

Terms of Reference  
Biathlon Canada Governance & Ethics Committee

## 1. Introduction

The Governance & Ethics Committee (the “Committee”) is established under the Biathlon Canada (the “Organization”) ByLaws to provide oversight, guidance, alignment and recommendations related to governance and compliance matters supporting the Organization’s efforts to comply with the [Canadian Sport Governance Code](#) (the “Code”).

## 2. Purpose and Objectives

The purpose of the Committee is to support and enhance the organization's governance practices. Its key objectives are as follows:

- a. **Assess & Recommend:** To assess and make recommendations on the overall governance structure of the Organization, ensuring alignment with the Code.
- b. **Review & Guide:** To review and provide guidance on policies, bylaws, and procedures to ensure they remain relevant and effective.
- c. **Advise:** To advise the Board on best practices in governance, compliance, and ethical conduct.
- d. **Mitigate Risk:** To address governance issues that may arise on an ad-hoc basis, as referred by the Board or identified by the Committee.

## 3. Committee Composition

The Committee will consist of existing Board members assigned by the Chair, supported by external expertise, with diverse backgrounds and expertise in governance, legal, finance, and not-for-profit management. The Committee will be chaired by an Independent Director assigned by the Board Chair.

## 4. Meetings and Quorum

The Committee will meet a minimum of two weeks before each Board meeting, with most work done secretarially. A quorum shall consist of a simple majority of Committee members.

## 5. Responsibilities and Duties

The Committee shall have the following responsibilities and duties:

- a. Ensure that the Biathlon Canada values of Safety, Growth Mindset, Courage, Respect, and Fun are upheld throughout the organization.
- b. Review and assess the Organization's governance structure, policies, and bylaws to ensure alignment with the Code.
- c. Recommend changes, updates, or improvements to governance-related documents, policies, and procedures to the Board.
- d. Assist the Board in addressing governance issues, conflicts of interest, or ethical concerns that may arise.
- e. Provide regular reports to the Board on the Committee's activities, findings, and recommendations.

## 6. Reporting

The Committee will provide periodic reports to the Board detailing its activities, recommendations, and any significant governance-related issues identified. The Committee will report to the Members as required at the Annual Meeting.

## 7. Authority

The Committee has the authority to seek external advice and expertise as needed, and the Organization will bear the costs associated with such consultation, subject to budgetary approval by the CEO. From time to time the Committee may strike sub-committees or working groups to address specific issues.

Policy Review	
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