



TERMS OF REFERENCE

Committee: Governance Committee

Reports to: Board of Directors, Chair and Vice-Chair

Version Date: January 11, 2021

Purpose/Mandate:

The Governance Committee shall develop, maintain and renew the Board's governance mandate including its structure, by-laws, policies and procedures. The Committee will act as an advisory group for the Board of Directors on all matters with regard to Board policy, coordinate the strategic planning, nominations and elections processes, and implement the procedures to assess the overall performance of the Board of Directors and committees.

Responsibilities:

The mandate of the Governance Committee includes but is not limited to the responsibility to:

- Review, monitor and make recommendations concerning best practices of corporate governance in order to improve Board effectiveness and accountability in fulfilling its oversight responsibilities;
- Design and oversee the orientation and on-boarding of Board members and committee members;
- Review and maintain corporate governance documents including but not limited to the by-laws, policies and procedures, committee terms of reference and recommendations, as appropriate, to the Board of Directors;
- Develop and oversee the process to evaluate the performance of the Board, Directors and committees, and implement ongoing Board education and professional development;
- Assess the size, composition and diversity of the Board and committees, and make recommendations, as appropriate, to the Board of Directors;
- Assess and anticipate the skills, competencies and qualifications needed for Board and committee composition to ensure effective succession;
- Develop a collaborative and transparent Director nominations procedure, including recruitment, candidate screening and election criteria and/or processes;
- Support the facilitation of the strategic planning process with the Board of Directors;
- Advise the Board of Directors and membership on governance issues and trends that may arise from time to time.

Guiding Principles:

The Governance Committee is guided by the following principles:

- **Collaborative:** Recognizing the unique perspectives of the members, dialogue and membership engagement is knowledge and contribution based rather than positional based. Creating a safe space for a collaborative work environment (so we can speak freely).
- **Inclusive:** Discussion, advice and recommendations reflect the experience and knowledge of a cross-section of member interests.

- **Collective:** A collective voice focussed on the broader agenda in working for the betterment of sport in Ontario; putting individual agendas aside to further the overarching goal.
- **Respect:** Each other; individually and the work we do.
- **Transparent:** Open, honest and frank.
- **Dynamic:** Shift to adapt/respond to the environment as it evolves.
- **Accountability:** It is recognized members have accountabilities to their respective organizations. Members are expected to bring to the discussions their views, knowledge and experience of the organization they represent, and promote awareness and understanding within their organization about deliberations of the committee and reasons for decisions taken.
- **Contribution-Based Participation:** Members demonstrate their commitment through their active participation in meetings and conference calls, and keeping informed of business by reviewing documents provided, and providing feedback as required. Members are encouraged to seek support for consensus-based agreements formed by the committee.

Composition

Chair/Co-Chair

The committee has a chair. The chair is a board member appointed by the Board. Vice chairs and/or co-chair can be determined by the chair appointed by the Board.

Committee Members:

The committee positions are appointed by the Executive Committee, through an open Expression of Interest process and made up of representatives from the Board and Ontario sport sector.

A maximum of seven (7) members, including the Chair, ideally consisting of:

- One (1) additional Director;
- Two (2) individuals representing a current Member; and,
- One (1) governance subject matter expert

The Chair and committee members are selected based on their knowledge and experience working in governance models and on their previous experience in Board policy development.

Term:

The term of each committee member is two years excluding the Treasurer and Chair of the National Sport Trust Fund – Ontario who serve the same as their Board term. The members of the Governance Committee are selected through a call to the Ontario sport sector and are ratified by the executive committee.

For purposes of continuity as the committee is established, at the first meeting of the committee the committee will elect half the members to serve a one-year term. All terms thereafter will be two-year terms.

Quorum:

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

Working Operations

Meetings:

An agenda and background material (where available) is circulated in advance of each meeting.

The Governance Committee will meet quarterly via video call or in-person as requested by the chair/co-chairs. A meeting may be called as needed by the chair/co-chairs.

Recording of Minutes

An outline of the material, issues discussed by the committee, and all recommendations, shall be recorded in the minutes of the meeting by the person designated by the committee. Minutes of the meetings will record time, date, and participants of the meeting. Minutes are distributed within 30 days of the meeting.

Voting:

The objective of the Committee is to build consensus to obtain a majority or unanimous vote. In the unlikely event that a majority vote cannot be achieved, the Chair/Co-Chairs will determine the recommendation to be made.

Reporting

The Governance Committee will provide its recommended strategy and priorities to the Executive Committee and Board of Directors. An annual report will be provided to the membership.

Authority

The committee is responsible to its members and the sector.

The committee does not have decision-making authority, but has the authority to make recommendations to the Executive Committee and Board of Directors as required.

Working Groups

The committee may establish ad hoc working groups on specific areas as required.

Funding

Committee members are responsible for their own expenses when attending meetings and/or participating in conference calls or ad-hoc committee work.

Coordination with other Committees

The chairs or another designate(s) are responsible for maintaining strong working relations with other committees to support alignment, collaboration and coordinate sectoral voice.

Amendments and Review of Terms of Reference

These Terms of Reference shall be reviewed at least every two years.

Conflict of Interest

To ensure open and transparent meetings, members will be asked to disclose any conflicts of interest at the start of each meeting. (A conflict of interest is defined as a person or organization involved in multiple interests, financial or otherwise, and serving one interest could involve working against another).