

Mandate:

- The Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Pickleball Canada Organization (the “Organization”).
- The Committee will be responsible for developing and recommending to the Board appropriate corporate governance and ethics principles and undertake such other initiatives that may be necessary to enable the Board to provide effective corporate governance.
- The Committee Terms of Reference should be read in accordance with the Canada Not-for-profit Corporations Act (the “Act”) and the Canadian Sport Governance Code (the “Code”).
- The Board will revise these Terms of Reference from time to time based on its assessment of the Organization’s needs, legal and regulatory developments, and applicable best practices.

Key Duties:

Although the Board may consider other duties and responsibilities from time to time, the Committee, to the extent it deems appropriate or necessary, will have the following duties and responsibilities:

- conduct an annual board self-evaluation to assess the effectiveness and performance of the Board and their committees and the contribution of each Board member,
- to review the composition of the various committees of the Board,
- to assess the qualifications of the various members of the Board, through the lens of the board skills matrix
- in cooperation with the Organization’s officers, develop for the approval of the Board and thereafter review, as requested by the Board, the adequacy of position descriptions for the Organization’s Executive Director, Chair of the Board and chairpersons of the committees of the Board
- at least annually, to review the adequacy of, and monitor compliance with, the Organization’s internal governance guidelines and policies, including recommending to the Board any additional guidelines or policies, as required, and reviewing and making recommendations in respect of:
 - management’s monitoring of compliance with the Act and the Code
 - any guidelines or policies that the Organization places from time to time (collectively, the “Policies”)
 - the practices of the Board (including separate meetings of independent directors) with reference to the requirements set out in the charter of the Board,
- if delegated this function by the Board, to be responsible for periodically granting any waivers from the application of any of the Policies,
- at least annually, to review the governance practices of the Organization and its respective boards and committees, to determine compliance with applicable rules and policies of regulatory authorities governing the Organization
- to review and respond to requests by individual directors or officers to engage advisors,
- to assess the need, and to coordinate a plan for professional development opportunities for members of the Board
- to ensure that programs relating to succession planning and performance evaluation are effectively integrated with the Organization’s strategy
- to annually review organizational structure and succession planning matters
- to report on governance matters as required by public disclosure requirements
- to undertake such other initiatives as are needed to help the Board deliver exemplary governance

Composition:

- The Committee will be composed of at least three directors, as designated by the Board from time to time, and a staff resource (non-voting) person
- The Committee shall have at least one independent director, as defined by the Code
- The chair of the Committee shall be designated by the Board from among the Committee members
- The members of the Committee will be appointed by the Board annually at the first meeting of the Board after a meeting of the members at which directors are elected and shall serve until the next

annual meeting of members or until their successors are duly appointed or until such committee member resigns, retires or is removed from the Committee by the Board

- The Board may fill any vacancy in the Committee by appointment from among the directors of the Organization

Responsibilities of Committee Members:

The primary responsibility of Committee members is to act honestly and in good faith and to exercise their business judgment in what they reasonably believe to be the best interests of the Organization. In addition to the responsibilities of Committee members as directors of the Organization, the Board has developed the following specific expectations of Committee members to promote the discharge by the Committee members of their responsibilities and to promote the proper conduct of the Committee

- **Prepare for Meetings.** Committee members 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. Committee members are encouraged to contact the Chair of the Committee, the Executive Director, and any other appropriate senior officer to ask questions and discuss agenda items prior to meetings
- **Attend Meetings.** Committee members are expected to maintain a high attendance record at meetings of the Committee. Attendance by telephone or video conference may be used to facilitate a Committee member's attendance. 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 committee member for all Committee meetings held since the beginning of the Organization's most recently completed financial year
- **Participate in Meetings.** Committee members are expected to be active and effective participants in the deliberations of the Committee by participating fully and frankly in Board discussions and encouraging free and open discussion of the affairs of the Organization
- **Continuing Education.** Committee members are expected to pursue professional development opportunities to maintain and enhance their abilities as members of the Committee and ensure that their knowledge of the matters for which the Committee is responsible remains current

Authority:

- The Governance Committee will exercise their authority in accordance with Pickleball Canada Policies and such additional provisions as are set out in the Terms of Reference
- To avoid any confusion, the Committee responsibilities identified above are the sole responsibility of the Committee and may not be allocated by the Board to a different committee without revisions to these Terms of Reference
- Committee members shall not liaise with management other than the Executive Director and shall not assume operational responsibilities
- The Committee, with the approval of 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
- The Committee 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 Committee or to meet with any members of, or advisors to, the Committee

Meetings:

- The Governance Committee will meet via video conference a minimum of four times per year at the call of the Chair.
- **Scheduling** - Committee meetings are scheduled in advance at appropriate intervals throughout the year. Additional meetings may be called upon proper notice at any time to address specific needs of the Organization. The Committee may also act from time to time by unanimous written consent. A Committee meeting may be called by the Committee chair, the Executive Director or any two Committee members.

- **Notice** - Notice of the time and place of each meeting of the Committee must be given to each Committee member either by personal delivery, electronic mail, facsimile or other electronic means not less than 48 hours before the time of the meeting. Committee meetings may be held at any time without notice if all the Committee members have waived or are deemed to have waived notice of the meeting. A Committee member participating in a committee meeting is deemed to have waived notice of the meeting.
- **Agenda** - The chair of the Committee shall establish the agenda for each Committee meeting in consultation with the Chair of the Board and the Executive Director. The agenda will be distributed to Committee members in advance of each Committee meeting to allow Committee members sufficient time to review and consider the matters to be discussed. Each Committee 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.
- **In-Camera Sessions** - Committee members will meet separately at every Committee meeting without management present. The chair of the Committee will inform the Executive Director of the substance of these meetings to the extent that action is required by management.
- **Distribution of Information** - Information and data that are important to the Committee's understanding of the business to be conducted at a Committee meeting will normally be distributed to the Committee members reasonably in advance of the meeting.
- **Attendance** - A Committee member who is unable to attend a Committee meeting in person may participate by telephone or teleconference. All directors are welcome to attend meetings of the Committee. A Committee member cannot appoint a proxy or a delegate to attend a meeting in the Committee member's place.
- **Quorum** - A quorum for any Committee meeting is a majority of Committee members.
- **Voting and Approval** - Each Committee member is entitled to one vote and questions are decided by a majority of votes. In the case of an equality of votes, the chair of the meeting has a casting or second vote. The powers of the Committee may also be exercised by resolution in writing and signed by all of the Committee members.
- **Procedures** - Procedures for Committee meetings are determined by the chair unless otherwise determined by the by-laws of the Organization or a resolution of the Committee.
- **Secretary** - The Committee shall select a person (who need not be a Committee member) to act as Secretary to the Committee. In the absence of that person, or at the election of the Committee, the Committee may appoint any other person to act as secretary of the meeting. The Secretary keeps minutes of the proceedings of the Committee and circulates copies of the minutes to each Committee member on a timely basis.

Resources:

- The Governance Committee will receive the necessary resources from Pickleball Canada to the extent approved in the annual budget, to fulfill its mandate. They will also receive the necessary administrative support from the Pickleball Canada office.

Reporting:

- The Governance Committee will maintain minutes of its meetings and will share minutes with the Board of Directors.

Other:

- At least annually, the Committee shall, in a manner it deems appropriate review and assess the adequacy of the Committee Terms of Reference and the position description for its chair and recommend to the Board any improvements to the Committee Terms of Reference or the position description that the Committee determines to be appropriate.