



Terms of Reference Governance Committee

Mandate

- 1 The Governance Committee is a Board committee of Volleyball Canada that is responsible for advising the Board and staff on matters relating to the Board's governance structure, policies and procedure, and for providing leadership in policy development and renewal.

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. The Chairperson will be appointed for a two year term, subject the Chairperson continuing to be a Director.
- 6 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.
- 7 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.
- 8 The Chair of the Board, in consultation with the Chairperson, may remove a Committee member, and fill any vacancy on the Committee.
- 9 The Chair of the Board and the CEO are ex officio, nonvoting members of the Committee.



10 Notwithstanding any provision in these terms of Reference, the Board may appoint, remove or replace the Chairperson or Committee Members.

Responsibilities

11 The Committee will:

- a. review and adhere to these Terms of Reference;
- b. provide expertise to enhance the quality of Board discussion on policy and governance matters;
- c. review Volleyball Canada's policies and Committee Terms of Reference on a regular basis, recommend revisions as needed; and ensure consistency and complementarity amongst all policies and committees;
- d. recommend the implementation of best practices (which could include amendments to Volleyball Canada's governing documents and policies) to the Board for alignment with government initiatives including Safe Sport and the Canadian Sport Governance Code;
- e. support the Board in policy research and governance as needed; and
- f. perform additional tasks assigned to the Committee by the Board.

Good Faith

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

Conflict of Interest

13 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

14 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

- 15 The Committee will meet by telephone, video conference or in person, as required, and at the discretion of the Chairperson.
- 16 A quorum will be a majority of the members of the Committee.

Reporting

- 17 The Committee will keep a record of all of its recommendations.
- 18 The Committee will submit regular reports to the Board, and it will report to the Members at the Annual Meeting by way of a written report prepared by the Chairperson.

Resources

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

Review

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

Approval

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