



Terms of Reference Critical Issues Committee

Overview

1. These Terms of Reference describe the purpose, scope and authority of the Volleyball Canada's Critical Issues Committee. These Terms of Reference outline clear and specific information on how the Committee is organized, what it is trying to achieve, its decision-making authority and deliverables, who the members are, and when they meet.

Authority and Mandate

2. The Committee will assist the Board of directors with issues that fall within Volleyball Canada's jurisdiction and must be addressed in a timely matter with expert, and possibly legal, advice.
3. The Committee serves in an advisory capacity to the Board and/or operations staff.
4. Members of the Committee will act honestly and in good faith.

Membership

5. The committee shall be composed of at least one (1) and not more than three (3) members, including a Chairperson.
6. The Chair of the Board shall appoint the Chairperson of the committee who should be a lawyer and must be familiar with Volleyball Canada's policies.
7. The Chairperson shall appoint the other committee members in consultation with the Board.
8. The Chairperson will be appointed for a two-year term. Other Committee members will be appointed for a term of one year, unless otherwise decided by the Chairperson.
9. The Chair of the Board shall be an ex-officio and non-voting member of the committee.
10. The Chief Executive Officer shall be an ex-officio and non-voting member of the committee.

Conflict of Interest

11. Any member with a potential conflict of interest shall declare such conflict when they are appointed to the Committee and at the start of any meeting at which they may be conflicted on a topic for discussion. An individual will recuse themselves from any discussion when they are in conflict.
12. Conflict of Interest will remain a standing item on the agenda for all committee meetings.

Duties and Responsibilities

13. The Committee will:
 - a. Review and adhere to the Terms of Reference;
 - b. Advise the Board on issues concerning all critical issues;
 - c. From time to time, additional duties may be delegated to the Committee by the Board of Directors.
 - d. Suggest updates to these Terms of Reference to the Board
14. The Committee is authorized by the Board to investigate any matter that falls within the Terms of Reference.

Procedures

15. The Committee shall keep minutes of the discussion that will be included with its findings and recommendations.



16. The Committee shall meet as necessary and/or at the discretion of the Chairperson via conference call/web conference or in-person.
17. The Chairperson is required to call a meeting of the committee if requested to do so by:
 - a. Any committee member
 - b. The Chair of the Board of Directors
 - c. The Chief Executive Officer
18. The Chairperson shall distribute the agenda to committee members at least 24 hours in advance of a scheduled meeting. Committee members recognize that all meetings may not be scheduled in advance and may be held on an as-needed basis. The agenda shall include the following items:
 - a. Approval of the agenda
 - b. Approval of the minutes from the previous meeting
 - c. Declaration of Conflict of Interest
 - d. Ongoing business
19. Quorum will be a majority of the committee members.

Resources

20. The Committee shall have access to resources to fulfill its duties as requested.

Reporting

21. The committee will submit regular reports to the Board.
22. When the Board requires the Committee to make a decision or take a position on a matter, the Committee will make its decision or determine its position by majority vote of the Committee's members.
23. The committee will record minutes of all meetings. All minutes will be forwarded to the Chair and Chief Executive Officer.

Review

24. The Board of Directors shall review the Terms of Reference annually.

Approval

These Terms of Reference were approved by the Board of Directors on January 19, 2021.