



GOVERNANCE COMMITTEE TERMS OF REFERENCE

1. PURPOSE

- 1.1. The Governance Committee (the “Committee”) is a Standing Committee of the Board of Directors of Wheelchair Rugby Canada (the “Board”). The Committee is responsible for advising the Board in fulfilling its responsibilities relating to strategic planning, governance, governance structure and governing documents.

2. COMMITTEE COMPOSITION

- 2.1. The Governance Committee is formed annually at the first meeting of the Board following the WRC Annual General Meeting.
- 2.2. The Committee will be composed of three to five members (who have relevant skills and experience in governance).
- 2.3. The Committee will have a minimum of two Appointed Directors (who have relevant skills and experience in governance, policy development, risk management and board evaluation)
- 2.4. The Committee shall have at least one independent director, as defined by the Code.
- 2.5. The chair of the Committee shall be designated by the Board from among the Committee members.
- 2.6. The members of the Committee will be appointed by the Board annually at the first meeting of the Board after a meeting of the members at which directors are elected and shall serve until the next annual meeting of members or until their successors are duly appointed or until such committee member resigns, retires or is removed from the Committee by the Board. The Board may fill any vacancy in the Committee by appointment from among the directors of the Organization

3. COMMITTEE DUTIES AND RESPONSIBILITIES

The Committee shall exercise oversight in the following areas:

3.1. General

- 3.1.1. Determine a process to come to a decision with respect to making a recommendation to the Board.
- 3.1.2. From time to time, task force/ad-hoc sub-committees may be struck for the purpose of addressing Governance Committee-specific issues or accomplishing specific goals.
- 3.1.3. Annually review its Terms of Reference and make recommendations for changes to the Board of Directors.

3.2. By-Laws

- 3.2.1. Conduct a formal and full review of the WRC By-laws. Recommend revisions to the Board for consideration.
- 3.2.2. This formal review must be completed every five years.



3.2.3. On an annual basis, conduct a cursory review of the By-laws to identify any operational changes made by WRC, when appropriate, are captured in the by-laws.

3.2.4. Provide interpretation of By-Laws and recommend required revisions for clarity and relevance.

3.3. Governance

3.3.1. Develop and recommend specific Board Governance Policies

3.3.2. Executive Limitations: these governance policies establish the boundaries of acceptable actions. Such policies apply to - its Officers, including the President & CEO.

3.3.3. Process Policies: those which outline the process of governing (e.g., Governance Model, Code of Conduct).

3.3.4. Relationship Policies: such policies outline the direction for building relationships between various stakeholder groups: the Board, President & CEO, Members, Stakeholders, Management, Staff and Volunteers.

3.3.5. Develop and implement an ongoing process to monitor compliance to governance policies.

3.3.6. Recommend the creation, removal or change to reporting structure of additional Committees and/or task forces to support the effective governance of the organization, including proposed terms of reference.

3.4. Risk Management

3.4.1. Monitor risks and provide an Annual Risk Report to the Board.

3.5. Board Orientation & Assessment

3.5.1. Review and update the board orientation package annually.

3.5.2. Oversee the annual Board self-assessment, performance measurement and improvement processes.

4. RESPONSIBILITIES OF COMMITTEE MEMBERS

The primary responsibility of Committee members is to act honestly and in good faith and to exercise their business judgment in what they reasonably believe to be the best interests of the Organization. In addition to the responsibilities of Committee members as directors of the Organization, the Board has developed the following specific expectations of Committee members to promote the discharge by the Committee members of their responsibilities and to promote the proper conduct of the Committee.

- *Prepare for Meetings.* Committee members are expected to diligently prepare for each meeting, including by reviewing all materials circulated in advance of each meeting and should arrive prepared to discuss the issues presented. Committee members are encouraged to contact the Chair of the Committee, the CEO and any other appropriate senior officer to ask questions and discuss agenda items prior to meetings.



- *Attend at Meetings.* Committee members are expected to maintain a high attendance record at meetings of the Committee. Attendance by telephone or video conference may be used to facilitate a Committee member's attendance. The Organization will include in the materials that are distributed to the members in connection with the election of directors the attendance record of each committee member for all Committee meetings held since the beginning of the Organization's most recently completed financial year.
- *Participate in Meetings.* Committee members are expected to be active and effective participants in the deliberations of the Committee by participating fully and frankly in Board discussions and encouraging free and open discussion of the affairs of the Organization.
- *Continuing Education.* Committee members are expected to pursue continuing education opportunities to maintain and enhance their abilities as members of the Committee and ensure that their knowledge of the matters for which the Committee is responsible remains current.

5. COMMITTEE MEETINGS

- Governance Committee meetings are held electronically up to three times per year.
- Additional meetings/work may be required during the year.
- The frequency of meetings of this standing committee will be assessed by the Committee on an annual basis.
- It is expected that Governance Committee members will spend approximately six to ten hours per month on committee work, in addition to meetings.

6. VOTING

The culture of the Committee is to build consensus to obtain a unanimous vote. In the absence of a unanimous vote, recommendations to be made to the Board will be decided by majority vote. In the unlikely event that a majority vote cannot be achieved, the Chair will determine the recommendation to be made.

Quorum:

Quorum for the meeting will be 50% or greater of Committee members.

7. ACCOUNTABILITY:

a) Recording of Minutes

Minutes of the meetings will record time, date, participants of the meeting, and the recommendations to be forwarded to the Board.

Due to the potential strategic, sensitive and confidential nature of the discussions, minutes may not record the discussion leading to the recommendations. The Committee will track action items and details the deliverables, status and the anticipated completion date.

Minutes will be circulated to the Committee members.



b) Reporting

The Governance Committee will report its strategic recommendations directly to the CPC Board of Directors. Quarterly reports will be provided to the Board of Directors and an annual report detailing the Committee's activities will be presented to membership.

c) Authority

The Committee does not have decision-making authority but has the authority to make recommendations to the Board as required.

8. TERMS OF REFERENCE REVIEW

The Board will review these terms of reference every two years. Updated terms of reference will be posted on the WRC website.

Terms of Reference History	
Approved	February 20, 2024
Next Review Date	February 2026