

**TERMS OF REFERENCE**  
**GOVERNANCE AND NOMINATING COMMITTEE**  
**Revised April 19, 2023**

**PURPOSE**

The Governance and Nominating Committee is a committee of the Board that possesses specific powers under the By-laws and the AO Governance Policies with responsibility for overseeing the good corporate governance of Athletics Ontario and for overseeing recruitment, orientation and development of the Directors and the Board, including the identification and recommendation of candidates for the Board for approval by the members in keeping with the criteria set by the Board.

**COMPOSITION**

Appointments to the Governance and Nominating Committee include:

- Chair (AO Vice-Chair).
- Two (2) AO Directors.
- At least one (1) and up to two (2) AO members who are not AO Directors.
- The AO Board Chair and Chief Executive Officer will be invited to attend all meetings and receive agendas and minutes except for portions declared by the Chair of the Committee to require in-camera deliberations.
- A minimum of two (2) Committee members should have training and experience in one or more areas directly related to the Committee mandate.
- Other guests may be invited to attend specific meetings upon the invitation of the Committee Chair.

**SPECIFIC DUTIES**

The Governance and Nominations Committee shall:

- a) Review the By-laws periodically to determine that they are current and that approved policies and actual practices are consistent with the By-laws and with each other.
- b) Develop and recommend to the Board policies and amendments as necessary so that Athletics Ontario has in place all policies required given its status as a Provincial Sport Organization (PSO).
- c) Review the structures, Terms of Reference and policies that govern the Board, its Committees and its members to ensure they are current and effective in achieving the annual and long-term goals of Athletics Ontario and make recommendations to the Board regarding modifications to these that it deems advisable.
- d) Consult with Board members with respect to an annual work plan for this Committee and the Board and recommend such for the Board.
- e) Annually identify intentions of current Board members with respect to their continuing service on the Board to facilitate timely succession planning for the Board and committees.
- f) Identify the characteristics, qualifications and recruitment strategies required to fill immediate and prospective vacancies on the Board and its Committees and communicate these to the Board.
- g) Conduct the orientation of new members to the Board and identify and plan for the continuing education needs of current Board members.

- h) Conduct the periodic evaluation of Board and Board Director performance against standards and expectations as prescribed in the By-laws and the AO Governance Policies.

**ROLES**

The Committee Chair shall lead meetings, set the meeting schedule, arrange meeting place/call, prepare the agenda, and keep (or ensure the keeping of) minutes to record actions and decisions taken at all meetings. In addition, the Chair is responsible for reporting progress, and project timelines, or providing written recommendations and reports.

Committee members must participate in discussions and support the Committee’s duties, as assigned by the Committee Chair. Each member’s expertise, whether it is a skill or knowledge, contributes to the Committee’s success. When assigned a task, it becomes each member’s duty to complete the task and report back to the Committee.

**MEETINGS**

The Committee will meet as required or at a minimum, will meet four (4) times per year. Meetings may be held in person, by video conference or by telephone to permit all participants to communicate adequately with each other. Minutes will be kept.

Carrying out the work of the Committee effectively requires a commitment to attend all meetings. Any Committee member who is absent, without reasonable excuse as determined by the Board, from three consecutive meetings, will be considered to have resigned from their position and shall be so informed in writing.

**REPORTING**

The Committee will report to the Board on a quarterly basis, or as required, through its Chair. In addition, the Committee will submit an annual report at every AGM.

The Committee will communicate, as required, with other AO Committees.

**EVALUATION**

The Board will review the Committee and the Committee Terms of Reference as required.

<b>GOVERNANCE AND NOMINATING COMMITTEE – TERMS OF REFERENCE</b>		
<b>OWNER:</b>	<b>STATUS:</b>	<b>DATE:</b>
Board	Revised and Approved	April 29 <sup>th</sup> , 2023