HOCKEY CANADA
BOARD COMMITTEES

Terms of Reference

2026

CALGARY
201-151 Canada Olympic Road SW/SO
Calgary, AB T3B 6B7

TORONTO
250 Yonge Street Suite 2202
Toronto, ON M5B 2L7

HockeyCanada.ca

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Audit and Finance Committee

Terms of Reference

Name:
Audit and Finance Committee

Mandate:
The Audit and Finance Committee is primarily responsible for fiscal oversight and policy development related to the areas of financial auditing, reporting and budgeting, and accomplishing this in a professional, ethical and sustainable manner.

Key Duties:
The Audit and Finance Committee will perform the following key duties in its areas of oversight:

- Work with management to develop clear and transparent financial reporting to provide visibility regarding Hockey Canada's assets and liabilities and revenue and expense streams including quarterly summary statements of its balance sheet, income statement and cash flow statements.
- Ensure appropriate procedures for audit management are in place within the finance department.
- Review and approve the scope of the annual audit, all accounting policies, and audit fees to be paid annually.
- Recommend the appointment of the auditor to the Board for approval by the Members annually at the Annual Meeting.
- Review the audit results and audited annual financial statements of Hockey Canada, recommend approval to the Board, and ensure that the final audited financial statements are provided to Members annually in accordance with the requirements and timelines of the by-laws of Hockey Canada.
- Review the audited financial statements for any additional financial statement audits including, but not limited to, the World Junior Championships, Women's World Championships, and the World Para Championships, and then recommend approval to the Board.
- Review the audited financial statements of the Hockey Canada Foundation and the Canadian Hockey Foundation U.S.
- Confirm with management and the auditors that all required financial reporting meets the standards and compliance requirements of applicable authorities and that reporting deadlines are met.
- Ensure that any financial audit or reporting issues or concerns, as raised by the auditor, are promptly and satisfactorily addressed by the Board and Staff.
- As required, advise the Board on financial risk arising in fiscal areas including compliance, reporting, and operational management.
- Review the Annual Report and recommend approval to the Board.

- Advise the Hockey Canada Board on the organization's financial compliance with the requirements of organizations such as Sport Canada, Canadian Amateur Athletic Association (CAAA), Canada Revenue Agency and others with respect to financial auditing and reporting.
- Working in cooperation with Hockey Canada management/staff and relevant external advisors, evaluate and ensure the adequacy of Hockey Canada's internal financial controls and procedures in areas of financial reporting and that financial statements meet professional requirements and standards.
- As required, receive reports and provide the Board with information and expertise in terms of any risk affecting the fiscal reputation in all areas pertaining to audits, financial compliance and reporting.
- Provide the Board with information and expertise to ensure the Board is fully informed to support the Board with effective consideration of alternatives and financial decision making.
- With the approval of the Board and at the expense of Hockey Canada, the Audit Committee may retain the services of forensic auditors, legal experts or others, as required, to conduct any financial investigations as deemed necessary by the Board.
- Assist the Board in understanding Hockey Canada's management and investment performance of its financial assets, with a goal of protecting and growing its assets.
- Provide the Board with the information and expertise to ensure the Board is fully informed to facilitate effective consideration of alternatives and financial asset management and investment.
- Ensure Hockey Canada's asset management and investments align with the Board's strategic priorities and cash flow requirements as reflected in the budget.
- Ensure that accurate and complete financial records are maintained, and the Board is kept informed of the status of its liquid, short-term and long-term assets.
- Ensure staff provide quarterly financial updates (or as needed) to the Board in a manner that is transparent, clear and concise, to provide a summary statement of Hockey Canada's financial asset position and performance of investments that encompasses quarterly reporting periods.
- Work with staff annually to review all budgets, expenditures and upcoming projections.
- Review as needed, that Hockey Canada's investments are aligned with current standards of responsible and sustainable investing.
- Ensure that any financial management or investment issues or concerns involving Hockey Canada's invested assets are promptly, fully, and satisfactorily disclosed to the Board.
- Ensure Hockey Canada complies with federal, provincial, and other regulatory or contractual requirements relating to the organization's financial management, investment, and reporting of same.
- Inform the Board of any material fiscal challenges and potential risks in areas involving Hockey Canada's financial management and investments.
- Review and update as needed, financial, risk tolerance, investment, bonding and/or security/letter of credit policies, to ensure robust practices and procedures relating to financial management and investments are well documented and implemented.

- Review and recommend approval to the Board of any transfers between funds (as recommended by Management), as well as any transfers out of the Uninsured Risk Fund (or as detailed in the individual fund policies).
- Review the Investment Management policy of Hockey Canada and recommend approval to the Board as required.
- Provide oversight of revenue generation initiatives to ensure the reputation and risk tolerance of Hockey Canada is protected. Provide reporting to the Board as needed.
- Oversight of the Board Chair's expenses and annual review of CEO expenses.
- Additional duties as delegated to the Committee by the Board from time to time.

Policy
The Committee is responsible for the oversight and periodic review of the following

Oversight:
Board-approved policies:

- Board Travel and Expense Policy
- CAHA Participants Legacy Trust Fund Policy (shared with Risk Management, Sport Integrity Committee)
- Financial Signing Authority Policy
- Insurance Fund Policy
- International Event Hosting Support Fund Policy
- Investment Management Policy
- Operating Fund Policy
- Strategic Plan Fund Policy
- Travel and Meals Policy (Employees, Members & Guests)
- Uninsured Risk Fund Policy

Policy reviews shall be conducted based on materials and recommendations prepared by management and the assigned Staff Resource, including identification of legislative, regulatory, operational, or strategic updates requiring consideration.

The Committee's role is to provide governance oversight, strategic guidance, and recommendation to the Board regarding proposed amendments. The Committee is not responsible for drafting or operational line-by-line policy revisions.

The Committee shall ensure that assigned policies are reviewed at least every two (2) years, or more frequently if required, and shall report to the Board on the outcome of each review

Authority:
The Audit and Finance Committee will exercise its authority in accordance with Hockey Canada Bylaw 44 as well as such additional provisions as are set out in these Terms of Reference.

Composition:
The Audit and Finance Committee will be comprised of:

- The Committee Chair who is a Director and appointed in accordance with Bylaw 44.
- Committee members appointed by the Chair of the Board, in consultation with the Board, including a minimum of 4 and a maximum of 8 Committee members including the Committee Chair.
- The President and Chief Executive Officer, and the Chief Operating Officer shall be ex-officio Audit Committee members.
- Staff Resource individual(s) (non-voting).
- Non-Directors may be appointed as members of the Audit Committee, to enhance the collective skills, experience or competencies of the committee.

Meetings:
The Audit and Finance Committee will meet quarterly, and as needed, as determined by the Committee Chair in consultation with the Board.

Resources:
The Audit and Finance Committee will receive the necessary resources from Hockey Canada as approved in the annual budget as well as the necessary staff and administrative support to fulfill its mandate. A Staff Resource shall be appointed to assist the Committee in carrying out its duties. The Staff Resource shall not be a member of the Committee and shall have no voting rights.

Reporting:
The Audit and Finance Committee reports to the Board. The Committee will maintain minutes of its meetings and make those available to the Board.

In Camera:
At each meeting of the Committee, the Chair will ensure the members of the Committee, who are also members of the Board of Directors, have an opportunity to meet in-camera without other individuals present. For clarity, however, the Chair, in consultation with the other Directors on the Committee, may ask specific individuals (including outside advisors), to attend and participate in such in-camera session.

Approval & Review:
These Terms of Reference were originally approved by the Board of Hockey Canada on **June 5, 2026.** The Board will review the Terms of Reference annually and will make revisions as warranted.

Other:
N/A

Governance

Terms of Reference

Name:
Governance Committee

Mandate:
The Governance Committee is responsible for advising the Board on matters relating to the Board's governance structure, processes and policies, relative to best practices and shall ensure appropriate onboarding, support and continuing education of Directors as well as the annual evaluation of the effectiveness of the Board and its committees. The Governance Committee shall also review, and update as advisable, the policies and processes for the nomination and election of Directors overseen by the Nominating Committee and establish a documented process for hiring the President and Chief Executive Officer.

Key Duties:
The Governance Committee will perform the following duties in its oversight:

- Make recommendations to the Board and the Nominating Committee with respect to the structure and functioning of the Board to ensure that policy governance is successfully implemented and maintained relative to best practices,
- Confirm with management, compliance with the Canada not-for-Profit Corporations Act (2012), the Canada Revenue Agency Charities Directorate guidelines for Canadian Amateur Athletic Associations, and the Canada Sport Governance Code .
- Confirm with management, compliance with Bylaws, Regulations and governance policies.
- Ensure the Board and the Standing Committees review policies, for which they are responsible, at least every two years.
- Review Bylaws and recommend revisions as required.
- Assist the Board, as requested, in developing the strategic plan.
- Assist the Chair of the Board, as requested, in developing the annual work plan for the Board.
- Recommend to the Board a process for the recruitment and selection of the President and Chief Executive Officer of Hockey Canada.
- Create the policies that will support the policy governance model and ensure the Members understand their duties and responsibilities under the policy governance model.
- Confirm with the Board that Committee Chairs and Task Team Chairs receive appropriate orientation, support, continuing education and training to carry out their duties.
- Establish self-assessment tools for the Directors and the Board, and ensure there is an annual evaluation of the performance of individual Directors, the Board and the Board's Committees

- Make recommendations to the Board to assist the Nominating Committee in (i) identifying preferred candidate profiles, (ii) preparing the Board skills matrix; and (iii) meeting the Board's diversity needs/requirements.
- Review annually and recommend amendments as appropriate to the processes used by the Nominating Committee for the prior nomination and election of Directors.
- Such additional duties as may be delegated to the Committee by the Board from time to time.

Policy Oversight:
The Governance Committee shall review and recommend amendments, as appropriate, to the following Board-level governance policies:

- Board Dress Code Policy
- Directors' Code of Conduct & Conflict of Interest Policy
- Board In Camera Policy and Procedure
- Policy Review Policy (new 2026)

In addition, the Governance Committee shall serve as the responsible committee for any Board-level governance policies not otherwise expressly assigned to another Standing Committee.

The Governance Committee shall ensure that such policies are reviewed at least every two (2) years, or more frequently if required due to legislative, regulatory, or governance best practice developments.

Authority:
The Governance Committee will exercise its authority in accordance with Hockey Canada Bylaw 44 and such additional provisions as are set out in the Terms of Reference.

Composition:
The Governance Committee will consist of:

- The Committee Chair, who is a Director and appointed in accordance with By-Law 44.
- Committee members, appointed by the Chair of the Board, in consultation with the Board, including a minimum of 4 and a maximum of 8 members including the Committee Chair and no more than 3 additional Board Members.
- The Chair of the Board, President and Chief Executive Officer of Hockey Canada, the Chief Operating Officer and the General Counsel shall be ex-officio Committee members (non-voting).
- Non-Directors may be appointed as Committee members to enhance the collective skills, experience and competencies of the committee

Meetings:
The Governance Committee will meet quarterly, and as needed, as determined by the Committee Chair.

Resources:
The Governance Committee will receive the necessary resources from Hockey Canada as approved in the annual budget as well as the necessary staff and administrative support to fulfill its mandate. A Staff Resource shall be appointed to assist the Committee in carrying out its duties. The Staff Resource shall not be a member of the Committee and shall have no voting rights.

Reporting:
The Governance Committee reports to the Board. The Committee will maintain minutes of its meetings and will make those minutes available to the Board.

In-Camera
At each meeting, the Chair of the Committee will ensure the members of the Committee, who are also members of the Board of Directors, have an opportunity to meet in camera without other individuals present. For clarity, however, the Chair, in consultation with the other Directors on the Committee, may ask specific individuals (including outside advisors) to attend and participate in such in camera session.

Approval & Review:
These Terms of Reference were approved by the Board of Hockey Canada on **May 24, 2018 and were last updated March 20, 2026**. The Board will review these Terms of Reference on a regular basis and will make revisions, as warranted.

Other:
N/A

Nominating Committee

Terms of Reference

Name:
Nominating Committee

Mandate:
The Nominating Committee (the "Committee") is responsible for ensuring, on a continuing basis, that the Hockey Canada Board of Directors is composed of qualified and skilled persons capable of, and committed to, providing effective governance leadership to Hockey Canada.

Key Duties:
The Committee will perform the following key duties:

- Seek, identify, and recruit qualified individuals to stand for election or appointment as Directors.
- Create a critical path including key deliverables leading up to and including the Board elections.
- Ensure that candidates for election meet the qualifications to serve as a Director.
- Create a skills matrix to serve as an inventory of the skills, expertise and characteristics that are desired on the Board, and to act as a guide in soliciting nominations to ensure that the Board members collectively possess as many of the skills necessary for optimal Board functioning as possible.
- Promote a regional balance in the composition of the Board by recruiting candidates from different regions of the country.
- Promote diversity of the Board in relation to gender, age, language, ethnicity, professional backgrounds and personal experiences.
- Oversee all aspects of the election procedures leading up to and at the Annual Meeting of Members, including identifying and enforcing timelines and any other administrative requirements.
- Ensure regular and cooperative communication with the Members throughout the performance of the Committee's duties, including sharing the skills matrix with the Members.
- Where appropriate, identify individuals for future nomination as Directors and maintain this information for use by future Nominating Committees of Hockey Canada.
- Carry out these duties in a manner that encourages a long-term view of Hockey Canada's leadership needs, as well as Board succession planning.
- Provide the Board with the names of individuals recommended to fill any appointed Director positions.
- Solicit candidates from the Members to fill any vacancy on the Board for the remainder of the unexpired term of the previous Director whose position is being filled.

- The Committee Chair, or their delegate, shall oversee any election conducted under By-Law 28 or 31, including ensuring that all candidates' names appear on the ballots, distributing and collecting the ballots, counting votes, announcing the results, and destroying the ballots immediately after a motion is made directing such action to be taken.
- Such additional duties as may be delegated to the Committee by the Board from time to time.

List of Nominees:
The Committee shall provide a list of nominees for any election. The list may take one of the following forms:

(i) a "slate" of candidates, where the number of nominees is equal to the number of vacant positions available for election; or

(ii) a "list" of candidates, where the number of nominees exceeds the number of vacant positions available for election, PROVIDED THAT the number of nominees on the list is between 50% and 100% greater than the number of available positions.

Authority:
The Nominating Committee will exercise its authority in accordance with Hockey Canada Bylaws 27, 28, 29, 31, 35 and 44 and such additional provisions as are set out in the Terms of Reference.

Election of the Directors and Chair of the Board shall be in accordance with Bylaws 27, 28 and 31.

Composition:
The Nominating Committee will consist of an odd number of members, including the Chair, not to exceed nine (9) in total. Committee members shall be appointed by the Board Chair in consultation with the Board, taking the following into consideration:

- The Members, at their discretion, are entitled to appoint up to two individuals to serve on the Committee.
- A majority of the Committee must be Independent Members, who, to be considered Independent, must be at arm's length from the Board.
- The Committee may include Directors.
- No member of the Nominating Committee may seek office in the upcoming election.

The Board Chair shall designate, and the Directors shall approve, which Committee member shall serve as Chair of the Committee.

Meetings:
The Nominating Committee will meet in such manner, and with such frequency, as determined by the Chair.

Resources:
The Nominating Committee will receive the necessary resources from Hockey Canada, to the extent approved in the annual budget, to fulfill its mandate. A Staff Resource shall be appointed to assist the Committee in carrying out its duties. The Staff Resource shall not be a member of the Committee and shall have no voting rights.

Reporting:
The Nominating Committee will report to the Chair of the Board. The Nominating Committee will maintain minutes of its meetings and will make those minutes available to Committee members.

In-Camera:
At each meeting, the Chair of the Committee, in consultation with the members of the Committee, will have the opportunity to hold an In-Camera session that includes only the individuals who serve on the Committee, without Staff Resource personnel or outside advisors present.

Approval & Review:
These Terms of Reference were approved by the Board of Hockey Canada on **May 24, 2018** and were last updated on **October 24, 2023**. The Board will review these Terms of Reference on a regular basis and will make revisions, as warranted.

Other:
N/A

People and Culture Committee

Terms of Reference

Name:
People and Culture Committee

Mandate:
The People and Culture Committee assists the Board of Directors (BoD) to ensure there is an appropriate framework for the oversight of Hockey Canada's human resources and is also responsible for the overall organizational compensation strategy, with the exception of the President/Chief Executive Officer. The People and Culture Committee also provides oversight to initiatives linked to systemic culture and sport integrity and wellness.

Key Duties:
The People and Culture Committee has oversight for the following:

- a professional, market validated design and implementation of Hockey Canada's organizational compensation strategy, excluding the President/Chief Executive Officer position;
- a professionally designed development and succession plan for all senior leader and other mission critical positions;
- a professionally designed and implemented people and culture management framework that aligns with the organizational strategic plan;
- ensuring the organization tracks and responds to changes in key areas of people and culture as determined by leading practices;
- ensuring initiatives linked to systemic culture and sport integrity and wellness are aligned with the vision and mission of Hockey Canada and create a roadmap towards a welcoming and safe environment;
- embedding the Equity, Diversity and Inclusion (EDI) and belonging strategy's overarching purpose in all Hockey Canada operations in alignment with and in the spirit of the EDI Policy;
- ensuring a learning and development governance structure exists to successfully navigate and foster a collaborative environment for launching learning initiatives that address the concerns of the learners and the organizations tasked with delivering and work towards building a partnership for shared ownership and responsibility for national success;
- annually creating and regularly reporting to the BoD on a work plan for the People and Culture Committee; and
- oversight and periodic review of the following Board-approved policies:
  - Anti-Racism Policy
  - Whistleblower Policy & Procedures
  - Social Media Policy
  - Official Languages Policy
  - Concussion Policy

- COVID-19 Vaccine Policy

Policy reviews shall be conducted based on materials and recommendations prepared by management and the assigned Staff Resource, including identification of legislative, regulatory, operational, or strategic updates requiring consideration.

The Committee's role is to provide governance oversight, strategic guidance, and recommendation to the Board regarding proposed amendments. The Committee is not responsible for drafting or operational line-by-line policy revisions.

The Committee shall ensure that assigned policies are reviewed at least every two (2) years, or more frequently if required, and shall report to the Board on the outcome of each review.

Authority:

The People and Culture Committee will exercise its authority in accordance with Hockey Canada By-law 44 and such additional provisions as are set out in the Terms of Reference.

Composition:

The People and Culture Committee will be comprised of:

- The Committee Chair who is a Director and appointed in accordance with Bylaw 44
- Committee members appointed by the Chair of the Board, in consultation with the Board, including a minimum of 4 and a maximum of 8 Committee members including the Committee Chair
- Individuals who are literate in human resources matters and have an understanding of the impact and value of People and Culture, ensuring representation from designated groups, including:
    - A minimum of one (1) Director, who is not the Chair of the People and Culture Committee, appointed by the Chair of the BoD;
    - A minimum of two (2) Member President representatives;
- The President and Chief Executive Officer, Chief Operating Officer and Senior VP People, Culture & Inclusion shall be ex-officio People and Culture Committee members
- Non-Directors may be appointed as members of the People and Culture Committee, to enhance the collective skills, experience or competencies of the Committee.

Meetings:

The People and Culture Committee will meet quarterly, and as needed, as determined by the Committee Chair.

Resources:
The People and Culture Committee will receive the necessary resources from Hockey Canada as approved in the annual budget as well as the necessary staff and administrative support to fulfill its mandate. A Staff Resource shall be appointed to assist the Committee in carrying out its duties. The Staff Resource shall not be a member of the Committee and shall have no voting rights.

Reporting:
The People and Culture Committee reports to the BoD and will maintain minutes of its meetings and will make those minutes available to the BoD.

In Camera:
At each meeting of the People and Culture Committee, the Chair will ensure the members of the Committee, who are also members of the Board of Directors, have an opportunity to meet in camera without other individuals present. For clarity however, the Chair in consultation with the other Directors on the Committee, may ask specific individuals (including outside advisors), to attend and participate in such in camera session.

Approval & Review:
These Terms of Reference were approved by the Board of Hockey Canada on **March 20, 2026**. The Board will review the Terms of Reference annually and will make revisions as warranted.

Other:
N/A

Risk Management and Sport Integrity Committee

Terms of Reference

Name:
Risk Management and Sport Integrity Committee

Mandate:
The Risk Management and Sport Integrity Committee (**the Committee**) is responsible for oversight of enterprise risk management and sport integrity on behalf of Hockey Canada's (**the Corporation's**) Board of Directors (**the Board**). It does this through oversight of enterprise risk management and sport integrity policies and programs a) in respect of the Board's risk appetite statement, and b) in alignment with the goal of providing a sporting environment that promotes participants' mental, physical, emotional, and authentic-self well-being.

Key Duties:
The Committee will perform the following duties in its area of oversight of enterprise risk management:

- Provide advice to the Board based on the existing enterprise risk management framework;
- Regularly review the existing Risk Appetite statement;
- Track key areas of risk arising from the enterprise risk management framework and the Risk Appetite statement, and give advice to the Board on areas of concern;
- Review the design and implementation of the enterprise risk management registry at minimum annually;
- Review the corporation's insurance programs annually and make recommendations to the Board on renewals and longer term program management strategies;
- Review on no less than a biennial basis all Board level policies relating to Risk Management; and
- Perform such additional duties as may be delegated to the Committee by the Board from time to time.

The Committee will perform the following duties in its area of oversight for sport integrity:

- Ensure there is an independent review conducted when deemed necessary into the design and operation of the Corporation's Independent Third Party (ITP) program with a view to its professionalism, ethics and sustainability;
- Ensure the implementation of a modeling process for key complaint data;
- Review key findings arising from complaint data and give advice to the Board on areas of concern;
- Review the design and operation of the Sport Integrity Framework to ensure alignment with the Corporation's Strategic Plan and Member Prioritization work, current best practices and the overall goal of sport integrity;

- Regularly review key indicators in the Sport Integrity framework scorecard and give advice to the Board on areas of concern;
- Review on no less than a biennial basis all Board level policies relating to Sport Integrity; and
- Perform 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 Corporation's By-law 44, and in accordance with such additional provisions as are set out in these Terms of Reference.

Composition:
The Committee will be comprised of:
- The Committee Chair, who is a Director and appointed in accordance with By-law 44;
- A minimum of four (4) and a maximum of eight (8) Committee members (voting) appointed by the Chair of the Board in consultation with the Board (the appointed membership shall include the Committee Chair and no more than three (3) additional Board Directors)
- The Chair of the Board, the President and Chief Executive Officer, the Chief Operating Officer, the Chief Financial Officer and the General Counsel who shall be ex-officio Committee members (non-voting)
- Non-Directors may be appointed as members to enhance the collective skills, experience, or competencies of the Committee (non-voting).

Quorum:
At all committee meetings, a majority of the individuals who serve on the Committee shall constitute a quorum in accordance with By-law 44.6.

Meetings:
The Committee will meet quarterly, and as needed, as determined by the Committee Chair.

Resources:
The Committee will receive the necessary resources from the Corporation as approved in the annual budget as well as the necessary staff and administrative support to fulfill its mandate. A Staff Resource shall be appointed to assist the Committee in carrying out its duties. The Staff Resource shall not be a member of the Committee and shall have no voting rights.

Reporting:
The Committee reports to the Board. The Committee will maintain minutes of its meetings and make those minutes available to the Board.

In-Camera:
At each meeting of the Committee, the Chair will ensure the members of the Committee who are also members of the Board of Directors, have an opportunity to meet in-camera without other individuals present. The Chair in consultation with the other Directors on the Committee, may ask specific individuals (including outside advisors) to attend and participate in such an in-camera session.

Approval and Review:
These Terms of Reference were approved by the Board of the Corporation on **March 20, 2026**. The Board will review and revise the Terms of Reference on a regular basis and will make revisions, as warranted.

Other:
N/A