



Terms of Reference – Nominations Committee

Approved March 16, 2026

Role of the nominations committee

Nominations committees evaluate candidates for Director positions and committee appointments primarily based on their abilities, expertise, and experience. In the case of sport organizations, some committees will specifically look for geographic representation, diversity based on community, demographic, or lived experience. They may also be tasked with recruiting and nominating candidates for election, recommending casual vacancy appointments, assessing board performance and board succession planning.

Typical functions

The nominations committee typically:

- Identifies the skills necessary for successful board performance at the group and individual level
- Conducts and maintains the board's skills matrix, ensuring the Board has access to the collective competences required to govern the organization effectively;
- Monitors and controls the organization's nomination and election processes to ensure compliance with the organization's bylaws; and,
- Advises and assists the board with appointing Directors and casual vacancies at the board and committee level.

1. Terms of reference

- 1.1. The nominations committee ('committee') is a standing committee of the Board of Water Polo West ('Board').
- 1.2. This document is the written terms of reference of the committee and sets out the roles and responsibilities, composition and operation of the committee
- 1.3. These terms of reference are enforced as per the relevant provision in the bylaws of Water Polo West.

2. Purpose

- 2.1. The purpose of the nominations committee is to:
 - 2.1.1. Seek to establish a robust approach to board and committee nominations and related issues at Water Polo West, so that the board may carry out effective and accountable decision making and oversight.
 - 2.1.2. Identify candidates to fill Director and committee member vacancies (including casual vacancies) and evaluate all nominations for Director and committee member vacancies, including the power, in accordance with the bylaws, to determine that a nomination is unsuitable for further consideration by the Organization, the Directors or the Members.

3. Committee role

- 3.1 The board has authorized the nominations committee to:
 - 3.1.1 Manage the process of identifying, nominating, and selecting Director candidates, and recommending preferred nominees for appointment or election to the board.
 - 3.1.2 Manage the process of identifying, nominating, and selecting committee member candidates, and recommending preferred nominees for appointment or election to other standing committees of Water Polo West.
 - 3.1.3 Conduct any other duties that the board may from time to time designate to the committee.

4. Committee responsibilities

Assisting the board in carrying out its obligations, the committee's duties are to:

- 4.1. Board nomination and succession
 - 4.1.1 Complete a Board Skills Matrix outlining the mix of knowledge, skills, competencies, experience, diversity, and personal attributes that the board should seek in its membership.
 - 4.1.2 Develop a procedure for conducting a call for nominations that ensures nominees are informed of the indicated skill sets required to contribute to the board in accordance with the Board Skills Matrix.
 - 4.1.2.a Receive and evaluate all Director and committee member nominations.
 - 4.1.2.b Set up and conduct interviews with all nominees for Board Director and committee member positions.
 - 4.1.2.c Assess candidates against the competency priorities and requirements (including cultural compatibility) and check references, as necessary.
 - 4.1.2.d Finalize recommendations and inform the board for approval.
 - 4.1.3 Implement and maintain a process to evaluate and analyze the skills, expertise, experience, diversity, and independence of the Directors of the board and make recommendations to the board regarding appointments, retirements, and terms of office.
 - 4.1.4 Ensure succession planning for the board to maintain an adequate skill and diversity mix while minimizing business disruptions.
 - 4.1.5 Develop and oversee a thorough and effective procedure for evaluating and reviewing the induction, performance, and development of Directors.

5. Committee duration

- 5.1 The committee is a standing committee and therefore has no fixed start and end date.

6. Committee membership

- 6.1 The committee is made up of three (3) to five (5) members:
 - 6.1.1 A Committee Chair appointed by the board, and shall be a Board Director
 - 6.1.2 Up to two Board Directors with skills as determined by the board.
 - 6.1.3 Up to two additional non-director members with relevant skills and experience, approved by the Board.
- 6.2 Invitees
 - 6.2.1 The committee may invite important staff, independent experts, and members of the organization's management team to meetings when agenda issues are relevant to an invitee's responsibilities, or it is judged that the invitee may help the committee achieve its objectives.
 - 6.2.2 Any committee meeting is open to the Board Chair.
 - 6.2.3 Invitees may participate in the meeting's business and debates, but they do not have voting rights.

7. Procedure for Meetings

- 7.1 The committee will meet at least four (4) times each year, or as often as it considers necessary or appropriate to fulfill its responsibilities under these Terms of Reference. A meeting may be conducted in person or online.
- 7.2 A meeting quorum will be two (2) members of the committee and must include one (1) Director.
- 7.3 If the Committee Chair is not present, one of the other board appointed Directors will act as Chair for that meeting.
- 7.4 Consensus will be used to make decisions (e.g., members are satisfied with the decision even though it may not be their first choice). If that is not possible, members shall vote, with the Committee Chair casting any tie-breaking votes.
- 7.5 Agendas
 - 7.5.1 The meeting agenda will be prepared in consultation with the Committee Chair and CEO/Executive Director, to include past minutes, business arising, supporting papers for resolution, endorsement, discussion or noting.
 - 7.5.2 At least seven (7) days prior to each meeting, the agenda and supporting documentation should be emailed or distributed electronically to committee members.
 - 7.5.3 Meeting agendas are structured throughout the year in accordance with the Annual Committee schedule to ensure each significant responsibility of the committee is addressed.
- 7.6 Minutes

- 7.6.1 All committee meetings' proceedings, action items, and recommendations are recorded in the minutes.
 - 7.6.2 Once authorized by the Committee Chair, draft meeting minutes shall be sent to all committee members within one (1) week of the meeting, unless otherwise agreed by the committee.
 - 7.6.3 The committee shall approve the minutes at the beginning of the next meeting, with the presiding Chair signing the minutes at the subsequent meeting.
 - 7.6.4 Copies of all approved minutes will be published in the board's official documents for reference.
- 7.7 Reporting
- 7.7.1 Following each meeting of the committee, the Committee Chair or a delegate will report to the board.
 - 7.7.2 Committee reports to the board will:
 - 7.7.2.1 Ensure the board is aware of key topics and decisions considered by the committee.
 - 7.7.2.2 Enhance board awareness ensuring all delegated obligations have been met.
 - 7.7.2.3 Aid in the periodic review of the committee's performance.
- 7.8 The committee may occasionally form working groups, each of which will report to the committee.

8. Terms

- 8.1 The committee must always have a clearly defined Terms of Reference in place.
- 8.2 The Terms of Reference will be reviewed annually and reconfirmed at the first meeting of the next calendar year, or more frequently when considered necessary to ensure its applicability and effectiveness. Any changes or updates must be presented for board approval.

9. Effectiveness Monitoring and Reporting

- 9.1 Annually, during the first meeting of the calendar year, the committee shall evaluate its performance in relation to its mission to determine its performance.
- 9.2 The review may be conducted as a self-assessment and will be coordinated by the Committee Chair. The evaluation may solicit comments from any individual or group.

10. Conflict of Interest

- 10.1 When an actual, potential, or perceived conflict of interest emerges because of a member(s) performing committee duties, an immediate declaration must be made to

the Committee Chair, reviewed at each committee meeting, and captured in the meeting minutes.

- 10.2 The Committee Chair, in conjunction with the remaining committee members, will determine the appropriate action to be taken to resolve or mitigate the conflict.