



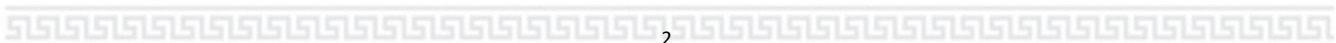
## TERMS OF REFERENCE

Name	Nominations Committee
Mandate	<p>The Nominations Committee is a standing committee of Wrestling Canada Lutte (WCL) reporting to the Board of Directors (BOD).</p> <p>The Committee will ensure, on a continuing basis, that the WCL BOD is composed of qualified and skilled persons capable of, and committed to providing effective governance leadership to WCL.</p> <p>The Committee will also provide recommendations to WCL’s BOD for Chairs and membership positions on other WCL committees.</p>
Key Duties / Responsibilities	<p><b>BOARD OF DIRECTORS</b></p> <ol style="list-style-type: none"> <li>1. Ensure any Director vacancies are addressed in accordance with the Bylaws:             <ol style="list-style-type: none"> <li>a) Assist the BOD in determining the specific and desired competencies required on the BOD.</li> <li>b) Seek, identify and recruit qualified individuals to stand for election as Directors. In addition to seeking candidates through the usual networking channels within the wrestling community, the Committee will also issue an open call for nominations.</li> <li>c) Ensure that candidates for election meet the qualifications to serve as a Director and have fulfilled any additional requirements.</li> <li>d) Communicate directly with each candidate to discuss the roles, responsibilities and expectations of a Director.</li> <li>e) Promote diversity of the BOD in relation to gender, race, ethnicity, age, language, skills, professional backgrounds, and personal experiences.</li> <li>f) Have regard to the specific and desired competencies required on the Board as a whole, as well as aligning with WCL’s mission and objectives in soliciting and assessing all nominations.</li> </ol> </li> <li>2. The Committee will finalize a list of nominees at least 30 days before the Annual General Meeting or Special Meeting where elections are taking place and will circulate approved and / or recommended nominations to the Members not less than 21 days before the Annual General Meeting or Special Meeting where elections are taking place.</li> </ol>





	<ol style="list-style-type: none"> <li>3. Where appropriate, identify individuals for future nomination as Directors and maintain this information for future use by the Committee.</li> <li>4. Carry out these duties in a manner that encourages a long-term view of WCL’s leadership needs, as well as BOD succession planning.</li> <li>5. Undertake other responsibilities that may be assigned by the BOD.</li> </ol> <p>WCL COMMITTEES</p> <ol style="list-style-type: none"> <li>1. Assist the BOD and CEO in determining the specific and desired competencies required on all WCL committees.</li> <li>2. Ensure all committee vacancies are addressed in accordance with the respective committee terms of reference, including:             <ol style="list-style-type: none"> <li>a) Seek, identify and recruit qualified individuals to serve on committees through usual networking channels and an open call for nominations.</li> <li>b) Ensure that candidates for appointment to serve on any committee meet the qualifications to serve and have fulfilled any additional requirements.</li> <li>c) Communicate directly with each candidate to discuss the roles, responsibilities and expectations to be on any committee.</li> <li>d) Promote diversity on all WCL committees in relation to gender, age, language, ethnicity, professional backgrounds, and personal experiences.</li> <li>e) Have regard to the specific and desired competencies required on the committee as a whole in soliciting nominations.</li> </ol> </li> </ol> <p>DUTIES OF THE CHAIR</p> <ol style="list-style-type: none"> <li>1. Develop the agenda for Committee meetings in consultation with Committee members.</li> <li>2. Chair the meeting and ensure that the Committee makes recommendations within its mandate and organizational policies and plans.</li> <li>3. Ensure the communication of the Committee’s recommendations and actions to the BOD.</li> <li>4. Represent the Committee to the BOD and the Members.</li> <li>5. In collaboration with the CEO, prepare written reports of recommendations, progress or any other relevant information for submission to the BOD and Members.</li> <li>6. Stay informed on relevant organizational policies.</li> <li>7. Ensure that committee members are informed of all critical matters.</li> </ol>
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<p>Authority</p>	<p>The Committee will exercise its authority in accordance with WCL’s Bylaws and such additional provisions as are set out in these Terms of Reference and will do so without interference from the BOD or WCL staff.</p> <p>May from time to time invite to its meetings such other individuals as it deems can contribute to the work of the Committee (e.g. consultants).</p> <p>Can schedule meetings and other activities to facilitate decision-making.</p> <p>Review and make recommendations to revise the terms of reference to the BOD annually.</p>
<p>Composition</p>	<p>The Committee shall be comprised of five (5) members. Its members will exclude any person seeking election to the BOD for which nominations are being prepared.</p> <p>CHAIR: The BOD will appoint one independent Director to serve as Chair of the Committee when the association has completed the election of new Directors and appointment of Officers following an Annual General Meeting or Special Meeting where elections are taking place, or as otherwise appointed by the BOD.</p> <p>MEMBERS: The BOD will appoint four (4) additional members to the Committee, including 1 athlete / retired athlete representative, 1 PTSO representative and two (2) independent people, ideally with recruiting or HR skills. The CEO and any invited consultants serve as ex-officio non-voting members.</p>
<p>Terms / Voting</p>	<ol style="list-style-type: none"> <li>1. All members will serve terms of one (1) year, which may be renewed by the BOD, annually.</li> <li>2. Decision-making is by majority vote. Quorum shall be the majority of committee members.</li> <li>3. Each member will have one (1) vote. There are no proxy votes.</li> <li>4. Should any Committee member be interested in being nominated as a Director, they must resign from the Committee.</li> </ol>
<p>Meetings</p>	<p>The Committee will meet by videoconference as required, at the call of the Chair.</p>



Staff Support & Resources	The Committee will work within the established WCL budget, and will be supported by the CEO, as necessary.
Reporting	<ol style="list-style-type: none"><li>1. Meeting minutes and notes will be maintained.</li><li>2. Updates provided for BOD meetings.</li><li>3. The Committee will report to the Members at the Annual General Meeting or Special Meeting where elections are taking place, in the form of a written report.</li></ol>
Approval and Review	These Terms of Reference were approved by the BOD on June 29, 2023. This document will be reviewed annually by the Committee or as required by the BOD.

