



The Canadian Functional Fitness Federation

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Nominating Committee

Canadian Functional Fitness Federation (CFFF)

Terms of Reference

1. Purpose

- a. The Nominating Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of the CFFF to oversee the nomination and selection process for Board members and committee appointments.
- b. **The Committee is responsible for:**
 - i. Recommending individuals for election to the Board.
 - ii. Recommending the election of the Chair of the Board.
 - iii. Recommending individuals for appointment to Board committees.
 - iv. Reviewing the membership of each committee at least annually.
 - v. The Board will review and revise these Terms of Reference as needed to reflect the evolving needs of the CFFF, legal and regulatory developments, and best practices.

2. Committee Composition

- a. As outlined in the **Committee Governance Framework**, the Committee:
- b. Will be composed of at least three directors, as designated by the Board.
- c. Must have an odd number of members.
- d. Must not include any director up for election.
- e. Should include representation from the Board, including independent directors, athletes, and other stakeholders.
- f. Will be appointed annually by the Board, with members serving terms as outlined in the governance framework.

3. Duties and Responsibilities

- a. The Committee is responsible for:
 - b. **Board Membership**
 - i. Identifying and recommending qualified individuals for Board positions.
 - ii. Considering Board composition, diversity, and necessary competencies.
 - iii. Assessing candidates' ability to contribute effectively to the Board.
 - iv. Evaluating nominees' capacity to dedicate sufficient time and resources to the CFFF.
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The Canadian Functional Fitness Federation
National Championship Committee Terms of Reference 1.0 2

- v. Maintaining a Board **Skills Matrix** to identify competency and skill gaps.
- vi. Issuing a call for nominations and managing the nomination procedure.
- c. **Chair of the Board**
 - i. Annually recommending a candidate for election as Chair of the Board.
 - ii. Overseeing the election of the Chair at the first Board meeting following the annual meeting of members.
- d. **Committee Structure**
 - i. Reviewing and recommending Board committee assignments annually.
 - ii. Making recommendations on committee structure, functions, and leadership roles.
- e. **Orientation and Continuing Education**
 - i. Providing new Board members with an orientation program covering Board roles, committee functions, and CFFF operations.
 - ii. Supporting ongoing education to enhance directors' governance expertise.
- f. **Director Independence**
 - i. Determining the independence of Board directors and prospective nominees.
- g. **Review and Performance Evaluation**
 - i. Annually assessing the Committee's performance and adequacy of these Terms of Reference.
 - ii. Reporting findings to the Board and recommending updates as needed.
- h. **Work Plan**
 - i. Annually reviewing and updating a work plan to ensure the Committee fulfills its responsibilities on schedule.
 - ii. The Committee will also adhere to the CFFF's bylaws, the Canada Not-for-Profit Corporations Act (NFP Act), and the Canadian Sport Governance Code.

4. Committee Member Responsibilities

- a. Committee members must:
 - i. Act in good faith and in the best interests of the CFFF.
 - ii. Prepare for meetings by reviewing materials in advance.
 - iii. Actively participate in discussions and decision-making.
 - iv. Pursue ongoing education to maintain governance expertise.

5. Access to Management and Independent Advisors

- a. Committee members shall liaise only with the President and must not assume operational responsibilities without Board and President's approval.
- b. With Board approval, the Committee may retain independent advisors, consultants, or experts as needed.
- c. The Committee may request attendance from CFFF officers, employees, or external advisors at meetings.

6. Meetings

The Canadian Functional Fitness Federation
National Championship Committee Terms of Reference 1.0 **3**

- a. All meetings will be conducted in accordance with the **Committee Governance Framework**, including:
- b. Scheduling meetings in advance throughout the year.
- c. Providing notice at least 48 hours in advance.
- d. Establishing agendas in consultation with the Chair of the Board and President.
- e. Requiring a majority of Committee members for quorum.
- f. Delivering meeting materials in a timely manner.

7. Decision-Making and Reporting

- a. Decisions are made by majority vote, with the chair holding a casting vote in case of a tie.
- b. The Committee reports regularly to the Board and President on relevant matters.

8. Secretary

- a. The Committee will appoint a Secretary to maintain meeting minutes and distribute them to members in a timely manner, as required by the **Committee Governance Framework**.

9. Publication

- a. These Terms of Reference will be made available on the CFFF website.