

TERMS OF REFERENCE: GOVERNANCE COMMITTEE

Mandate

The Governance Committee (the “Committee”) is a Standing Committee of the Board of Directors of Archery Canada (the “Board”). The Committee is responsible for advising the Board in fulfilling its responsibilities relating to strategic planning, governance, governance structure and governing documents.

Key Duties

In fulfilling its mandate, the Committee will ensure that it is aligned with Archery Canada’s Strategic Plan. Specifically, that Archery Canada is an “optimally governed organization”, and perform the following key duties:

- review Archery Canada governing documents annually;
- advise the Board of its obligations under Archery Canada governing documents;
- advise the Board on the adequacy and effectiveness of Archery Canada’s key governing documents and framework policies;
- review proposed changes to Archery Canada policies and committee terms of reference to ensure consistency and complementarity of mandates amongst all policies and committees;
- review Archery Canada policies that do not fall under the mandate of a specific committee;
- track the expiry of the Strategic Plan, ensure the renewal process is initiated and advise the Board, as necessary;
- recommend the implementation of Board and committee best practices in alignment with the Strategic Plan and the COC Canadian Sport Governance Code;
- assess the collective skill set required for the Board to be effective and advise the Nominations Committee of any skill gaps and advise the Board;
- review and update the Board orientation package for directors; and
- perform such additional tasks as may be delegated to the Committee by the Board from time to time.

Authority

The Committee has authority to provide advice and make recommendations to the Board.

Composition

The Committee will be comprised of a minimum of three (3) / maximum five (5) persons. Two of these persons must be Directors on the Board. The Board will designate the Chairperson of the Committee, who shall be a Director.

Appointment

The Board appoints members to the Committee annually. The Board will have discretion as it relates to the term(s) of member(s) on the Committee; in any event, no member(s) shall serve on the Committee for longer than six (6) consecutive years. Should a vacancy occur on the Committee, for whatever reason, the Board may appoint a qualified person to fill that vacancy for the remainder of the vacant position's term. The Board may remove any member of the Committee.

Meetings

The Committee shall meet by telephone, video conference or in person, as required. Meetings will be as called by the Chairperson.

Resources

The Committee will receive the necessary resources from Archery Canada to fulfill its mandate and the CEO will assign staff persons to assist the Committee with its work.

Reporting

The Committee will report to the Board, in writing, at every meeting of the Board. The Committee will report to Members at the AGM, by way of a written report of the Committee Chairperson.

Review and Approval

The Board will review these terms of reference every two years.