



Governance Committee – Terms of Reference
Approved July 26, 2023

1. Overview:

The Governance Committee (GC) is a standing committee of Squash Canada. This Terms of Reference outlines the mandate, the roles and responsibilities, the composition, and levels of authority of the GC.

2. Mandate & Objectives:

The Governance Committee ensures good governance practice including oversight of risk management practices, policy development, safe sport, annual review of the Board, the President, and the CEO; attends to Board, President, and Committee succession; and is responsible for establishing strategic goals through an effective strategic planning process.

Members of the GC should possess a high level of experience and knowledge with good governance practices as well as a working knowledge of the Canadian Sport Governance Code. In addition to providing ideas, advice and input, members are expected to reasonably assist with productivity (e.g., production of materials, research, delivery activities, training, and such as appropriate to respective skills and experience).

3. Composition:

The Committee is comprised of 3-4 Board members. The CEO and COO will sit on the committee as ex-officio.

The Committee may include two (2) Non-Board Members to serve on the Committee or task team at the discretion of the Committee Chair and/or allow for stakeholders to attend GC meetings at the discretion of the Chair.

Committee appointments are subject to approval by the Squash Canada Board of Directors.

4. Key Duties:

The main responsibilities of the Governance Committee include the following:

Succession Planning

- Assess annually the composition and organization of the Board against the requirements of the By-Laws and the Strategic Plan.
- Identify suitable candidates for, and make recommendations to the Board concerning, nominations for Board membership.
- Make recommendations, prior to the Annual General Meeting or at the first meeting of the Board following, regarding appointments of committee chairs and members (including persons who are not Board members).
- Plan for and make timely recommendations regarding succession of the President.

Strategic Planning

- Steer the strategic planning process and monitor its implementation.

Board Effectiveness

- Work with the President to establish and carry out an effective orientation of new Board members, including a mentorship program, and to facilitate the on-going development of all Board members.
- Review the committee structure of the Board and recommend the establishment and disbandment of standing and ad hoc committees from time to time as needs dictate.
- Conduct and facilitate evaluations of the Board, the President, annually or as appropriate.
- Assist the President of the Board to ensure that the work of the Board is communicated effectively to the Canadian squash community.

Risk Management

- Oversee the development of an enterprise risk management program that supports the achievement of Squash Canada's strategic business objectives.

- Provide guidance and support for policy development review prior to receiving Board approval.

Responsibilities for the President of the Board in conjunction with the Chair of the Governance Committee

Leadership Support

- Ensure that an evaluation of the CEO is conducted by the Board, annually or as appropriate.
- Review the professional development plan for the CEO and support the CEO in its implementation.
- Review with the CEO and senior leadership with attention to leadership strength and future leadership needs.

5. Authority:

The committee will provide recommendations and advice primarily to the Board and the Staff leadership management team (CEO, COO) where appropriate. The committee will make formal recommendations to the Board of Directors for review and approval of all matters related to Governance.

6. Appointments and Term:

Each member of the Committee will be asked to serve for a period of two years with renewal to be mutually determined. The Board of Directors of Squash Canada appoints the Chair.

Each term is for a 2-year period and shall be calculated from the date of the previous year's AGM, or in the case of initial composition of the committee, 2 years plus possible additional months to get to an AGM cycle. An appointed member may serve up to a maximum of 3 successive terms each of 2 years.

Should a vacancy occur, for whatever reason, the Chair, in consultation with the committee may appoint a qualified person for the remainder of the vacant position's term.

The Board may remove any member from the Committee, for violating the Code of Conduct Policy, Conflict of Interest Policy and Confidentiality agreements as well as for any action, which is not consistent with the committee's mandate or Squash Canada's policies and bylaws.

Members must declare any conflicts of interest and sign the Conflict of Interest and Confidentiality Agreements.

7. Meetings:

Seven (7) meetings are scheduled throughout the year; additional meetings are scheduled as needed and may be conducted by virtually or in-person. Meetings will be called, as needed, by the Chair.

8. Minutes:

Minutes shall retain confidentiality and be circulated to all members of the Committee and to the CEO and COO within 14 days of the meeting.

9. Review and Approval:

The Board of Directors will review the terms of reference for this committee every three (3) years.

10. Intellectual Property:

Any and all material, written or audio-visual, developed by Committee members in the performance of their duties, becomes and remains the property of Squash Canada.

11. Reimbursements:

No member of the GC shall be entitled to receive reimbursement for expenses incurred in the performances of service unless authorized in writing by the CEO of Squash Canada.