



TERMS OF REFERENCE: GOVERNANCE COMMITTEE

Mandate

The Governance Committee (the “Committee”) is a Standing Committee of the Board of Directors of Swimming Canada (the “Board”). The Committee is responsible for advising the Board 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 Swimming Canada’s 2021 – 2028 Strategic Plan (the “Strategic Plan”). Specifically, that Swimming Canada is an “optimally governed organization”, and perform the following key duties:

- review Swimming Canada governing documents annually;
- advise the Board of its obligations under Swimming Canada governing documents;
- advise the Board on the adequacy and effectiveness of Swimming Canada’s key governing documents and framework policies;
- review proposed changes to Swimming Canada policies and committee terms of reference to ensure consistency and complementarity of mandates amongst all policies and committees;
- review Swimming Canada policies that do not fall under the mandate of a specific committee;
- track the expiry of the Strategic Plan, ensure the renewal process is initiated and advise the Board, as necessary;
- recommend the implementation of Board and committee best practices in alignment with the Strategic Plan and 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.

Policy Responsibility

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



- Governance Committee Terms of Reference
- Board of Directors
- Board Committees
- Board/Committee Member Code of Conduct
- SNC General By-laws
- Policy Review
- Swimming Canada Officers Roles and Responsibilities Policy

Composition

The Committee will be comprised of a minimum of five (5) persons. Two of these persons must be Directors on the Board. The Board will designate the Chairperson of the Committee, who 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.

Resources

The Committee will receive the necessary resources from Swimming Canada to fulfill its mandate and the CEO will assign staff persons to assist the Committee with its work.

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 in November. The plan shall reflect how the Committee intends to fulfill its mandate and Key Duties for that year.

Evaluation

The Board will review the performance of the Committee. 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: September 11, 2006

Reviewed and approved: April 12, 2011

Reviewed and approved: April 5, 2019

Reviewed: February 10, 2022

Approved: April 28, 2022