



TAEKWONDO CANADA

Terms of Reference

Governance Committee

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House of Sport, 2451 Riverside Drive, Ottawa, Ontario, K1H 7X7

Committee Name:	Governance Committee
Composition:	The Committee will consist of three to five individuals appointed by the voting Members by way of Ordinary Resolution.
Chairperson:	The Chair will be appointed by the Committee members with ratification by the Board
Responsible To:	The Taekwondo Canada voting Members and the Board
Purpose:	<p>The Committee's overall responsibility is to:</p> <p>Governance - Assist the Board of Taekwondo Canada in fulfilling its oversight responsibilities related to governance and governing documents. Review Board policies for conflicts with bylaws or outdated references.</p>
Authority:	The Committee is an active advisory Committee to the Board and the voting Members.
Term:	Members of the Committee will serve term from appointment to the next Taekwondo Canada Annual Meeting to which elections are undertaken. Members of the Committee may be re-appointed if a letter of intent is submitted with the call for new nomination process.
Meetings:	The Committee will meet by telephone, electronic-communications or in person, as required, with meetings held at the call of the Chair or two Committee Members.
Quorum:	A majority of Committee Members (50% plus 1)
Voting:	Each Committee Member will be entitled to one (1) vote. At all meetings of the Committee, every motion will be determined by an Ordinary Resolution (50% + 1) of the votes cast. In the event of a tie vote, the motion is defeated.
Reporting:	The Committee will report to the Board of Directors at each meeting of the Board of Directors on all its proceedings since the last meeting of the Board of Directors via the Chair or via the minutes of all meetings which will be kept, recorded and sent to the Taekwondo Canada Secretary within 30 days of each meeting of the Committee.
Expenditures:	The Committee will receive resources from Taekwondo Canada to fulfill its mandate as determined by the Taekwondo Canada Board of Directors. The Committee may, from time to time, request and receive administrative support from the Taekwondo Canada office staff.
Removal:	<p>The Members may remove any Committee Member by way of Ordinary Resolution. When a position on the Committee is vacant, the Board will appoint a qualified candidate to fill the position until the next Members Meeting at which point the Members will fill the vacancy for the remainder of the term.</p> <p>Committee Members that miss two meetings in a row or are not contributing to assignments, shall be considered inactive, and must be reported to the board. Following missing three (3) meetings, Standing Committee members shall be considered resigned.</p>

Responsibilities:

The Committee will perform the following key duties:

Governance:

- a) Advise the Board and members on the adequacy and effectiveness of Taekwondo Canada's key governing documents;
- b) Recommend to the Board and members, as required, amendments to the Articles of Incorporation/Continuance and Bylaws;
- c) On an ongoing basis provide expertise to enhance the quality of Board discussion on policy and governance matters and facilitate effective Board decision-making in these areas;
- d) Such additional duties as may be delegated to the Committee by the Members from time to time;
- e) Develop tool for new Directors on-boarding;
- f) Review Board policies for conflicts or contradictions with the bylaws;
- g) Ensure that the Taekwondo Canada policy Inventory does not contain expired or rescinded policies.

Approval Date:

Terms of Reference approved by the Taekwondo Canada Board on May 04, 2025.