



NOMINATIONS POLICY

June 2023

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1 – PURPOSE

This policy (“Policy”) sets out the nomination guidelines and procedures to propose candidates for election to the Wrestling Canada Lutte (“WCL”) Board of Directors (“BOD”). These policies and procedures are subject to the provisions of WCL’s Bylaws and Appendix A of this document and shall be revised from time to time and approved by WCL’s BOD.

2 – POLICY STATEMENT

WCL recognizes that diverse perspectives, experiences and backgrounds provide for optimal BOD performance as prescribed in WCL’s policies. To promote this diversity, the BOD shall:

- a) Be representative and inclusive of the community at large and take into consideration individuals from equity deserving groups;
- b) Have a majority of independent Directors with diverse perspectives, experience, skills and competencies;
- c) Have no more than 60% of the Directors that shall be of the same gender;
- d) Strive to have equitable geographical representation in the BOD.

3 – NOMINATIONS COMMITTEE

In accordance with WCL’s Bylaws and this Policy, the BOD shall appoint a Nominations Committee to facilitate the recruitment of candidates and guide the nominations process. As a standing committee of the BOD, the role of the Nominations Committee is to ensure that the BOD has the desired skills, competencies, and diversity to fulfill its legal, fiduciary and stewardship duties. The Nominations Committee shall be bound by its terms of reference as established by the Board, this Policy, and WCL’s Bylaws.

4 – NOMINATIONS PROCEDURES

The Nominations Committee shall publish a call for nominees at least 120 days prior to the next Annual General Meeting or Special Meeting where elections are taking place. This call will state the number of positions up for election, the term associated with each position and the required skills, as determined by the BOD.

In addition to the nominations received through this call, the Nominations Committee may additionally solicit candidates through professional service organizations, member groups, and from individual knowledge. Nominations will be received by the Committee until 45 days prior to the next Annual General Meeting or Special Meeting where elections are taking place. In accordance with WCL’s Bylaws and this Policy, Members are also entitled to submit nominations to the Nominations Committee.

During the nomination period, the Committee will review candidates for eligibility and may interview any nominee at its discretion. After review, candidates having the required skills will be added to the list of

eligible candidates. Candidates who do not have the required skills will be notified that they did not meet the requirements for nomination.

As soon as possible after nominations close, the Nominations Committee will declare and present to the BOD for ratification, a slate of qualified candidates, using the names of the individuals from their list of candidates. This list shall contain both a list of designated preferred candidates, equal to the number of positions up for election, and any additional qualified candidates wishing to allow their names to stand. The Committee shall ensure that the approved list of candidates is published at least 21 days prior to the Annual Meeting or Special Meeting where elections are taking place.

The approved list of candidates will be listed on a ballot at the Annual Meeting or Special Meeting where elections are taking place, in alphabetical order by last name.

5 – CONDITIONS & MONITORING

The CEO is responsible for the implementation of this policy.

The CEO shall work with the Members to ensure this policy and any related documentation and processes are understood and communicated to all applicable individuals.

6 – REVIEW

The Policy will be reviewed periodically as needed, but at least every 2 years. The next mandatory review will be May 31, 2025.

7 – EXCEPTIONS

Any other exceptions to the policy must be approved by the BOD.

APPENDIX A - ELIGIBILITY

Board of Directors shall fulfill all requirements of the Canada Not-for-Profit Corporations Act, WCL's Bylaws and be of legal age. Candidates shall meet the eligibility conditions stipulated in sections 26 and 53 of WCL's Bylaws.

Section 26:

"Any person, who is 18 years of age or older, who has the power under law to contract, who is resident of Canada, who has not been declared incapable by a court in Canada or in another country, who does not have the status of bankrupt, and who satisfies the requirements of the Income Tax Act in relation to the eligibility to serve as a director of a registered charity may be nominated for election or appointment as a Director."

Section 53:

"In accordance with the Act, a Director, Officer, or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation will comply with the Act and the Corporation's Conflict of Interest Policy."

In recruiting candidates, the Nominations Committee will have regard to the diversity as described in the policy statement, as well as diversity in competency, expertise and skills for optimal BOD performance. Candidates will be recruited based upon their demonstrated ability to contribute significantly to the leadership of WCL.

Candidates should have competencies as determined by the BOD when the Nominations Committee begins its work. Generally speaking, the following competencies shall be considered unless determined otherwise by the BOD based on the open positions on the BOD.

- Strategy & Planning
- Legal
- Governance, Risk & Compliance
- Finance
- Fundraising & Sponsorship
- Marketing, Communications, Public Relations & Crisis Management
- Human Resources
- Business & Commercial

