

Policy title	CAS Nomination and Election Process Policy		
Adopted	May 19, 2020		
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1. Definitions

The following terms have these meanings in this Policy:

- a. "Annual Meeting" – CAS's annual meeting of members required under the Not for Profit Act;
- b. "Board" – CAS's Board of Directors;
- c. "By-Laws" – The current By-Laws of CAS under the Not for Profit Act;
- d. "CAS" – Canada Artistic Swimming;
- e. "CEO" – The CAS Chief Executive Officer;
- f. "Director" – A member of the Board;
- g. "Including" – Including but not limited to;
- h. "Individual Registrant" – An individual who has fulfilled CAS's requirements for registration, including payment of any associated registration fees, and who is a Registrant in Good Standing under the By-Laws;
- i. "Member" – Any PTSO registered with CAS;
- j. "Nominating Committee" – The Nominating Committee appointed by the Board under the By-Laws;
- k. "Not for Profit Act" – The *Canada Not-for-profit Corporations Act*, S.C. 2009, c. 23, including the regulations made under that Act;
- l. "PTSO" – A Provincial or Territorial Sport Organization that is responsible for the management of artistic swimming within its provincial or territorial boundaries;
- m. "Qualified Candidate" – A nominee who satisfies all applicable qualifications and eligibility requirements under 4.1, and who demonstrates the required skills, competencies and experience deemed necessary to support the policy board governance model.



2. Purpose

This policy outlines the nomination procedures for election to the Board, and is subject to the provisions of the By-Laws and the Not for Profit Act.

3. Nominating Committee

The Nominating Committee is accountable for managing the nomination process in accordance with its Terms of Reference and this policy.

4. Nominees

- 4.1 The qualifications and eligibility of Directors shall be determined in accordance with applicable requirements under the Not for Profit Act and the By-Laws, including the following:

Qualifications:

- (1) Any individual may stand for election as a Director:
 - (a) Who is 18 years of age or older;
 - (b) Who has the power under law to contract;
 - (c) Who has not been declared incapable by a court in Canada or in another country;
 - (d) Who does not have the status of bankrupt;

Eligibility:

- (e) Who is a Canadian citizen or permanent resident;
 - (f) Who does not hold any elected, employment or contract employment position(s) with CAS, or a PTSO;
 - (g) Who is not "not in Good Standing" with CAS as defined in the By-Laws;
 - (h) Who is not subject to a criminal investigation or has not been found guilty of any criminal offence; and
 - (i) Who is not subject to an existing antidoping rule violation.
- (2) No more than two Directors may reside within any one PTSO, except as otherwise permitted by the By-Laws.

- 4.2 All nominees will support the vision, mission and values of CAS.

- 4.3 In recruiting and presenting Qualified Candidates to the Members, the Nominating Committee will also give consideration to the geographic, linguistic, and gender diversity of the candidates, as well as their membership in other under-represented groups, having regard to CAS's Equity, Diversity and Inclusion Policy.
- 4.4 All nominees are expected to have core skills and competencies and board-related experience in order to support the policy board governance model. As a collective group, there are desired and required skills or competencies that one or more Directors should have in order to help the Board execute its responsibilities effectively.
- 4.5 The desired skills, competencies and experience for the Board as a whole are outlined below.

A) General Core Skills, Competencies & Experience of Directors

- Board of Directors Experience – Experience in serving on a public sector, private sector or not-for-profit board. Experience and knowledge of good governance policies.
- Leadership Experience – Experience serving as a Committee Chair, or in other positions of leadership.
- Communication Skills – The ability to convey and receive information with others effectively.
- Conflict Management – Experience in conflict management, including enhanced learnings and group outcomes in an organizational setting.
- Strategic Planning and Focus – Experience with planning, evaluation, and implementation of a strategic plan. This includes a demonstrated ability to focus on longer term goals and strategic outcomes which are separate from day-to-day management and operational experience.

B) Specialized Skills, Competencies & Experience of Directors

- Finance and Accounting – Experience and knowledge of financial operational management, including financial reporting, cash flow, investments, capital allocation, market trends, budgeting and audit processes and responsibilities.
- Legal and Regulatory – Experience and knowledge of legal issues, government relations, contract negotiations, and other regulatory matters related to National Sport Organization operations.
- Risk Assessment – Experience in the process of identifying principal corporate risks to ensure that management has implemented the appropriate systems to manage risk.



- Human Resources – Understanding of human resource considerations and issues for executive recruitment, compensation structures and performance review among public sector, private sector or not-for-profit organizations.
- Marketing / Communication – Experience in the action or business of promoting and selling products, services and programs, branding strategies, market research and/or advertising, media affairs, and attracting sponsors & funding opportunities
- Technology – Experience or knowledge in the area of information technology, trends and services.
- Sport – Sport-specific experience, knowledge or expertise relevant to artistic swimming.

5 Nomination Procedures

- 5.1 A Call for Nominations shall be published at least 120 days before the Annual Meeting. This call will state the number of positions up for election, the term associated with each position, and the specialized skills, competencies and experience required, as well as any additional and new areas of specialized skills as determined by the Board.
- 5.2 Nominations may be received by the Nominating Committee until 30 days before the Annual Meeting or such earlier date as may be specified in the Call for Nominations.
- 5.3 All nominations for election, including incumbents, will be reviewed by the Nominating Committee.
- 5.4 Nominations shall be submitted using the forms published by the Nominating Committee.
- 5.5 The Nominating Committee will review all nominations received within the time required under 5.2 to confirm candidates' qualifications and eligibility. Candidates who do not have the required skills, competencies and experience listed under 4.5 will be notified that they did not meet the requirements for nomination and will not move forward as Qualified Candidates to the Annual Meeting.
- 5.6 During the nomination period, the Nominating Committee will, at its discretion, invite some or all the Qualified Candidates identified under 5.5 to be interviewed to assist the Committee in evaluating whether their skills, competencies and experience are best aligned with those required to contribute most effectively to the Board's ability, as a collective group, to exercise its responsibilities.



- 5.7 The Nominating Committee will prepare a list of Qualified Candidates who demonstrate required skills, competencies and experience listed under 4.5, specifying some or all of those Qualified Candidates who are recommended for election based on the Nominating Committee's evaluation of their skills, competencies and experience. Before publication of the Nomination Report under 5.9, the Nominating Committee will present a list of all nominees to the Board, including those nominees determined not to be qualified as well as all Qualified Candidates whether or not they are recommended for election. This approach ensures that the Nominating Committee does not operate in a vacuum and cannot keep a candidate out of consideration without good reason. The Board has an opportunity to question why a nominee who appears to fit CAS's needs has not been included in the list of Qualified Candidates, or why they have not been recommended for election, and may request that the Nominating Committee add that nominee to the list of Qualified Candidates and/or those that are recommended for election, but the Board will not ask the Nominating Committee to remove any eligible nominee from the list of Qualified Candidates.
- 5.8 The Nominating Committee will ordinarily recommend more Qualified Candidates for election than there are positions to be filled in an election, unless there are an insufficient number of Qualified Candidates to do so.
- 5.9 The Nominating Committee will prepare a Nomination Report setting out the list of Qualified Candidates, specifying which of those Qualified Candidates are recommended for election, together with sufficient background information to allow Members to make informed decisions in the election of Directors. The Nomination Report will be distributed to Members at least 15 days before the Annual Meeting, and will include the following minimum key elements: a summary of qualifications and skills of each candidate compared against the defined needs of the board, any potential conflicts of interest identified, and an identification of areas of diversity. Resumes and statements of interest will also be included.

Commenté [1]: This statement suggests the nominating committee can provide a list of the names, without any additional information about the nominees. Is there a minimal amount of information the nominating committee would have to share? Or, is the nominating committee being expected to share each nominees entire nomination package with the board?

Commenté [2R1]: This is left flexible. I would suggest that the committee should share sufficient (minimal) information with the board to inform board members, at a high level, about list of nominees, but there shouldn't be any requirement for the committee to share full nomination packages with the board -- unless the board requests more information.

Commenté [3R1]: sounds good to me

6 Election and Voting Procedures

- 6.1 The Chair of the Annual Meeting will invite the Chair of the Nominating Committee to explain the election procedures to the Members. The election may be conducted with all Members present in person, or by electronic means with all Members present by remote



electronic access, or by a combination of Members present in person or by remote electronic access.

- 6.2 The Chair of the Nominating Committee will present the list of Qualified Candidates and will confirm the number of positions to be filled.
- 6.3 The Chair of the Annual Meeting will identify three Individual Registrants who will act as non-voting and non-conflicted scrutineers to count ballots:
- one selected by the Nominating Committee,
 - one selected by the Members, and
 - one selected by the CEO.
- Where the election of Directors is held electronically, the ballots shall be scrutinized as required by the electronic voting program.
- 6.4 All voting will occur by secret ballot. Where the voting is held electronically, voting will occur by secret ballot in accordance with the requirements of the electronic voting system that is used.
- 6.5 Ballots will only be given to the President of each Member, or to the person duly assigned by the President through an assignment letter to the CEO.
- 6.6 On each ballot, Members may select up to as many candidates as there are available positions for that ballot. It is not necessary to select the maximum number available (for example, if there are 3 positions up for election, a member may vote for 1, 2 or 3 candidates on the ballot). Selecting more candidates than the available number on that ballot will deem the ballot to be spoiled.
- 6.7 After ballots are completed, delivered to the scrutineers, and counted, the Chair of the Nominating Committee will advise all candidates of the outcome of the election. The candidates have the choice of rejoining the Annual Meeting for the announcement of the election results, to be made by the Chair of the Annual Meeting. The Chair of the Annual Meeting may decide, in their discretion, whether to disclose the number of votes received by each candidate.
- 6.8 After the election results are announced, the Chair of the Annual Meeting will request a motion to destroy the paper or electronic ballots, as the case may be.
- 6.9 The Chair of the Annual Meeting shall declare the election of Directors completed.

7 Balloting Process

- 7.1 Voting will be conducted by successive ballots, if necessary, until all required Director positions are filled.
- 7.2 On each ballot, those candidates who receive the highest number of votes, provided they also receive a majority (>50%) of votes cast, will be elected, up to the maximum number of Director positions to be filled.
- 7.3 If any Director positions remain unfilled after a ballot because no candidate, or an insufficient number of candidates, received the required majority (>50%) of votes cast, then another ballot will be cast in accordance with 7.3.1, 7.3.2 and 7.3.3:
 - 7.3.1 If one or more candidates are elected on a ballot, then all remaining candidates will be included on the next ballot, except as provided in 7.3.3.
 - 7.3.2 If no candidates are elected on a ballot, then the candidate with the fewest votes will be removed from the next ballot, and all other remaining candidates will be included on the next ballot, except as provided in 7.3.3.
 - 7.3.3 Despite 7.3.1 and 7.3.2, any candidate who receives zero votes on a ballot will be removed from the next ballot.
- 7.4 On each ballot, each Member shall be allowed to cast a ballot and may have as many selections (votes) as there are open candidate spaces remaining (e.g. if there are still 2 positions open, each Member may vote for 2 candidates).
- 7.5 If more positions are vacant than the By-Laws allow to be filled for a three-year term in any one year, the term rotation among board positions will be retained by assigning the candidates with the highest number of votes the available three-year terms, and by assigning one or two-year terms to the rest of the elected candidates as permitted under the By-Laws.
- 7.6 Should there be any tie vote that prevents the Chair of the Annual Meeting from determining the election results on any ballot, the names above and below the tie will be removed and another ballot, containing only the names in the tie, will be cast. The candidate receiving the greater number of votes on this subsequent ballot will resolve

the tie. If a tie persists after that ballot, further similar ballots will be held. If the same tie-breaking ballot occurs 4 times in total, and a decision still cannot be reached, then the members of the Nominating Committee (including the CEO) who are in attendance at the Annual Meeting shall immediately meet in private, and as a committee shall either determine a process to break the tie, or shall make a decision themselves, in their sole discretion, to break the tie. This decision will be final.

8 Acclamation

If any Director position is being filled by acclamation the membership must ratify it by approving the candidate with a simple majority (>50%) vote.

9 Duties of Scrutineers

The duties of scrutineers include:

- Ensuring that all paper or electronic ballots of those represented are collected (11 maximum - 10 provinces, plus 1 territory).
- Checking for any spoiled ballots – examples are:
 - Where the authorized ballot form has not been used,
 - Where a ballot contains more votes than allowed for the available number of positions,
- Reviewing the ballots, if there are any unclear markings, which do not spoil the ballot but make the vote for that nominee on that ballot invalid.
- Tabulating the results by placing a checkmark for each vote received, or where electronic votes are received, as required by the electronic voting program that is used.
- Tallying the votes and ranking the candidates according to the number of votes received.
- Checking to ensure the requirements for election have been met, that each candidate who is elected has received more than 50% of the available votes.



- Producing a recommendation and then presenting it to the Chair of the Nominating Committee, which shall be:
 - The names of the candidates duly elected (with reference to the number of positions to be filled)
 - Whether any positions are still unfilled and then whether there needs to be a further round of ballots (as described in the election procedures).

10 Precedence

In the event of any inconsistency between this Policy and either the Not for Profit Act or the By-Laws, the Not for Profit Act and the By-Laws will prevail.