

Terms of Reference

Governance Committee

1. Purpose and Scope

The purpose of the Governance Committee is to support the Bobsleigh Canada Skeleton Board in executing their responsibilities effectively and promoting the healthy development and functioning of the Board. The committee ensures there are governance policies and procedures in place and, as and when required, the Governance Committee will make recommendations to the Board.

2. Type of Committee

The Governance Committee is a Standing Committee and as such are a formal and permanent part of the Board governance structure.

3. Committee Objectives, Goals and Deliverables

Following are the objectives, goals and deliverables of the Governance Committee:

- **Guiding governance and ensuring compliance**
 - Is the Board's primary resource on governance issues
 - Stays current on governance trends and requirements
 - Recommends action to the Board for structural changes to ensure Bobsleigh Canada Skeleton complies with its' legal and fiduciary duties
 - Identifies, monitors, mitigates and reports risks related to governance and compliance
- **Governance guidelines and policies**
 - Is accountable for the Board's governance guidelines and policies
 - Reviews (annually) the skills matrix
 - Develops and maintains terms of reference for all Board committees
 - Review, maintain, revise and recommend appropriate changes to the Bylaws to reflect best practices in governance
- **Onboard New Board Members**
 - Works with the Nominations Committee in the recruiting and selection of Board members
 - Develops and maintains new Board member orientation materials
 - Provides orientation to new Board members and exit interviews departing members
- **Ongoing Board Education**
 - Seeks education for Board members
 - Ensures Board members receive required education
- **Measure Board Performance**
 - Monitors the effectiveness of Board operations, performance and governance policies

- Ensures that there is an established process for holding individuals accountable for fulfilling their obligations
- Conducts annual assessments of the full Board and individual Board members

4. Committee Authority

Any plans, reports, or recommendations put forth by the Governance Committee must be approved by the Bobsleigh Canada Skeleton Board. With such approval, the Committee is empowered to act, but does not have the authority to direct senior leadership or to commit Bobsleigh Canada Skeleton unless specifically authorized by the Board.

In the process of overseeing Bobsleigh Canada Skeleton audit procedures, the Governance Committee will have unrestricted access to Bobsleigh Canada Skeleton personnel and documents, and will be provided with the resources necessary to carry out its responsibilities, including the authorizations to engage independent counsel and other advisors.

5. Committee Composition

The Governance Committee is composed of a minimum of three members, who are normally selected from among the Appointed Members. At least one member shall have legal or governance expertise. The Bobsleigh Canada Skeleton Board appoints the Committee members and the Committee Chair.

The Committee may establish sub-groups for special events or topics that includes other Board members. Any sub-groups report to this Committee.

6. Committee Budget

The Committee will identify any budget requirements as part of the Bobsleigh Canada Skeleton budgeting cycle. Any budget requirement must be approved by the Bobsleigh Canada Skeleton Board. Any expenses incurred by this Committee outside of this process must be approved by a Board resolution.

7. Meetings and Records

The Committee will meet at least four times per year. Additional meetings may be held as deemed necessary by the Committee Chair or as requested by any two Committee members or the external auditor. Non-Members may only attend Committee meetings upon the approval of the Committee chair.

The minutes of meetings shall be kept and uploaded to the Bobsleigh Canada Skeleton share drive within 10 days of the meeting. Additionally, meeting minutes are to be provided upon Board request to the Bobsleigh Canada Skeleton Board.

8. Reporting Relationship

The Committee will report to the Bobsleigh Canada Skeleton Board at least twice a year with one report focussing on the developments with respect to governance and one report focussing on the performance of the Bobsleigh Canada Skeleton Board.

9. Enabling or Constraining Factors

The following are enabling or constraining factors concerning the Governance Committee:

- The Governance Committee is a Board committee and cannot make decisions independent of the Board
- Committee members must recuse themselves from any discussions or decisions in which they have a conflict