

ALPINE CANADA ALPIN



BOARD COMMITTEES

Executive Committee

Name	Title
Timothy Dattels	Chair
Anne-Marie Boucher	Vice-Chair
Bruce Chapple	Member
Erik Guay	Member
Mark Wiseman	Member
Tracey Pearce	Member

Executive Committee – Terms of Reference	
Type	Standing Committee
Authority	As per ACA’s Bylaw No.1, Clause 9.1
Responsibilities and Powers	<p>Subject to any restrictions set forth in the <i>Canada Corporations Act</i> as set out below or as set out in Bylaw No.1, the Executive Committee may exercise all the powers of the Board in respect of matters referred to it by the Board and in respect of urgent matters arising between Board meetings.</p> <p>The Board assigns the following specific responsibilities to the Executive Committee:</p> <ul style="list-style-type: none"> ▪ To review and approve the recommendation of the Chair and Vice Chair regarding the CEO’s evaluation, and compensation. The Chair & Vice Chair annually review and evaluate the performance of the CEO. ▪ To work with the CEO and assist with the long-term strategic planning process to be undertaken by ACA. ▪ To review and report to the Board on any significant changes to matters requiring attention between Board meetings. ▪ Invite the Chair of the Athlete’s Council (and other members, as required) to join at least two (2) Executive Committee meetings each year ▪ Assign a member of the Executive Committee to join meetings of the Athlete’s Council, as requested by the Chair of the Athlete Council
Composition	<ul style="list-style-type: none"> ▪ The Executive Committee shall consist of the Chair of the Board, Vice Chair, and the Chairs of the Finance & Audit, Governance, and HR & EDI Committees and any other members of the board as appointed by the Chair.
Committee Chair	<ul style="list-style-type: none"> ▪ The Board Chair shall be the chair of the Executive Committee.

Procedures	The Executive Committee shall operate in accordance with ACA's Bylaws and the following: <ul style="list-style-type: none"><li data-bbox="509 302 1385 369">▪ The committee may fix its own rules of procedure from time to time.<li data-bbox="509 390 1073 422">▪ The quorum of the committee is three.
Executive Lead	President & CEO

Finance & Audit Committee

Name	Title
Mark Wiseman	Chair
Don Lindsay	Member
Jean Raby	Member
Kaori Zage	Member
Marc Lanouette	Member

Finance and Audit Committee – Terms of Reference	
Type	Standing Committee
Authority	As per ACA's Bylaw No.1, Clause 9.1
Function	<p>The Committee's major areas of responsibility are the following:</p> <ul style="list-style-type: none"> ▪ To provide guidance and direction to the President/CEO and CFO with respect to the finance and audit activities of ACA; ▪ To oversee ACA's relationship with its external auditor; ▪ To oversee ACA's funding from various government bodies and its sponsorship and donation activities; ▪ To review management's identification of financial risks and compliance obligations and to report to the Board thereon.
Responsibilities – Budget and Financial Reporting	<ul style="list-style-type: none"> ▪ To review the annual operating budget, prior to its submission to the Board for approval and to make a recommendation to the Board thereon; ▪ To review the quarterly financial statements, any variances between the actual results and the budget and to advise the Board of the impact of any such variances; ▪ To review the manner in which the financial information is reported for management and board purposes. ▪ To monitor ACA's banking arrangements and provide advice and direction to management where necessary.
Audit	<ul style="list-style-type: none"> ▪ To review and approve the scope of the external audit; ▪ To review the annual audited financial statements and the external auditor's report and make recommendations to the Board as appropriate;

	<ul style="list-style-type: none"> ▪ To review with management the performance of the external auditor and recommend as appropriate to the Board the re-appointment of the auditors; ▪ To review the post-audit or management letter containing the recommendations of the auditors and management's response; and ▪ To review with management the external auditor's evaluation of ACA's accounting system and internal controls and monitor management's corrective actions.
Funding from Governments, Sponsors and Donations	<ul style="list-style-type: none"> ▪ To monitor ACA's funding from various government bodies and assist management as necessary; ▪ To assist ACA and monitor its ongoing efforts to attract sponsorships and donations.
Investment	<ul style="list-style-type: none"> ▪ To review annually with management its investment policy and the implementation of that policy with respect to excess funds.
Compliance	<ul style="list-style-type: none"> ▪ To review the policies and procedures for ACA's employees to report suspected or inappropriate financial or other activities; ▪ To review with management the level of insurance coverage maintained by ACA and to report to the Board on its adequacy; ▪ To review through the Chair of the Finance and Audit Committee the expense accounts of the President/CEO at such times and in such a fashion as is deemed appropriate; ▪ To ensure that the Athlete's trust funds are being properly segregated in accordance with ACA's responsibility and work with management to transfer the funds back to the athletes. ▪ To review ACA's donation receipt policy and ensure that it is in compliance with Canada Revenue Agency requirement and that there are appropriate controls in place. ▪ To review the delegations of authority as they relate to expenditure commitments, cheque signing, treasury management and other financial aspects of ACA and recommend to the Board any changes that may be required thereto; ▪ To review proposed contracts between ACA and the directors to ensure they are in compliance with ACA's policies and procedures; and ▪ To obtain annually from the President/CEO and CFO

	attestations that ACA is in compliance with all material regulations and laws.
Composition	<ul style="list-style-type: none"> ▪ At least three and not more than six members of the Board.
Committee Chair	<ul style="list-style-type: none"> ▪ The committee chair shall be a Director appointed by the Board.
Procedures	<ul style="list-style-type: none"> ▪ Quorum for committee meetings is fifty percent of the members; ▪ The committee shall operate in accordance with ACA's Bylaws; and ▪ Develop an annual work plan that fulfills the responsibilities of the committee.
Resources	<ul style="list-style-type: none"> ▪ CFO

Governance & Nominating Committee

Name	Title
Bruce Chapple	Chair
Anne-Marie Boucher	Member
Mark Wiseman	Member

Governance and Nominating Committee – Terms of Reference	
Type	Standing Committee
Authority	As per ACA's Bylaw, Clause 9.1.
Function	<p>The Committee's major areas of responsibility are the following:</p> <ul style="list-style-type: none"> ▪ To facilitate appointments to the Board and ensure that the Board has the necessary skills and experience to carry out its responsibilities; and ▪ To support the Board in fulfilling its commitment to, and responsibilities for good governance of ACA.
Responsibilities Nominating	<ul style="list-style-type: none"> ▪ To prepare selection criteria for Directors for approval by the Board. ▪ To solicit suggestions for nominees, propose a slate of candidates as Directors to the Members for the vacancies to be filled, and oversee the process of their election.
Responsibilities Governance	<ul style="list-style-type: none"> ▪ To recommend and oversee measures for effective Board governance, including an annual governance assessment and review of the Board committees, and policies relating to governance. ▪ To recommend, in conjunction with the Chair of the Board, appropriate committees for the Board, the committee chairs and the terms of reference for each of the committees. ▪ To support a high standard of Board conduct and, upon request by the Board Chair, advise on conflict of interest matters relating to Directors. ▪ To oversee the development of an orientation binder for new Directors. ▪ To develop recommendations for the Board on the changes to the current Bylaw as required.
Composition	<ul style="list-style-type: none"> ▪ At least four and not more than six persons appointed by the Board. ▪ A member of the Governance Committee who stands for election is not permitted to participate in the Nomination Committee

	nominations functions and responsibilities
Committee Chair	<ul style="list-style-type: none"> ▪ The committee chair shall be a Director appointed by the Board.
Procedures	<ul style="list-style-type: none"> ▪ Quorum for committee meetings shall be fifty per cent of the members. ▪ The committee shall operate in accordance with ACA's current Bylaws. ▪ Develop an annual work plan that fulfills the responsibilities of the committee.
Executive Leads	<ul style="list-style-type: none"> ▪ President & CEO ▪ Corporate Secretary

Human Resources, Diversity and Inclusion Committee

Name	Title
Tracey Pearce	Chair
Sarah Evans	Member
Darryl White	Member
Deborah Orida	Member
Kelly VanderBeek	Member

Human Resources, Diversity and Inclusion Committee – Terms of Reference	
Type	Committee appointed by the Board
Authority	As per ACA’s Bylaw 1.0, Clause 9.1
Function	<p>The Committee’s major areas of responsibility are the following:</p> <ul style="list-style-type: none"> ▪ Oversee the management of human capital, inclusion and diversity and equity initiative of the Corporation.
Responsibilities	<ul style="list-style-type: none"> ▪ HR Policy and Procedures ▪ HR Compliance ▪ Performance Management ▪ Employee Engagement ▪ Diversity and Inclusion ▪ Safe Sport Framework to include Policy, Education and Recruitment Practices.
Composition	<ul style="list-style-type: none"> ▪ At least four and not more than six persons appointed by the Board.
Committee Chair	<ul style="list-style-type: none"> ▪ The committee chair shall be a Director appointed by the Board.
Procedures	<ul style="list-style-type: none"> ▪ Quorum for committee meetings shall be fifty per cent of the members. ▪ The committee shall operate in accordance with ACA’s current Bylaw. ▪ Develop an annual work plan that fulfills the responsibilities of the committee.
Executive Leads	<ul style="list-style-type: none"> ▪ President & CEO

PTSO Chairs Committee

Name	Title	Email
Graham Cope	BC Chair	grcope@me.com
Marianne Plamondon	QC Chair	Marianne.plamondon@langlois.ca
Tim Hilton	NS Chair	Tim.Hilton@rbc.com
John Prall	MB Chair	John.prall@colliers.com
Paul Boskovich	AB Chair	pboskovich@genstar.com
Stephanie Warner	ON Chair	warner.home@gmail.com
Mark Grimmett	PEI Chair	Grimmettmark5@gmail.com
Nicholas Dillman	NL Chair	vicepresident@alpineskinl.com
Erik de Jong	NB Chair	Schf.erik@gmail.com
Matt Ball	YK Chair	alpineskiyukon@gmail.com
Tyler Pochynuk	SK Chair	Tyler.pochynuk@clarkroofing.ca

In addition to the above, the ACA President & CEO and the ACA Chair of the Board of Directors are to attend the meetings of the PTSO Committee.

PTSO Chairs Committee – Terms of Reference	
Type	Standing Committee
Authority	As per <u>Bylaw No.1 Clause 9.1(c)</u>
Function	The Committee will act as a forum for maintaining two-way communication between the PTSO Chairs and the Board of ACA to foster: Strong relations between and among the PTSOs and ACA; Strategic alignment between ACA and the PTSOs with respect to athlete development and programming; and The advancement of the sport of ski racing in Canada.
Responsibilities	The PTSO Chairs Committee will: <ul style="list-style-type: none"> ▪ Relay information as appropriate from the ACA Board and its Committees to the PTSO Chairs through the Chair of the Committee; ▪ Identify matters of concern at the provincial and grassroots level, and bring them to the attention of ACA; ▪ Provide input and feedback in the development and implementation of ACA’s strategic plans and major initiatives; ▪ Recommend to ACA’s Governance Committee suitable candidates for election to the ACA Board of Directors; and ▪ Collaborate on inter-provincial matters with a view to sharing best practices.

Composition	<p>Except under exceptional circumstances, the Committee will be comprised of the President/Chairs, or other elected PTSO Board member (i.e. Past President or Vice President) of all member PTSOs, together with the President and Chair of ACA's Board. Each PTSO will be responsible for notifying the Chair of the PTSO Committee, in writing, of any change to the assigned Committee Member of its PTSO.</p>
PTSO Committee Board Representative	<p>The Committee shall nominate one of the PTSO Chair members as an ACA Director candidate and will provide the name of such nominee to the Chair of the Governance Committee in advance of the ACA annual general meeting for inclusion in the slate of candidate Directors for election to the ACA board. The PTSO Representative will be a Director of ACA and will undertake such responsibilities as are set out in the current Bylaw and in addition will provide to the Committee a written summary as appropriate following each ACA Board meeting. Also be responsible for providing PTSO minutes to the ACA Board. The PTSO Committee Board Representative will serve a one-year term. The PTSO Committee Board representative can serve a maximum of six (6) 1 Year terms.</p>
Committee Chair and PTSO Board Member	<p>The Committee's Chair shall be elected by its members to serve a one-year term. Although not required, it may be practical for the PTSO Committee Board Representative to be the Chair of the Committee.</p> <ul style="list-style-type: none"> ▪ Election of the chair shall take place as the first order of business at the Committee's first meeting following the ACA annual general meeting, by way of a vote of its members. ▪ The duties of the Committee's chair shall include: <ul style="list-style-type: none"> ○ Chairing all Committee meetings; ○ Attending ACA Board meetings should the PTSO Board Rep not be available, and participating in on Board committees as required ○ Providing suggestions of candidate directors from the PTSO Chairs; ○ Providing the Committee a written summary as appropriate of ACA Board meetings; and ○ Submitting Committee meeting minutes to the ACA Board. ▪ If the PTSO Board member or PTSO Committee Chair is absent or unable to fulfill his/her duties as Chair, the members of the Committee may appoint one of their members as acting Committee chair until such time as the elected chair is present.

<p>Meeting Procedures</p>	<p>The Committee shall undertake to schedule a series of meetings to be held throughout the year.</p> <ul style="list-style-type: none"> ▪ The Committee will hold at least two in-person meetings each year, subject to the ACA Budget. One of the in-person meetings shall occur in conjunction with the ACA annual general meeting. The PTSO chair together with the President of ACA shall determine the time and location of any other in-person meeting. Reasonable expenses incurred by PTSO Chairs in connection with attending in-person meetings will be reimbursed by ACA. ▪ In addition to the in-person meetings, the Committee may meet by way of telephone conference. The time of such meeting will be determined by the Committee ▪ Voting rights of Committee members shall be consistent with PTSO member voting rights defined in the ACA bylaw. ▪ A quorum for any Committee meeting is fifty percent of its members.
<p>Executive Leads</p>	<ul style="list-style-type: none"> ▪ Senior VP, Domestic Sport

Athletes Council

Name	Title	Email
Erin Mielzynski	Athletes' Council Chair	athletescouncil@alpinecanada.org
Kurt Oatway	Para Alpine Member	kdo54@hotmail.com
Laurence St-Germain	Womens Alpine Member	laurence.stg@gmail.com
Brodie Seger	Mens Alpine Member	brodieseger@gmail.com
Marielle Thompson	Ski Cross Member	mariellefpt@hotmail.com

Athletes Council – Terms of Reference	
Type	Elected Council representing Canadian National ski team athletes
Function	<p>The Alpine Canada Alpin (ACA) Athletes' Council (“AC”) is an elected group of current and recently retired athletes that serve as the collective voice, advocating the best interests of Canadian National Ski Team athletes. The ACA AC works to provide input, recommendations and two-way communication from an athlete's perspective to the ACA staff, Committees, and Board of Directors.</p> <p>The AC members must adhere to any philosophies, policies, and strategic plans adopted by ACA. The general purpose of the AC is to represent current and aspiring Canadian National Ski Team athletes (“Athletes”). In contribution to the achievement, and the development of philosophies, policies, and strategic plans of ACA, AC members shall rely on their unique perspectives to promote the views and concerns of the Athletes.</p>
Responsibilities	<p>The Chair and Members will:</p> <ul style="list-style-type: none"> • Provide guidance and recommendations to the ACA staff, Committees and Board of Directors, including consideration of current or contemplated policies, programs, decisions, or other matters that are relevant. • Create a strong foundation that promotes, advocates, and supports open and transparent two-way communication between the ACA AC, ACA Board of Directors & Committees, ACA Staff and other stakeholder groups domestically and internationally. The elected active AC members will communicate and seek input from all other teammates from their respective electorate. • Partner with national organizations, as required, to provide NSOs with athlete representation resources to support the development of world-leading athlete representation on their boards, committees and teams. • Promote services and programs for Athletes that will

	<p>benefit them during and after their athletic career.</p> <ul style="list-style-type: none"> • Advocate to ensure all athletes’ rights are respected and protected in relation to the ACA mandate and organizational planning. • (Chairperson) Remain in communication with members between formal meetings to provide input and feedback as needed • Meet with the ACA Executive Committee and Board of Directors twice per year to provide input and share any feedback received from the athletes and teams • Not take stands on issues or represent themselves as the AC in areas of personal interest having no connection with official AC responsibilities and shall ensure the views, comments and opinions of their teammates are communicated as appropriate. • Invite a member of the Executive Committee to join at least two (2) Athlete’s Council meetings each year • Assign a member of the Athlete’s Council to join a meeting of the Executive Committee, as requested by the Board.
Composition	<p>The AC is comprised of elected members and ex-officio members. Elected members have speaking rights and voting rights; ex-officio members have speaking rights at the invitation of the chair.</p> <p>The composition of the AC shall be the following:</p> <p>a) Elected Members: The AC shall consist of a maximum of five elected members from each of the ACA teams (Para-Alpine, Ski Cross and Alpine Men and Women) and Alumni</p> <ul style="list-style-type: none"> • One member of Canadian Para-Alpine Ski Team (CPAST) • One member of Canadian Alpine Ski Team (CAST)– Women • One member of Canadian Alpine Ski Team (CAST)– Men • One member of Canadian Ski Cross Team (CSCT) • One Chairperson – Alumni <p>* The AC should aim for a max of 60% either gender (male or female)</p> <p>b) Ex-officio members who attend at invitation of AC Chair</p> <ul style="list-style-type: none"> • ACA President & CEO • ACA Chair of the Board
Eligibility	<p>“Eligible Members”:</p> <ul style="list-style-type: none"> • Any CAST Men, CAST Women, CSCT or CPAST athlete actively competing, who has been officially selected to one of the Canadian Ski Teams in the calendar year prior to the call for nominations; and

	<ul style="list-style-type: none"> • An Eligible Member must be a current registrant of ACA. <p>“Eligible Alumni Members”:</p> <ul style="list-style-type: none"> • Alumni of any of the CAST Men, CAST Women, CSCT or CPAST from within the last eight years, who are not employed by ACA and/or actively coaching at the national or international level.
Election	<ul style="list-style-type: none"> • Eligible Members (as defined above) will be called upon electronically to make nominations no less than thirty (30) days prior to Fall election dates. • An Eligible Member may nominate himself or herself for an AC position. • After receipt of nominations, the eligible nominee(s) will be notified. The nominees will be called upon to accept or reject their nominations. • An electronic election will be held with the names of the eligible nominee(s) that have accepted their nominations. Eligible Members hold one (1) vote each. Eligible Members and/or Eligible Alumni Members who received the most votes will be appointed to the available AC position(s). • Athletes may be removed from the AC position in the following ways: <ul style="list-style-type: none"> • Violation of ACA’s Code of Conduct • A vote of non-confidence supported by at least three-quarters of the remaining eligible members • Resignation <p>Election of the AC position(s) will take place in the 1st and 3rd year of the quadrennial. If a full slate of five voting members is not elected at the election, or if at any time the AC does not have five voting members, the majority of the AC may appoint an eligible athlete as a voting member for a term that expires at the next AC election.</p>
Meeting Procedures	<p>The Chair and Executive Lead will circulate an Agenda prior to the meeting. The ACA AC meets by teleconference at least once every four months and as decided by the Chair. The AC chair together with the Executive Lead shall determine the time and location of any meeting.</p> <p>The AC will meet in camera at its discretion and at least once per face-to-face meeting. Minutes will not be kept during in-camera meetings of the AC. The AC can go in camera by excluding ex-officio members.</p> <p>Decisions will be made by majority vote. In the absence of a majority vote, the Chair will determine the decision.</p>
Terms	<p>Chair: The elected AC members shall elect a Chair on a four-year cycle. A Chair can serve a maximum of two full terms on the AC.</p> <p>Members: The eligible members of each ACA team shall elect their representative on a two-year cycle. There is no limit on how many</p>

	terms an active athlete can serve on the AC.
Procedures	<ul style="list-style-type: none"> • Quorum for AC meetings shall be fifty percent of the members. • Develop an annual work plan that fulfills the priorities and responsibilities of the ACA • Minutes of the meetings will be transcribed by the Executive Lead and circulated to the council for approval. Minutes of meetings will record time, date and participants of the meeting and the recommendations to be forwarded. Due to the potential strategic and sensitive nature of the discussions, minutes may not record the discussion leading to the recommendations. Minutes will be circulated to the AC members.
Reporting	<ul style="list-style-type: none"> • The AC will report quarterly and meet twice per year with the ACA Executive Committee of the Board • The AC will report quarterly at a minimum, with eligible members. • The AC will present the ACA Executive committee annually with an Athlete Report reflecting the business and recommendations of national team athletes at the end of each competitive season or fiscal year.
Executive Leads	Matt Hallat – High Performance Director, Para Alpine