



BASEBALL
New Brunswick/Nouveau-Brunswick

NOMINATING COMMITTEE TERMS OF REFERENCE

PURPOSE

Appointed by the Board of Directors the Nominating Committee is responsible for recommending to the members the persons to be elected to the Board and for recommending to the Board the person to be elected as Chair of the Board (the “Chair”) and the persons to be appointed to each committee as members. The Committee will review each committee’s membership on at least an annual basis and otherwise periodically as circumstances require.

The Board will revise these Terms of Reference from time to time based on its assessment of the Organization’s needs, legal and regulatory developments, and applicable best practices.

COMMITTEE COMPOSITION

- The Committee will consist of at least three (3) directors as designated by the Board from time to time and Baseball New Brunswick Executive Director, ex-officio or delegate.
- The Committee must not include any director up for election and shall include appropriate representation from the Board.
- The chair of the Committee shall be designated by the Board from among the Committee members.
- The members of the Committee will be appointed by the Board annually at the first meeting of the Board after a meeting of the Members at which directors are elected and shall serve until the next annual meeting of Members or until their successors are duly appointed or until such committee member resigns, retires or is removed from the Committee by the Board. The Board may fill any vacancy in the Committee.

DUTIES AND RESPONSIBILITIES

- The Committee assists the Board in identifying individuals qualified to become members of the Board and recommending those persons to the members. The recommendation of the Committee need not be approved by the Board.
- In making its recommendations, the Committee shall consider the current composition of the Board, including the diversity of its membership and the competencies and skills that the Board as a whole currently possesses and the competencies and skills that the nominee would bring to the Board.
- The Committee will assess the ability of candidates to contribute to effective oversight of the management of the Organization, considering the needs of the Organization and the individual’s background, experience, perspective, skills and knowledge that are appropriate and beneficial to the Organization.
- The Committee will also consider whether the nominee will be able to devote sufficient time and resources to the Organization.
- The Committee shall review with the Board, on an annual basis, the composition and size of the Board in order to ensure that the Board has the requisite expertise and that



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its membership consists of persons with sufficiently diverse and independent backgrounds.

- The Committee will also publicize in advance a call for nominations and a procedure for nominations to assist it in identifying possible candidates for nomination to the Board.
- The Committee shall provide an orientation and education program for new board members which advises them of the role of the Board and its committees, the nature and operation of the activities of the Organization and the contribution which individual are expected to make to the Board in terms of both time and resource commitments.
- The committee will meet as required. Meetings may be in person or via teleconference.

VOTING / DECISIONS

Each member of the Nominating Committee shall cast one (1) vote. Executive Director is a non-voting member. A tie vote is a defeated motion.

QUORUM

The majority of the voting members present forms a quorum. If the Chair is absent, then those present may select a Chair for that meeting from amongst themselves.

AUTHORITY OF THE COMMITTEE

The committee has the authority to interpret and apply Board approved policies.

RESPONSIBILITIES OF THE CHAIR

- To chair all meetings of the Committee.
- To ensure compliance with the Terms of Reference.

APPROVAL OF TERMS OF REFERENCE

Date Approved: April 29th, 2024