

### **PURPOSE**

The Organizational Advisory Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Hockey Alberta to assist the Board in fulfilling its oversight responsibilities by providing feedback and support on identified core areas of the business. Using shared leadership, the Committee will connect the Board to operations to assist in the areas of strategy and providing support for specific operational projects. 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, review and recommend to the Board on Membership related items as stipulated in the Bylaws;
- b) Engage with management to provide on setting key strategies, plans and objectives in accordance with Hockey Alberta's strategic plan;
- c) Engage with management to provide feedback and support on organizational policy as well as the procedures to implement said policies;
- d) Engage in advocacy initiatives on behalf of the Board, as needed; and
- e) Oversee and monitor Hockey Alberta's compliance with its legal obligations pertaining to safety, health and the environment.

### **ACCOUNTABILITY**

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 Board members, one of whom shall be the Chair of the Committee.
- The Board shall appoint the Chair 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 following recommendations of 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.

### **AUTHORITY**

The Committee will work closely and cooperatively with such employees of Hockey Alberta and/or other appropriate advisors and with access to such information as the Committee considers being necessary or advisable in order to perform its duties and responsibilities, as assigned by the Board.

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

- Reviewing and recommending to the Board on membership status, including approval, withdrawal, suspension and/ or removal of members;
- Providing guidance on key strategies, goals and plans presented by management ensuring alignment with the strategic plan of Hockey Alberta;
- Ensuring the applicable legal and regulatory requirements relating to operational, health, safety and environmental risks for the organization are appropriately identified and managed/ mitigated by internal controls and policies;
- As requested, provide feedback and support to management on policy development, human resources and key operational changes;
- Review and recommend to the Board of Directors the compensation policy to be used by management for the employees of the organization;
- Responsible for conducting or authorizing investigations into any matters within the Committee's scope of responsibilities, including investigation of allegations of illegal acts or conflicts of interest concerning the operations, health, safety or environmental issues. The Committee shall be empowered to retain, obtain advice or otherwise receive assistance from independent counsel, or other outside sources to assist it in the conduct of any investigation as it deems necessary and the carrying out of its duties;
- If directed by the Board, to work on any special initiatives, to bring recommendations back to the Board for approval and/or information;
- The Committee shall review and assess the adequacy of its mandate annually, report to the Governance Committee of the Board of Directors thereon and recommend any proposed changes to the Governance Committee of 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 Governance Committee of the Board of Directors

In accordance with policy, Hockey Alberta shall provide for appropriate funding, as determined by the Committee in its capacity as a committee of the Board, for payment compensation to any advisors employed by the Committee and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

### **MEETINGS**

Frequency: The Committee shall meet at least quarterly and as deemed necessary by the Chair of the Committee and the CEO. A meeting schedule shall be built by the Chair and CEO as soon as the Committee is appointed annually. 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 Chair shall, in consultation with the CEO, 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.

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.

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

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

If the Chair 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.

### **TERMS OF REFERENCE FOR THE OPERATIONS 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 its' work 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 Board Members and the Board Chair to co-ordinate input from Committee members and Directors, and optimize the effectiveness of the Committee;
- 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 Operations Committee, the Board and the Board Chair, review and assess Committee attendance, performance and the size and composition of the Committee.