



GOVERNANCE COMMITTEE TERMS OF REFERENCE

Mandate

The Governance Committee (the “Committee”) is a Standing Committee of Weightlifting Canada Haltérophilie (“WCH”). The Committee is responsible for advising WCH in fulfilling its responsibilities relating to strategic planning, governance, governance structure and governing documents.

Key Duties

In fulfilling its mandate, the Committee will ensure that it is aligned with WCH’s 2023 – 2024 Operational Plan (the “Operational Plan”) and, when complete, WCH’s Strategic Plan. Specifically, the Committee aims to ensure that WCH strives towards being an “optimally governed organization” and shall perform the following key duties:

- review WCH governing documents annually;
- advise the WCH Board of Directors (the “Board”) of its obligations under WCH governing documents;
- advise the Board on the adequacy and effectiveness of WCH’s key governing documents and framework policies;
- review proposed changes to WCH’s policies and committee terms of reference to ensure consistency and complementarity of mandates amongst all policies and committees;
- review WCH policies that do not fall under the mandate of a specific committee;
- recommend the implementation of Board and committee best

- practices in alignment with the COC Canadian Sport Governance Code;
- assess the collective skill set required for the Board to be effective and advise the Nominations Committee of any skill gaps and advise the Board;
 - review and update the Board orientation package for directors; and
 - perform such additional tasks as may be delegated to the Committee by the Board from time to time.

Authority

The Committee has authority to provide advice and make recommendations to the Board. It has no independent decision-making authority.

Policy Responsibility

The Committee is responsible for policy research and oversight of all WCH Committee Terms of Reference, and the following organizational policies:

- Governance Committee Terms of Reference
- Board of Directors
- Board Committees
- WCH Bylaws
- Policy Review

Composition

The Committee will be comprised of a minimum of 3 persons and a maximum of 5 persons. Two of these persons must be Directors on the Board. The Chairperson of the Committee shall be a Director.

Appointment

The Board appoints members to the Committee annually. The Board will have discretion as it relates to the term(s) of member(s) on the Committee; in any event, no member(s) shall serve on the Committee for longer than six (6) consecutive years. Should a vacancy occur on the Committee, for whatever reason, the Board may appoint a qualified person to fill that vacancy for the remainder of the vacant position's term. The Board may remove any member of the Committee.

Meetings

The Committee shall meet by telephone, video conference or in person, as required. Meetings will be as called by the Chairperson. The Committee shall meet no fewer than 6 times per year.

Resources

The Committee does not have its own budget. Where resources may be required to fulfill its mandate, it shall submit a request to the Treasurer.

Objectives/Deliverables

On an annual basis, the Committee will establish a plan outlining the objectives and deliverables for that year and present it to the Board. The plan shall reflect how the Committee intends to fulfill its mandate and key duties for that year.

Evaluation

The Officers of WCH will review the performance of the Committee each year. The performance of the Committee will be reviewed against the accomplishment of yearly objectives/deliverables. This review will take place prior to the Annual General Meeting (“AGM”).

Reporting

The Committee will report to the Board, in writing, at every meeting of the Board. The Committee will report to Members at the AGM, by way of a written report of the Committee Chairperson.

Review and Approval

The Board will review these terms of reference every two years.

Approved: February 19, 2024