



## BOARD OF DIRECTORS NOMINATION PACKAGE

### ABOUT WRESTLING CANADA LUTTE

Wrestling Canada Lutte (WCL) is the national sport governing body for Olympic style wrestling in Canada.

#### Vision

Our vision describes a future state for WCL we continue to strive for. It serves to inspire and serve as a reminder of the long-term impact we want to have for the advancement of wrestling in Canada.

*Achieve sustainable international excellence through the growth of wrestling in Canada.*

#### Mission

Our mission statement explains our reason for being, and provides a clear description of who we are, who we serve, and what we do. As part of our strategic planning process, we renewed our mission statement by incorporating new language that better reflects our core purpose.

*Provide leadership, support, and safety nationally for our athletes and other participants in pursuit of international podium success.*

#### Values

Values are statements of belief that express what WCL most believes in and serve as a connecting force that guide how decisions are made within WCL.

- **Collaboration:** Uniting and cooperating in synergy with others towards a commonly shared purpose or outcome
- **Excellence:** Drive and determination to succeed by striving to do better in every aspect, both on and off the mat
- **Trust:** Belief and confidence in the honesty and reliability of WCL and its Participants
- **Inclusivity:** Embodiment and acceptance of diverse people and ideas that builds a culture of respect, dignity, and equity for all
- **Integrity:** Being honest, transparent, and confident that all participants will act in the best interests of WCL, its Athletes and other Participants

#### Important Documents for Review

- [Strategic Plan 2022-2027](#)
- [Bylaws](#)
- [Conflict of Interest Policy](#)





## **BOARD OF DIRECTORS**

WCL is striving to adopt best modern governance practices in alignment with the Canadian Sport Governance Code, including the adoption of a skills-based board model that focuses on governance, strategic and policy matters, with staff being responsible for the day-to-day operations and program design and delivery.

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

*Please note that no Director of WCL will simultaneously hold a position of Director, contractor, employee of a Member (PTSO). An individual either personally or through a corporation, who has a commercial interest or other form of interest with WCL, or any active Registered Participant of the WCL, or Host Organizing Committee is not eligible for Directorship. Any individual holding such a position will be required to step down from the position within one month of being elected as a Director of WCL.*

### **Targeted Skills, Qualifications and Experience**

The Board of Directors has identified qualifications and core competencies that will ideally be reflected among the Directors of the WCL Board. To ensure the Board is composed of qualified and skilled individuals capable of and committed to providing effective leadership to WCL, the Nominations Committee is seeking individuals having expertise in one or more of the following areas:

#### Priority competencies & required skills:

- Finance (accounting designation)
- Revenue Generation (marketing & sponsorship)
- Equity, Diversity, Inclusion, Accessibility (knowledge & culture)
- Communications (crisis management)
- Enterprise Risk Management
- Strategic Planning & Management

#### Secondary competencies & “nice to have” skills:

- Legal / Regulatory (legal designation)
- Political Acumen / government relations
- Entrepreneurial Spirit (jack / jill of all trades)
- Analytical Skills



Attributes & principles describing the way the Board is composed and operates:

- Focus is on policy and governance, not operations
- Representative of the community through EDIA
- Prescribes to ethical and values-based decision-making
- Teamwork & cultural fit
- Understands small to medium NFP (not-for-profit) organizations

**Role of the Board**

The Board of Directors' primary role is to govern by providing leadership, strategic direction, and governance to WCL and its staff in pursuit of its vision and mission. The Board is elected by the membership of WCL and is ultimately accountable to the membership for competent stewardship that will ensure the long-term viability of WCL.

The roles of the Board may include but are not limited to:

- Leading the development of the vision, mission, values and strategic direction of WCL;
- Approving policies to deliver the programs and services of WCL;
- Providing continuity for WCL by ensuring its financial health;
- Engaging under employment contract a Chief Executive Officer (CEO) to manage and oversee the operations of WCL;
- Ensuring positive relationships with stakeholders;
- Performing any other duties from time to time that may be delegated to the Board by the Members or that may be in the best interests of WCL.

**Conduct & Expectations**

Directors commit themselves to ethical, businesslike, and lawful conduct, including proper use of authority and decorum when acting as Board members. Accordingly, Directors must be able to represent unconflicted loyalty to the interests of all WCL Members. This accountability supersedes any conflicting loyalty such as to advocacy or interest groups, and membership on other Boards. It also supersedes the personal interest of any Director acting as a participant in WCL's services, or having a family member who is a participant in WCL services.

The expectations of the Board may include, but are not limited to:

- Be familiar with and abide by WCL's bylaws, policies, procedures
- Avoid perceived or real conflicts of interest
- Attend all meetings and not miss more than 3 consecutive meetings
- Come prepared for each meeting
- Chair or be a member of a Board Standing Committee
- Refrain from interfering in the operations of WCL
- Act in the best interest of WCL
- Understand the roles and responsibilities of being a Board member
- Support the Board's decisions once they have been voted on and speak with one voice



- Respect the confidentiality that pertains to Board discussions
- Stay informed of WCL's fiduciary and legal obligations

### **Director Eligibility**

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 previously described above, as well as diversity in competency, expertise, and skills for optimal Board performance. Candidates will be recruited based upon their demonstrated ability to contribute significantly to the leadership of WCL.

### **Board Composition**

The Board will consist of a minimum of seven (7) or a maximum of nine (9) Directors, elected by the Members, to serve up to two (2) years.

In the case of a nine (9) Directors' Board, the composition shall be as follows:

- a) One (1) Director being a retired national team athlete (retired for a minimum of 2 years and a maximum of 6 years from the original time of nomination or election);
- b) One (1) Director being a coach not actively involved at the national or international level;
- c) One (1) Director being an official not actively involved at the national or international level;
- d) Six (6) independent Directors.

In the case of a seven (7) Directors' Board, the composition shall be the same with the exception of four (4) independent Directors instead of six (6).

Odd year elections (athlete, coach and up to three (3) independent Directors) and even year elections (official and up to (3) independent Directors).



### Chair

The Chair must be an independent Director appointed by the Directors for up to a two (2) year term. The Chair will be responsible for the general supervision of the affairs of the Corporation, will preside at meetings of Members and at meetings of the Board, will be responsible for the operation of the Board, will be the official spokesperson of WCL, and will perform such other duties as may from time to time be established by the Board.

### Officers

The Secretary and Treasurer must be Directors appointed by the Directors for up to two (2) year terms.

The Secretary will have charge of the minute books of WCL and the documents and registers required to be maintained under the Act. The Secretary will give, or cause to be given, notices of all meetings of the Members and of the Board, will certify all documents of WCL which require certification, and will perform such other duties as may from time to time be established by the Board.

The Treasurer will see that proper accounting records as required by the Act are kept, will cause to be deposited all monies received by WCL into WCL's bank account, when requested will provide the Board with an account of financial transactions and the financial position of WCL, and will perform such other duties as may from time to time be established by the Board.

### Executive Committee

The Executive Committee will consist of the Chair and up to three (3) Directors appointed by the Board on an annual basis. The Executive Committee should strive to be representative and inclusive of the community at large and take into consideration individuals from equity deserving groups. The Executive Committee will serve as an interface between the Board and the CEO serving in an advisory capacity to the CEO and will have the full authority of the Board in urgent situations or as otherwise prescribed by the Board from time to time.

### **Commitment**

On average, WCL meets seven to eight times per year via teleconference (2-3 hours) and more frequently should issues arise, as well as one to two in-person meetings, as the budget permits.

In addition to meetings, Directors are expected to be active members on at least one Board Standing Committee and all Directors are expected to support fundraising and revenue generation initiatives.

### **Remuneration**

Directors and Officers will serve without remuneration, however, they may be paid reasonable expenses incurred by them in the performance of their duties, as per WCL policies.



## **NOMINATIONS PROCESS**

The Nominations Committee will publish a call for nominees. The call will state the number of positions up for election, the terms, and the required skills, as determined by the Board.

The Nominations Committee may additionally solicit candidates through professional service organizations, member groups, and from individual knowledge. 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 Board 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 Meeting of Members where elections are taking place. Nominations from the floor will not be permitted.

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

Where there are vacancies, the Board may appoint a qualified individual from the same category of Directors, where applicable, to fill the vacancy for the unexpired term of the predecessor.

### **Timelines (subject to change)**

- All interested and eligible candidates are asked to submit a completed form by 5 PM ET on Thursday, January 25<sup>th</sup>, 2024 – [EXPRESSION OF INTEREST FORM](#)
- Candidate interviews will be scheduled the week of February 5<sup>th</sup> and February 12<sup>th</sup>. Prospective candidates should make themselves readily available during those periods.
- Nominations Committee report presented to the Board the week of February 26<sup>th</sup>

### **Contact Information**

For any questions, please don't hesitate to contact Kelly Rich, Chair of the Nominations Committee at: [kelly.rich@shaw.ca](mailto:kelly.rich@shaw.ca) or 780-966-9327.