



GUIDELINES FOR NOMINATIONS TO THE FREESTYLE CANADA (FC) BOARD OF DIRECTORS

During its annual general meeting on September 16, 2024, the Freestyle Canada membership will elect three Directors at Large to the FC Board of Directors for three-year terms ending in 2027. The following is an outline of the guidelines used to identify and approve nominees for election.

ROLE OF THE BOARD OF DIRECTORS

FC Board of Directors (BOD) is a body of ten (10) directors, nine who are elected Directors at Large and one Director at Large, who may be appointed by the Board of Directors for a one-year term after the AGM. The Board of Directors, through a nomination committee as defined in Article 5.04 of the by-laws, will make best efforts to identify potential directors who will represent the collective interests of the Corporation's members and registered participants of the Divisions and who reflect:

- a. Regional characteristics of the Corporation in order to ensure equal representation of Canada;
- b. The Board wishes to have a balance between men and women to sit on the board as Director.
- c. The knowledge, skills and competencies defined from time-to-time by the Board of Directors.

The Board of Directors may use the power of appointment in Section 5.06 of the by-laws to fill any gap in the composition of the board of directors as a result of the election of directors.

The skills-based Board of Directors provides leadership within FC for the development and monitoring of the Association's strategic plan, performance management of the Executive Director and oversight of the Association's financial performance.

Members of the Board of Directors have a responsibility to serve the best interests of the entire FC even though they may be from a specific geographic region. Directors have duty of care (to be informed, act with competence and diligence) and duty of loyalty (personal duty to perform without conflicting interests to FC as a whole). These duties are commonly referred to as a Director's fiduciary duty.

The Directors bring valuable knowledge, experiences and skills to FC to help guide the Association to achieve its mission. The Board of Directors is not involved in the operations of FC; this is the responsibility of the CEO.



EXPECTATIONS

Directors are expected to be available for meetings of the Board via conference calls and in person. Conference calls may last 1 to 2 hours and are generally held every couple of months. In-person meetings are held twice a year, once in the Spring and once in the Fall. They are usually 2 full days (Friday and Saturday) plus travel time. Directors are also expected to serve on Board committees.

DIRECTOR'S QUALITIES AND ATTRIBUTES

Serving on FC Board of Directors is an opportunity to play an active role in the FC's governance. Directors must:

- Demonstrate a high level of professionalism and respect for directors and staff
- Be objective and independently open-minded
- Demonstrate personal integrity
- Behave ethically
- Express opinions that are informed
- Have courage to voice their opinions
- Have a broad perspective on the FC's business
- Be analytical and demonstrate well-developed problem-solving skills.

Directors must also be able to work cooperatively and collaboratively with other directors and FC senior staff. They must be able to:

- Present opinions clearly, frankly, respectfully and constructively;
- Listen to others;
- Ask questions that positively contribute to a discussion;
- Be flexible and open to new ideas and responsive to change;
- Resolve conflicts constructively;
- Support decisions of the Board once they are made
- Prepare for all meetings and committee work to actively participate; and
- Have the foresight to step down from the Director position if you do not have the capacity to actively participate.



KNOWLEDGE AND SKILLS

FC Board of Directors completed an assessment of the operations and functions of the Board. As a result, the Nominating Committee is seeking people with knowledge and skills in the following areas:

- Legal / Regulatory / Governance
- Member relation / (sport) leadership
- Fundraising / Sponsorship
- HR / Performance management
- Finance
- Strategic planning

In the call for Board of Directors document, the actual Board needs will be specified. FC is also seeking individuals who have previous experience serving on corporate or not-for-profit boards of directors and relationships with professional or local communities through membership with professional or community-based associations.

In their written nomination papers, prospective directors are required to illustrate how they fulfill the knowledge and skills listed and complete the attached competency matrix.

INELIGIBLE FOR NOMINATION

Current Presidents of Provincial/Territorial FC Member Associations, employees of FC, or persons with a service contract with the FC shall not be eligible to be elected as Directors of the Association.

NOMINATION PROCESS

Prospective nominees are asked to submit a completed application to the FC Nominating Committee no later than August 13th, 2024 at 11:59 pm Pacific Daylight Time. Completed applications include:

- A completed and signed “Nomination Form”
- Support from two references
- Professional résumé
- Availability for a face to face or virtual interview with two FC Board members

Incomplete nomination forms will not be considered.

The nominations committee can be contacted via email:

nominatingcommittee@freestylecanada.ski