



Governance Committee Terms of Reference (ToR)

November 2018

1. Committee Purpose

The purpose of the Canadian Fencing Federation's ("CFF" or "the Organization") Standing Committee on Governance ("The Committee") is to facilitate the CFF's ongoing compliance with all statutory and regulatory instruments governing its affairs, and ensure alignment of the Organization's policy and governance frameworks with Not-for-Profit sector best practices.

2. Committee Mandate

a) The Committee's mandate is to provide ongoing advice to the CFF Board of Directors ("the Board") on all matters related to enactment, interpretation, application, or revision of policies, guidelines, by-laws and other governance tools and frameworks, established by the CFF, its Members, the Government of Canada, its ministries, agencies, funding partners, international athletic organizations, and other parties, as may be applicable.

b) In conducting its activities, the Committee shall combine and balance proactive efforts to identify and explore opportunities for enhancements to the CFF's existing policy and governance frameworks, with issue-specific tasks that the Board may from time to time direct the Committee to undertake.

3. Committee Responsibilities

The Committee's responsibilities shall include the following activities:

a) Providing recommendations to the Board on all matters pertaining to the CFF's policy and governance frameworks and instruments;

b) Drafting the language of new, or amendments to the existing policy instruments recommended by the Committee for to the Board's consideration;

c) Undertaking policy and legal research on matters pertaining to the CFF's policy and governance frameworks and instruments, or those enacted or contemplated by its Partners;

d) Developing policy options and articulating the anticipated implications of discrete courses of action underlying the options considered;

e) Selecting and commissioning qualified third parties to undertake research, render expert opinions, or provide other services that the Committee may reasonably require;

f) Liaising with Members on matters related to the Committee's ongoing work, where the Committee deems engagement to be beneficial ahead of making recommendations to the Board;

g) Provide opinions and recommendations to the requesting party on questions related to consistency with the CFF Bylaws of policy or program decisions made or contemplated by the CFF's standing



committees, or any material third-party agreements or transactions contemplated by the Board, its Committees, and the Organization's staff.

- h) Performing periodic "policy housekeeping" audits of completeness, external compliance, consistency or continued appropriateness of provisions comprising the CFF Bylaws and other policy and governance documents and frameworks.
- i) Ensuring completeness, currency, and adequate implementation of the CFF's risk management frameworks
- j) Coordinating identification, outreach and introduction to the Members of qualified and experienced candidates for potential Board and/or standing committee positions.
- k) Facilitate orientation, support and continuing professional education for the Directors.
- l) Develop and oversee the annual performance review process for the full Board, and performance assessment of Board committees and recommend corrective actions if need be;
- m) Develop and recommend to the Board performance measurement policies, frameworks and standards for CFF staff, suppliers and contractors.
- o) Maintain a horizontal scan/global watch for governance development, best practices, and other opportunities relating to non-profit Boards and other PSOs that could lead to growth and improvement of the activities of the Board and CFF.
- p) Support the President and Executive Director in their government relations function related to governance issues.
- q) Regularly review and ensure the adequacy of CFF's Code of Conduct provisions applicable to Directors.
- k) Perform other duties consistent with the Committee's purpose and mandate as may be requested by the Board from time to time.

4. Authorities

In exercising its mandate, the Committee shall have the following authorities:

- a) to make formal recommendations to the Board of Directors as to the proposed courses of action related to matters within its mandate.
- b) to initiate on its own motion policy and legal research and analysis activities pertaining to the existing policy and governance instruments utilized by the CFF;
- c) to request cooperation in the ongoing initiatives from Chairs of the Board's standing and ad-hoc committees as may deemed necessary in fulfilling its mandate;



d) to retain the services of, and authorize payments for services rendered by professional third-party providers retained by the Committee in the process of conducting its activities.

5. Membership, Tenure, Meetings and Voting

- a) The Committee shall be comprised of a Chairperson and no less than two additional members
- b) The maximum number of Committee members shall be seven, including the Chairperson;
- c) All members, including the Chairperson shall serve a term of one year, and such terms may be renewed to a maximum of six consecutive terms, subject to the requirements of Section 5(c);
- d) The Committee shall meet by telephone, by electronic means, or in person, as required. Meetings will be set at the call of the Chair in consultation with the committee membership;
- e) The committee meetings shall be considered to have quorum when 2/3 of the membership are present at the meeting;
- f) To maximize the efficiency of its operations, the Committee shall be permitted to utilize electronic voting on matters before it.

6. Governing Principles

In fulfilling its mandate, the Committee and its members shall be guided by the principles of transparency, good governance, and evidence-based decision making.

7. Convening Authority and Accountability

The Committee's convening authority is the Board. The Committee is accountable to the Board for all of its actions, recommendations and deliverables.

8. Manner of Providing Recommendations

- a) The Committee's recommendations to the Board shall be provided in written form;
- b) The recommendations shall articulate the following considerations, as relevant:
 - i) background and context of the initiative(s) on which the advice is being provided;
 - ii) scope and nature of research and analysis activities undertaken;
 - iii) options considered along with their anticipated implications;
 - iv) rationale for options recommended.
 - v) alignment with the strategic plan, the Board's risk management documentation, and other fundamental elements of the CFF governance framework.
- c) Subject to privacy and confidentiality concerns, the Committee's recommendations shall be available to Members for reference within 21 business days from the date of their formal issuance, in both official languages.



9. Policies Issued by Other Committees

a) For clarity, the existence of this Policy and Governance Standing Committee shall not prevent other CFF committees, the Board, and CFF employees from issuing, implementing and enforcing policies within the scope of their respective mandates and responsibilities.

10. Annual Reporting to Members

a) The Committee's Chairperson or a member designated by the Chairperson, shall report on the results of the Committee's work during the CFF's Annual General Meeting, or another annual event as may be designated by the Board.

b) In reporting the results, the Committee shall gauge its effectiveness on the basis of qualitative and/or quantitative performance measures established at the time of review of its initial priorities, or amended at later junctions as may be agreed upon between the Board and the Committee Members.

c) Annual reporting shall include the reporting on the Committee expenditures for the relevant fiscal period (if any).