



## **Terms of Reference Governance Committee**

### **Overview**

1. These Terms of Reference describe the authority, mandate and responsibilities of Volleyball Canada's Governance 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 is to provide leadership for the development of policy development and renewal.
3. The Committee serves in an advisory capacity to the Board and/or operations staff.
4. The Committee will seek input from Volleyball Canada's Active Members.
5. The Committee may form sub-committees whenever necessary to facilitate the Committee's work
6. Members of the Committee will act honestly and in good faith.

### **Membership**

7. The Committee shall be composed of three (3) and no more than five (5) members. At least one member of the Committee shall be a Volleyball Canada Director.
8. The Chair of the Board shall appoint the Chairperson of the Committee. The Chairperson will be appointed for a two (2) year term.
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 Chairperson shall appoint the other committee members. Members are required to demonstrate an expertise in youth development in indoor, beach, and/or sitting volleyball. The Chairperson shall solicit nominations from Volleyball Canada's Active Members.
11. Committee members shall be appointed for a term of one (1) year, unless otherwise decided by the Chairperson. Non-staff committee members shall serve no more than six (6) consecutive terms.
12. The Chair of the Board of Directors shall be an ex-officio and non-voting member of the committee.
13. The President and Chief Executive Officer shall be an ex-officio and non-voting member of the committee.



### **Conflict of Interest**

14. 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.
15. Conflict of Interest shall remain a standing item on the agenda for all Committee meetings.

### **Diversity, Equity and Inclusion**

16. Volleyball Canada is committed to encouraging diversity, inclusion, equity and access in its administration, policies, programs, and activities. Per its Diversity, Equity and Inclusion Policy, Volleyball Canada will work to provide Under-Represented Groups with an equitable range of opportunities to participate on this Committee.

### **Duties and Responsibilities**

17. The Committee shall:
  - a. Review and adhere to the Terms of Reference;
  - b. On an ongoing basis, provide expertise to enhance the quality of Board discussion on policy and governance matters, and facilitate effective Board decision-making in these areas;
  - c. Review Volleyball Canada's existing policies on a regular basis;
  - d. Support the Board of Directors in policy research and governance, as needed;
  - e. Ensure the committee has an up to date succession plan; and
  - f. Perform such additional tasks as may be assigned to the Committee by the Board of Directors or by the President and Chief Executive Officer.

### **Procedures**

18. The Committee shall keep minutes of the discussion including its findings and recommendations.
19. The Committee shall meet as necessary at the discretion of the Chairperson via conference call/web conference or in-person.
20. 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; or
  - c. The President and Chief Executive Officer.
21. The Chairperson shall distribute the agenda to Committee members at least twenty-four (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; and
  - d. Ongoing business
22. Quorum will be a majority of the Committee members.



23. 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.
24. The Committee shall record minutes of all meetings. All minutes shall be forwarded to the President and Chief Executive Officer.

#### **Resources**

25. The Committee shall have access to resources from Volleyball Canada to fulfill its duties as approved by the Chief Executive Officer.

#### **Reporting**

26. The Committee submit regular reports to the Board through the President and Chief Executive Officer.
27. The Chairperson, or designate, shall be invited to Volleyball Canada's Annual General Meeting to report to the active members as required.

#### **Review**

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