



**EQUESTRIAN
CANADA
ÉQUESTRE**

GOVERNANCE MANUAL

2022-10-24



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PART I GENERAL

Article 1 Interpretation

1.1 Defined Terms

“Ad Hoc Committees” - temporary committees formed for specific periods to address a particular issue

“Articles” – mean the documents of incorporation filed with the Government of Canada

“Breed Associate Affiliates” – means a Breed organization listed and in good standing with either the Canadian Livestock Records Corporation or which have an Independent Registry, and which are not Industry Affiliates.

“Board of Directors” – means the Board elected by the Voting Members of EC to develop and support the organizational structure and determine the vision of EC. It is referenced in this manual as the “Board.”

“Canada Not-for-profit Corporations Act” - is the federal legislation that governs EC. It is also referred to in this Manual as the “Act.”

“Chief Executive Officer” – means the senior staff person for EC. Referred to in this manual as the “CEO”.

“Coach” – means anyone who teaches, supervises or acts as a trainer or mentor of any Equestrian.

“Conflict of Interest” – means a situation where a Person or the entity with which that Person is affiliated has a real or perceived interest which may work against the interest of EC. This includes, but is not limited to:

- a) a competing interest which may result in a Person, or the entity with which that Person is affiliated, being in a position to benefit from the situation or in EC not being able to achieve a result which would be in the best interest of EC; and
- b) any situation in which a Person’s decision-making, which should always be in the best interests of EC, is influenced or could be influenced by personal, family, financial, business, or other private interests

“Director” – means a duly elected member of the Board.

“Equestrian” – means any individual participating in equine and/or equestrian activities;

“Equestrian Canada – refers to the national governing body for equestrian sport in Canada, with a mandate to represent, promote and advance the sport in Canada, and to represent, promote, advocate for and advance all related equine and equestrian interest, including recreation, industry, and equine health and welfare. It is referenced in this manual by the abbreviation “EC”.



“EC Activities” - includes all EC business, activities and events over which EC has jurisdiction, including but not limited to office environments, competitions, training, education sessions, travel and meetings, both in Canada and abroad;

“EC-branded social media” – refers to all official social media engagement by EC, including EC’s Facebook page(s), Twitter feed, photo-sharing accounts, YouTube channels, blogs, or other social media engagement; both those that exist currently and those that will be created by EC in the future

“Family Member” – includes, but is not limited to a spouse, partner, natural or adoptive parent, child, sibling, people who are in an intimate relationship, and people who permanently reside together;

“Federation Equestre Internationale” – refers to the controlling authority for all international events in Dressage & Para-Equestrian Dressage, Jumping, Eventing, Driving & Para-Equestrian Driving, Endurance and Vaulting. Referenced in this manual by the abbreviation “FEI”;

“Industry Affiliates” – means entities that pay an annual fee to belong to EC and have representation at the Federal Government level under the EC National Federation umbrella. These organizations provide expertise to EC on items of importance to the equine industry, including breeding horses, marketing and promotion, identification, transportation, and herd health;

“National Equine Organizations” - refer to independent, incorporated National or Regional Associations or Societies representing a specific equine breed. It is referred to in this Manual as “NEO’s.”

“Perceived Conflict of Interest” – means a situation where a reasonable third person, once aware of the facts, could be concerned about the existence of a Conflict of Interest.

“Person” – means all categories of membership defined in the By-Laws and any individual, body corporate, partnership, trust unincorporated organization or individual engaged in any paid or volunteer capacity with EC, engaged in activities with EC, or otherwise under the jurisdiction of EC. Without limiting the foregoing, Persons include:

- a) all individuals employed or under contract with EC;
- b) all Registered Participants;
- c) EC Directors, Officers, Voting Members, Committee members, Officials and Volunteers;
- d) all individuals participating in sport competitions over which EC has jurisdiction, including athletes eligible for nomination to, or forming part of, any team participating in sport competitions over which EC has jurisdiction;
- e) all persons working with those participating in sport competitions over which EC has jurisdiction, including coaches, medical and paramedical personnel, sport federation representatives, and other support persons.

“Policy” – refers to a course or principle of action adopted by EC, and which is published on EC’s website as a particular code, plan or practice;



“President” – means the person who, from time to time, is the principal officer of EC who presides over its board of directors and oversees its activity.

“Provincial and Territorial Sport Organizations” – means an organization established to promote the development, delivery and promotion of equine and equestrian sport, recreation and industry initiatives and programs in its respective province or territory of Canada and which is recognized as such or funded by the relevant provincial or territorial government and which supports the purposes, aims, objectives and ethical standards of EC shall recognize only one eligible Provincial and Territorial Sport Organization per province or territory. Referred to in this manual as “PTSO’s.”

“Registered Participant” - means any Person registered with EC, including Sport License Holders, and paying dues to obtain some benefit from EC.

“Related Party” - *includes* a Family Member and an association or private corporation controlled by any Family Member.

“Social media” – is a broad term applied to new computer-mediated communication media such as blogs, YouTube, Instagram, Snapchat, Facebook, and Twitter. both those that exist currently and those that will be created in the future

“Special Interest Affiliates” - refer to National or Regional Organizations which have equines as their focus, but which are not Industry Affiliates or Breed Associate Affiliates.

“Sport Discipline Committees” – refers to the operational committees of EC established for the general purpose of providing strategic guidance and counsel to EC management for the development of each FEI discipline in Canada. The Sport Discipline Committees are composed of volunteers who have technical expertise in the discipline they serve and provide strategic and operational recommendations concerning all aspects of the development of the sport while ensuring the welfare of equines;

“Voting Member” – means one of the 27 designated delegates which represent either Category “A,” “B” or “C” as set out in the EC Bylaws;

“Working Days” – do not include weekends, statutory holidays or the period between 24 December and 2 January.

1.2 Gender and Number

Any reference in this manual to gender includes all genders. Words importing the singular number only include the plural and vice versa.



Article 2 Introduction

2.1 Mandate

EC is the national governing body for equestrian sport in Canada, with a mandate to represent, promote and advance the sport in Canada, and to represent, promote, advocate for and advance all related active equine and equestrian interests, including recreation, industry and equine health and welfare

2.2 Vision

An aligned Canadian equestrian community that inspires and serves equestrians in their pursuit of personal excellence from pony to podium.

2.3 Mission

To lead, support, promote, govern and advocate for the equine and equestrian community in Canada.

2.4 Values

EC believes in:

- Excellence:** Upholding world-class standards in all our initiatives;
- Welfare:** Protecting the safety and welfare of equestrians and equines equally;
- Partnership:** Generating a culture of unity and collaboration across the equestrian community;
- Service:** Effectively and proactively serving the Canadian equestrian community to support the advancement of sport and industry;
- Integrity:** Championing an ethical, responsible and respectful approach to all roles, levels and areas of equestrian participation.



PART II GOVERNANCE STRUCTURE OVERVIEW

Article 3 Governance Overview

3.1 Preamble

- 1) Effective corporate governance is vital to the efficient operation of EC. EC employs a governance model that separates governance and management functions. The Board delegates to the CEO the responsibility for managing the operations of EC under Board direction and policies, and subject to any limits that may be established by the Board.
- 2) Good governance requires maintaining a clear and disciplined distinction between the functions of the Board and the functions of management. It also requires that the Board follow the principles of sound governance endorsed by Sport Canada, namely:
 - a) recognizing high standards of ethical behaviour as a core principle in all governance activities;
 - b) demonstrating a commitment to EC's vision, mission, values and strategic plan;
 - c) promoting clarity of roles and responsibilities within EC's governance structure;
 - d) providing continuity for EC by ensuring financial health and appropriate human resources; and
 - e) being transparent and accountable to Voting Members and others for outcomes and results.

3.2 Components of Structure

The governance structure of EC is divided into two primary components: governance and operations.

3.3 Governance

The governance section of EC has three key components:

- 1) The Voting Members consist of 27 individuals divided into three Categories that provide representation for EC membership.
- 2) The Board of Directors for which the Voting Members elect the Directors to develop and support the organizational structure, provide strategic direction/ vision for EC and, through the President, provide strategic direction to the CEO.
- 3) Standing and Ad Hoc Board Committees are formed by the Board to support Board activities that are positioning EC to be effective and relevant today and in the future.

3.4 Operations

The operations section has three key components:

- 1) The CEO and EC staff are the paid individuals tasked with managing day-to-day EC business and communications efficiently and effectively. The CEO receives direction from the President. The CEO and staff are supported by operating committees and councils established by the CEO and approved by the Board to address specific needs. The CEO is to ensure that EC is efficient and effective and to operationalize the vision of the BOD.
- 2) Operating Committees are committees established by the CEO to support the CEO in operationalizing the Board's strategic direction. Operating Committees usually focus on sports



discipline (i.e., Dressage, Eventing, Etc.) or equestrian community (i.e. Officials, Horse Welfare, etc.) specific concerns.

- 3) Councils are formed to integrate better the activities of the Operating Committees with the broader membership of EC. They also provide a forum for increasing awareness of the activities of the various components of EC to enable collective support for achieving desired outcomes

3.5 Relationship between Board Activities and EC activities

The following provides a broad overview of how the governance framework is intended to work:

- 1) Each year the Voting Members elect new Directors. The Voting Members are making their decision based on:
 - a) guidance from the Board on skillsets the Board is looking for
 - b) the quality of the candidates applying; and
 - c) the confidence the Voting Members have in the Board's leadership
- 2) With its new Directors, the Board determines its strategic priorities (typically building on the previous year's work) and populates the Board Committees to support achieving those priorities.
- 3) The President of the Board communicates to the CEO the Board's strategic intent. This intent will generally form the basis for the key performance indicators in the CEO appraisal process
- 4) The CEO takes strategic guidance from the President and implements the Board's intent. To do this, the CEO:
 - a) Considers any advice from the Operating Committees or Councils;
 - b) Uses the staff to develop, implement and oversee the activity; and
 - c) Reports back to the President, progress on activities, any variances from the intent and any risks not fully considered
- 5) Through regular Board meetings, the CEO will provide updates on operational activities.
- 6) The Board may, from time to time, call on the Voting Members by Category or as a whole to consult on a specific topic to gain better insight for improving governance or strategic direction.
- 7) Voting members may call a meeting as a whole or by Category at the discretion of the Chair(s) of the Category(s). The decision to do so should be communicated to both the President and the CEO.
- 8) Operating Committees and Councils may, from time to time, request Board Director attendance at a meeting. This is requested through the CEO and approved by the President.

3.6 Guidance on Councils and Operating Committees

The CEO establishes Councils and Operating Committees based on the CEO's requirements to implement the Board's strategic intent. The Board provides the following general guidance on those Councils and Operating Committees:

- 1) Keep the number of Councils and Operating Committees to a minimum necessary to achieve strategic priorities;
- 2) Keep the number of participants on the Councils and Committees to a minimum to achieve the work plan;
- 3) Ensure there are annual opportunities to have new individuals participate in these bodies;
- 4) Ensure that there is an annual work plan for each Council and Committee and that the work plan's outcome is reported on for the AGM.
- 5) Although the Board does not need to approve the establishment of the terms of reference for the Councils or Operating Committees, it does need to be made aware of those Councils and



Committees to ensure an integrated governance structure. Accordingly, the Board, once presented with any change to the structure, will ratify the change and ensure the governance framework is updated. The exception to this would occur when there is a significant resource implication that is not within the scope of EC's budget



Article 4 Overview of Voting Membership Structure

4.1 Categories of Voting Membership

EC has three (3) categories (“Category”) of Voting Membership. They are:

- a) **Category “A”** - Equestrian Sports. This category of membership includes the Equestrian Sports Committees, commonly referred to as Sport Discipline Committees. These are Operational Committees of EC established to provide strategic guidance and counsel to EC management for the development of each FEI discipline in Canada. The committees are composed of volunteers who have technical expertise in the discipline they serve. These committees provide strategic and operational recommendations concerning all aspects of the sport's development while ensuring equine welfare.
- b) **Category “B”** – Provincial and Territorial Sport Organizations (“PTSO’s”). The Provincial and Territorial Sport Organizations that makeup Category “B” are not for profit entities registered under the jurisdiction of their Province or Territory and as such have their own Constitutions and By-laws. Each has its own membership and is responsible to that membership for ensuring legal, ethical and financial obligations are met at the Provincial & Territorial level.
- c) **Category “C”** – National Equine Organizations. This category of membership is made up of National Equine Organizations (NEO’s), which are independent, incorporated National or Regional Associations or Societies representing a specific breed of equine or a particular group of people with equines as their primary focus, otherwise known as “Affiliates” to EC. There are three types of NEO Affiliates:
 - (i) Industry Affiliates pay an annual fee to belong to EC and have representation at the Federal Government level under the EC National Federation umbrella. These organizations provide expertise to EC on items of importance to the equine industry as a whole (i.e. breeding of horses, marketing and promotion, identification, transportation, herd health, etc.).
 - (ii) Breed Associate Affiliates include several other breed-specific associations that are not Industry Affiliates but instead have their competition rules under the EC rules umbrella.
 - (iii) Special Interest Affiliates include other National or Regional Organizations with equines as their focus.

4.2 Voting Members

- 1) Each Category is entitled to designate nine (9) qualified delegates to be Voting Members, which Voting Members represent the membership of their respective Category. There are twenty-seven (27) Voting Members in total for all three Categories.
- 2) The Voting Members attend meetings of Voting Members, and each Voting Member is entitled to one vote.
- 3) Pursuant to Article 4.5 of the By-Laws, a Voting Member cannot be a Director. Any Voting Member elected or appointed as a Director shall resign as a Voting Member within ten (10) days following the later of (i) date of the election; and (ii) the provision of such person’s consent to be a Director.
- 4) The Canada Not-for-Profit Corporations Act delineates between Voting Members, Directors, and management roles. The ultimate authority resides with the Voting Members who exercise this authority primarily through the election of Directors. Unlike Directors who must act in the best interest of EC as a whole, Voting Members are representational and may act in the interests of their own Category.



- 5) The EC By-laws (Article 5 – Annual Meeting (AGM)) provide for certain activities to be conducted by the Voting Members on an annual basis. The Terms of Reference for each Category describes further the responsibilities and obligations of their 9 Voting Members.

4.3 Registered Participants

- 1) There is a distinction between a Voting Member and a Registered Participant. A Voting Member is one of the 27 qualified delegates for the Categories. A Registered Participant is any Person registered with EC, including Sport License Holders, and paying dues to obtain some benefit from EC.
- 2) All Voting Members must be Registered Participants in good standing.



PART III CATEGORIES

Article 5 Category “A” – Sport Discipline Committees

5.1 Composition

Category, A Voting Members are made up of nine (9) designated eligible delegates. This Category includes the seven (7) FEI sport disciplines, each of which has a Sport Discipline Committee. Each sport discipline consists of those persons who have selected that particular discipline as their primary discipline of interest when obtaining their annual Sport License.

5.2 Mandate

- 1) The mandate of Category A Voting Members is:
 - a) to represent and vote on behalf of the memberships of Category A at the EC Annual Meeting (AGM) and any extra-ordinary meetings of EC Voting Members;
 - b) to vote for Directors;
 - c) to vote on changes to the Articles or By-laws of EC;
 - d) to meet as required;
 - e) to act as a conduit for the exchange of information between the President, Board and CEO and the Equestrian Sport discipline memberships on matters of governance, including strategic direction and updates; and
 - f) such other obligations, duties and responsibilities of Voting Members as are set out in the By-laws from time to time.
- 2) The Canada Not-for-Profit Corporations Act delineates between Voting Members, Directors, and management roles. The ultimate authority resides with the Voting Members who exercise this authority primarily through the election of Directors. Unlike Directors who must act in the best interest of EC as a whole, Voting Members are representational and may act in the interests of their own Category.
- 3) The By-laws provide for certain activities to be conducted by the Voting Members on an annual basis. The Terms of Reference for each Category describes further the responsibilities and obligations of their 9 Voting Members.

5.3 Eligibility

- 1) The Voting Member must be a member of their designated Sport Discipline Committee. It is recommended that each of the seven (7) Sport Discipline Committees Chairpersons automatically become a Voting Member on becoming Chair of the Discipline Committee. The Sport Discipline Committee, with the largest number of Sport License Holders, will select the 8th Category A Voting Member from the Sport Discipline Committee membership. The Sport Discipline Committee, with the second largest number of Sport License Holders will select the 9th Category A Voting Member from the Sport Discipline Committee membership.
- 2) Persons designated as Voting Members must be a Sport License Holder and meet all the eligibility requirements as stated in the By-laws.
- 3) Pursuant to Article 4.5 of the By-Laws, a Voting Member cannot be a Director. Any Voting Member elected or appointed as a Director shall resign as a Voting Member within ten (10) days following the later of (i) date of the election; and (ii) the provision of such person’s consent to be a Director.



- 4) The person proposed may not be under contract or receiving remuneration **directly** from EC for any work. It may not be an EC employee or an employee or paid contractor of any Recognized Affiliate Organization.

5.4 Selection, Terms and Replacement of Voting Members

- 1) The two (2) Sport Disciplines with the largest number of sports licenses will provide the 8th and 9th Voting Member's name to the CEO, President, and Governance Committee Chair by December 1st in the year of appointment. The number of Sports License Holders from the last completed calendar year will be used to determine the number of Sports License Holders.
- 2) The CEO will review each Voting Member's status each year to ensure continued Voting Member eligibility compliance.
- 3) The term of office for a Category A Voting Member who is the Chairperson will commence, on becoming Chairperson (following the AGM and no later than December 15th) and will end upon stepping down as Chairperson. Any other Sport Discipline Committee member appointed by the Discipline Committee to be a Voting Member will commence in the period following the AGM and no later than December 1st and end at the next AGM. If a Category A Voting Member resigns, is removed from, or vacates their position during their term, then whichever Sport Discipline Committee is affected must convene as soon as possible to determine a new Voting Member.

5.5 Category A Chairperson

- a) The Category A Chairperson is the primary point for communication and contact between Category A Voting Members and the Board.
- b) The Category A Chairperson will be elected from the Category A Voting Members at a meeting held after the AGM of each year and no later than December 15. If required, an election of the Category A Chair should be held via secret ballot as outlined in Section 5.8.
- c) The newly elected Category A Chairperson shall take over duties following the closing of the meeting at which a new Chair is elected.
- d) The Category A Chairperson may serve for a maximum of two consecutive one-year terms.
- e) The Category A Chairperson has a vote on all motions but does not have a second vote in the event of a tie.
- f) If the Category A Chairperson ceases to be an eligible Voting Member of Category A, they shall cease to be the Category A Chairperson.
- g) Whenever it is necessary to replace a Category A Chairperson midterm, a new Category A Chairperson may be elected from the existing Category A Voting Members and complete the remainder of that term.



5.6 Example of Ballot

If a vote is required to elect a Category A Chairperson, it will be conducted by secret ballot using the following point and ranking system. The example shown below demonstrates the point system if all 8 Sport Disciplines Committees put forward a candidate, and must be modified if a smaller number of Sport Discipline Committees participate in the vote. The candidate or person with the highest number of points will be elected.

20?? Election Ballot		
Ranking	Name of Candidate	Points
1 st Choice		8
2 nd Choice		7
3 rd Choice		6
4 th Choice		5
5 th Choice		4
6 th Choice		3
7 th Choice		2
8 th Choice		1

5.7 Reporting

In cooperation with all Category “A” Voting Members, the Category A Chairperson shall provide a written report on annual activities to the Board and other Voting Members at the EC Annual Meeting (AGM).

5.8 Meetings of Category A Voting Members

- 1) The Category A Chairperson may call a meeting of Category A Voting Members at any time.
- 2) The President may call an informal, informational meeting of Category A Voting Members which will not require a formal agenda but will provide time for questions and answers following the presentation of information.



Article 6 Category “B” – Provincial/Territorial Sport Organizations (“PTSO’s)

6.1 Composition

The Category “B” Voting Members comprises nine (9) designated eligible delegates from the PTSOs who are in good standing with EC.

6.2 Mandate

- 1) The Category “B” Designated Voting Members mandate is to:
 - a) represent and vote on behalf of the memberships of Category “B” PTSOs at the EC Annual Meeting and any other “Meetings of Voting Members”;
 - b) vote for Directors;
 - c) vote on changes to the Articles or By-Laws of EC;
 - d) designate two (2) representatives to serve on the EC Nominating Committee;
 - e) act as a conduit for the exchange of information between the President, Board and CEO and the PTSO’s on matters of Governance, including strategic direction and updates; and
 - f) such other obligations, duties and responsibilities of Voting Members as are set out in the By-laws from time to time.
- 2) The Canada Not-for-Profit Corporations Act delineates between Voting Members, Directors, and management roles. The ultimate authority resides with the Voting Members who exercise this authority primarily through the election of Directors. Unlike Directors who must act in the best interest of EC as a whole, Voting Members are representational and may act in the interests of their own Category.
- 3) The By-laws provide for certain activities to be conducted by the Voting Members on an annual basis. The Terms of Reference for each Category describes further the responsibilities and obligations of their 9 Voting Members.

6.3 Term

Category “B” Voting Members are confirmed annually to serve for a one-year period. The annual term of office for Category “B” Voting Members will commence following the AGM of each year and end at the next AGM There is no maximum term limit.

6.4 Eligibility

- 1) Only the PTSO Presidents, as defined in the By-laws, or their respective Designates, are eligible to be Voting Members.
- 2) Persons designated as Voting Members must be Registered Participants
- 3) Pursuant to Article 4.5 of the By-Laws, a Voting Member cannot be a Director. Any Voting Member elected or appointed as a Director shall resign as a Voting Member within ten (10) days following the later of (i) date of the election; and (ii) the provision of such person’s consent to be a Director.
- 4) A Voting Member may not be under contract or receiving remuneration directly from EC for any work. It may not be an EC employee or an employee or paid contractor of any Recognized Affiliate Organization.
- 5) A PTSO President may appoint a Designate to fulfill the PTSO President's role in the PTSO membership category. Should the PTSO President appoint a Designate, then the Designate shall sit instead of the PTSO President.



6.5 Process of Selection of Voting Members

- 1) A committee composed of the PTSO Presidents or their respective Designates shall:
 - a) select a committee chair from within the committee;
 - b) confirm the membership numbers of each PTSO as of December each year;
 - c) compile a list of eligible nominees, which will be the list of PTSO Presidents or their respective Designates;
 - d) conduct an election if one is required and report results to the PTSOs; and
 - e) submit the name and information for all Category “B” Voting Members to the CEO, the President and PTSOs by **December 15th** of each year.
- 2) The four (4) largest PTSOs (based on annual membership registration of the previous year) shall each name a designated eligible candidate to serve as a Category “B” –Voting Member. This shall constitute a total of 4 (four) delegates.
- 3) All PTSO’s carry one (1) vote and are eligible to vote for five (5) delegates from the eligible candidates put forth by the remaining PTSO’s, for a total of nine (9) Category “B” Voting Members.
- 4) If a vote is required, it will be conducted by secret ballot using the following point and ranking system. The example shown below demonstrates the point system using seven nominees. The candidates with the highest number of points will be elected as PTSO Category “B” Voting Members. If there is a tie for the fifth spot after the first round of voting, the PTSO’s will be asked to break the tie by voting a second time on the tied candidates only.

20?? Election Ballot		
Ranking	Name of Candidate	Points
1 st Choice		7
2 nd Choice		6
3 rd Choice		5
4 th Choice		4
5 th Choice		3
6 th Choice		2
7 th Choice		1

6.6 Replacement of Voting Member

- 1) If a Category B Voting Member resigns, is removed from, or vacates his or her position during his term, then whichever PTSO is affected may replace that person with another delegate for the remainder of the term by:
 - a) advising the EC Governance Committee Chair in writing of the need to replace a Voting Member and the reason behind the request;
 - b) stating the name of the proposed replacement Voting Member;
 - c) providing all necessary information to confirm eligibility to serve as a Voting Member; and
 - d) providing written consent from the proposed replacement Voting Member by e-mail, in which the proposed replacement Voting Member confirms his agreement to serve as a Voting Member;



- 2) Upon receipt of a request noted in paragraph (1) above, the EC Governance Committee Chair will determine the eligibility of the proposed replacement Voting Member. If eligibility is proven, the EC Governance Committee Chair will advise the PTSO's, the Category A, B & C Voting Members, the EC Board and the CEO of the date on which the proposed replacement Voting Member will take office.

6.7 Category B Chairperson

- 1) The Category B Chairperson is the primary point for communication and contact between Category B Voting Members and the Board.
- 2) The Category B Chairperson shall be elected annually, no later than December 15th from the Category "B" Voting Members. If an election is required, it should be held by secret ballot.
- 3) The newly elected Category B Chairperson shall take over duties following the closing of the meeting at which the new Chairperson is elected.
- 4) The Category B Chairperson may serve for a maximum of two consecutive one-year terms.
- 5) The Category B Chairperson has a vote on all motions but does not have a second vote in the event of a tie.
- 6) If the Category B Chairperson ceases to be an eligible Voting Member of Category B, he shall cease to be the Category B Chairperson.
- 7) Whenever it is necessary to replace a Category B Chairperson midterm, a new Category B Chairperson may be elected from the existing Category B Voting Members and complete the remainder of that term.

6.8 Meetings

- 1) The Category "B" EC Voting Members will meet as required.
- 2) The Category "B" Chair may call for meetings of Category "B" Voting Members at any time. Such meetings should include the PTSOs.
- 3) Category "B" Voting Members must provide any agenda topics within 5 days of receiving notification of a meeting. The agenda and any reports will be sent out to Category "B" Voting Members at least 1 week prior to a meeting.
- 4) Minutes from the meeting will be sent out to Category "B" Voting Members within 2 weeks of the meeting.
- 5) The Chair shall ensure all motions and action items are carried, and all action items are reported on at the next meeting.

6.9 Reporting

In cooperation with all Category "B" Voting Members, the Chair shall provide a written report on annual activities to the Board and other Voting Members at the EC Annual Meeting (AGM).

Article 7 Category "C" – National Equine Organizations (NEOs)

7.1 Composition

- 1) Category C Voting Members are made up of nine (9) designated eligible delegates from the National Equine Organizations (NEOs), which are in good standing with EC. The NEOs are Recognized Affiliate Organizations as defined in Section 3.7(b) of the By-laws.



- 2) At least five (5) Category C Voting Members must be selected from Industry Affiliate Organizations, with the remainder coming from the Breed Associate Affiliate organizations (formally referred to as Breed Sports).

7.2 Mandate

- 1) The Category “C” Voting Members mandate is to:
 - a) represent and vote on behalf of the memberships of Category “C” membership at the EC Annual Meeting and any other “Meetings of Voting Members”;
 - b) vote for Directors;
 - c) vote on changes to the Articles or By-Laws of EC;
 - d) designate two (2) representatives to serve on the EC Nominating Committee;
 - e) act as a conduit for the exchange of information between the President, Board and CEO and the PTSO’s on matters of Governance, including strategic direction and updates;
 - f) meet as required; and
 - g) such other obligations, duties and responsibilities of Voting Members as are set out in the By-laws from time to time.

7.3 Term

- 1) Category C Voting Members are designated annually and may be re-elected or designated to serve a maximum of six consecutive years. After serving six consecutive years, a Category C Voting Member may be elected or designated to serve another one year term after an absence of at least 12 months from the date he or she last served. (a person may apply and be designated within those 12 months but cannot sit as a Voting Member until 12 months have passed).
- 2) The term of office for Category C Voting Members will commence on April 1 of each year and end the following March 31.

7.4 Eligibility

- 1) There are three types of membership within the NEOs: Industry Affiliates, Breed Associate Affiliates, and Special Interest Affiliates. Only Industry Affiliates and Breed Associate Affiliates may designate Category C Voting Members.
- 2) Industry Affiliates may delegate at least five (5) Category C Voting Members.
- 3) Breed Associate Affiliates may delegate up to four (4) Category C Voting Members.
- 4) Any person designated as a Category C Voting Member must be a member of the PTSO in which they reside.
- 5) Pursuant to Article 4.5 of the By-Laws, a Voting Member cannot be a Director. Any Voting Member elected or appointed as a Director shall resign as a Voting Member within ten (10) days following the later of (i) date of the election; and (ii) the provision of such person’s consent to be a Director.
- 6) A Voting Member may not be under contract or receiving remuneration directly from EC for any work. It may not be an EC employee or an employee or paid contractor of any Recognized Affiliate Organization.

7.5 Process of Selection of Voting Members

- 1) For Industry Affiliates, EC staff shall **before** December 1st of each year::
 - a) confirm which Industry Affiliates are in good standing;



- b) confirm the membership numbers as of December of the previous year for the Industry Affiliates that are in good standing;
 - c) advise the three (3) Industry Affiliates with the largest memberships of that status and request them to submit a Category C Voting Member for the year (name, email, PTSO number, status with Affiliate) by December 15th;
 - d) request from the remaining Industry Affiliates in good standing with EC to provide nominations for the two (2) remaining Voting Member positions by December 15th;
 - e) confirm the eligibility of all delegates;
 - f) compile a list of eligible nominees from the remaining Industry Affiliates and determine by lottery the two Voting Members and report results to all the Industry Affiliates; and
 - g) provide information for all Category C Voting Members to the CEO, President and NEOs by February 1st of each year.
- 2) For Breed Associate Affiliates, EC staff shall **before** December 1st of each year:
- a) confirm which Breed Associate Affiliates are in good standing;
 - b) confirm the membership numbers as of December of the previous year for the Breed Associate Affiliates that are in good standing;
 - c) advise the two (2) Breed Associate Affiliates with the largest memberships of that status and request them to submit a Category C Voting Member for the year (name, email, PTSO number, status with Affiliate) by December 15th;
 - d) request from the remaining Breed Associate Affiliates in good standing with EC to provide nominations for the remaining two (2) Voting Members by December 15th;
 - e) confirm the eligibility of all delegates with EC;
 - f) compile a list of eligible nominees from the remaining Breed Associate Affiliates, determine by lottery the remaining two Voting Members, and report results to all the Breed Associate Affiliates; and.
 - g) submit the information for all the Category C Voting Members to the CEO, President and NEOs by February 1st of each year.
- 3) Each Voting Member to provide contact information, a short profile (max. 250 words), and an email confirming their acceptance of the Category C Voting Member position to the Category C Chairperson. This process should be completed by February 1st of each year.

7.6 Category C Chairperson

- 1) The Category C Chairperson will be elected from the Category C Voting Members at a meeting to be held after December 15th. If required, an election of the Chair should be held via a secret ballot.
- 2) The newly elected Chair shall take over duties following the closing of the meeting at which a new Chair is elected.
- 3) The Chair may serve for a maximum of two consecutive one-year terms.
- 4) The Chair has a vote on all motions but does not have a second vote in the event of a tie.
- 5) If the Chair ceases to be a Category C Voting Member, the individual shall cease to be Chair.
- 6) From time to time, it may be necessary to fill a vacant Chair position. If the Chair steps down as Chair but remains a Voting Member, then a new Chair may be elected from the existing Category C Voting Members and complete the remainder of that term. If the Chair also vacates their Voting Member position, then the Industry Affiliate or Breed Associate Affiliate affected may replace that position with a new delegate for the remainder of that term.



7.7 Process For Voting

If a vote is required, it will be conducted by secret ballot using the following point and ranking system. The example shown below demonstrates the point system using seven nominees and must be modified if a different number of nominees participate in the vote. The candidates with the highest number of points will be elected.

20?? Election Ballot		
Ranking	Name of Candidate	Points
1 st Choice		7
2 nd Choice		6
3 rd Choice		5
4 th Choice		4
5 th Choice		3
6 th Choice		2
7 th Choice		1

7.8 Reporting

The Category C Chairperson shall provide a written report on annual activities to the Board and the other Voting Members at the EC Annual Meeting (AGM).

7.9 Meetings

- 1) The Category C Chairperson may call a meeting of Category C Voting Members at any time.
- 2) The EC President may call an informal, informational meeting of Voting Members, which will not require a formal agenda but will provide time for questions and answers following the presentation of information.
- 3) The Chair of the Category C Voting Members may request that the President call for a meeting of Voting Members.
- 4) Minutes from any meeting held will be sent out to Voting Members within one month of the meeting.
- 5) The Category C Chair will report back to the Category C Voting Members after each meeting.



Article 8 Designation of Representatives for EC Nominating Committee

8.1 Nominating Process

- 1) The Chairperson of the EC Nominating Committee will request the Chairperson of each of the three (3) Categories to submit two individuals' names as their representatives on the Nominating Committee as required by Article 4.7 of the By-laws. This request should be made December 15th to ensure the official naming of members of the Nominating Committee six (6) months before an election of Directors.
- 2) The Category Chairpersons will advise the Voting Members in their respective Categories that the process to nominate candidates for the EC Nominating Committee has been announced.
- 3) In Category A:
 - a) each Voting Member will advise and consult with their memberships to bring forward potential EC Nominating Committee candidates;
 - b) the two people elected must be from two different Sport Disciplines; and
 - c) the decision on how to elect two people will be the responsibility of the Sport Discipline Committees.
- 4) In Category B:
 - a) each Voting Member will advise and consult with their memberships to bring forward potential EC Nominating Committee candidates; and
 - b) the decision on how to elect two people will be the responsibility of the PTSOs.
- 5) In Category C, Industry Affiliates may submit one representative to the EC Nominating Committee, and Breed Associate Affiliate may submit one representative to the EC Nominating Committee. The decision on how to elect these two representatives will be the responsibility of those groups.
- 6) Nominating Committee members will be selected to serve a single term of two years. Nominating Committee members from each Category will be on staggered terms with one being selected each year, so as to maintain optimum continuity on the committee.
- 7) Once two people have been elected, the Category Chairs will advise the EC Nominating Committee Chair and the CEO of the nominees' names. This process must be completed by February 1st of each year.



Article 9 Board Liaisons

9.1 Purpose of Liaison

A Board member will be assigned to each of the Categories to serve as a liaison between the Board and the respective Category. The role of the Board Liaison is to support, through the Category Voting Members and their respective Chairs, the effective communication of governance information between the Board and the Membership.

9.2 Communication on Governance Issues – Category A

From the Board to Category A

- 1) The Board, through the Category A Board Liaison, provides Governance information either to the Category A Chairperson or to the Category A Chairperson and the Voting Members concurrently.
- 2) The Category “A” Chair is responsible for advising the Category “A” Voting Members on all governance matters. All governance information must be distributed from the Voting Members to the Sport Committee Chairs and to the Sport Committees. The Sport Committees may provide information to their memberships who are the Sport License Holders in each discipline.
- 3) It is the Category A Voting Members and the Sport Discipline Committees' responsibility to call meetings to discuss any governance issues, including the effect those issues may have on the operations of their respective disciplines.

From Category A to the Board

- 4) Sport License Holders make up the memberships of the Sport Discipline Committees. Sport License Holders may have questions, comments, concerns, suggestions, other items that they may take to their Sport Discipline Committee.
- 5) The Sport Discipline Committees will discuss each item brought to them by their membership and respond.
- 6) If the issue raised by the membership relates to Governance:
 - a) the Chair of the respective Sport Committee will advise the Category A Chair of the issue;
 - b) the Category A Chair will contact the EC Governance Committee Chair to discuss the issue with the Chair of the Sport Committee and the Category A Chair;
 - c) if the discussions result in a resolution, that resolution will be recorded, and the Sport Discipline Committee members, all Category “A” Voting Members and the Board will be advised; and
 - d) if the discussions do not result in a resolution, a meeting of Category “A” Voting Members with the Governance Committee Chair, the President and the CEO will be called.
- 7) The President will, depending on the outcome of the meeting, report any Governance issues to the Board for discussion and decision. The President will provide a written response on the subject and the decision to the Chairs of all three Categories of Voting Members. This information will be recorded in the minutes of the Board Meeting.



9.3 Communication on Governance Issues – Category B

From the Board to Category B.

- 1) The Board, through the Category B Board Liaison provides Governance information either to the Category B Chairperson or to the Category B Chairperson and the Voting Members concurrently.
- 2) The Category B Chairperson is responsible for advising the Category B Voting Members on all governance matters. All governance information must be distributed from the Voting Members to their respective PTSO Presidents & Executive Directors. The Chair informs the Presidents & Executive Directors of the two PTSOs who do not have Voting Member representation. PTSOs may provide this information to their memberships.
- 3) It is the responsibility of the Category B Voting Members and their memberships to call meetings to discuss any governance issues, including the effect they may have on the operations or otherwise of their organizations.

From Category B to the Board

- 4) PTSO members may have questions, comments, concerns, suggestions, and other items they may take to their own PTSO.
- 5) The PTSO will discuss each item brought to them by their membership and respond.
- 6) If the issue raised by the membership relates to Governance:
 - a) the Chair of the PTSO will advise the Category B Chair of the issue;
 - b) the Category B Chair will contact the EC Governance Committee Chair to discuss the issue with the Chair of the Sport Committee and the Category B Chair;
 - c) if the discussions result in a resolution, that resolution will be recorded, and the PTSO's, all Category "B" Voting Members and the Board will be advised; and
 - d) if the discussions do not result in a resolution, a meeting of Category "B" Voting Members with the Governance Committee Chair, the President and the CEO will be called.
- 7) (The President will, depending on the outcome of the meeting, report any Governance issues to the Board for discussion and decision. The President will provide a written response on the subject and the decision to the Chairs of all three Categories of Voting Members. This information will be recorded in the minutes of the Board Meeting.

9.3 Communication on Governance Issues – Category C

From the Board to Category C

- 1) The Board, through the Category C Board Liaison, provides Governance information either to the Category C Chairperson or to the Category C Chairperson and the Voting Members concurrently.
- 2) The Category C Chairperson is responsible for advising the Category C Voting Members on all governance matters.
- 3) All governance information must be distributed by the Chair and the Category C Voting Members to their respective NEO's and the Category C Chair is responsible for informing those NEO's that do not have direct Category C Voting Member representation.
- 4) Breed Sport Voting Members inform their Breed Committees and all the other Breed Sport Committees that fall under the umbrella of Breed Sports as listed on January 31 of each year. Industry Affiliates and Breed Sport Committees may provide information to their memberships.



- 5) It is the Category C Voting Members' responsibility and their memberships to call meetings to discuss any governance issues, including the effect they may have on the operations or otherwise of their organizations.

From the Category C to the Board

- 6) NEO Voting Members may have questions, comments, concerns, suggestions, and other items they may take to their NEO.
- 7) The NEO will discuss each item brought to them by their membership and respond.
- 8) If the issue raised by the membership relates to Governance:
 - a) the Chairperson of the NEO will advise the Category C Chairperson of the issue;
 - b) the Category C Chairperson will contact the EC Governance Committee Chairperson to discuss the issue with the NEO Chairperson and the Category C Chairperson;
 - c) if the discussions result in a resolution, that resolution will be recorded, and the NEOs, all Category C Voting Members and the Board will be advised; and
 - d) if the discussions do not result in a resolution, a meeting of Category "C" Voting Members with the Governance Committee Chairperson, the President and the CEO will be called.
- 9) The President will, depending on the outcome of the meeting, report any Governance issues to the Board for discussion and decision. The President will provide a written response on the subject and the decision to the Chairs of all three Categories of Voting Members. This information will be recorded in the minutes of the Board Meeting.

Article 10 Board Meetings with Voting Members

10.1 Formal Meetings of Voting Members

- 1) Formal meetings of Voting Members with the Board include the Annual Meeting and General Meetings, as set out in the By-laws. Steps in the process before these formal meetings are outlined in the EC By-laws, Article 5 and the Category "A," "B" & "C" Terms of Reference.
- 2) Before any Formal Meeting of Voting Members, it is the responsibility of the Sport Discipline Committee Chairs, PTSOs, NEO and Breed Sport contacts to call a meeting with their member representatives to discuss agenda topics.

10.2 Informal Meetings of Voting Members

- 1) Informal, informational meetings will be held as required. The President shall invite to these informal meetings:
 - a) the 27 Voting Members with voting rights from Categories "A," "B" & "C";
 - b) the EC President or designate;
 - c) the Governance Committee Chair or designate;
 - d) the CEO or designate, and;
 - e) other guests as invited by the President and CEO as required for relevance to meeting topics.

10.3 Provision of Information

- 1) Prior to any Meeting of Voting Members:
 - a) the Board will provide, at least 10 working days before any Meeting, all background information that the Board considers necessary on the issues that are to be voted upon at the



- Meeting so that the Voting Members may consult with their memberships and gain insight into how they can best cast their votes;
- b) Voting Members will, at least 5 working days before any Meeting, request from the Board any further information that they wish to review before the Meeting; and
 - c) Voting Members will be allowed to ask the relevant Board Directors and CEO questions during at least one informal phone meeting that will be scheduled by the Board, as required, to be held before any Meeting;
- 2) Voting Members are required to forward and communicate any information received before and during the Meeting of Voting Members to their respective memberships, including agendas and any relevant reports.
 - 3) Voting Members may report back to their memberships on meeting discussions. Any presentation materials and follow up notes may be shared by the Voting Members with their Sport Discipline Committees, PTSOs, or NEO (Industry Affiliates & Breed Sport) contacts.

10.4 Minutes of Meetings

- 1) The Board will send an abbreviated version of the approved Board Meeting minutes to the Voting Members. Board Minutes will be posted on the EC website; however, items of confidentiality items as declared during a Board meeting will not be included in the published minutes.
- 2) Voting Members are required to forward these to their respective memberships via Sport Discipline Committee Chairs, PTSOs, NEO and Breed Sport contacts.



PART IV EQUESTRIAN CANADA BOARD

Article 11 Board of Directors

11.1 Role of the Board

- 1) Pursuant to the Act, the Articles and the By-laws, the Board shall manage or supervise the management of the business and affairs of EC always acting in the best interests of EC as a whole.
- 2) The Board will direct, control, and inspire EC through the careful establishment of broad written policies reflecting EC's values and perspectives, with due regard to results that are desired to be achieved and actions and situations to be avoided.

11.2 Composition

- 1) The Board is elected by the Voting Members and is accountable to the membership for competent, conscientious and effective governance that will ensure EC's long-term viability.
- 2) The Board shall consist of the number of Directors established by the Board within the minimum, and maximum number set out in the Articles.
- 3) A nominating committee shall be established by the Board to seek qualified directors willing to serve on the Board so that these names may be provided for consideration to the Voting Members.
- 4) Any decision to change the size of the Board within the minimum (7) and maximum (14) number set out in the Articles shall be made before the beginning of the Director election cycle so that the number of vacant positions is known before the request for nominations.

11.3 Goals and Responsibilities

The primary goals and responsibilities of the Board include:

- a) ensuring that all legal requirements for EC under all relevant legislation are met;
- b) maintaining authority over, and responsibility for, the systems and structures employed by EC to direct and manage the business and affairs of EC;
- c) establishing policy direction to further fundamental objectives of EC;
- d) protecting and enhancing the assets of EC for the benefit of the stakeholders;
- e) ensuring continuity in the governance of EC;
- f) determining and controlling, in broad terms, the purposes, goals, activities, and general characteristics of EC, while recognizing that the day-to-day operation of EC's business is the responsibility of the CEO;
- g) ensuring the necessary financial reporting and disclosure controls and procedures are in place that effectively monitors EC's operations and compliance with applicable laws, regulations and policies;
- h) establishing committees as required to assist the Board in the performance of its duties, approving the terms of reference for such committees and overseeing the activities of such committees;
- i) appointing a chief executive officer and such other senior officers as the Board wishes, defining their respective duties, establishing their compensation packages, monitoring and



- evaluating their performances, providing for adequate succession, and replacing the chief executive officer or other officers when appropriate.
- j) monitoring the implementation and enforcement of all policies;
 - k) identifying the principal business and financial risks of EC's business and ensuring the implementation of appropriate systems to manage such risks;
 - l) attending and preparing for all meetings of the Board;
 - m) ensuring the minutes of meetings are accurate and complete;
 - n) adhering to all policies
 - o) reviewing financial reports of EC and approving the budget; and
 - p) exercising such other duties, powers and rights as are assigned to it by the Act, the Articles or the By-laws.
- 4) Each Director shall sign a Director Agreement in the form approved by EC from time to time, and which form shall be posted on the EC website.

11.4 Term

- 1) Each Director shall be elected for a term of three years, commencing on the date of the Annual Meeting in the year of election and expiring on the date of the Annual Meeting held in the third year of office. No Director may serve more than six consecutive years, and at least nine months from the date last served as a director must expire following such six years before re-election as a director.
- 2) Terms for Directors shall be staggered such that directors are elected each year, with the number to be elected generally based on the number of directors whose terms expire in the same year as the election.
- 3) If a Director is unable to complete his term for any reason, the remaining Directors may appoint a qualified individual to fill the vacancy until the next election of Directors is held. At this time, the Voting Members shall fill the vacancy for the balance of the term of the Director whose position was vacated.
- 4) All new Directors will be introduced to the Voting Members and the Board during the Annual Meeting in the year of their election.
- 5) A change to the size of the Board within the minimum and maximum number set out by the Articles does not affect the term of incumbent Directors.

11.5 Resolutions

- 1) Resolutions of the Board are passed by a simple majority.
- 2) Any resolution of the Board reduced to writing and signed by all the Directors shall be fully as effective as if it had been made at a meeting duly called and held.



Article 12 Officers

12.1 Composition

- 1) The Officers of EC shall be the President, 1st Vice-President, 2nd Vice President, CEO, and, subject to the Act, any other Officers the Board may determine by resolution from time to time. The President shall be a Director, but no other Officer is required to be a Director.

12.2 Election of Officers

- 1) The Board shall elect its Officers annually, at the first Board meeting held after each Annual Meeting.
- 2) All Directors will be notified of the election date and process at least 14 days before the election.
- 3) The process for the election of Officers is:
 - a) any Director interested in serving as an Officer shall express interest to the CEO in writing by a date and time specified by the President, but at least one week prior to the election of Officers. A Director may express interest in more than one Officer position but may only hold one Officer position;
 - b) the CEO will advise the Board of those interested in each Officer position by email at least five days before the election of Officers;
 - c) Officers will be elected in descending order of seniority of position available for election; and
 - d) if more than one director expresses interest in serving in an Officer position, the Board shall decide by secret ballot the person to serve as such Officer.

12.3 Criteria for Officers

Criteria to be considered in selecting a person to serve as an Officer include:

- a) the dedication and ability to meet the time commitment the role demands to discharge the duties of the position;
- b) the extent to which the Director has contributed to the overall effectiveness of the Board and his ability to work constructively with the other Officers;
- c) the skills and experience that the Director would bring to the role and how these skills would complement the skill sets of the other Officers;
- d) diversity in representation;
- e) a lack of competing interests;
- f) evidence of Voting Member support; and
- g) exemplary service on the Board or other executive leadership experience.

12.4 Role of President

- 1) The primary role of the President is to ensure the integrity of the Board's process and represent the Board to outside parties.
- 2) The President provides leadership within the Board by ensuring the Board is organized properly, functions effectively and it behaves consistently with its own rules and those legitimately imposed upon it from outside EC.
- 3) The President communicates with the Board and the Voting Members about the direction, priorities and achievements of EC and acts as the primary spokesperson for EC to external groups at the national and international levels.



- 4) The President's authority rests in making decisions that fall within the topics covered by Board policies on Governance Process and Board-Council-Committee Relationships, except where the Board specifically delegates portions of this authority to others. The President is authorized to use any reasonable interpretation of the provisions in these policies.
- 5) The President's duties and responsibilities include, but are not limited to:
 - a) chairing Board meetings or appropriately delegating that function as required;
 - b) attending all Board committee meetings as an ex officio, non-voting member;
 - c) presiding over Voting Member Meetings or appropriately delegating that function as required;
 - d) setting agendas for Board and Voting Member meetings and coordinating with management to ensure necessary documentation and information is delivered to Directors or Voting Members to provide them with sufficient time to review, all with the necessary consultation with management and committees;
 - e) maintaining communication with all Directors to coordinate input from Directors and optimize the effectiveness of the Board and its committees;
 - f) ensuring the Board receives adequate and timely updates from the CEO on all issues important to the welfare and future of EC;
 - g) reviewing Director conflict of interest issues and responding as required;
 - h) ensuring in-camera meetings are scheduled regularly, chairing such meetings and reporting results of such meetings to the CEO as required;
 - i) working with the CEO in representing EC in a general industry and community context;
 - j) directly supervising and communicating regularly with the CEO, particularly with respect to concerns raised by the Board or members of the public; and
 - k) leading the Board and the HR Committee in monitoring and evaluating the performance of the CEO.

12.5 Role of Vice Presidents

- 1) The primary role of the 1st Vice President is to fulfill the President's duties and exercise the President's powers in the absence of the President. The 1st Vice President can assume any other powers and duties as may be assigned by the Board from time to time.
- 2) The role of the 2nd Vice President is to fulfill the duties of the 1st Vice President in the event of a resignation or extended absence.

12.6 Role of Chief Executive Officer and Secretary-General

- 1) The Chief Executive Officer (CEO) also serves as the Secretary-General. The primary roles of this position are:
 - a) overall responsibility for all staff, programs and activities of EC ;
 - b) ensuring that the strategic plan and policies of the Board are implemented;
 - c) liaising among the Board, Committees and EC staff;
 - d) attending all meetings of the Board and Meetings of Voting Members; and
 - e) ensuring that notices of meetings of the Board and Meetings of Voting Members are issued in accordance with the By-laws, that proper minutes are recorded for these meetings, and that all other written records as required by the Act are properly maintained.
- 2) Additional duties and responsibilities for the CEO are established and may be changed by the Board from time to time. These include, but are not limited to:
 - a) developing an annual plan and budget, inclusive of annual goals and performance measures that demonstrate how the Board-approved strategic plan will be implemented and evaluated, for approval by the Board;



- b) keeping the Board informed through reports that document progress of the strategic plan and provision and explanation of relevant materials for Board meetings;
 - c) candidly sharing information about the problems and successes of EC, allowing the Board to make responsible, informed decisions on behalf of EC;
 - d) adhering to all Policies; and
 - e) with appropriate Board authority, directing the administration and management of EC. In doing so, the CEO will:
 - (i) exercise fiscal prudence;
 - (ii) practice sound risk management;
 - (iii) adhere to existing EC policies and procedures; and
 - (iv) develop and recommend EC policy and positions, outlining their implications for Board consideration.
- 3) The CEO may not perform, nor cause to be performed, anything unlawful, nor anything that is a breach of the Act, Articles or By-laws, or Policies.
 - 4) The CEO is the only staff of the Board and has the delegated authority for the day-to-day administration and staff management.
 - 5) All Board communications with staff are through the agency of the CEO.
 - 6) The CEO may seek advice from individual Directors, Board or operational Committees; however, none of these, except for the President, have the power or authority to direct the CEO.
 - 7) The CEO is bound by decisions of the Board, except in instances where the Board has specifically authorized such exercise of authority to the President or one of its Directors.



Article 13 Board Meetings

13.1 Process

- 1) All Board meetings shall be conducted in accordance with the By-laws.
- 2) The Board shall meet at least quarterly each year and more frequently as circumstances dictate. The President shall determine the following year's meeting dates in the first meeting of the Board following the Annual Meeting each year.
- 3) Meetings may be conducted by teleconference, videoconference or other electronic means, when feasible. If unavailable to attend in person, Directors may participate at any meeting by telephone or other electronic means acceptable to the President. The CEO will arrange teleconference call arrangements.
- 4) Members of EC's Senior Management Team may attend meetings of the Board at the President's discretion. The Board may, from time to time, also request any officer or employee of EC to meet or provide information or advice to the Board or any Director.
- 5) With the President's consent, the Board may, from time to time, request EC's outside counsel or other experts to attend a meeting of the Board or to meet or provide information or advice to the Board or any Director.
- 6) If, for any reason, a Director is unable to attend any meeting, the President and the CEO shall be so advised.
- 7) Standing committee reports should be prepared and circulated before each face to face meeting of the Board. A detailed financial information will be provided to the Board quarterly.

13.2 Agenda

- 1) There will be an agenda for each Board meeting.
- 2) The Board will establish its agenda based on a "perpetual" agenda. One of the items on the perpetual agenda will be concerns of the voting membership brought to the attention of their Board liaison person.
- 3) The President will exercise control of the agenda on behalf of the Board. Only those issues which are consistent with the Board's role shall consume Board time.
- 4) Materials for the agenda will be given to the Board members with adequate lead-time for meeting preparation. In particular
 - a) a draft Agenda, will be circulated to all Directors seven (7) days prior to the meeting, and will be finalized at the commencement of the meeting;
 - b) draft minutes of the previous meeting will be circulated with the agenda; and
 - c) documentation or information in support of any agenda item, to be considered at the meeting will be circulated not less than seven (7) days prior to the meeting;
- 5) Any Director may request the inclusion of an agenda topic for discussion or resolution.
- 6) Agenda items without appropriate documentation may be deferred to a subsequent Board meeting.
- 7) Documentation and information will usually be distributed by email. Presentations, large documents or other materials will be circulated by expedited mail. When the material is not received within the specified time, the topic may be deferred to a subsequent meeting.

13.3 Minutes

Minutes of Board meetings will be prepared and circulated to all Directors and Officers within 10 working days.



13.4 Reporting

A written summary of Board discussions will be circulated to Voting Members and posted on the EC web site within 15 working days of every Board meeting.



PART V BOARD COMMITTEES

Article 14 Board Committee Overview

14.1 Preamble

- 1) The Board may constitute such Committees as it considers necessary for assisting the Board in carrying out its responsibilities. The Board establishes the Terms of Reference and operating procedures for Board Committees., which are essential in supporting the Board in its governance and stewardship role.
- 2) “Committee” refers only to a committee formed by Board action, whether or not the Committee includes non-Board members. It does not apply to other operating committees of EC as established in the Bylaws of EC.

14.2 Committees

- 1) The By-laws mandate one Committee, the Audit Committee, now referred to as the Finance/Audit Committee.
- 2) In addition to the Finance/Audit Committee, the following standing committees will be established:
 - a) Nominating Committee;
 - b) Governance and Ethics Committee;
 - c) Strategic Initiatives Planning Committee;
 - d) Human Resources Committee.
- 3) Additional Committees may be added at the discretion of the Board. These additional Committees will normally be established for a fixed period of time to address a particular requirement that cannot be easily resolved by one of the standing committees. As these ad hoc committees are short term by design, their terms of reference will be included as an annex to the Governance Manual so that the TOR can easily be added or removed when the committee has finished its work.

14.3 Principles Governing Committees

- 1) Committees will assist the Board by preparing policy alternatives and implications for Board deliberation.
- 2) Committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated to not conflict with authority delegated to the Chief Executive Officer (CEO).
- 3) Committees cannot exercise authority over staff.
- 4) All Committees report to the Board through their respective Chairperson after each meeting of the Committee to keep the Board apprised of the Committee's activities.
- 5) All Committees will collaborate with other Committees, task forces, and the management to ensure their respective mandates.
- 6) All Committees shall annually review their Terms of Reference and their effectiveness and recommend to the Board any necessary changes.



14.4 Committee Appointments

- 1) Each Committee will have a Chairperson appointed by the President in accordance with the Committee's Terms of Reference (TOR). In all instances, as prescribed by the relevant TOR, Committees are chaired or co-chaired by a member of the Board.
- 2) Committee Chairpersons will be appointed annually following the election of the President.
- 3) The Chairperson of each Committee is responsible for soliciting applicants to serve on the Committee. The Committee Chairperson has the discretion to request Board members, Registered Participants, and other persons who have the specialized knowledge and expertise required by the Committee.
- 4) All potential members of a Committee will be required to submit their applications in accordance with EC's Volunteer Management protocol. Each Committee Chairperson will review applications and, following the Committee's TOR, recommend Committee member candidates to the Board for approval.
- 5) If there are more candidates than positions available on the Committee, the Committee Chairperson and President will have the authority to recommend the most suitable candidates to the Board for approval.
- 6) The Committee Chairperson is not obligated to recommend any of the candidates if the Chairperson deems the candidates not suitable.
- 7) Applicants will be advised in writing of the outcome of their application within 14 business days of the close of the Application and selection process.
- 8) In the event of a vacancy, it is the responsibility of the Committee Chairperson to solicit and secure a qualified candidate to fill that vacancy to the end of the term.

14.5 Term

- 1) Committee members are appointed on an annual basis.
- 2) Each Committee member will be required to sign and file EC's Conflict of Interest and Code of Conduct declarations annually.



Article 15 Finance/Audit Committee

15.1 Purpose

- 1) The Finance/Audit Committee (the “Finance Committee”) provides oversight responsibilities for EC’s financial activities and reporting processes, including the system of internal control over financial reports, the audit process and, the processes for identifying, evaluating and managing EC’s principal risks impacting financial reporting. The Finance Committee analyzes the risks that may materially impact EC’s financial performance, information systems, and compliance with the Bylaws.
- 2) The Finance Committee is additionally responsible for ensuring that the financial activities of EC are carried out in accordance with approved policy and generally accepted accounting procedures.

15.2 Authority

- 1) The Finance Committee shall make recommendations to the Board for its review and consideration.
- 2) The Finance Committee may make decisions with respect to procedural matters, including those matters specifically identified in 15.2 (3).
- 3) The authority of the Finance Committee shall include the right to:
 - a) engage independent counsel and other advisors as it deems necessary to carry out its responsibilities;
 - b) have unrestricted access to members of management, employees and relevant information;
 - c) ensure that the financial policies and procedures approved by the Board are respected;
 - d) review policies for the provision of non-audit services by the external auditor;
 - e) establish procedures for dealing with any concerns raised regarding accounting, internal control or auditing matters, including the receipt, retention and treatment of such concerns;
 - f) oversee the financial administration of EC, including review of procedures, advising the Board on financial strategy, and ensuring that the Board understands all financial implications relating to financial issues or potential risks that may arise.

15.3 Eligibility

Members of the Finance Committee, whenever possible, will be Registered Participants in good standing with EC and may not be an employee of Equestrian Canada or an employee or paid contractor of any recognized Affiliate Organization.

15.4 Composition

- 1) The Finance Committee shall consist of a minimum of five (5) and a maximum of seven (7) members, including a Chairperson and a Co-Chairperson. A minimum of three (3) of the members must be Board members, and a minimum of two (2) members shall have a working familiarity with basic finance and accounting practices and shall be able to read and understand financial statements in addition to the Co-Chairperson.
- 2) The President will recommend the Chairperson to be appointed by the Board and, that Chairperson will recommend a Co-Chairperson who will have a strong financial and accounting background for approval by the President. Whenever possible, the Chairpersons will select the Committee members from Registered Participants for Board approval.
- 3) In appointing the Finance Committee members, consideration shall be given to competence and diversity, including without limitation, gender, regional, and linguistic balance.



- 4) Quorum shall consist of three (3) members, including one of the Chairpersons. In the case of a tie, the Chairperson will not have a deciding vote.

15.5 Meetings

- 1) The Finance Committee shall meet at least four times per year and more frequently as necessary, at the call of the Chairperson.
- 2) There should be at least one meeting annually in which the Finance Committee meets the external auditors without the CEO, the President or his Designate, or any other Board member or staff present. The external auditor may request such a meeting if they consider it to be necessary.
- 3) Meetings may be conducted by teleconference, videoconference or other electronic means, when feasible.
- 4) If unavailable to attend in person, members may participate at any meeting by telephone or other electronic means acceptable to the Chair.
- 5) Except as noted above, the CEO and the President or his Designate are entitled to be present at all Finance Committee meetings in an advisory capacity.

15.6 Resolutions

Resolutions of the Committee are passed at meetings by a simple majority. Any resolution, decision or determination of the Committee reduced to writing and signed by all of the members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held.

15.7 Duties and Responsibilities

- 1) The Finance Committee shall be responsible for overseeing all EC financial matters, including but not limited to examination of Board practices to safeguard Equine Canada's assets and reviewing the financial reporting, the external audit and the internal control systems. The responsibilities of the Finance Committee include:
 - a) reviewing budgets prepared by staff and providing recommendations and advice to the Board;
 - b) reviewing EC financial statements regularly and monitoring adherence to approved budget revenue and expenses;
 - c) providing advice on financial matters as required by the Board;
 - d) evaluating all requests presented to the Board, which have a financial impact and are not included in the currently approved budget;
 - e) reviewing expenses incurred by the President and by the CEO.
 - f) examining financial implications of planned initiatives and recommending action;
 - g) undertaking special projects as assigned from time to time by the Board.
 - h) reviewing and assessing guidelines and policies for the interaction between EC and its Foundation;
 - i) reviewing and challenging where necessary the actions and judgments of management in relation to financial statements, operating and financial review, and related formal statements before submission to and approval by the Board, and before clearance by the auditors, with particular attention to:
 - (i) critical accounting policies and practices;
 - (ii) decisions requiring a significant element of judgment;
 - (iii) the extent to which the financial statements are affected by unusual transactions in the year and how they are disclosed;
 - (iv) the clarity of disclosure;



- (v) significant adjustments resulting from the audit;
- (vi) compliance with accounting standards; and
- (vii) compliance with legal requirements.
- j) reviewing procedures for detecting fraud;
- k) ensuring that arrangements are in place by which staff may, in confidence, raise concerns about possible improprieties in matters of financial reporting, financial control or any other matters;
- l) reviewing management's reports on the effectiveness of the systems for internal financial control, financial reporting and risk management;
- m) monitoring the integrity of internal financial controls;
- n) reviewing the statement in the annual report and accounts with respect to internal controls and risk management framework;
- o) considering annually whether there is a need for an internal audit function ;
- p) overseeing the relationship with the external auditor;
- q) considering and making recommendations for the appointment, reappointment and removal of the external auditor;
- r) considering and making recommendations for the terms of engagement and the remuneration to be paid to the external auditor in respect of the audit services provided;
- s) assessing the qualification, expertise and resources, effectiveness and independence of the external auditor annually;
- t) discussing with the external auditor, before the audit commences, the nature and scope of the audit;
- u) reviewing with the external auditor, the findings of its work, including:
 - (i) any major issues that arose during the course of the audit which have subsequently been resolved;
 - (ii) any issues that have been left unresolved;
 - (iii) key accounting and audit judgments;
 - (iv) levels of errors identified during the audit;
 - (v) obtaining explanations from management as to why certain errors might remain unadjusted;
 - (vi) reviewing the audit representation letters before consideration by the Board giving particular consideration to matters that relate to non-standard issues;
 - (vii) assessing, at the end of the audit cycle, the effectiveness of the audit process;
 - (viii) reviewing and monitoring the content of the external auditor's management letter to assess whether it is based on a good understanding of EC's business;
 - (ix) establishing whether audit recommendations have been acted upon and, if not, the reasons why they have not been acted upon; and
 - (x) developing and recommending to the Board EC's policy about providing non-audit services by the auditor and ensuring that the provision of such services does not impair the auditor's independence or objectivity.

15.8 Reporting

- 1) The Finance Committee shall prepare or have prepared written minutes of all of its meetings. The minutes of all meetings of the Finance Committee shall be circulated to all Board members.
- 2) The Finance Committee shall prepare a written report on its roles and responsibilities and its actions to discharge those responsibilities for inclusion in the Annual Report. Such report should specifically include:



- a) a summary of the role of the Finance Committee;
 - b) the names and qualifications of all members of the Finance Committee during the period;
 - c) the number of Finance Committee meetings and attendances by each member; and
 - d) how the Finance Committee has discharged its responsibilities.
- 3) Where disagreements between the Finance Committee and the Board cannot be resolved, the Finance Committee shall report any such unresolved issues to the Voting Members as part of the report on its activities in the Annual Report.
 - 4) If the Board does not accept the Finance Committee's recommendation regarding the appointment, reappointment and removal of the external auditor, the Finance Committee shall include a statement explaining its recommendation and reasons why the Board has taken a different stance in the Annual Report.
 - 5) The Committee Chairperson shall attend the Annual Meeting and shall answer questions, through the President, on the Finance Committee's activities and responsibilities.



Article 16 Nominating Committee

16.1 Purpose

The Nominating Committee will:

- a) recruit qualified individuals to stand for election as Directors;
- b) ensure that EC has a rigorous nomination system for the appointment of new Directors and that an election of Directors held annually;
- c) conduct interviews of all nominees; and
- d) present a slate of candidates for the available positions of Directors in accordance with the Bylaws.

16.2 Authority

The Nominating Committee has authority to make decisions within its mandate, including the authority to make decisions on nominations of candidate Directors to the membership. The Nominating Committee is a sub committee of the Governance & Ethics Committee, and the Chair is a member of the Governance & Ethics Committee.

16.3 Eligibility

Members of the Nominating Committee, whenever possible, will be Registered Participants in good standing with EC and may not be an employee of EC or an employee or paid contractor of any Recognized Affiliate Organization.

16.4 Term

The Nominating Committee shall be appointed by the Board at least six months before the Annual Meeting. It will serve until the conclusion of the Annual Meeting, provided that Committee members shall remain in office, unless removed earlier in accordance with this Terms of Reference until their successors are appointed.

16.5 Composition

- 1) A review of the Committee's membership shall be completed annually following the Annual Meeting. Committee members may be replaced or removed at any time by their appointing authority, the Board.
- 2) The Nominating Committee shall be comprised of eight (8) members as follows:
 - a) a Chairperson who shall be a Director appointed by the President and who shall be non-voting;
 - b) a second non-voting Director who will provide continuity when the Chair changes;
 - c) six (6) members, which shall be comprised of a maximum of two (2) individuals nominated by each of the three categories; and
 - d) a management representative who shall be the CEO or his Designate, as appointed by the CEO and shall be non-voting.
- 3) Members of the Nominating Committee must not be EC Category Voting Members and must not be seeking election at the Annual Meeting.
- 4) The Board may appoint persons to serve on the Nominating Committee in the event of a vacancy that is not filled by nominations from any of the Categories.



- 5) In appointing members of the Nominating Committee, consideration shall be given to competence and diversity, including without limitation, gender, regional, and linguistic balance.
- 6) A majority of the voting members shall constitute a quorum.

16.6 Meetings

- 1) The Nominating Committee shall meet at least twice annually and more frequently as circumstances dictate.
- 2) Meetings may be conducted by teleconference, videoconference or other electronic means, when feasible. If unavailable to attend in person, members may participate at any meeting by telephone or other electronic means acceptable to the Chairperson.
- 3) The management member designated by EC shall normally attend meetings of the Nominating Committee. The Nominating Committee may, from time to time, also request any officer or employee of EC to meet or provide consultations to the Nominating Committee or any member thereof.
- 4) With the consent of the President, the Nominating Committee may, from time to time, request EC outside counsel or other consultants to attend a meeting of the Nominating Committee or to meet or provide information and advice to the Nominating Committee or any member thereof.

16.7 Resolutions

- 1) Resolutions of the Nominating Committee are passed by a simple majority.
- 2) Any resolution of the Nominating Committee reduced to writing and signed by all of the Nominating Committee members shall be fully as effective as if it had been made at a meeting duly called and held.

16.8 Duties and Responsibilities

- 1) The Nominating Committee shall:
 - a) work with the Board to determine the competencies and skills the Board considers necessary for the Board, as a whole, to possess;
 - b) formulate criteria for candidates after considering the competencies of each existing Director;
 - c) develop a search plan which meets the criteria established by the Nominating Committee and which addresses:
 - (i) scope of the search (internal/external, provincial/national);
 - (ii) methods of soliciting nominations;
 - (iii) target dates for completing each stage of the search process and the schedule of reporting;
 - (iv) the number of candidates to be recommended;
 - (v) the key qualifications and competencies necessary for the position;
 - (vi) establish the procedure for approaching prospective candidates;
 - (vii) protection of candidate confidentiality;
 - (viii) provide the Voting Members with a list of candidates, considering the nominee's knowledge of EC, the required skills and diverse needs of EC and the community it serves, and the balance of new and experienced Directors. The candidate list must include a detailed profile of each candidate;
 - (ix) consider, when suggesting nominees, whether or not each nominee can devote sufficient time and resources to his or her duties as a member of the Board;
 - (x) provide a list of candidates that exceeds the number of vacant positions by at least one (1) and at most three (3);



- (xi) establish election procedures and conduct the election process on behalf of EC;
 - (xii) accept and review nominations from candidates and ensure compliance with nomination policies, procedures, timelines, and eligibility requirements;
 - (xiii) ensure there is a formal, rigorous and transparent procedure for presenting a list of candidates for election that ensures that each nominee is evaluated independently and by the same criteria as all other nominees; and
 - (xiv) ensure adherence by all candidates to the EC Code of Conduct;
- 2) The Committee shall, on an annual basis, review its performance and Terms of Reference to ensure it is operating at maximum effectiveness and make appropriate recommendations to the Board.

16.9 Nominating Procedure

- 1) In addition to any Persons identified by the Nominating Committee, the ability to nominate candidates is extended to Voting Members and Registered Participants in good standing and who have been Voting Members and Registered Participants for at least 30 days.
- 2) Nominations for directors shall be in accordance with the By-laws.
- 3) A “Call for Nominations” shall be circulated to the Voting Members by the Nominations Committee.
- 4) Each nomination put forward by Voting Members or Registered Participants must be submitted on the official nominating form and must include the nominee's signed consent to stand for office. It is the responsibility of the nominee to ensure the form is completed in full. Incomplete forms will not be valid.

16.10 Election Procedure

- 1) All Voting Members in good standing will be eligible to vote on candidates for the position of Director.
- 2) All candidate information will be circulated to Voting Members at least 21 days and not more than 35 days before the election.
- 3) Any Voting Member may participate in the election by means as prescribed in EC’s bylaws.
- 4) The Chairperson of the Nominating Committee will:
 - a) be the official Returning Officer of the election;
 - b) notify the Board and candidates of the election results;
 - c) notify the Voting Members of the election results after the Board and candidates have been notified; and
 - d) introduce successful candidates to the Voting Members at the Annual Meeting.



Article 17 Governance and Ethics Committee

17.1 Purpose

The general purpose of the Governance and Ethics Committee is to:

- a) assist the Board in overseeing matters of governance, including formulating and recommending by-laws, developing principles and policies, and assisting in the development of appropriate documentation control and retention systems; and
- b) recommend policies, strategies and programs to the Board to assist EC in maintaining and enforcing its Code of Conduct and Ethics and to ensure that EC maintains a reputation for the highest standards of public trust and confidence.

17.2 Authority

The Governance and Ethics Committee shall make recommendations to the Board for the approval save and except that the Committee may make decisions with respect to procedural matters. The Committee may also make recommendations for the Board's policies and actions regarding any matters within its purview.

17.3 Eligibility

Members of the Governance and Ethics Committee, whenever possible, will be Registered Participants in good standing and may not be an employee of EC or an employee or paid contractor of any Recognized Affiliate Organization.

17.4 Composition

- 1) The Governance and Ethics Committee will have two distinct roles, one that will focus on governance and the other will function as a standing panel to address ethical considerations (“Ethics Section”).
- 2) The Chairperson will be recommended by the President and approved by the Board. The Chairperson will preferably have experience in corporate governance structures and in drafting policies.
- 3) The Governance and Ethics Committee shall consist of a minimum of three (3) members and a maximum of five (5), including the Chairperson.
- 4) The Chairperson may select Governance and Ethics Committee members from EC Registered Participants for Board approval. In appointing the members of the Committee, consideration shall be given to competence and diversity, including without limitation, gender, regional, and linguistic balance.
- 5) Quorum shall consist of three (3) members, including the Chairperson. In the case of a tie, the Chairperson will not have a deciding vote.
- 6) The CEO, President or their Designate is entitled to be present at all Governance and Ethics Committee meetings in an advisory capacity.

17.5 Meetings

- 1) The Governance and Ethics Committee shall meet as required as circumstances dictate.
- 2) Meetings may be conducted by teleconference, videoconference or other electronic means, when feasible. If unavailable to attend in person, members may participate at any meeting by telephone or other electronic means acceptable to the Chairperson.



- 3) The management member designated by EC shall normally attend meetings of the Governance and Ethics Committee. The Committee may request any officer or employee of EC to meet or provide advice or information to the Committee or any member thereof.
- 4) With the consent of the President, the Governance and Ethics Committee may, from time to time, request EC's outside counsel or other consultants to attend a meeting of the Committee or to meet or provide information and advice to the Committee or any member thereof.
- 5) The Governance and Ethics Committee may, from time to time, also request any officer or employee of EC to meet or provide Information and advice to the Committee or any member thereof.

17.6 Resolutions

- 1) Resolutions of the Governance and Ethics Committee are passed at meetings by a simple majority.
- 2) Any resolution of the Governance and Ethics Committee reduced to writing and signed by all of the Committee members, or confirmed by email from such members, shall be fully as effective as if it had been made at a meeting duly called and held.

17.7 Governance Responsibilities

The Governance and Ethics Committee shall be responsible for overseeing all corporate governance matters of EC, including:

- a) reviewing existing Articles, by-laws and policies and drafting or revising them according to the direction of the Board;
- b) reviewing and reassessing the Committee's Terms of Reference regularly, but at least every quadrennial;
- c) overseeing the review of Policies regularly, but at least every quadrennial, and making recommendations to the Board for any changes required as a result of such review;
- d) interpreting the Articles and By-laws, as required and upon request, advising the Board concerning other legal matters involving membership rights or obligations;
- e) reviewing and recommending to the Board the appropriateness and adequacy of the policy of indemnification of directors. In that regard, the Governance and Ethics Committee may consult with any member of the Board in connection with any renewal or change to the directors and officers liability insurance coverage;
- f) advising the Board concerning procedural issues, such as construction and wording of motions from other committees; and
- g) performing such other duties, specifically including policy development, as assigned by the Board.

17.8 Ethics Responsibilities

The Governance and Ethics Committee shall be responsible for outlining desired ethical principles and practices based on the values of EC and providing oversight and advice to EC on ethical issues and practices, including:

- a) developing and periodically reviewing policies on ethics for recommendation to the Board for approval;
- b) providing advice and assistance to the Board in the interpretation, implementation and monitoring of ethics policies; and



c) supporting EC in modelling best practices in ethics;



Article 18 Strategic Initiatives Planning Committee

18.1 Purpose

The general purpose of the Strategic Initiatives Planning Committee (the ‘Committee’) is to:

- a) assist the EC Board of Directors (“Board”) in strategically positioning EC with goals and sequencing to ensure EC achieves its mandate;
- b) recommend strategic initiatives, adjustments to strategic initiatives or sequencing to the EC BOD to assist EC in maintaining its strategic course towards excellence
- c) assess subjects requested to be reviewed by the EC BOD and make recommendations from a Strategic Planning perspective
- d) evaluate progress on the initiatives, phases of initiatives, sequencing and oversee the production of a yearly report card for progress and transparency with input from the Board, Board Committees, Operational Committees, Staff, Voting Members, Participants and various stakeholders
- e) publish a multi-year strategic plan that will serve as the roadmap for governance, operations, operational committees. The plan can be used to measure EC’s performance; and which will also serve as a communication tool to educate stakeholders on EC’s future direction.

18.2 Authority

The Committee is a committee created by the Board with reporting responsibility to the Board. The Committee will report to the Board on its proceedings after each meeting of the Committee on all matters within its duties and responsibilities. The Committee shall make recommendations to the Board for the approval save and except that the Committee may make decisions with respect to procedural matters. The Committee may also make recommendations for policies and actions to the Board in respect of any matters within its purview.

18.3 Eligibility

Members of the Committee, whenever possible, will be Registered Participants in good standing with EC and may not be an employee of EC or an employee or paid contractor of any Recognized Affiliate Organization.

18.4 Composition

- 1) The Chair will be recommended by the EC President and appointed by the Board. The Chair will preferably have experience in strategic planning and partnerships.
- 2) The Committee shall consist of a minimum of three (3) members and a maximum of five (5) including the Chair.
- 3) Whenever possible, the Committee members will be selected from EC registered participants for Board approval. In appointing the members of the Committee, consideration shall be given to competence and diversity, including without limitation, gender, regional, and linguistic balance.
- 4) Quorum shall consist of 60% of committee members, including the Chair. In the case of a tie, the Chair will not have a deciding vote.
- 5) The Chief Executive Officer (CEO) or designate and the President or designate is entitled to be present at all meetings in an advisory capacity.



18.5 Coordination

The Committee will collaborate with other EC committees, task forces, and management to help interpret and align the initiatives pertinent to their mandate with EC's strategic plan, including guidance on yearly work plans and project sequencing.

18.6 Meetings

- 1) The Committee shall meet at least quarterly.
- 2) All meetings of the Committee may be conducted by teleconference, videoconference or other electronic means, when feasible. If unavailable to attend in person, members may participate at any meeting by telephone or other electronic means acceptable to the Chair.
- 3) The Committee may, from time to time, also request any officer or employee of EC to meet or provide consultations to the Committee or any member thereof.
- 4) With the consent of the EC President, the Committee may, from time to time, request EC's outside counsel or other expert (s) to attend a meeting of the Committee or to meet or provide consultations to the Committee or any member thereof.

18.7 Resolutions

- 1) Resolutions of the Committee are passed at meetings by a simple majority.
- 2) Any resolution from the Committee reduced to writing and signed by all of the Committee members, or confirmed by email from such members, shall be fully as effective as if it had been made at a meeting duly called and held.

18.8 Duties and Responsibilities

The Committee shall, under the authority delegated to it by the BOD, be responsible for overseeing and assessing all corporate strategic matters of EC, including:

- a) reviewing the existing strategic initiatives plan and drafting or revising it according to the direction of the BOD;
- b) reviewing and reassessing the Committee's Term of Reference regularly, but at least every quadrennial;
- c) overseeing the measuring and communicating of progress via a yearly report card;
- d) identifying future challenges and trends and making recommendations to the BOD to adjust the strategic initiatives plan for future needs;
- e) assessing strategic/collaborative/likeminded partnerships;
- f) performing such other duties, specifically including strategic policy development or strategic relevance of subject as assigned by the BOD.



Article 19 Human Resources Committee

19.1 Purpose

The purpose of the Human Resources Committee (“Committee”) is to assist the President and the Board in fulfilling oversight responsibilities in relation to EC human resources.

19.2 Authority

The Committee is a committee created by the EC Board of Directors (“Board”) with reporting responsibility to the Board. The Committee will report to the Board on its proceedings after each meeting of the Committee on all matters within its duties and responsibilities.

19.3 Eligibility

The primary authority for dealing with staff human resources matters lies with the Chief Executive Officer (CEO) of EC. The Human Resources Committee is responsible for close and confidential collaboration with the CEO in matters specifically related to human resources.

19.4 Composition

The Committee shall consist of three (3) members, including the Chair:

- EC President, and
- Two (2) Directors

The Chair of the Committee should not be the EC President. If the President is made the Chair, it should be for a period of no more than a year with the goal of mentoring another member of the Committee to become the Chair within that year.

The Chief Executive Officer (CEO) shall serve as an ex-officio member of the Committee and as staff liaison to the Committee For human resources matters, the Federation’s Legal Counsel(s) and EC’s Human Relations Consult.

19.5 Meetings

- 1) The Committee shall meet at least quarterly and more frequently as circumstances dictate.
- 2) Meetings may be conducted by teleconference, videoconference or other electronic means, when feasible. If unavailable to attend in person, members may participate at any meeting by telephone or other electronic means acceptable to the Chair
- 3) The CEO shall normally attend all meetings of the Committee. The Committee may from time to time also request any officer or employee of EC to meet or provide consultations to the Committee or any member thereof.
- 4) The Committee shall promote transparency and accountability on all matters within its duties and responsibilities. Notwithstanding the above provision, because the Committee deals with highly



sensitive, personal and confidential issues, deliberations concerning employees are kept confidential and the Committee shall report as necessary and appropriate on confidential deliberations to an in-camera session of the Board.

- 5) At the discretion of the Chairperson, the Committee may, from time to time, request EC's outside counsel or other expert (s) to attend a meeting of the Committee or to meet or provide information and advice to the Committee or any member thereof.

19.6 Resolutions

- 1) Resolutions of the Committee are passed at meetings by a simple majority.
- 2) Any resolution, decision or determination of the Committee reduced to writing and signed by all of the Human Resources Committee members shall be fully as effective as if it had been made at a meeting duly called and held.

19.7 Reporting

- 1) The Human Resources Committee will report to the Board on its proceedings after each meeting of the Human Resource Committee on all matters within its duties and responsibilities.
- 2) The Human Resources Committee shall promote transparency and accountability on all matters within its duties and responsibilities. Notwithstanding the above provision, because the Human Resources Committee deals with sensitive issues, deliberations concerning employees are kept confidential, and the Human Resources Committee shall report all confidential deliberations in an in-camera session of the Board.

19.8 Duties and Responsibilities

- 1) The Committee shall, under the authority delegated to it by the Board, and in collaboration with the CEO, be responsible for the following:
 - a) reviewing and recommending employee policies to the Board and such other human resource matters within the mandate of the Committee;
 - b) annually reviewing and recommending to the Board the annual aggregate total compensation budget for employees and contract personnel, consisting of aggregate annual base salaries, annual incentive awards and benefit plan ;
 - c) reporting to the Board, as required, on the Federation's compliance with employment-related legislation;
 - d) periodically reviewing the competitiveness of salary, incentive awards, benefit, and pension arrangements consistent with sound financial management, excellent employee-employer relations and EC's desire to attract and retain above-average employees.
- 2) Regarding matters related to the Federation's senior administration, the Committee, in collaboration with the CEO, shall:
 - a) annually review the CEO's plans for senior administration recruitment, career development and, succession planning;
 - b) review the CEO's annual report on performance appraisals of members of the senior management team;
 - c) Review and approve any remuneration of senior management which differs from that stipulated by EC Policy;
 - d) provide general oversight of policies and processes that ensure EC's compliance with occupational and environmental health and safety legislation, relevant regulations, standards and codes of practice;



- e) receive and review the annual report on health and safety matters and any periodic reports that may be relevant to it.
- 3) Regarding matters related to the Chief Executive Officer, the Committee shall:
- a) advise on Board policies about the appointment of, review of (annual and end-of-term) and compensation to the CEO;
 - b) review succession planning for the CEO and advise the Board on any necessary policies or actions;
 - c) receive from the CEO their proposed priorities for each forthcoming year and establish key performance goals and objectives for the CEO that are linked to EC's goals, objectives and priorities. The agreed key performance indicators will be presented to the Board for approval;
 - d) monitor trends for the compensation of the CEO with reference to other national sport organizations and relevant sectors, and advising the Board on the framework and policies for their remuneration, compensation, and retirement; and
 - e) review and approve the President's annual performance review of the CEO against agreed key performance indicators, along with their annual remuneration (determined within the parameters established by the Board).



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