



NOMINATION POLICY

January 11, 2019

PURPOSE

1. Judo Canada recognizes the importance of Board succession planning to ensure optimal continuity and that the Board is composed of people with proper and relevant expertise and skills to effectively govern and strengthen the organization.

NOMINATING COMMITTEE MANDATE

2. The general mandate of the Nomination Committee (the “Committee”) is to generate a strong pool of candidates for Director positions on the Board and advise the Board and the Members of those candidates best qualified to meet the needs of Judo Canada.

NOMINATING COMMITTEE COMPOSITION

3. The Committee shall be comprised of three (3) members. At least one (1) member must be a current Director who is not seeking office in the upcoming election. At least one (1) member must be external to Judo Canada Board, Committee or Staff (i.e., a Registrant or other individual). The composition of the Committee should serve to advance Judo Canada's commitment to the principle of diversity and should reflect the diverse nature of Judo Canada.
4. Members of the Committee will be appointed by the Board. Each member shall serve until his or her successor is appointed, unless he or she resigns or is removed by the Board. The Board shall fill any vacancy. The Chair of the Committee will be designated by the Board.

RESPONSIBILITIES

5. The Committee reports to the Board of Directors.
6. The Committee will:
 - a. Solicit and recruit individuals to serve as candidates for election to the Board of Judo Canada;
 - b. Recommend to the Board and the Members which candidates are qualified to suit the objectives and needs of Judo Canada; and
 - c. If designated such authority by the Board, recommend to the Board an individual to fill any vacancy on the Board.

SPECIFIC DUTIES

7. The Committee shall:
 - a. Work with the Board to determine the specific and desired competencies and skills the

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- Board considers necessary for the Board to possess;
- b. Formulate criteria for candidates after considering the competencies of each existing Director;
 - c. Develop a search plan which meets the criteria established by the Board and addresses: (i) scope of the search (internal/external, provincial/national); (ii) methods of soliciting nominations; (iii) target dates for completing each stage of the search process and the schedule of reporting; (iv) the number of candidates to be recommended; (v) the key qualifications and competencies necessary for the position(s);
 - d. Canvass current Board members for suggestions for candidates;
 - e. Identify a potential pool of candidates for Board membership from diverse professional and personal backgrounds who combine a broad spectrum of experience and expertise with a reputation for integrity;
 - f. Consider, when suggesting new candidates, whether or not each new candidate can devote sufficient time and resources to his or her duties as a Director; g) Ensure that all candidates meet the eligibility requirements for Directors, as described in the Bylaws;
 - g. Make recommendations to the Board and the Members, within the legal timelines prescribed by the Bylaws, with respect to the nominees up for election;
 - h. Ensure that the nomination list consists of at least one third (33%) of individuals from the minority gender identity;
 - i. Recommend to the Members that they elect individuals in such a manner that the composition of the Board consists of at least two (2) individuals of the minority gender identity;
 - j. Work to ensure there is a succession plan for the positions of President, Treasurer, General Secretary and Vice-President; and
 - k. If designated the authority by the Board, seek out and recommend an individual (using similar processes as described above) to fill any vacancy on the Board for the remainder of the vacant term.

COMMUNICATION, EXPENSES AND AUTHORITY TO ENGAGE ADVISORS

- 8. The Committee shall have access to such officers and employees of Judo Canada and to such information respecting Judo Canada, as it considers necessary or advisable in order to perform its duties and responsibilities.
- 9. The Committee has the authority to engage independent counsel and other advisors as it determines necessary to carry out its duties. To the extent possible, these independent advisors should be volunteers who will provide the advice at no expense to Judo Canada. When the Committee is unable to engage volunteers, and must engage paid advisors to provide specific advice, the Committee must seek the approval of the CEO prior to engaging these advisors.

10. Judo Canada shall be responsible for all expenses of the Committee that are deemed necessary or appropriate by the Committee in carrying out its duties.

OPERATION, MEETINGS, ELECTIONS AND RECORD KEEPING

11. Meetings of the Committee shall be conducted as follows:
 - a. The Committee shall meet at such times and at such locations as the Chair shall determine;
 - b. The Chair shall preside as chair at each Committee meeting and lead discussion on meeting agenda items;
 - c. The quorum for meetings shall be all three (3) members of the Committee;
 - d. The Chair shall establish the agenda for the meetings and circulate the agenda to members of the Committee prior to a meeting;
 - e. Every question at a Committee meeting shall be decided by a majority of the votes cast;
 - f. The President and the CEO shall be available to advise the Committee, shall receive notice of all meetings of the Committee, and may attend meetings at the invitation of the Chair of the Committee; and
 - g. A Committee member, or any other person selected by the Committee, shall be appointed at each meeting to act as secretary for the purpose of recording the minutes of each meeting.

CONFIDENTIALITY

12. Protecting candidate confidentiality is one of the Committee's most important responsibilities throughout the search process. Confidentiality of the names of candidates and information developed about them and their employing institutions is necessary to attract high quality finalists, to avoid putting their current positions in jeopardy, and to protect the Judo Canada's integrity. The confidentiality of the Committee proceedings, communications with candidates and the identity of all applicants (even in-house candidates) is protected to the full extent permitted by law. The information is permitted (with the consent of the candidates) to be shared with the Board provided the Board agrees to be bound by these confidentiality provisions.

REVIEW OF TERMS OF REFERENCE

13. The Committee shall review and reassess the adequacy of this mandate at least annually, and otherwise as it deems appropriate and recommend changes to the Board. Such review shall include the evaluation of the performance of the Committee against criteria defined in the Committee and Board mandates.

Approved by Board on January 11, 2019