

CANADIAN OLYMPIC COMMITTEE
NOMINATING COMMITTEE MANDATE

1. PURPOSE

The Nominating Committee (the “Committee”) is a standing committee of the Board of Directors (“Board”) of the Canadian Olympic Committee (“COC”). It is established to assist the Board in fulfilling certain nominating related responsibilities by identifying individuals qualified to become Board members and recommending to the Board, director nominees for election by the Members. The Committee makes such recommendations based on the Committee’s assessment of who will provide the optimum mix of skills and experience to complement the existing Board in fulfilling its roles to guide the long term strategy and ongoing business operations of the COC. The Committee shall also identify and recommend nominees for election by the Members for the position of President, and for available positions for Class B Members and shall also recommend the list of Olympic Supporters for Board approval.

2. COMPOSITION

- 2.1 The Committee shall be comprised of up to nine members, up to two of whom shall be Board directors, one of whom shall serve as the Chair and another as Vice Chair of the Committee and at least one of whom shall be a Class A Member at the time of the appointment. No other Board member will participate as a Committee member, whether in a voting or non-voting capacity. The make-up of the Committee shall be reflective of the membership.
- 2.2 The Chair of the Committee shall be appointed by the Board upon recommendation from the President, after consultation with the Governance Committee Chair. The Committee members shall be appointed by the Board upon the recommendation of the President, after consultation with the Chair of the Committee; provided that in the year preceding the election of the President, the Committee Members will be appointed by the Board upon the recommendation of the Chair of the Nominating Committee, after consultation with the President. The Board shall approve the appointments to the Committee annually.
- 2.3 Each member of the Committee shall have experience with working on or with a board, a nominations process, governance, executive search, and/or executive leadership.
- 2.4 Any member of the Committee may be removed or replaced at any time by the Board. The Board may fill any vacancy, as it deems appropriate. If and when a vacancy exists, the remaining members may exercise all its powers so long as a quorum remains.
- 2.5 Any individual who is running for election or re-election as a director or Class B Member must not serve on the Committee during the period commencing no less than six months before the date of such election and concluding after the completion of the election in which that individual is running.

2.6 The Corporate Secretary shall serve as the staff liaison to the Committee. In the absence of a Corporate Secretary, the CEO shall appoint another employee to serve as a liaison to the Committee.

3. **MEETINGS**

3.1 A majority of Committee members, which includes the Chair of the Committee, present in person, or by telephone, or by videoconference, shall constitute a quorum;

3.2 The Committee shall endeavour to reach consensus on all significant decisions. In the event that consensus cannot be reached, the determinations of the Committee shall be made by a majority of its members present at the meeting duly called and held. In the event there is no majority, the Chair of the Committee shall be entitled to cast the deciding vote. All Committee members are expected to attend such meeting, in person, or via telephone, or videoconference. Any decision or determination of the Committee reduced to writing and signed by all members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held.

3.3 The Committee shall meet as frequently as it deems necessary, but no less than once per year in the year when there is no election. Meetings may be called by the Chair of the Committee, the President, or a member of the Committee. The time and place where the meetings of the Committee shall be held and the calling of the meetings and the procedure in all things at such meetings, including without limitation, notice requirements shall be determined by the Committee.

3.4 The Committee shall keep and approve Minutes of its meetings in which shall be recorded significant items discussed and all action taken by it, except in respect of meetings held to discuss candidates or matters related to individual candidates. The Minutes shall be available to the Board as soon as practicable and shall be promptly provided to the CEO (or his or her delegate) so that they can be included in the Board materials for the next Board meeting. Where time permits, the Minutes provided to the Board shall be approved in advance by the Committee, but in any event shall be reviewed in advance by the Chair of the Committee. The Chair of the Committee shall make an oral report to the Board, which will include Committee recommendations, where applicable, at least once per year when there are no elections and more frequently if circumstances warrant, which circumstances shall include, reporting and seeking approvals regarding the nominations and the election processes and the list of nominees.

3.5 No current Director, other than the Committee Chair, may attend a Committee meeting, except by the invitation of the Committee.

3.6 Each member of the Committee shall maintain in strict confidence the names of candidates, and the discussion, process and the deliberations that occur during the Committee meetings.

4. **RESPONSIBILITIES**

In fulfilling its responsibilities, the Committee shall perform the following duties:

- 4.1 Assist the Board in determining the diversity of the Board, with a view to facilitating effective decision-making and representation of the Members, while at the same time maintaining common characteristics such as personal integrity, good judgment, high ethics and standards, outstanding ability in their individual fields of expertise and a willingness to devote necessary time to Board matters;
- 4.2 Review criteria regarding personal qualification for Board membership, such as background, experience, technical skill, personal characteristics, diversity, language, personal attributes, regional diversity, winter/summer sport representation, specific expertise requirements and develop a process for identifying and recommending candidates;
- 4.3 Having regard to the skills and competencies of the existing Board members and the future needs of the Board, identify individuals based on skills, competencies and personal attributes who are qualified to become new Board members, Board Committee members or Class B Members, and who will commit the time to the COC and recommend them to the Board;
- 4.4 Recommend for Board approval, the recommended list and qualified list of director candidates and the recommended list of Class B Members, for presentation to the Members;
- 4.5 Establish the election process in accordance with the COC By-laws, as supplemented by any guidelines or procedures as may be established for or by the Committee from time to time;
- 4.6 Assist with the recommendation of candidates to fill a vacancy when a vacancy arises between elections for Board approval;
- 4.7 Assist with the recommendation to the Board for approval, the appointment or re-appointment of Directors;
- 4.8 Identify and recommend the Olympic Supporters;
- 4.9 Identify potential candidates to serve as the Resource Person and Ethics Commissioner; and
- 4.10 Such other duties and responsibilities as the Board deems appropriate.

5. **OTHER**

- 5.1 To fulfill its responsibilities, the Committee may invite suggestions from other Directors and management and use the resources of organizations and where necessary, seek advice from independent search consultants. The Committee regularly considers potential candidates even when the Board does not have an immediate vacancy.
- 5.2 The Committee shall conduct an evaluation of the Committee's performance and this Nominating Committee Mandate annually and recommend to the Board such Mandate changes, as the Committee deems appropriate.
- 5.3 The Chair of the Committee shall have the duties and responsibilities set forth in Appendix "A".

6. **OUTSIDE ADVISORS**

- 6.1 The Committee may engage outside experts, including consultants, or other advisors, when it deems appropriate to properly discharge its responsibilities to the COC. The Chair of the Committee shall engage the necessary experts in consultation with the President and CEO and to the extent the engagement or the advice would not compromise the integrity of the nomination process or the independence of the Committee, the Board shall be kept informed of both the selection of the experts and their advice.

APPENDIX “A”
NOMINATING COMMITTEE
CHAIR POSITION DUTIES AND RESPONSIBILITIES

In addition to the duties and responsibilities set out in the Nominating Committee Mandate and any applicable mandate, or position description, the Chair of the Nominating Committee has the following duties and responsibilities:

1. Provide overall leadership to enhance the effectiveness of the Committee, including:
 - (a) overseeing the structure, composition and activities delegated to the Committee;
 - (b) chairing every meeting of the Committee and encouraging free and open discussion at the meetings. Encouraging Committee members to ask questions and express viewpoints during meetings;
 - (c) scheduling and setting the agenda for the Committee meetings with input from other Committee members, the President and management, as appropriate, and ensuring that there is sufficient time during Committee meetings to fully discuss agenda items;
 - (d) facilitating the timely, accurate and proper flow of information to and from the Committee;
 - (e) arranging for outside advisors and others to attend and present to the Committee, as appropriate; and
 - (f) taking all other reasonable steps to ensure that the responsibilities and duties of the Committee as outlined in the Mandate, are well understood by the Committee members and executed as effectively as possible.
2. Foster ethical and responsible decision-making by the Committee and its individual members.
3. Maintain effective and timely communications with the President, ensuring the President is kept apprised of any material matters and issues or concerns of the Committee, to the extent and in a manner that would not compromise the integrity or the independence of the Committee.
4. Carry out such duties as may be reasonably requested by the Board.