from appointment to the next Annual Meeting at which elections are held. Members of the Committee may be re-appointed.
Meetings:	The Committee will meet as required. Meetings will be 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. 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 Skimo Canada 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:	<p>The Committee will perform the following key duties:</p> <ul style="list-style-type: none">● 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, Skimo Canada's website, other online services where suitable, and advertisements in local newspapers.● 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.

- Prepare a slate of nominees that complies with the quota requirements (described in the By-laws) for gender, Independency, and athlete representation.
- 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 for each Director position.
- Oversee all aspects of the election procedures leading up to and at the Annual Meeting, including identifying and enforcing specific timelines and any other administrative requirements.
- Identify individuals for future nomination as Directors as well as any rejected candidates and maintain this information for use by future Nominating 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 on March 27, 2024.

Nominations Policy

Purpose

1. The Board may appoint a Nominating Committee that has responsibilities as defined in the Nominating Committee Terms of Reference. The purpose of this Policy is to support the Nominating Committee in defining and implementing its responsibilities, as well as inform individuals about the process to be eligible and nominated for a position as a Director.

Application

2. This Policy applies to Skimo Canada, the Nominating Committee, and any individual wishing to be nominated for a position as a Director with Skimo Canada.

Board Assessment

3. At its discretion, the Nominating Committee may administer a **Board Assessment Tool** to determine the needs, wants and gaps of skills, attributes, education, and experience within the Board. This information will be used by the Nominating Committee to target specific individuals for nomination as a Director.

Solicitation of Nominations

4. The Nominating Committee will seek, identify, and recruit eligible individuals to stand for election as Directors by seeking candidates through:
 - a) The usual Skimo Canada networking channels;
 - b) The Sport Information Research Centre (SIRC); and
 - c) An open call for nominations through promotional efforts, including, but not limited to, press releases, Skimo Canada's website, other online services where suitable, and advertisements in newspapers or via social media.
5. The Nominating Committee may also approach eligible individuals to determine their interest in serving as a Director.
6. The Nominating Committee will also appoint a contact person from amongst its members who can answer questions about the nomination process and the role of a Director.

Eligibility

7. To be eligible for election as a Director, an individual must:
 - a) Be 18 years old or older
 - b) Not have been declared incapable by a court in Canada or in another country;
 - c) Be an individual;
 - d) Not have the status of bankrupt; and
 - e) Not be a member of the Skimo Canada's management or executive team.

Nomination of Candidates

8. Individuals can submit nominations to the Nominating Committee so long as the **Candidate Application Form** and supporting materials are submitted before the final deadline and acknowledged by the individual that is being nominated.
9. Incumbent Directors are not required to submit a Candidate Application Form but must inform the Nominating Committee in writing when they intend to stand for re-election.

Review of Nominees

10. The Nominating Committee will review each **Candidate Application Form** and supporting materials to ensure that the individual is eligible, to assess their skills, attributes, education and experience, and compare the assessment with the particular skills that are desired for a Director. The Nominating Committee may further engage in a personal interview of the applicant, in-person, electronically or via telephone.
11. Nominees who the Nominating Committee believe are ineligible will be given the opportunity to demonstrate their eligibility. The Nominating Committee will decide the eligibility of any nominee whose eligibility is in question by majority vote.
12. The Nominating Committee will make a final report to the Members before any meeting of the Members at which an election occurs that may identify their preferred slate of nominees. The Nominating Committee may not prevent a candidate from running unless the candidate is ineligible.

Timelines

13. The Nominating Committee will identify a deadline for the submissions of nominations and identify further deadlines indicating opportunities for candidates to submit campaign material. All timelines will be described in the **Candidate Application Form**.

Role of Candidates

Campaign Material

14. Once the Nominating Committee confirms the nominee's eligibility, the nominee may begin to inform individuals and organizations that they are running for election. Nominees should consider preparing campaign material for their candidacy that will be distributed to voting Members by the Nominating Committee prior to election. Nominees should consider preparing the following:
 - A **campaign platform** describing what the nominee would like to do to further the objectives of Skimo Canada – this material may be as detailed or specific as the nominee desires
 - A **headshot** photo
 - A **biography** of the nominee (maximum 300 words)
 - A **video** describing the nominee and/or the nominee's platform (maximum 30 seconds)
 - **Testimonials/references** from other organizations or other individuals
15. The Board will make the above material (if submitted) available to the Members, via posting on the Skimo Canada website, prior to the election on a date determined by the Nominating Committee.
16. Nominees may also be permitted to give a short speech at the Annual General Meeting in support of their platform and their candidacy. Speeches should be kept to a maximum of two minutes.

Candidate Application Form

This form must be submitted to Skimo Canada by the date of _____ [insert date]

This form is to be completed by any person nominated for election as a Director.

Name of Candidate: _____

Address: _____

Phone Number(s): _____

Email Address: _____

Each nominee must complete and sign this Candidate Application Form and submit it to the Nominating Committee along with a résumé. Nominees may further submit:

A campaign platform describing what the nominee would like to do to further the objectives of Skimo Canada (this material may be as detailed or specific as the nominee desires)

- A headshot photo
- A biography of the nominee (maximum 300 words)
- A video describing the nominee and/or the nominee's platform (maximum 30 seconds)
- Testimonials/references from other organizations or other individuals

Estimate your level of commitment, skill or expertise in each of the following areas (please be honest):

	High	Medium	Low / NA
Support of Skimo Canada's Objectives			
Experience on Not-for-Profit Boards of Directors			
Knowledge of the ski mountaineering racing community			
Financial Management			
Fundraising			
Marketing / Sponsorship			
Human Resources			
Technology / IT			
Leadership			
Legal			
Lobbying / Advocacy			
Media / Public Relations			
Organizational Management			
Risk Management			
Strategic Planning			
Government Relations			

Please indicate whether you are 'Independent' as defined in Skimo Canada's By-laws and, if you are not Independent, if you will work toward becoming Independent and how you will do so.

Please describe why you are interested in serving as a Director of Skimo Canada:

Please provide a brief summary of your experience in the ski mountaineering racing community:

Please provide a brief summary of your experience with other sport organizations:

Please provide a brief summary of your experience with non-sport voluntary or community organizations:

Please highlight additional skills or competencies that would contribute to the effective leadership and governance of Skimo Canada:

Please describe any conflicts of interest that you would need to declare if elected to the Board:

Please confirm that you are in compliance with the eligibility requirements and if not, why?

Yes_____ No_____, why:

I agree to let my name stand for a Director position on Skimo Canada's Board. I consent to the verification by Skimo Canada of the information provided in support of my nomination.

Signature

Date

Nominee Evaluation Metric

Name of Candidate: _____

General Attributes and Specific Skills.

Candidates receive one point for each 'High' ranking and half a point for each 'Medium' ranking – to a maximum of fifteen points.

Category Total / 15

Experience with sport organizations.

Evaluate the candidate's response. Candidates score higher if they identify experience serving in multiple roles (Director, official, coach, athlete, volunteer, etc.) and in multiple sports.

Category Total / 5

Experience with the ski mountaineering racing community.

Evaluate the candidate's response. Candidates score higher if they identify experience serving in multiple roles (Director, official, coach, athlete, volunteer, etc.) and for a lengthy period of time (10+ years).

Category Total / 5

Experience being a Director and with voluntary and community organizations.

Evaluate the candidate's response. Candidates score higher if they identify experience serving with multiple organizations, in multiple capacities, and for a lengthy period of time.

Category Total / 5

Skills and Competencies

Evaluate the candidate's response. Candidates score higher if they identify skills and competencies that would be useful for Skimo Canada's governance, leadership, financial status, strategic direction, etc.

Category Total / 5

Conflicts of Interest

Evaluate the candidate's response. Candidates score higher if they do not identify potential conflicts of interest.

Category Total / 3

Résumé

Evaluate the candidate's résumé. Candidates score higher if they have experience, education, certification, and training that demonstrate their general attributes and specific skills, and if they appear to have the time commitment required to serve as a Director. Review the Board Assessment Tools (if administered). Does the Candidate have skills and experience that the Board currently needs?

Category Total / 12

Calculate the total score. Provide comments or questions on a separate page.

TOTAL SCORE / 50

Board Assessment Tool

Directors are encouraged to regularly review their own performance and their contribution to the organization. This self-evaluation tool should be administered to Directors by the Nominating Committee (when appointed) and tabulated by staff or an independent third party. A summary of the results can be distributed to Directors. The results of the self-evaluation tool will identify strengths and weaknesses of the Board as a whole and of the Directors as individuals.

Circle the response that best reflects your opinion. The rating scale for each statement is:

Strongly Disagree (1); Disagree (2); Agree (3); Strongly Agree (4).

Board Operation	Strongly Disagree	Disagree	Agree	Strongly Agree
The organization complies with the <i>Canada Not-for-Profit Corporations Act</i> and other applicable legislation	1	2	3	4
The Board approves the organization's policies and procedures	1	2	3	4
The Board approves the Terms of Reference for the organization's committees	1	2	3	4
Directors are actively involved with the development of the organization's strategic objectives	1	2	3	4
Directors are aware of each of their responsibilities	1	2	3	4
Directors communicate with each other effectively	1	2	3	4
The Board is aware of the financial position of the organization	1	2	3	4
The Board works well with Members	1	2	3	4
The Board works well with other sport organizations	1	2	3	4
The Board works well with sponsors and other funders	1	2	3	4

OVERALL RATING (add the circled numbers)

☐ Poor (10-20) ☐ Satisfactory (21-33) ☐ Excellent (34-40)

Board Meetings	Strongly Disagree	Disagree	Agree	Strongly Agree
Meeting agendas are provided on time to all Directors	1	2	3	4
Reports are provided on time to all Directors before meetings	1	2	3	4
The Chair chairs meetings effectively	1	2	3	4
Directors are given appropriate opportunities to contribute and participate at meetings	1	2	3	4
All Directors come to meetings prepared	1	2	3	4
All Directors respect confidentiality of Board business and Board deliberations	1	2	3	4
All Directors always declare any conflicts of interest	1	2	3	4
All Directors support the majority decisions of the Board and speak with a unified voice	1	2	3	4
All Directors conduct themselves in a manner in line with the organization's policies (e.g., the Code of Conduct)	1	2	3	4
The Board makes decisions objectively and collaboratively in the best interests of the organization	1	2	3	4

OVERALL RATING (add the circled numbers)

☐ Poor (10-20) ☐ Satisfactory (21-33) ☐ Excellent (34-40)

Myself as a Director	Strongly Disagree	Disagree	Agree	Strongly Agree
I am aware of what is expected of me as a Director	1	2	3	4
I read the records of proceedings, Committee reports, and all agenda items before each meeting.	1	2	3	4
I participate on Committees as requested or appointed	1	2	3	4
I am familiar with the organization's By-laws and policies	1	2	3	4
I understand the organization's financial position	1	2	3	4
I always declare any conflicts of interest	1	2	3	4
I support Board decisions when they are made even when I do not agree with them	1	2	3	4
I represent all Members	1	2	3	4
I understand my legal duties as a Director	1	2	3	4
I am a valuable member of the Board	1	2	3	4

OVERALL RATING (add the circled numbers)

☐ Poor (10-20) ☐ Satisfactory (21-33) ☐ Excellent (34-40)

Director Self-Assessment Tool

Rate your level of commitment, skill or expertise in each of the following areas. Place an X in the appropriate box. Please be honest. Results will be aggregated and your response will be anonymous.

	High	Medium	Low / NA
Belief in / Support of Objectives			
Experience on Not-for-Profit Boards			
Knowledge of the ski mountaineering racing community			
Financial Management			
Fundraising			
Sponsorship			
Human Resources			
Technology / IT			
Leadership			
Legal			
Lobbying / Advocacy			
Marketing / Public Relations			
Organizational Management			
Risk Management			
Strategic Planning			