

Freestyle Alberta Nominations Committee

Terms of Reference

The Nominations Committee (the "Committee") is a committee of the board of directors (the "Board") of Freestyle Alberta ("FA") to which the Board has delegated the responsibility for supporting the identification and nomination of individuals qualified to become Board members and members of committees and/or working groups which the Board may establish from time to time.

Membership of the Committee

1. The Committee shall be comprised of the Past Chair of the Board, FA Executive Director and at least 2 members of FA or such greater number as the Board may determine from time to time.
2. The Board may from time to time designate one of the members of the Committee to be the Chair of the Committee.

Mandate and Responsibilities of the Committee

1. The Committee shall formulate and make recommendations to the Board in respect of the nomination process for election or appointment as directors, committee members and/or working group members in conjunction with the FA governance committee.

The Committee will have the responsibility for the following duties:

1. recommend the criteria governing the overall composition of the Board, committees and working groups and governing the desirable individual characteristics and competencies for directors, committee members and working group members and in making such recommendations, the Committee should consider the competencies and skills that the Board considers to be necessary for the Board, as a whole, to possess.
2. given the above, review upcoming openings on the Board and solicit interest from qualified candidates to stand for nomination for the election of Board members at FA's Annual General Meeting, following the nomination process outlined in FA's bylaws.
3. given #1 above, provide recommendations to the Board for candidates for committees and working groups.
4. review annually the Committee's Mandate and Terms of Reference

Meetings and Administrative Matters

1. At all meetings of the Committee every resolution shall be decided by a majority of the votes cast. In case of an equality of votes, the Chairman of the meeting shall be entitled to a second or casting vote.
2. The Chair will preside at all meetings of the Committee, unless the Chair is not present, in which case the members of the Committee present will designate from among the members present the Chair for purposes of the meeting.

3. A quorum for meetings of the Committee shall be a majority of its members.
4. Meetings of the Committee should be scheduled to take place at least one time per year and at such other times as the Chair of the Committee may determine.
5. Agendas, approved by the Chair, will be circulated to Committee members along with background information on a timely basis prior to the Committee meetings.
6. The Committee may invite directors or employees of FA as it may see fit from time to time to attend at meetings of the Committee and assist in the discussion and consideration of the matters being considered by the Committee.
7. Minutes of the Committee will be recorded and maintained.
8. Any members of the Committee may be removed or replaced at any time by the Board. The Board may fill vacancies on the Committee by appointment from among its members or members of the FA community. If and whenever a vacancy exists on the Committee, the remaining members may exercise all its powers so long as two members remain on the Committee.