

GOVERNANCE AND ETHICS COMMITTEE
Terms of Reference

PURPOSE

The Governance and Ethics (“**Committee**”) is a Standing Committee of the Board of Directors (“**Board**”) of Ringette Canada (the “**Organization**”). It is responsible for supporting the Board in fulfilment of its oversight of the Organization’s governance practices and ethical conduct.

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 for providing advice on all matters relating to the Organization’s governance and ethical issues, and for reporting and making recommendations to the Board regarding such matters, as appropriate. This will include reviewing the Organization’s corporate governance principles, policies, and governance documentation, implementing board governance best practices as appropriate for the Organization to facilitate Board effectiveness, overseeing the onboarding and continuing education of directors, and ensuring that the Organization operates in an ethical manner, consistent with its values, policies, and obligations.

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 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 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 have experience with board governance and/or ethics matters, including having knowledge regarding Board effectiveness practices. The Board shall approve the appointments to the Committee annually and the Chair of the Committee shall be appointed by the Board, 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.

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 Ringette Canada'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 governance and ethical issues.

The Committee will:

- Assess the effectiveness and performance of the Board and its committees and the contribution of each Board member,
- Review the composition of the various committees 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 Executive Director ("CEO"), Chair of the Board and chairs 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 with reference to the requirements set out in the Board Mandate
- Assess the need, and to coordinate a program, for continuing education for members of the Board,
- Ensure that programs relating to succession planning and performance evaluation are effectively integrated with the Organization's strategy,
- Annually review organizational structure and succession planning matters,
- Review the Organization's General By-Law on an annual basis to assess whether any changes are required for legal compliance or other governance reasons, and if so, to recommend the necessary changes to the Board for approval and Member ratification
- The Committee shall interpret the Articles of Continuance and General By-Law, and provide guidance and advice thereon and on other governance matters, as requested or required. The Executive Director will be responsible for updating and maintaining the currency of Ringette Canada's Articles of Continuance and General By-Law, consistent with membership requirements and applicable laws. The Executive Director may require assistance and input from the Committee as needed.

- Review all newly proposed 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 Committee shall conduct an evaluation of the Committee's performance and Terms of Reference annually and recommend to the Board such Terms of Reference changes, as the Committee deems appropriate.