



GOVERNANCE AND NOMINATION COMMITTEE TERMS OF REFERENCE

POLICY STATEMENT:

As per the revised Ski Jumping Canada (SJC) By-Laws (June 2014) – section **5.11 Appointment of Committees**

The Board will appoint a Finance Committee, Governance and Nomination Committee and High Performance Athlete Committee (with athlete and coach representation), and may appoint such other committees, as it deems necessary for managing the affairs of the Corporation (each such committee being a "Committee" and together being "Committees"). The Board may appoint members of Committees or provide for the election of members of Committees (including athlete and coach representatives), may prescribe the terms of reference and operating procedures of Committees, and may delegate to any committee any of its powers, duties, and functions except where prohibited by the Act, the constitution or this Bylaw.

Mandate

1. The Governance and Nomination Committee has a mandate to:
 - a) Ensure the SJC By-Laws are up to date and relevant;
 - b) Ensure that appropriate governance policies are in place to run the business of ski jumping;
 - c) Ensure that the Board follows the governance policies;
 - d) Support and advise the Board in fulfilling its responsibility to stakeholders in ensuring the Board is comprised of individuals who are best able to discharge the responsibilities of Directors;
 - e) Recruit and place qualified individuals in positions of influence within the ski jumping community – nationally and internationally.

Key Duties

2. The key duties of the Committee are:
 - a) Understand and stay on top of the relevant Canadian and Provincial legislation impacting not-for-profit organizations in Canada;

- b) Establish board governance policies and practices;
- c) Establish a strategic and long-term strategy (4-12 year) for the succession of board members;
- d) Identify and prepare potential candidates for the execution of the strategy;
- e) Ensure sufficient resources are allocated to the successful attainment of the strategy.

Authority

- 3. This committee has the authority to make policy recommendations to the board and to nominate potential board members for election at the AGM.

Policy Responsibility

- 4. The Governance and Nomination will be responsible for policy research and oversight of the following:
 - a) By-Laws
 - b) Governance Policies
 - c) Recruitment of Board members and other key personnel

Composition

- 5. The Committee will be composed of a minimum of three (3) persons, one of which will be the Chair of Ski Jumping Canada. The High Performance Director will be an ex-officio officer of the Committee.

Appointment

- 6. The Board appoints members to the Committee at the Board Meeting immediately following the AGM. Members will serve from appointment until the following AGM. Should a vacancy occur on the Committee, for whatever reason, the Board may appoint a qualified person to fill that vacancy for the remainder of the vacant position's term. The Board may remove any member of the Committee.

Meetings

- 7. The Committee will meet by telephone, video conferencing or in person, as required. Meetings will be as called by the Chairperson.

Resources

- 8. The Committee will receive the necessary resources from SJC to fulfill its mandate, and may from time to time have persons assigned to assist the Committee with its work.

Objectives/Deliverables

- 9. Implement the SJC Bylaws in 2014 and then annually review for relevancy.

Governance

- 10. Research and implement relevant governance policies, including enhancing current policies.

Nomination

- 11. Annually review the recruitment/succession plan and policy for board members.

Evaluation

12. The Board of Directors will evaluate the performance of the Committee. The performance of the committee will be assessed against the accomplishment of yearly objectives/deliverables. This review will take place immediately prior to the AGM.

Reporting

13. The Committee will report to the Board, as requested by the Board. The Committee will report to Members at the Annual General Meeting, in the form of a written report.

Review and Approval

14. The Board of Directors will review these terms of reference every two years.