

**CANADIAN OLYMPIC COMMITTEE ("COC")
BOARD OF DIRECTORS MANDATE**

1 PURPOSE

The Board is responsible for overseeing the management of the activities and affairs of the COC. The Board oversees the COC's approach to strategic planning, corporate governance, succession planning, risk management, financial reporting and human resources matters. The Board's role is to also fulfil the mandate and mission of the COC to develop and protect the Olympic Movement in Canada, in accordance with the Olympic Charter and as more particularly set out in the articles and the by-laws of the COC. In performing its duties, the Board will consider the legitimate interests of its stakeholders, provided that in order to fulfil its fiduciary duties, the best interests of the COC must remain paramount at all times.

2 COMPOSITION

- (a) The Board shall consist of such number of directors as meets the minimum and maximum requirements established in the COC's articles (3 to 22 directors).
- (b) The President is appointed by the Board to serve such term as established in the COC by-laws until succeeded or until they resign. The President shall have the duties and responsibilities set forth in the "President Position Description".
- (c) The Vice President(s) is/are appointed by the Board to serve at the pleasure of the Board until succeeded or until they resign. The Vice President(s) shall have the duties and responsibilities set forth in the "Vice President Position Description".

3 MEETINGS AND MINUTES

The Board shall determine the number of, dates and times, place and the procedures for meetings provided that:

- (a) all directors are expected to attend, in person, or via electronic means, all meetings of the Board and the Committees on which they serve, to come to such meetings fully prepared and to remain in attendance for the duration of the meeting. Where a director's absence from a meeting is unavoidable, the director should, as soon as practicable after the meeting, contact the President, the CEO or the Corporate Secretary, for a briefing on the substantive elements of the meeting;
- (b) the Board shall endeavour to reach consensus on all significant decisions. In the event that consensus cannot be reached, the determinations of the Board shall be made by a majority of its members present at the meeting duly constituted for business. In the event there is no majority, the President shall be entitled to a second or casting vote. Any decision or determination of the Board reduced to writing and signed by all of the members of the Board shall be fully as effective as if it had been made at a meeting duly called and held;
- (c) in the absence of the President, the Vice-President shall preside;
- (d) an in camera session, without management present, shall be held at every Board meeting;

- (e) the agenda for each Board meeting shall be established by the CEO and the President, taking into account suggestions from other members of the Board. Meeting materials and information shall be distributed in advance of each meeting so as to provide adequate time for review; and
- (f) the recording assistant shall be appointed by the President and shall record minutes of the meetings which shall be submitted for amendment and approval by the Board.

4 DUTIES AND RESPONSIBILITIES

The Board operates by reserving certain powers to itself and delegating the responsibilities to manage the business and affairs of the COC to the CEO and management. Its principal duties fall into six categories:

- Overseeing and approving on an ongoing basis the COC's business strategy and strategic planning process, as well as its annual operating plan and budget;
- Managing of Board affairs, overseeing human resources and organizational culture;
- Approving the corporate goals, monitoring performance and taking corrective action where necessary;
- Approving policies, procedures and systems for implementing strategy, managing risk, employee conduct, health and safety and ensuring the integrity of the COC's internal control and management information systems;
- Overseeing effective communication with Members and other stakeholders; and
- Overseeing that legal obligations are met.

Subject to the articles and by-laws of the COC and the *Canada Not-for-profit Corporations Act* (NFP Act), the Board may constitute, seek the advice of, and delegate powers, duties and responsibilities, to committees of the Board.

4.1 Strategic Planning

- (a) The Board has the responsibility to participate, as a whole and through Committees, in identifying the objectives and goals of the business as well as the associated risks and the strategy by which it proposes to achieve those goals and mitigate such risks. On a quadrennial basis, the CEO shall present to the Board a recommended strategic plan and on an annual basis, shall present a recommended annual operating plan and budget to the Board, both of which shall take into account, among other things, the opportunities and risks of the business. The Board shall approve a strategic plan on a quadrennial basis and an operating plan and budget annually.
- (b) The Board has the responsibility to ensure congruence among Member expectations, COC strategic and annual plans, management performance and the Olympic Charter.

4.2 Managing Board Affairs, Overseeing Human Resources and Organizational Culture

- (a) The Board retains the responsibility for managing its own affairs, including planning its composition and its meeting schedules, creating a Board mandate, selecting one or more Vice President(s), selecting a President, approving candidates for election to the Board acting upon the advice and recommendation of the Nominating Committee, Board succession planning and appointing committees.
- (b) The Board has the responsibility for appointing and terminating the CEO, monitoring and assessing the CEO's performance, determining the CEO's compensation, CEO succession planning and providing advice and counsel to the CEO in the execution of the CEO's duties.
- (c) The Board has the responsibility for approving or delegating the approval of the total compensation of senior executive officers of the COC, acting upon the advice and recommendation of the CEO.
- (d) The Board has responsibility for confirming that appropriate processes are in place for hiring senior executives and that adequate provision has been made for their training and development and for orderly succession.
- (e) The Board has the responsibility for, to the extent feasible, satisfying itself as to the integrity of the CEO and the other executives and that the CEO and other executives create and maintain a culture of integrity throughout the COC.
- (f) The Board is responsible for ensuring the COC's compliance with its obligations under the Olympic Charter and the IOC Code of Ethics in Canada (including the adoption and implementation of the World Anti-Doping Code).
- (g) The Board is responsible for ensuring that the COC operates at all times within applicable laws and regulations and in an ethical and legal manner in accordance with the COC's policies, including the COC Code of Ethics.
- (h) The Board will conduct its affairs and fulfil its responsibilities in an environment of integrity, ethical conduct and decision-making, and by adhering to good governance practices. The Board will ensure that the Board, Board-appointed Committees and management are aligned on the core objectives, strategic direction and values of the COC.
- (i) The Board will conduct itself in a manner that enables the Board to work as a cohesive team which strives to achieve a consensus where possible and which facilitates full, constructive and candid Board discussions, promotes independent thinking, and ensures that all directors have an opportunity to express their views.

4.3 Monitoring and Acting

The Board is responsible for:

- (a) monitoring the COC's progress towards its goals, and revising and altering its direction in light of changing circumstances;

- (b) ensuring that the financial reporting is presented fairly and is in accordance with generally accepted accounting principles and approving the financial statements;
- (c) recommending the external auditors to the Members for approval;
- (d) once Members have approved the external auditor, determining the compensation of the external auditor;
- (e) ensuring the Board receives from the CEO on a timely basis the information and input required to enable the Board to effectively perform its duties;
- (f) annually assessing the adequacy of this Mandate, and making any changes deemed necessary or appropriate;
- (g) conducting and acting upon annual assessments and evaluations of the Board, committees of the Board and individual directors;
- (h) developing position descriptions for the President, Vice-President and Chief Executive Officer;
- (i) establishing Board committee mandates and committees pursuant to the mandates, and appointing the chair and committee members to serve on each committee. The COC recognizes the importance of having athlete representation on Board Committees and the Board will ensure that athlete representatives are included among the annual appointments. The COC also recognizes the importance of renewal and succession planning within the Board committees, in accordance with good governance practices, and will take this into account when considering and approving the composition of committee members to serve on each committee.
- (j) considering and approving recommendations from its committees and management;
- (k) receiving the minutes of and reviewing the actions and decisions of any committees reporting to the Board. The Board may disapprove or reject any action or decision of such committees provided that such disapproval or rejection shall not invalidate anything done or payment made in good faith pursuant to the action or decision disapproved or rejected;
- (l) altering the composition of committees appointed by it, and terminating appointments of chairs or members of such committees appointed by it or dissolving such committees as the Board deems necessary or appropriate; and
- (m) ensuring that all directors, committee members, officers and employees receive comprehensive orientation and training.

4.4 Policies and Procedures

- (a) The Board has the responsibility for developing the COC's approach to corporate governance.

- (b) The Board has the responsibility for approving and monitoring compliance with all significant policies, procedures, and internal control and management information systems by which the COC is operated, as established by management.
- (c) The Board is responsible for verifying that the COC has in place appropriate programs and policies for the conduct and the health and safety of its employees in the workplace and that such policies are reviewed annually by the Board and employees.

4.5 Overseeing Effective Communications

- (a) The Board has the responsibility to ensure that the financial performance of the COC is adequately reported to Members on a timely basis in accordance with applicable law.
- (b) The Board has the responsibility for ensuring that there is appropriate and effective communication and engagement with the COC stakeholders.

4.6 Legal Requirements

The Board has oversight responsibility for ensuring the COC meets its legal obligations and for properly preparing, approving and maintaining the COC's documents and records.

5 OLYMPIC GAMES

To fulfil the mandate and mission of the COC and ensure compliance with the Olympic Charter and COC's obligations to the IOC, the Board is responsible for:

- (a) determining the size and composition of Canadian teams in the Olympic Games, Olympic Winter Games, Youth Olympic Games, and Pan American Games, provided that it may, if it so desires, delegate the function of team selection for such Games to a designated committee; and
- (b) exercising such other duties, powers and rights as are assigned to it pursuant to the Olympic Charter and the COC's by-laws.

6 OUTSIDE ADVISORS

The Board may engage outside experts, including independent legal advisors, financial advisors or other advisors, when it deems appropriate. The President or Chair of a Committee, as appropriate shall engage the necessary experts and the Board shall be kept informed of both the selection of the experts and their advice.

7 OTHER

The foregoing list of duties is not exhaustive. The Board may perform any other activities consistent with this mandate, the COC's articles and by-laws, the Olympic Charter and any other governing laws, as the Board deems necessary or appropriate.