

JUDO CANADA
Governance and Ethics Committee

Name	Governance and Ethics Committee
Type	Board Committee
Mandate	The Governance and Ethics Committee is a standing committee of the Board. It is responsible for assisting the Board in fulfilling its oversight responsibilities relating to governance and governing documents and Ethics.
Key Duties	<p>The Committee will perform the following key duties:</p> <ol style="list-style-type: none"> 1. Governance <ul style="list-style-type: none"> • Advise the Board and members on the adequacy and effectiveness of Judo Canada's key governing documents and framework policies, including vision, mission, values statements; • Recommend to the Board and members, as required, amendments to the Bylaws; • Advise the Board and members on matters relating to committee structure and committee mandates; • On an ongoing basis provide expertise to enhance the quality of Board discussion on policy and governance matters, and facilitate effective Board decision-making in these areas; • Contribute to ongoing Board effectiveness by preparing and monitoring systems to evaluate the performance of the Board; and • Perform such additional tasks as may be delegated to the Committee by the Board from time to time. 2. Ethics <ul style="list-style-type: none"> • Oversee the Conflict of Interest Policy; • Monitor and review annually the implementation of the code of ethics adopted by the Board; • Recommend new ethics policies and revisions to existing ones as needed to enhance Judo Canada ethical standards; and • Oversee the Confidentiality Policy. <p>The Committee will have the authority to conduct investigations and to retain, with the approval of the Board of Directors and at the expense of Judo Canada, the services of outside resources, including legal counsel or other experts.</p>
Authority	<p>The Committee will exercise its authority in accordance with the Judo Canada Bylaws and such additional provisions as are set out in this Terms of Reference and will do so without interference from the Judo Canada Board or staff.</p> <p>The Committee, with approval from the Board, may establish sub-committees or Task Forces to deal with specific issues in relation to the mandate of the Committee.</p>
Composition	The Committee will be composed of a Director (who will Chair the Committee) and two additional persons who are appointed by the Board at a meeting of the Board. At least one member of the Committee will be a Lawyer or its equivalent or will be literate as such qualifications are interpreted by the Board in its business judgment.

	Members of the Committee will serve terms of two years, which may be renewed by the Board.
Meetings	The Committee will meet by teleconference or in person, as required. Meetings will be at the call of the Chair. Judo Canada's CEO may attend Committee meetings, at the invitation of the Committee, but do not have a vote on Committee decisions.
Resources	The Committee will receive the necessary resources from Judo Canada to fulfill its mandate. The Committee may, from time to time, receive administrative support from Judo Canada staff.
Reporting	As a standing committee of Judo Canada, the Committee operates independently of management and the Board. Status reports at a meeting of the Board, or full reports at a meeting of the Members, shall be presented by the Chair.
Approval and Review	These Terms of Reference were approved by the Judo Canada Board on January 16, 2023. The Board will review these Terms of Reference on a regular basis, with input from the Committee as required.
Other	The provisions of the Judo Canada's Bylaws as they relate to the Governance and Ethics will also apply.