

1. SPORT FOR LIFE TERMS OF REFERENCE

TITLE: TERMS OF REFERENCE FOR GOVERNANCE COMMITTEE	
Date Created: December 1, 2020 Date Approved: March 2023	Number of Pages: 3

1. PURPOSE

2. The responsibility of the Governance Committee is twofold:

1. To assist the Board in oversight responsibilities relating to the Society's governance.
2. To recruit potential members to the Sport for Life Society Board of Directors and Committees through the Board Selection Process and, when required, make recommendations to the Board for approval.

2. COMPOSITION

- A. The Committee will be composed of not less than two and not more than four board members and one Senior staff of the organization (CEO). Additional staff and expertise from the greater community can be sought to add knowledge and skill to the committee and do not have voting privileges.
- B. The members of the Committee shall be appointed by a resolution of the Board. Each member of the Committee shall continue to be a member thereof until a successor is appointed, unless the member resigns or is removed by the Board or the member otherwise ceases to be a director of the Society. The minimum term duration of a committee member shall be 2 years with no maximum term. Where a vacancy occurs at any time in the membership of the committee, it may be filled by the Board and shall be filled by the Board if the membership of the Committee is less than one (1) director as a result of the vacancy.
- C. Employees and past employees must have a minimum lapse of one full term (3 years) prior to serving on a Board or Committee.
- D. By design, the Committee will recruit members with the required governance knowledge, a wide base of contacts, and awareness of the business of the Society such that they can contribute to recommending valuable prospects for nomination.
- E. The Board, or in the event of its failure to do so, the members of the Committee, shall appoint a Chair from among its members. If the Chair of the Committee is not present at any meeting of the Committee, the Chair of the meeting shall be chosen by the Committee from among the members present.

- F. The Chair presiding at any meeting of the Committee shall have a vote in all matters considered by the Committee. The CEO will have a vote in all matters considered and will be counted for quorum. In the event of a tie, the matter shall be referred to the Board as a whole for decision.
- G. A Vice chair shall act as a delegate for the chair. If the vice chair is not a member of the Board of Directors, then the vice chair will get a special invite to attend the board meeting.

3. DUTIES AND RESPONSIBILITIES

The Committee shall be charged with the following advisory functions, duties and responsibilities with respect to Governance:

- A. Reviewing the overall governance framework of the Society on a regular basis and identifying areas of concern and recommending changes based on best practices in governance;
- B. Reviewing the skills and experience of Board members and identifying the ongoing needs and development of the Board and Committees;
- C. Nominating new members of the Board and Committees for Board approval;
- D. Providing a sound basis for Board and Committee member orientation;
- E. Establishing a basis on which to select the Chair, Vice-Chair and Committee Chairs;
- F. Developing the performance review process for the CEO and completing that evaluation for Board consideration on at least an annual basis;
- G. Ensuring compliance with all legal requirements related to the governance of the Society;
- H. Developing a board evaluation process to be implemented on an annual basis.
- I. Regular review of the society's constitution, bylaws and policies.

The Committee shall review other matters which are referred to it by the Board for consideration and recommendations.

4. ACCOUNTABILITY

The Committee will report its discussions to the Board by distributing the minutes of its meetings and, where appropriate, by oral report at the next meeting of the Board of every major matter considered since the Board's last meeting.

5. COMMITTEE TIMETABLE

The time and place of meetings of the Committee and the procedures at such meetings shall be determined from time-to-time by the members of the Committee, provided that:

- A. a quorum for meetings shall be two (2) members, present either person or by telephone or other telecommunications device that permits all members participating in the meeting to speak to and hear one another;
- B. the Committee shall meet at least three times a year;
- C. reasonable notice (preferably a minimum of 10 days) of the time and place of every meeting shall be given in writing or by email communication to each member of the Committee prior to the time fixed for such meeting.

6. MINUTES AND REPORTING RESPONSIBILITY

- A. An outline of material issues addressed by the Committee, and all recommendations, decisions and directives of the Committee shall be recorded in the minutes of the meeting. Following approval of the minutes by the Committee, the minutes shall be circulated to the Board prior to the next following Committee and Board meetings respectively.
- B. The Committee Chair or delegate shall make a verbal report of the meeting to the Board at the next meeting of the Board.

7. ACCESS TO CORPORATE RECORDS/PERSONNEL

In performing any of its duties and responsibilities, the Committee shall have access to any and all books and records of the Society required for the execution of the Committees responsibilities and, as necessary, shall discuss with appropriate Society officers and employees such records and other relevant matters.