

BOARD SUCCESSION AND RECRUITMENT POLICY

Table of Contents

Policy Objective.....	1
Guiding Principles	2
Director Recruitment	2
Board Composition	2
Nomination Process	2
Recruitment Plan	2
Skills and Expertise.....	3
Experience and Attributes	4
Succession Planning	5
Board Chair Succession	5
Board Chair Position Description	5
Succession Committee	5
Committee Chair Succession	6
Board and Director Evaluation.....	6
Appendix 1	7
Appendix 2	8

Policy Objective

The purpose of this policy is to create a framework to ensure that the Board of Directors of Alpine Canada Alpin (“**ACA**”) embodies the knowledge, skills and experience necessary to enable it to effectively fulfil its fiduciary and corporate responsibilities and to provide for the orderly succession of Directors. The objectives of the policy and associated processes include:

- Identify the knowledge, skills and experience required to ensure a strong, independent, and active Board.
- Ensure sufficient diversity among the Directors to appropriately reflect ACA’s mandate and the interests of its stakeholders.
- Create recruitment processes that ensure that the best qualified candidates for Director are identified.
- Achieve seamless continuity through a smooth succession of Directors, including the Board Chair, Vice-Chair and Board Committee chairs.

Guiding Principles

This policy is based on the following guiding principles:

- ACA's governance framework supports a competency-based board comprised of highly qualified individuals.
- Director recruitment and succession processes will be transparent, inclusive, fair, objective and support an effective Board.
- The Board will reflect ACA's continuing commitment to serve its stakeholders, its community, and the country.
- The Board will work to uphold the principles set out in ACA's By-laws and other governing documents and principles, along with sport industry's best practices to achieve a highly effective and functioning Board.

DIRECTOR RECRUITMENT

Board Composition

The composition of ACA's Board is set out in its Articles of Incorporation and By-laws. Subject to amendment of the By-laws, the Board will maintain at minimum 10 and at maximum 15 Directors.

Generally, subject to longer periods created by the current transition to staggered terms, Directors may serve a maximum of nine years on the Board. Each Director will hold office for three successive periods of three years.

Nomination Process

In the case of ACA's nominees, the Governance Committee will commence begin its search for Directors, based on the Recruitment Plan, at least six months prior to elections at the Members' Meeting held annually in October.

Where possible, the Governance Committee will prepare a short list of candidates and the Chair of the Board and the Chair of the Governance Committee will conduct interviews. Before the interview, each prospective candidate will be asked to complete ACA's Conflict of Interest Disclosure Statement to ensure there are no conflicts impeding Board appointment. Following the interviews, the Chair of the Governance Committee will report to the Governance Committee and the Committee will, if deemed appropriate, recommend the candidate for election to the Board.

Recruitment Plan

The Governance Committee will prepare a Recruitment Plan and maintain a Board Skills Profile (see Appendix 1) to determine the skills, experience, expertise, and attributes required to

achieve the ideal Board profile. Upon or before joining the Board, Directors will be required to complete a Self-Assessment of their skill areas and attributes representation, which when compared to the Board Skills Profile will identify any gaps on the Board and inform the Recruitment Plan.

The Governance Committee will consult with the Athlete's Council to identify potential past or former athletes who should be targeted for recruitment by the Governance Committee.

The Recruitment Plan and Board Skills Profile are important tools in providing guidance on the type of candidate that could fill an immediate gap in expertise as well as achieve the ideal board framework over time and will be used to create an inventory of candidates for future consideration.

These guidelines are not meant to exclude any candidate with valuable skills which do not necessarily align with the skills outlined in the Recruitment Plan.

The Current Board Profile and Recruitment Plan will be reviewed annually by the Governance Committee.

Skills and Expertise

The objective is to have certain skills available at the Board level to assist both the Board and the Organization in fulfilling their respective mandates.

Specific skills and experience that would be of a benefit are in the following identified areas:

1. Senior executive leadership, including CEO of a major corporation
2. Corporate Governance
3. Legal
4. Finance / Professional designation
5. Risk Management
6. High performance sport- Athlete, Coach or Other
7. Government Relations & Public Policy
8. Philanthropy & Fundraising
9. Talent/People Management
10. Business Transformation & Revenue Generation
11. Information Technology / Data Management

12. Not for profit/charitable organizations
13. Athlete Experience (national/international experience in the past eight years)
14. International Sport

The Board will also consider professional designations, education and other matters as required.

Experience and Attributes

The Board seeks to have a diverse composition of experience and attributes on the Board that is consistent with ACA's values and operating principles, and which reflects the variety of backgrounds and histories that make up Canada's diverse and vast communities. To this end, the Recruitment Plan will consider the following guiding criteria, in no particular order or preference:

1. Gender

As a progressive organization that values equity, diversity and inclusion, it is important that the composition of the Board reflects gender equity consistent with ACA's Equity, Diversity and Inclusion Policy.

2. Diversity

Consistent with ACA's values, a diverse Board, reflecting the variety of backgrounds and histories that make up the Canada community is also deemed important to overall Board composition. The Board recognizes the need to have diverse perspectives represented, inclusive of individuals regardless of gender, race, language, national and ethnic origin, colour, religion, sexual orientation, marital and family status or disability. As such, the Board will seek to include diverse candidates in its Director recruitment process and will include diversity as a component of any Director search.

3. Age Representation

The objective is to have a broad base of experiences and perspectives at the Board to ensure the unique knowledge inherent within certain age groups is available to the Board in its deliberations. To meet this objective and ensure there is sufficient years of experience applied to decisions, the Board will seek representation from a broad range of ages.

4. Geographic Representation

It would be advantageous to have representation on the Board originating from all areas of Canada, where practicable. In addition, consideration could be given to ensuring there is representation from the major ski regions of Canada. To provide for this competency, the ideal would be to have a meaningful number of Board members who reside in each of British Columbia, Alberta, Ontario, Quebec and the Canada District.

5. *Athlete Perspective*

Drawing on and respecting the specific experience of former athletes, the Board will strive for meaningful Athlete representation on the Board, including from Para alpine.

6. *Life Experiences*

Recognizing that not all knowledge is learned through professional education or employment, the Board will take a holistic approach to recruitment and consider life experiences in addition to a candidate's professional experience.

SUCCESSION PLANNING

Board Chair Succession

The Chair is the priority executive position to be filled on the Board. It is the most senior leadership role and critical to the success of the Board. The process to select a Board Chair must be transparent, inclusive, fair, objective and support an effective Board. Accordingly, set out below is the process that will be followed.

Board Chair Position Description

The Position Description for the Chair will be reviewed every three years. The Position Description sets out the required experience and attributes required of the Chair and their primary responsibilities.

Succession Committee

At least six months before the expiry of the term of the incumbent Board Chair, or if the incumbent Chair resigns, dies, becomes incapacitated or is otherwise unable to fulfill the Chair position, the Board will appoint a Succession Committee to lead the process of selecting a new Chair. This committee will be an ad hoc committee established for the sole purpose of the Chair selection process. The Succession Committee will be made up of three Directors who do not wish to be considered for the Chair position. The outgoing Chair is eligible to be a member of the Succession Committee.

The Succession Committee will canvass each Director to determine if they would like to be considered for the role and if there is another Director(s) they believe should be considered. The Succession Committee will then conduct an evaluation of all candidates for the Chair position, using the Position Description, an interview with the candidates, solicitation of the views of the CEO and any other information it considers appropriate. The Succession Committee will create a scoring matrix model to be used to evaluate all candidates to establish an objective framework for assessment.

Following the evaluation, the Succession Committee will make the recommendation for the Chair position to the Board for approval. Only one candidate may be recommended.

Committee Chair and Vice-Chair Succession

The Position Description for Committee Chair and Vice Chair will be reviewed every three years by the Governance Committee. The Position Description reflects the general attributes required of a Committee Chair and their primary responsibilities. Committee Chair attributes specific to a committee will be included in that committee's terms of reference.

Committee Chairs and Vice-Chair will be recommended by the Board Chair, who will forward the recommendations to the Governance Committee, who in turn will recommend them for approval to the Board, as appropriate for a two-year term. All Directors will be asked to indicate their interest in Committee Chair positions on a biennial basis. The Governance Committee will determine the most appropriate means to accomplish this. The Board Chair will consider the expressions of interests, Position Description, committee terms of reference, Director assessments and other relevant information and advise the Governance Committee of their recommendation of Chair for each committee.

Once a Committee Chair and Vice-Chair is appointed, they can be reappointed for a maximum of two consecutive years, after which other Directors will be considered for the role in accordance with the process described above. However, if there is no Director who wishes to be considered for a particular Committee Chair position or there is no other qualified Director, the incumbent would remain in the role. A departing Committee Chair can still be considered for other Committee Chair positions and, in addition, after a one-year "cooling period" the departing Committee Chair can again put their name forward for the position.

Board and Director Evaluation

With the goal of enhancing overall effectiveness, ACA will conduct an evaluation process that covers the Board, Board Committees and individual Directors, and procedures for ongoing evaluation are established by the Governance Committee.

At the end of the fiscal year the Board Secretary will distribute to all Directors the Board Evaluation Form (See Appendix 2) approved by the Governance Committee. Tabulated results will be provided first to the Board Chair and Governance Committee Chair, reviewed by the Governance Committee and then presented to the full Board. The Board will agree on an action plan provided by the Governance Committee and actions will be tasked as appropriate.

Appendix 1 Board Competency & Skills Matrix

Alpine Canada - Board Competency & Skills Matrix													
Experience & Competencies												Total	
Top Executive Experience	Top Executive – Significant Corporation <i>(select one or the other):</i>												
	<ul style="list-style-type: none"> • CEO of a significant corporation • Other top executive or leader 												
Governance skills and Experience	Corporate Governance												
	Legal												
	Finance / Professional designation												
	Risk Management												
	Other Related Competencies*	High Performance Sport – Athlete, Coach, Sport Science etc											
		Government Relations & Public Policy											
		Marketing, Communications, PR in a digital world											
		Philanthropy & Fundraising											
		Talent / People Management											
		Business Transformation & Revenue Generation											
		Information Technology / Data Management											
		Not for profit / charitable organizations											
		Athlete Experience (national/international experience in the past eight years)											
		International Sport											
Diversity	Age												
	Years on Board												
	Gender - M/F/Other												
	Language - EN, FR, EN/FR, other												
	⁽¹⁾ Other Diversity												
(2) Geography	AB												
	B.C.												
	QC												
	ON												
	Other Canada												
	Other Global												
Core Director Attributes	Significant executive leadership experience, including proven experience developing vision and strategy, achieving operational effectiveness and fostering an ethical and performance-based culture.												
	Highly capable demonstration of integrity, intellectual curiosity and interpersonal and judgement qualities necessary to engage effectively with management and board stakeholders.												
	Exceptional standard of performance and achievement, collegial, good judgement and free of conflicts of interest.												
	Politically and environmentally sensitive to the organization's governance structure and mandate, with demonstrated understanding of government and public policy												
<p>* Self assessed ranking where 1= limited or no experience; 2= good/developing experience and competency; 3= advanced/leading experience and competency</p> <p>⁽¹⁾ Includes self-declared diversity such as visible minority, persons with disability, of an ethnic or cultural group, indigenous, LGBTQ+, etc.</p> <p>⁽²⁾ A director may select more than one description for geography. In addition to current place of residency, other declarations may reflect circumstances where one had/has a significant affiliation with a region, such as: 1) having been born, raised and educated, 2) having spent a significant amount of time in a particular region during his/her related career, etc.</p>													

Appendix 2
ACA Board self-evaluation 2022

The Board of Directors of ACA conducts an annual self-assessment to ensure that the Board and its Committees have the necessary support to fulfill the requirements of their mandates and appropriately contribute to the leadership of the Organization.

This annual self-assessment is considered best practice by industry standards.

This questionnaire is designed to gather perceptions of the Board's performance on a range of items related to Governance, Board operations and engagement level, and includes the following topics:

- 1) Strategic Planning and Goals – Board Monitoring
- 2) Board Fiduciary Duties
- 3) Board Committees and Engagement
- 4) Performance of Chairs and Individual Board Members
- 5) Board Meetings and Documentation
- 6) Overall Comments

* Note that there is room for comments at the end of each section

1: Strategic Planning and Goals - Board Monitoring

1.1 We as a Board are appropriately engaged in the development of ACA's strategic plan and annual goals.

Strongly agree

Moderately agree

Moderately disagree

Strongly disagree

Not applicable/Don't know

Comments

1.2 We as a Board are adequately monitoring the results achieved, as well as the development toward ACA's strategic goals.

Strongly agree

Moderately agree

Moderately disagree

Strongly disagree

Not applicable/Don't know
Comments

1.3 We as a Board are contributing appropriately to the strategic direction and activity of ACA fundraising, as well as the promotion of the brand and reputation of ACA.

Strongly agree

Moderately agree

Moderately disagree

Strongly disagree

Not applicable/Don't know

Comments

2: Board Fiduciary Duties

2.1 We as a Board have appropriate insight, in light of the Board's fiduciary duties, into, and control over, the financial situation of ACA.

Strongly agree

Moderately agree

Moderately disagree

Strongly disagree

Not applicable/Don't know

Comments

2.2 I am comfortable with the interaction of the Audit Committee and the Board with regard to the financial situation of ACA and the Board's fiduciary duties.

Strongly agree

Moderately agree

Moderately disagree

Strongly disagree

Not applicable/Don't know

Comments

3: Board Committees and Engagement

3.1 The Governance and Human Resource Committee works effectively and fulfills its mandate

Strongly agree

Moderately agree

Moderately disagree

Strongly disagree

Not applicable/Don't know

Comments

3.2 The Audit Committee works effectively and fulfills its mandate Strongly agree Moderately agree Moderately disagree Strongly disagree Not applicable/Don't know Comments

4: Performance of Board Chair and Committee Chairs

4.1 The Board Chair effectively carries out the specific roles and responsibilities outlined in the Position Description of the Chair of the Board.

Strongly agree

Moderately agree

Moderately disagree

Strongly disagree

Not applicable/Don't know

Comments

4.2 The Chair of the Governance Committee performs effectively, providing leadership to fulfill the Mandate of the Committee.

Strongly agree

Moderately agree

Moderately disagree

Strongly disagree

Not applicable/Don't know

Comments

4.3 The Chair of the Audit Committee performs effectively, providing leadership to fulfill the Mandate of the Committee.

Strongly agree

Moderately agree

Moderately disagree

Strongly disagree

Not applicable/Don't know

Comments

5: 5: Board Meetings and Documentation

5.1 The documentation prepared for Board meetings has the required quality, content and structure.

Strongly agree

Moderately agree

Moderately disagree

Strongly disagree

Not applicable/Don't know

Comments

5.2 The processes and discussions in our Board meetings, before decisions are made, are satisfactory.

Strongly agree

Moderately agree

Moderately disagree

Strongly disagree

Not applicable/Don't know
Comments

5.3 Board members are sufficiently engaged and able to contribute to the best of their abilities to fulfill the mandate of the Board.

Strongly agree

Moderately agree

Moderately disagree

Strongly disagree

Not applicable/Don't know

Comments

What information – whether about the Organization, the field of sports and...would you like to receive to help you as a board member?

Our best areas of performance as a Board are?

Our biggest challenges as a Board are?

What issues should occupy the Board's time and attention in the next one or two years?

Are there any other comments you would like to share?