

**GOVERNANCE COMMITTEE
TERMS OF REFERENCE / MANDATE**

1. Introduction

Good governance forms the foundation of organizational excellence. In accordance with Cross Country Ski de fond Canada (CCC) Governance Manual the Board of Directors of CCC, hereby forms a Governance Committee (the “Committee”) as a Board committee of CCC.

2. Purpose

To guide CCC in the development, evaluation and continuity of a culture of governance excellence.

3. Accountability

Reports to the CCC Board.

4. Mandate

The Committee will ensure the appropriate skills and perspectives are brought to bear to lead, develop, evaluate and implement the CCC Governance Manual. This will involve:

- a. reviewing and updating of CCC Governance Manual as outlined in each section and policy within the manual
- b. monitoring Board performance through measures committed to under Sport Canada Sport Funding Accountability Framework, as outlined in Section 2 of the Governance Manual
- c. monitoring not-for-profit industry best practices to identify governance standards and practices applicable to CCC and the development of governance knowledge of the Board
- d. recommending measures to build and enhance Board governance capacity through skill development, orientation, seminars, expert presentations
- e. reviewing and updating the Board Orientation Package
- f. developing, reviewing and updating the annual CCC Board forward agenda
- g. considering and recommending outside monitoring assistance
- h. considering formal professional development framework for staff, leaders and Board members
- i. reviewing the CCC Board committee structure and committee terms of reference to consider mandate and effectiveness
- j. reviewing the roles and responsibilities of the Board overall, Directors and the CEO
- k. ensuring appropriate reporting frameworks are established for ensuring Board and Director effectiveness to all stakeholders

5. Membership

- a. The Governance Committee shall be composed of:
 - 1) a minimum of three members of the Board of CCC, including the Chair;
 - 2) the CEO
- b. Those committee members referred to in subsection 5.a) shall be appointed by the Board.
- c. The term of a Committee member appointment is two (2) years and is renewable.

6. Committee Chairperson

- a. The Chair of the Committee shall be appointed by the CCC Board on the recommendation of the Board Chair.
- b. The Committee Chair is responsible for:
 - 1) providing leadership to the Committee (i.e.: convening meetings; developing agendas; assigning, supervising and coordinating the Committee work); and
 - 2) representing the Committee in communication.
- c. The Committee Chair shall report to the Nominations Committee and the CCC Annual General Meeting on the governance process and evaluation measures put in place, including: Director and Board Evaluation Survey, Director Experience summary, Chair Evaluation and Directors Attendance.

7. Decision-Making

The Committee shall endeavour to make decisions by consensus. In case of disagreement, all Committee members shall cast votes.

8. Meetings

- a. The Committee shall determine a meeting schedule that will facilitate achievement of the Committee's work plan, which should include at least four meetings per year. Committee meetings may be in person or by any other means that facilitates communication of all attending Committee members simultaneously. Minutes that reflect all significant decisions of the Committee shall be kept at all regular meetings. Minutes shall be available to the CCC Board.
- b. The Committee will report to all CCC Board meetings.
- c. The Committee shall lead governance sessions at all CCC Board meetings and the AGM. These sessions may include Director education and orientation, panel discussions, expert guests and survey reviews. The intent is to foster a culture of world-leading governance supporting the CCC Governance Policy and accountable management of a National Sport Organization.

9. Review

The terms of reference shall be reviewed and approved annually.