

CALL FOR DIRECTOR NOMINATIONS

Director Elections for the Annual General Meeting on September 16, 2023

1. INTRODUCTION

Triathlon Canada (TC), the national governing body for the sport, is currently seeking nominations for three (3) of eight (8) Director positions. Two (2) to serve a four-year term until the 2027 and one (1) other to serve a two-year term until 2025. Terms will end at Triathlon Canada Annual General Meeting (AGM) in 2024 and in 2027.

Candidates will be determined by 1) a protocol that considers geographic and gender by-law restrictions ([Eligibility](#)) and 2) the highest number of votes. The two (2) successful candidates with the highest number of votes will fill the 4-year mandates and the next candidate with the most votes will fill the 2-year mandate.

2. DIRECTOR NOMINATIONS

As required in the [By-laws](#), a Nominations Committee has been appointed by the Board to solicit and consider nominations for Directors. The members of the Committee are as follows:

- Amy Henderson (Chair)
- Joy Weismiller, TC Board Member
- Shawn Rempel, Triathlon Canada Director
- Jason Cleaversmith, Triathlon Prince Edward Island President
- Paul Huyer, Former Triathlon Canada Director
- Joe Morissette, CEO (non-voting member)

The Nominations Committee is requesting that nominations for Directors be submitted prior to the Annual General Meeting. All nominations received by the deadline will be assessed against *the Board of Directors Terms of Reference* (Appendix I), *Board of Directors Diversity Policy* (Appendix II) and the specific criteria set out below. The Board will present a slate of recommended candidates to Members at least fourteen (14) days prior to the Annual General Meeting.

3. CRITERIA FOR 2023 NOMINATIONS

The Nominations Committee has assessed the skills, experience and diversity needs of the Board and recognizes several important needs:

1. **Essential Criteria:** The following skills and experience are critical
 - Knowledge of Sport/Para Sport
 - Experience with a Governance Board
 - Fund Development
 - Business and Financial Acumen

- Policy Development
- Stakeholder Engagement
- Team Player

2. **Specific Criteria:** Sought at this time

- Entrepreneurship
- Government Relations
- Strategic Change Management
- Marketing/Communications
- Risk Management
- Accounting and Finance

3. **General Criteria**

- Leadership
- Legal
- Political Capital
- National Sport Perspective

4. **ELIGIBILITY**

1. To be eligible for election as a Director, an individual must:
 - a. Be eighteen (18) years of age or older;
 - b. Be a resident of Canada for the purposes of the Income Tax Act;
 - c. Have the power under law to contract;
 - d. Have not been declared incapable by a court in Canada or in another country; and
 - e. Not have the status of bankrupt.
2. The following persons are disqualified from being a Director:
 - a. A person who has not met the requirements of these eligibility screening policy;
 - b. A person who is a paid employee, consultant, contractor, or independent contractor of the Corporation, any of its Members, or any organization providing services to or on behalf of the Corporation;
 - c. A person who holds a position as a director or officer of a Member;
 - d. A person who acts as a race director, technical official or coach, paid or volunteer, on behalf of the Corporation, any of its Members, or any organization providing services to the Corporation;
 - e. A person who is a parent (defined as a birth father or mother, stepfather or mother, legal parent, or guardian) of an International Competition Cardholder athlete; and
 - f. A person in a conflict of interest as determined by the Corporation's [Core Policies](#) relating to **Code of Conduct and Ethics** and **Conflict of Interest**.
3. Any individual who is deemed ineligible from being a Director for the following reasons will remain ineligible for eighteen (18) months after the reason for disqualification has ceased:

- a. A person who is a paid employee, consultant, contractor, or independent contractor of the Corporation, any of its Members, or any organization providing services to or on behalf of the Corporation;
 - b. A person who acts as a technical official or coach, paid or volunteer, on behalf of the Corporation, any of its Members, or any organization providing services to the Corporation; or
 - c. A person ceases to be an Elite National Team Member and International Competition Card holder, in the case of the Athlete Director.
4. Section 4.1, Article IV of Triathlon Canada's By-laws states that no more than five (5) Directors may be of the same gender identity.
 5. No more than two (2) Directors can reside in the same province at the time of election, excluding, for greater certainty, the Athlete Director.
 6. Directors must also adhere to Triathlon Canada's screening procedures, which may include obtaining a criminal record check. Following election, Directors have sixty (60) days to comply with the screening procedures.

5. 2023 NOMINATION SUBMISSIONS

1. Individuals wishing to run for a position as a Director, including current Directors, are subject to nomination which requires the submission of a signed [Candidate Application Form](#) and supporting materials by the application deadline.
2. The Nominations Committee will conduct due diligence by reviewing the nominee's qualifications, the required skills and attributes, and potential conflict of interest or other significant matters which would preclude the nominee from successfully fulfilling the duties of a Director.
3. Each nominee must complete and sign a **Candidate Application Form** and submit it to the Nominations Committee along with a letter of intent and a résumé outlining the nominees' qualifications, successes, work, and volunteer history. Nominees may further submit:
 - A **campaign platform** describing what the nominee would like to do to further the objectives of Triathlon Canada – this material may be as detailed or specific as the nominee desires
 - A **headshot** photo
 - A **biography** of the nominee (maximum 300 words)
 - A **video** describing the nominee and/or the nominee's platform (maximum 30 seconds)
 - **Testimonials** from other organizations or other individuals
4. Applications may be submitted by email, mail, or courier to the following address by **5pm (PST) on May 23rd, 2023.**

Triathlon Canada
c/o Nominations Committee
121-1925 Blanshard Street
Victoria, British Columbia V8T 4J2
Email: Nominations@triathloncanada.com

APPENDIX I BOARD OF DIRECTORS TERMS OF REFERENCE

1. INTRODUCTION

Eight (8) Directors are elected to the Board of Directors for 4-year terms (fully effective in 2024). The eight (8) Directors include one (1) Athlete Director. Triathlon Canada recognizes the benefits of having a diverse, inclusive Board. Having diverse perspectives, backgrounds and experiences on the Board will contribute to more innovative, more creative, more responsive, and more sensitive decision-making. To this end, the composition of the Board should meet the requirements of the *Diversity Policy* of the Board.

2. MANDATE

The Directors of the board shall:

- Uphold and exemplify the values of Triathlon Canada;
- Serve in the best interests of Triathlon Canada;
- Comply with each and all provisions in the [Triathlon Canada Director Code of Conduct](#);
- Not have received remuneration from Triathlon Canada in the previous eighteen months other than for direct expenses or compensation for a volunteer role, such as a technical official;
- Participate in Governance training and/or professional development as required;
- Ensure ethical conduct of the organization;
- Be accountable for fiscal responsibility and viability of the organization;
- Attend and actively participate in at least 80% of the scheduled Board meetings;
- Participate on a minimum of one (1) Board committee;
- Contribute to articulate, advance, and monitor the organization’s vision and strategic priorities and progress;
- Approve the organization’s strategic plan and monitor performance against the plan; and
- Perform other duties as may from time to time be prescribed by the Board.

3. QUALIFICATIONS

Desirable skills and experience of prospective Directors include the following (in no order of priority):

knowledge of sport/para sport	experience with a governance board	policy development
business and financial acumen	stakeholder engagement	team player
fund development	government relations	risk management
marketing/communications	strategic change management	entrepreneurship
accounting and finance	leadership	legal
political capital	national sport perspective	

4. KEY RESPONSIBILITIES

Specific responsibilities will be assigned reflective of and consistent with each Directors skill set.

5. AUTHORITY

Directors have full voting privileges within the Board of Directors.

6. TIME COMMITMENT

- Six (6) to eight (8) Board meetings per year, with up to two (2) meetings held in-person
- and the remainder by teleconference;
- The Annual Meeting weekend and annual strategic planning session;
- Additional Board meetings conducted by email as required;
- Committee meetings (minimum of four (4) per year per committee); and
- Such time as required in connection with organizational leadership role.

APPENDIX II

BOARD OF DIRECTORS DIVERSITY POLICY

PURPOSE

The Triathlon Canada Board of Directors Diversity Policy (“the Policy”) sets out the approach that will be taken by the Board of Directors (“the Board”) and Members of Triathlon Canada in relation to achieving and maintaining diversity among individuals recruited, nominated, appointed, or elected to the Board.

SCOPE OF POLICY

The Policy applies to nominations, appointments, and elections for positions on the Board. It also applies to nominations and appointments made by the Board to Committees of the Board.

The Board is also committed to encouraging diversity among all employees of Triathlon Canada and expects that the principles of diversity and inclusion will inform all employment decisions and corporate decisions made by the Board and at Triathlon Canada.

POLICY STATEMENT

The Board is committed to creating a culture at Triathlon Canada that is inclusive and values and fosters respect for differences within our community.

Triathlon Canada recognizes the benefits of having a diverse, inclusive Board. Having diverse perspectives, backgrounds and experiences on the Board will contribute to more innovative, more creative, more responsive, and more sensitive decision-making. To this end, Triathlon Canada is committed to increasing and maintaining diversity on the Board.

When making decisions about recruiting, nominating, appointing and electing Directors, the Members and the Board shall ensure the full complement of the Board is as diverse as possible in terms of gender; gender identity or expression; sexual orientation; race; Indigenous or Aboriginal identity; nationality; place of origin; ethnicity; colour; ancestry; age; ability; skills; educational or professional background; socioeconomic status; and religion, spirituality or beliefs.

ACCOUNTABILITY AND REPORTING

Based on advice and recommendations from the Governance Committee, the Board will set objectives and benchmarks for increasing and maintaining diversity on the Board every two (2) years, in advance of the Annual General Meeting of Members. At any given time, based on the existing composition of the Board and the needs of the Corporation, the objectives and benchmarks may focus on one or more than one aspect of its diversity.

The Nominations Committee will report to the Board every two (2) years on:

- recruitment efforts made to attract candidates with diverse backgrounds;
- progress made towards achieving objectives and benchmarks agreed to by the Board; and
- the process used for Board nominations and the consideration given to increasing diversity on the Board.

POLICY REVIEW

The Policy, recruitment and nomination process will be reviewed, at a minimum every two (2) years.