



## CALL FOR NOMINATIONS

### Nominations Committee of the Canadian Soccer Association

The Canadian Soccer Association (Canada Soccer) is seeking to recruit three (3) qualified candidates to serve as **independent** members of the Nominations Committee of the Board of Directors. One independent member would serve as Chair of the Nominations Committee. The individuals 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](mailto:lspina@canadasoccer.com) by **9:00 AM EST on Friday, November 11.**

## 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 any member of Canada Soccer or their members.
- The President and Vice President shall not be a member of the Nominations Committee;
- Wherever possible, no more than one member of the Nominations Committee shall be from any one Province or Territory.
- Wherever possible, members of the Nominations Committee shall be resident in different regions as defined by the *By-laws*.
- Independents shall serve for a term of up to three (3) years. Directors of the Committee shall serve up to two (2) years.
- The term of the Committee member shall commence immediately upon Board approval of the Committee member's appointment.
- The term of the Committee member shall come to an end at the Board meeting immediately following the Annual Meeting of the Members in the year of the completion of their appointment.
- No Director who is a candidate for election to the Board or a Judicial Body may serve at the same time on the Nominations Committee.

#### **b. Appointment**

- The President shall recommend for Board approval the appointment of two (2) Directors to the Nominations Committee. Where a Director vacates the position on the Committee before completion, the President shall recommend a replacement for Board approval.
- The Nominations Committee shall nominate candidates for the Independent Committee



member positions, both when an Independent completes his/her term or vacates the position before completion.

**c. Role of the Committee**

- To recruit candidates for the Board as required;
- To ensure that Board recruitment meets the requirements of the *By-laws, Governance Policies* rules, and policies of Canada Soccer and all applicable laws and regulations;
- To review and assess all candidates for the Board;
- To develop and implement effective processes for the recruitment of candidates for the Board;

**d. Responsibilities of the Committee**

- Prepares each year an updated competencies/demographics matrix for Board approval.
- Prepares a call for nominations for the vacant Board positions, and forwards to the Office of the General Secretary for publication.
- Ensures that each vacant Board position has one or more qualified candidates.
- Reviews and assesses the submitted documents of all candidates for the Board in terms of the qualifications for Board positions, current Board needs, the requirements of the Strategic Plan, and the best interests of Canada Soccer;
- Interviews candidates for the Independent Director positions and forwards its nominations for those positions to a meeting of the Director Members for election, as provided for in Section 6.03 C iv. of the *By-laws*.
- In recruiting candidates for Director, ensures that the composition of the Board reflects diversity, as set out in the *Board Composition: Diversity and Inclusion* document, and that the Board includes:
  - no less than four (4) Directors who identify as female and four (4) Directors who identify as male;
  - at a minimum one (1) former athlete (i.e., former member of one of the National Teams, e.g., Senior, Youth, Para, Beach and/or Futsal.)
  - the necessary competencies and attributes that allow the Board to carry out its strategic and stewardship roles.
- Recruits and interviews candidates for the Independent positions on the Nominations Committee and forwards the names and information of the candidates to the Director Members for election.
- Ensures that letters are sent to all candidates acknowledging receipt of their nomination materials and to all candidates upon the completion of the recruitment process.
- Maintains a 'name bank' of promising Director candidates from recruitment efforts and reviews the list each year.
- Ensures that Integrity Checks are conducted on all candidates for Director and independent members of the Nominations Committee; checks include:
  - vulnerable sector check or criminal record check;
  - bankruptcy and insolvency records search (Office of the Superintendent of Bankruptcy Canada) regarding bankruptcy proceedings in which the candidate has been involved;
  - litigation search (Sheriff's Office at the local Land Registry Office) to determine if the candidate is a plaintiff or defendant in an ongoing legal action;
  - inquiries of Member Associations regarding past soccer discipline/ethics proceedings in which the candidate has been involved;
  - independent reference checks;
  - check of any relevant social media (Facebook, Twitter, Instagram, LinkedIn, etc.)



**e. 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 or electronic means; decisions may be made as a result of an e-mail vote;
- Senior Board member on the Committee to act as the link (e.g., reporting) between the Committee and the Board on an ongoing basis;
- The chair to present a formal report to the Director Members regarding the Committee's recommendations of candidates for the Independent Director positions.
- The Office of the General Secretary to receive materials submitted by nominated candidates, ensure that all materials have been submitted by the stated deadline, validate all materials, and forward all materials to the Nominations Committee for review and consideration.