



Climbing Escalade Canada  
("CEC" or the "Corporation")

## Culture of Excellence and Athlete Centring Committee Terms of Reference

### 1. Purpose

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- 1.1 The purpose of the Strategic Direction and Athlete Centring Committee (the "**Committee**") is to provide recommendations directly to the Board of Directors ("**Board**") recommendations and guidance directly to the Board of Directors ("Board") on how CEC can continuously improve to better serve athletes, rebuild and maintain trust within its community, and positively promote the growth, development and wellbeing of the athletes.
- 1.2 The Board has enacted these Terms of Reference to set out an initial structure of the Committee and provide baseline direction to the Committee.
- 1.3 The Committee shall, within two months of being appointed, provide recommendations on whether and how these Terms of Reference should be amended.

### 2. Interpretation

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- 2.1 Unless defined herein or context requires otherwise, capitalized terms used but not defined in these Terms shall have the meaning given to them in the Corporation's By-Laws.
- 2.2 This Policy should be read together with the *Canada Not-for-profit Corporations Act*, the *Canadian Sport Governance Code* (the "**Code**"), the Corporation's Articles, the Corporation's By-Laws, the Board Mandate, and the Diversity Policy.

### 3. Duties

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- 3.1 The duties of the Committee are to:
  - (a) review the governance and operations of CEC from an athlete-centric perspective;
  - (b) provide recommendations to the Board for improvements, which CEC can institute to better serve athletes, rebuild and maintain trust with the community, and promote the growth, development and wellbeing of athletes and the Canadian climbing community; and,
  - (c) perform any other task as may be delegated to the Committee by the CEC Board.

### 4. Composition

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- 4.1 The Committee shall be composed of no fewer than three, and no more than eleven members, and shall include:
  - (a) at least one Director of the Corporation; and,
  - (b) at least two Eligible Athletes nominated by the Athletes' Commission.
- 4.2 The Members of the Corporation may, but are not required to, collectively appoint one representative to serve as a member of the Committee.

- 4.3 Except for the Eligible Athlete nominated by the Athletes' Commission pursuant to subsection 3.1.2 and the member representative appointed by the Members of the Corporation pursuant to Section 3.2, members of the Committee shall be appointed by the Board.
- 4.4 All members of the Committee will hold office for an initial term expiring at the next Annual General Meeting of the Corporation.

## **5. Committee Co-Chair**

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- 5.1 The Committee shall elect two co-chairs from among its members.
- 5.2 One co-chair shall be a director of CEC and the other co-chair shall be Independent from the Corporation.

## **6. Meetings**

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- 6.1 The Committee is responsible to meet as often as required to discharge its duties.
- 6.2 The Co-Chairs of the Committee will, in consultation with the members, determine the schedule, time, and place of meetings.
- 6.3 A quorum for a meeting of the Committee shall be a majority of voting members present in person.
- 6.4 A member or members of the Committee may participate in meetings of the Committee by means of such telephonic, electronic, or other communication facilities as permits all persons participating in the meeting to communicate with each other. A member participating in such a meeting, by any such means, is deemed to be present at the meeting.
- 6.5 Notice of the time and place of every meeting shall be given in writing (including by way of written email) to each member of the Committee at least 24 hours prior to the time fixed for such meeting, provided, however, that a member may in any manner waive a notice of a meeting; and attendance of a member at a meeting constitutes a waiver of notice of the meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
- 6.6 At the invitation of the co-chairs of the Committee, one or more guests may attend all or part of any meeting of the Committee. Members of the Board who are not members of the Committee may attend meetings of the committee as non-voting observers.

## **7. Procedures and, Records and Reporting**

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- 7.1 Subject to any statute law or the articles and by-laws of the Corporation, the Committee shall fix its own procedures at meetings and keep records of its proceedings. The minutes of its meetings shall be distributed to all members of the Board. All Directors shall be provided with access to any materials distributed to members of the Committee.

## **8. Materials**

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- 8.1 The Committee may make a request to the Board for reasonable access to the books, records, facilities, and personnel of the Corporation necessary for the discharge of its duties, and such a request shall not be unreasonably denied.

8.2 Subject to any policy related to confidentiality or transparency, all material shared with the Committee shall be presumed to be confidential and the use, distribution, or disclosure thereof shall be subject to any limitations or restrictions imposed by the Board.

## 9. Advisors and Investigations

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9.1 The Committee, with the approval of the Board by resolution, has the power, at the expense of the Corporation, to retain, instruct, compensate, and terminate independent advisors to assist the Committee in the discharge of its duties.

9.2 The Committee may conduct any investigation appropriate to its responsibilities, and request any officer of the Corporation, employee of the Corporation, or any outside advisor to attend a meeting of the Committee, or to meet with any members or advisors of the Committee.

### Revision Control

CEC-GOV-12	Revision	Policy Name
Original Version (version 1)	Approved 2023/11/14	Culture of Excellence and Athlete Centring Committee Terms of Reference