

# U SPORTS Governance Policy Update

August 1, 2017

## Update

*Below is the text of the proposed (and subsequently approved) Governance Policy of the then-CIS, as of April 15, 2015.*

*The content set out in this Governance Policy has now been captured in U SPORTS' numbered policies, including updated Terms of Reference and related content pertaining to the U SPORTS Board, MAC, Standing Committees, and Operating Committees. This Governance Policy will not be updated, now or moving forward, and instead only the numbered policies will be kept current.*

*This Governance Policy will continue to be posted online and accessible for review, because of its historical importance and the context it provides in relation to the organization's governance overhaul. However, it will no longer be an operative document.*

***\*\*\*As of August 15, 2017, in the event of any conflict between this Governance Policy and any of U SPORTS' numbered policies, the terms and conditions of the numbered policies shall prevail.***

# Canadian Interuniversity Sport GOVERNANCE POLICY

April 15, 2015

## Preamble

*This proposed policy has been prepared by the Governance Committee of the CIS and has been shared with Regional Associations and the Board of Directors. It is a proposed Governance Policy for the CIS moving forward from its successful transition under the Canada Not-for-profit Corporations Act. It is the culmination of many months of work by the Governance Committee, made up of Rob Johnson, Robert Hilson, Benoit Douloireux, Phil Currie, Pierre Lafontaine, and Tom Huisman, assisted by Rachel Corbett of the Sport Law & Strategy Group.*

*The Governance Committee began its work over 18 months ago. From the outset its approach was to guide the CIS to successful continuance under the new Canadian legislation while also recognizing that this journey represented a unique opportunity to review and reform other aspects of the governance processes of the CIS, in addition to those aspects necessary for compliance. In its May 2014 report to the CIS members, the Governance Committee wrote "... transition to the NFP Act provides an unparalleled opportunity to improve CIS governance in numerous ways. [We] believe that the Board of Directors of the CIS must focus on high level policy governance, allowing the CEO to manage operations within a strategic framework established by the Board".*

*The Committee acknowledges that this is a new way of doing business in the CIS. Previously, all committees reported directly to the Board of Directors (with the natural result that the Board became heavily involved in operational matters) and many policies of the CIS were approved by the members at their once-yearly meeting. This is an inefficient model of governance, is not consistent with the CIS strategic plan, and is not appropriate for a sport organization of the size and influence of the CIS.*

*The Governance Committee has been given the green light by both the CIS Board of Directors and the CIS Presidents Advisory Board to move forward with comprehensive governance recommendations. This document sets out roles, responsibilities and expectations of all the "moving parts" of the proposed CIS governance structure: Board, Officers, the CEO and staff, the Management Advisory Council, Standing Committees, Operating Committees, and Championship Event Committees. It includes a proposed organizational chart as well as decision-making matrix illustrating who has authority to propose, recommend and decide the many issues that the CIS contends with on a daily basis.*

*In this proposal, some elements of CIS governance have not changed: the members retain authority over Articles, Bylaws, admission of new member institutions. The proposal retains committees for Eligibility, AFAs and Equity. On the other hand, many elements have changed: the Board is vested with decision-making authority over several matters that previously were decided by members, the CEO is vested with greater authority over operational matters, and separate committees are proposed for overseeing and delivering different championships, events and sports.*

*Following consultation with Regional Associations in January and February 2015, four items in this document remained contentious and were recently reviewed by the Board of Directors, the PAB and newly created Transition Committee These items were the following:*

1. **Should the Board or the Members determine Member dues?** (Note in this document, it is recommended that the Board has the authority to determine budgets, including dues, based upon recommendations of the Finance Committee)

2. ***Should the Board or the Members determine policy governing AFAs?*** (Note in this document it is recommended that the Members retain authority over AFA policies)
3. ***Should a Management Council (composed of Directors) work with the CEO on coordinating operational matters?*** (Note that there is no such oversight council in this document, although it is acknowledged by the Governance Committee that some form of Transition Committee is desirable to ensure a smooth transition to the new governance and operational structure)
4. ***Should the Management Advisory Council be composed of Chairs of CIS committees or of the EDs/CEOs of the Regional Associations?*** (Note in this document it is recommended that the Management Advisory Council is composed of the EDs/CEOs of the Regional Associations).

*Note: Where the above items appear in the text of this document, they are bracketed by double asterisks (\*\* text \*\*). Items 1 and 2 are also reflected in Section 10, Decision-Making Matrix.*

*Following that review, the Board has determined that Items 1 & 2 above will be the responsibility of the new Board and Items 3 and 4 have been referred to the Transition Committee for follow-up. As a result, changes to the February 20 version of this document have been completed to reflect the Board's responsibility for Items 1 & 2.*

*Please note that this preamble, and all remaining text in the document that is in italics, are for explanatory purposes only and would form part of the official policy, once adopted.*

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## OVERVIEW

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This document sets forth how Canadian Interuniversity Sport (CIS) governs. More particularly, this Policy defines the role that the Board of Directors, Board Committees, Operating Committees, the Management Advisory Council and the Chief Executive Officer (CEO) will fill in governing and directing the affairs of CIS.

The Board of Directors of the CIS is elected by the Members. Members are organized into four classes (corresponding to the four Regional Associations) and each class elects an Athletic Director and a University President, thus creating a Board of eight Directors. These elected Directors have the discretion (under the new legislation) to appoint a ninth Director if they wish. Consistent with corporate law, a Director unable to attend a Board meeting is deemed absent from the meeting, and may not send an alternate Director in his/her place. The same principle will apply to members of all CIS committees.

The Board of Directors' primary role is to govern by providing leadership and direction for CIS in pursuit of its vision and mission. The Board is elected by the membership of CIS and is ultimately accountable to the membership for competent stewardship to ensure the long-term viability of CIS. As stated in the Bylaws, the Board of Directors has the power to establish Standing Committees (beyond those identified in this Policy), ad-hoc committees, task forces and work groups to assist the Board in carrying out its duties.

The CIS Board of Directors believes that good corporate governance is vital to the effective and efficient operation of CIS. CIS employs a model of governance that separates governance and management functions. The Board, which focuses on governance, delegates to the CEO the responsibility to manage the day-to-day operations of CIS in accordance with Board direction and policies, the strategic plan, and subject to any limits that may be established by the Board.

Good governance requires maintaining a very clear and disciplined distinction between the functions of the Board and the functions of management. It also requires that the Board follow the principles of sound governance endorsed by Sport Canada, one of CIS's significant funders, namely:

- Recognizing high standards of ethical behaviour as a core principle in all governance activities;
- Demonstrating commitment to CIS's vision, mission, values and strategic plan;
- Promoting clarity of roles and responsibilities within CIS's governance structure;
- Providing continuity for CIS by ensuring financial health and appropriate human resources; and
- Being transparent and accountable to Members and others, for outcomes and results.

This Policy establishes roles and responsibilities for the Board as a whole, as well as for Officers and Directors in their individual capacities. This Policy also sets out the Terms of Reference for Standing Committees, which are established to assist the Board of Directors in carrying out its governance role, as well as Operating Committees and the Management Advisory Council (which are established to assist the CEO in carrying out his/her management role). While reporting relationships within the governance structure have changed, there will continue to be a high degree of consultation among and between management, committees, Members and the Board of Directors.

## 1. BOARD OF DIRECTORS

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### General Role of the Board of Directors:

- In all its actions, demonstrate commitment to the vision, mission, values and strategic plan of the CIS;
- Maintain authority over, and responsibility for, the systems and structures employed by CIS to direct and manage its general operations;

- Approve strategies, plans, policies and procedures that guide CIS and provide direction for management and all Committees;
- Ensure that longer-term strategic plans and annual operating plans for CIS are in place;
- Ensure that there are sufficient and appropriate human and financial resources for CIS to accomplish its work;
- Fulfill all legal requirements that pertain to Directors and the Board;
- Remain attentive to the changing needs of CIS's membership and key stakeholders; and
- Operate as a unified corporate body, speaking with one voice through formal motions adopted at its meetings.

### **Responsibilities of the Board of Directors:**

#### Accountability:

- Ensures that CIS operates in accordance with high ethical standards;
- Is accountable to CIS's membership and abides by its decisions and directives;
- Maintains the trust and support of CIS's membership;
- Ensures that CIS operates within all applicable laws, rules and regulations;
- Ensures that the overall governance, organizational and staffing structure and policies facilitate the successful pursuit of CIS's strategic plan;
- Ensures that policies and procedures exist to: identify and monitor principal organizational risks; assess risks and determine what risks are acceptable to CIS; and ensure that appropriate measures are in place to manage such risks; and
- Ensures effective reporting of CIS activities to Members, stakeholders, funders and regulators on a timely and regular basis.

#### Selection, Support and Evaluation of Chief Executive Officer (CEO):

- Appoints the Human Resources Committee to assist the Board in fulfilling its human resources oversight responsibilities;
- Based upon recommendations of the Human Resources Committee, selects the CEO, determines the CEO's compensation, and sets out in clear terms the CEO's authority, responsibilities and accountability;
- Provides support to the CEO to enable him/her to carry out his/her responsibilities;
- Develops and employs effective procedures for the monitoring and evaluation of the CEO, and as required, for the CEO's termination;
- Oversees the conduct of a formal evaluation of the CEO on an annual basis, or as required.

#### Financial Oversight:

- Governs CIS with a view to its long-term financial health by safeguarding CIS's assets and resources;
- \*\* Approves CIS's audited year-end financial report, annual operating budget, and other financial reports as required \*\*;
- Approves policies that implement sound financial controls for CIS and ensures policy compliance by management and committees;
- Appoints the Finance Committee to assist the Board in fulfilling its financial oversight responsibilities;
- Provides support to the CEO to ensure that he/she is able to carry out his/her responsibilities of financial analysis and effective utilization of CIS's financial resources;
- Ensures that an effective relationship is maintained between CIS and all funding agencies and financial partners; and
- Approves major financial decisions and actions.

### Board Governance:

- Governs in accordance with CIS's Articles of Continuance, Bylaws, this Policy and any other applicable governance policies of CIS;
- Approves any changes to the Articles or Bylaws for subsequent ratification by the membership;
- Appoints the Governance Committee to assist the Board in fulfilling its governance oversight responsibilities;
- Approves other CIS policies, including those pertaining to relationships with Member institutions, Regional Associations and participants in CIS activities;
- Determines the policies, procedures and norms governing Board meetings;
- Appoints those persons authorized to sign all contracts, documents, cheques or like instruments;
- Appoints from among its membership a Chair, Treasurer and Secretary on an annual basis, immediately following the Annual Meeting;
- Where appropriate and permitted by the Articles and the Bylaws, appoints one additional Director to hold office until the close of the next Annual Meeting of Members;
- Assesses the performance of the Board and its Directors on an annual basis; and
- Develops and delivers an orientation and training program for new Directors.

### External Relations:

- Approves policies regarding the conduct of relationships with external agencies, corporate partners and stakeholders;
- Approves policies regarding the protection and enhancement of CIS's image and reputation;
- Approves appointments and/or nominations of CIS representatives to external bodies; including the FISU General Assembly, and
- Approves the selection of CIS representatives to attend national and international events and competitions external to the CIS.

## **2. BOARD MEETINGS**

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### **Meeting Procedures:**

- The Board will meet a minimum of four times per year, two meetings of which will be in-person, and further meetings may be conducted by telephone conference;
- The Board will determine its meeting schedule through the development of an annual Board calendar;
- The agenda for the Board meetings will be set by the Chair in consultation with the CEO and, if necessary, other Directors;
- Documents related to agenda items will be delivered to the Directors at least seven days in advance of the Board meeting by the CEO or designated staff member;
- All reports to the Board will be in written form and will contain background information and a description of the issues for discussion;
- The rules of procedure for meetings will be *Robert's Rules of Order*;
- The meetings will be chaired by the Chair of the Board. In the Chair's absence, the Directors will select another Officer (excluding the CEO) to chair the meeting; and
- In chairing the meetings, the Chair will guide the discussion so that it proceeds in an orderly and efficient fashion, ensure that all views are heard, that the Board reaches decisions, and that the will of the majority prevails.

### **Conduct at Board Meetings:**

Each Director will:

- Attend Board meetings regularly and participate fully in Board deliberations;

- Conduct himself/herself in Board meetings with a view to furthering the general interests of CIS and not the interests of individual and group stakeholders;
- Respect confidentiality of Board business and Board deliberations;
- Support the majority decisions of the Board and speak with a unified voice about these decisions to the membership, stakeholder, partners and the wider community;
- Conduct himself/herself in Board meetings in a manner exhibiting courtesy, goodwill, objectivity, frankness, openness to new ideas, constructiveness, independent-mindedness, restraint, effective communication, willingness to compromise, and respect for others;
- Ensure that the discussion of business occurs at the Board table and not outside the Board room between meetings;
- Each Director will adhere to CIS's policies as they relate to conflict of interest at Board meetings;
- Each Director will notify the Chair and CEO in advance of a Board meeting if he or she is unable to attend.

### **3. OFFICERS**

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#### **Role and Responsibilities of the Chair:**

- Keeps the Board focused on advancing the vision, mission and strategic plan of CIS;
- Ensures the Board develops strategies, plans and policies to guide CIS;
- Ensures that the Board attends to its internal governance functions, including those relating to the orientation of new Board members and to the Board's evaluation of its own performance;
- Ensures the relationship between the Board and CEO remains positive, constructive and professional at all times;
- Plays a leading role in communicating externally the vision, mission and values of CIS, and information about CIS's activities that is consistent with the views of the Board of Directors;
- Represents the collective will of the Board in communicating with the CEO;
- Serves as ex-officio member of all CIS Standing Committees;
- Prepares, with the CEO, the agenda and related documents for meetings of the Board of Directors and of the Members, and ensures such meetings are conducted in accordance with the Articles, Bylaws, the provisions of this Policy and any other applicable policies; and
- Chairs meetings of the Board and of the Members.

#### **Role and Responsibilities of the Secretary:**

The Secretary will be responsible for ensuring the documentation of all amendments to the Articles and Bylaws, ensuring that all official documents and records are properly kept, ensuring that minutes of all meetings of the Directors and Members are properly kept and maintained, ensuring due notice is given to all Members of meetings of the Members, and performing such other duties as may from time to time be delegated by the Board of Directors or the Chair of the Board.

#### **Role and Responsibilities of the Treasurer:**

The Treasurer is responsible for overseeing relevant financial matters of CIS, leading the activities of the Finance Committee, ensuring that proper accounting records as required by legislation are maintained, ensuring the deposit of all monies received in CIS's bank account, ensuring the appropriate disbursement of funds, ensuring the Board is provided with a timely account of financial transactions and the financial position of CIS, and performing such other related responsibilities and duties as may be directed from time to time by the Board of Directors or the Chair of the Board.

#### **Role and Responsibilities of the Chief Executive Officer (CEO):**

The CEO leads and manages CIS in accordance with the strategic direction set by the Board of Directors. The CEO is accountable to the Board of Directors, reporting directly through the Chair. The CEO is appointed by the Board, based upon the recommendation of the Human Resources Committee. As the

executive leading and managing the operations of the CIS, the CEO is expected to be a strong communicator, able to ensure that communication between and among the Board, its Standing Committees, Regional Associations, Operating and Championship Event Committees and the CIS National Office are effective and timely. The CEO is an ex-officio member of all Operating and Championship Event Committees. The full responsibilities of the position are described in a separate detailed job description.

## **4. STANDING COMMITTEES**

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### Preamble

*The CIS Board of Directors is a governance Board that focuses on governance, strategy, policy development and the Board's fiduciary duties under the Canada Not-for-Profit Corporations Act. Such a governance Board typically establishes a number of Standing Committees to assist the Board in carrying out these fiduciary roles. The following are the current Standing Committees of the CIS as described in the Bylaws adopted by the Members in June 2014 (the Bylaws also allow the Board to create additional Standing Committees if it wishes to do so).*

### **a) Executive Committee - Terms of Reference**

#### Type

The Executive Committee is a Standing Committee of Canadian Interuniversity Sport (CIS).

#### Mandate

The Committee's role is to act for the Board in urgent situations where there is insufficient time to convene a meeting of the Board to make decisions. The Committee also has authority to act for the Board on non-urgent matters arising between meetings of the Board, provided such actions are entirely consistent with the CIS strategic plan, policy framework, and approved budget. The Board may also delegate specific tasks to the Executive Committee from time to time.

#### Duties and Responsibilities

The Committee has the following duties and responsibilities:

- Meet on short notice or an emergency basis to decide on matters of crisis or other urgency being faced by CIS
- Meet between meetings of the Board to act on behalf of the Board on matters delegated to the Committee by the Board
- Such additional duties as may be delegated from time to time to the Committee by the Board

#### Composition and Term

The Committee will be composed of the Officers of CIS as described in the Bylaws (the Chair, Secretary, Treasurer and CEO). The CEO is a non-voting member of the Committee.

#### Authority

The Committee is empowered by the Board to have the full powers and authority of the entire Board when handling matters of crisis and urgency.

#### Meetings and Procedures

The Chair of the Committee will be the CIS Chair of the Board. The Committee will meet by telephone or in person, as required. Meetings will be at the call of the Chair, or in the absence of the Chair, at the call of any other Officer.

The Committee makes decisions by majority vote, where a tie vote fails. Quorum for the Committee will be a majority of Committee members.



The Committee will receive the necessary resources from CIS to fulfill its mandate. The Committee may, from time to time, receive administrative support from CIS staff.

### Reporting

The Committee will brief the Board on its actions within 72 hours of any meeting of the Committee that was convened to deal with an urgent matter. The Committee will make a full report to the Board at the next meeting of the Board following any meeting of the Committee where the Committee dealt with an urgent matter. The Committee will report to the membership, in writing, at the Annual Meeting.

### Review and Approval

The Committee will review these terms of reference on an annual basis and will make recommendations to the Board on any revisions, if warranted.

## **b) Finance Committee – Terms of Reference**

### Type

The Finance Committee is a Standing Committee of Canadian Interuniversity Sport (CIS).

### Mandate

The Committee's role is to assist the Board in fulfilling its oversight responsibilities related to corporate auditing and reporting, financial policies and strategies, and financial risk management.

### Duties and Responsibilities

The Committee has the following duties and responsibilities:

- Advise the Board on CIS's compliance with legal and regulatory requirements
- Determine the adequacy of CIS's internal financial controls and procedures for financial reporting to the Board, Members, and funding agencies
- Develop and oversee the implementation of policies to safeguard CIS's assets and revenue streams
- Review and approve the scope of the annual audit and audit fees to be paid, and recommend annually to CIS Members the appointment of the auditor
- Ensure that any problems, issues or concerns raised by the auditor are promptly and satisfactorily addressed by the Board, management and staff
- As required, receive reports and advise the Board on any material investigation, litigation, contractual dispute or legal matter
- Advise the Board on CIS's risk management and insurance policies and programs
- \*\* Consult with management and the Members to prepare, review, monitor and evaluate budgets, and recommend annual budgets, including Member dues, to the Board for approval. \*\*
- On an ongoing basis, provide expertise to enhance the quality of Board discussion on financial matters and facilitate effective Board decision-making in this area
- As necessary, propose finance-related policies to the Board
- Conduct investigations on matters within its mandate and retain, at CIS's expense, the services of outside resources including legal counsel or other experts
- Such additional duties as may from time to time be delegated to the Committee by the Board

### Composition and Term

The Committee will be composed of up to five individuals appointed by the Board. Committee members must include:

- The CIS Treasurer
- One Athletic Director from a Member institution
- One representative from a Member institution in a senior role such as President or Vice-President Finance
- One individual who holds a designation from a professional accounting institute and is a member in good standing of such institute

Other members of the Committee may be Directors, representatives from members, or other experts not currently affiliated with a Member. All individuals serving on the Committee should have financial experience or knowledge.

To seek individuals to serve on the Committee, CIS will publish a notice of solicitation and send such notice to Member institutions. Notice may also be circulated to professional accounting institutes and published in material read by individuals with professional accounting designations (such as a professional practices newsletter). The notice should describe the Committee's mandate and the responsibilities of Committee members. The Board will review all submissions of interest and appoint members to the Committee within thirty days of the Annual Meeting. The Board, at its discretion, may appoint members to the Committee from outside the pool of applicants.

Members of the Committee will serve terms of two years, and such terms may be renewed to a maximum of three consecutive terms. As far as is practical, the membership of the Committee will respect the language, gender, Member institution size and regional association diversity of the CIS membership. Terms will be staggered to promote continuity on the Committee.

#### Authority

The Committee is an advisor to the Board on all audit and financial matters. The Committee may establish sub-committees or task forces to deal with specific issues in relation to the mandate of the Committee.

#### Meetings and Procedures

The Chair of the Committee will be the CIS Treasurer. The CEO and other invited staff may attend meetings of the Committee to provide and receive information but are not permitted to vote. The CIS Chair of the Board may attend meetings of the Committee as an *ex-officio* (non-voting) member. The Committee will meet by telephone or in person, as required. Meetings will be at the call of the Chair.

The Committee makes decisions by majority vote, with each member of the Committee having a vote. A tie vote fails. Quorum for the Committee will be a majority of the Committee's voting members.

The Committee will receive the necessary resources from CIS to fulfill its mandate. The Committee may, from time to time, receive administrative support from CIS staff.

#### Reporting

The Committee will report through the CIS Treasurer to the Board at every meeting of the Board. The Committee will report to the membership, in writing, at the Annual Meeting.

#### Review and Approval

The Committee will review these terms of reference on an annual basis and will make recommendations to the Board on any revisions, if warranted.

### **c) Human Resources Committee – Terms of Reference**

#### Type

The Human Resources Committee is a Standing Committee of Canadian Interuniversity Sport (CIS).

#### Mandate

The Committee's role is to assist the Board in fulfilling its oversight responsibilities related to human resources policies and CEO succession. The Committee will also report to the Board on the performance of the CEO.

#### Duties and Responsibilities

The Committee has the following duties and responsibilities:

- Review the performance of the CEO on an annual and as-needed basis and make recommendations to the Board on matters relating to CEO performance including hiring, compensation, discipline, and termination
- Advise the CEO and the Board on policies relating to human resources management
- If requested, advise the CEO on any employment-related matter pertaining to CIS staff
- As required, receive reports from and advise the CEO and the Board on any employment-related dispute or litigation
- Develop a succession plan for the CEO and other identified staff positions
- As necessary, propose human resources-related policies to the Board
- On an ongoing basis provide expertise to enhance the quality of Board discussion on human resources matters, and facilitate effective Board decision-making in these areas
- Such additional duties as may be delegated from time to time to the Committee by the Board

#### Composition and Term

The Committee will be composed of between three and five individuals appointed by the Board. A quorum of Committee members will be a majority of Committee members. Committee members must include three Directors of the Board, including the Chair of the Board, provided that at least two of these three Directors will be University Presidents as defined in the CIS Bylaws.

Other members of the Committee may be Directors, representatives from members, or other experts not currently affiliated with a Member. All individuals serving on the Committee should have experience and knowledge in human resources management.

To seek individuals to serve on the Committee, CIS will publish a notice of solicitation and send such notice to member institutions. The notice should describe the Committee's mandate and the responsibilities of Committee members. The Board will review all submissions of interest and appoint members to the Committee within thirty days of the Annual Meeting. The Board, at its discretion, may appoint members to the Committee from outside the pool of applicants.

Members of the Committee will serve terms of two years, and such terms may be renewed to a maximum of three consecutive terms. As far as is practical, the membership of the Committee will respect the language, gender, Member institution size and regional association diversity of the CIS membership. Terms will be staggered to promote continuity on the Committee.

#### Authority

The Committee is an advisor to the Board on all human resources matters. The Committee may establish sub-committees or task forces to deal with specific issues in relation to the mandate of the Committee.

#### Meetings and Procedures

The Chair of the Committee will be the CIS Chair of the Board. The CEO and other invited staff may attend meetings of the Committee to provide and receive information but are not permitted to vote. Staff may be asked to leave the meeting when discussions involving particular individuals or staff compensation are taking place. The Committee will meet by telephone or in person, as required. Meetings will be at the call of the Chair.

The Committee makes decisions by majority vote, with each member of the Committee, including the Chair, having a vote. A tie vote fails. Quorum for the Committee members will be a majority of the Committee's voting members.

The Committee will receive the necessary resources from CIS to fulfill its mandate. The Committee may, from time to time, receive administrative support from CIS staff.

### Reporting

The Committee will report through its Chair to the Board at every meeting of the Board. The Committee will report to the membership, in writing, at the Annual Meeting.

### Review and Approval

The Committee will review these terms of reference on an annual basis and will make recommendations to the Board on any revisions, if warranted.

## **d) Governance Committee – Terms of Reference**

### Type

The Governance Committee is a Standing committee of Canadian Interuniversity Sport (CIS).

### Mandate

The Committee's role is to ensure CIS's governing model is efficient and effective and complies with all applicable legislation. The Committee will also determine broad parameters and timelines to guide the Director nomination and election process within each Regional Association, and will promote effective Board leadership on an ongoing basis.

### Duties and Responsibilities

The Committee has the following duties and responsibilities:

- Review the CIS Articles, Bylaws, policies and procedures on a regular basis and recommend amendments to management, the Board and to Members
- Support Regional Associations in their respective procedures to nominate and elect CIS Directors and ensure that these procedures comply with the CIS Bylaws
- At the Chair of the Board's request, recommend a parliamentarian for the Annual Meeting
- Facilitate, in conjunction with the Parliamentarian and the Chair, the proper conduct of CIS meetings
- Advise when requested by any Member, Committee, or CIS Officer in the interpretation and/or application of any CIS policies and procedures
- Assist, upon request, any Member, Committee or Officer with the appropriate construction of motions and revisions to any CIS policies and procedures
- Ensure that all motions/items passed by the Board and the Members are incorporated into the published policies and procedures
- Ensure that new policies and procedures are composed correctly
- Ensure that minutes of the Annual Meeting are properly archived
- As necessary, propose governance-related policies to the Board
- Such additional duties as may be delegated from time to time to the Committee by the Board

### Composition and Term

The Committee will be composed of between three and five individuals appointed by the Board. A quorum of Committee members will be a majority of Committee members. Committee members must include:

- A Director from the CIS Board
- A President OR an Athletic Director from a member institution
- An expert in governance, bylaws and any applicable incorporation legislation

Other members of the Committee may be Directors, representatives from members, or other experts not currently affiliated with a member. All individuals serving on the Committee should have governance experience or knowledge.

To seek individuals to serve on the Committee, CIS will publish a notice of solicitation and send such notice to Member institutions. The notice should describe the Committee's mandate and the responsibilities of Committee members. The Board will review all submissions of interest and appoint

members to the Committee within thirty days of the Annual Meeting. The Board, at its discretion, may appoint members to the Committee from outside the pool of applicants.

Members of the Committee will serve terms of two years, and such terms may be renewed to a maximum of three consecutive terms. As far as is practical, the membership of the Committee will respect the language, gender, Member institution size and regional association diversity of the CIS membership. Terms will be staggered to promote continuity on the Committee.

#### Authority

The Committee is an advisor to the Board on all governance matters. The Committee may establish sub-committees or task forces to deal with specific issues in relation to the mandate of the Committee.

#### Meetings and Procedures

The Chair of the Committee will be a Director as appointed by the CIS Board. The CEO and other invited staff may attend meetings of the Committee to provide and receive information but are not permitted to vote. The CIS Chair of the Board may attend meetings of the Committee as an *ex-officio* (not-voting) member. The Committee will meet by telephone or in person, as required. Meetings will be at the call of the Chair.

The Committee makes decisions by majority vote, with each member of the Committee, including the Chair, having a vote. A tie vote fails. Quorum for the Committee will be a majority of the Committee's voting members.

The Committee will receive the necessary resources from CIS to fulfill its mandate. The Committee may, from time to time, receive administrative support from CIS staff.

#### Reporting

The Committee will report through its Chair to the Board at every meeting of the Board. The Committee will report to the membership, in writing, at the Annual Meeting.

#### Review and Approval

The Committee will review these terms of reference on an annual basis and will make recommendations to the Board on any revisions, if warranted.

## **5. MANAGEMENT ADVISORY COUNCIL – TERMS OF REFERENCE**

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#### Preamble

*Consistent with a governance board, the CEO is given authority to manage operations within the parameters of Board- and Member-approved policies and the strategic plan. In exercising his/her executive authority, the CEO is informed and assisted by CIS staff (who work closely with all operating and sport committees) as well as by a management group composed of representatives from the Regional Associations. It is proposed that this group be made up of the Executive Directors (or in the case of Ontario University Athletics, the CEO) of the four Regional Associations along with the CEO of the CIS. These individuals will have the best overall grasp of operational matters within the Regional Associations and will be able to judge and communicate the impact of CIS decisions and policies on Regional Associations.*

*To a certain degree this management group already exists informally, as the Executive Directors of Regional Associations have a working relationship with the CEO and meet regularly. The purpose of the terms of reference set out here is to clarify how the group can be a mechanism to communicate, exchange information, advise and coordinate operational activities throughout the CIS and Regional Associations.*

### Mandate

\*\* The Management Advisory Council (MAC) is an advisory committee composed of executive staff of the CIS and its Regional Associations. \*\* The primary role of the MAC is to support effective decision-making by the CEO through ensuring effective and ongoing communication between and among the CIS and its Regional Associations.

### Key Duties

- Maintain ongoing communication on operational matters affecting CIS Members, Regional Associations and the CIS office
- Review recommendations from CIS operational committees prior to these recommendations moving forward for decision at the membership, Board, or CEO level
- Provide advice to the CEO on matters that are within his/her jurisdiction to decide and which may potentially impact Members and Regional Associations
- Provide advice to the CEO on suitable candidates to be appointed to committees
- Represent the views of the Members and Regional Associations to the CEO on operational matters having impact throughout the CIS
- Exchange information on any emerging issues that require communication or collaboration among Regional Associations
- Collaborate with the CEO on alignment and implementation of the CIS strategic plan
- Participate with the CEO in the ongoing scanning of the environment for risks
- Exchange information on any emerging issues that should be brought to the attention of the membership, Regional Associations, standing committees or the Board
- Serve as a 'sounding board' for the CEO in the exercise of his/her executive authority
- Provide a vehicle to convey the concerns of the Members to the CEO
- Exchange relevant information as required to fulfill these duties

### Authority

The MAC does not have decision-making authority but acts in an advisory role to the CEO, who ultimately has authority to decide certain operational matters consistent with the bylaws and policies of CIS. The MAC operates in a professional and neutral capacity and at all times acts in the best interest of the membership of the CIS.

### Composition

The MAC is composed of five persons, namely the CEO of CIS and the Executive Director/CEO of each Regional Association. Any member of the MAC may invite any other person to attend a meeting or meetings of the MAC where appropriate, provided that a majority of the members of the MAC consent. The MAC will receive administrative support from a CIS staff member.

### Meetings and Procedures

The MAC will normally meet monthly and may meet more frequently as required to deal with emerging or urgent situations. Unscheduled meetings of the MAC will be at the call of the CEO or at the call of any two members. Meetings will normally be held by telephone conference call, but may be held in person where the circumstances warrant this or make it financially feasible. Where the MAC is considering a matter related to the mandate of an Operating Committee, the Chair of that Committee will be invited to participate in the meeting.

### Reporting

The MAC will maintain notes of its meetings which will be distributed to all members of the MAC and will be available to the Board of Directors and the Members upon request.

## 7. OPERATING COMMITTEES

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### Preamble

The operating Committees described in this section deal with organizational issues that are not specific to any one sport or type of Championship, but rather are applicable to all sports and to CIS as a whole. These committees serve all sports and their work is relevant to all aspects of the organization. Continuing current practice, there is also a Sport Committee to provide strategic and technical oversight of all CIS sports. This Committee is assisted by several sport-specific Technical Sub-committees, composed of coaches and NSO representatives, as appropriate.

These Committees are appointed by the CEO (subject to any further requirements in their Terms of Reference) and report to the CEO. The CEO may also, from time to time, establish ad-hoc committees, work groups or task forces to assist the CEO in carrying out his/her duties.

### **a) Sport Committee – Terms of Reference**

#### Type

This Committee oversees all CIS sports from a technical and sport development perspective.

#### Mandate

The Committee's role is to assist management in ensuring the appropriate growth and development of CIS sports, and the successful integration of CIS sports in the Canadian sport delivery system.

#### Key Duties

The Committee has the following duties and responsibilities:

- Recommend principles to govern the direction of sport development
- Recommend strategies to promote integration of CIS sports with the Canadian sport system
- Oversee procedures to add sports to the CIS program
- Review recommendations from Sport Technical Sub-Committees in relation to changes to Playing Regulations that have a significant financial impact
- Review recommendations from Sport Technical Sub-Committees to ensure that competition formats, team complements and technical regulations are clearly laid out for each championships in each sport's Playing Regulations
- Determine the qualification process and format for each CIS championships
- Liaise with National Sport Organizations (NSOs) as appropriate
- Liaise with Championship Event Committees as appropriate
- Review awards for CIS Championships
- Such additional duties as may from time to time be delegated to the Committee by management.

#### Composition and Term

The Committee will be composed of seven individuals appointed by the CEO in consultation with Regional Associations. Regional Associations may put forward any person of their choosing for acceptance by the CEO (Athletic Director, University President, staff person or other representative). Committee members will include:

- A CIS staff person responsible for Sport (non-voting)
- Two other individuals having expertise in sport development, who may or may not be affiliated with a Member Institution
- Four representatives from Members (one from each Regional Association)

The CEO will appoint a Chair of the Committee from among the Committee's members.

Non-staff members of the Committee will serve terms of two years, and such terms may be renewed to a maximum of three consecutive terms. As far as is practical, the membership of the Committee will respect

language, gender, Member institution size and regional association diversity of the CIS membership. Terms will be staggered to promote continuity on the Committee.

#### Authority

The Committee has authority to determine the qualification process and format for Championships. The Committee is an advisor to management on all sport technical matters and maintains relationships with NSOs. The Committee will establish Sport Technical Sub-Committee for each CIS sport.

#### Meetings and Procedures

Other invited individuals may attend meetings of the Committee to provide and receive information but are not permitted to vote. The Committee will meet by telephone or in person, as required. Meetings will be at the call of the Chair. The Committee will meet as required and not fewer than three times per year.

The Committee makes decisions by majority vote, where the Chair carries a vote. A tie vote fails. Quorum for the Committee will be a majority of the Committee's voting members.

The Committee will receive the necessary resources from CIS to fulfill its mandate. The Committee may, from time to time, receive administrative support from CIS staff.

#### Reporting

The Committee will maintain written notes of its meetings and will make such notes available within two weeks of the meeting date. The Committee will report through its Chair to the CEO prior to every meeting of the Board.

#### Review and Approval

The Committee will review these terms of reference on an annual basis and will make recommendations to the CEO and the Board on any revisions, if warranted.

### **b) Marketing and Communication Committee – Terms of Reference**

#### Type

The Marketing and Communication Committee is an operating committee of Canadian Interuniversity Sport (CIS).

#### Mandate

The Committee's role is to assist management in fulfilling its responsibilities related to the marketing and promotion of CIS programs and activities, and internal and external communications.

#### Key Duties

- Provide input into short and long term marketing and communication plans for CIS
- Provide input into policies and procedures to manage the identification, protection and maintenance of CIS intellectual property assets
- Provide input into policies and procedures to assist management in its sponsorship and media strategies
- Provide input into marketing, branding and communications materials distributed by CIS
- Review and recommend policies and practices relating to sports information and statistics
- Review and recommend sponsorship and licensing policies and standards
- Liaise with and provide support to other CIS operating committees as appropriate
- Support management in its pursuit of marketing and fundraising opportunities

#### Composition and Term

The Committee will be composed of six individuals appointed by the CEO in consultation with Regional Associations. Regional Associations may put forward any person of their choosing for acceptance by the



CEO (Athletic Director, University President, staff person or other representative). Committee members will include:

- A CIS staff person responsible for Marketing (non-voting)
- A CIS staff person responsible for Communications (non-voting)
- Four Representatives from Members (one from each Regional Association)

The CEO will appoint a Chair for the Committee from among the Committee's members.

Non-staff members of the Committee will serve terms of two years, and such terms may be renewed to a maximum of three consecutive terms. As far as is practical, the membership of the Committee will respect language, gender, Member institution size and regional association diversity of the CIS membership. Terms will be staggered to promote continuity on the Committee.

#### Authority

The Committee is an advisor to management on all marketing and communications matters. The Committee may establish sub-committees or task forces to deal with specific issues in relation to the mandate of the Committee.

#### Meetings and Procedures

Other invited individuals may attend meetings of the Committee to provide and receive information but are not permitted to vote. The Committee will meet by telephone or in person, as required. Meetings will be at the call of the Chair. The Committee will meet as required and not fewer than three times per year.

The Committee makes decisions by majority vote, where the Chair carries a vote. A tie vote fails. A quorum of Committee members will be a majority of the Committee's voting members.

The Committee will receive the necessary resources from CIS to fulfill its mandate. The Committee may, from time to time, receive administrative support from CIS staff.

#### Reporting

The Committee will maintain written notes of its meetings and will make such notes available within two weeks of the meeting date. The Committee will report through its Chair to the CEO prior to every meeting of the Board.

#### Review and Approval

The Committee will review these terms of reference on an annual basis and will make recommendations to the CEO and the Board on any revisions, if warranted.

### **c) Eligibility Committee – Terms of Reference**

#### Type

The Eligibility Committee is an operating committee of Canadian Interuniversity Sport (CIS).

#### Mandate

The Committee's role is to assist management in fulfilling its responsibilities related to the participation of student-athletes in activities.

#### Key Duties

The Committee has the following duties and responsibilities:

- Assist management in the administration, interpretation, education and monitoring for compliance of CIS's Student Athlete Eligibility Policies and Procedures
- Delegate to management and staff the authority to respond to eligibility inquiries with interpretations

- \*\*Recommend changes to the CIS's Eligibility Policies and Procedures for consideration by management, the Membership and ultimate review and approval by the Board \*\*
- Consider and decide appeals of eligibility status that are made on compassionate grounds
- Such additional duties as may from time to time be delegated to the Committee by management

#### Composition and Term

The Committee will be composed of five individuals appointed by the CEO in consultation with Regional Associations. Regional Associations may put forward any person of their choosing for acceptance by the CEO (Athletic Director, University President, staff person or other representative). Committee members will include:

- A CIS staff person responsible for Operations (non-voting)
- Four Representatives from Members (one from each Regional Association)

The CEO will appoint a Chair for the Committee from among the Committee's members. For the purposes of deciding compassionate appeals, the composition of the Committee may be adjusted on a case-by-case basis to eliminate conflict of interest.

Non-staff members of the Committee will serve terms of two years, and such terms may be renewed to a maximum of three consecutive terms. As far as is practical, the membership of the Committee will respect language, gender and geographic location diversity of the CIS membership. Terms will be staggered to promote continuity on the Committee.

#### Authority

The Committee is an advisor to management, the Board and the Members on all eligibility matters. The Committee also hears and decides appeals of eligibility matters relating to compassionate grounds. The Committee may establish sub-committees or task forces to deal with specific issues in relation to the mandate of the Committee.

#### Meetings and Procedures

Other invited individuals may attend meetings of the Committee to provide and receive information but are not permitted to vote. The Committee will meet by telephone or in person, as required. Meetings will be at the call of the Chair. The Committee will meet as required and not fewer than three times per year.

The Committee makes decisions by majority vote, where the Chair carries a vote. A tie vote fails. Quorum for the Committee will be a majority of the Committee's voting members.

The Committee will receive the necessary resources from CIS to fulfill its mandate. The Committee may, from time to time, receive administrative support from CIS staff.

#### Reporting

The Committee will maintain written notes of its meetings and will make such notes available within two weeks of the meeting date. The Committee will report through its Chair to the CEO prior to every meeting of the Board.

#### Review and Approval

The Committee will review these terms of reference on an annual basis and will make recommendations to the CEO and the Board on any revisions, if warranted.

### **d) Athletic Financial Awards (AFA) Committee – Terms of Reference**

#### Type

The Athletic Financial Awards (AFA) Committee is an operating committee of Canadian Interuniversity Sport (CIS).

### Mandate

The Committee's role is to assist management in fulfilling its responsibilities related to the Athletic Financial Awards that are provided to CIS student-athletes.

### Key Duties

The Committee has the following duties and responsibilities:

- Assist management in the administration, interpretation and monitoring for compliance of Athletic Financial Awards (AFA) Policies and Procedures.
- \*\* Recommend changes to Athletic Financial Awards (AFA) Policies and Procedures for consideration of management, the Membership, and ultimate review and approval by the Board. \*\*
- Such additional duties as may from time to time be delegated to the Committee by management

### Composition and Term

The Committee will be composed of five individuals appointed by the CEO in consultation with Regional Associations. Regional Associations may put forward any person of their choosing for acceptance by the CEO (Athletic Director, University President, staff person or other representative). Committee members will include:

- A CIS staff person responsible for Operations (non-voting)
- Four Representatives from Members (one from each Regional Associations)

The CEO will appoint a Chair for the Committee from among the Committee's members.

Non-staff members of the Committee will serve terms of two years, and such terms may be renewed to a maximum of three consecutive terms. As far as is practical, the membership of the Committee will respect language, gender, Member institution size and regional association diversity of the CIS membership. Terms will be staggered to promote continuity on the Committee.

### Authority

The Committee is an advisor to management, the Board and the Members on all matters related to Athletic Financial Awards. The Committee may establish sub-committees or task forces to deal with specific issues in relation to the mandate of the Committee.

### Meetings and Procedures

Other invited individuals may attend meetings of the Committee to provide and receive information but are not permitted to vote. The Committee will meet by telephone or in person, as required. Meetings will be at the call of the Chair. The Committee will meet as required and not fewer than three times per year.

The Committee makes decisions by majority vote, where the Chair carries a vote. A tie vote fails. Quorum for the Committee will be a majority of the Committee's voting members.

The Committee will receive the necessary resources from CIS to fulfill its mandate. The Committee may, from time to time, receive administrative support from CIS staff.

### Reporting

The Committee will maintain written notes of its meetings and will make such notes available within two weeks of the meeting date. The Committee will report through its Chair to the CEO prior to every meeting of the Board.

### Review and Approval

The Committee will review these terms of reference on an annual basis and will make recommendations to the CEO and the Board on any revisions, if warranted.

(Note: The CIS is currently reviewing its recruitment rules and procedures, which in due course will be placed within the jurisdiction of either the Eligibility Committee or the Athlete Financial Awards (AFA) Committee.)

## **e) Equity Committee – Terms of Reference**

### Type

The Equity Committee is an operating committee of Canadian Interuniversity Sport (CIS).

### Mandate

The Committee's role is to assist management in developing policies, strategies, and implementation plans to identify and address systemic and structural barriers to participation in CIS based on ethno-racial background, religion, sexual diversity, gender and/or disability.

### Key Duties

The Committee has the following duties and responsibilities:

- Serve as a resource to CIS in its efforts to be an inclusive organization and to promote equity in all aspects of interuniversity sport
- Recommend to management initiatives to enhance equity within CIS and to ensure CIS complies with Sport Canada's equity and access requirements
- Such additional duties as may from time to time be delegated to the Committee by the Board or the CEO

### Composition and Term

The Committee will be composed of five individuals appointed by the CEO in consultation with Regional Associations. Regional Associations may put forward any person of their choosing for acceptance by the CEO (Athletic Director, University President, staff person or other representative). Committee members will include:

- A CIS staff person responsible for Finance and Administration (non-voting)
- Four Representatives from Members (one from each Regional Association)

The CEO will appoint a Chair for the Committee from among the Committee's members.

At least two of the representatives from Members should have experience in gender issues and/or geographic/regional concerns.

Non-staff members of the Committee will serve terms of two years, and such terms may be renewed to a maximum of three consecutive terms. As far as is practical, the membership of the Committee will respect language, gender, Member institution size and regional association diversity of the CIS membership. Terms will be staggered to promote continuity on the Committee.

### Authority

The Committee is an advisor to management on all equity matters. The Committee may establish sub-committees or task forces to deal with specific issues in relation to the mandate of the Committee.

### Meetings and Procedures

Other invited individuals may attend meetings of the Committee to provide and receive information but are not permitted to vote. The Committee will meet by telephone or in person, as required. Meetings will be at the call of the Chair. The Committee will meet as required and not fewer than three times per year.

The Committee makes decisions by majority vote, where the Chair carries a vote. A tie vote fails. Quorum for the Committee will be a majority of the Committee's voting members.

The Committee will receive the necessary resources from CIS to fulfill its mandate. The Committee may, from time to time, receive administrative support from CIS staff.

### Reporting

The Committee will maintain written notes of its meetings and will make such notes available within two weeks of the meeting date. The Committee will report through its Chair to the CEO prior to every meeting of the Board.

### Review and Approval

The Committee will review these terms of reference on an annual basis and will make recommendations to the CEO and the Board on any revisions, if warranted.

## **8. DISCIPLINE AND APPEALS**

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The CIS has comprehensive policies and procedures to manage disputes, including a discipline policy and an appeals policy (which includes avenues for alternate dispute resolution). These are currently identified as Policy 90.30 (Complaints, Discipline) and Policy 90.40 (Appeals, Alternate Dispute Resolution). There are no “committees” for each of these processes, although there is a standing pool of individuals who can be called upon to serve as a tribunal depending on the specific circumstances of each discipline or appeal situation. These policies are administered internally, using expert and independent advisors when appropriate. No change is recommended to these policies at this time, although in the future they will be reviewed.

## **9. CHAMPIONSHIP EVENT COMMITTEES**

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### **a) Market-Driven Championship Events Committee – Terms of Reference**

#### Type

This Committee oversees market-driven championship events in the sports of Basketball (men and women), Hockey (men and women) and Football.

#### Mandate

The Committee’s role is to assist management in fulfilling its responsibilities related to CIS championships identified as ‘market-driven’ and more specifically to evaluate Championship bids, oversee the delivery of Championships, and develop long-term strategies for the continued success of Championships in this category.

#### Key Duties

The Committee has the following duties and responsibilities for market-driven sports:

- Establish and maintain clear hosting strategies for each CIS Championship
- Establish and maintain the policies and procedures for Bid selection
- Participate in the evaluation of National Championship bids and select sites and dates of championships at least two years before the event
- Establish and maintain minimum hosting requirements and standards
- Establish and maintain Championship policies
- Create evaluation tools, review feedback and recommend improvements
- Facilitate transfer of knowledge from one host to the next
- Such additional duties as may from time to time be delegated to the Committee by management.

#### Composition and Term

The Committee will be composed of seven individuals appointed by the CEO in consultation with Regional Associations. Regional Associations may put forward any person of their choosing for acceptance by the CEO (Athletic Director, University President, staff person or other representative). Committee members will include:

- A CIS staff person responsible for Sport (non-voting)
- A CIS staff person responsible for Marketing (non-voting)
- A CIS staff person responsible for Communications (non-voting)
- Four representatives from Members (one from each Regional Association)

The CEO will appoint a Chair of the Committee from among the Committee’s members.

Non-staff members of the Committee will serve terms of two years, and such terms may be renewed to a maximum of three consecutive terms. As far as is practical, the membership of the Committee will respect language, gender, Member institution size and regional association diversity of the CIS membership. Terms will be staggered to promote continuity on the Committee.

Authority

The Committee will have the authority to determine Championship dates and hosts, and is an advisor to management on all other matters related to the market-driven championships overseen by the Committee. The Committee may establish sub-committees or task forces to deal with specific issues in relation to the mandate of the Committee.

Meetings and Procedures

Other invited individuals may attend meetings of the Committee to provide and receive information but are not permitted to vote. The Committee will meet by telephone or in person, as required. Meetings will be at the call of the Chair. The Committee will meet as required and not fewer than three times per year.

The Committee makes decisions by majority vote, where the Chair carries a vote. A tie vote fails. Quorum for the Committee will be a majority of the Committee’s voting members.

The Committee will receive the necessary resources from CIS to fulfill its mandate. The Committee may, from time to time, receive administrative support from CIS staff.

Reporting

The Committee will maintain written notes of its meetings and will make such notes available within two weeks of the meeting date. The Committee will report through its Chair to the CEO prior to every meeting of the Board.

Review and Approval

The Committee will review these terms of reference on an annual basis and will make recommendations to the CEO and the Board on any revisions, if warranted.

<b>b) Championship Events Committee – Terms of Reference</b>
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Type

This Committee oversees all non-market driven CIS championship events including team sports, individual sports and CIS-NSO sports (more specifically, Women’s Rugby, Soccer (men and women), Volleyball (men and women), Cross-Country (men and women), Athletics (men and women), Swimming (men and women), Curling (men and women), Wrestling (men and women) and Women’s Field Hockey.

Mandate

The Committee’s role is to assist management in fulfilling its responsibilities related to all remaining CIS championships and more specifically to evaluate Championship bids, oversee the delivery of Championships, and develop long-term strategies for the continued success of the Championships in this category.

Key Duties

The Committee has the following duties and responsibilities for team sports:

- Establish and maintain clear hosting strategies for each CIS Championship
- Establish and maintain the policies and procedures for Bid selection
- Participate in the evaluation of National Championship bids and select sites and dates of championships at least two (2) years before the event
- Establish and maintain minimum hosting requirements and standards
- Establish and maintain championship policies
- Create evaluation tools, review feedback and recommend improvements
- Facilitate transfer of knowledge from one host to the next
- Such additional duties as may from time to time be delegated to the Committee by management.

#### Composition and Term

The Committee will be composed of seven individuals appointed by the CEO in consultation with Regional Associations. Regional Associations may put forward any person of their choosing for acceptance by the CEO (Athletic Director, University President, staff person or other representative). Committee members will include:

- A CIS staff person responsible for Sport (non-voting)
- A CIS staff person responsible for Marketing (non-voting)
- A CIS staff person responsible for Communications (non-voting)
- Four representatives from Members (one from each Regional Association)
- A representative of the relevant NSO, but only for the purposes of determining Championships bid selection for CIS-NSO sports (curling, wrestling and field hockey)

The CEO will appoint a Chair for the Committee from among the Committee's members.

Non-staff members of the Committee will serve terms of two years, and such terms may be renewed to a maximum of three consecutive terms. As far as is practical, the membership of the Committee will respect language, gender, Member institution size and regional association diversity of the CIS membership. Terms will be staggered to promote continuity on the Committee.

#### Authority

The Committee will have the authority to determine Championship dates and hosts, and is an advisor to management on all other matters related to the championships overseen by the Committee. The Committee may establish sub-committees or task forces to deal with specific issues in relation to the mandate of the Committee.

#### Meetings and Procedures

Other invited individuals may attend meetings of the Committee to provide and receive information but are not permitted to vote. The Committee will meet by telephone or in person, as required. Meetings will be at the call of the Chair. The Committee will meet as required and not fewer than three times per year.

The Committee makes decisions by majority vote, where the Chair carries a vote. A tie vote fails. Quorum for the Committee will be a majority of the Committee's voting members.

The Committee will receive the necessary resources from CIS to fulfill its mandate. The Committee may, from time to time, receive administrative support from CIS staff.

#### Reporting

The Committee will maintain written notes of its meetings and will make such notes available within two weeks of the meeting date. The Committee will report through its Chair to the CEO prior to every meeting of the Board.

#### Review and Approval

The Committee will review these terms of reference on an annual basis and will make recommendations to the CEO and the Board on any revisions, if warranted.

## **c) International Committee – Terms of Reference**

### Type

This Committee oversees the CIS's international efforts including the FISU Games and Championships.

### Mandate

The Committee's role is to assist management in fulfilling its responsibilities related to CIS's international activities.

### Key Duties

The Committee has the following duties and responsibilities:

- Provide recommendations to management for Canada's participation in FISU-sanctioned events
- Receive and forward recommendations and reports from Games mission staff and relevant NSOs
- Assist in the development of procedures and criteria to select technical personnel (coaches, administrators, medical staff) to represent Canada at international events
- Assist in the development of selection procedures and criteria to select student-athletes to represent Canada at international events
- Assist in the development of procedures for the evaluation of bids from Members interested in hosting international events
- Assist in the evaluation of bids from Members for hosting international events
- Help to maintain effective communication among all NSOs concerned with participation in international events
- Such additional duties as may from time to time be delegated to the Committee by management

### Composition and Term

The Committee will be composed of 11 individuals appointed by the CEO in consultation with Regional Associations. Regional Associations may put forward any person of their choosing for acceptance by the CEO (Athletic Director, University President, staff person or other representative). Committee members will include:

- A CIS staff person responsible for International Programs (non-voting)
- The Canadian FISU Executive Committee member, or next highest ranking FISU representative
- One student-athlete representative
- Two NSO Representatives, one representing summer sports and one representing winter sports, with a balance of individual sports and team sports also being maintained
- A representative of the Canadian Colleges Athletic Association (CCAA)
- The Canadian ODUPA (Pan-American University Sports Organization) Executive Committee member, or next highest ranking ODUPA representative
- Four Representatives from Members (one from each Regional Association)

The CEO will appoint a Chair for the Committee from among the Committee's members.

Non-staff members of the Committee will serve terms of two years, and such terms may be renewed to a maximum of three consecutive terms. As far as is practical, the membership of the Committee will respect language, gender and geographic location diversity of the CIS membership. Terms will be staggered to promote continuity on the Committee.

### Authority

The Committee is an advisor to management on all international matters. The Committee may establish sub-committees or task forces to deal with specific issues in relation to the mandate of the Committee.

### Meetings and Procedures

Other invited individuals may attend meetings of the Committee to provide and receive information but are not permitted to vote. The Committee will meet by telephone or in person, as required. Meetings will be at the call of the Chair. The Committee will meet as required and not fewer than three times per year.



The Committee makes decisions by majority vote, where the Chair carries a vote. A tie vote fails. Quorum for the Committee will be a majority of the Committee's voting members.

The Committee will receive the necessary resources from CIS to fulfill its mandate. The Committee may, from time to time, receive administrative support from CIS staff.

#### Reporting

The Committee will maintain written notes of its meetings and will make such notes available within two weeks of the meeting date. The Committee will report through its Chair to the CEO prior to every meeting of the Board.

#### Review and Approval

The Committee will review these terms of reference on an annual basis and will make recommendations to the CEO and the Board on any revisions, if warranted.

### **d) Non-Sport Events Committee – Terms of Reference**

#### Type

This Committee oversees the CIS's non-sport events such as the BLG Awards, Annual and Special Meetings of CIS, the Academic All Canadian Program, and other national awards and honours.

#### Mandate

The Committee's role is to assist management in fulfilling its responsibilities related to CIS's non-sport events and awards.

#### Key Duties

The Committee has the following duties and responsibilities for the CIS's non-sport events:

- Review and determine awards and honours, including the procedures for nominating recipients, guidelines for new awards, and standardizing and equalizing awards between men and women and between sports
- To advise and support management in the planning, organizing, delivery and evaluation of CIS Member meetings
- Such additional duties as may from time to time be delegated to the Committee by management

#### Composition and Term

The Committee will be composed of six individuals appointed by the CEO in consultation with Regional Associations. Regional Associations may put forward any person of their choosing for acceptance by the CEO (Athletic Director, University President, staff person or other representative). Committee members will include:

- A CIS staff person responsible for Sport (non-voting)
- A CIS staff person responsible for Communications (non-voting)
- Four Representatives from Members (one from each Regional Association)

The CEO will appoint a Chair of the Committee from among the Committee's members.

Non-staff members of the Committee will serve terms of two years, and such terms may be renewed to a maximum of three consecutive terms. As far as is practical, the membership of the Committee will respect language, gender and geographic location diversity of the CIS membership. Terms will be staggered to promote continuity on the Committee.

### Authority

The Committee is an advisor to management on all matters related to the non-sport events overseen by the Committee. The Committee may establish sub-committees or task forces to deal with specific issues in relation to the mandate of the Committee.

### Meetings and Procedures

Other invited individuals may attend meetings of the Committee to provide and receive information but are not permitted to vote. The Committee will meet by telephone or in person, as required. Meetings will be at the call of the Chair. The Committee will meet as required and not fewer than three times per year.

The Committee makes decisions by majority vote, where the Chair carries a vote. A tie vote fails. Quorum for the Committee will be a majority of the Committee's voting members.

The Committee will receive the necessary resources from CIS to fulfill its mandate. The Committee may, from time to time, receive administrative support from CIS staff.

### Reporting

The Committee will maintain written notes of its meetings and will make such notes available within two weeks of the meeting date. The Committee will report through its Chair to the CEO prior to every meeting of the Board.

### Review and Approval

The Committee will review these terms of reference on an annual basis and will make recommendations to the CEO and the Board on any revisions, if warranted.

## 10. DECISION-MAKING MATRIX

### CIS Governance and Operations Decision Matrix

- April 15, 2015 Version

P = proposes  
 C = consultation  
 R = recommends  
 R1 = recommendation by affected committee  
 R2 = formal recommendation going forward  
 D = decides  
 V = votes

	Members	Regional Associations	Board	Executive Committee	Finance Committee	Human Resources Committee	Governance Committee	CEO in consultation with the MAC	Sport Committee	Marketing & Communications	Eligibility Committee	AFA Committee	Equity Committee	Championship Events Committees
Admission to Membership	V	R1	R2											
Articles	V		R				P							
Budget			D		R			P						
Bylaws	P	V	R2				R1							
CIS Playing Regulations (with financial impact)	P		D		R2			P	R1					P
Crisis Management				D										
Board Standing Committee Terms of Reference			D	R	R	R	R1							
Elect Directors		V												
Elect Officers			D											
Hire/Fire CEO			D			R								
Member Dues	C		D		R									
Sport Canada (SFAF) Required Policies			D		P	P	P	R			P	P	P	P
Strategic Plan	C		D					P						
Student Athlete Eligibility Policies and Procedures	P		D					R2			R1			
Student Athlete Financial Aid (AFA) Policies and Procedures	P		D					R2				R1		
Operating Committees Terms of Reference			D					R	P	P	P	P	P	P
Championship Events and Sport Committees Terms of Reference			D					R						P
Awards and Recognition Rules & Regulations	P							D						P
CIS Playing Regulations (no financial impact)	P							D	R					P
Hire/Fire Approved Staff Positions								D						
Marketing and Communications Plan	P	P						D		R				
Marketing and Communications Policies and Procedures	P	P						D		R				
National Championships - Host Selection	P	P							R					D
National Championships - Schedules and Format	C								D					R

11. ORGANIZATIONAL CHART

