

Call for Director Nominations

Director Elections for the Annual General Meeting on September 20, 2019

1. Introduction

The terms for five of the eight Directors of Triathlon Canada expire this year. One of those is the Athlete Director who has recently been elected in a separate process. The remaining four Director positions will be elected or re-elected at the Annual General Meeting of Members in September 2019 for four-year terms.

2. Director Nominations

As required by 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:

- Steve Harrigan, Triathlon Canada Director (Chair)
- Duncan Wood, Triathlon British Columbia President
- Brenda Eaton, Triathlon Canada Director
- John MacMillian, President 94 Forward
- Les Pereira, Triathlon Canada President
- Kim Van Bruggen, CEO Triathlon Canada (non-voting member)

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

3. Criteria for 2019 Nominations

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

- 1) Ideally, 2 of the nominees will be women, and 2 men (by-law provisions)
- 2) Primary criteria: Candidates with the following skills and experience are critical
 - Governance Board experience (all)
 - Communications (written and verbal)
 - Finance and accounting
 - Management and leadership
 - Not-for-profit and corporate policy
 - Corporate

Secondary criteria

- Fundraising and development
- Government Relations
- Legal
- Sponsorship and marketing
- Information Management/Information Technology

An individual who has received remuneration (other than for direct expenses) from Triathlon Canada in the last eighteen months is not eligible for a Board position.

PSO Directors and staff members are not eligible to serve on the Triathlon Canada Board.

Please note that we already have two continuing Directors who reside in British Columbia; we can accept nominations for candidates residing in that province, but, per our by-laws, they will not be eligible for election for this round.

4. 2019 Nomination Submissions

Director nomination submissions require that Nominees complete and provide:

1. Nomination Form
2. Current curriculum vitae or resume

before **5pm (PT) July 31, 2019**

Steve Harrigan

Chair

Nominations Committee

Appendix I
Terms of Reference - Board of Directors

A. Introduction

Eight (8) Directors are elected to the Board of Directors for 4-year terms. 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.

B. 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 duties and responsibilities as set out in the bylaws and Canada Not-for-profit Corporations Act or the applicable federal statute;
- Ensure ethical conduct of the organization;
- Be accountable for financial 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.

C. Qualifications

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

| | |
|-------------------------|-------------------------------|
| strategic planning | governance |
| management & leadership | sport administration & policy |
| legal | government relations |
| corporate | fundraising & development |
| human resources | sponsorship & marketing |
| information technology | media & public relations |
| finance & accounting | communications |
| board membership | risk management |

D. Key Responsibilities

Specific responsibilities will be assigned reflective of and consistent with skill sets of each Director.

E. Authority

Directors have full voting privileges within the Board of Directors

F. Time Commitment

- Six to eight Board meetings per year, with up to two meetings held in-person and the remainder by teleconference;
- Additional Board meetings conducted by email as required;
- Committee meetings (minimum of 4 per year per committee); and
- Such time as required in connection with organizational leadership role

Appendix II Triathlon Canada Board Diversity Policy

Purpose

The Triathlon Canada Board 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 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 Nominating Committee will report to the Board in 2017 and every two years thereafter 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, in 2019 and every two years thereafter.

Approved by the Board of Directors

April 12, 2017

Diversity Objectives and Benchmarks for 2019

In 2018, the by-laws were amended such that of the eight directors (including the Athlete Director) no more than 5 may be of the same gender.