

GOVERNANCE COMMITTEE



Terms of Reference

September 2023

1. Overview

- 1.1. The Governance Committee (the “Committee”) is an Advisory committee of the Board of Directors of Speed Skating Canada (SSC).

2. Policies and Code of Conduct

- 2.1. Committee members are subject to and shall abide by the SSC Code of Conduct and all SSC policies.
- 2.2. Conflict of Interest
 - 2.2.1. Each Committee Member shall provide a signed declaration annually declaring any conflicts of interest and provide a verbal declaration of any conflicts of interest at each meeting of the committee; and
 - 2.2.2. Each Committee Member and any other person attending a meeting of the Committee shall declare any conflict of interest regarding specific matters arising while conducting or present for Committee business.
 - 2.2.3. A Committee Member who declares a conflict of interest will physically remove themselves from the discussion relating to the matter giving rise to the conflict and not vote on the matter.
- 2.3. Confidentiality
 - 2.3.1. Each Committee Member shall sign a confidentiality agreement at the beginning of their term the confirming their understanding of their obligations to Speed Skating Canada.

3. Mandate and Objectives

- 3.1. The mandate of the Committee is to advise the Board on issues related to SSC’s governance structure, practices, and related governance policies including but not limited to safe sport policies.
- 3.2. The committee will have access to members of management, employees, and all relevant information, and may engage independent counsel and other advisors as necessary to carry out its responsibilities.



4. Composition, Appointment and Roles

- 4.1. The Committee will be composed of at least one (1) SSC board member and up to three (3) additional members.
- 4.2. Annually the Board will approve the membership of the committee.
- 4.3. The **Committee Chair** is a board member and is appointed by the Board to Chair the Committee. The Committee Chair:
 - 4.3.1. Sets the agenda for each meeting and ensures that agendas and supporting materials are distributed to Committee Members in advance of meetings;
 - 4.3.2. Acts as or designates a moderator for all Committee meetings – responsible for reviewing and managing the meeting agenda and summarizing decisions and action items;
 - 4.3.3. Prepares or oversees the timely preparation of Minutes of meetings of the Committee and the timely approval of those Minutes by the Committee; and
 - 4.3.4. Works with the SSC designated staff member on ensuring appropriate succession of committee members.
- 4.4. **Committee Members** shall be appointed by the Board and may be current or past members of the Board and / or subject matter experts. A committee member will:
 - 4.4.1. Understand the mandate and objectives of the Committee
 - 4.4.2. Understand and represent the interests of stakeholders
 - 4.4.3. Take a genuine interest in the Committee's outcomes and overall success
 - 4.4.4. Actively participate in meetings through attendance, discussion, and review of minutes, papers and other documents
 - 4.4.5. Support open discussion and debate and encourage fellow Committee members to voice their insights.

5. Authority

- 5.1. The Committee will exercise its authority in accordance with Board guidelines and such additional provisions as are set out in this Terms of Reference.
- 5.2. The Committee is a limited agent of the Board in relation to governance matters and is an active advisor (when called upon) to the Board on all other governance matters.
- 5.3. The Committee shall, with approval of the Board, establish a Nominations Sub-Committee to carry out the Terms of Reference of the Nominations Sub-Committee.

6. Meetings

- 6.1. The Committee shall meet at least three (3) times per fiscal year, and more often as considered necessary by the Chair.
 - 6.1.1. An Agenda and supporting materials will be distributed to the Committee prior to the meeting.
 - 6.1.2. The Committee may meet in person, by conference call (or digital equivalent) or by email as determined by the Chair and within the limits of the SSC Budget.



- 6.2 Meetings shall be conducted in accordance with any rules and procedures adopted by the Board or as set out in SSC's Bylaws.
- 6.3 Quorum shall be a simple majority of Committee Members, including at least the Chair or designate as determined by the Board.
 - 6.3.1 Voting shall be conducted as necessary in order to determine the final recommendation of the Committee.

7. Reporting

- 7.1. At each meeting, the Committee shall determine who will be responsible for taking minutes.
- 7.2. Minutes will be taken and will be filed with Speed Skating Canada's national office.
- 7.3. At each meeting, the Committee will receive reports from the relevant individual or group:
 - 7.3.1. Minutes/action items from previous meetings; and
 - 7.3.2. Issues having been identified since the previous meeting.
- 7.4. As a committee of the Board, the Committee operates independently of management. Status reports may be presented by the Chair (or designate) to the Board or at a meeting of the Members as requested by the Board.

8. Approval

- 8.1. These Terms of Reference were approved by Speed Skating Canada's Board of Directors in **September 2023**. The Board will review these Terms of Reference on a regular basis, with input from the Committee as required. Any provisions of SSC's Bylaws as they relate to committees will also apply.