



**Climbing Escalade Canada  
("the Corporation")  
Nominating Committee Terms of Reference**

## **1. Purpose**

---

- 1.1 The Nominating Committee (the "Committee") is appointed by the Board of Directors (the "Board") of the Corporation. The Committee will be responsible for recommending to the members the persons to be elected to the Board and for recommending to the Board the person to be elected as Chair of the Board (the "Board Chair") and the persons to be appointed to each committee as members. The Committee will review each committee's membership on at least an annual basis and otherwise periodically as circumstances require.
- 1.2 The Board has enacted these Terms of Reference pursuant to and in accordance with Sections 13.2.4 and 13.6 of the Board Mandate and will revise these Terms of Reference from time to time based on its assessment of the Organization's needs, legal and regulatory developments, and applicable best practices.

## **2. Interpretation**

---

- 2.1 Unless defined herein or context requires otherwise, capitalized terms used but not defined in these Terms shall have the meaning given to them in the Corporation's By-Laws.
- 2.2 This Policy should be read together with the Canada Not-for-profit Corporations Act, the Canadian Sport Governance Code (the "Code"), the Corporation's Articles, the Corporation's By-Laws, the Board Mandate, and the Diversity Policy.

## **3. Duties**

---

- 3.1 The duties of the Committee are to:
  - a) annually review the composition, skills, size and tenure of directors in advance of annual general meetings and whenever individual directors indicate that their status as members may change;
  - b) determine the independence of directors, candidates, and nominees and whether the Board is compliant with the independence requirements set out in the Code;
  - c) maintain a list or matrix of the competencies and skills (the "Skills Matrix") that the Board considers to be necessary for the Board, as a whole, to possess and the competencies and skills that the Board considers each existing director to possess in order to identify any competency and skill gaps on the Board;
  - d) publicize in advance of each annual meeting a call for nominations for the Board and a procedure for nominations to assist it in identifying possible candidates for nomination to the Board;
  - e) identify qualified candidates to serve as directors on the Board, taking into account:
    - i. the current composition of the Board, including the diversity of the Board and the competencies and skills that the Board as a whole currently possesses and the competencies and skills that the candidate would bring to the Board;

- ii. the candidate's character, integrity, judgment and record of achievement;
  - iii. the ability of candidates to contribute to effective oversight of the management of the Corporation;
  - iv. the needs of the Corporation;
  - v. the candidate's background, experience, perspective, and knowledge that are appropriate and beneficial to the Corporation;
  - vi. any skills and talents the nominee possesses which would add to the Board's decision-making process and enhance the overall management of the activities and affairs of the Corporation;
  - vii. whether the candidate will be able to devote sufficient time and resources to the Corporation;
  - viii. the D&AR Requirements;
  - ix. any relevant provisions of the Diversity Policy;
  - x. the candidate's independence and the independence requirements of the Board as set out in the Code; and
  - xi. any other factor that the Committee deems relevant.
- f) having identified qualified candidates, recommend a slate of nominees for election as directors and appointment as members and the chair of committees together with the reasons for their recommendations;
- g) make recommendations to the Board with respect to assignments to committees of the Board, including recommendations as to the chair of each committee, the types, duties, functions, size and operation of committees of the Board; co-ordinate an annual orientation program for directors to include:
- i. a director manual regarding the duties of the Board, individual directors, each Committee, the Board Chair, the Vice Chair, the chair of each Board committee, the Executive Director, the Chief Financial Officer and other executive officers of the Corporation;
  - ii. information regarding the nature and operation of the Corporation's business and organizational structure;
  - iii. Information regarding the time and resources directors are expected to contribute to the Board;
  - iv. information regarding the Corporation's mission, vision, values, and strategic plan; and
  - v. copies of the Board and Committee Mandates, position descriptions, the Code of Business Conduct and Ethics and other governance policies;
- h) arrange for the directors to receive:
- i. distributions of updated information regarding the Corporation's business;
  - ii. presentations as appropriate to advise of corporate developments, changes in industry conditions and changes in legal and regulatory requirements affecting the Corporation;
  - iii. tours of the Corporation's facilities to interact with executive officers, management and employees in order to stay abreast of industry developments and the evolving business of the Corporation; and
  - iv. continuing education, as may be required or beneficial to the Corporation;
- i) recommend the removal of directors from Committees and the Board in the event of conflicts of interest, breach of the Code of Business of Conduct and Ethics or otherwise; and
- j) maintain a Board succession plan that is responsive to the needs of the Corporation and the interests of its various stakeholders; and
- k) perform any other task as may be delegated to the Committee by the Board.

#### **4. Composition**

---

- 4.1 The Committee shall be composed of:
  - a) Three Independent directors of the corporation;
  - b) One Eligible Athlete; and
  - c) One representative of the Members of the Corporation.
- 4.2 Except as set out in the Corporation's By-Laws, no member of the Committee shall be eligible for election to the Board.
- 4.3 Directors serving as members of the Committee shall be appointed from time to time to hold office at the pleasure of the Board.
- 4.4 The Eligible Athlete serving as a member of the Committee shall be elected by the Eligible Athletes and shall be appointed to hold office at the pleasure of the Board.
- 4.5 The representative of the Members of the Corporation serving as a member of the Committee shall be elected by the Members of the Corporation and shall be appointed to hold office at the pleasure of the Board.
- 4.6 All members of the Committee shall, as a condition of holding office, complete any implicit bias or other training as may be prescribed by the Board.
- 4.7 The Board will shall strive to ensure that the Committee reflects the diversity of the Corporation, the business environment in which the Corporation operates, and the climbing community.
- 4.8 No more than 60% of the members of the Committee may be of the same gender.

## **5. Committee Chair**

---

- 5.1 The Board shall appoint a Chair for the Committee (the "Chair"). A description of the duties and responsibilities of the Chair are included in Schedule A.
- 5.2 Only directors serving as members of the Committee are eligible to be appointed Chair.
- 5.3 If the Chair is not present at any meeting of the Committee, one of the other members of the Committee who is present at the meeting shall be chosen by the Committee to preside at the meeting.

## **6. Meetings**

---

- 6.1 The Committee is responsible to meet as often as required to discharge its duties.
- 6.2 The Chair will, in consultation with the members, determine the schedule, time and place of meetings.
- 6.3 A quorum for a meeting of the Committee shall be:
  - a) a majority of members present; and
  - b) a majority of the Independent directors serving as members present.
- 6.4 Notice of the time and place of every meeting shall be given in writing (including by way of written email or facsimile communication) to each member of the Committee at least 24 hours prior to the time fixed for such meeting, provided, however, that a member may in any manner waive a notice of a meeting; and attendance of a member at a meeting constitutes a waiver of notice of the meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

- 6.5 A member or members of the Committee may participate in a meeting of the Committee by means of such telephonic, electronic or other communication facilities as permits all persons participating in the meeting to communicate with each other. A member participating in such a meeting by any such means is deemed to be present at the meeting.
- 6.6 At the invitation of the Chair, one or more officers of the Corporation may attend any meeting of the Committee.

## **7. Nominations Process**

---

- 7.1 Subject to Section 7, any statute, the Code, or articles and by-laws of the Corporation, the Committee shall, in its sole discretion, determine the practices and procedures to be followed during the Nominations Process.
- 7.2 The Committee may, but is not required to, meet with candidates and conduct interviews as part of the Nominations Process.

## **8. Election and Nomination of Eligible Athlete Directors**

---

- 8.1 At all times, two (2) directors on the Board shall be Eligible Athletes elected and nominated pursuant to and in accordance with this Section.
- 8.2 Notwithstanding Section 6, two Eligible Athletes serving as Directors shall be nominated in accordance with the following process:
- 8.3 prior to beginning the Nominating Process for other directors, the Committee shall give notice in writing (including by way of written email or facsimile communication) to all Eligible Athletes of the number of positions available on the Board for Eligible Athletes elected and nominated pursuant to and in accordance with this Section and the process for election and nomination;
- 8.4 the Committee shall provide Eligible Athletes with a period of not less than two (2) weeks (the "Nomination Period") to submit nominations for candidates for the Board;
- 8.5 Eligible Athletes may nominate themselves or another Eligible Athlete, but no individual may become a candidate without their consent;
- 8.6 Following the close of the Nomination Period, the Committee shall facilitate an election by which all Eligible Athletes may vote on which candidates should serve on the Board;
- 8.7 the Committee shall nominate the Eligible Athlete nominee or nominees elected by the Eligible Athletes to serve on the Board.

## **9. Procedures, Records and Reporting**

---

- 9.1 Subject to any statute, the Code, or articles and by-laws of the Corporation, the Committee shall fix its own procedures at meetings, keep records of its proceedings and report to the Board when the Committee may deem appropriate (but not later than the next meeting of the Board). The minutes of its meetings shall be distributed to all members of the Board. All Directors shall be provided with access to any materials distributed to members of the Committee.

## **10. Delegation**

---

- 10.1 The Committee may delegate, from time to time, to any individuals or sub-committees of the Committee, any of the Committee’s responsibilities that lawfully may be delegated.

## **11. Materials**

---

- 11.1 The Committee has access to all books, records, facilities and personnel of the Corporation necessary for the discharge of its duties.

## **12. Governance**

---

- 12.1 The Committee shall review and assess its own performance and the adequacy of these Terms of Reference at least once a year and, together with the feedback received from the chairs of other committees, report the results of such review and assessment to the Board along with any proposals for approval.
- 12.2 The Committee shall review and assess the performance of its chair and the adequacy of the position description of its Chair (a copy of which is attached hereto as Schedule “A”) and report the results of such review and assessment to the Board along with any proposals for approval.

## **13. Advisors**

---

- 13.1 The Committee has the power, at the expense of the Corporation, to retain, instruct, compensate and terminate independent advisors to assist the Committee in the discharge of its duties.

Policy No. CEC-GOV-03

Pages: 3 (+1 Schedule A)

Original Version Approved: 2019/03/27

Current Version Approved: 2025/03/11

Date of Next Review: 2027/03

## SCHEDULE "A"

### NOMINATING COMMITTEE CHAIR POSITION DESCRIPTION

#### I. Appointment

---

- a. The Chair of the Nominating Committee (the "Nominating Committee") of the Corporation (the "Board") will be appointed, serve and be removed at the pleasure of the Board.

#### II. Duties of the Nominating Committee Chair

---

- a. In addition to fulfilling his or her duties as an individual director, the duties of the Nominating Committee Chair are to:
  - i. serve as the Nominating Committee's role model for responsible, ethical and effective decision making;
  - ii. lead the Nominating Committee in discharging all duties set out in the Nominating Committee Mandate and as are delegated to the authority of the Nominating Committee by the Board;
  - iii. take reasonable steps to ensure that the Nominating Committee members execute their duties pursuant to their Mandate;
  - iv. manage the affairs of the Nominating Committee to ensure that the Nominating Committee is organized properly and functions effectively;
  - v. preside at, and together with the members of the Nominating Committee and advisors, as appropriate, call, schedule and prepare the agenda for each meeting of the Nominating Committee;
  - vi. coordinate with management and advisors engaged by the Nominating Committee to ensure that:
    1. documents are delivered to members in sufficient time in advance of Nominating Committee meetings for a thorough review;
    2. matters are properly presented for the Nominating Committee's consideration at meetings;
    3. members have an appropriate opportunity to discuss issues at each meeting;
    4. members have an appropriate opportunity to question management, employees and advisors regarding nominating issues and all other matters of importance to the Nominating Committee; and
    5. members work constructively towards their recommendations to the Board;
  - vii. communicate with each member of the Nominating Committee to ensure that:
    1. each member has the opportunity to be heard and participate in decision making; and
    2. each member is accountable to the Nominating Committee;
  - viii. arrange for the preparation, accuracy and distribution of all minutes of the Nominating Committee to its members and each member of the Board, as appropriate;
  - ix. ensure that the Nominating Committee, following each meeting:
    1. reports to the Board regarding its activities, findings and recommendations; and
    2. makes Nominating Committee information available to any director upon request; and
  - x. assist in maintaining effective working relationships between Nominating Committee members, the Board, the Executive Director, advisors, the other executive officers and management.