



GOVERNANCE, ETHICS AND BYLAWS COMMITTEE TERMS OF REFERENCE

PURPOSE

The Baseball New Brunswick Governance, Ethics and Bylaws Committee, a standing committee of Baseball New Brunswick Board of Directors, is responsible for overseeing Baseball New Brunswick's governance and ethics, along with reviewing Baseball New Brunswick bylaws on a yearly basis and make recommendations to the Board and general membership as needed.

COMMITTEE COMPOSITION

- The Committee will consist of eight (8) persons and will include:
 - Baseball New Brunswick Director of Administration, Chair
 - Seven (7) at large committee members representing each Baseball New Brunswick designated Zone
 - Baseball New Brunswick Executive Director, ex-officio or delegate

DUTIES AND RESPONSIBILITIES

- Oversee and assess the functioning of the Board of Directors and its Committees against best practices, fiduciary responsibilities, and meeting requirements as set forth by the Government of New Brunswick and Sport New Brunswick.
- Ensure ongoing review and update of Baseball New Brunswick policies.
- Provide recommendations on the association's approach to corporate governance and ethics matters and policy.
- Evaluate the relationship of the Board of Directors with the Executive Director.
- Evaluate the effectiveness of the Board of Directors, anticipate conflicts of interest and maximize the use of Executive Director skills.
- 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 Baseball New Brunswick.
- Drafts the annual report on diversity for the Board.
- The committee will meet as required.



BASEBALL
New Brunswick/Nouveau-Brunswick

VOTING / DECISIONS

Each member of the Governance, Ethics and Bylaws Committee shall cast one (1) vote. Executive Director is a non-voting member. A tie vote is a defeated motion.

QUORUM

The majority of the voting members present forms a quorum. If the Chair is absent, then those present may select a Chair for that meeting from amongst themselves.

AUTHORITY OF THE COMMITTEE

The committee has the authority to interpret and apply Board approved policies.

RESPONSIBILITIES OF THE CHAIR

- To chair all meetings of the Committee.
- To ensure compliance with the Terms of Reference.

APPROVAL OF TERMS OF REFERENCE

Date Approved: April 29th, 2024