

**Canadian Academy of Sport and Exercise Medicine
(the “Corporation”)**

Terms of Reference: Board Nominating Committee

| Board Nomination Committee | |
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| Mandate | <p>The Committee shall be known as the <i>Nominations and Elections Committee</i>. The Committee shall be a standing committee of the Corporation’s Board of Directors (the “Board”).</p> <p>The purpose of the Committee shall be to fulfill all responsibilities delegated by the Board to the Committee, through policy or resolution, from time to time.</p> <p>Pursuant to these Terms of Reference, the Board hereby delegates, to the Committee, the responsibility to ensure that the composition of the Board reflects and addresses the needs, mandate, vision, and values of CASEM.</p> <p>The Committee will be advisory in nature and not decision-making. A meeting of the Board will be called, in accordance with the Corporation’s by-laws and applicable law, whenever a decision of the Board is required hereunder.</p> |
| Key Duties | <p>In order to fulfill its delegated responsibility, the Committee shall:</p> <ul style="list-style-type: none"> • Giving consideration to the different stakeholders of CASEM and the landscape within which CASEM and its members operate, determine the ideal composition of the Board that involves multi-layered diversity. • Draft a Nominations and Election Policy for approval by the Board. • Conduct an evaluation and assessment of the current composition of the Board, and on an annual basis, evaluate the composition of the then-current Board, and determine any gaps. • Establish and, on an annual basis, initiate and administer the process set out in the Nominations and Election Policy, including, but not limited to, approving all documents to be submitted to the Members, reviewing all nomination applications for completeness and eligibility, and presenting a final slate of nominees to the Members for election at the upcoming Annual Meeting of Members. • Regularly review the Nominations and Election Policy for any inefficiencies or improvements. |
| Authority | <p>The Committee will exercise its authority in accordance with these Terms of Reference, the CASEM By-laws, and any applicable policies or procedures approved by the Board from time to time.</p> |
| Composition | <p>The Committee will be composed of five (5) CASEM members in good standing selected by the Board, from those applications received via an open call for members.</p> <p>Each Committee member will be appointed for a term of three (3) or four (4) years, so that the appointment of Committee members is staggered.</p> <p>One Committee member will be the immediate CASEM Past President, who will chair the Committee and will transition yearly. The composition of the Committee will be reflective of the diversity of CASEM general membership. CASEM is committed to the promotion of equity, diversity and inclusion in its governance and will strongly encourage applicants from all diverse backgrounds to apply. .</p> |

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| | <p>The CASEM Executive Director, and any other administrative staff (as deemed necessary by the Executive Director), shall act as a resource to the Committee, but shall not be members of the Committee and shall not have voting privileges.</p> |
| <p>Meetings:</p> | <p><u>Number of Meetings</u></p> <p>The Committee shall meet after the Fall Board meeting once the number of open Director positions is determined.</p> <p><u>Voting</u></p> <p>Each Committee member shall have one (1) vote. A majority vote is required for any motion to be passed.</p> <p>Minutes of each meeting of the Committee shall be created, approved, signed, and kept with the corporate records of the Corporation.</p> <p><u>Attendance</u></p> <p>Committee members must be in attendance to vote. Any person entitled to attend a meeting of the Committee may participate in the meeting using telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting. A person participating in the meeting by any such means shall be deemed to be in attendance at the meeting.</p> <p><u>Decisions</u></p> <p>All obligations of a Director to declare a conflict of interest, to not participate in related discussions and votes at a Board meeting, and to have such matters entered into the minutes of the Board meeting, shall also apply to a meeting of the Committee (as a committee of the Board).</p> <p>In addition, a Director who is present at a meeting of the Committee is deemed to have consented to any resolution passed or action taken at the meeting unless</p> <ul style="list-style-type: none"> (a) the Director requests a dissent to be entered in the minutes of the meeting; (b) the Director sends a written dissent to the secretary of the meeting before the meeting is adjourned; or (c) the Director sends a dissent by registered mail or delivers it to the registered office of the Corporation immediately after the meeting is adjourned. <p>A Director who votes for or consents to a resolution is not entitled to dissent after the resolution is passed.</p> <p>A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless, within the prescribed period after becoming aware of the resolution or action, the Director:</p> <ul style="list-style-type: none"> (a) causes a dissent to be placed with the minutes of the meeting; or (b) sends a dissent by registered mail or delivers it to the registered office of the Corporation. <p><u>Calling a Meeting</u></p> |

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| | <p>The chair of the Committee or any two (2) Committee members can call a meeting of the Committee.</p> <p><u>Quorum</u></p> <p>A majority of the Committee members must be present to form a quorum. In the event a quorum does not exist, at any time during the meeting, the Committee may adjourn, or proceed informally with the agenda, at the discretion of the Committee members present.</p> <p>A written resolution, signed by all of the Committee members, is as valid as if the resolution had been passed at a meeting of the Committee.</p> <p><u>Chair</u></p> <p>Committee meetings shall be chaired by the chair of the Committee or, if such individual is absent or unable to act, by another Committee member chosen by the members in attendance at the relevant meeting.</p> |
| Resources | The Committee will receive the necessary resources from CASEM, as dictated by the Board, to fulfill its mandate. |
| Reporting | The Committee will report to the Board and provide written reports to the Board. |
| Approval and Review | The Board will review these Terms of Reference every three (3) years or more often upon request by the Committee. |

| Approved By | Original Approval | Reviewed/Revised | Next Review |
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| Board of Directors | | | |