



CALL FOR NOMINATIONS
Nominations Committee of The Canadian Soccer Association Inc.
October 2023

The Canadian Soccer Association Incorporated (Canada Soccer) is seeking to recruit two (2) qualified candidates to serve as **independent** members of the Nominations Committee of the Board of Directors. Candidates must be able to demonstrate that they have professional, personal or other contacts within the corporate, business, soccer, and/or other relevant communities that will strengthen the Canada Soccer Board of Directors as it performs its governance and stewardship functions.

An **independent** member is defined as a person who at the time of their appointment to the Nominations Committee is not an officer, director or employee of Canada Soccer or any member of Canada Soccer or their members.

One (1) of the candidates for Independent member of the Nominations Committee is recommended by Canada Soccer's Member Council.

The Nominations Committee is composed of six (6) members, including two (2) members who are Directors of Canada Soccer and four (4) independents members.

Current members of the Nominations Committee are not eligible to let their name stand for election or appointment to the Board of Directors. The Nominations Committee's terms of reference are included in Appendix "A" attached hereto.

Individuals who are interested in serving as an independent member of the Nominations Committee are asked to forward their names, together with an updated résumé and references, to Lisa Spina, Executive Assistant, at lspina@canadasoccer.com by **12:00 PM ET on Thursday, November 2, 2023**.



APPENDIX "A"
NOMINATIONS COMMITTEE
Terms of Reference

a. Composition and Eligibility

- Committee composed of six (6) members, including a chair. Two (2) of the Committee members shall be Directors and four (4) shall be Independents. (An Independent is defined here as a person who at the time of his/her appointment is not an officer, director or employee of Canada Soccer or any member of Canada Soccer or their members.)
- The President and Vice President shall not be a member of the Nominations Committee;
- Wherever possible, no more than one member of the Nominations Committee shall be from any one Province or Territory.
- Wherever possible, members of the Nominations Committee shall be resident in different regions as defined by the *By-laws*.
- Independents shall serve for a term of up to three (3) years. Directors of the Committee shall serve up to two (2) years.
- The term of the Director member of the Committee shall commence immediately upon Board approval of the Committee member's appointment.
- The term of a Committee member shall come to an end when the work of the Committee for the year is completed.
- No Director who is a candidate for election to the Board or a Judicial Body may serve at the same time on the Nominations Committee.

b. Appointment

- The President shall recommend for Board approval the appointment of two (2) Directors to the Nominations Committee.
- Where a Director member of the Committees vacates the position before completing their term, the President shall recommend a replacement for Board approval.
- The Nominations Committee shall nominate candidates for the Independent Committee member positions, both when an Independent completes his/her term or vacates the position before completion.

c. Role of the Committee

- To recruit candidates for the Board as required;
- To ensure that Board recruitment meets the requirements of the *By-laws*, *Governance Policies* rules, and policies of Canada Soccer and all applicable laws and regulations;
- To review and assess all candidates for the Board;
- To develop and implement effective processes for the recruitment of candidates for the Board;

d. Responsibilities of the Committee

- Prepares each year an updated competencies/demographics matrix for Board approval.



- Prepares a call for nominations for the vacant Board positions, and forwards to the Office of the General Secretary for distribution.
- Ensures that each vacant Board position has one or more qualified candidates.
- Reviews and assesses the submitted documents of all candidates for the Board in terms of the qualifications for Board positions, current Board needs, the requirements of the Strategic Plan, and the best interests of Canada Soccer;
- Interviews candidates for the Independent Director positions and forwards its nominations for those positions to the Annual Meeting of the Members for election, as provided for in Section 6.03 C i. of the *By-laws*.
- Where a candidate for an Independent Director position is filling a vacancy caused by the departure of a Director, interviews candidates for the position and forwards its nominations to the Board of Directors for appointment.
- In recruiting candidates for Director, ensures that the composition of the Board reflects diversity, as set out in the *Board Composition: Diversity and Inclusion* policy, and that the Board:
 - Has no more than sixty (60) percent of the Directors from the same gender;
 - Includes at a minimum one (1) former athlete (i.e., former member of one of the National Teams, e.g., Senior, Youth, Para, Beach and/or Futsal.
 - Includes the necessary competencies and attributes that allow the Board to carry out its strategic and stewardship roles.
- Recruits and interviews candidates for the independent positions on the Nominations Committee and forwards the names and information of the candidates to the Board of Directors for appointment.
- Ensures that letters are sent to all candidates acknowledging receipt of their nomination materials and to all candidates upon the completion of the recruitment process.
- Maintains a 'name bank' of promising Director candidates from recruitment efforts and reviews the list each year.
- Ensures that Integrity Checks are conducted on all candidates for Director and independent members of the Nominations Committee; checks include:
 - criminal record check;
 - bankruptcy and insolvency records search (Office of the Superintendent of Bankruptcy Canada) regarding bankruptcy proceedings in which the candidate has been involved;
 - litigation and judgment searches to determine if the candidate is a plaintiff or defendant in an ongoing legal action or if there are any judgments against a candidate;
 - inquiries of Member Associations and other Members (professional clubs, referees and coaches) regarding past soccer discipline/ethics proceedings in which the candidate has been involved;
 - independent reference checks;
 - check of any relevant social media (Facebook, Twitter, Instagram, LinkedIn, etc.)

e. Procedures

- Senior Director on the Committee to act as the link (e.g., reporting) between the Committee and the Board on an ongoing basis;



- The Chair to present a formal report to the Members in advance of the Annual Meeting of the Members.
- The Office of the General Secretary to receive documents submitted by nominated candidates, ensure that all documents have been submitted by the stated deadline, validate all documents, and forward all documents to the Annual Meeting of the Members.