COMMITTEE TERMS OF REFERENCE
CANADIAN GYMNASTICS FEDERATION (GYMCAN)

ADMIN – BOARD OF DIRECTORS

VERSION 1 – JULY 6, 2026

COMMITTEE: GOVERNANCE, HR, & ETHICS

PURPOSE:

The **Governance, HR & Ethics Committee** has three primary purposes. Firstly, to assist the Board on matters relating to the board's governance structure and processes; secondly, to assist the Board in fulfilling its responsibilities relating to human resource and compensation matters; and thirdly, to assist the Board in fulfilling its responsibilities relating to ethics, discipline and complaints.

RESPONSIBILITIES:

Governance

The Governance Committee is responsible for advising the Board on effective governance of the organization through:

- Monitoring and evaluating the board's governance structures, processes and effectiveness, recommending changes as required;
- Ensure proper director's consent is maintained, adoption and monitoring of a conflict-of-interest policy and a code of conduct among the board members;
- Ensuring that committee mandates remain relevant and effective;
- Maintaining a skills matrix identifying board competencies and gaps; advising on recruitment needs and process;
- Advising on the orientation and onboarding process for new directors;
- Advising on ongoing education for all directors;
- Managing the process for self-evaluation of board members and the board as a whole;
- Participating in the nomination committee in accordance with the bylaws and its terms of reference;
- Ensuring that the board fulfils its legal, ethical, and functional responsibilities; and
- Periodically (~ every 3 years) reviewing by-laws and recommending revisions as required.

Human Resources

The HR aspect of the Committee's scope of activities covers the two following areas:

- Organizational culture, management practices and tools:

  - ❖ Review strategies to support the CEO in the development of GymCan's organizational culture.
  - ❖ Support the CEO in the planning, development and management of available human resources allowing GymCan to meet its objectives.
  - ❖ Support the CEO in the implementation of approaches and tools to attract and retain employees (including remuneration tools).
  - ❖ Review with the CEO, once a year, HR risk as well as work environment and climate.

- CEO evaluation:

  - ❖ Develop and propose to the Board a performance evaluation process for the CEO, including both qualitative and quantitative evaluation criteria for the CEO.
  - ❖ Conduct periodic reviews of the performance of the CEO in accordance with those criteria and submit those to the board.
  - ❖ Review with the CEO any significant outside commitments the CEO considers for him/herself before the commitment is made. This includes commitments to act as a director or trustee of for-profit and not-for- profit organizations.
  - ❖ Develop and propose an experience and competencies profile for the recruitment, selection and appointment of the CEO should that become necessary.

Review the development and implementation of staff succession plans including that of the CEO.

Ethics

The Ethics aspect of the Committee's scope of activities covers the following areas:
- Advise the Board on issues concerning all aspects of ethics;
- Advise the Board on issues relating to complaints; and
- Serve as a resource on ethics, discipline and complaints.

AUTHORITY:

The Governance, HR & Ethics Committee operates under the authority of the Board and reports directly to the board of directors. The Board must approve the Committee's expenses, work and/or recommendations.

MEMBERSHIP:

This Committee shall have a chair and at least two other Directors appointed by the Board. Membership of this Committee will be restricted to Directors, however, special advisors from outside the Board may be invited by the Committee chair to attend meetings to assist with specific issues.

MEETING & QUORUM:

The Committee shall meet as least four (4) times a year, with a quorum of at least three (3) members who are directors. Meetings may be held in person or by electronic means.

CONFIDENTIALITY & CONFLICT OF INTEREST:

Committee members shall maintain strict confidentiality regarding all discussion and decisions. Any conflict of interest must be disclosed and appropriately managed in accordance with the organization's governance policies.

REVIEW:

These Terms of Reference shall be reviewed periodically by the Committee and recommended to the Board for approval as required.