

**Terms of Reference  
Audit and Risk Committee**

**PURPOSE**

The Audit and Risk Committee (the “**Committee**”) is a Standing Committee of the Board of Directors (the “**Board**”) of Ringette Canada (the “**Organization**”). It is responsible for supporting the Board in fulfilment of its financial and risk-related oversight responsibilities.

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**”).

**DUTIES and RESPONSIBILITIES**

The Committee is responsible to assist the Board to ensure appropriate oversight of financial and risk-monitoring processes, controls and reporting, and the process to deliver audited financial statements to the Organization’s Members.

The Committee will make recommendations to the Board regarding the Organization’s financial oversight and risk management policies and practices and identify best practices for implementation.

**AUTHORITY**

The Committee will exercise its authority in accordance with the Organization’s By-Laws and such additional provisions as are set out in these Terms of Reference and will do so without interference from the Board or the management of the Organization.

The Committee may request members of the Organization’s senior management or external advisors or experts as it may see fit from time to time to attend all or part of the meetings of the Committee to provide information and assist in the discussion and consideration of the duties of the Committee.

The Committee may engage outside experts, including consultants, or other advisors, when it deems appropriate to properly discharge its responsibilities to the Organization. The Committee must seek approval from the Board for any expenditures related to external advisors or consultants.

The Chair shall engage the necessary experts in consultation with the Board and Executive Director and the Board shall be kept informed of both the selection of the experts and their advice.

## **COMPOSITION**

The Committee shall be composed of up to five members, including a minimum of three Board directors. The majority of the Committee shall be financially literate, and a majority shall be experienced in risk management. The Board shall approve appointments to the Committee annually, including the Chair of the Committee, from among the other directors.

The President and the Executive Director will be ex-officio, non-voting members of the Committee, not included in the five.

## **MEETINGS**

Meetings may be at the call of the Chair, the President, or any two members of the Committee, or in accordance with a schedule adopted by the Committee and shall include a meeting agenda. The committee shall meet at least 4 times per year.

A majority of the Committee, which includes a minimum of two Board members, shall constitute a quorum. The Committee shall endeavour to reach consensus on all significant decisions. If consensus cannot be reached, the determinations of the Committee shall be made by a majority of its members present. In the event there is no majority, the Chair of the Committee shall be entitled to cast the deciding vote.

The Committee shall keep and approve Minutes of its meetings in which shall be included significant discussions and all action items. The minutes shall be made available to all Board members as soon as practicable.

The Committee may invite directors and members of the Organization's senior management or other external advisors or experts as it may see fit from time to time to attend all or part of the meetings of the Committee and assist in the discussion and consideration of the duties of the Committee.

Committee members will meet separately at every Committee meeting without the Organization's staff present. The Chair of the Committee will inform the Executive Director of the substance of these sessions to the extent that action is required by management.

## **REPORTING**

Committee minutes will be included in the Board materials for the next Board meeting, and the Chair of the Committee shall make an oral report to the Board, which will include Committee recommendations, where applicable.

## **RESOURCES AND BUDGET**

Purchasing and contracts shall be at the request of the Chair of the Committee and shall be processed by the Executive Director using the Organization's usual process and procedures including spending authorities.

## **DELIVERABLES**

The Committee will be responsible to provide guidance to the Board on all matters related to the Organization's financial reporting and risk management policies and processes.

Notwithstanding the foregoing, the Committee will:

- Recommend the appointment and the compensation of, and, if appropriate, the termination of the independent auditor. The independent auditor's performance will be reviewed, together with staff, on an annual basis;
- Liaise with auditor prior to audit, review the Management Letter, audit report and financial statements together with the auditor and provide a recommendation to the Board regarding the acceptance of the reports and financial statements;
- Ensure that the Organization's annual financial statements are posted on the Organization's website within six months of year end;
- Review the Organization's quarterly and annual financial statements and related documents, and provide feedback to staff prior to Board review of these documents;
- Recommend to the Board for approval policies that set out the risk philosophy of the Organization and the expectations and accountabilities for identifying, assessing, monitoring and managing risks. These policies will be reviewed by the Committee on an annual basis; and
- Review all new policies and policy updates prior to their submission to the Board to provide insight and recommendations consistent with the Committee's mandate, for the Board's consideration.

## **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. The Committee may not delegate any of its responsibilities to another committee without approval by the Board.

## **TERMS OF REFERENCE REVIEW**

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. These Terms of Reference will be posted on the Organization’s website.

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