



Effective as of: March 27, 2025

Terms of Reference

Name of Committee: Nominations & Human Resource Committee

Mandate

The Nominations & Human Resource Committee is a Standing Committee of the Board. It is responsible for ensuring, on a continuing basis, that the Board of WPC is composed of qualified and skilled persons capable of, and committed to, providing effective leadership to WPC. The Committee is also responsible for recruitment, succession planning and performance monitoring of the Board and the Executive Director and making recommendations to the Board on key HR matters for the organization.

Key Duties

In fulfilling its mandate, the Committee will perform the following key tasks:

1. Nominations

- Present a slate of qualified persons to stand for election to the Board:
 - WPC's board functions best when there is gender equity and Canada-wide representation.
 - WPC encourages qualified applicants to apply from areas currently not represented.
 - WPC also welcomes new Canadians who have the appropriate background
- Ensure that a slate of qualified candidates is nominated for election each year and that in any given election no candidate gains office by acclamation;
- Where appropriate, identify candidates for future nomination to the Board and maintain this information for use by WPC and future Nominations & Human Resource Committees;
- Ensure Water Polo Canada has the required skills to carry out the Board activities and looks to add skills in areas where gaps have been identified;
- Carry out these duties in a manner that encourages a long-term view of WPC's leadership needs, including Board evaluation, development and succession planning; and
- Perform such additional tasks as may be delegated to the Committee by the Board from time to time.

2. Human Resources

- Under the direction of the President (WPC), review the performance of the Executive Director and make recommendations to the President on matters relating to Executive Director performance including hiring, compensation, discipline and termination;
- Advise the Board on corporate policies relating to human resources management;



- Report to the Board on the status of any employment-related disputes or litigation which may pose risk to the organization and are brought forward to the Committee by the Executive Director or President;
- Perform such additional tasks as may be delegated to the Committee by the Board from time to time.

Authority

This committee will be a Limited Agent, of the Board. As such, the Nominations & Human Resource Committee will conduct the nomination process as outlined in the WPC By-law and Policy at WPC expense. Otherwise, the Nominations & Human Resource Committee is responsible for research, the proposal of action and/or preparation of nominations recommendations to the Board of Directors for approval.

Policy Responsibility

The Nominations & Human Resource Committee will be responsible for research, oversight, and review of the following organizational policies and processes:

- Director Vetting Policy and process
- Review of the Officer Election Policy and process
- Board Diversity Policy

Composition

The Committee shall be composed of three (3) or four (4) persons who are members of WPC. At least two of these persons must be current Directors who shall not be eligible to be nominated for an upcoming election to the Board.

The President of the Board of Directors appoints a committee Chairperson yearly.

Nominations Sub-Committee

For the purpose of recruitment and selection of WPC board candidates, a Nominations sub-committee will be formed by Committee members who shall not be eligible to be nominated for an upcoming election to the Board.

In addition, the Nominations Sub-Committee will each year invite a representative, appointed by the President's Council to participate in the WPC board candidate recruitment and selection process.

Appointment

The President appoints members to the Committee. Members will serve for one year only. Should a vacancy occur on the Committee, for whatever reason, the Board may appoint a qualified person to fill that vacancy for the remainder of the vacant position's term. The Board may remove any member of the Committee.



The Executive Director will delegate an office staff person to serve as liaison to the committee who will manage communications and correspondence during the annual election process.

Meetings

The Committee shall meet by telephone or in person, as required.

Resources

The Committee will receive the necessary resources from WPC to fulfill its mandate and may from time to time have staff persons assigned to assist the Committee with its work.

Objectives/Deliverables

The committee will present a slate of eligible candidates in the timeline set forth by the corporation's bylaws.

The committee will present policy updates and suggest bylaw changes pertaining to the election process, as required.

Reporting

The Committee will report to the Board in writing.

The Committee will report to Members at the Annual General Meeting, in the form of a written report. Content of this report will include, but not be limited to:

- A summary of the approach and initiatives taken to attract directors with the required skills and diversity, as well as an evaluation of the success of the approach/initiatives and any additional steps that will be taken toward this objective; and
- The meeting attendance record of all incumbent Directors.

Review and Approval

The Board of Directors will review these terms of reference every two years.