Board Composition and Administration Policy

Policy Owner:	Nominations Committee & Governance & HR Committee	**Version:**	1.0
Approved By:	Board of Directors	**Approval Date:**	September 19, 2026
Review Cycle:	Annually, or as required	**Next Review:**	May 1, 2027
Replaces:	Board Independence Policy (March 2025); Determination of Eligible Director Candidates Policy (November 2024); Board & Committee Succession Policy (September 2025); Procedure for Replacement of Chair		
Related Policies	OC By-laws, Terms of Reference: Nominations Committee, Terms of Reference: Governance and Human Resources Committee, Conflict of Interest Policy, Code of Conduct and Ethics, Directors Agreement, Skills Matrix (Board and Committees)		

1. Purpose

This policy provides a consolidated governance framework for Ontario Cycling ("OC") covering Board independence, director eligibility and nominations, Board and committee succession planning, and the procedure for replacing the Chair. The intent is to consolidate related governance instruments into a single, coherent policy that is easier to administer, reference, and maintain.

2. Scope

This policy applies to the Board of Directors of OC (including the Athlete Director), the Nominations Committee, the Governance and Human Resources Committee, and OC staff who support governance functions.

3. Definitions

a) **Ad Hoc Committee:** A temporary committee established for a specific purpose or project.

b) **Annual Meeting:** OC's Annual General Meeting of Members.

c) **Athlete Director:** The director elected to represent the athlete membership of OC, as defined in OC's By-laws.

d) **Board:** The Board of Directors of OC.

e) **Chair:** The Independent director elected by the Board to serve as Chair of the Board.

f) **Director:** An elected member of the Board of Directors of OC.

g) **Independent:** A director or prospective director who has no fiduciary obligation to any party for the subject sport at the national or provincial level, receives no direct or indirect material benefit from any such party, and is free of any conflict of interest of a financial, personal, or representational nature. Participation in cycling alone does not cause a person to be non-independent.

h) **Interim Period:** The period after the incumbent Chair ceases to hold that office until a new Chair is selected, either at the Board's first meeting after the next Annual Meeting or following the Chair replacement procedure set out in Section 7.

i) **Nominations Committee:** The standing committee of the Board responsible for overseeing and administering the director nominations process.

j) **Skills Matrix:** A tool used by the Nominations Committee to assess the collective skills, competencies, and experiences of the Board and its standing committees.

k) **Standing Committee:** A permanent board committee established in OC's Bylaws

l) **Succession Planning:** The process of identifying and developing potential future Board members or leaders to ensure continuity and effective governance.

4. Commitment to Diversity, Equity, and Inclusion

a) OC is committed to fostering diversity, equity, and inclusion in all Board and committee recruitment, nomination, and succession planning processes. OC values a wide range of perspectives and experiences to reflect the communities it serves.

b) OC will strive to achieve gender balance in the composition of the Board and will actively work to ensure the presence and participation of individuals with diverse personal characteristics. Diversity encompasses, but is not limited to, race, ancestry, place of origin, colour, ethnic origin, citizenship, creed, religion, sex, sexual orientation, gender identity, gender expression, age, marital status, family status, disability, and analogous grounds, with specific attention to groups facing systemic exclusion or barriers.

5. Board Independence

a) Independence Requirement

At all times, at least forty percent (40%) of the Directors shall be Independent. The Nominations Committee is responsible for determining whether a director or prospective director meets the definition of Independent as set out in Section 3.

A person who does not meet the definition of Independent shall only be considered Independent once they have resigned from, or otherwise terminated, the circumstance that gives rise to non-independence.

b) Management Restrictions

No member of OC's management or executive team shall serve as a Board member.

No Board member shall become the Chief Executive Officer ("CEO") or interim CEO of OC during their term as a Director, or for twelve (12) months following the conclusion of their term.

c) Annual Independence Review

The Board shall review the independence of all Directors on an annual basis. Directors have an ongoing obligation to inform the Board of any material changes in their circumstances or relationships that may affect the Board's determination of their independence.

6. Board Composition, Director Eligibility & Nominations

a) Board Composition

OC is governed by a skills-based Board of Directors composed of seven (7) Directors at Large and one (1) Athlete Director. Successful candidates are qualified, skilled individuals capable of and committed to providing effective leadership to OC, evaluated based on a Skills Matrix. Candidates are recruited and selected based on their demonstrated ability to fill identified competencies and contribute to OC's leadership.

b) Roles and Responsibilities

Body	Responsibility
Board of Directors	Appoints a Chair to the Nominations Committee annually following the Annual Meeting; approves committee membership as recommended by the Committee Chair.
Nominations Committee	Oversees and administers this policy to recruit, identify, and recommend a slate of Board members; informs the Board of candidates satisfying eligibility criteria set out in Bylaw 3.38 and this policy.

Governance & HR Committee (GHRC)	Administers Board and committee performance evaluations; recommends committee chairs and committee membership assignments in accordance with OC's By-laws.
Audit & Risk Management Committee (ARMC)	Administers OCs Audit & financials, as well as the overall risk assessment of the organization.
Staff	Provides administrative support to the Nominations Committee including preparation and distribution of notices, receipt of nominations, and candidate recruitment.

c) Nomination Criteria

The Nominations Committee will evaluate potential Board members against the following criteria:

- Demonstrated commitment to the mission and values of OC.
- Knowledge and experience in strategic planning and business development.
- Knowledge and experience in strategic partnerships and fundraising.
- Knowledge and experience in business and corporate administration.
- Knowledge and experience in organizational change and culture.
- Knowledge and experience in law, public policy, and risk management.
- Knowledge and experience in finance and audit management.
- Board and governance experience in not-for-profit organizations.
- Adherence to the Ontario Not-for-Profit Corporations Act (ONCA) criteria for Directors.

Nomination submissions should include the nominee's resume or biography, an explanation of their interest in the role, and how they will address identified skill competencies on the Board.

d) Identifying Board Candidates

The Nominations Committee shall solicit nominations from current Board members, external stakeholders, and community members. The Committee shall review all nominations against the established criteria and Skills Matrix and shall conduct interviews or assessments as necessary.

The Nominations Committee will exercise its discretion in determining how many of the available Board seats will be filled by recommended applicants. Based on its assessment, the Committee shall develop a recommended slate of candidates who collectively possess the diverse skills, experiences, and perspectives necessary to advance OC's mission.

e) Communication and Transparency

OC shall communicate the slate of recommended candidates to members and stakeholders in a transparent manner prior to the Annual Meeting, in accordance with OC's By-laws. Information about recommended nominees, including their backgrounds, qualifications, and reasons for selection, will be provided to the membership.

f) Election Process

The membership will be provided the slate of recommended candidates as identified by the Nominations Committee and will be asked to vote in favour of the recommended slate in a single motion. The Nominations Committee Chair, or delegate, will prepare materials explaining the rationale for the recommended slate.

If the single-slate motion passes, the recommended candidates will be deemed elected, and a general election will not be held. If the motion fails, a general election will be held for each individual candidate on the ballot. Where the Nominations Committee recommends more candidates than there are available seats, a general election will be held for each candidate on the ballot.

g) Ongoing Evaluation

The Nominations Committee shall periodically review and evaluate the effectiveness of the nominations process, adjusting as necessary to enhance fairness, inclusivity, and alignment with organizational goals.

h) Amendments
Any amendments to the nominations process set out in this policy shall be proposed by the Nominations Committee to the Board and require approval by a majority vote of the Board.

7. Chair: Election, Tenure, and Replacement

a) Election of Chair
One of the Independent Directors shall be elected by the Directors to serve as Chair. An Independent Director may vote for themselves to serve as Chair.

b) Tenure
No person shall serve as Chair for longer than a cumulative period of six (6) years.

c) Procedure for Replacement of Chair
The following procedure applies when the position of Chair becomes vacant outside of a regular election cycle:

Step 1: Interim Leadership
Where a Vice-Chair is in office, the Vice-Chair shall assume the duties of Chair for the Interim Period. If the Vice-Chair is unable to assume these duties, Steps 2 through 5 below shall be implemented at the earliest practical opportunity.

Step 2: Notice to Directors
The President & CEO shall send an email to all Directors (see Appendix A: Draft Email Template) regarding the vacancy and the opportunity to indicate interest. This email shall be sent at least twenty-one (21) days prior to the Board meeting at which the selection will occur and shall set out a deadline for indications of interest of no less than fourteen (14) days before the relevant Board meeting.

Step 3: Candidate Information
At least seven (7) days before the relevant Board meeting, the President & CEO shall send to all Directors a list of individuals who have indicated interest, along with any written statement (maximum one page) that a candidate wishes to have considered.

Step 4: Selection at Board Meeting
At the relevant Board meeting, the following will occur:

- Announcement of candidate(s) for the position.
- If there is only one (1) candidate, they shall be acclaimed.
- Confirmation from each candidate of their intention to stand.
- A confidential ballot election, including two (2) minutes for each candidate to address the Board before the vote.
- In the event of a tie, steps (a), (c), and (d) above will be repeated up to two (2) additional times. If the tie remains unresolved, the two individuals shall agree to share the duties as Co-Chairs.

Step 5: Appointment by Resolution
The individual who attains the position shall, at the same Board meeting, be appointed by resolution to assume the office of Chair effective as of the date of the incumbent's retirement from the role.

8. Succession Planning

a) Nominations Committee Responsibilities
In addition to its responsibilities under OC's By-laws, the Nominations Committee is responsible for:

- Board succession planning in consultation with the President and CEO.
- Nominating candidates for election as Directors at Large and the Athlete Representative at OC's Annual Meeting, in accordance with OC's By-laws.
- Recommending appointments to fill vacant positions mid-term, as necessary.
- Reviewing and developing the skills, qualities, diversity, competencies, and experience needed to achieve the mandates of the Board and its committees.

- Developing and annually updating a Skills Matrix for the Board and its standing committees.
- Conducting an annual Needs Assessment and Recruitment Commentary regarding current and future requirements for the Board and committees.
- Annually surveying all current Directors and non-Director committee members to review the Board renewal cycle, identify upcoming vacancies, and understand Directors' future intentions regarding tenure, committee membership, and interest in leadership roles.

b) Governance & Human Resources Committee Responsibilities

The Governance and Human Resources Committee is responsible for:

- Administering Board and committee performance evaluations.
- Recommending chairs of Standing and Ad Hoc Committees and assigning committee membership among Directors and OC community members, in accordance with OC's By-laws.

c) Individual Skills, Competencies, and Expertise

The Nominations Committee will consider the following attributes for individuals serving on the Board or its committees:

- **Strategic Leadership**: Commitment to OC's mission, vision, values, and strategic plan; capability to exercise leadership in OC's development as the provincial sport organization for cycling.
- **Analytical Decision-Making**: Understanding of the strategic impacts of issues and recommendations; ability to resolve complex issues and analyze problems from a systems perspective.
- **Financial Literacy**: Understanding of financial matters applicable to not-for-profit organizations.
- **Governance Literacy**: Understanding of a director's role, fiduciary duties, and the distinction between Board governance and management operations.
- **Integrity**: Demonstrated personal integrity, objectivity, high ethical standards, and respect for differing views.
- **Commitment**: Willingness to actively contribute at meetings and on behalf of the Board; readiness to devote the necessary time to Board work, including orientation and ongoing education.
- **Communication**: Ability to communicate effectively with diverse audiences.
- **Teamwork**: Ability to work collaboratively as part of a team.
- **Diversity and Community Knowledge**: Awareness of and involvement in diverse communities relevant to OC.
- **Conflict Resolution**: Absence of material conflicts of interest and the ability to recognize and manage potential conflicts.

d) Collective Competencies of the Board and Committees

The Nominations Committee will also consider the following collective competencies and experiences when assessing the overall composition of the Board and its committees:

- High-level leadership and/or executive experience
- Strategic planning experience
- Board and governance experience
- Experience with not-for-profit organizations
- Business acumen
- Finance and audit skills and experience
- Experience in the sport and/or cycling sector, including an understanding of the provincial and local sport/cycling landscape
- Safe Sport expertise
- Government relations experience
- Legal expertise
- Risk management and insurance experience
- Quality and performance management
- Human resources expertise
- Information technology and information management

- Ethics
- Public affairs, communications, and stakeholder/community engagement
- Diversity and community knowledge and involvement
- Any other specific knowledge or experience identified by the Board as needed

9. Conflict of Interest

All Directors and committee members must declare any potential or actual conflicts of interest in accordance with OC's Conflict of Interest Policy. The Nominations Committee shall ensure that all candidates are screened for conflicts of interest and that appropriate steps are taken to manage or avoid such conflicts prior to appointment or election.

10. Policy Review and Amendments

This policy shall be reviewed annually, or as required, to ensure it remains current, effective, and aligned with best practices in governance and succession planning, as well as any updates to OC's By-laws, applicable legislation (including the Ontario Not-for-Profit Corporations Act), or national sport governance standards.

Any proposed amendments to this policy require approval by a majority vote of the Board.

APPENDIX A - Draft Email Template: Chair Vacancy Notice

The following template is to be used by the President & CEO when notifying Directors of a Chair vacancy and initiating the replacement procedure set out in Section 7.

Subject: Ontario Cycling — Chair Position | Opportunity to Indicate Interest
Dear Directors,

I write to you regarding the position of Chair of the Ontario Cycling Board of Directors. [Insert explanation for the need to select a new Chair.]

Any Director who is interested in this position has an opportunity to indicate their interest — hence this email.

At the upcoming Board meeting on [INSERT DATE], there will be an election (by confidential ballot) for the position of Chair. The successful candidate will be appointed by resolution to assume office [as at the effective date of the incumbent's retirement from the role] until the next Annual Meeting.

If you are interested, or would like more information about this role, please reach out directly to me at [INSERT EMAIL].

Please indicate your interest and provide any written statement you wish to have considered by the Board (maximum one page) by [INSERT DATE - 14 DAYS BEFORE THE RELEVANT BOARD MEETING].
If only one (1) Director expresses interest, they will be acclaimed to the position. In the spirit of fairness, openness, and transparency, the names of all individuals who express interest will be shared with other interested candidates.

Sincerely,
[Name]
President & CEO

APPROVAL AND REVISION HISTORY

Version	Description	Approved By	Date
1.0	Consolidation of four policies into unified Board Composition and Administration Policy	Board of Directors	September 19, 2026