

## **BOARD MANDATE**

### **I. PURPOSE**

- 1.1 The Board of Directors (the “**Board**”) of Ringette Canada (the “**Organization**”) has adopted this Board Mandate (“**Mandate**”) to assist it in supervising the management of the activities and affairs of the Organization as required under the *Canada Not-for-profit Corporations Act* (the “**Act**”) and the *Canadian Sport Governance Code* (the “**Code**”).
- 1.2 The Board will revise this Mandate from time to time based on its assessment of the Organization’s needs, legal and regulatory developments, and applicable best practices.

### **2. BOARD COMPOSITION**

#### **2.1 Membership Criteria and Board Succession**

- 2.1.1 The Nominations Committee is responsible for maintaining a Board succession plan that is responsive to the needs of the Organization and the interests of its various stakeholders.
- 2.1.2 Candidates for directors are initially considered and recommended by the Nominations Committee then elected by the Organization’s members. One third of the directors shall be elected at each annual meeting of members.
- 2.1.3 Candidates for Board membership will be identified based on the current needs of the Board, including the diversity of its membership, as referenced in the Diversity Policy, the competencies and skills that it possesses as a whole, as referenced in the Skills Matrix, and the competencies and skills the candidate would bring to the Board. The candidate’s character, integrity, judgment and record of achievement and any skills and talents the Candidate possesses which would add to the Board’s decision-making process and enhance the overall management of the activities and affairs of the Organization, will also be considered.
- 2.1.4 Within an independent Board staffed with directors who possess the necessary skills for the successful stewardship of the Organization , it is recognized that diverse perspectives, experiences and backgrounds provide for optimal Board performance. The Board shall develop a policy for diversity at the Board level. The Board shall report annually as to its approach and initiatives taken to attract directors with the required skills and diversity (including with respect to gender representation), whether it considers its initiatives successful and any additional steps the Board will be making towards objective required representation by women and diversity.

#### **2.2 Director Independence**

- 2.2.1 Board members shall be “independent” directors. An independent director means that a director has no fiduciary obligation to any body for ringette at the national or provincial level, receives no direct or indirect material benefit from any such body, and is free of any conflict of interest of a financial, personal or representational nature (provided that participation in ringette does not alone cause a person not to be independent). A person who would not be considered independent will be considered to be independent once they resign or terminate the circumstances that give rise to the non-independence.
- 2.2.2 The Board will review the independence of all directors on an annual basis. Directors have an ongoing obligation to inform the Board of any material changes in their circumstances or relationships which may affect the Board’s determination as to their independence.

2.2.3 No member of the Organization's management or executive team shall be a Board member. No Board member shall become the Chief Executive Officer ("CEO") or interim CEO of the Organization during their term as a director and for twelve months thereafter.

## 2.3 **Size**

The Board must be functional in size with a minimum of 5 board members and a maximum of 9 board members.

## 2.4 **Term**

The Nominations Committee will review each director's continuation on the Board prior to the end of that director's then current term and will make nomination recommendations on the basis of the best interests of the Organization. In order to balance the interests of the Organization in retaining directors who have been able to develop, over a period of time, significant insight into the Organization and its operations and an institutional memory that benefits the Board as well as management while, at the same time, ensuring for sufficient renewal, directors are subject to a term limit of six years.

## 2.5 **President**

2.5.1 Each year, the Board will elect a chair from among its directors to oversee the operations and affairs of the Board, who shall be the President of the Organization. The Board has developed a mandate for the President which shall be reviewed at least annually by the Governance and Ethics Committee and the Board.

2.5.2 The President shall not serve in this position for longer than six years.

## 2.6 **Athlete Representation**

2.6.1 At least one member of the Board will be an Athlete Director.

2.6.2 The Athlete Director shall be a current member of Ringette Canada's national team or an athlete that currently competes at the international level in ringette or a retired Ringette Canada national team athlete or ringette athlete that competed at the national level not more than eight years prior to their election to the Board.

## 3. **BOARD DUTIES AND RESPONSIBILITIES**

3.1.1 The fundamental responsibility of the Board is the stewardship of the activities and affairs of the Organization while ensuring that the Organization conducts its business and affairs ethically and in accordance with corporate governance practices determined by the Board to be appropriate for the Organization. The Board's function is not operational, as operational matters are the responsibility of the Organization's management.

3.1.2 All new board members shall receive orientation as to their roles and responsibilities as directors, which includes instruction on good governance and governance policies and which shall be refreshed for all directors after each election.

## 3.2 **Strategic Planning**

The Board is responsible for a strategic planning process to establish goals for the Organization. The Board will review and approve, on at least an annual basis, a strategic plan which takes into account, among other things, the opportunities and risks of the Organization's activities and affairs and will, during the course of the year, monitor the Organization's performance against such strategic plan.

### 3.3 **Enterprise Risk Management**

The Board is responsible for ensuring that the principal risks of the Organization's activities, including, but not limited to, competitive, inter-personal, operating, financial, legal and regulatory risks, are identified and understood by the Board and senior management and that there are appropriate systems in place which effectively monitor and manage those risks with a view to the long-term viability of the Organization. The Board shall, in fulfilling this responsibility, review the Organization's internal control systems and enterprise risk management program on at least an annual basis, including its risk management practices and the guidelines, policies and processes underlying such enterprise risk management program. The Board shall receive a report on the Organization's compliance with such enterprise risk management program on a quarterly basis.

### 3.4 **Corporate Governance, Social Responsibility, Ethics and Integrity**

3.4.1 The Board believes that having established corporate governance practices, as determined by the Board as being appropriate for the Organization and consistent with the Code, is essential to the well-being of the Organization and the promotion and protection of the Organization's interests.

3.4.2 The Board is responsible for developing the Organization's approach to corporate governance, including developing a set of corporate governance principles and guidelines. The Board oversees the functioning of the Organization's governance system, in part through the work of the Governance and Ethics Committee.

3.4.3 The Board is responsible for approving and monitoring compliance with policies and procedures designed to ensure that the Organization operates at all times in compliance with all applicable laws and regulations and in accordance with high standards of ethics and corporate governance. The Governance and Ethics committee will maintain a list of policies approved by the Board and a schedule for each policy's review.

3.4.4 The Board will provide leadership to the Organization in support of its commitment to corporate social responsibility, set the ethical tone for the Organization and its management and foster ethical and responsible decision-making by management.

### 3.5 **Appointment and Supervision of Management and Succession Planning**

The Board is responsible for:

- The selection, appointment, evaluation and, if necessary, the termination of the CEO, and will, with respect to other senior management of the Organization, review and approve the CEO's recommendations with respect to the appointment and termination of such member of management. In selecting the CEO, the Board must be satisfied that the candidate has the skills, experiences and qualifications that the Board considers appropriate to best serve the interests of the Organization.
- Satisfying itself of the integrity of the CEO and other senior management of the Organization and satisfying itself that the CEO and senior management create a culture of integrity throughout the organization.
- Developing corporate goals and objectives for the CEO and other senior management and then monitoring and assessing the performance of the CEO and other senior management against such corporate goals and objectives.
- Determining the compensation of the CEO and the compensation model for other senior management, with advice from the Human Resources Committee.

- Providing advice and counsel to the CEO in the execution of their duties.
- Ensuring adequate provision has been made to train and develop management and that management succession plans are in place.

### **3.6 Disclosure**

The Board will also ensure that mechanisms are in place to ensure that material developments at all levels of the Organization, including but not limited to material adverse financial developments, ethical or legal violations, and other material risks, are promptly and accurately reported to senior management and, ultimately, to the CEO and the Board.

### **3.7 Legal Obligations**

The Board is responsible for acting in accordance with the obligations contained in the Act and any other applicable laws. Among other things, the Board is required to:

- act honestly and in good faith with a view to the best interests of the Organization;
- supervise the management of the policy-making functions of the Organization;
- exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and
- exercise independent judgment.

### **3.8 Director Compensation**

Members of the Board will not be compensated for serving as a director but may be reimbursed for reasonable expenses in accordance with a Board-approved Travel Policy or upon the approval of the President and CEO, or in respect of the expenses incurred by the President, the approval of the CEO and the Chair of the Audit and Risk Committee.

### **3.9 Board Work Plan**

The Board will review and update, on an annual basis, a work plan for the ensuing year for the Board to ensure the Board fulfills its responsibilities on a timely basis.

### **3.10 Review Mandate and Performance**

The President will review and assess the Board's own performance, and the Board shall review and assess the adequacy of this Mandate at least once a year.

### **3.11 Quarterly Certification**

Directors shall receive quarterly a written attestation of the Chief Executive Officer that: all required remittances, be they for deductions at source, sales taxes and or any other government remittances have been made, all other payments for which directors are personally liable have been made, describes any breach of a material agreement and the status of any claims or lawsuits threatened or initiated against the NSO, including a status update of each, confirm that all insurance coverage (including directors and officers liability insurance) approved by the Board is in full force and effect and that premiums for such insurance have been paid and describes any material risk to the Organization (financial or otherwise).

#### **4. RESPONSIBILITIES OF DIRECTORS**

4.1 The primary responsibility of individual directors is to act honestly and in good faith and to exercise their judgment in what they reasonably believe to be the best interests of the Organization. The Board has developed the following specific expectations of directors to promote the discharge by the directors of their responsibilities and to promote the proper conduct of the Board:

- *Understand the Organization and its Activities.* Each director is expected to develop and maintain a thorough understanding of the Organization's activities, its strategy, operations, financial position and performance, the risks it faces and the competitive, social and political environments in which it operates.
- *Loyalty and Ethics.* All directors owe a duty of loyalty to the Organization which requires each director to put the best interests of the Organization ahead of any other commercial interest or personal interest they may have. Directors must disclose any conflict of interest on any issue, including any interest in a material contract or transaction, brought before the Board and refrain from participating in the Board discussion and voting on the matter unless asked by the Board to do so.
- *Prepare for Meetings.* Directors are expected to diligently prepare for each meeting, including by reviewing all materials circulated in advance of each meeting and should arrive prepared to discuss the issues presented. Directors are encouraged to contact the President, Board committee chairs, the CEO and, through the President, any other appropriate senior management to ask questions on agenda items prior to meetings.
- *Attend Meetings.* Directors are expected to maintain a high attendance record at meetings of the Board. Attendance by telephone or video conference may be used to facilitate a director's attendance. Directors are also expected to attend those committees of which they are a member. The Organization will include in the materials that are distributed to the members in connection with the election of directors the attendance record of each director for all board and committee meetings held since the beginning of the Organization's most recently completed financial year.
- *Participate in Meetings.* Directors are expected to be active and effective participants in the deliberations of the Board by participating fully and frankly in Board discussions and encouraging free and open discussion of the affairs of the Organization.
- *Continuing Education.* Directors are expected to pursue continuing education opportunities to maintain and enhance their abilities as directors and ensure that their knowledge of the activities of the Organization remains current.
- *Confidentiality.* Each director must maintain the confidentiality of information received in connection with their services as a director of the Organization.

#### **5. DELEGATION OF POWERS TO COMMITTEES AND SENIOR MANAGEMENT**

5.1 Subject to the limitations imposed by statute and the Board's oversight function and ultimate responsibility for the stewardship of the Organization, responsibility for the day-to-day management of the Organization's business and affairs has been delegated to the Organization's senior management. The Board may also delegate certain matters to committees of the Board. Any responsibility not delegated to management or a committee of the Board remains with the Board.

5.2 The Board's delegation of responsibility for the day-to-day management of the Organization's business and affairs to the Organization's senior management will be subject to such limitations as the Board may impose including, but not limited to, specified financial limits.

## **6. COMMITTEES**

### **6.1 Standing Committees**

6.1.1 The Board will at all times have an Audit and Risk Committee, a Governance and Ethics Committee, a Nominations Committee. The Board may, from time to time, establish such additional committees as it deems appropriate and delegate to them such authority permitted by applicable law as the Board sees fit.

6.1.2 Each committee will operate in accordance with applicable law, this Mandate, as adopted and amended from time to time by the Board, and the Code.

6.1.3 Each of the Audit and Risk Committee, the Governance and Ethics Committee, and the Nominations Committee will have written terms of reference which will be approved by the Board and posted on the Organization's website.

### **6.2 Composition and Independence**

6.2.1 The Governance and Ethics Committee will be responsible for recommending to the Board the persons to be appointed to each committee as members and as the chair of the committee and will review each committee's membership on at least an annual basis and otherwise periodically as circumstances require.

6.2.2 A majority of the members of the Audit and Risk Committee and the Governance and Ethics Committee shall be "independent" directors as defined above.

6.2.3 The Nominations Committee shall have an odd number of members and must not include any director up for election and shall include appropriate representation from the board including independent directors, athletes and other stakeholders with the objective that the committee is respected, credible and representative.

### **6.3 Chair**

The chair of each committee is responsible for guiding the committee in the fulfillment of its duties and responsibilities.

## **7. ACCESS TO MANAGEMENT AND INDEPENDENT ADVISORS**

7.1 Board members shall not liaise with management other than the CEO or assume operational responsibilities without the joint approval of the Board and CEO.

7.2 The Board by resolution has the authority to retain, set the terms of and compensate independent legal, financial or other advisors, consultants or experts that it determines necessary to assist it in carrying out its duties.

7.3 The Board may conduct any investigation appropriate to its responsibilities, and request any officer or other employee of the Organization, or any outside advisor, to attend a meeting of the Board or to meet with any members of, or advisors to, the Board.

## **8. MEETINGS**

### **8.1 Scheduling**

Board meetings are scheduled in advance at appropriate intervals throughout the year. Financial statements of the Organization shall be reviewed by the Board at a meeting:

- in respect of unaudited quarterly financial statements, within 60 days of a quarter ending;  
and
- in respect of the audited annual financial statements, within 90 days of year end.

In addition to regularly scheduled Board meetings, additional meetings may be called upon proper notice at any time to address specific needs of the Organization. The Board may also take action from time to time by unanimous written consent. A Board meeting may be called by the President, the CEO or any two directors.

### **8.2 Notice**

Notice of the time and place of each meeting of the Board must be given to each director either by personal delivery, electronic mail or other electronic means not less than 14 days before the time of the meeting. Board meetings may be held at any time without notice if all of the directors have waived or are deemed to have waived notice of the meeting. A director participating in a Board or committee meeting is deemed to have waived notice of the meeting except if the director attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

### **8.3 Agenda**

The President shall establish the agenda for each Board meeting in consultation with the CEO. The agenda will be distributed to directors in advance of each Board meeting to allow the Board members sufficient time to review and consider the matters to be discussed. Each Board member is free to request the inclusion of other agenda items, request the presence of, or a report by, any member of senior management and/or request the consideration of matters that are not on the agenda for that meeting, although voting on matters so raised may be deferred to another meeting to permit proper preparation for a vote on an unscheduled matter.

### **8.4 In-Camera Sessions**

- 8.4.1 Directors will meet separately at every Board meeting and at such other times as they may determine appropriate, without management present. The President will inform the CEO of the substance of these meetings to the extent that action is required by management.
- 8.4.2 At the request of the President or any independent director, the independent directors will meet separately, without management and the non-independent directors present.

### **8.5 Distribution of Information**

Information and data that are important to the Board's understanding of the business to be conducted at a Board meeting will normally be distributed to the directors reasonably in advance of the meeting or as soon as possible provided that the materials for a meeting must be delivered to all directors not later than the Friday before that meeting (for meetings on Saturday or Sunday, the materials must be delivered to all directors no later than the second Friday before the meeting).

## 8.6 Attendance

A director who is unable to attend a Board meeting in person may participate by telephone or teleconference. A director cannot appoint a proxy or a delegate to attend a meeting in the director's place.

## 8.7 Quorum

A quorum for any Board meeting is a majority of directors.

## 8.8 Voting and Approval

At Board meetings, each director is entitled to one vote and questions are decided by a majority of votes. The powers of the Board may also be exercised by resolution in writing and signed by all directors.

## 8.9 Procedures

Procedures for Board meetings are determined by the President unless otherwise determined by the by-laws of the Organization or a resolution of the Board.

## 8.10 Corporate Secretary

8.10.1 The Corporate Secretary acts as secretary to the Board. In the absence of the Corporate Secretary, or at the election of the Board, the Board may appoint any other person to act as secretary of the meeting.

8.10.2 The Corporate Secretary keeps minutes of the proceedings of the Board and circulates copies of the minutes to each director on a timely basis.

8.10.3 The Corporate Secretary shall ensure that minutes of all meetings of members will be posted on the Organization's website ([www.ringette.ca](http://www.ringette.ca))

## 9. PUBLICATION ON WEBSITE

9.1 This Mandate will be posted on the Organization's website: [www.ringette.ca](http://www.ringette.ca)

DATE: October 18<sup>th</sup> 2024.