



EQUESTRIAN CANADA ÉQUESTRE

EQUESTRIAN CANADA

GOVERNANCE POLICY MANUAL

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POLICY TYPE: GENERAL GOVERNANCE

POLICY TITLE: MISSION/VISION/VALUES

EQUESTRIAN CANADA VISION

Canadians are inspired to achieve personal excellence and embrace lifelong participation in equestrian activities.

EQUESTRIAN CANADA MISSION

From championing best practices to encouraging fun and participation, Equestrian Canada is the dedicated national voice working to serve, promote and protect the interests of horses and Canada's equestrian community.

EQUESTRIAN CANADA VALUES

We believe in:

- **Equine Welfare:** Accepting our responsibility to our equine partners as a privilege, we affirm safeguarding the welfare of the horse is paramount.
- **Respect:** For each other, for the safety of ourselves and our horses, and for the health of the environment in which we all live.
- **Diversity:** Celebrating our differences, we embrace our community's increasingly dynamic membership.
- **Inclusivity:** Working together, we provide a meaningful equestrian experience for all of our registered participants, from grassroots participants through to elite performers.
- **Service:** Effectively and proactively satisfying our registered participants' needs, expectations and best interests is fundamental to all we do.
- **Excellence:** Leading by example, we reflect the highest aspirations of our registered participants through outstanding performance in our sport, recreation, business and staff managed initiatives.
- **Volunteerism:** As a means of encouraging personal growth in a way that has direct, immeasurable benefits to the equine community, we actively seek, welcome and respect those who selflessly give of their time in aid of the welfare of the horse and the achievement of Equestrian Canada's mission.



POLICY TYPE: GENERAL GOVERNANCE

POLICY TITLE: MEMBERS

MEMBERSHIP

- There is a distinction between “EC Members”, who are those persons with the qualifications outlined in Section 3.3 of the Equestrian Canada By-laws, and “registered participants”, who are those persons who support the Aims and Objectives of the Corporation, uphold the rules and regulations of Equestrian Canada and have paid an annual fee.
- All EC Members must be registered participants in good standing.
- Individual registered participants must be in good standing of a Provincial/Territorial Association or National Affiliate unless otherwise approved by the Board.
- Pursuant to s. 4.5 of Equestrian Canada’s By-laws, EC Members cannot be directors of Equestrian Canada and any EC Member elected or appointed as a director of Equestrian Canada shall resign as an EC Member within ten (10) days following the later of (i) date of election; and (ii) the provision of such person’s consent to be a director.

FURTHER EXPECTATIONS OF AN EQUESTRIAN CANADA REGISTERED PARTICIPANT

- Registered participants are encouraged to continuously educate themselves and take an active role in the activities of the Organization.
- Registered participants should strive to preserve and enhance the image of the sport and industry so that society’s respect will be maintained.



POLICY TYPE: MEMBERSHIP – TERMS OF REFERENCE

POLICY TITLE: EQUESTRIAN SPORTS (MEMBERSHIP CATEGORY “A”)

Composition and Mandate

The Equestrian Sports category of membership (Category A) will be comprised of nine elected EC Members, who will have the following mandate:

- Attend the Equestrian Canada Annual General Meeting
- Vote at extra-ordinary meetings of the EC Members
- Vote on issues presented at the Annual General Meeting of Equestrian Canada
- Vote for Equestrian Canada Directors
- Vote on changes to the Articles or By-Law of Equestrian Canada
- Designate representatives to serve on Equestrian Canada Nominating Committee
- Represent Equestrian Sports to management as input into recommendations with respect to its strategic direction and priorities, for approval by the Equestrian Canada Board of Directors
- And such other rights and responsibilities of EC Members as set out in the Equestrian Canada By-Laws

The Category A EC Members will meet at least once per year, with at least one meeting held in conjunction with the Annual General Meeting of Equestrian Canada. Any registered participants registered in Equestrian Sports may attend such meeting and speak when recognized by the Chair of the Category A EC Members.

Equestrian Sports’ Nominations Committee

A nominations committee for Equestrian Sports will be struck with the sole mandate of electing the nine Equestrian Sport category members (“EC Members”). The nominations committee for Equestrian Sports (“Category A Nomination Committee”) will be comprised of five (5) Equestrian Canada sport license holders in good standing with a maximum of one representative from each FEI disciplines, as selected by the disciplines. Members of the Category A Nomination Committee must not be seeking election as an EC Member. The Category A Nomination Committee will be established at least four months prior to the Equestrian Canada Annual Meeting.

Nominations for Equestrian Sport Members

In accordance with the nomination policies, Equestrian Canada shall send a request each year for nominations for each EC Member category. Registered participants for each EC Member category may



nominate candidates to be EC Members for such category. Equestrian Sport registered participants may nominate up to three individuals to the Category A Nomination Committee, who they feel will best represent the interests of sport for the organization as an Equestrian Sport (Category A) EC Member. Individuals who sit on the Category A Nomination Committee are not eligible for nomination.

Nomination of an individual for election as an EC Member for the Equestrian Sports category must be in accordance with established nomination policies, procedures, and timelines and shall include: (i) written confirmation by the candidate expressing a willingness to serve; and (ii) a profile of the candidate.

Election and Voting Process

The Category A Nomination Committee will review all eligible nominations and elect nine individuals with complimentary skillsets to become Category A EC Members, based on their ability to positively represent the interests of sport, irrespective of the discipline that such nominees represent. Only candidates who have been reviewed and accepted by the Category A Nomination Committee are eligible for election. Each Category A Nomination Committee member represents one vote in the election process.

Upon request by a Category A Nomination Committee member, voting will be conducted by secret ballot, using the “runoff” voting method, as follows:

- Ballots will list the nominees in alphabetical order
- Each voter will rank candidates in order of preference (i.e. first, second, third, fourth and so on) and must include a unique ranking for each candidate.
- The candidate who receives the fewest first choice rankings is eliminated. All ballots are then re-tabulated. Where candidates may be tied for elimination, the candidate receiving the lowest cumulative numbers when the rankings are added together shall be eliminated. If there remains a tie, a run-off ballot for the tied candidates shall be conducted.
- The candidates with the fewest votes will be successively eliminated through this process, until nine candidates remain. For avoidance of doubt, if there is a tie for the fewest votes and there would remain at least two candidates after elimination, all of those tying with the fewest votes would be eliminated.

Term

As a transition for the April 2016 election, the Category A EC Members will be determined by Sport Transition Committee representatives from FEI only sports. The election of Equestrian Sports category EC Members will commence in 2016 after the convention. EC Members are elected for a three-year term, and may be re-elected to serve a maximum of six consecutive years. After serving six consecutive years, an EC Member may be elected or appointed to serve another term after an absence of at least nine months from the date he or she last served as an EC Member.

- To provide for staggered terms when the Equestrian Sports member category is first populated, the election in 2016 will be based on the following:
- Three members shall be elected by the Equestrian Sports' nominations committee for a three-year



term ending in 2019

- Three members shall be elected by the Equestrian Sports' nominations committee for a two-year term ending 2018
- Three members shall be elected by the Equestrian Sports' nominations committee for a one-year term ending in 2017

In the event that an EC Member resigns, is removed from, or vacates his or her position as an Equestrian Sports EC Member, the Equestrian Sports' nomination committee will be convened to appoint another qualified nominee to fill such position for the remainder of the term.

Chair

The Category A EC Members will elect each year following the election of EC Members at the Equestrian Canada Annual Meeting, a Chair from among the Category A EC Members. The Chair may serve for a maximum of two consecutive one year terms.

- The newly elected Chair shall take over duties following the closing of the meeting at which the Chair is elected.
- The Chair has a vote on all motions, but does not have a second vote in the event of a tie.
- If the Chair ceases to be a Category A EC Member, the individual shall cease to be Chair.
- From time to time it may be necessary to fill a vacant Chair position and this may be done by way of vote of the remaining Category A EC Members. A replacement chair shall serve for the remainder of the term and the position will then again be elected at the next regular election cycle.
- Category A EC Members must provide any agenda topics within 5 days of receiving notification. The agenda and any reports will be sent out to Category A EC Members at least 1 week prior to a meeting.
- Minutes from the meeting will be sent out to Category A EC Members within 2 weeks of the meeting.
- The Chair shall ensure all motions and action items are carried and all action items are reported on at the next meeting.
- In cooperation with all Category A EC Members, the outgoing Chair shall provide a verbal report on annual activities at the annual meeting at the Equestrian Canada Annual General Meeting.



POLICY TYPE: MEMBERSHIP – TERMS OF REFERENCE

**POLICY TITLE: PROVINCIAL/TERRITORIAL SPORT ORGANIZATIONS
(MEMBERSHIP CATEGORY “B”)**

The **Provincial/Territorial Sports Organization** (“PTSO”) category of membership shall work together to share best practices between provinces & territories, dialogue on important issues, collaborate on national priorities and submit recommendations to the Equestrian Canada Board of Directors and CEO.

Composition and Mandate

The PTSO category of membership (Category B) will be comprised of nine elected EC Members, who will have the following mandate:

- Attend the Equestrian Canada Annual General Meeting
- Vote at extra-ordinary meetings of the EC Members
- Vote on issues presented at the Annual General Meeting of Equestrian Canada
- Vote for Equestrian Canada Directors
- Vote on changes to the Articles or By-Law of Equestrian Canada
- Designate representatives to serve on Equestrian Canada Nominating Committee
- Represent PTSOs to management as input with respect to recommendations on its strategic direction and priorities, for approval by the Equestrian Canada Board of Directors
- And such other rights and responsibilities of EC Members as set out in the Equestrian Canada By-Laws

The Category B EC Members will meet at least once per year, with at least one meeting held in conjunction with the Annual General Meeting of Equestrian Canada. Any registered participants registered in a Provincial or Territorial Sports Organization may attend such meeting and speak when recognized by the Chair of the Category B EC Members.

Provincial/Territorial Sports Organization Nominations Committee

A nominations committee for PTSOs will be struck with the sole mandate of electing the nine PTSO category members (“EC Members”). The nominations committee for PTSO (“Category B Nomination Committee”) will be comprised of up to one representative from each PTSO and such representative must not be seeking election as an EC Member. The President, or a person designated by the President who is not a PTSO staff member, of each PTSO shall be the representative on the Category B Nomination Committee. The Category B Nomination Committee will be established at least four months prior to the Equestrian Canada Annual Meeting.



Nominations for Provincial/Territorial Sports Organization Members

In accordance with the nomination policies, Equestrian Canada shall send a request each year for nominations for each EC Member category. Each PTSO may nominate up to two (2) individuals for consideration by the Category B Nomination Committee who a PTSO believes will best represent PTSO interests for the organization as a Category B EC Member. Individuals who sit on the Category B Nomination Committee are not eligible for nomination.

Nomination of an individual for election as an EC Member for the PTSO category must be in accordance with established nomination policies, procedures, and timelines and shall include: (i) written confirmation by the candidate expressing a willingness to serve; and (ii) a profile of the candidate.

Election and Voting Process

The Category B Nomination Committee will review all eligible nominations and elect nine individuals. The process shall be by election of qualified candidates based on the number of individual registered participants for each PTSO registered in the previous year. The Category B Nomination Committee shall together elect or designate nine (9) individuals as members annually, in accordance with the Equestrian Canada Bylaws, policy and procedures, as follows:

The four (4) largest PTSOs (BC, ON, AB & QC, collectively the “Large PTSOs”) until changed by the CEO based on registration data) shall together elect or designate five (5) Category B EC Members. The remaining seven (7) PTSOs (SK, MB, NB, NS, PEI, NF & YK, collectively the “Regular PTSOs”) together shall elect or designate four (4) Category B EC Members.

For each voting group: each PTSO shall cast one vote for each of the 4 or 5 member positions. The individuals receiving the most votes shall be deemed elected as Category B EC Members effective immediately for the next year or until such time as they are no longer eligible.

In the event of a tie, the tie shall be broken by holding a second round of voting for that group including only the candidates who were tied for an available position. Each PTSO from that group will again cast one vote each for each position available.

Upon request by any member of the Category B Nomination Committee, voting will be conducted by secret ballot, using the ‘runoff’ voting method, as follows:

- Ballots will list the nominees in alphabetical order
- Each voter will rank candidates in order of preference (i.e. first, second, third, fourth and so on) and must include a unique ranking for each candidate.
- The candidate who receives the fewest first choice rankings is eliminated. All ballots are then re-tabulated. Where candidates may be tied for elimination, the candidate receiving the lowest cumulative numbers when the rankings are added together shall be eliminated. If there remains a tie, a run-off ballot for the tied candidates shall be conducted.
- The weakest candidates will be successively eliminated through this process, until nine candidates remain.



Term

As a transition for the April 2016 election, the Category B EC Members will be determined by Provinces Council. The election of Category B EC Members will commence in 2016 after the convention. Category B EC Members are elected for a two-year term, and may be re-elected to serve a maximum of six consecutive years. After serving six consecutive years, an EC Member may be elected or appointed to serve another term after an absence of at least nine months from the date he or she last served as an EC Member.

To provide for staggered terms when the PTSO member category is first populated, the election in 2016 will be based on the following:

- Three EC Members shall be elected by the Category B Nomination Committee for a three-year term ending in 2019 – one EC Member shall be elected by the Large PTSOs and two EC Members shall be elected by the Regular PTSOs
- Three members shall be elected by the Category B Nomination Committee for a two-year term ending in 2018 – two EC Members shall be elected by the Large PTSOs and one EC Member shall be elected by the Regular PTSOs
- Three members shall be elected by the Category B Nomination Committee for a one-year term ending in 2017 – two EC Members shall be elected by the Large PTSOs and one EC Member shall be elected by the Regular PTSOs

In the event that an EC Member resigns, is removed from, or vacates his or her position as a Category B EC Member, the appropriate sub-group of the Category B Nomination Committee will be convened to appoint another qualified nominee to fill such position for the remainder of the term, dependent upon whether the departing Category B EC Member was originally nominated by the Large PTSOs or the Regular PTSOs.

Chair

The Category B EC Members will elect each year following the election of EC Members at the Equestrian Canada Annual Meeting, a Chair from among the Category B EC Members. The Chair may serve for a maximum of two consecutive one year terms.

- The newly elected Chair shall take over duties following the closing of the meeting at which the Chair is elected.
- The Chair has a vote on all motions, but does not have a second vote in the event of a tie.
- If the Chair ceases to be a Category B EC Member, the individual shall cease to be Chair.
- From time to time it may be necessary to fill a vacant Chair position and this may be done by way of vote of the remaining Category B EC Members. A replacement Chair shall serve for the remainder of the term and the position will then again be elected at the next regular election cycle.
- Category B EC Members must provide any agenda topics within 5 days of receiving notification. The agenda and any reports will be sent out to Category B EC Members at least 1 week prior to a meeting.



- Minutes from the meeting will be sent out to Category B EC Members within 2 weeks of the meeting.
- The Chair shall ensure all motions and action items are carried and all action items are reported on at the next meeting.
- In cooperation with all Category B EC Members, the outgoing Chair shall provide a verbal report on the past year's activities at the annual meeting at the Equestrian Canada Annual General Meeting.



POLICY TYPE: MEMBERSHIP – TERMS OF REFERENCE

**POLICY TITLE: NATIONAL EQUINE ORGANIZATIONS
(MEMBERSHIP CATEGORY “C”)**

Composition and Mandate

National Equine Organizations (“NEO”) are Recognized Affiliate Organizations as defined in Section 3.7(b) of the Equestrian Canada By-laws. The NEO category of membership (Category C) will be comprised of nine elected EC Members, who will have the following mandate:

- Attend the Equestrian Canada Annual General Meeting
- Vote at extra-ordinary meetings of the EC Members
- Vote on issues presented at the Annual General Meeting of Equestrian Canada
- Vote for Equestrian Canada Directors
- Vote on changes to the Articles or By-Law of Equestrian Canada
- Designate representatives to serve on Equestrian Canada Nominating Committee, one of which must come from a Breed Sport organization who competes in compliance with the EC rules, is national in scope, has a minimum of 150 members, competes in EC sanctioned events and has a system of developing and accrediting officials (“**Breed Sports**”) and one of which must come from a Recognized Affiliate Organization paying an Industry Association Fee (“**Industry**”)
- Represent NEOs to management as input with respect to recommendations on its strategic direction and priorities, for approval by the Equestrian Canada Board of Directors
- Establish a nominations committee for the sole purpose of electing the nine Category C (NEO) members as outlined in these terms of reference
- And such other rights and responsibilities of EC Members as set out in the Equestrian Canada By-Laws

The Category C EC Members will meet at least once per year, with at least one meeting held in conjunction with the Annual General Meeting of Equestrian Canada. Voting delegates may attend such meeting and speak when recognized by the Chair of the Category C EC Members.

Election and Voting Process

Voting delegates from each NEO are determined according to the following formula:

- national associations with 100 individual members (or less) 1 delegate,
- national associations with between 101 and 500 members 2 delegates,
- national associations with between 501 and 1,500 members 3 delegates,
- national associations with between 1,501 and 2,500 members 4 delegates,



- national associations with 2,501 members or more 5 delegates

The accepted number of members for the purposes of calculating eligibility for voting delegates, would be considered to be the number of persons (including organizations) registered to participate in the respective NEO at the end of the previous fiscal year and including lifetime and honorary members where applicable.

Each registered association would be responsible for the costs of sending their delegates to the Equestrian Canada Annual General Meeting.

All nominees for election as a Category C EC Member must be nominated by designated voting delegates in attendance at the meeting.

More than one person per association may be nominated for election, however only one person per association can be elected. In the case of two nominees from the same organization, the nominee with the most votes would be elected.

The voting ballots for Category C EC Members will list nominees in alphabetical order by surname and will include the name of the association the nominee represents. Voting will be done by secret ballot.

The voting delegates will vote for nine (9) Category C EC Members, at least 5 of whom must come from Industry.

Only delegates available in person shall vote. No proxy voting is allowed. Following each annual election, the Category C EC Members elected will select a Chairperson who will be responsible to preside over any meeting of the Category C EC Members for the ensuing year.

When a vacancy in Category C EC Members occurs, a qualified individual may be appointed by a majority vote of the Category "C" EC Members to fill the vacancy for the remainder of such term.

TERM OF OFFICE

The normal term of a Category C EC Member will be approximately one year commencing upon election at a meeting of delegates held at the Equestrian Canada Annual General Meeting. The term of a Category C EC Member shall end at the meeting of delegates held at the following year's Equestrian Canada AGM contemporaneously with the election of his or her successor.

Under normal conditions Category C EC Members are elected each year. Elections to replace appointed Category C EC Members will be held in concert with normal elections. As a transition, Industry Council will work with Breed Sports to determine the Category C EC Members for April 2016 election. At least two of such Category C EC Members shall be from Breed Sports, with an objective to have five members from Industry and four members from Breed Sports.

EC Members may be re-elected to serve a maximum of six consecutive years. After serving six consecutive years, an EC Member may be elected or appointed to serve another term after an absence of at least nine months from the date he or she last served as an EC Member.

CHAIR:

The Category C EC Members will elect each year following the election of EC Members at the Equestrian Canada Annual Meeting, a Chair from among the Category C EC Members. The Chair may



serve for a maximum of two consecutive one year terms.

- The newly elected Chair shall take over duties following the closing of the meeting at which the Chair is elected.
- The Chair has a vote on all motions, but does not have a second vote in the event of a tie.
- If the Chair ceases to be a Category C EC Member, the individual shall cease to be Chair.
- From time to time it may be necessary to fill a vacant Chair position and this may be done by way of vote of the remaining Category C EC Members. A replacement Chair shall serve for the remainder of the term and the position will then again be elected at the next regular election cycle.
- Category C EC Members must provide any agenda topics within 5 days of receiving notification. The agenda and any reports will be sent out to Category C EC Members at least 1 week prior to a meeting.
- Minutes from the meeting will be sent out to Category C EC Members within 2 weeks of the meeting.
- The Chair shall ensure all motions and action items are carried and all action items are reported on at the next meeting.
- In cooperation with all Category C EC Members, the outgoing Chair shall provide a verbal report on the past year's activities at the annual meeting of delegates held at the Equestrian Canada Annual General Meeting.

CATEGORY C NOMINATIONS COMMITTEE

The Category C nominations committee shall be comprised of up to three members, at least one of whom shall come from Breed Sports and at least of one whom must come from Industry.

The Category C nomination committee shall be selected by the Category C Members and will be established at least four months prior to the Equestrian Canada Annual Meeting. Members of the Category C nominations committee may not seek election as an EC Member during such term.



POLICY TYPE: GENERAL GOVERNANCE

POLICY TITLE: REGISTERED PARTICPANT CODE OF CONDUCT AND ETHICS

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PREAMBLE

Equestrian Canada believes:

- That equestrian pursuits are based on a relationship between horse and human.
- That it is the right and responsibility of Equestrian Canada to set standards in matters of ethics, conduct, sportsmanship, the welfare of the horse, and in all matters under its jurisdiction.
- That it is desirable to define ethical practices, to delineate unethical practices, to encourage good sportsmanship, fair play, safety and high ethical behavior and to warn, censure or bring to public attention and discipline those who commit acts detrimental to the best interests of its stakeholders.
- That Equestrian Canada registered participants should observe the spirit as well as the letter of this Code of Conduct and Ethics.
- That membership and participation in its activities brings with it many benefits and privileges that are balanced by the Person's responsibilities and obligations. This policy defines the parameters for these responsibilities and obligations, and thus identifies a standard of behaviour that is expected of all Persons.

PURPOSE

The purpose of this Code of Conduct and Ethics policy is to ensure a safe and positive environment



within Equestrian Canada programs, activities and events, by making all Persons aware that there is an expectation at all times of appropriate behaviour, consistent with the values of Equestrian Canada.

Conduct that violates the Code of Conduct and Ethics policy may be subject, after due process, to sanctions pursuant to Equestrian Canada's disciplinary and complaints policies.

APPLICATION AND SCOPE

This policy applies to a Person's conduct during the course of Equestrian Canada business, activities and events, including but not limited to: office environment, competitions, training and education sessions, travel and meetings.

This policy also applies to conduct that occurs outside of Equestrian Canada's activities and events when such conduct could adversely affect relationships within Equestrian Canada's work and sport environment and/or could be detrimental to the image and reputation of Equestrian Canada.

All Persons must agree to be bound by the rules of Equestrian Canada while competing or exhibiting at Equestrian Canada-sanctioned competitions.

The Statement of Principles below is to be considered an interpretive guide in applying the Code of Conduct and Ethics.

Definitions

Throughout this policy, the terms "Person" and "Equestrian" are defined as follows:

- a) "Person" – All classes of membership, participants and registrants within Equestrian Canada, as well as a body corporate, partnership, trust, unincorporated organization and individuals engaged in activities with Equestrian Canada, including but not limited to, athletes, coaches, officials, persons responsible, competition organizers, volunteers, directors, officers, council and committee members, employees, consultants, and administrators of Equestrian Canada.
- b) "Equestrian" – any individual participating in equine and/or equestrian activities.

STATEMENT OF PRINCIPLES

Equestrian Canada, the national equestrian federation of Canada, supports adherence to the humane treatment of horses in all activities under its jurisdiction.

Equestrian Canada is committed to:

- upholding the welfare of all horses, regardless of value, as a primary consideration in all activities;
- requiring that horses be treated with kindness, respect and compassion, and that they never be subjected to mistreatment;
- ensuring that owners, trainers and exhibitors, or their agents, use responsible care in the handling, treatment and transportation of their own horses as well as horses placed in their care for any purpose;



- providing for the continuous well-being of horses by encouraging routine inspection and consultation with health care professionals and competition officials to achieve the highest possible standards of nutrition, health, comfort and safety as a matter of standard operating procedure;
- providing current information on Code of Practice for the Care and Handling of Equines and other equine health and welfare initiatives;
- continuing to support scientific studies on equine health and welfare;
- requiring owners, trainers and exhibitors to know and follow their sanctioning organization's rules, and to work within industry regulations in all equestrian competition; and
- reviewing, revising and developing competition rules and regulations that protect the welfare of the horse.

The standard by which conduct or treatment will be measured is that which a person, informed and experienced in generally accepted equine training and exhibition procedures, would determine to be neither cruel, abusive, nor inhumane.

RESPONSIBILITIES

Equestrian Canada is committed to providing a safe environment in which all individuals are treated with respect. Individuals involved with Equestrian Canada must acknowledge and accept that at all times the welfare of the horse must be paramount and must never be subordinate to competitive or commercial influences.

An individual should be completely trustworthy and exhibit honesty, loyalty and discretion in all equestrian-related activities. All Persons must:

- a) Maintain and enhance the dignity and self-esteem of all Equestrians and other individuals by:
 - i. demonstrating respect to others regardless of body type, physical characteristics, athletic ability, gender, gender identity, gender expression, ancestry, colour, ethnic or racial origin, nationality, national origin, sexual orientation, age, marital status, religion, religious belief, political belief, disability, economic status or any other reason;
 - ii. focusing comments or criticism appropriately and avoiding public criticism of others, including athletes, coaches, instructors, officials, organizers, volunteers, directors, officers, council and committee members, employees, registered participants and members;
 - iii. consistently demonstrating the spirit of horsemanship, sportsmanship, and ethical conduct;
 - iv. respecting the property of others and not willfully causing damage;
 - v. acting, when appropriate, to prevent or correct practices that are unjustly discriminatory;
 - vi. consistently treating individuals in a fair and reasonable manner; and
 - vii. ensuring that the rules of Equestrian Canada, and the spirit of such rules, are adhered to.



- b) Refrain from any behavior that constitutes harassment or bullying. Harassment is defined as behaviour including comments, conduct, or gestures, which is insulting, intimidating, humiliating, hurtful, racist, sexist, malicious, degrading, or otherwise offensive to an individual or group of individuals or which creates an uncomfortable environment, or which might reasonably be expected to cause embarrassment, insecurity, discomfort, offence or humiliation to another person or group.
- c) Refrain from any behavior that constitutes sexual harassment. Sexual harassment is defined as unwelcome sexual comments and sexual advances, requests for sexual favours, or conduct of a sexual nature.
- d) Refrain from the use of power, authority or intimidation in an attempt to coerce another person to engage in inappropriate activities.
- e) Refrain from acting to the detriment of others or of equestrian pursuits in a situation where the responsibility of their position places them in conflict of interest.
- f) Refrain from consuming alcohol when participating in Equestrian Canada (or Equestrian Canada sanctioned) training sessions, programs, or competitive events and business activities.
- g) Take reasonable steps to manage the safe, legal and responsible consumption of alcoholic beverages in social situations associated with Equestrian Canada events.
- h) Abstain from the use, control or possession of prohibited drugs, the use of performance-enhancing substances or methods in accordance with the requirements of the Canadian Center for Ethics in Sport, World Anti-Doping Agency, FEI and the rules and regulations of Equestrian Canada.
- i) Uphold and adhere to the highest standards of horsemanship, place equine welfare above all other considerations; abstain from the use of performance-enhancing substances or methods and unethical business practices in the training, breeding, selling or leasing of horses.
- j) Comply at all times with the Bylaws, policies, rules and regulations of Equestrian Canada, as adopted and amended from time to time; with any contracts or agreements executed with or by Equestrian Canada; and with any directives or sanctions imposed by Equestrian Canada.
- k) Support the enforcement of the policies, rules and regulations of Equestrian Canada by agreeing to report any alleged infractions and occasions of alleged abuse.
- l) Adhere to all Federal, Provincial, Municipal or host-country laws.
- m) Adhere to Equestrian Canada's Social Media policy, which states that Persons should issue public statements only in an objective and truthful manner, and should communicate with others in a positive and respectful manner when using electronic means (email, social media, etc.)

Coaches and Instructors

For the purposes of this policy and this section, the term “coach” includes “instructor”.

- a) Coaches shall educate the community and model good ethics and conduct. In addition to complying with sections 5 and 6 above, coaches have other responsibilities. The athlete-coach relationship is a privileged one and can play a critical role in the personal as well as athletic development of their athletes. Coaches must understand and respect the inherent power imbalance that exists in this relationship and must be extremely careful not to abuse it. At all times coaches will:



- b) Ensure a safe environment by selecting activities and appropriate venues while establishing controls that are suitable for the age, experience, ability and fitness level of the equine and human athlete, including educating athletes as to their responsibilities in contributing to a safe environment.
- c) Prepare athletes systematically and progressively, using appropriate time frames and monitoring physical and psychological adjustments while refraining from using training methods or techniques that could harm human or equine athletes.
- d) Avoid compromising the present and future health of athletes and equines by communicating and co-operating with sport medicine professionals, sports psychologists, and veterinarians in the diagnosis, treatment and management of athlete's medical and/or psychological health as well as equine nutrition, health and care.
- e) Under no circumstances provide, promote, knowingly ignore or condone the use of prohibited drugs or performance-enhancing substances or methods in accordance with CCES, WADA, FEI and the rules and regulations of Equestrian Canada.
- f) Accept and promote athletes' personal goals and refer the athletes to other coaches and sports specialists as appropriate and as opportunities arise.
- g) At no time engage in an intimate or sexual relationship with an athlete or other sport participant under the age of 18 years of age and at no time engage in an intimate or sexual relation with an athlete 18 years of age or over if the coach is in a position of power, trust or authority over the athlete or other sport participant.
- h) When an athlete has qualified for a training camp, provincial team, national team, etc., the coach will support the program, the applicable coaching staff and Equestrian Canada.
- i) Act in the best interest of the athlete's development as a whole.
- j) Recognize the power inherent in the position of coach and respect and promote the principles of fair play and the rights of all participants in sport.

Equestrians

In addition to complying with sections 5 and 6 above, Equestrians must uphold the highest standards of equine safety, fairness, care and welfare in all aspects of equestrian activities.

Equestrians who are competitive athletes are also responsible to:

- a) Report any medical or fitness problems (human and equine) in a timely fashion, where such problems may limit the athlete's ability to travel, train, perform or compete.
- b) Participate and appear on time for all competitions, practices, training sessions and events.
- c) Properly represent themselves and not willfully attempt to enter a competition for which they, or their horse/pony, are not eligible, by reason of age, classification or other reasons.
- d) Adhere to all Equestrian Canada policies, rules and regulations including, but not limited to, the Conflict of Interest provisions in Equestrian Canada's Rule Book and honour the principles of fair play inherent in them.



Officials

Officials have an important role in educating the community regarding appropriate conduct and the desirability of adherence to rules. In addition to complying with sections 5 and 6 above, officials must:

- a) Be fair and objective.
- b) Avoid situations in which a conflict of interest may arise.
- c) Make independent and sound judgments.
- d) Act as ambassadors of Equestrian Canada by adhering to the rules of Equestrian Canada or the FEI (as applicable).
- e) Adhere to the Conflict of Interest provisions in Equestrian Canada's Rule Book.

Parents/Guardians

In addition to complying with sections 5 and 6 above, Parents/Guardians at events will:

- a) Encourage athletes to play by the rules.
- b) Never ridicule a participant for making a mistake during a performance or practice.
- c) Provide positive comments that motivate and encourage participants' continued efforts.
- d) Respect the decisions and judgments of officials, and encourage athletes to do the same.
- e) Respect and show respect towards all participants, coaches, officials, competition organizers/committees and volunteers.

Further Expectations of an Equestrian Canada Registered Participant or Member

- a) Equestrian Canada members and registered participants are encouraged to continuously educate themselves on the policies, regulation and rules of Equestrian Canada and to take an active role in the activities of the Federation.
- b) All Persons and Equestrians must, to the best of their ability and resources, follow the Code of Practice for the Care and Handling of Equines (2013).
- c) Equestrian Canada members and registered participants should strive to preserve and enhance the image of equine and equestrian sport, recreation and industry in order to earn and maintain the respect of society in general.

Review and History

This policy shall be reviewed at least every three (3) years or at a time determined by the Equestrian Canada Board.



POLICY TYPE: BOARD GOVERNANCE

POLICY TITLE: BOARD RESPONSIBILITIES

The *Canada Not-for-profit Corporations Act* (the “Act”) is the legislation governing Equestrian Canada and provides that subject to such Act, the articles and the By-laws, the directors shall manage or supervise the management of the affairs of the organization.

The board of directors for Equestrian Canada (the “Board”) is accountable to the membership for competent, conscientious and effective governance. The Board will direct, control, and inspire the organization through the careful establishment of broad written policies reflecting Equestrian Canada’s values and perspectives regarding results to be achieved and actions and situations to be avoided.

PURPOSE

The mandate of the Board is to undertake stewardship of Equestrian Canada pursuant to applicable statutes and regulations. The major goals and responsibilities of the Board of Directors of Equestrian Canada are to:

1. Oversee the management of the business and affairs of Equestrian Canada;
2. Establish policy direction and the fundamental objectives of Equestrian Canada;
3. Protect and enhance the assets of Equestrian Canada for the benefit of the stakeholders and to look after their interests in general;
4. Ensure continuity in the governance of Equestrian Canada.

AUTHORITY

Pursuant to its governing legislation, the Canada Not-for-profit Corporations Act (the “Act”), the board of directors of Equestrian Canada (the “Board”), subject to the Act, Equestrian Canada’s articles and By-laws, shall manage or supervise the management of the affairs of Equestrian Canada with a view to always act in the best interest of Equestrian Canada.

The Board is accountable to the membership for competent, conscientious and effective governance. The Board shall direct, control, and inspire the organization through the careful establishment of broad written policies reflecting the organization’s values and perspectives about results to be achieved and actions and situations to be avoided.



COMPOSITION AND OPERATIONS

Composition

1. The Board shall consist of the number of Directors established by the Board within the minimum and maximum number set out in the Articles of Continuance for Equestrian Canada (“Articles”). The number of directors shall initially be set at thirteen (13).
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. A nominating committee shall be established by the Board to seek qualified directors to serve Equestrian Canada. Subject to the Act, the Board will be elected by the members of Equestrian Canada at the Annual Meeting.
4. After a transition period ending in 2019, each director shall be elected for a term of three years expiring at the Annual Meeting. 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 year period before re-election as a director.

Operations - Meetings

1. The Board shall meet at least quarterly each year 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 President.
3. The CEO and CFO shall normally attend meetings of the Board. The Board may from time to time also request any officer or employee of Equestrian Canada to meet or provide consultations to the Board or any member thereof.
4. With the consent of the President, the Board may from time to time request Equestrian Canada’s outside counsel or other expert(s) to attend a meeting of the Board or to meet or provide consultations to the Board or any member thereof.

Operations - 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 of the directors shall be fully as effective as if it had been made at a meeting duly called and held.



DUTIES AND RESPONSIBILITIES

Amongst other duties (without limitation), the Board shall:

1. Determine and control in broad terms the purposes, goals, activities, and general characteristics of Equestrian Canada. These duties range from establishing objectives, scope of operations, fundamental strategies and policies and key strategic initiatives down to approving annual budgets, long-range plans, major capital investments, and other specific actions that are likely to have a substantial effect on Equestrian Canada or that the Board is legally required to take. Day-to-day operation of Equestrian Canada's business is, generally speaking, the responsibility of management.
2. Ensure the necessary financial reporting and disclosure controls and procedures are in place that effectively monitor Equestrian Canada's operations and ensure compliance with applicable laws, regulations and policies.
3. Establish such committees as required to assist the Board in the performance of its duties, including without limitation, an audit committee, a governance committee and a nominating committee, approve the terms of reference for such committees and oversee the activities of such committees.
4. Appoint a chief executive officer and such other senior officers as the Board wishes, define their respective duties, establish their compensation package, monitor and evaluate their performance, provide for adequate succession, and replace the chief executive officer or other officers when appropriate.
5. Monitor Equestrian Canada's Ethical Values and Behaviour – these are the boundaries of prudence and ethics within which all activities and decisions will occur.
6. Identify the principal business and financial risks of Equestrian Canada's business and ensure the implementation of appropriate systems to manage such risks.
7. Exercise such other duties, powers and rights as are assigned to it by the Act, the Articles or By-laws of Equestrian Canada.



POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: ELECTION OF OFFICERS

In accordance with Section 4.26 of the By-laws, the Equestrian Canada Board has the right to choose the President and any other Officers of Equestrian Canada from amongst the directors elected by the members. Currently there are two Officers of Equestrian Canada – the President and the Vice President.

Following each annual meeting at which directors are elected for Equestrian Canada, the Equestrian Canada Board shall meet to elect its Officers. The following process will be followed for the election of Officers, with the exact dates to be communicated at least 14 days prior to such election:

1. All directors interested in serving as an Officer shall express interest to the CEO in writing prior to noon, at least one week prior to the election of directors. A director may express interest in more than one Officer position, but shall be removed as a candidate for an Officer position in the event such person is elected to a more senior Officer position.
2. The CEO will advise the Board of those interested in each Officer position by email at least five days prior to the election of Officers.
3. Officers will be elected in descending order of seniority of position available for election: the President, Vice President and any other officers to be elected.
4. If more than one director expresses interest in serving an Officer position, the Board shall decide by secret ballot the person to serve as such Officer. If only one person expresses interest, that person shall be acclaimed as such Officer.
5. Criteria to be considered in selecting a person to serve as an Officer are:
 - dedication and ability to meet the time commitment the role demands to discharge the duties of the position;
 - extent to which the director has contributed to the overall effectiveness of the Board and his/her ability to work constructively with the other Officers;
 - skills and experience that the appointee would bring to the role and how these skills would complement the skill sets of the other Officers;
 - the personality and character of the candidate and his or her potential compatibility with the other Officers;
 - diversity in representation at the highest level of Equestrian Canada;
 - any competing interests that would make a candidate unsuitable for the position;
 - membership support (e.g. – number of votes garnered in election as a director from members)
 - exemplary service on the Board or executive leadership experience.



POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: PRESIDENT'S ROLE

The job "product" of the President is, primarily, the integrity of the Board's process and, secondarily, representation of the Board to outside parties.

The job of the President is to ensure the Board behaves consistent with its own rules and those legitimately imposed upon it from outside the organization.

- A. Meeting discussion content will only be those issues, which, according to Board policy, clearly belong to the Board to decide, not the Chief Executive Officer.
- B. Deliberation will be fair, open, and thorough, but also efficient, timely, orderly, and to the point.

The authority of the President rests in making decisions that fall within the topics covered by Board policies on Governance Process and Board-Council-Committee Relationship, 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. The President's scope, duties and responsibilities include, but are not limited to, the following:

- A. The President is empowered to chair Board meetings or delegate same with all the commonly accepted power of that position (e.g., ruling, recognizing) and to attend all Board committee meetings as an *ex officio*, non-voting member.
- B. The President shall preside over and conduct Board meetings and member meetings;
- C. In consultation with management and committees, set agendas for Board and member meetings and coordinate with management to ensure preparation documents are delivered to directors or members with sufficient time to review;
- D. Maintain a liaison and communication with all directors to coordinate input from directors and optimize the effectiveness of the Board and committees;
- E. Ensure the Board receives adequate and timely updates from the CEO on all issues important to the welfare and future of Equestrian Canada;
- F. Review director conflict of interest issues and respond as required;
- G. Ensure *in camera* meetings are scheduled regularly, chair such meetings and report results of such meetings to CEO as required;
- H. Work with the CEO in representing Equestrian Canada in a general industry and community context; and
- I. Communicate regularly with the CEO, particularly with respect to concerns of the Board, members or the public.



POLICY TYPE: GENERAL PROCESS

POLICY TITLE: BOARD MEETING PROCEDURES

Board meetings are for the single task of getting the Board's job done.

1. Board meetings shall be conducted in accordance with the Equestrian Canada By-laws.
2. In order to facilitate the efficient conduct of business, meetings of the Board shall be for Board members only, with guests invited at the discretion of the President.
3. The Board will establish its own 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. The President will exercise control of the agenda on behalf of the Board. Only those issues which are consistent with the Board's job description shall consume Board time.
4. Materials for the agenda will be given to the Board members with adequate lead-time for meeting preparation. Board members are obligated to prepare for and attend meetings, and to participate productively in discussions of each agenda item.
5. Minutes of Board meetings will be prepared and circulated to Board members within a reasonable period of time. Following a Board meeting, contact will be made with voting member representatives and a written summary of Board discussions will be circulated to voting members and posted on the Equestrian Canada web site.
6. The Board will endeavour to meet at least four times annually.

In order to facilitate the conduct of the business of the Board, meetings may be held face to face, by teleconference or web conference at the discretion of the President.

Procedure:

In order to ensure appropriate preparation time for the Directors:

1. A draft Agenda, developed by the CEO, in consultation with the President, will be circulated to all Directors seven (7) days prior to the meeting, with said agenda being finalized at the commencement of the meeting. Any Director may request the inclusion of an agenda topic for discussion or resolution; agenda items without appropriate documentation may be deferred to a subsequent meeting.
2. Draft minutes of the previous meeting will be circulated with the agenda;
3. Papers 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;
4. Financial statements for the prior month will normally be available by the 4th Tuesday in each month;
5. If for any reason a Director is unable to attend the meeting the CEO and the President shall be so advised;



6. Teleconference call arrangements will be arranged by the CEO.
7. Standing committee reports should be prepared for circulation prior to each face to face meeting
8. A cash flow summary will be part of every permanent agenda. Face to face meetings will have a detailed financial report. The CFO will attend face to face meetings of the Board and may be invited to attend teleconference meetings.

Normally, information will be circulated by email. Presentations, large documents or other material 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.

In the absence or disability of the President, the Vice President shall be vested with all powers of, and shall perform all the duties of, the President. The Vice President shall have such other powers and duties, if any, as may from time to time be assigned by the Board.



POLICY TYPE: BOARD GOVERNANCE PROCESS

POLICY TITLE: BOARD MEMBERS CODE OF CONDUCT

The Board commits itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members.

Accordingly,

1. Board members will publicly support all of the decisions taken by the Board and communicate as required with members the reasons behind such decisions.
2. Board members must represent un-conflicted loyalty to the interests of Equestrian Canada. This accountability supersedes any conflicting loyalty such as that to equestrian industry associations, interest groups and memberships on other boards.
3. Board members shall comply with all requirements with respect to any conflict of interest that may impact their fiduciary responsibilities to Equestrian Canada.
 - 3.1** There must be no self-dealing or any conduct of private business or personal services between any Board member and Equestrian Canada except as procedurally controlled to assure openness, competitive opportunity, and equal access to inside information.
 - 3.2** When the Board is to decide upon an issue about which a Board member has an unavoidable conflict of interest, that Board member shall absent herself or himself without comment not only from the vote but also from the deliberation.
 - 3.3** Board members must not use their positions to obtain employment for themselves, family members, or close associates.
 - 3.4** Board members will annually disclose their involvement with other organizations or associations that might produce a conflict.
 - 3.5** Should a Board Member wish to be considered for employment, they must resign from the Board.
4. Board members may not attempt to exercise individual authority over the organization
 - 4.1** Board members' interactions with the CEO or with staff must recognize the lack of authority vested in individuals except when explicitly Board-authorized.
 - 4.2** Similarly, Board members' interactions with the public press or other entities must recognize the same limitations.
5. Board members will respect the confidentiality appropriate to issues of a sensitive nature.



POLICY TYPE: BOARD GOVERNANCE

POLICY TITLE: PRINCIPLES GOVERNING BOARD COMMITTEES

1. Board committees exist to help the Board do its job. Committees ordinarily will assist the Board by preparing policy alternatives and implications for Board deliberation.
2. Board 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 in order not to conflict with authority delegated to the Chief Executive Officer (CEO).
3. Board committees cannot exercise authority over staff. Because the CEO works for the Board in its entirety, he or she will not be required to obtain approval of a Board committee before an executive action. In keeping with the Board's broader focus, Board committees will not normally have direct dealings with current staff operations.
4. This policy applies only to committees which are formed by Board action, whether or not the committees include non-Board members. It does not apply to other operational committees of Equestrian Canada as established in the Constitution and Bylaws of Equestrian Canada and the terms of reference governing divisions and councils.

Board Committees will include the following (additional committees may be added at a later time):

- Recognition and Awards
- Nominations
- Human Resource
- Governance
- Audit
- Finance
- Ethics
- Equine Health & Welfare



POLICY TYPE: BOARD GOVERNANCE

**POLICY TITLE: TERMS OF REFERENCE --
RECOGNITION AND AWARDS COMMITTEE**

PURPOSE

The general purpose of the Awards and Recognition Committee (the “Committee”) is to assist the Board in determining those individuals and organizations who have made a special and significant contribution to equestrian sport in Canada and are deserving of recognition or honour.

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.

COMPOSITION AND OPERATIONS

Composition

The President will make recommendations to the Board for appointment of a Chair.

The Chair will select up to four (4) other Committee members from Equestrian Canada registered participants for Board approval. The Committee shall be comprised at a minimum of at least one registered participant from each category of membership. In appointing the members of the Committee, consideration shall be given to competence and to diversity, including without limitation, gender, regional, and linguistic balance. A majority of the voting members of the Committee shall constitute a quorum, provided at least one of the members present is the Chair.

The Chief Executive Officer or designate is entitled to be present at all meetings in an advisory capacity.

Operations - Cooperation

The Committee will work in collaboration with other Equestrian Canada committees and management to deliver on its mandate.



Operations – Meetings

1. The Committee shall meet at least 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 Chair.
3. The management member designated by Equestrian Canada shall normally attend meetings of the Committee. The Committee may from time to time also request any officer or employee of Equestrian Canada to meet or provide consultations to the Committee or any member thereof.
4. With the consent of the Equestrian Canada President, the Committee may from time to time request other expert(s) to attend a meeting of the Committee or to meet or provide consultations to the Committee or any member thereof.

Operations – Resolutions

1. Resolutions of the Committee are passed at meetings by a simple majority.
2. Any resolution of the Committee reduced to writing and signed by all of the members of the Committee, 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.

DUTIES AND RESPONSIBILITIES

Specific Responsibilities

The Committee shall, under the authority delegated to it by the Board, be responsible for overseeing duties associated with Equestrian Canada's annual awards and recognition processes and procedures, including:

1. Reviewing existing awards and recognition granted by Equestrian Canada including the associated criteria, nomination and selection procedures, and drafting or revising for approval by the Board.
2. Recommending award and recognition nominees annually in accordance with Board approved nomination and selection criteria and procedures to the Board for its review and approval.
3. Reviewing and reassessing the Committee's Term of Reference on a regular basis, but at least every quadrennial.
4. Performing such other duties as assigned by the Board.



POLICY TYPE: BOARD GOVERNANCE

POLICY TITLE: TERMS OF REFERENCE -- NOMINATING COMMITTEE

PURPOSE

The general purpose of the Nominating Committee (the “Committee”) on behalf of Equestrian Canada is to:

1. Present a slate of candidates for the position of directors of Equestrian Canada in accordance with Equestrian Canada’s Bylaws;
2. Ensure there is an election each year;
3. Ensure Equestrian Canada has a rigorous nomination system;
4. Recruit qualified individuals to stand for election as directors.

AUTHORITY

The Committee is a committee created by Equestrian Canada Board of Directors (the “Board”) with reporting responsibility to the Board and Equestrian Canada’s membership. 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 has authority to make decisions within its mandate, including the authority to make decisions on nominations of candidate directors to the membership.

COMPOSITION AND OPERATIONS

Composition

1. The Committee shall be appointed at least six months prior to the Annual Meeting and will serve until the conclusion of the Annual Meeting, provided that Committee members shall remain in office, unless removed earlier in accordance with paragraph III (a) (2), until their successors are appointed.
2. A review of the membership shall be completed annually following each Annual General Meeting. Committee members may be replaced or removed at any time by their appointing authority, the Board.



The Committee shall be comprised of the following members at a minimum:

Chair A director shall be appointed Chair by the President; non-voting

Seven (7) members not including the Chair A maximum of two (2) individuals nominated by each of the three categories of membership, Equestrian Sports (Category A), Provincial and Territorial Sport Organizations (Category B), and National Equine Organizations (Category C), and approved by the Board.

Management Representative Appointed by CEO or designate; non-voting

3. Members of the Committee must not be Equestrian Canada members and must not be seeking election at the Annual Meeting. Additional consideration shall be given to competence and to diversity, including without limitation, gender, regional, and linguistic balance.
4. A majority of the voting members shall constitute a quorum.

Operations - Meetings

1. The 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 Chair.
3. The management member designated by Equestrian Canada shall normally attend meetings of the Committee. The Committee may from time to time also request any officer or employee of Equestrian Canada to meet or provide consultations to the Committee or any member thereof.
4. With the consent of the Equestrian Canada President, the Committee may from time to time request Equestrian Canada'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.

Operations - Resolutions

1. Resolutions of the Committee are passed by a simple majority.
2. Any resolution 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.

DUTIES AND RESPONSIBILITIES

The Committee, under the authority delegated to it by the Board, shall:

1. Work with the Board to determine the competencies and skills the Board considers necessary for the Board, as a whole, to possess.
2. Formulate criteria for candidates after considering the competencies of each existing director.



3. Develop a search plan which meets the criteria established by the Committee and 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 and budget considerations and then execute the plan.
4. Establish the procedure for approaching prospective candidates.
5. Protecting potential candidate confidentiality is one of the Committee's most important responsibilities throughout the search process. Confidentiality of the names of candidates and information developed about them and their employing institutions is necessary to attract high quality candidates, to avoid putting their current positions in jeopardy, and to protect Equestrian Canada's integrity. The confidentiality of the Committee proceedings, communications with candidates and the identity of all prospective candidates (even in-house candidates) is protected to the full extent permitted by law. The information is permitted (with the consent of the candidates or prospective candidates) to be shared with the Board provided such Board members agree to be bound by these confidentiality provisions.
6. Provide the Members with a list of candidate Directors, taking into consideration (i) the nominee's knowledge of Equestrian Canada, (ii) required skills and diverse needs of Equestrian Canada and the community it serves, and (iii) a balance of new and experienced Directors. The candidate list must include a detailed profile of each candidate.
7. Consider, when suggesting new nominees, whether or not each new nominee can devote sufficient time and resources to his or her duties as a member of the Board.
8. Provide a list of candidate directors that exceeds the number of vacant positions by at least one and at most three Persons.
9. Establish election procedures and conduct the election process on behalf of Equestrian Canada.
10. Accept and review nominations from candidates and ensure compliance with nomination policies, procedures, timelines, and eligibility requirements are met.
11. 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.
12. Ensure adherence by all candidates to the Equestrian Canada Code of Conduct for director candidates.
13. The Committee shall, on an annual basis, review its own performance and terms of reference to ensure it is operating at maximum effectiveness and make appropriate recommendations to the Board.

NOMINATING PROCEDURE

1. In addition to any Persons identified by the Committee, the privilege of nominating is extended to Individual members and registered participants of Equestrian Canada in good standing, and who have been members and/or registered participants of Equestrian Canada for at least 30 days.
2. Nominations for directors shall be in accordance with Equestrian Canada's bylaws.



3. A “Call for Nominations” shall be circulated to the members by the Nominations Committee.
4. The Nominations Committee shall ensure that each year, nominations for the position of directors are sought.
5. Each nomination put forth by members or registered participants must be submitted on the official nominating form and must include a signed consent of the nominee 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.

ELECTION PROCEDURE

1. Equestrian Canada members in good standing will be eligible to vote on candidates for the position of director.
2. Candidate information will be circulated to voting members at least 21 days and not more than 35 days prior to the election.
3. Any member may participate in the election by means as prescribed in Equestrian Canada’s bylaws.

ELECTION RESULTS

The Chair will:

1. Be the official Returning Officer of the election;
2. Notify the Board and candidates of the election results;
3. Notify the membership of the election results after the Board and candidates have been notified;
4. Introduce successful candidates to the membership at the Annual General Meeting.

Taking Office - New directors take office on the first meeting of the Board following the election.



POLICY TYPE: BOARD GOVERNANCE

POLICY TITLE: TERMS OF REFERENCE -- AUDIT COMMITTEE

PURPOSE

The primary function of the audit committee (“**Committee**”) is to assist the Equestrian Canada Board of Directors (“**Board**”) in fulfilling its oversight responsibilities for the financial reporting process, the system of internal control over financial reports, the audit process and the processes for identifying, evaluating and managing Equestrian Canada’s principal risks impacting financial reporting. The overall role of this Committee is to analyze risks that may materially impact Equestrian Canada’s financial performance, its information systems and its compliance with the bylaws.

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, including those matters specifically identified below.

The Committee shall have the authority to carry out its responsibilities as set out herein. Specifically, the Committee’s authority shall include the right to:

- engage independent counsel and other advisors as it deems necessary to carry out its responsibilities;
- unrestricted access to members of management, employees and relevant information;
- review policies for the provision of non-audit services by the external auditor; and
- establish procedures for dealing with any concerns raised regarding accounting, internal control or auditing matters, including the receipt, retention and treatment of such concerns.

COMPOSITION AND OPERATIONS

COMPOSITION

1. The Committee shall consist of not less than five members selected from Equestrian Canada’s registered participants, at least three of whom shall be independent non-executive directors. A quorum shall be three members.
2. The Board shall appoint the Committee. All members of the Committee shall be independent.
3. A majority of the members of the Committee shall have a working familiarity with basic finance and



accounting practices and shall be able to read and understand financial statements.

4. The Board shall appoint the Chair of the Committee from amongst the independent non-executive directors.
5. The CFO shall be an *ex officio*, non-voting member of the Committee and shall attend all meetings of the Committee except any *in camera* sessions.

Operations - Meetings

1. There should be at least one meeting a year, or part thereof, where the Committee meets the external auditors without executive board members or staff present.
2. Meetings shall be called by the Chair and held not less than four times a year.
3. 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.
4. Except at the invitation of the Committee, no one other than the Committee members shall be entitled to attend Committee meetings.
5. The external auditor may request a meeting if they consider that one is necessary.

Operations - Resolutions

1. Resolutions of the Committee are passed by a simple majority.
2. Any resolution 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.

DUTIES AND RESPONSIBILITIES

Duties of the Committee will include but not be limited to examination of Board practices to safe guard Equestrian Canada's assets and reviewing the financial reporting, the external audit and the internal control systems. Responsibilities include:

Financial Reporting

- To review and challenge where necessary, the actions and judgements of management in relation to Equestrian Canada's financial statements, operating and financial review, and related formal statements before submission to, and approval by, the Board, and before clearance by the auditors. Particular care should be paid to:
 - Critical accounting policies and practices, and any changes in them;
 - Decisions requiring a significant element of judgement;
 - The extent to which the financial statements are affected by any unusual transactions in the year and how they are disclosed;
 - The clarity of disclosure;



- Significant adjustments resulting from the audit;
- Compliance with accounting standards;
- Compliance with legal requirements;
- To consider other topics as defined by the Board.

Internal *controls* and risk management

- To review Equestrian Canada's procedures for detecting fraud and whistle blowing and ensure 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;
- To review management's reports on the effectiveness of the systems for internal financial control, financial reporting and risk management;
- To monitor the integrity of Equestrian Canada's internal financial controls;
- To review the statement in the annual report and accounts on Equestrian Canada's internal controls and risk management framework;
- To consider annually whether there is a need for an internal audit function where no such function exists;
- To oversee Equestrian Canada's relationship with the external auditor;
- To consider and make recommendations on the appointment, reappointment and removal of the external auditor;
- To consider and make recommendations on the terms of engagement and the remuneration to be paid to the external auditor in respect of the audit services provided;
- To assess the qualification, expertise and resources, effectiveness and independence of the external auditor annually;
- To discuss with the external auditor, before the audit commences, the nature and scope of the audit;
- To review with the external auditor, the findings of its work, including, any major issues that arose during the course of the audit and have subsequently been resolved and those issues that have been left unresolved; key accounting and audit judgements; levels of errors identified during the audit, obtaining explanations from management as to why certain errors might remain unadjusted;
- To review the audit representation letters before consideration by the Board giving particular consideration to matters that relate to non-standard issues;
- To assess, at the end of the audit cycle, the effectiveness of the audit process;
- To review and monitor the content of the external auditor's management letter, in order to assess whether it is based on a good understanding of Equestrian Canada's business and establish whether recommendations have been acted upon and, if not, the reasons why they have not been acted upon;
- To develop and recommend to the Board Equestrian Canada's policy in relation to the provision of non-audit services by the auditor and ensure that the provision of such services does not impair the auditor's independence or objectivity.



REPORTING

1. The Committee shall prepare or have prepared written minutes of all of its meetings. The minutes of all meetings of the Committee shall be circulated to all members of the Board.
2. The Committee shall annually review its terms of reference and its own effectiveness and recommend to the Board any necessary changes.
3. The Committee shall prepare a report on its roles and responsibilities and the actions it has taken to discharge those responsibilities for inclusion in the annual report. Such a report should specifically include:
 - A summary of the role of the Committee;
 - The names and qualifications of all members of the Committee during the period;
 - The number of Committee meetings and attendances by each member, and
 - The way the Committee has discharged its responsibilities.
4. Where disagreements between the Committee and the Board cannot be resolved, the Committee shall report any such unresolved issues to the members of Equestrian Canada as part of the report on its activities in Equestrian Canada's annual report.
5. If the Board does not accept the Committee's recommendation regarding the appointment, reappointment and removal of the external auditor, the Committee shall include a statement explaining its recommendation and reasons why the Board has taken a different stance in the annual report.
6. The Committee chair shall attend Equestrian Canada's annual meeting and shall answer questions, through the President, on the Committee's activities and its responsibilities.



POLICY TYPE: BOARD GOVERNANCE

POLICY TITLE: TERMS OF REFERENCE – GOVERNANCE COMMITTEE

PURPOSE

The general purpose of the Governance Committee (the ‘Committee’) is to assist the Equestrian Canada Board of Directors (“Board”) in overseeing matters of corporate governance, including formulating and recommending by-laws, corporate governance principles and policies, and assisting in the development of appropriate documentation.

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.

COMPOSITION AND OPERATIONS

Composition

The President of the Board will appoint a Chair. The Chair will normally have experience in corporate governance structures and in drafting policies.

The Chair will select Committee members from Equestrian Canada registered participants for board approval. The Committee shall be comprised at a minimum of at least one registered participant from each category of membership. In appointing the members of the Committee, consideration shall be given to competence and to diversity, including without limitation, gender, regional, and linguistic balance. A majority of the voting members of the Committee shall constitute a quorum, provided at least one of the members present is Chair or Vice Chair.

The Chief Executive Officer or designate is entitled to be present at all meetings in an advisory capacity.

Operations - Cooperation

The Committee will work in collaboration with other Equestrian Canada committees, task forces, and management, to provide governance assistance in implementation of their respective mandates.



Operations – Meetings

1. The Committee shall meet at least 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 Chair.
3. The management member designated by Equestrian Canada shall normally attend meetings of the Committee. The Committee may from time to time also request any officer or employee of Equestrian Canada to meet or provide consultations to the Committee or any member thereof.
4. With the consent of the Equestrian Canada President, the Committee may from time to time request Equestrian Canada'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.

Operations – Resolutions

1. Resolutions of the Committee are passed at meetings by a simple majority.
2. Any resolution of the Committee reduced to writing and signed by all of the members of the Committee, 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.

DUTIES AND RESPONSIBILITIES

Specific Responsibilities

1. The Committee shall, under the authority delegated to it by the Board, be responsible for overseeing all corporate governance matters of Equestrian Canada, including:
2. Reviewing existing Articles, by-laws and policies and drafting or revising them according to the direction of the Board.
3. Reviewing and reassessing the Committee's Term of Reference on a regular basis, but at least every quadrennial.
4. Overseeing the review of Board Policies on a regular basis, but at least every quadrennial, and making recommendations to the Board for any changes required as a result of such review.
5. Interpreting the Articles and by-laws, as required and upon request, advising the Board with respect to other legal matters involving membership rights or obligations.
6. Reviewing and recommending to the Board the appropriateness and adequacy of the policy of indemnification of directors. In that regard, the Committee may consult with any member of the Board in connection with any renewal or change to the directors and officers liability insurance coverage.
7. Advising the Board with respect to procedural issues, such as construction and wording of motions from other committees.
8. Performing such other duties, specifically including policy development, as assigned by the Board.



POLICY TYPE: BOARD GOVERNANCE

POLICY TITLE: TERMS OF REFERENCE – FINANCE COMMITTEE

MANDATE

The general purpose of the Finance Committee (the “Committee”) is to assist the Board of Directors in overseeing Equestrian Canada’s financial activities and to ensure that they are carried out in accordance with approved policy and generally accepted accounting procedures.

AUTHORITY

The Finance 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 its review and consideration. The Committee may make decisions with respect to procedural matters, including those matters specifically identified below. Specifically, the Committee’s authority shall include the right to:

1. engage independent counsel and other advisors as it deems necessary to carry out its responsibility;
2. have unrestricted access to members of management, employees and relevant information; and
3. ensure that the financial policies and procedures approved by the Board are respected.

COMPOSITION AND OPERATIONS

Composition

The Committee shall be comprised of the Chair, appointed by the Board, the President, and each category of membership may appoint one member to the Committee. The Committee shall oversee the financial administration of Equestrian Canada, review procedures, advise the Board on financial strategy, and ensure that the Board understands all financial implications relating to financial issues or potential risks that may arise. The Chief Executive Officer and Chief Financial Officer will be *ex-officio* members of the Committee. Each Committee member shall be free from any relationship that would interfere with the exercise of his or her independent judgment. Members will serve as long as they hold their respective positions or appointments. [term limits?]

Operations – Cooperation

The Committee will work in collaboration with other Equestrian Canada committees, task forces, and the management to ensure implementation of its mandate.



Operations – Meetings

The Committee shall meet at least four times per year and more frequently as necessary, at the call of the Chair.

Operations – 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 members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held.

DUTIES AND RESPONSIBILITIES

The Committee shall, under the authority delegated to it by the Board, be responsible for overseeing all financial matters of Equestrian Canada, including:

- Reviewing budgets prepared by staff and providing recommendations and advice to the Board.
- Reviewing Equestrian Canada financial statements on a regular basis and monitoring adherence to approved budget in relation to revenue and expenses.
- Providing advice on financial matters as required by the Board of Directors.
- Evaluating all requests presented to the Board, which have a financial impact and are not included in the currently approved budget.
- Reviewing expenses incurred by the President and by the CEO.
- Examining financial implications of planned initiatives and recommending action.
- Undertaking special projects as assigned from time to time by the Board.
- Reviewing and assessing guidelines and policies for the interaction between Equestrian Canada and its Foundation.

REPORTING

The Finance Committee reports to the Board through its Chair.



POLICY TYPE: BOARD GOVERNANCE

POLICY TITLE: TERMS OF REFERENCE -- ETHICS

PURPOSE

The Committee recommends policies, strategies and programs to the Board of Equestrian Canada to assist Equestrian Canada in maintaining and enforcing its Code of Ethics and Statement of Principles and to ensure that Equestrian Canada maintains a reputation for the highest standards of public trust and confidence.

AUTHORITY

The Committee is a committees created by the Board of Equestrian Canada with reporting responsibility to the Board. As such, the Committee makes recommendations for policies and actions to the Equestrian Canada Board.

COMPOSITION AND OPERATIONS

(a) Composition

The Committee shall consist of up to five persons:

1. A Chair appointed by the Board upon recommendation of the President; and
2. At least one registered participant from each of the member categories.
3. A minimum of two of the five members should have training and experience in one or more areas directly related to the Committee mandate.
4. In addition, a member of the management of Equestrian Canada shall be designated by the CEO and shall normally attend meetings of the Committee.
5. In appointing the members of the Committee, consideration shall be given to competence and to diversity, including without limitation, gender, regional, and linguistic balance.

(b) Operations - Cooperation

1. The Committee will work in collaboration with other committees, task forces, and the management of Equestrian Canada, to provide ethics assistance in implementation of their respective mandates.



(c) Operations - Meetings

1. The 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 Chair.
3. With the consent of the Equestrian Canada President, the Committee may from time to time request 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.
4. A majority of the voting members shall constitute a quorum provided that one of the persons making up the quorum is the Chair of the Committee.

(d) Operations - Resolutions

1. Resolutions of the Committee are passed at meetings by a simple majority.
2. Any resolution 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.

DUTIES AND RESPONSIBILITIES

The Committee shall, under the authority delegated to it by the Board, be responsible for outlining desired ethical principles and practices based on the values of Equestrian Canada and providing oversight and advice to Equestrian Canada on ethical issues and practices. Without limiting the generality of the foregoing, the Committee shall:

- Develop and periodically review policies on ethics for recommendation to the Board for approval;
- Provide advice and assistance to the Board in the interpretation, implementation and monitoring of ethics policies;
- Support Equestrian Canada in modeling best practices in ethics; and
- Support the establishment of ethical standards by Equestrian Canada.



POLICY TYPE: BOARD GOVERNANCE

**POLICY TITLE: TERMS OF REFERENCE --
EQUINE HEALTH & WELFARE COMMITTEE**

PURPOSE

The general purpose of the Health and Welfare Committee (the “Committee”) is to assist the Board in delivering on its mandate of safeguarding and promoting the welfare of the horse within the Canadian equestrian and equine industry.

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.

COMPOSITION AND OPERATIONS

Composition

The President of the Board will appoint a Chair.

The Chair will select up to four (4) other Committee members from Equestrian Canada registered participants for board approval. The Committee membership will include at minimum a Canadian FEI-certified veterinarian and a Canadian FEI-certified Steward. In appointing the members of the Committee, consideration shall be given to ECs membership categories, competence and diversity, including without limitation, gender, regional, and linguistic balance. A majority of the voting members of the Committee shall constitute a quorum, provided at least one of the members present is the Chair.

The Chief Executive Officer or designate is entitled to be present at all meetings in an advisory capacity.

Operations - Cooperation

The Committee will work in collaboration with other Equestrian Canada committees and management to deliver on its mandate.



Operations – Meetings

1. The Committee shall meet at least 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 Chair.
3. The management member designated by Equestrian Canada shall normally attend meetings of the Committee. The Committee may from time to time also request any officer or employee of Equestrian Canada to meet or provide consultations to the Committee or any member thereof.
4. With the consent of the Equestrian Canada President, the Committee may from time to time request other expert(s) to attend a meeting of the Committee or to meet or provide consultations to the Committee or any member thereof.

Operations – Resolutions

1. Resolutions of the Committee are passed at meetings by a simple majority.
2. Any resolution of the Committee reduced to writing and signed by all of the members of the Committee, 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.

DUTIES AND RESPONSIBILITIES

- The Committee, under the authority delegated to it by the Board, will be responsible for:
- Monitoring and making recommendations for policies to protect the health and welfare of horses at all Equestrian Canada sanctioned competitions.
- Monitoring the status of current issues (and initiatives) surrounding equine health and welfare
- Providing regular updates to the Equestrian Canada Board on current (and impending issues) related to equine health and welfare
- Apprising Equestrian Canada members and registered participants of health issues that could potentially affect the Canadian horse.
- Providing recommended policy guidelines and position papers to the Equestrian Canada Board for their approval to stand as accepted Equestrian Canada policy
- Providing recommended policy guidelines to the Equestrian Canada Board for their approval
- Establishing and fostering liaisons with federal and provincial government agencies, with industry groups and with other equine health and welfare related groups.
- Developing required expert resources to support the Committee's work.
- Such other responsibilities as identified by the Equestrian Canada Board.



POLICY TYPE: BOARD GOVERNANCE

POLICY TITLE: TERMS OF REFERENCE -- HUMAN RESOURCES COMMITTEE

PURPOSE

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

AUTHORITY

The Committee is a committee created by the Equestrian Canada 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

COMPOSITION AND OPERATIONS

Composition

1. The Committee shall consist of 3 to 5 members including:
 - President;
 - Vice President, and
 - One to three members selected from among the following: up to three individuals with a human resource and/or legal professional designation.
2. The Chair of the Committee shall be the President;
3. The Chief Executive Officer shall serve as Staff Liaison to the Committee;
4. For human resources matters, the Federation’s legal counsel shall serve as special advisor to the Committee, and shall attend meetings at the request of the Chair.

Operations – Meetings

1. The Committee shall meet at least three times 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 Chair.
3. The CEO shall normally attend meetings of the Committee. The Committee may from time to time



also request any officer or employee of Equestrian Canada 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 sensitive issues, deliberations concerning employees are kept confidential and the Committee shall report confidential deliberations in an in-camera session of the Board.
5. At the discretion of the Chair, the Committee may from time to time request Equestrian Canada'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.

Operations – 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 members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held.

DUTIES AND RESPONSIBILITIES

1. The Committee shall, under the authority delegated to it by the Board, be responsible for the following:
 - a) Review and recommend to the Board employee policies and such other human resource matters within the mandate of the Committee, taking into account recommendations from the Chief Executive Officer;
 - b) Annually review and recommend 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, taking into account recommendations from the Chief Executive Officer;
 - c) Report to the Board, as required, on the Federation's compliance with employment-related legislation.
 - d) Periodically review the competitiveness of salary, incentive awards, benefit, and pension arrangements consistent with sound financial management, excellent employee-employer relations and the Federation's desire to attract and retain above-average employees.
2. Regarding matters related to the Federation's senior administration:
 - a) Annually review the CEO's plans for senior administration recruitment, career development, and succession planning;
 - b) Review and approve the CEO's annual performance appraisal of all members of the senior management team and remuneration recommendations.



- c) Provide general oversight of policies and processes that ensure the Federation's compliance with occupational and environmental health and safety legislation, relevant regulations, standards and codes of practice;
 - d) Receive and review the annual report on health and safety matters, and any periodic reports that may be referred to it.
3. Regarding matters related to the Chief Executive Officer, the Committee will:
- a) Advise on Board policies pertaining to the search, appointment, review (annual and end-of-term) and compensation;
 - b) Review succession planning for the CEO and advise the Board on any necessary policies or actions;
 - c) Receive from the CEO his/her proposed priorities for each forthcoming year and establish key performance goals and objectives for the CEO that are linked to the Federation'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 review and advise the Board on the frameworks and policies for his/her remuneration, compensation, and retirement;
 - e) Review and approve the President's annual performance review of the Chief Executive Officer against agreed key performance indicators, along with his or her annual remuneration (determined within the parameters established by the Board).

Grievance

The Committee serves as a general grievance committee to resolve disputes between employees and the CEO, and among Directors, Committee Chairs, other volunteers, and Federation employees. The Committee will investigate complaints, in accordance with the principles of natural justice, and attempt to resolve disputes informally. If a complaint cannot be resolved through informal discussion, the Committee may proceed to a formal grievance. The Committee must in no way infringe upon the process in place as described in the employee manual or as available under the laws of the Province of Ontario.