

CANADIAN OLYMPIC COMMITTEE
GOVERNANCE AND ETHICS COMMITTEE MANDATE

1. PURPOSE

The Governance and Ethics Committee (the “Committee”) is a standing committee of the Board of Directors (“Board”) of the Canadian Olympic Committee (“COC”), established to assist the Board in fulfilling its governance and ethics responsibilities by providing oversight on all governance and ethics matters, including reviewing the COC’s corporate governance principles, policies, and governance documentation, implementing board governance best practices as appropriate for the COC to facilitate Board effectiveness, overseeing the onboarding and continuing education of directors, and ensuring that the COC operates in an ethical manner, consistent with its values and policies.

2. COMPOSITION

2.1 The Committee shall be comprised of up to nine members, including a minimum of four Board directors, one of whom shall be the Chair of the Committee. The COC President (“President”), the CEO and the COC’s Corporate Secretary will be ex-officio, non-voting members of the Committee.

2.2 The Chair of the Committee shall be appointed by the Board upon recommendation from the President, after consultation with the Vice President. The Committee members shall be appointed by the Board upon the recommendation of the President, after consultation with the Chair of the Committee. The Board shall approve the appointments to the Committee annually.

2.3 The majority of the Committee shall have experience with board governance and/or ethics matters, including having knowledge regarding Board effectiveness practices.

2.4 Any member of the Committee may be removed or replaced at any time by the Board. The Board may fill any vacancy, as it deems appropriate. If and when a vacancy exists, the remaining members may exercise all its powers so long as a quorum remains.

2.5 The Corporate Secretary shall serve as the staff liaison to the Committee, with support from COC Legal Counsel who will also be invited to participate in Committee meetings. In the absence of a Corporate Secretary, the CEO shall appoint another employee to serve as a liaison to the Committee.

3. MEETINGS

3.1 A majority of the Committee, which includes a minimum of three Board members present in person, or by telephone, or by videoconference, shall constitute a quorum.

- 3.2 The Committee shall endeavour to reach consensus on all significant decisions. In the event that consensus cannot be reached, the determinations of the Committee shall be made by a majority of its members present at the meeting duly called and held. In the event there is no majority, the Chair of the Committee shall be entitled to cast the deciding vote. All Committee members are expected to attend such meeting, in person, or via telephone, or videoconference. Any decision or determination of the Committee reduced to writing and signed by all members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held.
- 3.3 The Committee shall meet as frequently as it deems necessary, but no less than twice per year. Meetings may be called by the Chair of the Committee, the President, or any two members of the Committee. The time and place where the meetings of the Committee shall be held and the calling of the meetings and the procedure in all things at such meetings, including without limitation, notice requirements shall be determined by the Committee; provided that an in camera session without management shall be scheduled at every meeting.
- 3.4 The Committee shall keep and approve Minutes of its meetings in which shall be recorded significant items discussed and all action taken by it. The Minutes shall be available to the Board as soon as practicable and shall be promptly provided to the CEO (or his or her delegate) so that they can be included in the Board materials for the next Board meeting. Where time permits, the Minutes provided to the Board shall be approved in advance by the Committee, but in any event, shall be reviewed in advance by the Chair of the Committee. The Chair of the Committee shall make an oral report to the Board, which will include Committee recommendations, where applicable, at least twice per year and more frequently if circumstances warrant.
- 3.5 The Committee may invite directors and members of the COC's senior management or other external advisors or experts as it may see fit from time to time to attend all or part of the meetings of the Committee and assist in the discussion and consideration of the duties of the Committee.

4. **RESPONSIBILITIES**

The Committee is responsible for providing advice on all matters relating to the COC's governance and ethical issues, and for reporting and making recommendations to the Board regarding such matters, as appropriate. Without limiting the foregoing, the Committee shall have the following duties:

- 4.1 Periodically review the COC's approach to corporate governance with a view to best practices and achievement of the COC's vision and mission and recommend any change that should be made thereto;
- 4.2 Annually review the Board's mandate and ensure that the mandates for the COC's Board committees are reviewed and approved annually by the Board;

- 4.3 Ensure that the structure and compositions of the Board committees are reviewed annually by the Board;
- 4.4 Ensure that the COC's Code of Ethics and Code to Address Maltreatment in Sport are annually reviewed by the Board and that each director has read, understood and agrees in writing to be bound by it on an annual basis;
- 4.5 Receive a report on an annual basis regarding the Whistleblower Policy and complaints made thereunder;
- 4.6 Ensure programs are in place for the orientation of new Board members and the continuing development of Board members;
- 4.7 Review, as appropriate, corporate governance and corporate ethical issues, trends and proposed new or amended regulatory requirements relating to corporate governance and ethics;
- 4.8 Provide oversight and advice to the COC on ethical issues. Review and make recommendations regarding the COC's ethical policies and practices;
- 4.9 Recommend an Ethics Commissioner for Board approval, to serve in an advisory capacity and provide guidance and advice from time to time in situations that pose significant ethical dilemmas. If needed, engage the Ethics Commissioner to assist where there is an ethical dilemma or where there is a significant concern that a conflict of interest, real or perceived, could prejudice the integrity of the COC;
- 4.10 Review as required and make recommendations to the Board for approval of new members and new sports to be recognized by the COC;
- 4.11 Such other duties and responsibilities as the Board deems appropriate.

5. **OUTSIDE ADVISORS**

- 5.1 The Committee may engage outside experts, including consultants, or other advisors, when it deems appropriate to properly discharge its responsibilities to the COC. The Chair of the Committee shall engage the necessary experts in consultation with the President and CEO and the Board shall be kept informed of both the selection of the experts and their advice.

6. **OTHER**

- 6.1 The Committee shall conduct an evaluation of the Committee's performance and this Governance Committee Mandate annually and recommend to the Board such Mandate changes, as the Committee deems appropriate.
- 6.2 The Committee will ensure that the COC meets its compliance obligations, including without limitation, compliance with the Olympic Charter and COC's obligations to the IOC.

- 6.3 The Committee will review the COC's General By-Law on an annual basis to assess whether any changes are required for legal compliance or other governance reasons, and if so, to recommend the necessary changes to the Board for approval and Member ratification.
- 6.4 The Committee will be responsible for updating and maintaining the currency of the COC Articles of Continuance and General By-Law, consistent with the Olympic Charter, membership requirements and applicable laws.
- 6.5 The Committee shall interpret the Articles of Continuance and General By-Law, and provide guidance and advice thereon and on other governance matters, as requested or required.
- 6.6 The Chair of the Committee shall have the duties and responsibilities set forth in Appendix "A".

APPENDIX "A"

GOVERNANCE AND ETHICS COMMITTEE

CHAIR POSITION DUTIES AND RESPONSIBILITIES

In addition to the duties and responsibilities set out in the Governance and Ethics Committee Mandate and any applicable mandate, or position description, the Chair of the Governance and Ethics Committee has the following duties and responsibilities:

1. Provide overall leadership to enhance the effectiveness of the Committee, including:
 - (a) overseeing the structure, composition and activities delegated to the Committee;
 - (b) chairing every meeting of the Committee and encouraging free and open discussion at the meetings. Encouraging Committee members to ask questions and express viewpoints during meetings;
 - (c) scheduling and setting the agenda for the Committee meetings with input from other Committee members, the President and management, as appropriate, and ensuring that there is sufficient time during Committee meetings to fully discuss agenda items;
 - (d) facilitating the timely, accurate and proper flow of information to and from the Committee;
 - (e) arranging for management, outside advisors and others to attend and present to the Committee, as appropriate; and
 - (f) taking all other reasonable steps to ensure that the responsibilities and duties of the Committee as outlined in the Mandate, are well understood by the Committee members and executed as effectively as possible.
2. Foster ethical and responsible decision-making by the Committee and its individual members.
3. As needed or appropriate, enable the Committee to meet in separate, regularly scheduled, non-management, closed sessions with, or without outside advisors.
4. Maintain effective and timely communications with the President, ensuring the President is kept apprised of any material matters and issues or concerns of the Committee.
5. Assist the President with respect to the President's recommendation for Chairs of the Board committees.
6. With the President, develop and recommend to the Board a self-evaluation process for evaluating (i) the overall performance and workings of the Board as a whole; and (ii) the performance of individual directors; and oversee the evaluations;

7. With the President, review the performance of the Board committee Chairs:
8. Receive the Whistleblower reports submitted to the COC through the independent Whistleblower service provider or otherwise, and fulfil the responsibilities as outlined in the Policy Statement on Whistleblowing; and
9. Carry out such duties as may be reasonably requested by the Board.