



Governance & Ethics Committee
Terms of Reference
APPROVED May 1, 2023

Name	Governance & Ethics Committee
Type	Standing, Governance
Reports To	Board of Directors
Purpose	The Governance & Ethics Committee is responsible for overseeing SFC's governance and ethics matters.
Duties & Responsibilities	<p>The Committee will:</p> <ul style="list-style-type: none"> ● Oversee and assess the functioning of the Board of Directors and its Committees against best practices, fiduciary responsibilities, and the COC Sports Governance Code. ● Ensure ongoing review and update of SFC's policies ● Provide recommendations on the association's approach to corporate governance and ethics matters and policy. ● Undertake other such governance initiatives as may be necessary or desirable to enable the Board to provide effective governance and contribute to the success of SFC. ● Drafts the annual report on Diversity for the Board
Composition	<p>The Committee is appointed by the SFC Board of Directors.</p> <p>The Committee will consist of three (3) SFC members in good standing with at least two (2) being an SFC Board member.</p> <p>The CEO will be an ex-officio member of the Committee.</p>
Chairperson	The Chair will be appointed by the Board of Directors.
Term	Members of the Committee will serve terms of one year.
Removal	The Board may remove any Committee Member by way of Ordinary Resolution. When a position on the Committee is vacant, the position will remain vacant until the SFC Board of Directors appoints a person to fill the vacancy for the remainder of the term.
Meetings	The Committee will meet by telephone / online or in person, as required, with meetings held at the call of the Chair, Executive Director or two Committee Members. The Committee will conduct its business with open and respectful dialogue.
Quorum	A majority of the Committee Members (50% plus 1).
Voting	Each Committee Member will be entitled to one (1) vote. At all meetings of Committee, every motion will be determined by an Ordinary Resolution (50% +1) of the votes cast. In the event of a tie vote, the motion is defeated.
Reporting	The Committee will report through the Chair to the Board at every Board meeting.
Resources	The Committee will receive resources from SFC to fulfill its mandate as determined by the SFC Board of Directors. The Committee may, from time to time, request and receive administrative support from SFC.
SFC Veto	<p>Notwithstanding the authority of the Committee to engaged in their prescribed duties, SFC retains a veto over such matters if, in the opinion of SFC:</p> <ul style="list-style-type: none"> ● they present unacceptable safety risks; ● they threaten the image and reputation of SFC or the sport; or



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	<ul style="list-style-type: none">• they impose financial costs that have not been accommodated in Board-approved general approved budgets. <p>This veto power will only be exercised in extenuating circumstances and in a reasonable fashion.</p>
Approval & Review	These Terms of Reference were reviewed by the SFC Board on <INSERT DATE>. This document will be reviewed and updated as needed annually by the Board.

Acknowledgement

I, _____, hereby acknowledge that I understand, accept and agree to comply with the information contained in the Terms of Reference.

Employee/Contractor/Volunteer/Member Signature: _____

Employee/Contractor/Volunteer/Member Printed Name: _____

Date: _____