



## **Governance Committee Terms of Reference**

### **Purpose:**

The Governance Committee (Committee) is a standing committee of the board. It is responsible for overseeing and advising the Board with respect to Ski Jumping Canada's approach to good governance, governance framework, Board stewardship, including Board succession planning, and process to support and evaluate the effectiveness of the Board, Committees and individual Board Members.

### **Core Values for Guiding the Committee:**

The Governance Committee is guided by the Ski Jumping Canada's values of Caring, Community, Excellence, Honesty, Sustainability & Financial Health, and Diversity & Inclusion. The Committee recognizes that the culture we set at the committee level should be reflective of the culture and expectations of Ski Jumping Canada.

### **Key Duties:**

The Committee will perform the following key duties:

- On an ongoing basis, provide expertise and knowledge to enhance the quality of Board discussion on governance matters and facilitate effective Board decision-making in this area,
- On a regular basis, reviews the governance framework (including bylaws, role descriptions and written policies) for Ski Jumping Canada and advise the Board regarding: areas of concern; best practices; and recommended changes,
- Monitors good governance practices or trends to identify opportunities to evolve the Board's governance effectiveness,
- Understand and stay on top of the relevant Canadian legislation impacting not-for-profit organizations in Canada,
- Annually reviews the composition of the Board as a whole and recommends, if necessary, changes to the Board Skills and Experience Matrix to ensure the desired Board composition includes an appropriate balance of knowledge, experience, skills, expertise and diversity,
- Annually or as vacancies arise, works with the Board Chair and Nominations Committee Chair to identify any gaps that should be filled in new Board Member candidates and recommends to the Board the desired skills and experiences for potential new Board Members,
- Ensures a nomination process is in place for the Board of Directors of Ski Jumping Canada,

Policy Category: Governance

Approval Authority: Board Approval

Approved: March 29, 2025

Next Review Date: Spring 2026

- Ensures programs are in place for new Board Member orientation and ongoing professional development,
- Advises on the strategic planning processes and board policy review processes,
- Assists and supports the annual review process for evaluating the effectiveness of the Board, the Board Chair, Committees and Individual Board Members,
- Ensures that a Code of Conduct is in place for the board as well as a process to address any issues. Reviews the Code of Conduct on a regular basis,
- Additional duties as may be delegated to the Committee by the Board from time to time.

**Authority:**

The Committee will exercise its authority in accordance with the Bylaws and such additional provisions as set out in this Terms of Reference and will do so without interference from the Board.

The Committee is an active advisor to the Board on all governance matters and makes recommendations to the Board for approval, as needed. The Committee, with approval from the Board, may establish sub-committees or Task Forces to deal with specific issues in relation to the mandate of the Committee.

**Composition:**

The committee will be composed of a minimum of three members and up to four members who are appointed by the Board.

The Chairperson of Ski Jumping Canada may serve as an ex-officio member of the Committee.

**Meetings:**

The Committee will meet by tele-conference; video-conference or in person, as required. Meetings will be at the call of the Chair. Minimally the committee shall meet 3 – 4 times per year.

**Resources or Support:**

The Committee will receive the necessary resources from Ski Jumping Canada to fulfill its mandate. The Committee may, from time to time, receive administrative support from Ski Jumping Canada.

**Responsible to:**

The Committee reports to the Board of Directors through the Chair of the Board. Status reports at a meeting of the Board, or full reports at a meeting of the Members, shall be presented by the Chair.

**Policy Oversight:**

- Ski Jumping Canada Bylaws

- Board/Governance Terms of Reference
- Board Position Descriptions
- Board Eligibility and Determination Policy
- Board Evaluation
- Code of Conduct (Board of Directors)
- Conflict of Interest Policy
- Confidentiality Policy
- Other Relevant Governance Policies

**Evaluation:**

The Board of Directors and Chair of the Committee will evaluate the performance of the Committee. The performance of the committee will be assessed against the accomplishment of yearly objectives/deliverables, as well as fulfilling the key duties as outlined in these terms of reference

**Review and Approval of Terms of Reference:**

The Board will review these Terms of Reference on a regular basis, with input from the Committee as required.

**Other:**

The provisions of the Bylaws as they relate to the Governance Committee will also apply.