

### **Mandate:**

- The Nominations Sub Committee (the “Sub Committee”) is appointed by the Board of Directors (the “Board”) of Pickleball Canada (the “Organization”) on the recommendation of the Governance Committee Chair.
- The Sub Committee will be responsible for evaluating the eligibility of all applicants/nominees for election to the Board.
- The Governance Committee will review these Terms of Reference annually and will recommend changes to the Board.

### **Key Duties:**

- The Sub Committee evaluates all nominees and identifies:
  - Individuals qualified to become members of the Board.
  - Individuals best suited to be elected as members of the Board.
- In making its recommendations, the Sub Committee shall consider:
  - The current composition of the Board, including the diversity of its membership and the competencies and skills of current members of the Board.
  - The competencies and skills that the nominee would bring to the Board.
  - The needs of the Organization and the individual’s background, experience, perspective, skills and knowledge that are appropriate and beneficial to the Organization.
  - The regional requirements for nominees set out in the Organization’s bylaws.
- Recommendations of the Sub Committee need not be approved by the Board.
- The Sub Committee shall review annually with the Governance Committee, the composition and size of the Board to ensure that the Board has the requisite expertise and that its membership consists of persons with sufficiently diverse and independent backgrounds.
- The Sub Committee will utilize the current list or matrix of the competencies and skills (the “Skills Matrix”) developed by the Governance Committee.
- The Sub Committee will publicize a call for nominations and a procedure for nominations to assist it in identifying possible candidates for nomination to the Board.

### **Composition:**

- The Sub Committee will be composed of at least one member of the Board, as designated by the Board, in addition to at least three independent members.
- The Sub Committee shall have an odd number of members, and the number of independent members must be greater than the number of members of the Board.
- The Sub Committee must not include any member of the Board up for election.
- The Chair of the Sub Committee shall be designated by the Board from among the Sub Committee members.
- The members of the Sub Committee will be appointed by the Board annually.
- The Board may fill any vacancy in the Sub Committee.

### **Authority:**

- Work Plan - The Sub Committee will review and update, on an annual basis, a work plan for the ensuing year for the Sub Committee to ensure the Sub Committee fulfills its responsibilities.
- Sub Committee Membership - The Governance Committee shall consider the qualifications and criteria for membership on the Sub Committee and provide recommendations to the Board.
- Review Terms of Reference - The Sub Committee will annually review and assess its own performance and the adequacy of these Terms of Reference.
- Determining Independence of Directors - The Organization must satisfy the independence requirements of the Code and the Board Mandate.
- The Sub Committee shall be responsible for determining the independence of prospective directors.

### **Meetings:**

- Sub Committee meetings will be scheduled at appropriate intervals throughout the year.

- The Chair of the Sub Committee will establish the agenda for each Sub Committee meeting. The agenda will be distributed to Sub Committee members in advance of each Sub Committee meeting to allow Sub Committee members sufficient time to review and consider the matters to be discussed. Each Sub Committee member is free to request the inclusion of other agenda items.
- A quorum for any Committee meeting is a majority of Sub Committee members.
- Each Sub Committee member is entitled to one vote, and questions are decided by a majority of votes. In the case of an equality of votes, the chair of the meeting has a second or casting vote.

### **Resources:**

- A Staff Resource Person will be assigned to the Sub Committee to keep minutes of meetings, circulate those minutes and perform other administrative functions as required.

### **Reporting:**

- The Sub Committee will report regularly to the Governance Committee.

### **Other:**

- The Sub Committee shall perform any other activities consistent with these Terms of Reference and applicable law, as the Governance Committee or the Board determines necessary.