

COMMITTEE TERMS OF REFERENCE

CANADIAN GYMNASTICS FEDERATION (GYMCAN)

ADMIN – BOARD OF DIRECTORS

VERSION 1 – JULY 6, 2026

COMMITTEE: NOMINATING COMMITTEE

PURPOSE:

The **Nominating Committee** is a standing committee of the Board of Directors established to identify, recruit, screen for eligibility/skills/fit to stand for election and if necessary, recommend to the GymCan membership a slate of qualified candidates for election to the Board. The committee ensures that the Board maintains an appropriate composition, with a balance of skills, experience, diversity and expertise to effectively govern the organization. The Nominating Committee is tasked with executing a rigorous, transparent, and objective process to recommend directors based on specific competency requirements defined by the organization's strategic plan, the board skills matrix needs and the Canadian Sports Governance Code.

AUTHORITY:

The Nominating Committee operates under the authority of the Board and reports directly to the board of directors. The committee has the power to:

Develop and recommend policies and procedures for the nomination process.

- Recruit, identify, assess, screen and recommend potential candidates.
- Incur minor expenses in actively recruiting, as authorized by the board.
- Solicit, evaluate, screen and recommend nominations directly from members.
- Make slate recommendations to the membership.
 - ❖ Ensure a recommended slate aligns with gender and diversity guidelines as defined by the GymCan bylaws.
 - ❖ Ensure objectivity in the assessment of current board directors for inclusion in the recommended slate.
 - ❖ Present alternate possible slates or suggestions where different candidate combinations are possible within the recruitment guidelines.

- ❖ While reporting to the Board, the committee has independence to decide which candidates are eligible to stand for election and which candidates comprise a slate for recommendation.
- Committee decisions are based on majority vote.

COMPOSITION & INDEPENDENCE:

- The Nominating Committee must consist of three (3) or five (5) members.
- The composition of the Nominating Committee will be recommended by the Governance Committee for Board approval.
- The Committee composition will consist of:
 - ❖ 1 or more members of the Governance Committee. None of whom are up for re-election in the coming year.
 - ❖ The committee Chair must be a director and will be appointed to the position by the Board.
 - ❖ A president of one of the PSO's who is not standing for GymCan board election. To ensure diversity the PSO member will be selected on a rotating basis.
 - ❖ Optionally a director who is not on the Governance Committee and who is not standing for re-election.
 - ❖ Optionally an independent external recruitment expert who is not standing for election and is selected by the board.
 - ❖ The committee will operate for a one (1) year term (AGM to AGM)

RESPONSIBILITIES:

The Nominating Committee tasks are as follows:

- Work with the Board recommendations pertaining to target skills derived from an up-to-date Board Skills Matrix managed by the Governance Committee.
- Establish criteria for Board candidates aligned with the organization's strategic needs.
- Seek out, recruit, evaluate and screen potential candidates.
- Review applications and interview qualified candidates.
- Recommend a slate of nominees for membership consideration.
- Ensure an open, transparent, and inclusive nomination process.
- Ensure all candidates meet all eligibility requirements set by the official process. This includes but is not limited to ensuring that candidates are not employees of GymCan, nor an officer or employee of a Gymnastics PSO and are independent, meaning they have no loyalty, duty or fiduciary obligation conflicting with the one they would owe to GymCan.

- Organize and chair an on-line “Meet the Candidates” session for membership,
- Ensure board elections meet gender and diversity requirements as defined in GymCan bylaws.
- Confirm that candidates have completed a criminal background check and are willing to complete mandatory Safe Sport and Governance training upon appointment.
- Monitor best practices in Board recruitment.
- Lead recruitment of a board appointed 12th director after receiving a briefing from the governance committee. This board director does not require member approval as per the GymCan bylaws.

Transparency and Accountability:

- The Committee shall publish the recruitment process and requirements, timelines, and the Skills Matrix used for evaluation on the GymCan website.
- Final candidates must provide a written brief outlining their platform and commitment to the GymCan mission, which will be shared with the voting members.

MEETING & QUORUM:

The Committee shall meet as needed. Quorum being a majority of member of the committee. The Committee may invite external advisors to attend meetings as necessary. Meetings may be held in person or by electronic means.

CONFIDENTIALITY & CONFLICT OF INTEREST:

Committee members shall maintain strict confidentiality regarding all discussion and decisions. Any conflict of interest must be disclosed and appropriately managed in accordance with the organization's governance policies.

REVIEW:

These Terms of Reference shall be reviewed annually by the Governance Committee and the Nominating Committee, and any proposed changes shall be submitted to the Governance Committee then to the Board for final approval.