



TERMS OF REFERENCE

Name	Governance Committee
Mandate	The Governance Committee (the “Committee”) is a standing committee of the Board of Directors of Wrestling Canada Lutte (WCL) and advises the Board on issues related to WCL’s governance structure and practices.
Key Duties / Responsibilities	<p>The committee is responsible for:</p> <ul style="list-style-type: none"> a) Strengthening and maintaining WCL’s governance framework; b) Ensuring compliance with the Canada Not-for-profit Corporations Act (CNCA) and the Canadian Sport Governance Code; c) Overseeing the development, interpretation, and ongoing review of the by-laws; d) Supporting the Board in fulfilling its fiduciary and strategic oversight responsibilities; e) Assessing the effectiveness and performance of the Board; f) Promoting ethical conduct, accountability, and good governance across the organization; g) Undertaking other responsibilities that may be assigned by the Board.
Authority	<p>The Committee:</p> <ul style="list-style-type: none"> a) Will exercise its authority in accordance with the provisions as set out in these Terms of Reference; b) May from time to time invite to its meetings such other individuals as it deems can contribute to the work of the Committee (eg. consultants); c) Review and make recommendations to revise terms of reference.
Composition	<ul style="list-style-type: none"> a) The Committee will be composed of one (1) WCL Board member and up to two (2) additional members. b) Annually at the first Board meeting following the AGM, the Board will approve the membership of the Committee. <p>CHAIR: Is a Board member and is appointed by the Board to Chair the Committee. The Chair:</p> <ul style="list-style-type: none"> a) Sets the agenda for each meeting and ensures that agendas and supporting materials are distributed to Committee Members in advance of



	<p>meetings;</p> <ul style="list-style-type: none"> b) Acts as or designates a moderator for all Committee meetings - responsible for reviewing and managing the meeting agenda and summarizing decisions and action items; c) Prepares or oversees the preparation of meeting minutes and other written reports as requested by the Board; d) Works with the Board and WCL designated staff member on ensuring appropriate succession of committee members. <p>COMMITTEE MEMBERS: Shall be appointed by the Board and may be current or past members of the Board and / or subject matter experts. Committee members will:</p> <ul style="list-style-type: none"> a) Understand the mandate and objectives of the Committee; b) Understand and represent the interests of stakeholders; c) Take a genuine interest in the Committee’s outcomes and overall success; d) Actively participate in meetings through attendance, discussion, and review of minutes and other documents; e) Support open discussion and debate and encourage fellow Committee members to voice their insights.
Policies & Code of Conduct	<p>Committee members are subject to and shall abide by all WCL policies and codes of conduct.</p> <p>CONFLICT OF INTEREST:</p> <ul style="list-style-type: none"> a) Each Committee Member shall provide a verbal declaration of any conflicts of interest at each meeting of the committee; and b) Each Committee Member and any other person attending a meeting of the Committee shall declare any conflict of interest regarding specific matters arising while conducting or present for Committee business. c) A Committee Member who declares a conflict of interest will physically remove themselves from the discussion relating to the matter giving rise to the conflict and not vote on the matter.
Meetings	<ul style="list-style-type: none"> a) The Committee will meet at least three (3) times per fiscal year, and more often as considered necessary by the Chair. b) The Committee may meet in person, by video conference or by email as determined by the Chair and within the limits of the WCL budget. c) An agenda and supporting materials will be distributed to the Committee prior to the meeting.



	<p>d) Quorum shall be a simple majority of the Committee members, including at least the Chair or designate determined by the Board.</p> <p>e) Voting shall be conducted as necessary to determine the final recommendations of the Committee.</p>
Staff Support & Resources	The Committee will be supported by the CEO within the established WCL budget.
Reporting	<p>a) At each meeting, the Committee shall determine who will be responsible for taking minutes.</p> <p>a) Minutes will be taken and will be filed with WCL’s national office.</p> <p>b) Status reports may be presented by the Chair (or designate) to the Board or at a meeting of the Members as requested by the Board.</p>
Approval and Review	<p>These Terms of Reference were approved by the Board on March 31, 2026.</p> <p>The Board will revise these terms from time to time based on its assessment of the organization’s needs, legal and regulatory developments, and applicable best practices.</p>