

**CANADIAN SPORT GOVERNANCE CODE:**  
**DRAFT TEMPLATES AND OTHER RESOURCES**

Draft dated July 7, 2020

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# **CANADIAN SPORT GOVERNANCE CODE**

## **BOARD MANDATE**

Draft dated March 6, 2020

## BOARD MANDATE

### 1. PURPOSE

- 1.1 The Board of Directors (the “**Board**”) of ● (the “**Company**”) has adopted this Mandate to assist it in supervising the management of the activities and affairs of the Company as required under the *Canada Not-for-profit Corporations Act* (the “**Act**”) and the *Canadian Sport Governance Code* (the “**Code**”).
- 1.2 The Board will revise this Mandate from time to time based on its assessment of the Company’s needs, legal and regulatory developments, and applicable best practices.

### 2. BOARD COMPOSITION

#### 2.1 Membership Criteria and Board Succession

- 2.1.1 The Nominating Committee is responsible for maintaining a Board succession plan that is responsive to the needs of the Company and the interests of its various stakeholders.
- 2.1.2 Nominees for directors are initially considered and recommended by the Nominating Committee then elected by the Company’s members. **[All/one-half/one-third]** of the directors shall be elected at each annual meeting of members.
- 2.1.3 Candidates for Board membership will be identified based on the current composition of the Board, including the diversity of its membership and the competencies and skills that it possesses as a whole, and the competencies and skills the nominee would bring to the Board. The nominee’s character, integrity, judgment and record of achievement and any skills and talents the nominee possesses which would add to the Board’s decision-making process and enhance the overall management of the activities and affairs of the Company, will also be considered.
- 2.1.4 The Board shall reflect the diversity of our country with the objective that at least 30% of directors be from minority or under-represented groups within three years, increasing to 50% within five years.

#### 2.2 Director Independence

- 2.2.1 The Board shall be constituted at all times of a majority of directors who are “independent” directors. An independent director means that a director has no fiduciary obligation to any body for **[name sport]** at the international, national or provincial level, receives no direct or indirect material benefit from any such party, and is free of any conflict of interest of a financial, personal or representational nature.
- 2.2.2 The Board will review the independence of all directors on an annual basis. Directors have an ongoing obligation to inform the Board of any material changes in their circumstances or relationships which may affect the Board’s determination as to their independence.
- 2.2.3 No member of the Company’s management or executive team shall be a Board member.

### 2.3 **Size**

The Board shall be comprised of a minimum of ● and a maximum of ● members.

### 2.4 **Term**

The Nominating Committee will review each director's continuation on the Board annually and will make nomination recommendations on the basis of the best interests of the Company. In order to balance the interests of the Company in retaining directors who have been able to develop, over a period of time, significant insight into the Company and its operations and an institutional memory that benefits the Board as well as management while, at the same time, ensuring for sufficient renewal, directors are subject to a term limit of [twelve] years other than the Chair who can serve for one additional term of not longer than four years.

### 2.5 **Chair**

2.5.1 Each year, the Board will elect a Chair from among its members to oversee the operations and affairs of the Board. The Board has developed a Mandate for the Chair of the Board which shall be reviewed at least annually by the Governance Committee and the Board.

2.5.2 The Chair shall be an independent director.

2.5.3 The Chair shall not serve in this position for longer than eight years.

## 3. **BOARD DUTIES AND RESPONSIBILITIES**

3.1.1 The fundamental responsibility of the Board is the stewardship of the activities and affairs of the Company while ensuring that the Company conducts its business and affairs ethically and in accordance with corporate governance practices determined by the Board to be appropriate for the Company.

3.1.2 All new board members shall receive a proper orientation as to their roles and responsibilities as directors, which shall be refreshed for all directors after each election.

### 3.2 **Strategic Planning**

The Board will adopt a strategic planning process to establish goals for the Company. The Board will review and approve, on at least an annual basis, a strategic plan which takes into account, among other things, the opportunities and risks of the Company's activities and affairs and will, during the course of the year, monitor the Company's performance against such strategic plan.

### 3.3 **Enterprise Risk Management**

The Board is responsible for ensuring that the principal risks of the Company's activities, including, but not limited to, competitive, inter-personal, operating, financial, legal and regulatory risks, are identified and understood by the Board and senior management and that there are appropriate systems in place which effectively monitor and manage those risks with a view to the long-term viability of the Company. The Board shall, in fulfilling this responsibility, review the Company's enterprise risk management program on at least an annual basis, including its risk

management practices and the guidelines, policies and processes underlying such enterprise risk management program. The Board shall receive a report on the Company's compliance with such enterprise risk management program on a quarterly basis.

### 3.4 **Corporate Governance, Social Responsibility, Ethics and Integrity**

- 3.4.1 The Board believes that having established corporate governance practices, as determined by the Board as being appropriate for the Company and consistent with the Code, is essential to the well-being of the Company and the promotion and protection of the Company's interests.
- 3.4.2 The Board is responsible for developing the Company's approach to corporate governance, including developing a set of corporate governance principles and guidelines. The Board oversees the functioning of the Company's governance system, in part through the work of the Governance Committee.
- 3.4.3 The Board is responsible for approving and monitoring compliance with policies and procedures designed to ensure that the Company operates at all times in compliance with all applicable laws and regulations and in accordance with high standards of ethics and corporate governance. Policies the Board has adopted and will review from time to time include the **[name policies in place]**.
- 3.4.4 The Board will provide leadership to the Company in support of its commitment to corporate social responsibility, set the ethical tone for the Company and its management and foster ethical and responsible decision- making by management.

### 3.5 **Appointment and Supervision of Management and Succession Planning**

The Board is responsible for:

- The selection, appointment, evaluation and, if necessary, the termination of the CEO and will, with respect to other senior officers of the Company, review and approve the CEO's recommendations with respect to the appointment and termination of such officers.
- Satisfying itself of the integrity of the CEO and other senior officers of the Company and satisfying itself that the CEO and senior management create a culture of integrity throughout the organization.
- Developing corporate goals and objectives for the CEO and other senior officers and then monitoring and assessing the performance of the CEO and other senior officers against such corporate goals and objectives.
- **[With the advice of the Compensation Committee]**, determining the compensation of the CEO and other senior officers.
- Providing advice and counsel to the CEO in the execution of his or her duties.

- Ensuring adequate provision has been made to train and develop management and that management succession plans are in place.

### **3.6 Disclosure**

The Board will also ensure that procedures are in place to ensure that developments at all levels of the organization are promptly and accurately reported to senior management and, ultimately, to the CEO and the Board.

### **3.7 Legal Obligations**

The Board is responsible for acting in accordance with the obligations contained in the Act and any other applicable laws. Among other things, the Board is required to:

- act honestly and in good faith with a view to the best interests of the Company;
- supervise the management of the activities and affairs of the Company;
- exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and
- exercise independent judgment.

### **3.8 Director Compensation**

Members of the Board will not be compensated for serving as a director but may be reimbursed for reasonable expenses in accordance with a Board-approved travel policy or upon the approval of the Chair and CEO.

### **3.9 Work Plan**

The Board will review and update, on an annual basis, a work plan for the ensuing year for the Board to ensure the Board fulfills its responsibilities on a timely basis.

### **3.10 Review Mandate and Performance**

The Chair will review and assess the Board's own performance and the Board shall review and assess the adequacy of this Mandate at least once a year.

### **3.11 Quarterly Certification**

Directors shall receive quarterly a written certification of the CEO and CFO that: all required government remittances have been made, all payments for which directors are personally liable are current, describes any breach of a material agreement and the status of any claims or lawsuits against the NSO, confirms that directors and officers liability insurance is in place outlining the amount of the insurance and that all required premiums have been paid, and describes any material risks (financial or otherwise) to the Company that have not been disclosed in a prior certificate and describes any update from any prior certificate disclosure.

#### **4. RESPONSIBILITIES OF DIRECTORS**

4.1 The primary responsibility of individual directors is to act honestly and in good faith and to exercise their judgment in what they reasonably believe to be the best interests of the Company. The Board has developed the following specific expectations of directors to promote the discharge by the directors of their responsibilities and to promote the proper conduct of the Board:

- *Understand the Company and its Activities.* Each director is expected to develop and maintain a thorough understanding of the Company's activities, its strategy, operations, financial position and performance, the risks it faces and the competitive, social and political environments in which it operates.
- *Loyalty and Ethics.* All directors owe a duty of loyalty to the Company which requires each director to put the best interests of the Company ahead of any other commercial interest he or she may have. Directors must disclose any conflict of interest on any issue, including any interest in a material contract or transaction, brought before the Board and refrain from participating in the Board discussion and voting on the matter unless asked by the Board to do so.
- *Prepare for Meetings.* Directors are expected to diligently prepare for each meeting, including by reviewing all materials circulated in advance of each meeting and should arrive prepared to discuss the issues presented. Directors are encouraged to contact the Chair of the Board, Board committee chairs, the CEO and any other appropriate senior officer to ask questions and discuss agenda items prior to meetings.
- *Attend Meetings.* Directors are expected to maintain a high attendance record at meetings of the Board. Attendance by telephone or video conference may be used to facilitate a director's attendance. Directors are also encouraged to attend Board committee meetings.
- *Participate in Meetings.* Directors are expected to be active and effective participants in the deliberations of the Board by participating fully and frankly in Board discussions and encouraging free and open discussion of the affairs of the Company.
- *Continuing Education.* Directors are expected to pursue continuing education opportunities to maintain and enhance their abilities as directors and ensure that their knowledge of the activities of the Company remains current.
- *Confidentiality.* Each director must maintain the confidentiality of information received in connection with his or her services as a director of the Company.

#### **5. DELEGATION OF POWERS TO COMMITTEES AND SENIOR MANAGEMENT**

5.1 Subject to the limitations imposed by statute and the Board's oversight function and ultimate responsibility for the stewardship of the Company, responsibility for the day-to-day management of the Company's business and affairs has been delegated to the Company's senior officers. The Board may also delegate certain matters to committees of



the Board. Any responsibility not delegated to management or a committee of the Board remains with the Board.

- 5.2 The Board's delegation of responsibility for the day-to-day management of the Company's business and affairs to the Company's senior officers will be subject to such limitations as the Board may impose including, but not limited to, specified financial limits.
- 5.3 Those matters which require Board approval are set out in Schedule A attached hereto.

## **6. COMMITTEES**

### **6.1 Standing Committees**

- 6.1.1 The Board will at all times have an Audit and Finance Committee, a Governance and Ethics Committee, a Nominating Committee **[add any other committees]**. The Board may, from time to time, establish such additional committees as it deems appropriate and delegate to them such authority permitted by applicable law as the Board sees fit.
- 6.1.2 Each committee will operate in accordance with applicable law, this Mandate, as adopted and amended from time to time by the Board, and the Code.
- 6.1.3 The terms of reference for each of the Audit and Finance Committee, the Governance and Ethics Committee, a Nominating Committee **[add any other committees]** will be approved by the Board and posted on the Company's website.

### **6.2 Composition and Independence**

- 6.2.1 The Nominating Committee will be responsible for recommending to the Board the persons to be appointed to each committee as members and as the Chair and will review each committee's membership on at least an annual basis and otherwise periodically as circumstances require.
- 6.2.2 A majority of the members of the Audit and Finance Committee and the Governance and Ethics Committee shall be "independent" directors as defined above.
- 6.2.3 The Nominating Committee shall have an odd number of members and must not include any director up for election and shall include appropriate representation from the board (including independent directors), athletes and other stakeholders with the objective that the committee is respected, credible and representative.

### **6.3 Chair**

The chair of each committee is responsible for guiding the committee in the fulfillment of its duties and responsibilities.

## **7. ACCESS TO MANAGEMENT AND INDEPENDENT ADVISORS**

- 7.1 Board members shall not liaise with management other than the CEO or the CFO or assume operational responsibilities without the approval of the Board and CEO.

- 7.2 The Board by resolution has the authority to retain, set the terms of and compensate independent legal, financial or other advisors, consultants or experts that it determines necessary to assist it in carrying out its duties.
- 7.3 The Board may conduct any investigation appropriate to its responsibilities, and request any officer or other employee of the Company, or any outside advisor, to attend a meeting of the Board or to meet with any members of, or advisors to, the Board.

## **8. MEETINGS**

### **8.1 Scheduling**

Board meetings are scheduled in advance at appropriate intervals throughout the year. In addition to regularly scheduled Board meetings, additional meetings may be called upon proper notice at any time to address specific needs of the Company. The Board may also take action from time to time by unanimous written consent. A Board meeting may be called by the Chair of the Board, the CEO or any director.

### **8.2 Notice**

Notice of the time and place of each meeting of the Board must be given to each director either by personal delivery, electronic mail, facsimile or other electronic means not less than 48 hours before the time of the meeting. Board meetings may be held at any time without notice if all of the directors have waived or are deemed to have waived notice of the meeting. A director participating in a Board or committee meeting is deemed to have waived notice of the meeting.

### **8.3 Agenda**

The Chair of the Board shall establish the agenda for each Board meeting in consultation with the CEO. The agenda will be distributed to directors in advance of each Board meeting to allow the Board members sufficient time to review and consider the matters to be discussed. Each Board member is free to request the inclusion of other agenda items, request the presence of, or a report by, any member of senior management and/or request the consideration of matters that are not on the agenda for that meeting, although voting on matters so raised may be deferred to another meeting to permit proper preparation for a vote on an unscheduled matter.

### **8.4 In-Camera Sessions**

- 8.4.1 Directors will meet separately at every Board meeting and at such other times as they may determine appropriate, without management present. The Chair of the Board will inform the CEO of the substance of these meetings to the extent that action is required by management.
- 8.4.2 At the request of the Chair or any independent director, the independent directors will meet separately, without management and the non-independent directors present.

## **8.5 Distribution of Information**

Information and data that are important to the Board's understanding of the business to be conducted at a Board meeting will normally be distributed to the directors reasonably in advance of the meeting or as soon as possible.

## **8.6 Attendance**

A director who is unable to attend a Board meeting in person may participate by telephone or teleconference.

## **8.7 Quorum**

A quorum for any Board meeting is a majority of directors.

## **8.8 Voting and Approval**

At Board meetings, each director is entitled to one vote and questions are decided by a majority of votes. In case of an equality of votes, the Chair of the meeting has a casting vote. The powers of the Board may also be exercised by resolution in writing and signed by all directors.

## **8.9 Procedures**

Procedures for Board meetings are determined by the Chair unless otherwise determined by the by-laws of the Company or a resolution of the Board.

## **8.10 Corporate Secretary**

8.10.1 The Corporate Secretary acts as secretary to the Board. In the absence of the Corporate Secretary, or at the election of the Board, the Board may appoint any other person to act as secretary.

8.10.2 The Corporate Secretary keeps minutes of the proceedings of the Board and circulates copies of the minutes to each director on a timely basis.

## **9. PUBLICATION ON WEBSITE**

9.1 This Mandate will be posted on the Company's website: [www.●.com](http://www.●.com).

DATE: ●

**SCHEDULE A**  
**MATTERS REQUIRING BOARD APPROVAL**

A.1 The Board has the statutory responsibility for considering the following matters as a Board and may not delegate such matters to committees of the Board or to management of the Company:

- The submission of any question or matter to the members of the Company which requires the approval of the members.
- The filling of a vacancy among the directors or in the office of auditor, or to the extent permitted by the Act and the Company's articles, the appointment of additional directors.
- The issuance of new memberships.
- The approval of an amalgamation of the Company.
- The approval of all financial information and other disclosure documents that are required by law to be approved by the Board before they are sent to the members.
- The approval of an amendment to the articles of the Company.
- The adoption, amendment or repeal of any by-law of the Company.

A.2 In addition to those matters which at law cannot be delegated, the following matters (as well as any other matters that may be specified by the Board from time to time) must be referred to the Board (or an appropriate committee of the Board where delegation to a committee is permitted by law) in advance of any commitment or substantial negotiation for approval:

- Annual budgets.
- Entering into transactions of a fundamental nature such as reorganizations, material acquisitions or dispositions.
- Committing to making any expenditure in excess of the Threshold Amount (\$●) that is an Out of Budget Transaction (a transaction that exceeds the Threshold Amount and that is not otherwise already part of the Company's approved operating budget).
- Entering into, or making a material modification to, any agreement or commitment to become liable for any indebtedness, including the granting of a guarantee or similar standby obligation, in excess of the Threshold Amount or subjecting any assets of the Company to a security interest.
- Entering into any contract, agreement or commitment out of the ordinary course of business.

- Entering into any agreement with an officer, director or member.
- Terminating, suspending or significantly modifying any material activity or business strategy of the Company.
- Undertaking a new activity.
- Adopting a strategic plan.
- Making any material change to a strategic plan that has been approved by the Board.
- Initiating or settling any legal proceeding involving a payment that may exceed the Threshold Amount.
- The appointment, compensation and/or removal of the CEO or any senior officer of the Company.

**CANADIAN SPORT GOVERNANCE CODE**

**DIVERSITY POLICY**

Draft dated June 2, 2020

## **DIVERSITY POLICY**

### **1. PURPOSE**

- 1.1 The purpose of this Diversity Policy (“**Policy**”) is to outline how ● (the “**Company**”) approaches diversity, particularly when identifying individuals to serve as members of the Board of Directors (the “**Board**”). This Policy should be read together with the *Canada Not-for-Profit Corporations Act* and the *Canadian Sport Governance Code* (the “**Code**”).
- 1.2 The Company believes in diversity and the potential for diversity in the composition of the Board of the Company to advance the best interests of the Company. In this context, diversity may encompass a variety of dimensions including, among other things, diversity in business and other professional and/or sport expertise and experience, gender, geography, age, sexual orientation, race and ethnicity, the relative importance of which may change from time to time.
- 1.3 The Board recognizes the importance of positions being filled by the most suitable and competent individuals and that bias and discrimination – whether conscious or unconscious – may inhibit, among other things, diversity and the selection, retention and promotion of individuals based on merit. The Board also recognizes that ‘the tone is set at the top’ and the processes applicable to determining the composition of the Board will have significant impact on attracting and retaining individuals throughout the Company.

### **2. BOARD NOMINATION PROCESS**

- 2.1 The Board through the Nominating Committee shall adopt processes for the nomination and evaluation of individuals as members of the Board and its committees that are based on objective merit-based criteria which afford due regard to the potential benefits of diversity.
- 2.2 Within the context of a Board that satisfies the independence requirements and the need for Board members to possess the necessary skills, in accordance with the Code, the Company has established as an objective that within three years of the adoption of this Diversity Policy, at least 30% of Board members shall bring diverse perspectives, experiences and backgrounds to the Board table including in those areas referenced in Section 1.2.
- 2.3 Any third parties engaged by the Company to assist in identifying possible members of the Board of the Company are to be advised of the Company’s recognition of the potential benefits of diversity and the need for the process pursued by the third party on behalf of the Company to minimize the potential adverse impact of bias and discrimination.

### **3. BOARD ANNUAL REVIEW PROCESS**

- 3.1 The Board will annually review this Policy and assess its effectiveness in connection with the composition of the Board and in satisfying the objective set out in Section 2.2. The Company shall introduce key performance indicators that measure achievement of diversity objectives and link part of advancement to the achievement of those objectives.

- 3.2 The Board shall report annually to the members as to its approach to diversity and its success in satisfying the objective set out in Section 2.2

**4. PUBLICATION ON WEBSITE**

- 4.1 This Diversity Policy as well as each report to the members referred to in Section 3.2 will be posted on the Company's website: [www.●.com](http://www.●.com).

DATE: ●



**CANADIAN SPORT GOVERNANCE CODE**

**TEMPLATE DIVERSITY REPORT**

Draft Dated July 6, 2020

**TEMPLATE DIVERSITY REPORT**

To be completed.

**CANADIAN SPORT GOVERNANCE CODE**

**SKILLS MATRIX TEMPLATE**

Draft dated June 8, 2020

## SKILLS MATRIX TEMPLATE

### 1. PURPOSE

- 1.1 The Skills Matrix Template (“**Skills Matrix**”) is designed to ensure that the Board of Directors (the “**Board**”) of ● (the “**Company**”) consists of individuals with a balance of skills to oversee the Company, achieve the Company’s strategic goals and direct the Company’s future. The Skills Matrix should be read in accordance with the *Canada Not-for-profit Corporations Act* (the “**Act**”) and the *Canadian Sport Governance Code* (the “**Code**”).

### 2. SKILLS MATRIX

- 2.1 The Board shall be a skills-based board comprised of directors who collectively and individually have the skills, knowledge and experience to effectively govern and direct the Company. The skills and attributes of the Board and its directors can be broadly categorized as governance skills, industry skills and desirable personal attributes for directors.

#### 2.2 Governance Skills

- 2.3 Governance skills relates to those skills that are required to perform the Board’s key functions. These skills include, but are not limited to, the following:

- *Strategy and Planning.* This skill relates to the Board’s ability to think strategically and critically about opportunities and threats, and to develop effective and successful strategies for the Company.
- *Policy Development.* This skill relates to the Board’s ability to identify key issues and opportunities for the Company and develop appropriate policies to define how the Company should operate on a short and long-term basis.
- *Governance, Risk and Compliance.* This skill relates to the Board’s:
  - experience in corporate governance principles specifically in commercial enterprises, not-for-profit enterprises or other regulated entities,
  - ability to identify key risks to the Company in regard to legal and regulatory compliance, and
  - experience in evaluating Chief Executive Officers (“**CEO**”), Chief Financial Officers (“**CFO**”) and other senior management.
- *Financial Performance.* This skill relates to the Board’s qualifications and experience in finance and accounting, and specifically relates to the Board’s ability to:
  - understand and analyze key financial statements,
  - assess the Company’s financial viability and performance,

- have experience with financial control, budgeting, reporting and oversight of organizations and/or projects,
- contribute to strategic financial planning, and
- oversee funding arrangements and accountability.
- *Marketing and Communications.*<sup>1</sup> This skill relates to the Board's:
  - knowledge and experience in marketing services to members and stakeholders, and public promotion campaigns,
  - understanding of relevant commercial communication practices and how they are best utilized, and
  - knowledge or experience with new trends in technology and media and their impact on the organization.
- *Fundraising and Sponsorships.*<sup>2</sup> This skill relates to the Board's:
  - understanding of the fundraising and sponsorship landscape and how it pertains to not-for-profit organizations,
  - understanding of how grants are funded and effective strategies and relationships in this area,
  - experience in developing and implementing fundraising and sponsorship strategies,
  - capacity to leverage relationships and contacts at the municipal, provincial and federal levels of government, and
  - capacity to leverage relationships with leaders in the business and philanthropic communities.
- *Commercial Experience.* This skill relates to the Board's experience in commercial and business practices in areas including policy, finance, marketing, legal, communications, technology and human resources.
- *Legal.* This skill relates to the Board's qualifications and experience in Canadian and provincial legal practices, specifically in regard to the ● sports industry, not-for-profit associations, employment and health law. This skill requires that the Board have an:
  - understanding of the role of law in governance,
  - understanding of the statutory and ethical roles and duties of directors, and

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<sup>1</sup> As per the Code, this skill only applies to sophisticated NSOs.

<sup>2</sup> As per the Code, this skill only applies to sophisticated NSOs.

- understanding of the legal risks with regard to being a member of a Board.
- *Human Resource Management*.<sup>3</sup> This skill relates to the Board's qualifications and experience in human resource management, specifically in regard to the sports industry and employment law.
- *Information Technology*.<sup>4</sup> This skill relates to the Board's qualifications and experience in information technology and understanding of recent technologies in the sports industry.

## 2.4 **Industry Skills**

2.5 Industry skills relates to those skills that are relevant to the sports industry and the not-for-profit sector. These skills include, but are not limited to, the following:

- *Experience in Not-For-Profit Sector*. This relates to the Board's experience, knowledge and skills developed as a director or as part of senior management at a not-for-profit organization.
- *Experience in a Government Agency*. This relates to the Board's experience, knowledge and skills developed as a director or as part of senior management at a government agency.
- *Experience in National Sport Organizations ("NSO")*. This relates to the Board's experience, knowledge and skills developed as a director or as part of senior management at an NSO.
- *Experience in Sport*. This relates to the Board's experience, knowledge and skills in sports at local, provincial and international levels.

## 2.6 **Desirable Personal Attributes of Directors**

2.7 Desirable personal attributes of directors relates to those attributes and skills that are required to be an effective director and in turn, are required to have an effective Board. These attributes and skills include, but are not limited to, the following:

- *Integrity*. This relates to a director's commitment to understanding and fulfilling the duties and responsibilities of a director. It requires that directors act in a transparent manner and that directors declare any activities or conduct as conflictual where appropriate. It requires that director maintain Board confidentiality.
- *Communication*. This relates to a director's ability to listen to other people's views, develop and deliver cogent arguments, effectively present information, and

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<sup>3</sup> As per the Code, this skill only applies to sophisticated NSOs.

<sup>4</sup> As per the Code, this skill only applies to sophisticated NSOs.

communicate with other directors, senior management of the Company and other various stakeholders.

- *Critical Analysis.* This relates to a director's ability to critically analyze complex information, readily distill key issues and develop innovative solutions to problems.
- *Commitment.* This relates to a director's commitment to the success and purpose of the Company and its objectives, policies, rules and values.
- *Leadership.* This relates to a director's leadership skills, which requires that directors appropriately represent the Company, establish and maintain an appropriate culture throughout the Board and Company and take responsibility for their actions and decisions.
- *Board Contribution.* This relates to a director's ability and willingness to work as part of a team and demonstrate an active contribution to the Company's Board.

### **3. SKILLS EVALUATION PROCESS**

- 3.1 The Board will undertake an annual evaluation of its skills, individually and collectively, (the "**Skills Matrix Evaluation**" as referenced in Exhibit A) and formally record and report its findings. The Skills Matrix Evaluation will be conducted in a manner that evaluates the skills the Board and its directors currently possess, against those skills established in the Skills Matrix. Following the Skills Matrix Evaluation, the Board may implement changes to the Skills Matrix where appropriate.
- 3.2 The Board's annual Skills Matrix Evaluation may include external assessments, questionnaires, confidential interviews, peer and self-appraisal and formal consideration of the findings. Additionally, it may include feedback from senior management and other key stakeholders external and internal and including volunteers.
- 3.3 The outcome of the Board's annual Skills Matrix Evaluation should be used as the basis to identify any gaps in the skills mix of the Board. Where a skills gap exists, the Board shall look to address and amend this gap.

## EXHIBIT A SKILLS MATRIX EVALUATION

Annually, the Board and its directors of the Company should complete the Skills Matrix Evaluation to assess the skills the Board and its directors currently possess against those skills established in the Skills Matrix.

Each skill included in the Skills Matrix Evaluation corresponds to the skill defined in the Skill Matrix Template. The Board and its directors shall place a score of either 0, 1, 2 or 3 to indicate their knowledge, skills and/or experience for each skill. For reference:

- 0 = No experience or familiarity with the subject matter. Not able to competently advise or oversee subject matter.
- 1 = Limited experience but general familiarity with basic concepts of subject matter. Able to provide general input and oversight.
- 2 = Substantial experience and/or working knowledge of subject matter. Able to provide specific advice and recommendations based on prior experience.
- 3 = Extensive experience and/or expert knowledge of subject matter.

Skill	Director:	Director:	Director:	Director:	Director:	Director:	Director:	Comments
<i>Independence<sup>5</sup></i>	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	
<b>Governance Skills (sections 2.2 &amp; 2.3)</b>								
<i>Strategy &amp; Planning</i>								
<i>Policy Development</i>								
<i>Governance, Risk &amp; Compliance</i>								
Experience with Corporate Governance Principles								
Ability to Identify Key Legal and Regulatory Risks								
Experience in Evaluating CEOs, CFOs & Other Senior Management								

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<sup>5</sup> Directors shall indicate Yes or No as to their independence, as defined by the Code.



Skill	Director:	Director:	Director:	Director:	Director:	Director:	Director:	Comments
<i>Financial Performance</i>								
Understanding of Financial Statements								
Understanding of Company's Financial Performance								
Experience with Financial Control, Budgeting and Report								
Contribution to Strategic Financial Planning								
Understanding of Funding Arrangements								
<i>Marketing &amp; Communications<sup>6</sup></i>								
Knowledge and Experience in Marketing Services								
Understanding of Commercial Communication Practices								
Knowledge and Experience with Trends in Marketing Technology								
<i>Fundraising &amp; Sponsorships<sup>7</sup></i>								
Understanding of Fundraising and Sponsorship Landscape								
Understanding of Grants								

<sup>6</sup> As per the Code, this skill only applies to sophisticated NSOs.

<sup>7</sup> As per the Code, this skill only applies to sophisticated NSOs.

Skill	Director:	Director:	Director:	Director:	Director:	Director:	Director:	Comments
Experience in Developing Fundraising & Sponsorship Strategies								
Capacity to Leverage Relationships & Contacts at Different Levels of Government								
Capacity to Leverage Relationships with Business Leaders								
<i>Commercial Experience</i>								
<i>Legal</i>								
Understanding of Law in Governance								
Understanding of Statutory & Ethical Roles/Duties of Directors								
Understanding of Legal Risks of Being a Director								
<i>Human Resources Management<sup>8</sup></i>								
<i>Information Technology<sup>9</sup></i>								
<b>Industry Skills (sections 2.4 &amp; 2.5)</b>								
<i>Experience in Not-For-Profit Sector</i>								
<i>Experience in a Government Agency</i>								
<i>Experience in NSOs</i>								

<sup>8</sup> As per the Code, this skill only applies to sophisticated NSOs.

<sup>9</sup> As per the Code, this skill only applies to sophisticated NSOs.

<b>Skill</b>	<b>Director:</b>	<b>Director:</b>	<b>Director:</b>	<b>Director:</b>	<b>Director:</b>	<b>Director:</b>	<b>Director:</b>	<b>Comments</b>
<i>Experience in Sport</i>								
<b>Desirable Personal Attributes of Directors (sections 2.6 &amp; 2.7)</b>								
<i>Integrity</i>								
<i>Communication</i>								
<i>Critical Analysis</i>								
<i>Commitment</i>								
<i>Leadership</i>								
<i>Board Contribution</i>								

DATE:

# **CANADIAN SPORT GOVERNANCE CODE**

## **JOB DESCRIPTION FOR BOARD CHAIR**

Draft dated May 29, 2020

## **JOB DESCRIPTION FOR BOARD CHAIR**

### **1. POSITION DESCRIPTION**

- 1.1 This position description describes the appointment, role and responsibilities of the Board Chair (the “**Chair**”) of the Board of Directors (the “**Board**”) of ● (the “**Company**”) It should be read together with the *Canada Not-for-Profit Corporations Act* (the “**Act**”) and the *Canadian Sport Governance Code* (the “**Code**”).
- 1.2 The Chair shall be an independent director, in accordance with the Code.
- 1.3 The Chair shall be elected by the Board.
- 1.4 The Chair will not be remunerated for serving as Chair, but may be reimbursed for reasonable expenses incurred in accordance with a Board-approved travel policy or upon the approval of the Company’s CEO. [This may change in future draft]

### **2. ROLE AND RESPONSIBILITIES OF THE CHAIR**

- 2.1 The role and responsibilities of the Chair shall include, but will not be limited to, the following:
- acting as a liaison between the Board and the Company’s Chief Executive Officer (“**CEO**”),
  - ensuring that discussions at meetings, in accordance with the Code, belong to the Board to decide and do not impinge on the role of senior management,
  - promoting a thorough understanding by members of the Board and senior management of the duties and responsibilities of the Board,
  - recommending procedures to enhance the work of the Board and cohesiveness among directors,
  - working with the CEO to ensure that the Board is appropriately involved in approving strategy and supervising management’s progress against achieving that strategy,
  - ensuring that directors have had adequate opportunities to discuss issues without senior management present,
  - communicating to the CEO, as appropriate, the results of private discussions among the directors,
  - overseeing an annual performance and evaluation of the Board and its members in accordance with the Code, and
  - performing such other functions as may be ancillary to the duties and responsibilities described above and as may be delegated to the Chair by the Board from time to time.

2.2 The role and responsibilities of the Chair, in connection with meetings of the Board, include, but shall not be limited to, the following:

- taking the principal initiative in scheduling meetings of the Board,
- organizing and presenting the agenda for the Board meetings such that,
  - all of the responsibilities assigned to the Board under the Act and the terms of the Code are discharged on a timely and diligent basis, and
  - members of the Board have input into the agendas
- monitoring the adequacy of materials provided to the Board by senior management in connection with the Board's deliberations,
- ensuring that members of the Board have sufficient time to review the materials provided to them and to fully discuss the business that comes before the Board,
- presiding over meetings of the Board, and
- presiding over executive meetings of the Board, its non-management directors and its independent directors..

### **3. LIMITATIONS OF THE CHAIR**

3.1 The Chair shall not be expected to and shall not perform policy making functions other than in his or her capacity as director of the Company. The Chair shall not have the right or entitlement to bind the Company in his or her capacity as Chair.

### **4. PUBLICATION ON WEBSITE**

4.1 This Job Description for Board Chair will be posted on the Company's website: [www.●.com](http://www.●.com).

DATE: ●

**CANADIAN SPORT GOVERNANCE CODE**

**JOB DESCRIPTION FOR CHIEF EXECUTIVE OFFICER**

Draft dated June 1, 2020

## **JOB DESCRIPTION FOR CHIEF EXECUTIVE OFFICER**

### **1. POSITION DESCRIPTION**

- 1.1 This position description describes the appointment, role and responsibilities of the Chief Executive Officer (“**CEO**”) of ● (the “**Company**”). It should be read together with the *Canada Not-for-Profit Corporations Act* (the “**Act**”) and the *Canadian Sport Governance Code* (the “**Code**”).

### **2. ROLE AND RESPONSIBILITIES OF THE CEO**

#### **2.1 General Role and Responsibilities of the CEO**

- 2.2 The CEO shall be responsible for providing strategic leadership and vision to the Company by working with the Board of Directors (“the **Board**”) and senior management to establish, implement and oversee the long-range goals, strategies, plans and policies of the Company, subject to the direction and oversight of the Board, and shall have responsibility for the day-to-day operation of the Company in accordance with the Company’s strategic plans and operating and capital expenditure budgets as previously approved by the Board.

#### **2.3 Specific Role and Responsibilities of the CEO**

- 2.4 The specific role and responsibilities of the CEO will include, but shall not be limited to, the following:
- lead the strategic planning process for the Company and, with senior management, recommend to the Board goals for the Company, and when approved by the Board, implement the corresponding strategic and operational plans,
  - together with senior management, direct and monitor the activities of the Company to achieve agreed-upon targets,
  - together with senior management, develop and implement operational policies to guide the Company,
  - develop and recommend top level organizational structure and staffing to the Board and direct the implementation of the Board’s decisions in this regard,
  - develop and seek the Board’s concurrence for plans of management development and succession in all key positions and then implement such plans,
  - together with the Chief Financial Officer (“**CFO**”), oversee the development of policies regarding the Company’s finances, and manage and oversee the Company’s communication with stakeholders, athletes, the media, governments and their agencies, employees, volunteers and the general public,
  - together with the CFO, review the financial statements of the Company, to satisfy himself or herself of the processes followed in their preparation and if necessary, provide the certifications required under applicable legislation or regulations,



- motivate, lead and mentor the senior management team, including working to attract and retain individuals with the requisite skills and experience,
- encourage and promote a culture of entrepreneurial, innovative and ethical decision-making and business conduct, and
- perform such other functions as may be ancillary to the specific duties and responsibilities described above and shall assume such other appropriate responsibilities as may be delegated to the CEO by the Board.

## **2.5 Information Flow to the Board**

- 2.6 Ensure the delivery of information to the Board on a timely basis to keep all members of the Board fully apprised of all matters that are material to the Board at all times. This shall include preparing accurate financial statements and performance reports against the organization's strategic objectives that will be presented to the Board.
- 2.7 Coordinate with the Chair of the Board and the Chair of each Board committee to ensure that information requested by any Board or Board committee member is provided and meets the needs of the member who made the request.
- 2.8 Coordinate with the Chair of the Board and the Chair of each Board committee the agenda for each meeting of the Board or committee.

## **3. LIMITATIONS OF THE CEO**

- 3.1 The CEO has the broad power to perform all such things as necessary or are required for the proper management of the organization, subject to the Act, the Code or any policy directive of the Board.

DATE: ●

# **CANADIAN SPORT GOVERNANCE CODE**

## **TRAVEL POLICY**

Draft dated June 16, 2020

## TRAVEL POLICY

### 1. PURPOSE

- 1.1 The Board of Directors (the “**Board**”) of ● (the “**Company**”) has adopted this Travel Policy (the “**Policy**”) to outline specific procedures and guidelines that members of the Board should follow when travelling on company business. The Policy should be read in accordance with the *Canada Not-for-Profit Corporations Act* (the “**Act**”) and the *Canadian Sport Governance Code* (the “**Code**”).
- 1.2 The Policy will ensure fair and equitable treatment of directors by defining procedures for authorized business travel and guidelines for expense reimbursement. It is the director’s responsibility to comply with the Policy and it is the Chair of the Board (the “**Chair**”) and the Chief Executive Officer’s (“**CEO**”) responsibility to accurately review expense reports for compliance. Expenses that are considered reasonable and appropriate will be reimbursed when they are itemized, explained, receipted and approved by the Board or the Chair and CEO.
- 1.3 In respect of expenses incurred by the Chair while travelling for business, the Chair may be reimbursed for reasonable expenses incurred upon the approval of the CEO and the Chair of the Audit and Finance Committee.
- 1.4 The Board may amend the Travel Policy from time to time based on its assessment of the Company’s needs and applicable best practices.

### 2. TRAVEL EXPENSES THAT QUALIFY FOR REIMBURSEMENTS

#### 2.1 Air Travel

- 2.2 It is expected that directors will choose the most economical flights while travelling for business. Directors are expected to plan their travel as far as possible in advance of the departure date as there are significant savings in doing so.
- 2.3 Flights booked on travel or airline points will not be reimbursed. Flight costs will not be reimbursed until after the travel date.

#### 2.4 Rail Travel

- 2.5 Travel by rail may be selected as an economic and convenient alternative to air travel. It is expected that directors will choose the most economical options while travelling for business. Train costs will not be reimbursed until after the travel date.

#### 2.6 Automobile Rental

- 2.7 Directors are expected to book car rentals through an established car rental company, as specified by the Board. The rental period of the car must coincide with the dates of business activities. Rental of a compact or mid-sized car is acceptable. A copy of the rental agreement must be attached to the expense reimbursement claim.

## **2.8 Use of Personal Vehicle for Company Business**

2.9 Directors who use personal vehicles for business may expense mileage at a rate of CAD \$[to be completed]/km. This allowance is to cover the cost of gasoline, oil, depreciation, insurance and maintenance on vehicle.

2.10 Directors are only authorized to use his or her vehicle if they have a valid driver's license and current comprehensive automobile insurance, including liability. It is the sole responsibility of the director to ensure adequate insurance coverage. Moreover, any traffic or parking infractions are the sole responsibility of the director. The Company is not responsible for any liability that occurs as a result of operating a personal vehicle while on company business.

## **2.11 Taxi**

2.12 The use of taxis is restricted to transportation to and from stations, airports, professional offices and properties where other economical transportation is not available or feasible. Receipts must be attached to the expense claim. Ride-sharing companies (such as Uber and Lyft) may be used if fare is comparable or less to that of a taxi company.

## **2.13 Hotel Accommodation**

2.14 Directors are expected to use standard accommodation (single economy room rate at a reasonable establishment) when seeking hotel accommodation. Directors are responsible for all charges to the room. Checking out of the hotel must be done personally so that the bill may be reviewed, signed and a copy obtained.

# **3. COMBINING PERSONAL AND BUSINESS TRAVEL**

3.1 If approved by the Board or the Chair and the CEO, directors are permitted to combine personal and business travel on the same trip, provided there is no additional cost charged or incurred to the Company. The Company does not provide reimbursement for personal travel or for travelling expenses of spouses. The Company is not liable for any incidents or injuries while employees are on the personal portion of their travel.

# **4. REIMBURSEMENT OF EXPENSES**

4.1 Expenses for business travel should be submitted in a timely manner. Any expenses submitted greater than 3 months after being incurred will not be reimbursed.

4.2 Expense forms must:

- have attached originals of all receipts and travel information, as photocopies will not be accepted,
- be signed by the director who is making the request with an accurate cost center and expense account included,
- clearly state to whom the payment should be made to,

- indicate an accurate total amount of the expense,
  - state the business purpose for spending and include the names of any guests,
  - show the total amount of the tax paid, inputted by the payee,
  - be supported by receipts, except for mileage, and
  - be properly approved by the Board or the Chair and CEO.
- 4.3 Approved expense forms will be submitted for processing and reimbursements. Reimbursements will be made to the director via cheque. It is advised that directors keep copies of all receipts and expense forms submitted for their records.
- 4.4 Dishonesty, misrepresentation of facts, or the falsification of any document or company records is prohibited and may result in disciplinary action, up to and including termination of directorship and the initiations of any legal actions which may be justified by the circumstances.

DATE: ●

**CANADIAN SPORT GOVERNANCE CODE**

**MEMO DESCRIBING BOARD REVIEW PROCESS &  
RELATED DIRECTOR QUESTIONNAIRE**

Draft dated July 6, 2020

**MEMO DESCRIBING BOARD REVIEW PROCESS  
& RELATED DIRECTOR QUESTIONNAIRE**

To be completed.

**CANADIAN SPORT GOVERNANCE CODE**

**NOMINATING COMMITTEE TERMS OF REFERENCES**

Draft dated March 6, 2020



## **NOMINATING COMMITTEE TERMS OF REFERENCE**

### **1. PURPOSE**

- 1.1 The Nominating Committee (the “**Committee**”) is appointed by the Board of Directors (the “**Board**”) of ● (the “**Company**”). The Committee will be responsible for recommending to the members the persons to be elected to the Board and for recommending to the Board the person to be elected as Chair and the persons to be appointed to each committee as members. The Committee will review each committee’s membership on at least an annual basis and otherwise periodically as circumstances require.
- 1.2 The Board will revise these Terms of Reference from time to time based on its assessment of the Company’s needs, legal and regulatory developments, and applicable best practices.

### **2. COMMITTEE COMPOSITION**

- 2.1 The Committee will be composed of at least three directors as designated by the Board from time to time.
- 2.2 The Nominating Committee shall have an odd number of members and must not include any director up for election and shall include appropriate representation from the Board (including independent directors), athletes and other stakeholders with the objective that the Committee is respected, credible and representative.
- 2.3 The Chair of the Committee shall be designated by the Board from among the Committee members.
- 2.4 The members of the Committee will be appointed by the Board annually at the first meeting of the Board after a meeting of the Members at which directors are elected and shall serve until the next annual meeting of Members or until their successors are duly appointed or until such committee member resigns, retires or is removed from the Committee by the Board. The Board may fill any vacancy in the Committee by appointment from among the directors of the Company.

### **3. COMMITTEE DUTIES AND RESPONSIBILITIES**

#### **3.1 Board Membership**

The Committee assists the Board in identifying individuals qualified to become members of the Board and recommending those persons to the members. The recommendation of the Committee need not be approved by the Board. In making its recommendations, the Committee shall consider the current composition of the Board, including the diversity of its membership and the competencies and skills that the Board as a whole currently possesses and the competencies and skills that the nominee would bring to the Board and shall assess the ability of candidates to contribute to effective oversight of the management of the Company, taking into account the needs of the Company and the individual’s background, experience, perspective, skills and knowledge that are appropriate and beneficial to the Company. The Committee will also consider whether the nominee will be able to devote sufficient time and resources to the Company. The Committee shall

review with the Board, on an annual basis, the composition and size of the Board in order to ensure that the Board has the requisite expertise and that its membership consists of persons with sufficiently diverse and independent backgrounds. The Committee will maintain a list or matrix of the competencies and skills that the Board considers to be necessary for the Board, as a whole, to possess and the competencies and skills that the Board considers each existing director to possess in order to identify any competency and skill gaps on the Board. The Committee will also publicize in advance a call for nominations and a procedure for nominations to assist it in identifying possible candidates for nomination to the Board.

### **3.2 Chair**

The Committee will, on an annual basis, make recommendations to the Board with respect to the election of the Chair of the Board. The election of the Chair shall take place at the first Board meeting after each annual meeting of members.

### **3.3 Committee Structure**

In consultation with the Chair of the Board and the chair of each committee, the Committee will, on an annual basis, make recommendations to the Board with respect to assignments to committees of the Board, including recommendations as to the chair of each committee, the types, duties, functions, size and operation of committees of the Board.

### **3.4 Orientation and Continuing Education**

The Committee shall provide an orientation and education program for new directors which advises them of the role of the Board and its committees, the nature and operation of the activities of the Company and the contribution which individual directors are expected to make to the Board in terms of both time and resource commitments. The orientation shall be refreshed for each director after each election of directors. The Committee will ensure that the Company provides continuing education opportunities to existing directors so that individual directors can maintain and enhance their abilities and ensure that their knowledge of the activities of the Company remains current.

### **3.5 Reporting to Board**

The Committee will report regularly to the Board following meetings of the Committee with respect to such matters as are relevant to the Committee's discharge of its responsibilities.

### **3.6 Work Plan**

The Committee will review and update, on an annual basis, a work plan for the ensuing year for the Committee to ensure the Committee fulfills its responsibilities on a timely basis.

### **3.7 Committee Membership**

The Committee shall consider the qualifications and criteria for membership on the Committee and, together with its consideration of proposals from other Board committees with respect to their qualifications and criteria for membership on such other committees, provide recommendations to the Board.

### **3.8 Review Terms of Reference and Performance**

The Committee will review and assess its own performance and the adequacy of these Terms of Reference at least once a year and will, together with the feedback received from the chairs of other committees, report the results of such review and assessment to the Board along with any proposals for approval.

### **3.9 Determining Independence of Directors**

The Committee shall be responsible for determining the independence of Board directors and prospective directors.

### **3.10 Other**

The Committee shall perform any other activities consistent with these Terms of Reference and applicable law, as the Committee or the Board determines necessary or appropriate.

## **4. RESPONSIBILITIES OF COMMITTEE MEMBERS**

4.1 The primary responsibility of Committee members is to act honestly and in good faith and to exercise their business judgment in what they reasonably believe to be the best interests of the Company. In addition to the responsibilities of Committee members as directors of the Company, the Board has developed the following specific expectations of Committee members to promote the discharge by the Committee members of their responsibilities and to promote the proper conduct of the Committee.

- *Prepare for Meetings.* Committee members are expected to diligently prepare for each meeting, including by reviewing all materials circulated in advance of each meeting and should arrive prepared to discuss the issues presented. Committee members are encouraged to contact the Chair of the Committee, the CEO and any other appropriate senior officer to ask questions and discuss agenda items prior to meetings.
- *Attend at Meetings.* Committee members are expected to maintain a high attendance record at meetings of the Committee. Attendance by telephone or video conference may be used to facilitate a Committee member's attendance.
- *Participate in Meetings.* Committee members are expected to be active and effective participants in the deliberations of the Committee by participating fully and frankly in Board discussions and encouraging free and open discussion of the affairs of the Company.
- *Continuing Education.* Committee members are expected to pursue continuing education opportunities to maintain and enhance their abilities as members of the Committee and ensure that their knowledge of the matters for which the Committee is responsible remains current.

## **5. ACCESS TO MANAGEMENT AND INDEPENDENT ADVISORS**

- 5.1 Committee members shall not liaise with management other than the CEO or assume operational responsibilities without the approval of the Board and CEO.
- 5.2 The Committee with the approval of the Board by resolution has the authority to retain, set the terms of and compensate independent legal, financial or other advisors, consultants or experts that it determines necessary to assist it in carrying out its duties.
- 5.3 The Committee may conduct any investigation appropriate to its responsibilities, and request any officer or other employee of the Company, or any outside advisor, to attend a meeting of the Committee or to meet with any members of, or advisors to, the Committee.

## **6. MEETINGS**

### **6.1 Scheduling**

Committee meetings are scheduled in advance at appropriate intervals throughout the year. Additional meetings may be called upon proper notice at any time to address specific needs of the Company. The Committee may also take action from time to time by unanimous written consent. A Committee meeting may be called by the Committee Chair, the CEO or any Committee member.

### **6.2 Notice**

Notice of the time and place of each meeting of the Committee must be given to each Committee member either by personal delivery, electronic mail, facsimile or other electronic means not less than 48 hours before the time of the meeting. Committee meetings may be held at any time without notice if all of the Committee members have waived or are deemed to have waived notice of the meeting. A Committee member participating in a Committee meeting is deemed to have waived notice of the meeting.

### **6.3 Agenda**

The Chair of the Committee shall establish the agenda for each Committee meeting in consultation with the Chair of the Board and the CEO. The agenda will be distributed to Committee members in advance of each Committee meeting to allow Committee members sufficient time to review and consider the matters to be discussed. Each Committee member is free to request the inclusion of other agenda items, request the presence of, or a report by, any member of senior management and/or request the consideration of matters that are not on the agenda for that meeting, although voting on matters so raised may be deferred to another meeting to permit proper preparation for a vote on an unscheduled matter.

### **6.4 In-Camera Sessions**

Committee members will meet separately at every Committee meeting without management present. The Chair will inform the CEO of the substance of these meetings to the extent that action is required by management.

## **6.5 Distribution of Information**

Information and data that are important to the Committee's understanding of the business to be conducted at a Committee meeting will normally be distributed to the Committee members reasonably in advance of the meeting or as soon as practicable.

## **6.6 Attendance**

A Committee member who is unable to attend a Committee meeting in person may participate by telephone or teleconference. All directors are welcome to attend meetings of the Committee.

## **6.7 Quorum**

A quorum for any Committee meeting is a majority of Committee members.

## **6.8 Voting and Approval**

Each Committee member is entitled to one vote and questions are decided by a majority of votes. In case of an equality of votes, the Chair of the meeting has a casting vote. The powers of the Committee may also be exercised by resolution in writing and signed by all of the Committee members.

## **6.9 Procedures**

Procedures for Committee meetings are determined by the Chair unless otherwise determined by the by-laws of the Company or a resolution of the Committee.

## **6.10 Secretary**

The Committee shall select a person (who need not be a Committee member) to act as Secretary to the Committee. In the absence of that person, or at the election of the Committee, the Committee may appoint any other person to act as secretary. The Secretary keeps minutes of the proceedings of the Committee and circulates copies of the minutes to each Committee member on a timely basis.

## **7. PUBLICATION ON WEBSITE**

7.1 These Terms of Reference will be posted on the Company's website: [www.●.com](http://www.●.com).

DATE:

**CANADIAN SPORT GOVERNANCE CODE**  
**GOVERNANCE AND ETHICS COMMITTEE**  
**TERMS OF REFERENCES**

Draft dated June 10, 2020

## **GOVERNANCE AND ETHICS COMMITTEE TERMS OF REFERENCE**

### **1. PURPOSE**

- 1.1 The Governance and Ethics Committee (the “**Committee**”) is appointed by the Board of Directors (the “**Board**”) of ● (the “**Company**”). The Committee will be responsible for developing and recommending to the Board appropriate corporate governance and ethics principles and undertake such other initiatives that may be necessary to enable the Board to provide effective corporate governance. The Committee Terms of Reference should be read in accordance with the *Canada Not-for-Profit Corporations Act* (the “**Act**”) and the **Canadian Sport Governance Code** (the “*Code*”).
- 1.2 The Board will revise these Terms of Reference from time to time based on its assessment of the Company’s needs, legal and regulatory developments, and applicable best practices.

### **2. COMMITTEE COMPOSITION**

- 2.1 The Committee will be composed of at least three directors as designated by the Board from time to time.
- 2.2 The Committee shall have at least one Independent director, as defined by the Code.
- 2.3 The Chair of the Committee shall be designated by the Board from among the Committee members.
- 2.4 The members of the Committee will be appointed by the Board annually at the first meeting of the Board after a meeting of the members at which directors are elected and shall serve until the next annual meeting of members or until their successors are duly appointed or until such committee member resigns, retires or is removed from the Committee by the Board. The Board may fill any vacancy in the Committee by appointment from among the directors of the Company.

### **3. COMMITTEE DUTIES AND RESPONSIBILITIES**

- 3.1 Although the Board may consider other duties and responsibilities from time to time, the Committee, to the extent it deems appropriate or necessary, will have the following duties and responsibilities:
  - to assess the effectiveness of the Board and their committees and the contribution of each Board member,
  - to review the composition of the various committees of the Board,
  - to assess the qualifications of the various members of the Board,
  - in cooperation with the Company’s officers, develop for the approval of the Board and thereafter review, as requested by the Board, the adequacy of position descriptions for the Company’s Chief Executive Officer (“**CEO**”), Chair of the Board and chairpersons of the committees of the Board,

- at least annually, to review the adequacy of, and monitor compliance with, the Company's internal governance guidelines and policies, including recommending to the Board any additional guidelines or policies, as required, and reviewing and making recommendations in respect of:
  - management's monitoring of compliance with the Act and the Code,
  - any guidelines or policies that the Company places from time to time (collectively, the "**Policies**"), and
  - the practices of the Board (including separate meetings of independent directors) with reference to the requirements set out in the charter of the Board,
- if delegated this function by the Board, to be responsible for periodically granting any waivers from the application of the Code or any of the Policies,
- at least annually, to review the governance practices of the Company and its respective boards and committees, to determine compliance with applicable rules and policies of regulatory authorities governing the Company,
- to review and respond to requests by individual directors or officers to engage advisors,
- to assess the need, and to coordinate a program, for continuing education for members of the Board,
- to ensure that programs relating to succession planning and performance evaluation are effectively integrated with the Company's strategy,
- to annually review organizational structure and succession planning matters,
- to report on governance matters as required by public disclosure requirements, and
- to undertake such other initiatives as are needed to help the Board deliver exemplary governance.

### 3.2 **Delegation**

To avoid any confusion, the Committee responsibilities identified above are the sole responsibility of the Committee and may not be allocated by the Board to a different committee without revisions to these Terms of Reference.

## 4. **RESPONSIBILITIES OF COMMITTEE MEMBERS**

- 4.1 The primary responsibility of Committee members is to act honestly and in good faith and to exercise their business judgment in what they reasonably believe to be the best interests of the Company. In addition to the responsibilities of Committee members as directors of the Company, the Board has developed the following specific expectations of Committee members to promote the discharge by the Committee members of their responsibilities and to promote the proper conduct of the Committee.



- *Prepare for Meetings.* Committee members are expected to diligently prepare for each meeting, including by reviewing all materials circulated in advance of each meeting and should arrive prepared to discuss the issues presented. Committee members are encouraged to contact the Chair of the Committee, the CEO and any other appropriate senior officer to ask questions and discuss agenda items prior to meetings.
- *Attend at Meetings.* Committee members are expected to maintain a high attendance record at meetings of the Committee. Attendance by telephone or video conference may be used to facilitate a Committee member's attendance.
- *Participate in Meetings.* Committee members are expected to be active and effective participants in the deliberations of the Committee by participating fully and frankly in Board discussions and encouraging free and open discussion of the affairs of the Company.
- *Continuing Education.* Committee members are expected to pursue continuing education opportunities to maintain and enhance their abilities as members of the Committee and ensure that their knowledge of the matters for which the Committee is responsible remains current.

## **5. ANNUAL EVALUATION**

5.1 At least annually, the Committee shall, in a manner it deems appropriate:

- perform a review and evaluation of the performance of the Committee and its members, and
- review and assess the adequacy of the Committee Terms of Reference and the position description for its Chair and recommend to the Board any improvements to the Committee Terms of Reference or the position description that the Committee determines to be appropriate.

## **6. ACCESS TO MANAGEMENT AND INDEPENDENT ADVISORS**

- 6.1 Committee members shall not liaise with management other than the CEO or assume operational responsibilities without the joint approval of the Board and CEO.
- 6.2 The Committee with the approval of the Board by resolution has the authority to retain, set the terms of and compensate independent legal, financial or other advisors, consultants or experts that it determines necessary to assist it in carrying out its duties.
- 6.3 The Committee may conduct any investigation appropriate to its responsibilities, and request any officer or other employee of the Company, or any outside advisor, to attend a meeting of the Committee or to meet with any members of, or advisors to, the Committee

## **7. MEETINGS**

### **7.1 Scheduling**

Committee meetings are scheduled in advance at appropriate intervals throughout the year. Additional meetings may be called upon proper notice at any time to address specific needs of the Company. The Committee may also take action from time to time by unanimous written consent. A Committee meeting may be called by the Committee Chair, the CEO or any Committee member.

### **7.2 Notice**

Notice of the time and place of each meeting of the Committee must be given to each Committee member either by personal delivery, electronic mail, facsimile or other electronic means not less than 48 hours before the time of the meeting. Committee meetings may be held at any time without notice if all of the Committee members have waived or are deemed to have waived notice of the meeting. A Committee member participating in a Committee meeting is deemed to have waived notice of the meeting.

### **7.3 Agenda**

The Chair of the Committee shall establish the agenda for each Committee meeting in consultation with the Chair of the Board and the CEO. The agenda will be distributed to Committee members in advance of each Committee meeting to allow Committee members sufficient time to review and consider the matters to be discussed. Each Committee member is free to request the inclusion of other agenda items, request the presence of, or a report by, any member of senior management and/or request the consideration of matters that are not on the agenda for that meeting, although voting on matters so raised may be deferred to another meeting to permit proper preparation for a vote on an unscheduled matter.

### **7.4 In-Camera Sessions**

Committee members will meet separately at every Committee meeting without management present. The Chair will inform the CEO of the substance of these meetings to the extent that action is required by management.

### **7.5 Distribution of Information**

Information and data that are important to the Committee's understanding of the business to be conducted at a Committee meeting will normally be distributed to the Committee members reasonably in advance of the meeting or as soon as practicable.

### **7.6 Attendance**

A Committee member who is unable to attend a Committee meeting in person may participate by telephone or teleconference. All directors are welcome to attend meetings of the Committee.

### **7.7 Quorum**

A quorum for any Committee meeting is a majority of Committee members.

### **7.8 Voting and Approval**

Each Committee member is entitled to one vote and questions are decided by a majority of votes. In case of an equality of votes, the Chair of the meeting has a casting vote. The powers of the Committee may also be exercised by resolution in writing and signed by all of the Committee members.

### **7.9 Procedures**

Procedures for Committee meetings are determined by the Chair unless otherwise determined by the by-laws of the Company or a resolution of the Committee.

### **7.10 Secretary**

The Committee shall select a person (who need not be a Committee member) to act as Secretary to the Committee. In the absence of that person, or at the election of the Committee, the Committee may appoint any other person to act as secretary. The Secretary keeps minutes of the proceedings of the Committee and circulates copies of the minutes to each Committee member on a timely basis.

## **8. PUBLICATION ON WEBSITE**

8.1 These Terms of Reference will be posted on the Company's website: [www.●.com](http://www.●.com).

DATE:

**CANADIAN SPORT GOVERNANCE CODE**

**AUDIT AND FINANCE COMMITTEE**

**TERMS OF REFERENCES**

Draft dated June 2, 2020

## AUDIT AND FINANCE COMMITTEE TERMS OF REFERENCES

### 1. PURPOSE

- 1.1 The Audit and Finance Committee (“**Committee**”) of ● (the “**Company**”) is established to assist the Board of Directors (“**Board**”) of the Company in their oversight activities. The Committee Terms of Reference should be read in accordance with the *Canada Not-for-Profit Corporations Act* (the “**Act**”) and the *Canadian Sport Governance Code* (the “**Code**”). The purpose of the Committee is to assist the Board in its supervision of:
- the integrity of the Company’s accounting and financial reporting practices and procedures,
  - the adequacy of the Company’s internal accounting controls and procedures,
  - the compliance by the Company with legal and regulatory requirements in respect of financial disclosure,
  - the assessment, monitoring and management of the strategic, operational, reporting and compliance risks of the Company’s business,
  - the quality and integrity of the Company’s consolidated financial statements, and
  - the qualification, independence and performance of the Company’s independent auditor.
- 1.2 The Board will revise these Committee Terms of Reference from time to time based on its assessment of the Company’s needs, legal and regulatory developments, and applicable best practices.

### 2. COMMITTEE COMPOSITION

- 2.1 The Committee will be composed of at least three directors as designated by the Board from time to time.
- 2.2 The Committee shall have at least one Independent director, as defined by the Code.
- 2.3 The Chair of the Committee shall be designated by the Board from among the Committee members.
- 2.4 The members of the Committee will be appointed by the Board annually at the first meeting of the Board after a meeting of the members at which directors are elected and shall serve until the next annual meeting of members or until their successors are duly appointed or until such committee member resigns, retires or is removed from the Committee by the Board. The Board may fill any vacancy in the Committee by appointment from among the directors of the Company.

### **3. COMMITTEE DUTIES AND RESPONSIBILITIES**

#### **3.1 Independent Auditor**

##### **3.2 The Committee shall:**

- recommend the appointment and the compensation of, and, if appropriate, the termination of the independent auditor, subject to such Board approval as is required under applicable legislation,
- obtain confirmation from the independent auditor that it ultimately is accountable, and will report directly, to the Committee and Board,
- oversee the work of the independent auditor, including the resolution of any disagreements between senior management and the independent auditor regarding financial reporting,
- pre-approve all audit and non-audit services (including any internal control-related services) provided by the independent auditor,
- adopt such policies and procedures as it determines appropriate for the pre-approval of the retention of the independent auditor by the Company for any audit or non-audit services, including procedures for the delegation of authority to provide such approval to one or more members of the Committee,
- provide notice to the independent auditor of every meeting of the Committee,
- review expense reports with the independent auditor, the Chair of the Board (“**Chair**”) and the Chief Executive Officer (“**CEO**”),
- review the CEO certificate delivered semi annually as contemplated in E3 of the Code, and
- review quarterly reports from senior management on tax advisory services provided by accounting firms other than the independent auditor.

#### **3.3 The Audit Process and Financial Statements**

##### **3.4 The Committee shall:**

- meet with senior management and/or the independent auditor to review and discuss,
  - the planning and staffing of the audit by the independent auditor,
  - any significant financial reporting issues and judgments made in connection with the preparation of the Company’s financial statements, including any significant changes in the selection or application of accounting principles, any major issues regarding auditing principles and practices, and the adequacy of internal controls that could significantly affect the Company’s financial statements,

- all critical accounting policies and practices used,
- the effect of any new regulatory and accounting pronouncements, and
- the adequacy of the Company's internal accounting controls and management information systems and its financial, auditing and accounting organizations and personnel (including any fraud involving an individual with a significant role in internal controls or management information systems) and any special steps adopted in light of any material control deficiencies,
- review the Company's consolidated annual financial statements and related documents,
- review the disclosure of financial information extracted or derived from the Company's financial statements,
- review with the independent auditor,
  - the quality, as well as the acceptability of the accounting principles that have been applied,
  - any problems or difficulties the independent auditor may have encountered during the provision of its audit services, including any restrictions on the scope of activities or access to requested information and any significant disagreements with senior management, any management letter provided by the independent auditor or other material communication to senior management and the Company's response to that letter or communication, and
  - any changes to the Company's significant auditing and accounting principles and practices suggested by the independent auditor or other members of senior management.

### 3.5 **Risks**

#### 3.6 The Committee shall:

- recommend to the Board for approval a policy that sets out the risk philosophy of the Company and the expectations and accountabilities for identifying, assessing, monitoring and managing risks that are developed and are to be implemented by senior management,
- meet with senior management to review and discuss senior management's timely identification of the most significant risks,
- recommend to the Board for approval policies (and changes thereto) setting out the framework within which each identified risk of the Company shall be managed,
- review with senior management the Company's tolerance for financial risk and senior management's assessment of the significant financial risks facing the Company,

- review policies and compliance therewith that require significant actual or potential liabilities, contingent or otherwise, to be reported to the Board in a timely fashion, and
- review the adequacy of the insurance coverages maintained by the Company.

### 3.7 **Compliance**

#### 3.8 The Committee shall:

- review with senior management and the independent auditor any correspondence with regulators or governmental agencies and any employee complaints or published reports, which raise material issues regarding the Company's financial statements or accounting policies,
- review senior management's written representations to the independent auditor,
- advise the Board with respect to the Company's policies and procedures regarding compliance with applicable laws, regulations and the Code and Act, and
- establish procedures for
  - the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or other auditing matters, and
  - the confidential, anonymous submission by employees of the Company with concerns regarding any accounting or auditing matters.

### 3.9 **Delegation**

To avoid any confusion, the Committee responsibilities identified above are the sole responsibility of the Committee and may not be allocated by the Board to a different committee without revisions to these Terms of Reference.

## 4. **RESPONSIBILITIES OF COMMITTEE MEMBERS**

4.1 The primary responsibility of Committee members is to act honestly and in good faith and to exercise their business judgment in what they reasonably believe to be the best interests of the Company. In addition to the responsibilities of Committee members as directors of the Company, the Board has developed the following specific expectations of Committee members to promote the discharge by the Committee members of their responsibilities and to promote the proper conduct of the Committee.

- *Prepare for Meetings.* Committee members are expected to diligently prepare for each meeting, including by reviewing all materials circulated in advance of each meeting and should arrive prepared to discuss the issues presented. Committee members are encouraged to contact the Chair of the Committee, the CEO and any other appropriate senior officer to ask questions and discuss agenda items prior to meetings.



- *Attend at Meetings.* Committee members are expected to maintain a high attendance record at meetings of the Committee. Attendance by telephone or video conference may be used to facilitate a Committee member's attendance.
- *Participate in Meetings.* Committee members are expected to be active and effective participants in the deliberations of the Committee by participating fully and frankly in Board discussions and encouraging free and open discussion of the affairs of the Company.
- *Continuing Education.* Committee members are expected to pursue continuing education opportunities to maintain and enhance their abilities as members of the Committee and ensure that their knowledge of the matters for which the Committee is responsible remains current.

## **5. ACCESS TO MANAGEMENT AND INDEPENDENT ADVISORS**

- 5.1 Committee members shall not liaise with management other than the CEO or the CFO or assume operational responsibilities without the joint approval of the Board and CEO.
- 5.2 The Committee with the approval of the Board by resolution has the authority to retain, set the terms of and compensate independent legal, financial or other advisors, consultants or experts that it determines necessary to assist it in carrying out its duties.
- 5.3 The Committee may conduct any investigation appropriate to its responsibilities, and request any officer or other employee of the Company, or any outside advisor, to attend a meeting of the Committee or to meet with any members of, or advisors to, the Committee.

## **6. MEETINGS**

### **6.1 Scheduling**

Committee meetings are scheduled in advance at appropriate intervals throughout the year. Additional meetings may be called upon proper notice at any time to address specific needs of the Company. The Committee may also take action from time to time by unanimous written consent. A Committee meeting may be called by the Committee Chair, the CEO or any Committee member.

### **6.2 Notice**

Notice of the time and place of each meeting of the Committee must be given to each Committee member either by personal delivery, electronic mail, facsimile or other electronic means not less than 48 hours before the time of the meeting. Committee meetings may be held at any time without notice if all of the Committee members have waived or are deemed to have waived notice of the meeting. A Committee member participating in a Committee meeting is deemed to have waived notice of the meeting.

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#### **6.10 Secretary**

The Committee shall select a person (who need not be a Committee member) to act as Secretary to the Committee. In the absence of that person, or at the election of the Committee, the Committee may appoint any other person to act as secretary. The Secretary keeps minutes of the proceedings of the Committee and circulates copies of the minutes to each Committee member on a timely basis.

**7. PUBLICATION ON WEBSITE**

7.1 These Terms of Reference will be posted on the Company's website: [www.●.com](http://www.●.com).

DATE: ●

**CANADIAN SPORT GOVERNANCE CODE**

**WRITTEN CERTIFICATE OF CHIEF EXECUTIVE OFFICER**  
**& CHIEF FINANCIAL OFFICER**

Draft dated June 15, 2020

## WRITTEN CERTIFICATE OF CHIEF EXECUTIVE OFFICER & CHIEF FINANCIAL OFFICER

### 1. PURPOSE

- 1.1 Attached as [Appendix 1](#) is the Written Certificate of Chief Executive Officer & Chief Financial Officer (the “**Certificate of the CEO and CFO**”), as contemplated in section E3 of the *Canadian Sport Governance Code* (the “**Code**”). It is to be delivered to the directors of the Board of Directors (the “**Board**”) semi-annually at the first Board meeting held after December 31 and June 30 each year. The Chief Executive Officer (“**CEO**”) and Chief Financial Officer (“**CFO**”) should conduct inquiries as they deem necessary in the delivery of the Certificate of the CEO and CFO.
- 1.2 The objective of the Certificate of the CEO and CFO is to maintain and enhance the Board’s confidence in the Company. It requires that the CEO and CFO certify and/or appropriately and accurately describe the content set out in the Certificate of the CEO and CFO. The Certificate of the CEO and CFO improves the quality, reliability and transparency of the Company’s standing, financial or otherwise, by ensuring that the Company and its senior management are held accountable and responsible to the Board.

**APPENDIX 1**  
**WRITTEN CERTIFICATE OF THE CHIEF EXECUTIVE OFFICER & CHIEF**  
**FINANCIAL OFFICER**

**TO: The Members of the Board of Directors of ● (the “Company”)**

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I (**name**), the Chief Executive Officer, and I, (**name**), the Chief Financial Officer of the Company, undersigned, hereby certify in our capacity as officers of the Company and not in our personal capacity and without personal liability that:

1. up to the date hereof, all required government remittances have been made,
2. up to the date hereof, all payments for which directors are personally liable are current,
3. attached as [Exhibit A](#) is a description of any breach of a material agreement and the status of any claims or lawsuits against the Company that are currently outstanding,
4. confirm that the directors and officers of the Company have liability insurance in place with limits set out in the attached [Exhibit B](#) and that all required premiums for such insurance have been paid, and
5. attached as [Exhibit C](#) is a description of any material risks (financial or otherwise) to the Company that have not been disclosed in a prior certificate and describes all updates from the disclosure of any materials risks in any prior certificate provided to you.

Date:

*[Signature Page Follows]*

Per:

\_\_\_\_\_  
Name:

Title: Chief Executive Officer

Per:

\_\_\_\_\_  
Name:

Title: Chief Financial Officer

**EXHIBIT A**



**EXHIBIT B**

**EXHIBIT C**

DATE: ●

**CANADIAN SPORT GOVERNANCE CODE**

**GOVERNANCE CHECKLIST**

Draft dated June 15, 2020

## GOVERNANCE CHECKLIST

### 1. PURPOSE

- 1.1 The purpose of the Governance Checklist is to ensure that ● (the “**Company**”) and its Board of Directors (“**Board**”) achieves good and effective governance. The Governance Checklist should be read in accordance with the *Canada Not-for-Profit Corporations Act* (the “**Act**”) and the *Canadian Sport Governance Code* (the “**Code**”).
- 1.2 The Company will be provided with resources to help it comply and implement the Code. The Code should be implemented in a transition period of no more than two years.
- 1.3 The Company will be provided with resources including templates, checklists and other miscellaneous documents, as well as legal expertise and ongoing educational opportunities. The Company may be provided with additional resources, as per its legal and practical needs.

### 2. RESOURCES

#### 2.1 Templates and Checklists

- 2.2 The Company will be provided with the following templates and checklists to help it comply and implement the Code:
  - Board Mandate,
  - Diversity Policy,
  - Template Diversity Report,
  - Skills Matrix,
  - Job Description for Board Chair,
  - Job Description for Chief Executive Officer,
  - Travel Policy,
  - Memo Describing Board Review Process & Related Director Questionnaire,
  - Nominating Committee Terms of References,
  - Governance and Ethics Committee Terms of References,
  - Audit and Finance Committee Terms of References, and
  - Written Certificate of Chief Executive Officer & Chief Financial Officer.

**2.3 Miscellaneous Documents**

[to be completed].

**2.4 Legal Expertise**

[to be completed].

**2.5 Ongoing Educational Opportunities**

[to be completed].

DATE: ●

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