



ROWING CANADA AVIRON
GOVERNANCE POLICY

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Replaces and/or amends	RCA Governance Policy (November 16, 2014)
Approved by and date	RCA Board of Directors, July 12, 2021
Appendix(-ces) to this Policy	Appendix 1 Terms of Reference for Provincial Advisory Council and RCA's Standing, Board & Technical Committees
References	RCA Conflict of Interest and Annual Declaration Policy RCA By-Laws (2020)

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1. Purpose

This policy sets forth how the Canadian Amateur Rowing Association (CARA), operating under the name Rowing Canada Aviron (RCA), governs itself. It also establishes roles and responsibilities for the Board of Directors (“Board”), including Officers and Directors in their individual capacities, as well as the role of committees in governing the organization.

2. Scope

This Policy applies to all individuals engaged and/or involved in the governance of RCA in any fashion and for any period of time.

3. Policy Statement

It is a fundamental operating principle of RCA that good corporate governance is vital to the effective and efficient operation of RCA. RCA employs a model of governance that separates governance and management functions.

The Board follow the principles of sound governance endorsed by Sport Canada¹, namely:

- a. Recognizing high standards of ethical behaviour as a core principle in all governance activities;
- b. Demonstrating commitment to RCA's vision, mission, values and strategic plan;
- c. Promoting clarity of roles and responsibilities within RCA's governance structure;
- d. Providing continuity for RCA by ensuring financial health and appropriate human resources; and
- e. Being transparent and accountable to members and others, for outcomes and results.

The Board delegates to the CEO the responsibility for managing the operations of RCA in accordance with Board direction and policies, and subject to any limits that may be established by the Board.

4. Definitions

Unless noted otherwise, all defined terms in this policy are to be understood and interpreted according to the Definitions section of the RCA Safe Sport Policy Manual.

5. Roles and Responsibilities

Role of the Board of Directors:

The Board's role and thereby the role of each Director of the Board, is to govern RCA by providing leadership and direction in pursuit of its vision and mission. The Board is elected by the membership of RCA and is accountable to the membership for competent stewardship that will ensure the long-term viability of RCA.

- a. The Board's first duty is to the legal entity CARA. In meeting this duty the Board must ensure that all legal requirements under the relevant Acts are met and that CARA is protected from harmful situations and circumstances in the interests of current and future stakeholders;

¹ The branch of the Department of Canadian Heritage responsible for administering funding for sport in Canada.

- b. Maintain authority over, and responsibility for, the systems and structures employed by RCA to direct and manage its general operations;
- c. Approve strategies, plans and policies that guide RCA and provide appropriate oversight and direction for management and Committees;
- d. Ensure that longer-term strategic plans and annual operating plans for RCA are in place;
- e. Ensure that there are sufficient and appropriate human and financial resources for RCA to accomplish its work;
- f. Fulfill all legal requirements that pertain to Directors, including avoidance of conflict of interest;
- g. Remain attentive to the changing needs of RCA's membership and key stakeholders; and
- h. Operate as a unified corporate body, speaking with one voice through formal motions adopted at its meetings.

Responsibilities of the Board of Directors:

Accountability:

- a. Ensures that RCA operates within all applicable laws, rules and regulations;
- b. Ensures that RCA operates in accordance with high ethical standards.
- c. Is accountable to RCA's membership and abides by its decisions and directives;
- d. Maintains the trust and support of RCA's membership;
- e. Ensures that the overall governance, organizational and staffing structure facilitates the pursuit of RCA's strategic plan;
- f. Approves human resource policies applicable to management, staff, Committees and program volunteers, to be administered by the CEO;
- g. Ensures that policies and procedures exist to identify, measure, manage and monitor risks facing the organization; and
- h. Ensures effective reporting of RCA activities to stakeholders, funders and regulators on a timely and regular basis.

Selection, Support and Evaluation of Chief Executive Officer (CEO):

- a. Appoints a Human Resources Committee to assist the Board in fulfilling its executive oversight responsibilities;
- b. Selects the CEO, determines the CEO's compensation, and sets out in clear terms the CEO's authority, responsibilities and accountability;
- c. Provides support to the CEO to enable the CEO to carry out responsibilities;
- d. Develops and employs effective procedures for the monitoring and evaluation of the CEO, and as required, for the CEO's termination;
- e. Supports the President in conducting a formal evaluation of the CEO on an annual basis.

Financial Oversight:

- a. Appoints an Audit Committee to advise the Board in fulfilling its financial oversight responsibilities;
- b. Governs RCA with a view to its long-term financial health, by safeguarding RCA's assets and resources;
- c. Approves RCA's audited annual financial report, annual operating budget, and other financial reports as required;
- d. Approves policies that implement sound financial controls for RCA and ensures policy compliance by management and committees;

- e. Provides every support to the CEO to ensure that the CEO is able to carry out the roles and responsibilities of financial analysis and effective utilization of RCA's financial resources;
- f. Ensures that an effective relationship is maintained between RCA and all funding agencies and financial partners; and
- g. Approves major financial decisions and actions.

Board Governance:

- a. Governs in accordance with RCA's Articles of Incorporation, By-laws , this Policy and any other applicable governance policies of RCA;
- b. Approves any changes to the Articles of Incorporation or By-laws for subsequent ratification by the membership;
- c. Approves other RCA policies, including those pertaining to relationships with Members and Registered Participants;
- d. Approves the appointments of the Chairs of all RCA Committees, with the exception of the Committee on Dues and Fees, which selects its chair from its members, and approves members of all RCA Board Committees;
- e. Assigns one of its members to act as liaison to each of the technical committees;
- f. Determines the policies, procedures and norms governing Board meetings, subject to RCA's By-Laws and relevant legislation and regulation;
- g. Appoints two persons for specified terms to sign all contracts, documents, cheques or like instruments not delegated to the CEO, at least one of whom will be an Officer;
- h. Appoints a Treasurer and Secretary who may or may not be Directors;
- i. Appoints other officers and names persons to those offices, including Honourary Officers;
- j. Where appropriate and permitted by the Articles of Incorporation and the By-laws , appoints one additional Director to hold office until the close of the next Annual Meeting of members;
- k. Assesses the performance of the Board and its Directors on an annual basis; and
- l. Develops an orientation and on-going training program for Directors.

External Relations:

- a. Approves policies regarding the conduct of RCA's relationships with external agencies, corporate partners and stakeholders;
- b. Approves policies regarding the protection and enhancement of RCA's image and reputation;
- c. Approves appointments and/or nominations of RCA staff or volunteers to external bodies, including World Rowing; and
- d. Approves the selection of RCA representatives to attend national and international events and competitions.

Other:

- a. Approves applications for membership in RCA and any special terms and conditions of membership;
- b. Decides the time and place of the Annual Meeting, Semi-Annual Meeting, and Special Meetings of members;
- c. Determines the time, course, terms and conditions for the annual staging of the Royal Canadian Henley Regatta and other recognized national regattas, to be determined from time to time.

Board Meetings:

Meeting Procedures:

- a. The Board will meet a minimum of three times per year;
- b. Meetings may be conducted in person or using electronic means, as determined by the Board;
- c. The Board will determine its meeting schedule through the development of an annual Board calendar. As required, the Board may determine to add or reduce the number of meetings, subject to paragraph a. above;
- d. The agenda for the Board meetings will be set by the President in consultation with the CEO and, if necessary, other Directors;
- e. Documents related to agenda items will be delivered to the Directors at least seven days in advance of the Board meeting by the CEO or the CEO's delegate;
- f. All reports to the Board, which require a decision by the Board, will be in written form and will contain background information and a description of the issues for discussion and decision;
- g. The rules of procedure for meetings will be *Robert's Rules of Order*, to be modified by decision of the Board, as required;
- h. The President will chair the meetings of the Board. In the President's absence, the Directors may elect another Director to serve as Chair for the meeting; and
- i. In chairing the meetings, the Chair will guide the discussion so that it proceeds in an orderly, timely and efficient fashion, ensure that all views are heard, that the board reaches decisions, and that, while consensus is the goal, the will of the majority prevails.

Conduct at Board Meetings:

Each Director will comply with the standards of conduct as set out in the RCA Code of Conduct and Ethics and, in the course of preparing for and attending Board meetings, will:

- a. Attend Board meetings regularly and participate fully in Board deliberations;
- b. Conduct oneself in Board meetings with a view to furthering the general interests of RCA and not the interests of individual and group stakeholders;
- c. Respect confidentiality of Board business and Board deliberations;
- d. Seek to support the process of reaching decisions by consensus and, where necessary, support the majority decisions of the Board and speak with a unified voice about these decisions to the membership and the wider community;
- e. Conduct oneself in Board meetings in a manner exhibiting courtesy, goodwill, objectivity, frankness, openness to new ideas, restraint, effective communication, willingness to compromise, and respect for others;
- f. Ensure that the discussion of business occurs at the Board table and not outside the Boardroom between meetings; and
- g. Each Director will notify the President and CEO in advance of a Board meeting if unable to attend a part of or the entire meeting.

Responsibilities of Officers:

Role and Responsibilities of the President:

- a. Chairs the Board of Directors;
- b. Prepares, with assistance of the CEO and the Secretary, the agenda and related documents for meetings of the Board and of the members, and ensures such meetings are conducted in accordance with the Articles, By-laws, the provisions of this Policy,

Robert's Rules of Order (to be modified by decision of the Board, as required) and any other applicable policies;

- c. Keeps the Board focused on advancing the vision, mission and strategic plan of RCA;
- d. Ensures the Board develops strategies, plans and policies to guide RCA;
- e. Ensures that the Board attends to its internal governance functions, including those relating to the training of Board members and to the Board's evaluation of its own performance;
- f. Ensures the relationship between the Board and CEO remains positive, constructive and professional at all times and represents the collective will of the Board in communicating with the CEO;
- g. Plays a leading role in communicating externally the vision, mission and values of RCA, and information about RCA's activities that is consistent with the views of the Board;
- h. Represents RCA at World Rowing congresses and at Canadian Olympic Committee meetings;
- i. Serves as an ex-officio member of all RCA Committees, with the exception of the Audit Committee, and of the Nominating Committee if the President is a candidate for a Board position;
- j. Chairs the Annual Meeting, Semi-Annual Meeting and Special Meetings of the Members; and
- k. Chairs the Human Resources Committee

Role and Responsibilities of the Secretary:

The Secretary is appointed by the Board and is usually a staff person from the National Office of RCA. The Secretary's role is as follows:

1. Issuing notices of meetings of the Board and of members in accordance with the Articles and By-laws;
2. Assisting the President and CEO in the preparation of Board agendas, and the recording and maintenance of proper minutes of the proceedings of all meetings;
3. Ensures that the voting credentials of members are in order at the Annual Meeting, Semi-Annual Meeting, and Special Meetings of the membership; and
4. Performing such other duties as may be assigned from time to time by the Board, the President or the CEO

Role and Responsibilities of the Treasurer:

The Treasurer is appointed by the Board from among the Directors, and should have a recognized accounting designation. The Board may appoint a qualified individual as Treasurer who is not a director if, for example, the Board lacks an adequately qualified Director who is willing to assume the role. The Treasurer's role is as follows:

1. Overseeing financial matters of RCA;
2. Ensuring that proper accounting records as required by legislation are maintained;
3. Ensuring the deposit of all monies received in RCA's bank account;
4. Ensuring the appropriate disbursement of funds;
5. Ensuring the Board is provided with an account of financial transactions and the financial position of RCA;
6. Serving as ex-officio member of both the Audit Committee and the Committee on Dues and Fees;
7. Advising the CEO on preparation of the budget; and
8. Performing such other related responsibilities and duties as may be directed from time to time by the Board.

Role and Responsibilities of the Chief Executive Officer (CEO):

The following is intended to provide an overview of the CEO's roles and responsibilities and relationship to the Board. The operational specifics of the CEO's roles and responsibilities are set out by contract between the CEO and the Board.

The CEO is RCA's lead professional and is appointed by the Board. The CEO leads and manages RCA in accordance with the strategic direction set by the Board. The CEO heads a professional staff in a decentralized office environment. The CEO is accountable to the Board of Directors and reports directly to the President.

As long as the CEO applies 'any reasonable interpretation' of the board's policies, for example, does not set out to defeat the stated intent or the spirit of the policies, the CEO is authorised to establish all operational policies, make all operational decisions and design and implement and manage all operational practices and activities. The CEO must not take, allow or approve any action or circumstance in the name of RCA that is in breach of the law, is imprudent, which means that it contravenes any organization-specific or commonly-held business or professional ethic, or is in breach of generally accepted accounting principles.

CEO's Executive Discretion

Acknowledging a Director's right to have access to information necessary to meet a Director's duty of care to the organisation, the CEO may refuse instructions or requests from individual Directors or from unofficial groups of Directors if, it is the CEO's opinion that such requests or instructions are:

- a. Inconsistent with the Board's policies;
- b. Deemed to make unjustifiable intrusions into the CEO's or other employees' time; or
- c. An unjustifiable cost to RCA.

The CEO must notify the President of the use of this Executive Discretion, where practicable, prior to the exercise of this Executive Discretion.

6. Committees

Role of Committees in RCA Governance:

The Board recognizes that the membership cares passionately about the sport and community of Rowing in Canada and has high expectations of RCA. Committees are a critical element in providing superior and timely advice to the Board and the CEO on key areas of governance, stewardship and strategy. They also provide a means for individuals to contribute directly to RCA and to the sport, and can serve to prepare individuals for greater responsibilities in RCA. Committees are also an important avenue to communicate with RCA's membership and other stakeholders on what the organization is doing, why it has chosen certain approaches, and what results are being achieved.

Councils, Committees and Working Groups in RCA:

Provincial Advisory Council

The RCA By-laws mandate the Provincial Advisory Council (PAC) as responsible for maintaining effective communication between Provincial Rowing Associations (PRAs) and RCA, and for advising the Board and committees of RCA on matters of importance to the development of the sport of rowing at the local and provincial level. The PAC is chaired by the Board's Provincial Director, as duly elected, and is constituted by one person appointed from each of the PRAs.

Standing Committees

The RCA By-laws also mandate three Standing Committees, which advise the Board on issues of RCA governance and stewardship:

- a. Nominating Committee. The Nominating Committee is responsible for ensuring, on a continuing basis, that the RCA Board is composed of qualified and skilled persons capable of, and committed to, providing effective governance leadership to RCA.
- b. Audit Committee. The Audit Committee is responsible for assisting the Board in fulfilling its oversight responsibilities in relation to financial reporting, financial policies and strategies, and compliance with legal obligations.
- c. Committee on Dues and Fees. The Committee on Dues and Fees is responsible for monitoring, reviewing, and where warranted, recommending changes to the fees charged to members and to registered participants.

The Board will also establish committees to assist the Board and the CEO in their leadership and governance roles in two main areas:

- a. Board Committees – providing governance and stewardship advice, and
- b. Technical Committees – providing technical and program advice.

The Board of Directors and the CEO each have authority to establish ad-hoc working groups for any purpose, putting such conditions, restrictions, or limitations on the mandate of such committees and their composition, as they deem appropriate. Ad-hoc working groups will usually be established for specific and time-limited tasks.

Board Committees:

Board Committees support the Board in its governance and stewardship work. These committees will be accountable directly to the Board and include:

- a. Human Resources Committee The Human Resources Committee is responsible for assisting the Board in fulfilling its oversight responsibilities in relation to human resources policies and CEO accountability. The Committee, will also report to the Board on the evaluation and performance of the CEO as required.
- b. Awards Committee The Awards Committee shall determine and document, using identified criteria, recipients of RCA's Annual Club Level, National Level, Trust Fund, International Achievement and Volunteer Service Awards. The Awards Committee shall submit nominations, as appropriate, for Awards outside the realm of RCA (i.e. Canadian Olympic Committee Hall of Fame).

Technical Committees:

Technical committees will report to the Board through the CEO. The role of the Technical Committees is to support the CEO and the Board in meeting RCA's Strategic Goals. Matters before the Technical Committee that require Board input or approval will be taken to the Board by the CEO. These committees will support RCA in meeting its Strategic Goals by recommending policies and practices to the Board, and by advising the CEO on technical and program issues. Technical Committees may have a Board member appointed as liaison. Technical committees will include:

- a. Umpires Committee
- b. Safety and Events Committee

- c. Coach Education and Development Committee The Committee works with the Manager of Coach Education and Development to ensure the development and implementation of a fully-integrated national coaching education and development program that responds to the needs of Canadian rowing coaches.
- d. Medical and Sport Science Committee The Medical and Sport Science Committee shall assist and advise RCA as requested from time to time, on medical and sports science issues relating to the sport of rowing.

Terms of Reference for the PAC and RCA's Standing, Board and Technical Committees are provided in Appendix 1. Terms of reference for RCA's ad hoc working groups are developed on an as-needed basis by the Board.

7. Questions

Questions related to this policy may be directed to RCA by telephone at Toll-free: 1.877.722.4769 or through its Contact Us page at <https://rowingcanada.org/contact-us/>.

8. Procedures

Violations of the standards and procedures set out in this policy and its appendix/ices may be found to constitute a violation of the RCA Code of Conduct and Ethics. As such, the procedures for addressing such violations as set out in the RCA Discipline and Complaints and related policies will apply.

APPENDIX 1

Terms of Reference for the Provincial Advisory Council and RCA's Standing, Board and Technical Committees

Committee Guidelines:

Committees will operate under a series of guidelines that will serve to ensure committees remain relevant, focused and continue to serve the needs for which they were established:

- a. Committees must operate in a manner that is transparent and open, and accountable to RCA's Board, Members, and Registered Participants;
- b. The Board will work through its Committees as a means to communicate and engage directly with RCA's Members and stakeholders;
- c. Committees shall have Terms of Reference approved by the Board defining their role, life span, procedures and functions, and the boundaries of their authority;
- d. The Board will review each Committee's mandate and terms of reference, identifying anticipated outcomes of committee work and evaluating progress. The review will ensure each committee continues to meet the governance, stewardship or strategic oversight reasons for its establishment.

Committee Procedures:

- a. Committee Chairs are appointed by the Board and will serve for two-year terms, which can be renewed, except the Committee on Dues and Fees;
- b. The Board must approve the appointment of members to Standing and Board Committees;
- c. The CEO must approve the appointment of members to Technical Committees;
- b. Committee membership will firstly be competency based, with members chosen based upon the knowledge, skill and experience required by the committee. However, in the composition of committees, the Board and the CEO should also ensure diversity in the collective volunteer cadre that makes up the RCA committees' membership;
- c. Committees may bring in outside members from time to time in order to bring additional skills, experience or networks;
- d. Unless explicitly empowered by the Board, committees or working parties cannot make decisions on behalf of the Board or CEO or speak for the Board or the CEO. For the most part the function of committees in fulfilling their role is to advise and make recommendations to the Board or the CEO;
- e. The work of committees and working groups must not conflict with the CEO's delegated responsibilities, including those responsibilities assigned to staff;
- f. Committees shall not exercise authority over employees nor shall they delegate tasks to any employees unless the CEO has specifically agreed to such delegation.

Provincial Advisory Council Terms of Reference

Mandate

The Provincial Advisory Council (PAC) is a committee of Rowing Canada Aviron, duly constituted under its bylaws, responsible for maintaining effective communication between and among Provincial Rowing Associations (PRAs) and RCA, and for advising the Board and committees of RCA on matters of importance to the development of the sport of rowing at the local and provincial level.

Key Duties

The PAC will perform the following key duties:

- Nominate an individual of its choosing for election by the members as a Provincial Director.
- Appoint an individual of its choosing to the RCA Nominating Committee.
- Identify suitable candidates for various committees of RCA for appointment by the RCA Board or CEO as appropriate.
- Review the recommendations emanating from RCA committees and advise on any operational implications.
- Exchange information and best practices, relay information from the Board or committees of RCA, and collaborate on inter-provincial matters.
- Provide organized input into plans, policies and programs of RCA, and in particular, engage fully in the development of RCA strategic plans in accordance with RCA's process and timetable.
- Assist with the coordination and implementation of RCA plans, programs and policies within PRAs.
- Identify PRA, club or other stakeholder issues that should be brought to the attention of the RCA Board or RCA committees.
- Carry out such additional duties as may be agreed to by the RCA Board and PAC from time to time.

Individual members of PAC are expected to maintain regular communications with their respective PRA.

Authority

PAC is an advisory body and its decisions and recommendations are not binding upon any PRA or upon RCA. PAC has authority to carry out its own initiatives to advance its mandate of improving communication and information exchange among PRAs, provided these initiatives incur no extra expense to RCA without prior approval of the RCA Board of Directors.

Composition

PAC will be composed of one representative appointed by each PRA. Each PRA will have the discretion to determine the method of appointment of its representative, and the term to be served. A PRA may change or remove its representative from PAC at any time. Each PRA will notify RCA in writing of the appointment of its representative and of any change of representative.

Representatives to be appointed to the PAC must be: in a governance role within their PRA as a volunteer; knowledgeable about PRA governance and policy issues; responsive to

requests for written input; and available to participate in PAC meetings.

PAC will be chaired by the Provincial Director. The CEO of RCA, or a designate, will participate in all meetings of PAC but will have no vote.

Meetings

Each PRA will exercise one vote at meetings of PAC. PAC may authorize the attendance at PAC meetings of staff support from PRAs. PAC will meet at least twice per year in person, one of such meetings with the Board of RCA at the National Conference and Semi-Annual Meeting, and may meet more frequently by means of telephone conference. Meetings will be at the call of the Chair, who will ensure that a meeting is held in the two-week period before a RCA Board meeting so that the Provincial Director may provide input to the Board on PAC activities and issues.

Resources

PAC will be allocated an annual budget by the Board of RCA which will include the cost of direct administrative support from RCA staff. Travel arrangements for any meetings will be arranged exclusively by RCA staff in accordance with RCA policy.

Reporting

PAC will maintain minutes of its meetings and will submit its minutes to the Board of RCA and the CEO on a timely basis. PAC will report to the membership, in writing, at each Annual General Meeting.

Approval

Review

PAC and the RCA Board will review these terms of reference on an annual basis and will make revisions, if warranted.

Other

The provisions of RCA's Constitution/Bylaws as they relate to PAC will also apply.

Nominating Committee Terms of Reference

Mandate

The Nominating Committee is a Standing Committee of the Board of Rowing Canada Aviron (RCA). It is responsible for ensuring, on a continuing basis, that the RCA Board of Directors is composed of qualified and skilled persons capable of, and committed to, providing effective leadership to RCA.

Key Duties

The Committee will perform the following key duties:

- Seek, identify and recruit qualified individuals to stand for election as Directors and appointment as Officers. In addition to seeking candidates through the usual networking channels within the rowing community, the Nominating Committee will also issue an open call for nominations through national promotional efforts including, but not limited to, press releases, the e-news service of SIRC (Sport Information Resource Centre), the RCA website, and other advertising means as deemed suitable.
- Ensure that candidates meet the qualifications to serve as a Director and Officer, and have fulfilled any additional requirements, including those set out in Appendix 'A' and Appendix 'B'.
- Provide the candidate with a written information package about the roles, responsibilities, legal duties and expectations of a Director and Officer, and speak directly to the candidate in order to clarify any outstanding questions or concerns.
- Have regard to the specific and desired competencies required on the Board as a whole in soliciting nominations.
- Nominate candidates with the greatest degree of experience and merit based on the competencies identified for a specific role, while taking into consideration the need to:
 - promote regional/geographical balance in the composition of the Board, and
 - promote diversity of the Board in relation to gender, age, language, ethnicity, professional backgrounds and personal experiences.
- Oversee all aspects of the nomination process leading up to the issuance of ballots for the election of directors at the Annual Meeting (AM), including identifying and enforcing specific timelines and any other administrative requirements.
- Where appropriate, identify individuals for future nomination as Directors and Officers and maintain this information for use by future Nominating Committees of RCA.
- As a by-product of the nomination process, identify individuals who may be strong candidates for positions on RCA Committees, and relay this information to the appropriate persons within RCA.
- Carry out these duties in a manner that encourages a long-term view of RCA's leadership needs, as well as Board succession planning.
- Such additional duties as may be delegated to the Committee by the Board from time to time.

Authority

The Committee will exercise its authority in accordance with the RCA By-laws and such additional provisions as are set out in this Terms of Reference, and will do so without interference from the Board of Directors, from any RCA Committee, or from the management of RCA.

The applicable sections of the RCA By-laws that relate to the work of the Nominating Committee are Section 9 – *Board of Directors*, Section 10 – *Election of Directors* and Section 11 – *Nominating Process*,

Section 9 describes, among other matters, the composition and mandate of the Board and the minimum qualifications to serve as a Director or Officer. The RCA Board of Directors consists of minimum of 7 and a maximum of 8 Directors, made up of: President, Provincial Director, Athlete Director and 4 Directors-at-Large. The Board of Directors may also, from time to time, appoint a single Director.

To be eligible to hold office as a Director or Officer, an individual must meet the requirements of the *Canada Not-for-Profit Corporations Act*) and the requirements of Canada Revenue Agency for serving as a director of a Registered Charity. A Director or Officer need not be a Registered Participant of RCA or have an affiliation with the sport of rowing. A Director or Officer shall not be a President of a Provincial Rowing Association.

Additional qualifications for Directors and Officers are set out in Appendix ‘A’.

Section 11 of the By-laws describes, among other matters, the composition of the Nominating Committee and its general procedures and timelines. Notable provisions guiding the work of Nominating Committee are the following:

- The Board of Directors will appoint the four members of the Nominating Committee and name its Chair.
- One of the members will be the individual proposed by the Provincial Advisory Council.
- No member of the Nominating Committee may be seeking office in the upcoming election.
- The Nominating Committee will issue an open call for nominations no later than 180 days before the AM with a first closing date for nominations 60 days before the AM.
- The Nominating Committee will prepare a list of candidates it endorses and submit this to RCA’s registered office not less than 46 days before the AM.
- RCA will circulate the list of endorsed nominations to members not less than 45 days before the AM and will inform those whose nomination it did not endorse.

Interested individuals may declare themselves as candidates for election, as described in Section 11 of the By-laws. Such nominees must be endorsed by two members of RCA, must complete a Candidate Qualification Form as set out in Appendix ‘B’, and must submit this form to the RCA National Office by the first closing date to have their nomination considered by the Nominating Committee. After the first closing date members may submit further nominations, and nominations that were not endorsed by the Nominating Committee may be resubmitted. Provided that these are received by RCA in appropriate form and no later than 30 days before the AM these nominations will be included in the ballot.

Officer Positions

The officers of the RCA are described in Section 14 of the By-laws and are the following:

- President;
- Treasurer;
- Secretary; and
- Chief Executive Officer.

Election Procedures

The Nominating Committee will oversee all aspects of the nomination process. The election of Directors at the AM will occur as set out in Section 10 of the By-laws.

Term

Members of the Nominating Committee will serve terms of two years, which may be renewed. None of the members of the Nominating Committee shall be seeking office in the election.

Meetings

The Nominating Committee will meet by telephone or in person, as required, with meetings held at the call of the Chair.

Resources

The Nominating Committee will receive the necessary resources from RCA to fulfill its mandate. The Committee may, from time to time, request and receive administrative support from the National Office.

Review and Approval

The Board of Directors of RCA approved this version on July 8, 2014.

Appendix “A”

QUALIFICATIONS AND CORE COMPETENCIES OF DIRECTORS AND OFFICERS

Directors and Officers shall fulfill all requirements of the *Canada Not-for-Profit Corporations Act* and the Canada Revenue Agency requirements for directors of Registered Charities.

Directors and Officers of RCA commit themselves to ethical, businesslike and lawful conduct, including proper use of authority and decorum when acting as Board members. Accordingly,

Directors and Officers must be able to represent un-conflicted loyalty to the interests of all RCA members. This accountability supersedes any conflicting loyalty such as to advocacy or interest groups, and membership on other boards of other associations. It also supersedes the personal interest of any Director or Officer acting as a participant in RCA programs or services, or having a family member who is a participant in RCA programs or services.

Directors and Officers will be recruited based upon their demonstrated ability to contribute significantly to the leadership of RCA and to fulfill their statutory fiduciary responsibilities – namely, their duties of diligence, loyalty and obedience. The core competencies that ideally will be reflected in the Board as a whole are:

- Rowing background and knowledge as an athlete, coach, official, administrator or volunteer leader;
- Knowledge of strategic and business planning;
- Human resources management expertise;
- Legal and risk management expertise;
- Business and corporate experience, including expertise in financial management; and
- Demonstrated leadership skills in the non-profit sector or other endeavours.

All candidates for election as a Director or appointment as an Officer, whether recruited by the Nominating Committee, submitted by members to the Nominating Committee or nominated after the first closing date, will complete and submit a Candidate Qualification Form (Appendix ‘B’).

Upon election, a Director or Officer must comply with RCA’s Board of Directors Code of Conduct and Conflict of Interest Policy.

Attachment "B"

ROWING CANADA AVIRON CANDIDATE NOMINATION FORM

This form is to be completed and signed by the candidate seeking nomination. The form must be submitted to the RCA National Office no later than 60 days before the Annual Meeting to be considered by the Nominating Committee for its endorsement, or no later than 30 days before the Annual Meeting to be otherwise included on the ballot.

To be eligible for nomination, a person must:

- Comply with the requirements of the *Canada Not-for-Profit Corporations Act and the Income Tax Act regarding the directors of a registered charity*;
- Be of legal age;
- Not be a President of a Provincial Rowing Association, or declare that he or she will immediately resign from that position if elected; and
- Have the endorsement of the Nominating Committee or, two RCA members

A. CANDIDATE INFORMATION

Name of Candidate: _____
Address: _____
Phone Number: _____ Email: _____
Position for which the nomination is made: _____

B. CANDIDATE STATEMENT

Please submit an electronic photograph and a brief statement (below) in support of your candidacy. These will be included in the notice of meeting and on the electronic ballot. The statement should include a brief summary of:

- Your experience in the sport of rowing.
- Your experience in a rowing club, a provincial rowing association and/or other rowing association.
- Any previous experience with the RCA.
- Your experience with other voluntary or community organizations.
- And, any additional skills or competencies that would contribute to the effective leadership and governance of RCA.

C. DECLARATION BY THE CANDIDATE

I hereby consent to this nomination and to any checks required to ensure eligibility under the Canada Not-for-Profit Corporations Act and the Income Tax Act for serving as a director of a registered charity.

If elected, I undertake to abide by RCA's Policies on Code of Conduct and Conflict of Interest and the requirements of Section 141 of the Canada Not-for-Profit Corporations Act.

I do not hold a position as President of a Provincial Rowing Association or, I am President of a Provincial Rowing Association but will resign from such position if elected.

Candidate Signature

Date

D. CANDIDATE ENDORSEMENT

If the candidate is nominated by the Nominating Committee:

I hereby endorse _____ as a candidate for election as a Director with Rowing Canada Aviron.

Chair of Nominating Committee (Name)

Signature Date

If the candidate is nominated by two RCA members:

We hereby endorse _____ as a candidate for election as a Director of Rowing Canada Aviron.

Endorser #1 (Member Name)

Endorser #2 (Member Name)

Signature

Signature

Date

Date

Please submit completed nomination form and electronic photograph to Sid Murdoch, RCA Secretary at: rca@rowingcanada.org

Audit Committee Terms of Reference

1. **Authority** - The Rowing Canada Aviron Audit Committee (“the Audit Committee”) shall be appointed by the Board of Directors of Rowing Canada Aviron (“the Board of Directors”), shall report to the Board of Directors and have the authority to carry out its responsibilities as set out herein. Specifically, the Audit Committee’s authority shall include the right to:
 - engage independent counsel and other advisors as it deems necessary to carry out its responsibilities;
 - unrestricted access to members of management, employees and relevant information;
 - establish procedures for dealing with any concerns raised regarding accounting, internal control or auditing matters, including the receipt, retention and treatment of such concerns; and
 - review policies for the provision of non-audit services by the external auditor.
2. **Purpose** - The Audit Committee will assist the Board of Directors in fulfilling its oversight responsibilities by reviewing: financial reports and other financial disclosure information provided by Rowing Canada Aviron (“the RCA”); the RCA’s system of internal controls and management of financial risks; the ethical standards that management and the Board have established; and the RCA’s audit, accounting and financial reporting processes generally.
3. **Procedure for Appointment** - The Board of Directors shall appoint the audit committee.
4. **Composition** - The Committee shall be comprised of five members, selected as follows:
 - a. The RCA Vice President of Administration shall be an ex-officio, non-voting member of the Audit Committee;
 - b. The four voting members shall be nominated from among the current members of the Board of Directors, all of whom shall not be current members of the RCA Executive Committee.
 - c. The Chairperson of the Committee shall be elected by the voting members from among the people nominated in paragraph 4(b). In case of a tie vote the Chair shall be granted a second and tie-breaking vote.
5. **Qualifications** - Each member of the Committee shall:
 - a. be a member of the Board of Directors;
 - b. not be a paid employee or member of management of the RCA;
 - c. be free from any relationship that would interfere with the exercise of his or her independent judgment.

Ideally the members would be able to read and understand basic financial statements, and at least one member of the Committee would have accounting or related financial management expertise. “Accounting or related financial management expertise” is the ability to analyze and interpret a full set of financial statements, including the notes attached thereto, in accordance with Canadian Generally Accepted Accounting Principles.

6. **Quorum** – The quorum for a meeting of the Committee shall be the Chairperson plus two committee members having full voting rights.
7. **Term** - Members of the Committee serve from the date of their respective appointments for a two year period or until their term on the Board is concluded, which ever is shorter.
8. **Responsibilities** – The Committee shall:
 - a) **Meetings:**
 - meet as often as required to discharge the Committee’s mandate, including each year at least one planning meeting prior to the conduct of the audit and one meeting to review the audit results;
 - invite such other persons to its meetings, as it deems necessary.
 - b) **Financial Statements:**
 - review annual audited financial statements of the RCA and recommend approval to the Board of Directors;
 - c) **External Audits:**
 - review, with the external auditors, the terms of the audit engagement and the audit plan, including estimated fees;
 - discuss with the external auditors the results of the audit examination;
 - discuss matters required to be communicated to audit committees in accordance with the standards established by the CICA;
 - meet with the auditors at least once a year without management present to discuss any concerns the auditors may have;
 - provide a line of communication between the external auditors and the Board of Directors;
 - prepare a recommendation to the Board of Directors for appointment of auditors;
 - receive and review the external auditors’ reports and management letters together with any responses from management;
 - extend an invitation for tender for audit services, including the existing audit firm, at least every eight years with a partner rotation required at least once within the eight year period.
 - d) **Financial Risk:**
 - consider matters relating to the integrity of the accounting controls which underlie financial reporting and ensure that these are operating effectively;
 - evaluate and, where appropriate, discuss significant financial risk exposures and the steps management has taken to monitor, control, and report such exposures;
 - ensure there are appropriate disaster recovery procedures in place for the organization’s information technology systems;
 - inquire of management and the external auditors about significant risks or exposures and assess the steps management has taken to minimize such risk to the RCA;
 - e) **Reporting Requirements:**
 - report to the Board of Directors prior to approval of audited annual statements and when otherwise deemed necessary by the Chairperson of the Committee;

f) Other Matters:

- conduct or cause to be conducted special studies such as departmental or program reviews, as required to fulfill the objectives of the Committee;
- obtain assurance from management that the organization has implemented appropriate policies and procedures to ensure compliance with legal and regulatory requirements and RCA policies and procedures;
- review and reassess the adequacy of these Terms of Reference at least annually and submit the Terms of Reference to the Board of Directors for approval; and
- review such other matters as deemed necessary by the Committee.

Committee on Dues and Fees Terms of Reference

Name:

The **Committee on Dues and Fees** shall be a duly constituted committee and shall operate at the pleasure of the Rowing Canada Aviron (RCA) Board of Directors.

Mandate:

The Committee on Dues and Fees is a Standing Committee of RCA. It is responsible for monitoring, reviewing, and where warranted, recommending changes to the dues charged to members and fees to registered participants.

Terms of Committee Members:

Members will serve terms of one year and may serve multiple terms. Should there be a vacancy on the Committee, for any reason, the vacant position will be filled by the Provincial Rowing Association(s) who appointed the original member.

Terms will coincide with the RCA financial year, which is from April 1st to March 31st.

Composition:

The Committee will be composed of 7 registered participants in good standing with RCA, as follows:

- 2 from rowing clubs (1 small, 1 large) in BC and Yukon
- 2 from rowing clubs (1 small, 1 large) in Ontario
- 1 from a rowing club in the Prairie region (Alberta, Saskatchewan, Manitoba, Northwest Territories and Nunavut)
- 1 from a rowing club in Quebec
- 1 from a rowing club in the Atlantic Region (New Brunswick, Nova Scotia, Newfoundland/Labrador and Prince Edward Island)

These members will be selected by the relevant Provincial Rowing Associations, or in the case of Regions, by the Provincial Rowing Association in that region acting in concert, according to their own process and criteria.

The Chair of the Committee will be selected by its members at its first meeting each fiscal year.

The Treasurer will be an ex-officio member of the Committee, carrying no vote. As an ex-officio member of all RCA committees, the President will also be a non-voting, ex-officio member.

Succession:

The Chair of the Committee shall ensure that Provincial Rowing Association presidents and the Provincial Director are reminded at the Semi-Annual Meeting of the need to (re)appoint representatives to the committee by April 1st and should follow-up as necessary to achieve that.

While appointments to the committee are entirely up to the Provincial Rowing Associations, for continuity of committee knowledge and expertise, provinces with two representatives (BC and Ontario) should be encouraged to stagger their appointments. Similarly the Atlantic

and Prairie Regions and Quebec should be encouraged to not replace all three representatives in the same year.

Key Duties:

In fulfilling its mandate, the Committee will perform the following key tasks:

- Gather the necessary information on different dues and fee structures and registrations systems across the country to inform its discussion on dues and fees;
- Review RCA's previous year's registration reports;
- Be mindful of RCA's budget needs in formulating its recommendations;
- Be aware of any reporting requirements of provincial funders or of RCA funding partners such as Sport Canada and Own the Podium;
- Liaise with the CEO as required;
- Keep the Board apprised of its deliberations;
- Submit its recommendations to the membership at each Semi-Annual Meeting; and
- Perform such additional tasks as may be delegated to the Committee by the Board from time to time;
- Prepare a final report outlining the committee's work and recommendations.

Meetings and Resources:

The Committee meetings will be online or by telephone or email, as required. Meetings will be as called by the Chairperson. The Committee will receive the necessary information and resources from RCA to fulfill its mandate.

Reporting:

The Committee will report to the Board verbally at least 60 days before the Semi-Annual Meeting and will report to the members at each Semi-Annual Meeting in the form of a written report. Any recommended change to dues and fees charged to members or registered participants must be approved by the members. If the members do not approve a recommended dues and/or fee change, then dues and/or fees will remain unchanged for the next year.

Appendix #1 – Committee Schedule

The following is tentative guide for each new committee to consider and revise, as circumstances dictate and as they see fit, soon after the beginning of their term.

- April
 - overview orientation from Treasurer
 - review the previous committee's recommendations on Dues and Fees made to the Semi-Annual Meeting and their reception by the membership.
 - review the previous committee's recommendations, if any, on the functioning of the committee
 - review the previous committee's recommendations on commitments, tasks or challenges for the upcoming year
 - define a tentative schedule for the committee year

- April to September
 - address any committee tasks that are not dependent on data not yet available

- September
 - detailed orientation from Treasurer

- October (early)
 - review of relevant financial and participant data
 - identify and request any additional data deemed necessary
 - formulate initial Dues and Fees recommendation(s) position or options

- October (2nd half) – November (first half)
 - committee to seek consensus on recommendation(s)
 - committee members to communicate as necessary/appropriate with PRA presidents

- November (second half)
 - committee to finalize recommendation(s) to Board

- January (Semi-Annual meeting)
 - committee chair (or designate) to submit committee recommendation to membership

- February / March
 - review Semi-Annual Meeting voting results for any lessons to be learned
 - prepare a report for the incoming committee – see April

Board Committees:

Human Resources Committee Terms of Reference

Name

The **Human Resources Committee** (HRC) shall be a duly constituted committee and shall operate at the pleasure of the Rowing Canada Aviron (RCA) Board of Directors.

Mandate

The Human Resources Committee is a Board Committee of RCA. It is responsible for assisting the Board in fulfilling its oversight responsibilities in relation to human resources policies and executive oversight. The Committee will also report to the Board on the evaluation and performance of the Chief Executive Officer (CEO).

Key Duties

In fulfilling its mandate, the Committee will perform the following key tasks:

- Review the performance of the CEO on an as-needed basis and make recommendations to the Board on matters relating to CEO performance including hiring, compensation, discipline and termination;
- Advise the Board on corporate policies relating to human resources management;
- Report to the Board on the status of any employment-related dispute or litigation;
- As requested by the CEO, provide advice on matters relating to staff recruitment, hiring, retention and succession;
- Advise the CEO and Board on staff compensation frameworks, including compensation as it relates to benefits;
- On an ongoing basis provide expertise to enhance the quality of Board discussion on human resources matters, and facilitate effective Board decision-making in this area; and
- Perform such additional tasks as may be delegated to the Committee by the Board from time to time.

Composition

The Committee will be composed of 3 persons, including the President, who will Chair the Committee, and at least one other Director.

Terms

Members other than the President will serve terms of 2 years, which may be renewable. Should a vacancy occur on the Committee, for whatever reason, the Board may appoint a qualified person to fill that vacancy for the remainder of the vacant position's term. The Board may remove any member of the Committee.

Meetings and Resources

The Committee will meet by telephone or in person, as required. Meetings will be as called by the Chairperson. The Committee will receive the necessary resources from RCA to fulfill its mandate.

Reporting

The Committee will report to the Board as required. The Committee will report to Members at the Annual General Meeting, in the form of a written report.

Review and Approval

These terms of reference were approved by the Board of Directors on [date] and may be reviewed from time to time by the Board.

RCA Awards Committee Terms of Reference

1. Name

The Awards Committee shall be a duly constituted committee and shall operate at the pleasure of Rowing Canada Aviron.

2. Function

- 2.1 The Awards Committee shall determine and document, using identified criteria, recipients of Rowing Canada Aviron's Annual Club Level, National Level, Trust Fund, International Achievement and Volunteer Service Awards.
- 2.2 The Awards Committee shall submit nominations, as appropriate, for Awards outside the realm of Rowing Canada Aviron (i.e. Canadian Olympic Committee Hall of Fame).
- 2.3 The Awards Committee shall provide assistance as required to the Rowing Canada Aviron staff responsible for the communication, production and presentation of the awards at the Annual AGM/Awards Banquet.
- 2.4 The Awards Committee will, from time to time, review the Awards Policy to ensure it remains current and appropriate to support the activities of Canadian rowers.

3. Accountability

The Awards Committee shall report through the President to the Executive Committee of Rowing Canada Aviron.

4. Structure

The Awards Committee shall be comprised of the following:

- Chair of Internal Awards
- Chair of External Awards
- Such other individuals who may be required for their contribution

5. Operation

5.1 Responsibilities:

- 5.1.1 The Awards Committee shall prepare and provide to the President an annual budget for its yearly activities.

5.2 Reporting

- 5.2.1 The Awards Committee shall meet at any time and place as approved by the RCA Executive Committee and at other times as needed.
- 5.2.2 The Awards Committee shall forward its minutes to the RCA office.

The Awards Committee shall provide reports for each Board meeting on a standard report form and an annual report submitted to the President for the AGM.

Technical Committees:

Umpires Committee Terms of Reference

1. Purpose

The **Umpires Committee** (UC) shall be a duly constituted committee and shall operate at the pleasure of the Rowing Canada Aviron (RCA) Board of Directors under the CARA By-Laws Section 15, Committees, and more specifically under the RCA Governance Policy (November 2014) section 'D' Committees. As such, the Umpires Committee is a "Technical Committee" of RCA that provides technical and program advice to the Board of Directors and CEO.

2. Mandate

The mandate of the Umpires Committee is to ensure that there is a robust cadre of Canadian umpires with the appropriate education and development to ensure safety and fairness at all rowing competitions in Canada, and to represent Canada at international rowing competitions governed by FISA.

Working with the Director of Partnerships and Sport Development, the UC works to standardize and improve the quality of umpiring in general, and in particular at Canadian National Regattas, and to monitor the qualifications of Canadian umpires at all levels.

3. Objectives

The UC shall:

- Promote umpiring throughout Canada through the recruitment of umpires;
- Enhance the image of umpires within the rowing community and with the general public;
- Implement and maintain, with the co-operation and assistance of the Provincial Rowing Associations, a system to ensure that all licensed umpires meet the requirements to maintain their licence;
- Standardize umpiring through umpire education, evaluation and development that prescribes criteria as to how umpires can be licensed and have a licence suspended or revoked;
- Improve the consistency and attain a high quality of umpiring at regattas in Canada;
- Positively promote and educate members regarding the RCA Rules of Racing and participate in Rules of Racing reviews by designating representatives to the Rules of Racing Working Group as established by RCA from time to time; and
- Ensure that juries are selected for national regattas by developing, maintaining and publicizing, in conjunction with the Provincial Rowing Associations, selection criteria for Juries at Canadian National Regattas, including:
 - Advising the Organizing Committees of National Regattas on the appointment of chief umpires and deputy chief umpires,
 - Co-ordinating the selection of nationally supported Juries for National Regattas, and
 - Ensuring that Canada has a sufficient number of FISA umpires for international regattas by identifying and developing potential candidates and maintaining and publicizing the selection criteria for and managing a system for nomination of RCA FISA umpires to FISA events juries.

4. Structure

The UC membership shall consist of up to six members selected for their knowledge of umpiring, capacity in policy development, and capability and willingness to undertake committee work. A minimum of one member of the UC shall be a licensed FISA umpire.

Umpire Committee members, including the Chair, will be selected through a structured application process. Members of the UC and the Chair of the UC are recommended to the CEO for approval.

Regular attendance and full participation in UC meetings are important elements in the functioning of this committee. If a member is unable to fulfill their commitment, the Committee Chair, in consultation with the CEO, may undertake a process to find a replacement.

The UC will have three sub-committees to assist the UC in fulfilling its objectives:

4.1 Umpire Education and Development Sub-Committee:

4.1.1 The mandate of the Umpire Education and Development SubCommittee (UEDSC) is to develop, review and revise, as necessary, the program of education and continuing development for all umpires in Canada to ensure a:

4.1.1.1 Consistent understanding and application of the RCA Rules of Racing;

4.1.1.2 Development path for umpires to prepare them for licensing, for leadership roles and, if interested, for FISA umpire candidacy;

4.1.2 The UEDSC shall comprise four members who are Level 4 RCA Umpires (clinicians), appointed by the Chair of the RCA UC. At least one of the members of the UEDSC shall be a member of the RCA UC, and at least one shall be a FISA umpire;

4.1.3 The UEDSC Chair shall be chosen from amongst the members of the UC.

4.2 National Jury Sub-Committee:

4.2.1 The mandate of the National Jury Selection Sub-Committee (NJSC) is to establish and apply clear and consistent criteria for the nomination and selection of umpires to National Juries;

4.2.2 The NJSC shall have six members comprised as follows:

- i. A member of the RCA UC to act as Chair, and
- ii. 1 representative from British Columbia
- iii. 1 representative from the three Prairie Provinces (Alberta, Saskatchewan and Manitoba)
- iv. 1 representative from Ontario
- v. 1 representative from Quebec
- vi. 1 representative from the four Atlantic Provinces

4.2.3 The intention of regional representation is to ensure knowledge and ability to comment on the umpiring skills of candidates residing in a region/ province, so that recommendations made for National Jury participation are sound.

4.2.4 The Chair of the FISA Matters Sub-Committee shall be ex-officio and a voting member of the NJSC.

4.3 FISA Matters Sub-Committee:

4.3.1 The mandate of the FISA Matters Sub-Committee (FMSC) is to be a resource to the cadre of Canadian FISA umpires and to establish and apply clear and consistent criteria for:

4.3.1.1 Identification, selection, preparation and nomination of candidates for FISA umpire licence examinations;

4.3.1.2 Nomination of Canadian FISA umpires for all FISA and International regattas.

4.3.2 The FMSC will also:

4.3.2.1 Ensure Canadian FISA umpires are being nominated for appropriate FISA events based on their previous international regatta experiences and by applying, if appropriate, any published FISA jury selection principles;

4.3.2.2 Ensure that Canadian FISA umpires are aware of FISA umpire seminars and advise the UC Chair and the CEO of those who plan to attend;

4.3.2.3 Maintain a record of RCA's FISA umpires international jury appointments.

4.3.3 The FMSC shall have up to four members comprised as follows:

4.3.3.1 Three regular members who are retired or about to become retired Canadian FISA umpires. A fourth member may be selected, by the regular FMSC members, for a one-year term, from among any RCA FISA umpires who declare that they will not apply to be named to a FISA jury for the year in question.

4.3.3.2 The RCA UC Chair will appoint one of the three regular members as the Chair of the FMSC.

5. Other structural matters

The UC, when necessary, may form other sub-committees, working groups or task forces to undertake the work of UC as needed. The UC may also bring advisors in as needed in order to facilitate/support the work of the Committee.

The UC shall consult with the Provincial Rowing Associations on policies and program matters as required through the Provincial Advisory Council (PAC) or through provincial umpiring representatives, as directed by the CEO.

6. Terms of Office

The Chair of the UC will serve a term of four years and may be renewed for a further four years, as determined by the CEO. The members of the committee will serve one or two-year terms, alternating, as approved by the CEO.

7. Level of Authority

The UC has the authority to establish and implement programs and services within the strategic direction and budget approved by the Board of Directors, and the operational parameters established by the CEO. The Committee's plans (annual and quadrennial, etc.)

and its annual budget must be approved by the CEO.

8. Reporting

The UC will report to the Board of Directors through the CEO. Matters requiring Board input or approval will be taken to the Board through the CEO.

The UC shall prepare and provide to the CEO:

- The umpiring component of the RCA Operational Plan;
- An annual budget and work plan; and
- The minutes of each UC meeting.

9. Meetings

The UC shall meet at least quarterly, within the budget parameters approved by the CEO. It is anticipated the UC will hold at least one in-person meeting per year. Other meetings will be through regular conference calls and electronic means.

Safety & Events Committee Terms of Reference

1. Name

The Safety and Events Committee (“SEC”) shall be a duly constituted committee and shall operate at the pleasure of the Board of Rowing Canada Aviron (“RCA”).

2. Mandate

The mandate of the Safety and Events Committee is to ensure that the RCA Board of Directors and the Members receive ongoing advice and direction in all areas of rowing safety and in the staging of rowing events. The Committee has specific responsibilities with Canadian National regattas and with the RCA Sanction policy and procedures. The SEC is to respond to requests regarding safety and events from the Board or the Members where the committee possesses appropriate expertise.

3. Objectives

The SEC shall:

- Through the RCA office, advise the rowing community in matters pertaining to the safe operation of rowing regattas and of the sport of rowing in its various forms;
- Through the RCA office, advise the rowing community in matters pertaining to the technical installation of rowing regattas and rowing facilities;
- Review on an annual basis, the RCA regatta sanction policy and advise and recommend any changes that may be needed to the policy to the Chief Executive Officer (CEO);
- Provide the RCA Board, through the CEO, with regular evaluations of the operation of Canadian National regattas and other such events as may be determined by the Board;
- Provide the RCA Board, through the CEO, with regular safety reviews of the RCA national training centre operations after reviewing the findings with the RCA lead staff at the respective centres;
- Promote rowing safety at all levels through the offices of RCA and the provincial and territorial rowing associations;
- For Canadian National regattas, advise, review and approve the technical, organization and safety components, and provide, in conjunction with PRA sanction, RCA regatta sanction, upon receipt of adequate regatta sanction applications;
- Develop and maintain a regatta manual;
- Advise RCA Member clubs, when requested through the RCA office, on matters pertaining to technical aspects of developing and/or improving regatta facilities and courses;
- Advise the Chief Executive Officer, when and where the SEC is informed, on a formal basis, of issues of safety, or where members of the rowing community are placed at risk;
- Maintain close liaison with the RCA Umpires Committee, the Organizing Committees of Canadian National regattas, and such other bodies as determined by the Chief Executive Officer, from time to time.
- Provide recommendations to the RCA Board, through the CEO, on any proposed bidding for International regattas or Canadian National regattas and the evaluation of any bids submitted.

4. Structure

The SEC membership shall consist of up to six members, including its chair, drawn from the Canadian rowing community, based on competency.

The SEC membership shall possess a broad knowledge of issues pertaining to the safe operation of rowing regattas and other rowing related events, by virtue of experience or specific training. This should include but is not limited to, indoor rowing races, touring, and coastal rowing.

The RCA Board shall appoint the chair of the SEC, in consultation with SEC members and the CEO.

The members of the SEC shall be nominated by the Chair of the committee for the approval of the CEO.

5. Level of Authority

The SEC Committee has the authority to establish and implement programs and services within the strategic direction and budget approved by the Board of Directors, and the operational parameters established by the CEO. The Committee's annual plans (in relation to the RCA Operational and Strategic Plans), and its annual budget, must be submitted to the CEO for approval.

On behalf of RCA, the SEC serves as the sanction approval body for all Canadian National regattas after sanction has been approved by the respective Provincial Rowing Association

The SEC shall have the authority to recommend to the CEO, that RCA engage, on an interim basis, with consultants or others who are able to provide particular experience and/or perspective as may be required.

6. Reporting

The Safety and Events Committee shall report through the Chief Executive Officer to the RCA Board of Directors.

The SEC shall communicate with the provincial and territorial rowing associations through the Chief Executive Officer and the office of RCA.

The SEC shall prepare and provide the following to the Chief Executive Officer:

- an annual budget and work plan;
- the minutes of each SEC meeting;
- Reports, as requested by the CEO.

The SEC shall make the SEC meeting minutes available to the RCA Members.

The SEC shall operate in a manner that is consistent with the standards of conduct outlined in the RCA Code of Conduct.

7. Meetings

The SEC shall meet or hold conference calls a minimum of at least quarterly in the fiscal year to provide effective reporting and recommendations to the RCA Board.

The chair of the SEC shall attend the RCA Semi-Annual Meeting.

Coach Education and Development Committee Terms of Reference

1. Name

The **Coach Education and Development Committee** (“CEDC”) shall be a duly constituted committee and shall operate at the pleasure of the Rowing Canada Aviron (“RCA”) Board of Directors.

2. Mandate

The Committee works with the Director of Coach Education and Development to facilitate the development and implementation of a fully-integrated national coach education and development program that responds to the needs of Canadian rowing coaches.

The RCA coach education and development program includes ongoing assessment of coaching needs in Canada; design, development and delivery of RCA’s National Coaching Certification Program (NCCP) curriculum; membership development; professional development, education and mentorship activities and; other educational tools and resources that provide for the ongoing development of Canadian rowing coaches.

3. Objectives

The Coach Education and Development Committee (CEDC) shall:

- Work with the Director of Coaching Education and Development to identify annual coach education and development priorities, strategies and the resources required to effectively implement these;
- Provide key inputs into the ongoing assessment of the “current state” of coach education and development for rowing in Canada;
- Propose potential solutions to the gaps and shortfalls in the RCA coach education and development programs;
- Provide strategic advice to increase the quality and quantity of rowing coaches in Canada;
- Understand and respect RCA’s mission, priorities, strategic direction, policies, CED guiding principles and Long-Term Athlete Development principles and undertake the work of the Committee within same;
- Provide input into RCA’s policies and operational guidelines in the areas of coach education and development
- Assist in the revision of current RCA coaching resources and/or in development of new resources for coaches
- Participate in special initiatives where expertise on coach education is needed.
- Perform additional tasks as may be assigned to the Committee by the CEO or Board of Directors
- Consult with the Provincial Advisory Council as required to seek input and direction on policy and program initiatives.

4. Structure

The CEDC membership shall consist of representatives with the necessary expertise to deliver on the objectives of the CEDC Committee.

The Chair of the Committee is recommended by the CEO and approved by the RCA Board of Directors. The Committee members are recommended by the Chair of the Committee and approved by the CEO.

The RCA Coach Education and Development Committee shall be made up of a core group of five (5) to eight (8) individuals:

- RCA Director of Coach Education and Development;
- RCA High Performance Director and / or the RCA Talent Identification Director, or designate;
- One (1) RCA-registered coach (with grassroots, club, provincial and high performance experience) as well as expertise in rowing technique, education, curriculum design and sport system development;
- One (1) RCA-registered coach or program leader with expertise in the development, delivery/instruction of recreational/masters/para rowing/coaching development programs at the community, regional and/or provincial levels; and,
- Up to three (3) additional members-at-large based on project/core competency needs.

Of the above, a combination of the following competencies and experience are desired among the core group members:

- Experience as an NCCP Learning Facilitator or Master Learning Facilitator from rowing or another sport in Canada;
- Experience as an RCA Evaluator;
- Expertise in learning management systems and / or learning solutions (e.g., blended learning and mobile learning solutions)
- Experience delivering learning solutions to a volunteer- or part-time employee base;
- Experience working with beginner rowers; and,
- Experience working with high performance rowers.

Regular attendance and full participation in CEDC meetings are important elements in the functioning of this committee. If a member is unable to fulfill their commitment, the Committee in consultation with the CEO may determine a replacement.

The Committee shall consult with the Provincial Advisory Council on policies and program matters as required or, as directed by the CEO.

The Committee where necessary may form sub or working groups or bring advisors in as needed in order to facilitate/support the work of the Committee (ie., Provincial Leaders, Multi-Sport Learning Facilitators/Evaluators, other Sport Coaching Leaders, or experts in Continuing Education and Professional Development)

5. Level of Authority

The RCA Coach Education and Development Committee has sufficient authority to recommend programs and services within the strategic direction, corporate priorities, and budget determined by the Board of Directors, and the operational parameters (i.e. planning and budgeting processes, etc.) established by the Chief Executive Officer (CEO). The Committee's plans (annual and quadrennial, etc.) and the annual budget must be approved by the CEO.

6. Reporting

The Committee will report through the Director of Coach Education and Development to the CEO. The Committee will report to the membership, through a written report, at the Annual General Meeting.

7. Meetings

The RCA Coach Education and Development Committee shall meet as required, within the budget parameters approved by the CEO. It is anticipated the Committee will hold at least one face-to-face meeting per year. In addition, the Committee will hold monthly conference calls and communicate via email on a regular basis.

Medical and Sport Science Committee Terms of Reference

Name

The Medical and Sport Science Committee (MSSC) shall be a duly constituted committee and shall operate at the pleasure of the Rowing Canada Aviron (RCA) Board of Directors.

Mandate

The Committee shall assist and advise the Chief Executive Officer (CEO) and the Board of Directors as requested from time to time, on medical and sports science issues relating to the sport of rowing.

Objectives

The Committee Objectives include:

1. Consulting on rowing specific sports science and sports medicine;
2. Providing input into RCA policies that have a medical or sports science component;
3. Formulating recommendations to the RCA Board of Directors which relate to any medical issues affecting the sport of rowing;
4. Participate in selected projects where expertise on medicine or sport science is needed; and
5. Perform additional tasks as may be assigned to the Committee by the CEO or Board of Directors

Structure and Membership

The MSSC membership shall consist of individuals with the necessary expertise to deliver on the objectives of the MSSC.

The Chair of the Committee is recommended by the CEO and approved by the RCA Board of Directors. The Committee members are recommended by the Chair of the Committee and approved by the CEO.

Regular attendance and full participation in MSSC meetings are important elements in the functioning of this committee. If a member is unable to fulfill their commitment, the Committee Chair, in consultation with the CEO, may determine a replacement.

Authority

The Sport Science and Medical Committee will be supported in its role by an appointed RCA staff liaison or other resources as pre-approved by the CEO that are relevant to the policy, issue or task being reviewed or undertaken.

The Committee shall submit a budget annually for the prior approval of the CEO based on work requested to be undertaken by the Committee.

Reporting

The Committee will report to the Board through the CEO. Matters requiring Board input or approval will be taken to the Board by the CEO. The Committee will report to the membership annually through a written report at the RCA Semi-Annual Meeting (January). The Committee shall record minutes all meetings.

Meetings

The MSSC shall meet as required, within the budget parameters approved by the CEO.