



5 October 2015

CALL FOR NOMINATIONS **Nominations Committee of the Canadian Soccer Association**

The Canadian Soccer Association (Canada Soccer) is seeking to recruit one (1) qualified candidate for the position of **independent** member of the Nominations Committee of the Board of Directors. The individual must be able to demonstrate that he/she has professional, personal or other contacts within the corporate, business, soccer, and/or other relevant communities that will strengthen the Canada Soccer Board as it performs its governance and stewardship functions.

The individual must be domiciled in one of the following provinces/territories: **Quebec, Alberta, Manitoba, Yukon, Northwest Territories and Nunavut.**

An independent is defined as a person who at the time of his/her appointment to the Nominations Committee is not an officer, director or employee of the Canada Soccer or of a Provincial/Territorial Association Member.

The Nominations Committee is composed of five members, including two Directors of Canada Soccer and three independents. Members of the Nominations Committee are not eligible to let their name stand for election or appointment to the Board during their term. The Nominations Committee's terms of reference are included below.

Individuals who are interested in serving on the Nominations Committee are asked to forward their names, together with an updated résumé and references, to Mary Pellegrino, Executive Assistant, at mpellegrino@canadasoccer.com by **Friday, October 30, 2015.**



NOMINATIONS COMMITTEE Terms of Reference

a. Composition and Eligibility

- Composed of five (5) members, including a Chair. Two (2) of the Committee members shall be Directors and three (3) shall be independents. (An independent is defined here as a person who at the time of his/her appointment is not an officer, director or employee of Canada Soccer or of a Provincial/Territorial Association Member.)
- The President and Vice President shall not be a member of the Nominations Committee.
- No more than one member of the Nominations Committee shall be from any one Province or Territory.
- Each year the longest serving independent Committee member and the longest serving Director on the Committee shall be replaced.
- The term of a member of the Nominations Committee who is a Director shall be a maximum of two (2) years, and the term of an independent member of the Nominations Committee shall be a maximum of three (3) years.
- The terms of the Committee members shall commence thirty (30) days after the Annual General Meeting in the year of their appointment.
- The terms of the Committee shall come to an end thirty (30) days after the close of the Annual General Meeting which is the completion of their term.
- No member of the Nominations Committee may let his or her name stand for election to the Board unless nine (9) months have elapsed since his or her resignation or completion of his or her term.
- No member of the Nominations Committee may let his or her name stand for appointment to the Board unless eleven (11) months have elapsed since his or her resignation or completion of his or her term.

b. Role of the Committee

- To recruit candidates for the Board.
- To ensure that Board recruitment is driven by the strategic priorities of Canada Soccer
- To ensure that Board composition complies with Canada Soccer's by-laws and *Governance Policies*.
- To develop effective processes for the recruitment of candidates for the Board.

c. Responsibilities of the Committee

- Recommends to the Board strategies and processes for the recruitment and nomination of Directors.



- Conducts an assessment of the knowledge, skills and competencies of the current Board to identify any gaps in the composition of the Board.
- Prepares for the Board an announcement requesting names for nomination to the Board and, upon Board approval, circulates the announcement.
- Receives the names of nominated candidates.
- Forwards to the Board a list of candidates nominated for the appointed Board positions that reflects the required mix of knowledge, skills and competencies necessary to provide effective governance for Canada Soccer within the prescribed timelines.
- Ensures that a candidate or candidates are identified for each elected position.
- Compiles the list of candidates for the elected positions on the Board and presents the list to the Membership in accordance with the timelines defined in Canada Soccer's by-laws.
- Submits a copy of the list of candidates to each Provincial/Territorial member fifty-five days prior to the Annual General Meeting.
- Ensures that a background check is conducted for each candidate.
- Ensures that a candidate's nomination is not put forward if the candidate declines to have a background check conducted.
- Ensures that the composition of the Board creates a diversity and effective Board as follows:
 - Minimum of three (3) qualified individuals of each gender
 - Regional diversity
 - One current or former athlete
 - One individual currently involved in professional soccer in an administrative capacity
 - Skill-sets, experience and capabilities, including, but not limited to:
 - legal and risk management expertise
 - accounting or comparable expertise
 - community fundraising expertise
 - governance expertise

d. Procedures

- Quorum to be a 2/3 majority of the members of the Committee
- Decisions to be made by majority vote of the members with the Chair having a vote only in the event of a tie.
- In the Chair's absence or inability to act, one of the other Committee members to serve as Chair.
- Meetings to be held as required and, if necessary, by conference call; decisions may be made as a result of an e-mail vote.
- Minutes of meetings to be taken and made available at the next meeting of the Board.



- Meetings to be held, if necessary, by conference call; decisions may be made as a result of an e-mail vote.

e. The Board and the Nominations Committee

- The Board shall hold an in-camera session to review the Nominations Committee's list of nominated candidates, together with the Committee's rationale, and shall ratify the Committee's nominations.
- The Board may reject any candidate nominated by the Nominations Committee only for good cause as specified below and only as a result of a 75% vote of the Board.
- The circumstances in which the Board may reject any nominated candidate include but are not limited to:
 - The candidate is in a conflict of interest
 - The candidate is found to have a criminal record
 - The candidate is currently bankrupt
 - The candidate has a legal impediment that prevents the candidate from serving
- The diversity requirements for the composition of the Board are not met
- The Board shall ratify the Governance Committee's selection of candidates for the Independent and Director positions on the Nominations Committee.
- The Board may remove a member of the Nominations Committee for good cause as a result of a 75% majority vote. Such cause shall include:
 - Conflict of interest
 - Failure to perform duties and responsibilities
 - Exceeding the limits of the member's authority
 - Discovery of a criminal record
 - Failure to respect and comply with the spirit and intent of the By-laws, rules and regulations, and policies of Canada Soccer.
- The Board shall appoint a replacement member for any vacated position for the balance of that term.