



Effective as of: March 2024

Terms of Reference

Name of Committee: Governance and Ethics Committee

Mandate: The Governance and Ethics Committee is a standing committee of the Board of Directors (the “Board”) for Water Polo Canada (“WPC”). It is responsible, at times in concert with other standing committees of the Board, for advising the Board relating to strategic planning, governance, governance structure, governing documents, and including compliance with stakeholders, including but not limited to, federal and provincial governing bodies.

Key Duties: Subject at all times to the Committee operating within the financial and budgetary policies of WPC, and provided at all times that all material issues shall be brought before the Board of Directors for WPC, prior to any decisions being made thereon, the Committee will perform the following key tasks:

- a) On an ongoing basis provide guidance to enhance the quality of Board discussion on policy and governance matters and facilitate effective Board decision-making in these areas. This may entail an annual review of the governance issues and practices as they affect WPC and make a comprehensive set of recommendation to the Board during each calendar year;
- b) Advise the Board on the adequacy and effectiveness of WPC’s governing and operational documents and framework policies;
- c) Recommend to the Board, as required, amendments to the Bylaws;
- d) To review with the Board on a regular basis, but not less than once every two years, the terms of reference of each of the committees of the Board, and the methods and processes by which the Board fulfils its duties and responsibilities;
- e) To review and respond to requests by individual directors of WPC to engage outside advisers at the expense of WPC (at all times subject to the recommendations of the Audit and Finance Committee and subject to Board approval);
- f) To work with the Risk Management Committee to identify, characterize, and assess risks of WPC’s operations and ensuring the implementation of appropriate systems to manage these risks;
- g) To develop a calendar of activities to be undertaken by the Governance and Ethics Committee for each ensuing year and to submit the calendar to the Board within a reasonable period following each annual meeting of members;
- h) Perform such additional tasks as may be delegated to the Governance and Ethics Committee by the Board from time to time.



Authority: The committee will be an active advisor to the Board. The committee will research policy and governance issues and then propose action in the form of a recommendation to the Board for approval. The Governance and Ethics Committee shall, at all times, act within the budgetary policies of WPC and shall ensure that Board approval is received prior to making any decision which is likely to have a material effect on WPC.

Policy Responsibility: The Governance and Ethics Committee shall be responsible, in concert with other standing committees of WPC, for oversight, review, and amendment of organizational policies, governing and constating documentation as required by the Board or as determined by the Committee from time to time. The Governance and Ethics Committee may collaborate with the Risk Management Committee at the request of either committee or at the direction of the Board.

Composition:

The Committee will be composed of a minimum of 3 persons. Two of these persons must be Directors of WPC. The Board will designate the Chairperson of the Committee, who shall be a Director.

Appointment/Election:

The Board appoints members to the Committee. Members will serve from appointment until the re-striking of the committee as determined by the Board from time to time. 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 in its sole discretion.

Meetings: The Committee shall meet as required. Meetings will be called by the Chairperson. Any director of WPC may request the chair of the Governance and Ethics Committee to call a meeting of the Governance and Ethics Committee and may attend at such meeting or inform the Governance and Ethics Committee of a specific matter of concern to such director and may participate in such meeting to the extent permitted by the majority of the Governance and Ethics Committee members.

Resources: The Committee will receive the necessary resources from WPC to fulfill its mandate and may have staff persons assigned to assist the Committee with its work at the discretion of the Executive Director. The Governance and Ethics Committee is authorized, at WPC's expense, to retain independent counsel and other advisors as it determines necessary to carry out its duties.



Objectives/Deliverables: The Governance and Ethics Committee will seek to meet the following objectives and produce the following deliverables, as reviewed and amended from time to time:

- a. Annual review of policies assigned to the Committee from the Board;
- b. Seek and receive input on Bylaw clarification and proposed revisions;
- c. Prepare, for Board consideration, any recommended amendments to governing documentation at least sixty (60) days in advance of each Annual Meeting;
- d. In conjunction with the annual Strategic Plan, determine specific objectives for the current year. These objectives must be simple, measurable and time-bound and must be reviewed and/or renewed annually.
- e. Establish review cycle of all governance policies;
- f. Establish review cycle for all committees' and terms of references;
- g. Maintain up-to-date knowledge of areas of effective governance to identify any new policy and/or manual implications (e.g. procedure development) and where required, work with the assigned staff to make the necessary changes/revisions
- h. Address matters as requested by the Board or Chief Executive Officer;

Strategic Plan: The Governance and Ethics Committee shall seek to execute its mandate and objectives by establishing a work plan, to be maintained and reviewed by the Governance and Ethics Committee annually, which shall be based on key success indicators addressed in the WPC Strategic Plan, as amended.

Evaluation: The Board of Directors will evaluate the performance of the Committee. The performance of the committee will be assessed against the accomplishment of yearly objectives/deliverables. This review will take place immediately prior to the Annual Meeting.

Reporting: The Committee will report to the Board, at every meeting of the Board. The Committee will report to members of WPC at the Annual Meeting, in the form of a written report.

Review and Approval: The Board of Directors will review these terms of reference every two years.