



TERMS OF REFERENCE OF THE GOVERNANCE COMMITTEE

PURPOSE

The Governance Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Hockey Alberta to assist the Board in fulfilling its oversight responsibilities. The Committee is responsible for the oversight of the Governance practices of the Board of Directors of Hockey Alberta. The Committee will also review and/or approve any other matters specifically delegated to the Committee by the Board.

The Committee's primary purposes are to:

- a) Oversee and assess the functioning of the Board and the Committees of the Board;
- b) Develop, recommend to the Board, implement, and assess the effectiveness of the Board's governance principles;
- c) Annually review the Nominations process for the Board of Directors including setting the terms of reference and members of the Nominations Sub Committee.
- d) Nominate Board Committee members and Board Committee Chairs for the Board's review and approval.

Governance means the process and structure used to supervise the business and affairs of Hockey Alberta. The process and structure define the division of power and establish mechanisms for achieving accountability among members, the Board and management.

ACCOUNTABILITY

The Committee shall report to the Board at the Board meeting following each Committee meeting and provide a report to the Board concerning any Committee proposals or recommendations. In respect of matters for which decision making authority has been delegated by the Board to the Committee, the Committee shall approve such matters by way of resolutions passed at Committee meetings and reflected in the Committee meeting minutes which may be distributed to the Board or be reported orally at the next Board Meeting.

MEMBERSHIP

- The Committee shall consist of not fewer than three directors, one of whom shall be the Chairman of the Committee.
- The Board shall appoint the Chairman of the Committee.
- All members of the Committee shall be "independent", having no direct or indirect material relationship with Hockey Alberta which could, in the view of the Board, reasonably interfere with the exercise of the member's independent judgment.
- The Committee members shall be appointed annually by the Board of Directors and the Board Chair.
- Any member of the Committee may be removed or replaced at any time by the Board and shall, in any event, cease to be a member of the Committee upon ceasing to be a member of the Board.



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RESOURCES

The Committee has the authority to:

- (a) Engage independent counsel and other advisors and shall have sole authority to retain and terminate any such consultants or advisors as it determines necessary to carry out its responsibilities;
- (b) Set and pay the compensation for any advisors employed by the Committee;
- (c) Communicate directly with the management when the Committee deems appropriate including requesting management or non-Committee Board members to attend meetings or portions thereof;
- (d) Determine or direct the training and or professional development of Committee members; and
- (e) The Committee has the authority to conduct any review or investigation appropriate to fulfilling its responsibilities. The Committee shall have unrestricted access to personnel and information, and any resources necessary to carry out its responsibility. In this regard, the Committee may direct management to particular areas of examination.

FUNCTIONS/TASKS

Subject to the powers and duties of the Board, the Committee will perform the following duties:

- a) Review annually Director compensation and recommend compensation terms that adequately reflect the responsibilities being assumed by Directors, the Board Chair and Committee Chairs and members;
- b) Develop, and annually update, a long-term plan for Board composition that takes into consideration the current strengths, skills and experience on the Board, retirement dates and the strategic direction of Hockey Alberta;
- c) Develop recommendations regarding the essential and desired experiences and skills for potential Directors, taking into consideration the Board's short-term needs and long-term succession plans including considering the competencies and skills the Board, as a whole, should possess and the competencies and skill each existing Director possesses;
- d) Review annually the process for Nomination to the Board of Directors. Where necessary propose Bylaw changes to Board and ultimately membership for amendment.
- e) To annually appoint a Nominations sub committee of the Governance Committee completed with a terms of reference approved by the Board.
- f) Review, monitor and make recommendations regarding the orientation and ongoing development programs for Directors, such programs to be designed to ensure that new Directors fully understand the role of the Board and its Committees, the contribution individual Directors are expected to make (including, in particular, the commitment of time and resources that Hockey Alberta expects from its Directors) and the nature and operations of Hockey Alberta. Continuing education opportunities should be focused on enhancing individual Director's skills and abilities as Directors and maintaining the currency of their knowledge and understanding of Hockey Alberta's affairs;
- g) Review periodically Hockey Alberta's approach to governance issues;



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- h) Evaluate regularly the effectiveness and contribution of the Board, the Board Chair and the Chair of each Committee and the effectiveness and contribution of
 - individual Directors, having regard for the mandate of the Board and position description, the results of surveys of the Directors, attendance at Board and Committee meetings, overall contribution and, in the case of individual Directors, the competencies and skills the individual Director is expected to bring to the Board;
- i) Recommend policies regarding succession in the event of an emergency or the retirement of the Board Chair;
- j) Review annually the Directors' compensation program and indemnification and insurance programs and make any recommendations to the Board for approval;
- k) Review annually, for Board approval, any update to the Board policies and procedures by which the Board will operate and the mandates and/or terms of reference for the Board, the Board Chair, the Chief Executive Officer, individual Directors, Committees and Committee Chairs;
- l) Assess the needs of the Board in terms of the frequency and location of Board and Committee meetings, meeting agendas, discussion papers, reports and information, and the conduct of meetings and make recommendations to the Board as required;
- m) Review Hockey Alberta's structures and procedures to ensure the Board is able to, and in fact does, function independently of management;
- n) In consultation with the Board Chair, recommend Committee members and Committee Chair appointments to the Board for approval and review the need for, and the performance and suitability of, those Committees and make recommendations as required;
- o) Ensure there is a system that enables a Committee or Director to engage outside advisors in appropriate circumstances, at the Association's expense, and be responsible for the ongoing administration of such a system;
- p) At the request of the Board Chair or the Board, undertake such other governance initiatives as may be necessary or desirable to contribute to the success of Hockey Alberta; and
- q) The Committee shall review and assess the adequacy of its mandate annually, and recommend any proposed changes to the Board of Directors for approval. The Committee shall also perform an annual evaluation of the performance of the Committee and shall report the results of the evaluation to the Board of Directors.

MEETINGS

Frequency: The Committee shall meet a minimum of four times each year. Notice of the time and place of each meeting shall be given to each member of the Committee at least 48 hours prior to the time fixed for such meeting, subject to waiver of such notice provided by Committee members. A majority of Committee members shall constitute a quorum.

The Chairman shall, in consultation with management, establish the agenda for the meetings and ensure that properly prepared meeting materials are circulated to the members with sufficient time for study prior to the meeting.



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The Committee shall have the right to determine who shall, and who shall not, be present at any time during a meeting of the Committee.

Directors, who are not members of the Committee, may attend Committee meetings, on an ad hoc basis, upon prior consultation and approval by the Committee Chairman or by a majority of the members of the Committee.

The Committee may, by specific invitation, have other resource persons in attendance.

The Chief Executive Officer and the Board Chair will be available to attend Committee meetings or portions thereof as requested by the Committee.

If the Chairman of the Committee is not present at any meeting of the Committee, one of the other members of the Committee present at the meeting shall be chosen to preside by a majority of the members of the Committee present at such meeting.

Minutes: Minutes of Committee meetings shall be sent to all Committee members and the Chief Executive Officer. The Committee shall provide a written or oral report to the Board of its recommendations. In respect of matters for which decision making authority has been delegated by the Board to the Committee, the Committee shall approve such matters by way of resolutions passed at Committee meetings and reflected in the Committee meeting minutes. Otherwise, the Committee will make recommendations to the Board of the approval of matters discussed and agreed to by the Committee.

ROLES AND RESPONSIBILITIES FOR THE GOVERNANCE COMMITTEE CHAIR

The Chair is appointed by the Board annually and reports to the Board. The Chair's primary role is managing the affairs of the Committee, including ensuring the Committee is organized properly, functions effectively and meets its obligations and responsibilities. The Chair works with the Board Chair and Chief Executive Officer of Hockey Alberta to ensure effective relations with Committee members. The Chair maintains on-going communications with the Board Chair and the Chief Executive Officer.

The Chair has the responsibility to lead the Committee in overseeing management's formulation of governance policies and procedures as well as compliance with governance policies and procedures and report to the Board after each Committee meeting.

The Chair is responsible to:

- a) Assist the Board in its recommendation of Committee members and its review of the performance and suitability of the Committee;
- b) Ensure the co-ordination of the agenda, information packages and related events for Committee meetings in conjunction with the Board Chair and the Chief Executive Officer;
- c) Maintain a liaison and communication with Committee members, other Directors and the Board Chair to co-ordinate input from Committee members and Directors, and optimize the effectiveness of the Committee;



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- d) In collaboration with the Chief Executive Officer, ensure information requested by Committee members is provided and meets their needs; and
- e) In conjunction with the Governance Committee, the Board and the Board Chair, review and assess Committee attendance, performance and compensation and the size and composition of the Committee.