



**Nominations Committee  
Terms of Reference  
Approved May 1, 2023**

Name	Nominations Committee
Type	Standing, Governance
Reports To	Board of Directors
Purpose	As per Article VI of the SFC Bylaws, the Nominations Committee is responsible for conducting the election of Directors at the Annual Meeting; as well as to seek, identify and recruit, qualified and skilled individuals capable of, and committed to, providing effective governance leadership as a Director to SFC.
Duties & Responsibilities	<p>The Committee will perform the following key duties.</p> <p>i) Solicit, receive, and consider nominations for the election of Directors. The Nominating Committee shall encourage the identification, solicitation, and election of candidates to Directors, such that the resulting composition of the Board reflects:</p> <ul style="list-style-type: none"> <li>A) SFC's values.</li> <li>B) Respect for diversity in accordance with the Board Diversity Policy (for more information see Bylaws section VIII(III)(h)).</li> <li>C) The requirement that no member of SFC's management or executive team may be a Director.</li> <li>D) SFC's scope of responsibility, both geographically and across shooting sports.</li> <li>E) SFC's desire to maintain a broad scope of volunteer skills on which to draw in order to facilitate Directors having the necessary skills for the successful stewardship of SFC and to ensure that the Directors possess as many of the skills necessary for optimal Board functioning as possible (as reflected in the Skills Matrix referred to below).</li> <li>F) The requirement that four (4) of the Directors shall be Independent Directors where an "Independent Director" is a Director who: <ul style="list-style-type: none"> <li>1) Has no fiduciary obligation to any shooting body at the national or provincial level.</li> <li>2) Received no direct or indirect material benefit from any such body.</li> <li>3) Is free from any conflict of interest of a financial, personal or representational nature (provided that participating in shooting does not along cause a Director not to qualify as an Independent Director); and</li> <li>4) Provided that an individual who would not be considered an Independent Director will be considered to be an Independent Director once that individual resigns from or terminates the circumstances that gives rise to the non-Independent Director status.</li> </ul> </li> </ul> <p>NOTE: Nominations must be submitted in writing, nominations from the floor will not be accepts.</p> <p>ii) Propose individuals recommended for election as Directors by providing at least one (1) calendar month prior to the date of election, a list to the members of appropriate candidate(s) to stand for election as Director(s) as follows:</p> <ul style="list-style-type: none"> <li>A) Directors at Large;</li> <li>B) Pistol Director, who must be a member in good standing identifying with the pistol discipline as shown on the then current records of the SFC;</li> <li>C) Rifle Director who must be a member in good standing identifying with the rifle discipline as shown on the then current records of the SFC;</li> <li>D) Shotgun Director who must be a member in good standing identifying with the shotgun discipline as shown on the then current records of the SFC;</li> <li>E) National Team Athlete Director as nominated by the Athletes' Council, per SFC's policies;</li> <li>F) PTSO Director as nominated by the PTSO Council, per SFC's policies</li> </ul> <p>Such list shall include the attendance record of each incumbent Director who is a candidate. The Nominating Committee's recommendations for election as Directors need not be approved by the Board.</p>



**Nominations Committee  
Terms of Reference  
Approved May 1, 2023**

	<ul style="list-style-type: none"> <li>iii) Determining whether a Director or prospective Director is or would be an Independent Director;</li> <li>iv) Maintain a skills matrix on behalf of SFC for the purposes referred to above, and which shall address at least the following skills: financial, governance, legal, sports, marketing, digital, human resources, fundraising, sponsorship, and international relations.</li> <li>v) Develop approaches and initiatives to attract Directors with the required skills and diversity (including with respect to gender diversity), considering whether it considers such approaches and initiatives successful, considering any additional steps which might be taken towards the objective, and reporting to the Board annually regarding the preceding.</li> <li>vi) Oversee Elections at the Annual Meeting of the Members</li> </ul>
Composition	<p>The Committee is appointed by the SFC Board of Directors.</p> <p>The Committee will consist of an odd number of individuals not less than three (3) and not exceeding seven (7), not more than two (2) of whom shall be a current Director (provided that any such Director must not be standing, nor intending to stand, for election at the relevant election).</p> <p>The Committee shall include appropriate representation from the Board (including Independent Directors (as that term is defined in subparagraph VI(e)(i)(F) in the bylaws), athletes and other stakeholders with the objective that the Committee is respected, credible and representative.</p> <p>The Chief Executive Officer or their designate) is an ex-officio member of the Committee, who attends its meetings but does not have a vote.</p>
Chairperson	The Chair will be appointed by the Board of Directors.
Term	Members of the Committee will serve their term from appointment to the next SFC Annual General Meeting to which elections are undertaken. Members of the Committee may be re-appointed.
Removal	The Board may remove any Committee Member by way of Ordinary Resolution. When a position on the Committee is vacant, the position will remain vacant until the SFC Board of Directors appoints a person to fill the vacancy for the remainder of the term.
Meetings	The Committee will meet by telephone / online or in person, as required, with meetings held at the call of the Chair, Executive Director or two Committee Members. The Committee will conduct its business with open and respectful dialogue.
Quorum	A majority of the Committee Members (50% plus 1).
Voting	Each Committee Member will be entitled to one (1) vote. At all meetings of Committee, every motion will be determined by an Ordinary Resolution (50% +1) of the votes cast. In the event of a tie vote, the motion is defeated.
Reporting	The Committee will provide minutes of all meetings to the SFC CEO within 3 days of each meeting of the Committee. The Committee may be asked to report on Committee business at Board meetings upon invitation.
Resources	The Committee will receive resources from SFC to fulfill its mandate as determined by the SFC Board of Directors. The Committee may, from time to time, request and receive administrative support from SFC.
Timelines	<p>The Nominations Committee will adhere to the timeline as outlined below.</p> <p>The Nominations Committee will communicate the following deadlines, which may be extended by the Nominations Committee in special circumstances, consistent with the SFC Bylaws:</p>



**Nominations Committee  
Terms of Reference  
Approved May 1, 2023**

	Timeline	Deadline
	No less than 120 days prior to the Annual Meeting	<ul style="list-style-type: none"> <li>Nominations Committee is struck by the Board of Directors</li> <li>Board provides Nominations Committee with a list of all Director positions up for election at the upcoming AMM</li> </ul>
	No less than 90 days prior to the Annual Meeting	<ul style="list-style-type: none"> <li>Nominations Committee will update nominations application and draft communiques seeking candidate interest</li> <li>Nominations Committee will begin soliciting nominees</li> <li>Nominations Committee will begin reviewing applications and supporting materials submitted by nominees</li> </ul>
	45 days before Annual Meeting	<ul style="list-style-type: none"> <li>Nominations are closed</li> <li>Nominations Committee will short list candidates and conduct the Nominations Committee's due diligence.</li> </ul>
	30 days before Annual Meeting	<ul style="list-style-type: none"> <li>List of recommended nominees is presented to the Membership</li> </ul>
	Annual Meeting	<ul style="list-style-type: none"> <li>Nominations Committee oversees the Election</li> </ul>
SFC Veto	Notwithstanding the authority of the Committee to engaged in their prescribed duties, SFC retains a veto over such matters if, in the opinion of SFC: <ul style="list-style-type: none"> <li>they present unacceptable safety risks;</li> <li>they threaten the image and reputation of SFC or the sport; or</li> <li>they impose financial costs that have not been accommodated in Board-approved general approved budgets.</li> </ul> This veto power will only be exercised in extenuating circumstances and in a reasonable fashion.	
Approval & Review	These Terms of Reference are taken from the SFC Bylaws. Where there is a discrepancy between the Term of Reference and the Bylaws, the Bylaws will prevail. These Terms of Reference were reviewed by the SFC Executive on May 1, 2023. This document will be reviewed and updated as needed annually by the Board.	

**Acknowledgement**

I, \_\_\_\_\_, hereby acknowledge that I understand, accept and agree to comply with the information contained in the Nominations Committee Terms of Reference.

Employee/Contractor/Volunteer/Member Signature: \_\_\_\_\_

Employee/Contractor/Volunteer/Member Printed Name: \_\_\_\_\_

Date: \_\_\_\_\_