

Terms of Reference

Nominations & Human Resources Committee

1. Purpose and Scope

The purpose of the Nominations & Human Resources Committee (NHRC) is to assist the Bobsleigh Canada Skeleton (BCS) Board in fulfilling its obligations and oversight responsibilities related to organizational governance and human resources. The NHC will make recommendations to the Board on matters including but not limited to:

- a. Board and Committee nominations,
- b. Succession planning,
- c. Human Resources policies, including executive performance and compensation, and
- d. workforce planning and organizational culture initiatives.

2. Type of Committee

The NHRC is a Standing Committee, meaning it is a formal and permanent part of the BCS governance structure.

3. Objectives, Goals, and Deliverables

The objectives, goals, and deliverables of the NHRC are as follows:

a. Board and Committee Nominations

- i. Identifies and recommends qualified individuals for election to the Board and its committees.
- ii. Ensures a diverse and skilled composition that reflects the needs of BCS and meets the requirements set out in the Canada Sport Governance Code.

b. Succession Planning

- i. Develops and oversees the succession plan for Board and key senior executive roles.
- ii. Reviews and updates succession policies and procedures annually.

c. Governance Policies and Practices

- i. Reviews and recommends updates to BCS's governance framework, as it relates to nominations and human resources, including policies and best practices.
- ii. Supports the Board in evaluating its performance and governance effectiveness.

d. Human Resources Policies and Executive Performance

- i. Oversees the development of human resources policies including complaint processes, and diversity, equity and inclusion policies in line with BCS's mission and values.
- ii. Recommends executive performance goals and oversees annual executive performance reviews and compensation decisions.

e. Workforce Planning and Organizational Culture

- i. Advises on workforce planning strategies that support BCS's operational and

strategic goals.

- ii. Encourages initiatives to promote a positive organizational culture, including diversity, equity, and inclusion.

4. Authority

- a. The NHRC is empowered to make recommendations to the Board. However, it does not have the authority to make independent decisions or commitments on behalf of BCS. The NHRC may seek Board approval to engage external advisors, as necessary, to fulfill its responsibilities.

5. Composition

The NHRC is composed as follows:

- a. A minimum of three members appointed by the BCS Board, including the Chair.
- b. Members should possess experience in human resources, governance, or board development.
- c. The CEO serves as an ex-officio, non-voting member of the NHC.
- d. The Board may establish sub-groups within the NHRC for specific purposes, which shall report back to the NHRC.

6. Budget

The NHRC will submit its budget requirements as part of the annual BCS budgeting process. Any additional expenses outside this approved budget must receive prior Board approval.

7. Meetings and Records

- a. The NHRC will meet at least four times per year via teleconference, video conference, or in person, as needed.
- b. Quorum for NHRC meetings shall consist of at least two members, including the NHRC Chair.
- c. Minutes of each meeting will be recorded and uploaded to the BCS shared drive within 10 days and made available to the Board upon request.
- d. The NHRC may hold closed sessions without management present, as deemed necessary.

8. Reporting Relationship

The NHRC will report to the Board at least twice a year, focusing on its activities, recommendations, and any issues requiring Board attention, including nominations and human resources matters.

9. Enabling or Constraining Factors

The following factors are enabling or constraining for the NHRC:

- a. The NHRC operates as a Board committee and does not have independent decision-making authority.
- b. Members must declare and recuse themselves from discussions or decisions where a conflict of interest exists.