



## **Terms of Reference NOMINATION COMMITTEE**

### **PURPOSE**

The Nomination Committee (the “Committee”) is established by the members at the AGM to provide support to Tennis Canada in fulfilling its governance responsibilities by providing oversight, guidance and recommendations with respect to:

- The identification, recruitment, and nomination of qualified individuals for election or appointment to the Board of Directors;
- The nomination of Player Representative (Observer) positions, in accordance with the Nominating Committee Terms of Reference and
- The ongoing assessment of Board member participation, composition, competencies, and succession planning needs.

The Committee ensures that nominations are aligned with the Corporation’s purpose, mission, values, and governance requirements, including regional representations, diversity, and competency needs as outlined in the By-laws.

These Terms of Reference were developed in accordance with the Corporation’s by-law.

### **COMMITTEE COMPOSITION**

Members:

- Past Chair of the Board
- The Chair of the Board (or, if unavailable, a Vice-Chair)
- A President of a Provincial Organization appointment by the Council of the Provinces Team

Term:

- The Committee shall be established at each Annual Meeting and shall remain in place until the next Annual meeting

Guests:

- The Committee may invite guests or subject matter experts to attend meetings, as required by the committee

### **COMMITTEE DUTIES AND RESPONSIBILITIES Board Nominations / Governance and Succession Planning**

The Committee:

- Monitors Board participation composition and identifies gaps in skills, experience, and representation
- Promotes best practices in governance, transparency, and fairness in the nomination process
- Identifies specific Director positions to be filled at future Annual Meetings
- Develops and maintain a competency-based skills matrix ([link to document](#)) to support Board recruitment



- Supports succession planning for Board positions, including identifying and assessing a pipeline of qualified candidates whose experience, skills, and attributes align with the needs of the Board, specifically assessing qualified candidates for the next cycle of nominations
- Uses best efforts to ensure
  - Regional representation across the six regions
  - Gender representation requirements
  - Diversity and Inclusion consideration

### **Consultation and Candidate Development**

The Committee:

- Consults with Board members and Presidents of Provincial Organizations regarding potential candidates, as well as other sources
- Prepares a pipeline of candidates for the next few years of Board needs
- Discusses the target skills / experience / gender profile of candidates with the Board at least 180 days before the Annual Meeting
- Determines final nominees and submits to Members at least thirty (30) days prior to the Annual Meeting

### **Player Representatives (Observers)**

The Committee:

- Establishes and oversees a formal nomination process for Player Representative positions (Appendix 1)
- Reviews and assesses eligible candidates in accordance with the By-laws
- Selects nominees for recommendation to the Board

### **AUTHORITY**

The Committee operates in an advisory capacity and does not have decision-making authority unless delegated by the Board. The Committee may:

- Request information from management to support its mandate
- Recommend candidates for election or appointment to the Board
- Recommend improvements to governance practices related to nominations and Board composition

### **RESPONSIBILITIES OF COMMITTEE MEMBERS**

The Committee members:

- Act honestly and in good faith in the best interests of the Corporation
- Exercise due diligence and independent judgment in evaluating candidates
- Maintain confidentiality of all nomination-related information
- Prepare for and actively participate in meetings



## **ACCESS TO MANAGEMENT**

Committee members interact with management in accordance with the Board Effectiveness Policy and through appropriate channels.

## **MEETINGS**

### Scheduling

The Committee shall meet at least three times annually and otherwise as required to fulfill its responsibilities. Meetings may be held in person or by conference call. Notice of each meeting must be given to each Committee member.

### Quorum

A quorum for any Committee meeting is 50% +1 of voting members.

## **REPORTING**

The committee reports directly to the Board and provides:

- Recommendations for nominees for Director and Player Representative nominees
- Updates on Board composition, succession planning, and competency needs
- Confirmation that nomination processes align with governance requirements
- Copies of the approved minutes, submitted to the Board in a timely manner.

## **REVIEW AND POSTING OF TERMS OF REFERENCE**

The Board may revise these Terms of Reference from time to time in its sole and absolute discretion, with or without prior notice.

These Terms of Reference will be reviewed every two years and posted on the Corporation's website.

Date of last review: June 17<sup>th</sup>, 2026



## **APPENDIX 1:**

### **Nomination Process – Player Representative (Observer)**

#### **(a) Call for Nominations**

The Nominating Committee shall issue a call for nominations for the Player Representative (Observer) position(s) at least sixty (60) days prior to the date of the Annual Meeting. The call for nominations shall outline the eligibility criteria, required qualifications, and submission requirements.

#### **(b) Eligibility of Nominees**

To be eligible for nomination as a Player Representative, an individual shall:

- (i) meet the definition of a Player Representative as set out in these By-laws; and
- (ii) satisfy the eligibility requirements applicable to Directors of the Corporation.

#### **(c) Submission of Nominations**

All nominations shall be submitted to the Corporation in the form prescribed by the Nominating Committee and shall include:

- (i) a statement of interest;
- (ii) a résumé or summary of relevant experience; and
- (iii) such other information as may be required by the Nominating Committee to assess the candidate's qualifications and eligibility.

#### **(d) Review and Selection by the Nominating Committee**

The Nominating Committee shall review all eligible nominations and shall select one or more candidates for appointment as Player Representative (Observer), in accordance with Section 5.02(b).

In carrying out this responsibility, the Nominating Committee shall:

- (i) consider the competencies, experience, and attributes of each candidate;
- (ii) take into account the needs of the Board at the time; and
- (iii) use best efforts to promote diversity and inclusion.

#### **(e) Additional Nominations by Members**

In addition to the candidates selected by the Nominating Committee, any Member may nominate a qualified individual for the Player Representative (Observer) position by providing notice to the Corporation at least fourteen (14) days prior to the Annual Meeting, in accordance with Section 5.02(f).

#### **(f) Appointment**

The Player Representative (Observer) shall be appointed in accordance with these By-laws



following the Annual Meeting, based on the recommendations of the Nominating Committee and any additional nominations received.