

**Ottawa Gymnastics Centre
Governance Committee
Terms of Reference**

1) Mandate

- a) The mandate of the Governance Committee (the Committee) is to assist the Board of Directors of the Ottawa Gymnastics Centre (OGC) in fulfilling its ethical, legal and functional obligations to serve the best interests of the sport of gymnastics, the OGC and its members, where these obligations are related to the governance of the organization.

2) Composition and Meetings

- a) The Committee shall be composed of not fewer than 2 directors.
- b) All members will have governance experience as deemed appropriate by the Board.
- c) The Committee shall meet at least 3 times per year.

3) Governance Duties and Responsibilities

Subject to the powers and duties of the Board of Directors, the Committee will ensure that the Board is able to govern the organization effectively by:

- a) Conducting an annual review of the OGC's bylaws, and if necessary, recommending changes to:
 - i) The roles and responsibilities of the Board of Directors;
 - ii) The composition of the Board of Directors;
 - iii) Duties and responsibilities of Board members;
 - iv) Conflict of interest procedures; and
 - v) Procedures for nomination, selection, and removal of Board members.
- b) Annually reviewing and making recommendations, if required, regarding the terms of reference of the Board's various committees;
- c) Ensuring the Board does not fall below the number of directors required by the bylaws;
- d) Recruiting and nominating suitable board members;
- e) Providing orientation for new board members, ensuring that directors appointed to the Board understand and agree with the OGC's mission and the time and participation requirements of Board members;
- f) Recommending to the Board any reports on corporate governance that may be required or considered advisable;
- g) At the request of the Board, undertaking such other corporate governance initiatives as may be necessary or desirable to contribute to the success of the OGC.

2) Accountability

- a) The Committee shall report its discussion to the Board by oral or written report at the next Board meeting.

3) Committee Timetable

The timetable on the following page outlines the Committee's activities.

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OGC Governance Committee Annual Timetable

As needed	Jan	Feb	Mar	Apr	May	June	July	Aug	Sept	Oct	Nov	Dec
3a. Review OGC bylaws									☐			
3b. Review terms of reference of OGC committees									☐			
3d. Recruit and nominate Board members									☐			
3e. Provide orientation to new Board members											☐	
3f. Recommend governance reports	☐											
3g. Undertake governance-related initiatives	☐											
	☐											