



August 30, 2019

CALL FOR NOMINATIONS

Nominations Committee of the Canadian Soccer Association

The Canadian Soccer Association (Canada Soccer) is seeking to recruit one (1) qualified candidate to serve as an **independent** member of the Nominations Committee of the Board of Directors. The individual must be able to demonstrate that they have 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.

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 Canada Soccer or of a Provincial/Territorial Association Member.

The Nominations Committee is composed of five (5) members, including two (2) Directors of Canada Soccer and three (3) 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 Lisa Spina, Executive Assistant, at lspina@canadasoccer.com by **9:00 AM EST on Monday, September 30th, 2019.**

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.



- Wherever possible, members of the Nominations Committee shall be domiciled in different regions.
- 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 term of the Committee member shall commence immediately upon appointment or selection by the Board.
- The term of the Committee member shall come to an end at the end of the Board meeting immediately following the Annual Meeting of the Members in the year of the completion of their appointment.

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

- Prepares an announcement requesting names for nominations for the Board positions elected by the Voting Members, and forwards to the Office of the General Secretary for posting; the Office of the General Secretary receives materials submitted by nominated candidates, ensures that all required materials have been submitted by the submission deadline, validates all materials, and forwards the validated nominations to the Annual Meeting of the Members, with a copy to the Nominations Committee.
- Submits a copy of the list of nominees for the Board positions elected by the Voting Members to each Provincial/Territorial member fifty-five days (55) prior to the Annual Meeting of the Members.
- Ensures that a candidate or candidates are identified for each elected position.
- Prepares an announcement requesting names for nominations for the Board positions elected by the Director Members, and forwards it to the Office of the General Secretary.
- Recruits, interviews and selects candidates for the Board positions elected by the Director Members, ensuring that the composition of the Board reflects diversity and the required skills and competencies as follows:
 - Minimum of three (3) qualified individuals of each gender;
 - Differences based on ethnicity, race, language and geography;
 - One (1), at minimum, athlete;



- One (1), at minimum, individual who has been or is currently involved in professional soccer; and
- Competencies, attributes and experience that allow the Board to carry out its strategic and stewardship roles.
- Forwards to the Director Members the names and information on candidates selected for the positions elected by the Director Members.
- Recruits, interviews and selects candidates for the independent positions on the Nominations Committee, and forwards their names and candidate information to the Director Members for ratification.

d. Procedures

- Quorum to be a majority of the members of the Committee.
- Decisions to be made by majority of the members, including the chair.
- The Chair to be elected by the members of the Committee at its first meeting.
- 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.