



## **Terms of Reference Ethics Committee**

### **Overview**

1. These Terms of Reference describe the authority, mandate and responsibilities of Volleyball Canada's Ethics 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 Ethics Committee will assist the Board of Directors in fulfilling its responsibilities relating to ethics, discipline and complaints within Volleyball Canada's jurisdiction.
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. The Chairperson must be familiar with Volleyball Canada's policies related to ethics, including its Code of Conduct, and Discipline and Complaints Policies.
7. The Chairperson shall appoint the other committee members in consultation with the Chair of 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 Board may replace the Chairperson of the Committee at any time. The Chairperson may remove any member of the Committee at any time and fill any vacancy at their discretion.
10. The Chair of the Board shall be an ex-officio and non-voting member of the committee.
11. The Chief Executive Officer shall be an ex-officio and non-voting member of the committee.

### **Conflict of Interest**

12. 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.
13. Conflict of Interest will remain a standing item on the agenda for all committee meetings.

### **Duties and Responsibilities**

14. The Committee will:
  - a. Review and adhere to the Terms of Reference;
  - b. Advise the Board on issues concerning all aspects of ethics;
  - c. Advise the Board on issues relating to complaints;
  - d.
  - e. Serve as a resources on ethics, discipline and complaints;
  - f. Suggest updates to these Terms of Reference to the Board
15. The Chairperson will serve as Discipline Chair, per the *Discipline and Complaints Policy*.



16. The Committee is authorized by the Board to investigate any matter that falls within the Terms of Reference.

### **Procedures**

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

18. The Committee shall meet at minimum, twice a year, or as necessary at the discretion of the Chairperson via conference call/web conference or in-person.

19. 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

20. The Chairperson shall distribute the agenda to committee members at least 24 hours in advance of a scheduled meeting. 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

21. Quorum will be a majority of the committee members.

### **Resources**

22. The Committee shall have access to resources from Volleyball Canada to fulfill its duties as requested.

### **Reporting**

23. The committee will submit regular reports to the Board.

24. 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.

25. The committee will record minutes of all meetings. All minutes will be forwarded to the Chair and Chief Executive Officer.

### **Review**

26. 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.