

**CANADIAN SPORT GOVERNANCE CODE:  
SUPPORTING RESOURCES**

These resources have been prepared to assist National Sports Organizations with their initiatives to comply with the Code. These resources are intended to serve as a useful starting point with the expectation that modifications will be made by each organization to customize the documents in connection with its own review, approval and adoption processes. While the Code in many places uses the terms “should”, these resources use the term “shall” on the basis that these documents must set out an operative standard for the organization and consequently in reviewing these resources, each organization will consider whether that best governance practice standard will be applicable to it.

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Prepared by Goodmans LLP

David Matlow, [dmatlow@goodmans.ca](mailto:dmatlow@goodmans.ca)

With the assistance of Matthew Erdman

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**CANADIAN SPORT GOVERNANCE CODE**

**TEMPLATES CONCORDANCE**

Draft dated April 27, 2021

**Canadian Sport Governance Code & Templates Concordance**

<b>Paragraph Number in Code</b>	<b>Provision in Code</b>	<b>Template Section Reference</b>
B1	Boards should be functional in size with a minimum of five board members and a maximum of fifteen board members. It is expected that a typical board would have seven to eleven members.	Board Mandate (s. 2.3)
B2	As required by the Act, each director must at all times act honestly and in good faith with a view to the best interests of the NSO. Not less than 40% of the directors should be Independent. If the application of a percentage of directors in this Code does not result in a whole number, then the result should be rounded up or down to the nearest whole number. “Independent” means that a director has no fiduciary obligation to any body for the subject sport at the 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 (provided that participating in the NSO’s sport does not alone cause a person not to be Independent). Whether a director or prospective director is Independent is to be determined by the nominating committee. A person who would not be considered Independent will be considered to be Independent once they resign from or terminate the circumstance that gives rise to the non-independence.	Board Mandate (s. 2.2.1, 2.2.2) Nominating Committee Terms of Reference (s. 3.1, 3.9)
B3	No member of the NSO’s management or executive team should be a board member. No board member of an NSO should become the CEO or interim CEO of that NSO during their term as a director and for 12 months thereafter.	Board Mandate (s. 2.2.3)

Paragraph Number in Code	Provision in Code	Template Section Reference
	<p><i>If a Partially Exempted NSO has appointed an Executive Director rather than a CEO in accordance with B.12, the Executive Director can be a board member. A board member of a Partially Exempted NSO may become the interim Executive Director for a maximum period of three months (and retain their board position provided that while that person serves as the Executive Director they do not vote as a director) but must cease to be either a director or interim Executive Director by the end of that three month period.</i></p>	
B4	<p>Each NSO should adopt a board mandate which delineates the roles and responsibilities of the board which, among other matters, includes the requirement to develop a multi-year strategic plan, and a succession plan for the CEO.</p>	Board Mandate (s. 3.2, 3.5)
B5	<p>Within an independent board staffed with directors who possess the necessary skills for the successful stewardship of the NSO and of whom not more than 60% of the directors are of the same gender, it is recognized that diverse perspectives, experiences and backgrounds provide for optimal board performance. Consequently, each NSO should develop a policy for diversity at the board level. Diversity refers to the broad range of demographic characteristics that exists across Canadian society including, but not limited to, sex, gender identity, race, ethnicity, sexual orientation, class, economic means, ability, age, official language of Canada spoken, religion and education. The board should report annually as to its approach and initiatives taken to attract directors with the required skills and diversity (including with respect to gender representation), whether it considers its initiatives successful and any additional steps the board will be making towards this objective.</p>	<p>Template By-law Provisions (2)            Board Mandate (s. 2.1.4)            Diversity Policy (s. 2.2, 3.2)            Annual Diversity Report (s. 2.1, Appendix A, Exhibit A)</p>

Paragraph Number in Code	Provision in Code	Template Section Reference
B6	It is fundamental for athletes to have meaningful representation in the governance structure of the NSO and for athlete voices to be heard. The board of each NSO determines the best way for that objective to be achieved which is to be articulated in the board mandate, Athlete representation on the board is strongly encouraged. Any NSO that does not have an athlete representative on its board must appoint at least one athlete representative to the position of board observer. Each NSO must develop a process whereby the athlete representative is determined with significant input from that sport’s athletes. For the purposes of this section, the term “athlete” means a person currently on a national team or competing at the international level or a person who is retired and was a member of a national team or competed at the international level, not more than eight years previously.	Board Mandate (s. 2.6, 2.6.1)
B7	Each NSO must maintain a skills matrix and board membership shall be competency-based ensuring that the board members possess as many of the skills necessary for optimal board functioning as possible. <sup>1</sup>	Skills Matrix (s. 2, 3, Exhibit A)
B8	Each board must have a board chair who should be elected by the directors. <sup>2</sup>	Board Mandate (s. 2.5.1) Responsibilities of the Board Chair (s. 1.3) Nominating Committee Terms of Reference (3.2.)
B9	The board chair should be an Independent director.	Template By-law Provisions (3) Board Mandate (s. 2.5.2) Responsibilities of the Board Chair (s. 1.2)
B10(i)	Each board member shall be subject to a term limit. Absent compelling reasons to the contrary as determined by the board’s	Board Mandate (s.2.4, 2.5.3) Template By-law Provisions (1,3)

<sup>1</sup> It is expected that for most NSOs those skills are financial, governance, legal, and sports. For larger organizations those skills may also include marketing, digital, HR, fundraising, sponsorship and international relations.

<sup>2</sup> In some NSOs the chair is called president.

Paragraph Number in Code	Provision in Code	Template Section Reference
	<p>nominating committee, that term limit should be a maximum of nine years (comprised of multiple terms each not longer than four years) other than:</p> <p>a sitting board chair who may serve for one additional term for a maximum twelve year term limit, but who may not hold the position of chair of the board for longer than six years; and</p>	
B10(ii)	<p>one director other than the chair who serves on the board of that sport’s international federation who may serve for one additional term for a maximum twelve year term limit.<sup>3</sup></p>	Board Mandate (s. 2.4)
B11	<p>All new board members must receive a proper orientation as to their roles and responsibilities as directors which includes instruction on good governance practices and governance policies, which is to be refreshed for all directors after each election.</p>	<p>Board Mandate (s. 3.1.2) Nominating Committee Terms of Reference (s. 3.4)</p>
B12	<p>The board is responsible to select, hire and, where it determines it is necessary or desirable to do so terminate, the CEO. In selecting the CEO, the board must be satisfied that that candidate has the skills, experiences and qualifications that the board considers appropriate to best serve the interests of the NSO.</p> <p><i>A Partially Exempted NSO may use the title Executive Director rather than CEO (for that NSO, all references in this Code to CEO shall instead read as Executive Director).</i></p>	<p>Board Mandate (s. 3.5, Schedule A A.2) Job Description for Chief Executive Officer (s. 2.2)</p>
B13	<p>Board members should not liaise with management other than the CEO or, in respect of the chair of the board and members of the audit and finance committee, the CFO, or assume operational responsibilities</p>	<p>Board Mandate (s. 3.1.1, 7.1) Nominating Committee Terms of Reference (s. 5.1) Governance and Ethics Committee Terms of Reference (s. 6.1)</p>

<sup>3</sup>Any period of time spent on the board prior to the December 31, 2021 will apply against the term limit to a maximum of five years. Any period of time spent as chair prior to December 31, 2021 will apply against the six year limit as chair to a maximum of three years.

Paragraph Number in Code	Provision in Code	Template Section Reference
	without the joint approval of the board and CEO.	Audit and Finance Committee Terms of Reference (s. 5.1)
B14	Directors may not be remunerated for serving as 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 or, in respect of the expenses incurred by the chair, the approval of the CEO and the chair of the audit and finance committee.	Travel Policy (s. 1.2, 1.3) Board Mandate (s. 3.8) Responsibilities of the Board Chair (s. 1.4)
B15	The board chair's responsibilities include overseeing an annual board review process.	Memorandum Describing Board Review Process & Director Questionnaire (s. 2, Appendix A) Responsibilities of the Board Chair (s. 2.1)
B16	The attendance record of each director should be included in the materials that are distributed in connection with the election of directors of the NSO.	Board Mandate (s. 4.1) Nominating Committee Terms of Reference (s. 3.8) Governance and Ethics Committee Terms of Reference (s. 4.1) Audit and Finance Committee Terms of Reference (s. 4.1)
B17	The board by resolution may authorize the retention by it of professional advisors at the expense of the NSO.	Board Mandate (s. 7.2, 7.3) Nominating Committee Terms of Reference (s. 5.2, 5.3) Governance and Ethics Committee Terms of Reference (s. 6.2, 6.3) Audit and Finance Committee Terms of Reference (s. 5.2, 5.3)
C1(i)	A board shall have committees that focus on nominating.	Board Mandate (s. 6.1.1)
C1(ii)	A board shall have committees that focus on governance and ethics.	Board Mandate (s. 6.1.1)
C1(iii)	A board shall have committees that focus on audit and finance.	Board Mandate (s. 6.1.1)
C2	Each committee must have terms of reference approved by the board.	Board Mandate (s. 6.1.3) Nominating Committee Terms of Reference Governance and Ethics Committee Terms of Reference Audit and Finance Committee Terms of Reference
C3	The role of the nominating committee will include proposing those individuals recommended for	Nominating Committee Terms of Reference (s. 2.2, 3.1, 3.10)



Paragraph Number in Code	Provision in Code	Template Section Reference
	<p>election as directors by the members. The nominating committee's recommendations need not be approved by the board. Other nominations for election to the board can be made in accordance with the NSO's by-laws or nominations procedure which shall be publicized by the NSO sufficiently in advance of any specified deadlines to enable other nominations to be made. Each time the membership of the nominating committee is established by the board, it should have an odd number of members. The nominating committee must not include any director up for election and must include appropriate representation from the board (including Independent directors), athletes and other stakeholders with the objective that the committee is respected, credible and representative.</p>	
D1	<p>The members of the NSO should vote only on the election of directors, the appointment of the auditors, those matters on which members are entitled to vote under the Act and any specific matter that the board determines shall be voted on by the members.</p>	<p>Template By-law Provisions (4) Board Mandate (Schedule A)</p>
E1	<p>Annual financial statements in their entirety must be audited and posted on the NSO's website within six months of year end.</p>	<p>Template By-law Provisions (5) Audit and Finance Committee Terms of Reference (s. 3.1, 3.2, 7.2)</p>
E2(i)	<p>Unaudited quarterly financial statements of the NSO are to be reviewed by the board at a meeting within 60 days of a quarter ending.</p>	<p>Board Mandate (s. 8.1)</p>
E2(ii)	<p>Audited annual financial statements of the NSO are to be reviewed by the board at a meeting within 90 days of year end.</p>	<p>Board Mandate (s. 8.1)</p>
E3	<p>The board is responsible for risk management which includes ongoing identification of risks and measuring annually its risk</p>	<p>Board Mandate (s. 3.3)</p>

Paragraph Number in Code	Provision in Code	Template Section Reference
	management and internal control systems.	
E4	<p>Directors should receive quarterly a written certification of the CEO and CFO that: all required remittances be they be for deductions at source, sales tax, or any other government remittances have been made, all other payments for which directors are personally liable have been made, describes any breach of a material agreement and the status of any claims or lawsuits threatened or initiated against the NSO including a status update of each, confirms that all insurance coverage (including directors and officers liability insurance) approved by the board is in full force and effect and that all premiums have been paid, and describes any material risks (financial or otherwise) to the NSO.</p> <p><i>If a Partially Exempted NSO does not have a CFO or a person who performs the functions of a CFO, the certificate may be signed only by the CEO or Executive Director. For a Partially Exempted NSO, the certificate can be delivered either quarterly or semi-annually.</i></p>	<p>Written Certificate of Chief Executive Officer and Chief Financial Officer (s. 1.1, Appendix 1)</p> <p>Board Mandate (s. 3.11)</p> <p>Audit and Finance Committee Terms of Reference (s. 3.1)</p> <p>Job Description for Chief Executive Officer (s. 2.2)</p>
F1(i)	<p>The following items must be posted on the NSO's website and be publicly accessible:</p> <p>articles of incorporation/continuance (as amended)</p>	N/A
F1(ii)	by-laws	N/A
F1(iii)	annual financial statements	Audit and Finance Committee Terms of Reference (s. 7.2)
F1(iv)	minutes of meetings of members	Board Mandate (s. 8.10.3)
F1(v)	board mandate referred to in B.4	Board Mandate (s. 9.1)
F1(vi)	terms of reference of all committees	<p>Board Mandate (6.1.3)</p> <p>Nominating Committee Terms of Reference (s. 7.1)</p> <p>Governance and Ethics Committee Terms of Reference (s. 8.1)</p> <p>Audit and Finance Committee Terms of Reference (s. 7.1)</p>

Paragraph Number in Code	Provision in Code	Template Section Reference
F1(vii)	annual report on diversity referred to in B.5	Diversity Policy (s. 4.1)
G1	Reflecting the importance of good governance and this initiative whose purpose is to achieve this result, the NSOs will be provided with resources to help them come into compliance with the Code. Templates, checklists and other helpful documents will be prepared and provided to the NSOs to assist them in coming into compliance with the Code on a timely and efficient basis. Additional resources including legal expertise and ongoing educational opportunities will also be made available to the NSOs.	Governance Checklist (s. 1.2, 1.3, 2.1, 2.2)
G2	To make this a success for the sport system, each NSO will be encouraged and supported if needed to make necessary changes to its by-laws and take such other steps as may be required so that the NSO is in compliance with the Code on or before December 31, 2022. <sup>4</sup>	N/A

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<sup>4</sup> It is anticipated that the Code will be reviewed not later than December 21, 2026 to consider any revisions and updates that would be appropriate in the context of evolving best practices.

**CANADIAN SPORT GOVERNANCE CODE**  
**TEMPLATE BY-LAW PROVISIONS**

Draft dated April 27, 2021

## **Introduction**

For some NSOs, the adoption of the best practices set out in the Canadian Sport Governance Code will necessitate amendments to their by-laws. Given that each NSO has a unique by-law that over the years has been tailored to serve the purposes of that organization, in preparing supporting resources for the Code it was decided to provide various template by-law provisions that may be a useful starting point regarding certain changes an NSO may wish to make to its by-laws to be consistent with the provisions of the Code.

It is not expected that all, or perhaps any, of the following template by-law provisions would be adopted exactly in the form set out below. Rather, the provisions are intended to be a useful and helpful starting point which would be modified by the NSO as it considers appropriate to be consistent with the style, language and definitions of the existing by-laws.

Given the uniqueness of each NSO by-law, some or all of the proposed provisions may not be required for any particular NSO. Moreover, there may be necessary changes to an NSO's by-laws that are not included in these template provisions.

## **Template By-Law Provisions**

### **1. Term Limit for Directors**

*(Note: Elsewhere in the by-laws the length of each director's term will be specified (under the Act that term can not be longer than four years). The Code provides that the nine-year term limit is comprised of multiple terms no longer than four years. In the following provision, each NSO will select the maximum number of terms that correspond to the length of each term (for a term of four years, two terms; for a term of three years, three terms; for a term of two years, four terms; for a term of one year, nine terms) which result in the maximum nine-year term limit.)*

Directors elected by Members in accordance with Section ● may be elected for a maximum of **[two four-year OR three three-year OR four two-year OR nine one-year]** terms provided that:

- (a) up to one additional **[four OR three OR two OR one]** year term may be added at the end of the term limit referred to above for a director who is elected Chair for so long as that director serves as Chair (in the circumstance in which a director who has reached the term limit referred to above has publicly expressed an interest to serve as Chair, that person's election as director shall be conditional upon that person also being elected or appointed Chair);
- (b) up to one additional **[four OR three OR two OR one]** year term may be added at the end of the term limit referred to above for one director other than the Chair who serves on **[name]**, being the sport's international federation;
- (c) a person may be re-elected as a director and begin a new term limit after a minimum consecutive four-year period not serving on the Board;

- (d) if a director's service on the Board is interrupted for less than four years, in calculating the term limit referred to above the number of terms of service prior to the interruption shall be added to the number of terms of service after the interruption; and
- (e) for purposes of the term limit referred to above, any period of a director's service prior to December 31, 2021 shall apply against the term limit for a maximum of five years.

## 2. **Independent Directors**

At all times at least 40% of the directors shall be Independent. The determination of whether a director or prospective director is Independent shall be made by the Nominating Committee.

Add to definitions:

“Independent” means that a director or prospective director has no fiduciary obligation to any body for the subject sport at the 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 (provided that participation, in **[name of sport]** does not alone cause a person not to be independent). A person who would not be considered Independent will be considered to be Independent once they resign from or terminate the circumstance that gives rise to the non-independence.

## 3. **Chair Matters**

One of the Independent directors shall be elected by the directors to serve as Chair. An Independent director can vote for themselves to serve as Chair. A person shall not serve as Chair for longer than a cumulative period of six years. For purposes of the six-year term limit, any period of a Chair's service prior to December 31, 2021 shall apply against the term limit for a maximum of three years.

## 4. **Member Voting Matters**

The members of the Company shall vote only on the election of directors, the appointment of the auditors, those matters on which members are entitled to vote under the Act and any specific matter that the Board determines shall be voted on by the members.

## 5. **Financial Statement Approval**

Financial statements of the Company shall be reviewed by the board at a meeting:

- (a) in respect of unaudited quarterly financial statements, within 60 days of a quarter ending; and
- (b) in respect of the audited annual financial statements, within 90 days of year-end.

The directors of the Company shall approve the financial statements referred to in (b) prior to them being issued, published or circulated by the Company for any purpose. The directors of the Company shall approve the financial statements referred to in (b) in accordance with Section 178 of the Act.

**CANADIAN SPORT GOVERNANCE CODE**

**BOARD MANDATE**

Draft dated April 27, 2021



## BOARD MANDATE

### 1. PURPOSE

- 1.1 The Board of Directors (the “**Board**”) of ● (the “**Organization**”) has adopted this Board Mandate (“**Mandate**”) to assist it in supervising the management of the activities and affairs of the Organization 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 Organization’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 Organization 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 Organization’s members. **[All/one-half/one-third]** of the directors shall be elected at each annual meeting of members. In addition, in accordance with Section 128(8) of the Act and Section ● of the Organization’s articles and subject to the limitations therein, the Board may appoint one or more additional directors.
- 2.1.3 Candidates for Board membership will be identified based on the current composition of the Board, including the diversity of its membership, as referenced in the Diversity Policy, and the competencies and skills that it possesses as a whole, and the competencies and skills the nominee would bring to the Board, as referenced in the Skills Matrix. 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 Organization, will also be considered.
- 2.1.4 Within an independent Board staffed with directors who possess the necessary skills for the successful stewardship of the Organization and of whom not more than 60% of the directors (rounded up or down to the nearest whole number) are of the same gender, it is recognized that diverse perspectives, experiences and backgrounds provide for optimal Board performance. The Board shall develop a policy for diversity at the Board level. The Board shall report annually as to its approach and initiatives taken to attract directors with the required skills and diversity (including with respect to gender representation), whether it considers its initiatives successful and any additional steps the Board will be making towards objective required representation by women and diversity.

#### 2.2 Director Independence

- 2.2.1 Not less than 40% of the board members shall be “independent” directors. An independent director means that a director has no fiduciary obligation to any body for **[name sport]** at the 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 (provided that participation, in **[name sport]** does not alone cause a person not to be independent). A person who would not be considered independent will be considered to be independent once they resign or terminate the circumstances that gives rise to the non-independence.

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 Organization's management or executive team shall be a Board member. No Board member shall become the Chief Executive Officer ("CEO") or interim CEO of the Organization during their term as a director and for twelve months thereafter.<sup>5</sup>

### 2.3 **Size**

The Board must be functional in size with a minimum of ● board members and a maximum of ● board members.<sup>6</sup>

### 2.4 **Term**

The Nominating Committee will review each director's continuation on the Board prior to the end of that director's then current term and will make nomination recommendations on the basis of the best interests of the Organization. In order to balance the interests of the Organization in retaining directors who have been able to develop, over a period of time, significant insight into the Organization 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 nine years other than (i) the sitting Board Chair who may serve for one additional term for a maximum 12 year term limit, but who may not hold the position of Chair of the Board for longer than six years and (ii) one director other than the Board Chair who serves on the board of that sport's international sports federation who can serve for one additional term for a maximum 12 year term limit.<sup>7, 8</sup>

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<sup>5</sup> The Board Mandate for a Partially Exempted NSO (as such term is defined in the Code) can provide that if the Organization has appointed an Executive Director rather than a CEO, the Executive Director can be a board member. A board member of a Partially Exempted NSO may become the interim Executive Director for a maximum period of three months (and retain their board position provided that while that person serves as the Executive Director they do not vote as a director) but must cease to be either a director or interim Executive Director by the end of that three month period.

<sup>6</sup> It is expected that a typical board would have seven to eleven members with a minimum of five board members and a maximum of fifteen board members.

<sup>7</sup> Any period of time spent on the board prior December 31, 2021 shall apply against the term limit to a maximum of five years. Any period of time spent as chair prior to December 31, 2021 shall apply against the six year limit as chair to a maximum of three years.

<sup>8</sup> In customizing this document for the Organization, the Nominating Committee can, if there is a compelling reason to do so, establish a different term limit.

## 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 and Ethics 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 six years.

## 2.6 Athlete Representation

- 2.6.1 **[As per B6 of the Code, it is fundamental for athletes to have meaningful representation in the governance structure of the Organization and for athlete voices to be heard. The board of the Organization shall determine the best way for that objective to be achieved which is to be articulated in this Board Mandate. Athlete representation on the Board is strongly encouraged. The Code provides that any NSO that does not have an athlete representative on its board must appoint at least one athlete representative to the position of board observer. Each NSO must develop a process whereby the athlete representative is determined with significant input from that sport's athletes. This Board Mandate shall describe how the Organization will address athlete representation. For these purposes, "Athlete" means a person currently on a national team or competing at the international level or a person who is retired and was a member of a national team or competed at the international level, not more than eight years previously.]**

## 3. BOARD DUTIES AND RESPONSIBILITIES

- 3.1.1 The fundamental responsibility of the Board is the stewardship of the activities and affairs of the Organization while ensuring that the Organization conducts its business and affairs ethically and in accordance with corporate governance practices determined by the Board to be appropriate for the Organization. The Board's function is not operational, as operational matters are the responsibility of the Organization's management.
- 3.1.2 All new board members shall receive a proper orientation as to their roles and responsibilities as directors, which includes instruction on good governance and governance policies and 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 Organization. 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 Organization's activities and affairs and will, during the course of the year, monitor the Organization's performance against such strategic plan.

### 3.3 **Enterprise Risk Management**

The Board is responsible for ensuring that the principal risks of the Organization'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 Organization. The Board shall, in fulfilling this responsibility, review the Organization's internal control systems and 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 Organization'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 Organization and consistent with the Code, is essential to the well-being of the Organization and the promotion and protection of the Organization's interests.

3.4.2 The Board is responsible for developing the Organization's approach to corporate governance, including developing a set of corporate governance principles and guidelines. The Board oversees the functioning of the Organization's governance system, in part through the work of the Governance and Ethics Committee.

3.4.3 The Board is responsible for approving and monitoring compliance with policies and procedures designed to ensure that the Organization 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 will include, but not be limited to, the **[name policies in place]**.

3.4.4 The Board will provide leadership to the Organization in support of its commitment to corporate social responsibility, set the ethical tone for the Organization 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<sup>9</sup> and will, with respect to other senior management of the Organization, review and approve the CEO's recommendations with respect to the appointment and termination of such member of management. In selecting the CEO, the Board must be satisfied that the candidate has the skills, experiences and qualifications that the Board considers appropriate to best serve the interests of the Organization.

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<sup>9</sup> A Partially Exempted NSO may use the title Executive Director rather than CEO, and if it does so, all references to CEO should be changed to Executive Director.

- Satisfying itself of the integrity of the CEO and other senior management of the Organization 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 management and then monitoring and assessing the performance of the CEO and other senior management against such corporate goals and objectives.
- Determining the compensation of the CEO and other senior management<sup>10</sup>.
- Providing advice and counsel to the CEO in the execution of their 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 Organization;
- supervise the management of the policy-making functions of the Organization;
- 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, or in respect of the expenses incurred by the Chair, the approval of the CEO and the Chair of the Audit and Finance Committee.

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<sup>10</sup> If there is a Compensation Committee of the Board, this section should start with, “With the advice of the Compensation Committee”.

### 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<sup>11</sup>**

Directors shall receive quarterly a Written Certificate of the Chief Executive Officer and Chief Financial Officer that: all required remittances, be they for deductions at source, sales taxes and or any other government remittances have been made<sup>12</sup>, all other payments for which directors are personally liable have been made, describes any breach of a material agreement and the status of any claims or lawsuits threatened or initiated against the NSO, including a status update of each, confirm that all insurance coverage (including directors and officers liability insurance) approved by the Board is in full force and effect and that premiums for such insurance have been paid and describes any material risk to the Organization (financial or otherwise).

## 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 Organization. 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 Organization and its Activities.* Each director is expected to develop and maintain a thorough understanding of the Organization'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 Organization which requires each director to put the best interests of the Organization ahead of any other commercial interest or personal interest they 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

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<sup>11</sup> If a Partially Exempted NSO does not have a CFO or a person who performs the functions of a CFO, the certificate may be signed only by the CEO or Executive Director. For a Partially Exempted NSO, the certificate can be delivered either quarterly or semi-annually.

<sup>12</sup> Please note that remittances owed will vary depending on the province in which the Organization operates.

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 management 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 of those committees of which they are a member. The Organization will include in the materials that are distributed to the members in connection with the election of directors the attendance record of each director for all board and committee meetings held since the beginning of the Organization's most recently completed financial year.
- *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 Organization.
- *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 Organization remains current.
- *Confidentiality.* Each director must maintain the confidentiality of information received in connection with their services as a director of the Organization.

## **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 Organization, responsibility for the day-to-day management of the Organization's business and affairs has been delegated to the Organization's senior management. 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 Organization's business and affairs to the Organization's senior management 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]**<sup>13</sup>. 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 Each of the Audit and Finance Committee, the Governance and Ethics Committee, the Nominating Committee **[add any other committees]** will have written terms of reference which will be approved by the Board and posted on the Organization'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 of the committee 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 assume operational responsibilities without the joint 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.

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<sup>13</sup> The Organization's Board may choose to have a Compensation Committee. If the Organization's Board chooses not to have a Compensation Committee, then the Audit and Finance Committee will be responsible for issues related to compensation.



7.3 The Board may conduct any investigation appropriate to its responsibilities, and request any officer or other employee of the Organization, 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. Financial statements of the Organization shall be reviewed by the Board at a meeting:

- in respect of unaudited quarterly financial statements, within 60 days of a quarter ending; and
- in respect of the audited annual financial statements, within 90 days of year end.

In addition to regularly scheduled Board meetings, additional meetings may be called upon proper notice at any time to address specific needs of the Organization. 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 two directors.

### **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 except if the director attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

### **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 provided that the materials for a meeting must be delivered to all directors not later than the Friday before that meeting (for meetings on Saturday or Sunday, the materials must be delivered to all directors no later than the second Friday before the meeting).

#### 8.6 **Attendance**

A director who is unable to attend a Board meeting in person may participate by telephone or teleconference. A director cannot appoint a proxy or a delegate to attend a meeting in the director's place.

#### 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 the case of an equality of votes, the Chair of the meeting has a second or 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 Organization 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 of the meeting.

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.

8.10.3 The Corporate Secretary shall ensure that minutes of all meetings of members will be posted on the Organization's website (www.●.com.).

### 9. **PUBLICATION ON WEBSITE**

9.1 This Mandate will be posted on the Organization's website: www.●.com.

DATE: ●

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

The Board has the responsibility for considering and approving the following matters (as well as any other matters that may be specified by the Board from time to time). Some of these responsibilities are statutorily required responsibilities, while other responsibilities are required in accordance with good governance practices.

- Adopting a strategic plan.
- The submission of any question or matter to the members of the Organization 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 Organization's articles, the appointment of additional directors.
- The issuance of new memberships.
- The approval of an amalgamation of the Organization.
- 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 Organization.
- The adoption, amendment or repeal of any by-law of the Organization.
- 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 Organization'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 Organization 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 Organization.
- Undertaking a new activity.
- 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 Organization.

**CANADIAN SPORT GOVERNANCE CODE**

**DIVERSITY POLICY**

Draft dated April 27, 2021

## DIVERSITY POLICY

### 1. PURPOSE

- 1.1 The purpose of this Diversity Policy (“**Policy**”) is to outline how ● (the “**Organization**”) 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 Organization believes in diversity and the potential for diversity in the composition of the Board of the Organization to advance the best interests of the Organization. Diversity refers to the broad range of demographic characteristics that exists across Canadian society including, but not limited to, sex, gender identity, race, ethnicity, sexual orientation, class, economic means, ability, age, official language of Canada spoken, religion and education.
- 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 Organization.

### 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 Organization has established as an objective that by December 31, 2022 not more than 60% (rounded up or down to the nearest whole number) of Board members shall be of the same gender. **[Add description of any other diversity related objectives.]**
- 2.3 Any third parties engaged by the Organization to assist in identifying possible members of the Board of the Organization are to be advised of the Organization’s recognition of the potential benefits of diversity and the need for the process pursued by the third party on behalf of the Organization 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 Organization 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 annually report to the members as to its approach and initiatives taken to attract directors with the required skills and diversity (including with respect to gender representation), whether it considers its initiatives successful and any additional steps the Board will be making towards this objective.<sup>14</sup>

**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 Organization's website: [www.●.com](http://www.●.com).

DATE: ●

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<sup>14</sup> The Organization can refer to the Annual Diversity Report for assistance in preparing its annual report.

**CANADIAN SPORT GOVERNANCE CODE**  
**ANNUAL DIVERSITY REPORT**

Draft Dated April 27, 2021



## ANNUAL DIVERSITY REPORT

### 1. PURPOSE

- 1.1 This Annual Diversity Report (“**Diversity Report**”) has been prepared by the Board of Directors (the “**Board**”) of ● (the “**Organization**”) to report on its approach to diversity including articulating its target for diversity and its success in meeting its established target. This Diversity Report should be read together with the *Canada Not-for-profit Corporations Act* (the “**Act**”) and the *Canadian Sport Governance Code* (the “**Code**”). This Diversity Report is our annual report dated ●.

### 2. OUR REPORT

- 2.1 On [date ●], the Organization established an objective that by December 31, 2022 not more than 60% (rounded up or down to the nearest whole number) of Board members shall be of the same gender. The Organization’s Diversity Policy is available at [website]. **[Describe status of any other diversity related objectives.]**
- 2.2 For purposes of the Organization’s objective and this Diversity Report, diversity refers to the broad range of demographic characteristics that exist across Canadian society including, but not limited to, sex, gender identity, race, ethnicity, sexual orientation, class, economic means, ability, age, official language of Canada spoken, religion and education.
- 2.3 **[Organization to outline initiatives it has undertaken to meet its diversity objectives and challenges it has experienced in doing so].**
- 2.4 **[Organization to outline whether it considers its initiatives successful, where it stands in terms of meeting the objective and additional steps it intends to take to meet objective if not already met].**
- 2.5 **[For second and all subsequent reports, Organization to provide update from prior year’s report].**
- 2.6 **[Organization to indicate as specifically as possible benefits it has experienced from the diverse nature of its Board, and report on any challenges and opportunities for improvement].**

*Note: Appendix A includes resources that may be helpful to the Organization in considering its approach to diversity, and in formulating its annual report.*

## APPENDIX A

### 1. WHAT IS DIVERSITY?

The Board shall be a board comprised of directors who collectively and individually bring diverse perspectives, experiences and background to the Board. In this context, diverse perspectives, experiences and backgrounds may encompass a variety of dimensions examples of which include, among other things, diversity in business and other professional and/or sport expertise and experience, sex, gender identity, age, sexual orientation, race and ethnicity, class, economic means, ability, age, official language of Canada spoken, religion, education and geographic region of residence, the relative importance of which may change from time to time.<sup>15</sup>

#### 1.1 Diversity in Business, other Professions and/or Sport

Diversity in business, other professions and/or sport includes, but is not limited to, the following perspectives, experiences and backgrounds:

- *Experience in Not-for-Profit Sector.* This relates to the Board's perspectives, experiences and backgrounds 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 perspectives, experiences and backgrounds 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 perspectives, experiences and backgrounds developed as a director or as part of senior management at an NSO.
- *Experience in Sport.* This relates to the Board's perspectives, experiences and backgrounds in sports at local, provincial and international levels.

#### 1.2 Diversity in Sex and Gender Identity

Gender diversity refers to a sex-balanced Board with a strong representation of individuals of every gender as members of the Board. The Organization shall be fully committed to hiring, progressing individuals of every as members of the Board and for senior executive positions at the Organization. The Board and the Organization shall not tolerate any discrimination or harassment directed toward any gender.

#### 1.3 Diversity in Geography

Geographic diversity refers to having a mix of individuals from various Canadian geographic locations on the Board. The geographic mix of members of the Board should ideally represent the area(s) in which the Organization operates.

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<sup>15</sup> It is understood that it may not be possible to have all of these elements represented in a single board.

#### 1.4 **Diversity in Age and Ability**

Diversity in age and diversity in ability pertains to having a mix of individuals, in a variety of life stages and not homogenous in ability, as members of the Board.

#### 1.5 **Diversity in Sexual Orientation**

Sexual orientation refers to the gender or gendered attributes that a person is attracted to. These include romantic attraction and emotional bonding and intimacy, a person's sense of intimacy (for example, lesbian, bisexual, pansexual or asexual) and an individual's sense of community affiliation based on sexual orientation. The Board and the Organization prohibits discrimination and harassment on the basis of sexual orientation. The Board and the Organization shall develop a culture of rights that are inclusive of lesbian, bisexual and gay people.

#### 1.6 **Diversity in Race and Ethnicity, Class, Economic Means, Religion and Education**

Diversity in race and ethnicity pertains to having a mix of individuals from various racial, ethnic, cultural, economic, class, educational and religious backgrounds on the Board.

### **2. DIVERSITY REPORT EVALUATION PROCESS**

- 2.1 The Board can undertake an annual evaluation of its diversity, individually and collectively, (the "**Diversity Evaluation Report**" as referenced in Exhibit A) and formally record and report its findings. The Diversity Evaluation Report will be conducted in a manner that assesses the current diversity of the Board and its directors, against the diversity objectives established in the Diversity Policy and the Diversity Report. Following the Diversity Evaluation Report, the Board may implement changes to the Diversity Policy and Diversity Report where necessary.
- 2.2 The Board's annual Diversity Evaluation Report 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 volunteers.
- 2.3 The outcome of the Board's annual Diversity Evaluation Report should be used as the basis to identify any gaps in the diversity of the Board. Where a diversity gap exists, the Board shall look to address and amend this gap.



<b>Attribute</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>Diversity in Sexual Orientation</i>								
<i>Diversity in Race &amp; Ethnicity</i>								
<i>Diversity in Class, Economic Means, Religion and Education</i>								
<i>Diversity in Official Language of Canada Spoken</i>								
<i>Diversity in Region of Residence</i>								

DATE:

**CANADIAN SPORT GOVERNANCE CODE**  
**SKILLS MATRIX**

Draft dated April 27, 2021

## SKILLS MATRIX

### 1. PURPOSE

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

### 2. SKILLS MATRIX

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 Organization. The skills and attributes of the Board and its directors can be broadly categorized as governance skills, industry skills and desirable personal attributes of directors.

#### 2.1 Governance Skills

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 Organization.
- *Policy Development*. This skill relates to the Board’s ability to identify key issues and opportunities for the Organization and develop appropriate policies to define how the Organization should operate on a short and long-term basis.
- *Governance*. This skill relates to the Board’s experience in corporate governance principles specifically in commercial enterprises, not-for-profit enterprises or other regulated entities.
- *Risk and Compliance*. This skill relates to the Board’s:
  - ability to identify key risks to the Organization in regard to legal and regulatory compliance, and
  - experience in evaluating a Chief Executive Officer (“**CEO**”), a Chief Financial Officer (“**CFO**”) and other senior management.
- *Financial*. 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 Organization’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, accountability and financial performance.
- *Marketing and Communications.*<sup>16</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, Sponsorships and Revenue Generation.*<sup>17,18</sup> This skill relates to the Board's:
  - ability to generate revenue and understanding of revenue generation concepts,
  - 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.

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<sup>16</sup> As per the Code, this skill only applies to more sophisticated NSOs.

<sup>17</sup> As per the Code, this skill only applies to more sophisticated NSOs.

<sup>18</sup> Please note that if 'Revenue Generation' is added as a skill, footnote 1 of the Code will have be updated.



- *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
  - understanding of the legal risks with regard to being a member of a Board.
- *Human Resource Management*.<sup>19</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>20</sup> This skill relates to the Board’s qualifications and experience in information technology and understanding of recent technologies in the sports industry.

## 2.2 **Industry Skills**

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.
- *Compensation*. This relates to the Board’s experience, knowledge and skills in compensating senior management.

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<sup>19</sup> As per the Code, this skill only applies to more sophisticated NSOs.

<sup>20</sup> As per the Code, this skill only applies to more sophisticated NSOs.

## 2.3 Desirable Personal Attributes of Directors

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 directors 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 communicate with other directors, senior management of the Organization 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 Organization and its objectives, policies, rules and values.
- *Leadership.* This relates to a director’s leadership skills, which requires that directors appropriately represent the Organization, establish and maintain an appropriate culture throughout the Board and Organization 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 Organization’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 Organization 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. 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.<sup>21</sup> 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.

<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>Independence</i> <sup>22</sup>	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	
<b>Governance Skills (sections 2.1 &amp; 0)</b>								
<i>Strategy &amp; Planning</i>								
<i>Policy Development</i>								
<i>Governance</i>								
<i>Risk and Compliance</i>								
Ability to Identify Key Legal and Regulatory Risks								
Experience in Evaluating CEOs, CFOs & Other Senior Management								

<sup>21</sup> The Organization can consider asking each director to only indicate only 3 or 4 skills in which they are experienced in.

<sup>22</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</i>								
Understanding of Financial Statements								
Understanding of Organization's Financial Performance								
Experience with Financial Control, Budgeting and Report								
Contribution to Strategic Financial Planning								
Understanding of Funding Arrangements								
<i>Marketing &amp; Communications<sup>23</sup></i>								
Knowledge and Experience in Marketing Services								
Understanding of Commercial Communication Practices								
Knowledge and Experience with Trends in Marketing Technology								
<i>Fundraising, Sponsorships &amp; Revenue Generation<sup>24</sup></i>								
Ability to Assist in Considering Revenue Generating Opportunities and Understanding of Revenue Generation Concepts								

<sup>23</sup> As per the Code, this skill only applies to more sophisticated NSOs.

<sup>24</sup> As per the Code, this skill only applies to more sophisticated NSOs.

Skill	Director:	Director:	Director:	Director:	Director:	Director:	Director:	Comments
Understanding of Fundraising and Sponsorship Landscape								
Understanding of Grants								
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>25</sup></i>								
<i>Information Technology<sup>26</sup></i>								

<sup>25</sup> As per the Code, this skill only applies to more sophisticated NSOs.

<sup>26</sup> As per the Code, this skill only applies to more 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>
<b>Industry Skills (sections 2.2 &amp; 0)</b>								
<i>Experience in Not-for-Profit Sector</i>								
<i>Experience at a Government Agency</i>								
<i>Experience in NSOs</i>								
<i>Experience in Sport</i>								
<i>Experience in Compensation of Senior Management</i>								
<b>Desirable Personal Attributes of Directors (sections 2.3 &amp; 0)</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**  
**RESPONSIBILITIES OF THE BOARD CHAIR**

Draft dated April 27, 2021

## **RESPONSIBILITIES OF THE 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 “**Organization**”). 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, as such term is defined in the Code.
- 1.3 The Chair shall be elected by the Board.<sup>27</sup>
- 1.4 The Chair will not be remunerated for serving as Chair, but may be reimbursed for reasonable expenses incurred in accordance with the Board-approved Travel Policy, or with the approval of the Chief Executive Officer (“**CEO**”) and the Chair of the Audit and Finance Committee.

### **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 Organization’s CEO, with an emphasis on policy-making functions,
  - ensuring that discussions at meetings relate to matters within the purview of the Board and are not operational in nature,
  - 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 review and evaluation of the Board and its members as required by the Code,

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<sup>27</sup> If Board chair is elected by the members, this section should be amended accordingly.



- acting as an ambassador for the Organization,
- overseeing the annual Board review process, 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 timeliness and deliverance 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<sup>28</sup> and to fully discuss the business that comes before the Board, and
- presiding over meetings of the Board and the 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 their capacity as director of the Organization. The Chair shall not have the right or entitlement to bind the Organization in their capacity as Chair.

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

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

DATE: ●

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<sup>28</sup> The materials for a meeting must be delivered to all directors no later than the Friday before the meeting. For meetings on Saturday or Sunday, the materials must be delivered to all directors no later than the second Friday before the meeting.

**CANADIAN SPORT GOVERNANCE CODE**  
**JOB DESCRIPTION FOR CHIEF EXECUTIVE OFFICER**

Draft dated April 27, 2021

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

### **1. POSITION DESCRIPTION**

This position description describes the appointment, role and responsibilities of the Chief Executive Officer (“CEO”) of ● (the “**Organization**”). 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**

The CEO shall be responsible for providing strategic leadership to and operational performance of the Organization 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 Organization, subject to the direction and oversight of the Board, and shall have responsibility for the day-to-day operation of the Organization in accordance with the Organization’s strategic plans and operating and capital expenditure budgets as previously approved by the Board. The CEO will always act in the best interests of the Organization.

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

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 Organization and, with senior management, recommend to the Board goals for the Organization, and when approved by the Board, implement the corresponding strategic and operational plans,
- together with senior management, develop and implement operational policies to guide the Organization,
- 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 Organization’s finances and risk management as well as review the financial statements in conjunction with the Organization’s outside Auditor and provision of the quarterly **[for a Partially Exempted NSO, can be semi-annually]** compliance certificate to the Board,
- manage and oversee the Organization’s revenue generation, fundraising and communication with stakeholders, athletes, the media, governments and their agencies, employees, volunteers and the general public,

- 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.

### **2.3 Information Flow to the Board**

- 2.3.1 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.
- 2.3.2 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.
- 2.3.3 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**

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 April 27, 2021

## TRAVEL POLICY

### 1. PURPOSE

- 1.1 The Board of Directors (the “**Board**”) of ● (the “**Organization**”) has adopted this Travel Policy (the “**Policy**”) to outline specific procedures and guidelines that members of the Board should follow when travelling in connection with the activities of the Organization. The Policy 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 Policy will ensure fair and equitable treatment of directors by defining procedures for authorized travel in connection with the activities of the Organization 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 in accordance with this Policy or as approved by the Board or the Chair and CEO.
- 1.3 In respect of expenses incurred by the Chair while travelling in connection with the activities of the Organization, the Chair may be reimbursed for reasonable expenses incurred in accordance with this Policy or upon the approval of the CEO and the Chair of the Audit and Finance Committee.
- 1.4 The Board may amend the Policy from time to time based on its assessment of the Organization’s needs and applicable best practices, subject to continued compliance with the Act and the Code.

### 2. TRAVEL EXPENSES THAT QUALIFY FOR REIMBURSEMENTS

#### 2.1 Air Travel

- 2.1.1 Directors will choose the most economical flights while travelling in connection with the activities of the Organization. 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.
- 2.1.2 Flights booked on travel or airline points will not be reimbursed. Flight costs will not be reimbursed until after the travel date.

#### 2.2 Rail Travel

- 2.2.1 Travel by rail may be selected as an economic and convenient alternative to air travel. Directors will choose the most economical options while travelling in connection with the activities of the Organization. Train costs will not be reimbursed until after the travel date.

#### 2.3 Automobile Rental

- 2.3.1 Directors will book car rentals through an established car rental organization, as specified by the Board. The rental period of the car must coincide with the dates of Organization

Rental of a compact or mid-sized car is acceptable. A copy of the rental agreement must be attached to the expense reimbursement claim.

#### **2.4 Use of Personal Vehicle in connection with the activities of the Organization**

2.4.1 Directors who use personal vehicles in connection with the activities of the Organization 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.

2.4.2 Directors are only authorized to use their 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 Organization is not responsible for any liability that occurs as a result of operating a personal vehicle in connection with the activities of the Organization.

#### **2.5 Taxi**

2.5.1 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 than that of a taxi company.

#### **2.6 Hotel Accommodation**

2.6.1 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.

#### **2.7 Travel Related Meals**

2.7.1 Meals incurred by and paid for by directors can be expensed. Meals may be expensed within a reasonable daily amount of CAD \$[to be completed] upon presentation of receipts. Directors are to exercise a high degree of professional judgement in determining a reasonable meal expense.

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

3.1 If approved by the Board or the Chair in respect of the Chair (or in respect of the Chair, of the Audit and Finance Committee) 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 Organization. The Organization does not provide reimbursement for personal travel or for travelling expenses of spouses and assumes no liability for any incidents or injuries of such spouse. The Organization is not liable for any incidents or injuries while directors are on the personal portion of their travel.

#### **4. REIMBURSEMENT OF EXPENSES**

4.1 Expenses for travel in connection with the activities of the Organization 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 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 (or in respect of the Chair, the chair of the Audit and Finance Committee) 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 records is prohibited and may result in disciplinary action, up to and including termination of directorship and the initiation of any legal action which may be justified by the circumstances.

DATE: ●



**CANADIAN SPORT GOVERNANCE CODE**  
**MEMORANDUM DESCRIBING BOARD REVIEW PROCESS AND**  
**DIRECTOR QUESTIONNAIRE**

Draft dated April 27, 2021

## **MEMORANDUM DESCRIBING BOARD REVIEW PROCESS AND DIRECTOR QUESTIONNAIRE**

### **1. PURPOSE**

- 1.1 This Memorandum describes the annual review process of the Board of Directors (the “Board”) of ● (the “Organization”). This Memorandum should be read together with the *Canada Not-for-profit Corporations Act* (the “Act”), the *Canadian Sport Governance Code* (the “Code”) and the Board Mandate.

### **2. DIRECTOR QUESTIONNAIRE**

- 2.1 The Chair of the Board (the “Chair”) will undertake an annual review and evaluation of the Board’s functioning and processes, and the contribution of each of the Board members and will formally record and report the findings. To assist the Chair in conducting its review, the Chair shall circulate to each of the Board members a questionnaire (the “Director Questionnaire”). The Chair shall circulate the Director Questionnaire to each member of the Board and request that the completed questionnaire be returned to the Chair after completion. The Chair shall also complete the Director Questionnaire before reviewing the completed questionnaires returned by any Board member.
- 2.2 The Chair shall, aided by the results of the Director Questionnaire and supplemented by the Chair’s observations independent of the results of the Director Questionnaire, formulate an assessment of the Board and, if appropriate, individual Board members and at the Chair’s discretion, communicate the results of the report either in writing or verbally, to the Board as a whole and, as the Chair determines to be appropriate, to individual Board members.
- 2.3 The outcome of the Director Questionnaire should be used as the basis to identify any gaps in Board process or opportunities for improved Board performance. Where a gap or an opportunity for improvement exists, the Chair shall recommend to the Board such changes as the Chair determines to be appropriate to address this gap or realize upon the opportunity for improvement.

**APPENDIX A: DIRECTOR QUESTIONNAIRE**

Annually, the members of the Board of the Organization shall complete this Director Questionnaire to assist the Chair in reviewing the Board’s performance.

Each director shall place a X beside each statement or question indicating whether they Strongly Agree, Somewhat Agree, Somewhat Disagree or Strongly Disagree with the corresponding statement or question.

<b>Director:</b>	<b>Strongly Agree</b>	<b>Somewhat Agree</b>	<b>Somewhat Disagree</b>	<b>Strongly Disagree</b>	<b>Comments</b>	<b>Not Applicable</b>
<b>Board Organization</b>						
Does the Board have:						
- the appropriate number of directors						
- the appropriate number of independent directors						
- the right balance of skills, experience and diversity						
- the appropriate input to the process of selecting new Board members						
Are you satisfied with the performance of the Chair of the Board?						
Are Board meetings organized properly in number, timing and location?						
Do directors get enough time with materials to prepare for Board meetings?						
Are Board meeting times utilized efficiently?						
Does the Board have sufficient input to meeting agendas?						

<b>Director:</b>	<b>Strongly Agree</b>	<b>Somewhat Agree</b>	<b>Somewhat Disagree</b>	<b>Strongly Disagree</b>	<b>Comments</b>	<b>Not Applicable</b>
<b>Committee Board Organization<sup>29</sup></b>						
Are there clear mandates for the Board and the Committees?						
Does the Board have the appropriate Nominating Committee?						
Does the Board have the appropriate Audit and Finance Committee?						
Does the Board have the appropriate Governance and Ethics Committee?						
Are the responsibilities of the Chair of the Board and the Chair of each Committee clear?						
Are you satisfied with the performance of the Chair of the Nominating Committee?						
Are you satisfied with the performance of the Chair of the Audit and Finance Committee?						
Are you satisfied with the performance of the Chair of the Governance and Ethics Committee?						
<b>Selection of Management</b>						
Are you satisfied with the						

<sup>29</sup> If you have a comment respecting a specific Committee member, please be as specific as you can.

<b>Director:</b>	<b>Strongly Agree</b>	<b>Somewhat Agree</b>	<b>Somewhat Disagree</b>	<b>Strongly Disagree</b>	<b>Comments</b>	<b>Not Applicable</b>
performance of the CEO?						
Are you satisfied with the performance of senior management?						
Is the process for reviewing and establishing management compensation levels satisfactory?						
Are you satisfied with the integrity of the CEO and other executive management?						
<b>Strategy Determination &amp; Risk Management</b>						
Are you satisfied with the strategy development process?						
Are you satisfied with the strategy review process?						
Are you satisfied with the Organization's 3, 5 and 10 year strategic plans?						
Are you satisfied with the Organization's periodic review of its 3, 5 and 10 year strategic plans?						
Is there an opportunity for the Board to provide advice and input to the strategic plan while management is developing it?						
Is the Board provided with the proper tools and knowledge to fulfill its						

<b>Director:</b>	<b>Strongly Agree</b>	<b>Somewhat Agree</b>	<b>Somewhat Disagree</b>	<b>Strongly Disagree</b>	<b>Comments</b>	<b>Not Applicable</b>
monitoring responsibilities?						
Does the Board receive adequate materials in advance of Board and Board Committee meetings?						
Are you satisfied that the Organization operates at all times within applicable laws and regulations, and to the highest ethical and moral standards?						
Are you satisfied that the Organization implements appropriate systems to manage the risks of the Organization's business?						
<b>Individual Contribution</b>						
Do you feel your contribution to the Board during the past year has been effective?						
Do you feel your contribution to the work of Committees has been effective?						
Do you work cohesively and effectively with other members of the Board?						
Are you satisfied as to the level of contribution from fellow Board members?						

Please share with the Chair any other information, suggestions or opportunities for improvement you wish to communicate:

Please share any additional comments or observations that you consider are relevant for the purposes of this review (if additional space is required, please attach an appendix):

Name:

Date:

**CANADIAN SPORT GOVERNANCE CODE**  
**NOMINATING COMMITTEE TERMS OF REFERENCE**

Draft dated April 27, 2021



## 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 “**Organization**”). 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 of the Board (the “**Chair**”)<sup>30</sup> 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 Organization’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.

### 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 Organization, taking into account the

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<sup>30</sup> To be deleted if Chair is elected by the members. Alternatively, if the Chair is elected by the members the Committee can recommend to the members the person to be elected as Chair.

needs of the Organization and the individual's background, experience, perspective, skills and knowledge that are appropriate and beneficial to the Organization. The Committee will also consider whether the nominee will be able to devote sufficient time and resources to the Organization. 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 (the "**Skills Matrix**") 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. [**To be modified if Chair is elected by the 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 Organization 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 Organization 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 Organization 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. The Organization will include in the materials that are distributed to the members in connection with the election of directors the attendance record of each committee member for all committee meetings held since the beginning of the Organization's most recently completed financial year.

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

The Board must satisfy the independence requirements of the Code and the Board Mandate. The Committee shall be responsible for determining the independence of Board directors and prospective directors.

### **3.10 Other Nominations**

Other nominations for election to the Board can be made in accordance with the Organization's by-laws or nominations procedures which shall be publicized by the Organization sufficiently in advance of any specified deadlines to enable other nominations to be made.

### **3.11 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 Organization. In addition to the responsibilities of Committee members as directors of the Organization, 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 Organization.
- *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 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 Organization, 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 Organization. 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 two Committee members.

### **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 of the Committee 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 provided that the materials for a meeting must be delivered to all Committee members not later than the Friday before that meeting (for meetings on Saturday or Sunday, the materials must be delivered to all Committee members no later than the second Friday before the meeting).

### **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. A Committee member cannot appoint a proxy or a delegate to attend a meeting in the Committee member's place.

### **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 the case of an equality of votes, the chair of the meeting has a second or 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 Organization 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 of the meeting. 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 Organization's website: [www.●.com](http://www.●.com).

DATE: ●

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

Draft dated April 27, 2021

## **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 “**Organization**”). 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 Organization’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 Organization.

### **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 and performance 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 Organization’s officers, develop for the approval of the Board and thereafter review, as requested by the Board, the adequacy of position descriptions for



the Organization'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 Organization'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 Organization 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 any of the Policies,
- at least annually, to review the governance practices of the Organization and its respective boards and committees, to determine compliance with applicable rules and policies of regulatory authorities governing the Organization,
- 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 Organization'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 Organization. In addition to the responsibilities of Committee members as directors

of the Organization, 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 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. The Organization will include in the materials that are distributed to the members in connection with the election of directors the attendance record of each committee member for all Committee meetings held since the beginning of the Organization's most recently completed financial year.
- *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 Organization.
- *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 Organization, 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 Organization. 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 two Committee members.

### **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 of the Committee 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 provided that the materials for a meeting must be delivered to all Committee members not later than the Friday before that meeting (for meetings on Saturday or Sunday, the materials must be delivered to all Committee members no later than the second Friday before the meeting).

## 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. A Committee member cannot appoint a proxy or a delegate to attend a meeting in the Committee member's place.

## 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 the case of an equality of votes, the chair of the meeting has a casting or second 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 Organization 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 of the meeting. 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 Organization's website: [www.●.com](http://www.●.com).

DATE:

**CANADIAN SPORT GOVERNANCE CODE**  
**AUDIT AND FINANCE COMMITTEE TERMS OF REFERENCE**

Draft dated April 27, 2021

## AUDIT AND FINANCE COMMITTEE TERMS OF REFERENCE

### 1. PURPOSE

1.1 The Audit and Finance Committee (“**Committee**”) of ● (the “**Organization**”) is established to assist the Board of Directors (“**Board**”) of the Organization 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 adequacy of the Organization’s internal accounting controls and procedures,
- the integrity of the Organization’s accounting systems, preparation of financial statements and reporting procedures,
- the compliance by the Organization 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 Organization’s business,
- the quality and integrity of the Organization’s consolidated quarterly and annual financial statements, and
- the qualification, independence and performance of the Organization’s independent auditor.

1.2 The Committee shall interface with the Organization’s independent auditor as to its reviews and recommendations.

1.3 The Board will revise these Committee Terms of Reference from time to time based on its assessment of the Organization’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 Organization.

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

#### **3.1 Independent Auditor**

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 Organization 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 and the Chief Executive Officer (“CEO”),
- review the Written Certificate of the Chief Executive Officer and Chief Financial Officer, delivered quarterly [**For a Partially Exempt NSO, can be semi-annually**], and
- review quarterly reports from senior management on tax advisory services provided by accounting firms other than the independent auditor.

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

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 Organization’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 Organization's financial statements,

- For a Partially Exempted NSO, see ●
  - all critical accounting policies and practices used,
  - the effect of any new regulatory and accounting pronouncements, and
  - the adequacy of the Organization'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 Organization's consolidated quarterly and annual financial statements and related documents,
- review the disclosure of financial information extracted or derived from the Organization'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 Organization's response to that letter or communication, and
  - any changes to the Organization's significant auditing and accounting principles and practices suggested by the independent auditor or other members of senior management.

### 3.3 Risk Management

The Committee shall:

- recommend to the Board for approval a policy that sets out the risk philosophy of the Organization 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 Organization shall be managed,
- review with senior management the Organization's tolerance for financial risk and senior management's assessment of the significant financial risks facing the Organization,
- 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 Organization.

### 3.4 **Compliance**

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 Organization's financial statements or accounting policies,
- review senior management's written representations to the independent auditor,
- advise the Board with respect to the Organization'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 Organization with concerns regarding any accounting or auditing matters.

### 3.5 **Compensation Matters**

If the Organization does not have a Compensation Committee or a Human Resources Committee, then the Committee will be responsible for the Organization's compensation objectives and policies. This shall include, but will not be limited to:

- the appointment, performance evaluation and compensation of senior management; and
- the compensation structure of senior management including salaries and annual and long-term incentive plans.

### 3.6 **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 Organization. In addition to the responsibilities of Committee members as directors of the Organization, 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. The Organization will include in the materials that are distributed to the members in connection with the election of directors the attendance record of each committee member for all Committee meetings held since the beginning of the Organization's most recently completed financial year.
- *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 Organization.
- *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 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 Organization, 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 Organization. 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 two Committee members.

### **6.2 Notice**

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### **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 of the Committee 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 provided that the materials for a meeting must be delivered to all Committee members not later than the Friday before that meeting (for meetings on Saturday or Sunday, the materials must be delivered to all Committee members no later than the second Friday before the meeting).

### **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. A

Committee member cannot appoint a proxy or a delegate to attend a meeting in the Committee member's place.

#### 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 the case of an equality of votes, the chair of the meeting has a casting or second 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 Organization 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 of the meeting. 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 Organization's website: [www.●.com](http://www.●.com).

7.2 The Organization's annual financial statements will be posted on the Organization's website ([www.●.com](http://www.●.com).) within six months of year end.

DATE: ●

**CANADIAN SPORT GOVERNANCE CODE**

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

Draft dated April 27, 2021

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

### 1. PURPOSE<sup>31</sup>

- 1.1 Attached as [Appendix 1](#) is the Written Certificate of Chief Executive Officer and 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 Board of Directors (the “**Board**”) quarterly at the first Board meeting held after December 31, March 31, June 30 and September 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 Organization. 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 Organization’s standing, financial or otherwise, by ensuring that the Organization and its senior management are held accountable and responsible to the Board.

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<sup>31</sup> If a Partially Exempted NSO does not have a CFO or a person who performs the functions of a CFO, the certificate may be signed only by the CEO or Executive Director. For a Partially Exempted NSO, the certificate can be delivered either quarterly or semi-annually.

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

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

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I (**name**), the Chief Executive Officer, and I, (**name**), the Chief Financial Officer of the Organization, undersigned, hereby certify in our capacity as officers of the Organization that as at ● [date]:

1. all required remittances, be they for deductions at source, sales taxes and or any other government remittances<sup>32</sup>, have been made,
2. all other payments for which directors are personally liable have been made,
3. confirm that all insurance coverage (including directors and officers liability insurance) approved by the Board is in full force and effect and that all premiums for such insurance have been paid, and
4. attached as [Exhibit A](#), is a table describing (a) any breach of a material agreement and the status of any claims or lawsuits threatened or initiated against the Organization including a status update on each; and (b) any material risks (financial or otherwise) to the Organization.

Date:

*[Signature Page Follows]*

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<sup>32</sup> Please note that remittances owed will vary depending on the province in which the Organization operates.

Per: \_\_\_\_\_  
Name:  
Title: Chief Executive Officer

Per: \_\_\_\_\_  
Name:  
Title: Chief Financial Officer



**EXHIBIT A**

<b>Description of Breach, Claim or Lawsuit</b>	<b>Status</b>	<b>Changes from Last Certificate</b>

<b>Material Risks</b>	<b>Changes from Last Certificate</b>

**CANADIAN SPORT GOVERNANCE CODE**  
**GOVERNANCE CHECKLIST**

Draft dated April 27, 2021

**[NOTE: COC to complete 2.2, 2.3 and 2.4]**

## GOVERNANCE CHECKLIST

### 1. PURPOSE

- 1.1 The purpose of the Governance Checklist is to ensure that ● (the “**Organization**”) and its Board of Directors (“**Board**”) achieves good and effective governance. The Governance Checklist 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 Organization 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 Organization will be provided with resources including templates, checklists and other miscellaneous documents, as well as legal expertise and ongoing educational opportunities. The Organization may be provided with additional resources, as per its legal and practical needs.

### 2. RESOURCES

#### 2.1 Templates and Checklists

The Organization will be provided with the following templates and checklists to help it comply and implement the Code:

- Templates Concordance,
- Template By-law Provisions
- Board Mandate,
- Diversity Policy,
- Annual Diversity Report,
- Skills Matrix,
- Responsibilities of the Board Chair,
- Job Description for Chief Executive Officer,
- Travel Policy,
- Memorandum Describing Board Review Process and Director Questionnaire,
- Nominating Committee Terms of Reference,
- Governance and Ethics Committee Terms of Reference,
- Audit and Finance Committee Terms of Reference, and

- Written Certificate of Chief Executive Officer & Chief Financial Officer.

**2.2 Miscellaneous Documents**

[to be completed].

**2.3 Legal Expertise**

[to be completed].

**2.4 Ongoing Educational Opportunities**

[to be completed].

DATE: ●