



CHAIR OF THE BOARD

Terms of Reference

Approved May 31, 2025

Number: 2.2

Name: Chair

Mandate: The Chair of the Board provides independent and effective leadership to the Board of Directors (the “Board”) in the governance of Hockey Canada. The Board Chair sets the tone for the Board to foster ethical and responsible decision-making, appropriate oversight of the organization, and best-in-class governance practices.

Accountability: **The Chair of the Board serves and is accountable to the Board of Directors of Hockey Canada and its Members.**

Key Duties: The Chair of the Board will perform the following key duties:

- Fulfill all responsibilities outlined in Hockey Canada By-Law 32, including:
 - Preside at all meetings of the Board and Members’ Meetings
 - Designate a Director to serve as Chair in their absence (by Ordinary Resolution)
 - Represent Hockey Canada at all Congresses of the IIHF
 - Act as an alternate signing officer of Hockey Canada
 - Suspend summarily any Registered Participant for:
 - Breaches of Articles, By-Laws, Regulations, Playing Rules, or Policies
 - Disregarding decisions or rulings of the Board
 - Unsportsmanlike conduct on or off the ice or conduct that brings the game into disrepute
 - Using abusive language to any person or official
 - Alleged infractions of the definition of “Amateur” in the Regulations
 - Ensure any such suspension is automatically and continuously effective until reviewed by the Board within fifteen (15) days
 - Exercise all duties and powers of the Board in emergencies when the Chair is unable to obtain a vote of the Board
- Additional Governance and Leadership Duties:
 - Ensure the Board works effectively as a team.
 - Ensure a Board work plan is developed annually.
 - Ensure meeting agendas are focused on Board responsibilities and concentrate on strategic matters.



CHAIR OF THE BOARD

Terms of Reference

- Ensure meetings are efficiently managed and decision making is transparent.
- Proof and authorize Board meeting minutes for distribution.
- Oversee the onboarding of directors
- Ensure Directors do not interfere in operations.
- Ensure Directors comply with Board policies.
- Ensure conflict of interest issues are addressed sensitively and resolved constructively.
- Ensure the Board's work is distributed equitably among the Board's Directors.
- Provide opportunities for Directors to develop skills and understand the organization's culture and programs.
- Take all reasonable steps to ensure Board succession planning occurs.
- Ensure Board and Director assessments and evaluations are completed.
- Ensure communications and accountability to Members and other key stakeholders and the public are adequate.
- In consultation with the Board, appoint and dismiss Committee and Task Team members, including the Chief Medical Officer as required.
- Serve as the principal liaison between the Board and the President and Chief Executive Officer of Hockey Canada.
- Coordinate an annual performance review of the President and Chief Executive Officer and lead the recruitment process should there be a vacancy.
- Support the President and Chief Executive Officer
- Serve as an ambassador for Hockey Canada and an advocate of its Purpose, Mission, Vision and Values to internal and external stakeholders.

Core Competencies And Attributes:

The Chair of the Board must bring the following minimum competencies and attributes to the role:

- **Governance Acumen:** Demonstrated knowledge of nonprofit governance, Board responsibilities, and fiduciary duties.
- **Leadership:** Proven ability to lead with integrity, build consensus, and foster effective team dynamics.
- **Strategic Focus:** Capacity to guide long-term planning and ensure alignment with organizational goals.
- **Communication:** Strong interpersonal and communication skills; able to engage effectively with diverse stakeholders.
- **Judgment and Integrity:** Exercises sound judgment, impartiality, and a commitment to ethical decision-making.
- **Conflict Management:** Skilled in navigating sensitive issues and promoting respectful dialogue.



CHAIR OF THE BOARD Terms of Reference

- Commitment: Willing and able to dedicate the necessary time and energy to fulfill the role.

Ex-officio Status	To ensure effective communication, the Chair is an ex officio member of all Committees and Task Teams that the Chair is not specifically a member of, and may attend their meetings at the Chair's discretion
Authority:	The Chair of the Board will exercise authority in accordance with Hockey Canada By-law 32, other Bylaws, Regulations, Playing Rules and Policies, and such additional provisions as are set out in the Terms of Reference.
Composition:	<p>The Chair of the Board is a Director and is elected by the Directors for a three (3) year term in a separate election occurring as soon as possible after the Annual Meeting of Members at which the previous Board Chair's term has expired.</p> <p>The Chair shall not serve in that position for longer than two consecutive three (3) year terms.</p>
Resources:	The Chair of the Board will receive the necessary resources from Hockey Canada to fulfill their mandate, and may retain independent advisers, as required, to assist the Board in fulfilling its duties and responsibilities, at Hockey Canada's expense. The Chair will also receive the necessary administrative support from the National office.
Reporting:	The Chair of the Board reports to the Members.
Removal or Suspension:	The Chair is bound by the standards set for all Directors and by this Terms of Reference. Removal or suspension of the Chair shall follow the processes outlined in By-law 34.
Approval & Review:	These Terms of Reference were approved by the Board of Hockey Canada on May 24, 2018, and were last updated on May 31, 2025 . The Board will review these Terms of Reference on a regular basis and will make revisions, as warranted
Other:	Duties as laid out in the Board Terms of Reference and the Board Mandate