



Terms of Reference Finance and Audit Committee

Mandate

- 1 The Finance and Audit Committee is a Board committee of Volleyball Canada that is responsible for advising the Board and staff on matters relating to the Board's oversight responsibilities with respect to Volleyball Canada's financial reporting, internal controls, external audit and risk management, as well as advising the Board on its responsibilities relating to human resource policies, and Chief Executive Officer hiring, performance evaluation and succession planning.

Authority

- 2 The Committee will exercise its authority in a manner that is consistent with:
 - a. these Terms of Reference;
 - b. Volleyball Canada's Articles, by-laws, and policies;
 - c. Volleyball Canada's Strategic Plan, Vision, Mission and Values; and
 - d. all applicable legislation, government policy and initiatives.
- 3 The Committee may form sub-committees as needed.

Composition

- 4 The Committee will have a minimum of three and a maximum of five members.
- 5 The Chair of the Board will appoint the Chairperson of the Committee, who will be a Director of Volleyball Canada and who will have a financial background and be able to read and understand financial statements. The Chairperson will be appointed for a two year term, subject to the Chairperson continuing to be a Director.
- 6 The Chief Operating Officer (COO), also the Treasurer of Volleyball Canada, will be the Vice Chair of the Committee and is an ex officio, nonvoting member of the Committee.



- 7 The Volleyball Canada staff person who is responsible for human resources will be an ex officio, nonvoting member of the Committee.
- 8 The Board will, on recommendation of the Chair of the Board and in consultation with the Chairperson, appoint the other Committee members. Committee members will be appointed for a one year term.
- 9 Generally, the Chairperson and Committee members will not serve on the Committee for more than six consecutive years; however, they may serve for a longer period of time in exceptional circumstances.
- 10 The Chair of the Board, in consultation with the Chairperson, may remove a Committee member, and fill any vacancy on the Committee.
- 11 The Chair of the Board and the CEO are ex officio, nonvoting members of the Committee.
- 12 Notwithstanding any provision in these terms of Reference, the Board may appoint, remove or replace the Chairperson or Committee Members.

Responsibilities

- 13 The Committee will:
 - a. review and adhere to these Terms of Reference;
 - b. review and approve the annual financial statements and report of the external auditors;
 - c. review the interim financial statements and forecast to year end;
 - d. review any other financial information if so requested by the Board;
 - e. review the independence, appointment, and engagement terms of the external auditors;
 - f. review any audit findings and management reports issued by the external auditors;
 - g. review the design of internal controls to process and produce financial information, detect fraud or other misstatements, process and safeguard information technology, and ensure compliance with laws, regulations, and contractual obligations;
 - h. review annual operational budgets and management's monitoring thereof;
 - i. review the identification of, and mitigation plans to address, key financial and operational risks;



- j. review accounting policies and significant management estimates and judgements;
- k. review expense claims of the CEO;
- l. review the insurance program and litigation claims and or possible claims;
- m. provide advice to the Board and staff, as requested; and
- n. perform additional tasks assigned to the Committee by the Board.

14 The Committee will assist the Board in carrying out a compensation review to identify compensation practices that are fair, competitive and aligned with Volleyball Canada's mission and goals, while being fiscally responsible

Good Faith

15 Members of the Committee will act honestly and in good faith.

Conflict of Interest

16 All Committee members will declare any conflicts of interest when they are appointed to the Committee and at the beginning of every Committee meeting. Committee members may not participate in any decision where they have or could be perceived to have a conflict of interest.

Diversity Equity and Inclusiveness

17 Volleyball Canada is committed to encouraging diversity, equity and inclusion in the administration of its policies, programs and activities and will work to provide under-represented groups with an equitable range of opportunities to participate on its committees.

Meetings

18 The Committee will meet by telephone, video conference or in person, as required, and at the discretion of the Chairperson.

19 A quorum will be a majority of the members of the Committee.

Reporting

20 The Committee will keep a record of all of its recommendations.



21 The Committee will submit regular reports to the Board through the CEO, and it will report to the Members at the Annual Meeting by way of a written report prepared by the Chairperson.

Resources

22 The Committee will have access to resources from Volleyball Canada to fulfill its responsibilities as approved by the CEO.

Review

23 The Committee and Board will review these Terms of Reference annually.

Approval

24 The Board approved these Terms of Reference on 23 May 2024.