

GOVERNANCE COMMITTEE TERMS OF REFERENCE (as at December 2023)

The Governance Committee is established as a Board Committee under section 7.3 of the World Lacrosse (WL) Bylaws.

The Committee reports to the WL Board of Directors and the General Assembly (GA) via the Finance & Governance Director.

PURPOSE

The Governance Committee is responsible for overseeing the effective corporate governance of WL, including the WL Board, and to report and make recommendations to the Board. The purpose of the Governance Committee is to:

- assist the Board in its ongoing oversight of the quality of governance in WL;
- assist with Board and Committee effectiveness and evaluation;
- recommend to the Board enhancements to WL's governance in the interest of the organization as a whole; and
- support members in the development of good governance within their organization.

1. COMPOSITION AND MEMBERSHIP

1.1. The Finance and Governance Director is the Chair of the WL Governance Committee.

1.2. Initially, the Governance Committee will consist of a minimum of five and a maximum of nine people including the Chair, one (1) other WL Board Director, one (1) representative from each Continental Federation (CF), one (1) representative from the WL Athletes Commission and up to two (2) other people with relevant skills and experience, who will serve for four years with an option to serve a second term. Board Director terms of office on this Committee shall not exceed their respective expiry date on the Board. However, the practice will be to encourage change of membership as good practice.

1.3. The Committee may require other parties to attend some, or all, of its meetings, including the Legal Counsel, WL Management team members or Committee/Commission/Working Group Chairs for relevant parts of the agenda.

1.4. The Chief Operating Officer (COO) will be the lead staff member for this Committee and will attend meetings without voting privileges. They will be supported by the WL Chief of Staff.

2. SKILLS, QUALITIES AND COMPETENCIES

2.1. Members of the Committee will need to have the skills, qualities and competencies outlined in Appendix 1. The Chair will seek to balance a range of skills, qualities, and competencies, as well as gender and geographic diversity. Appendix 1 will be reviewed annually by the Committee Chair and may change.

3. RESPONSIBILITIES

3.1. The Committee is responsible for advising the Finance & Governance Director and the Board and working with them to support the development and implementation of agreed priorities in the WL Strategic Plan.

3.2. Specific responsibilities for the Governance Committee include:

3.2.1 **WL Constitution, bylaws and policies** - establish a process and schedule for their regular review to ensure they are serving the needs of the organization and members.

3.2.2 Recommend which **WL policies** should be approved by the Board and the GA and organize a minimum of one Stakeholder Engagement Webinar per year at which these can be discussed and appropriate routes to their approval agreed;

3.2.3 Ensure **generic operating procedures** are being followed by all WL Committees, Commissions and Working Groups and annually review the Committee TORs with the Chairs;

3.2.4 **Roles and responsibilities** – review these regularly to ensure appropriate balance between the GA, Board and Management Team;

3.2.5 **Compliance and risk** - consider issues of compliance and risk in relation to WL governance including national and/or international legal obligations;

3.2.6 **Advice to members** – establish a process to receive, consider and respond to governance questions or concerns from members;

3.2.7 **Board and Committee effectiveness** - work with the Nominations Committee to develop a skills matrix for the Board and all Committees and develop strategies to assist new and aspiring Board and Committee members to develop advanced governance knowledge;

3.2.8 **Communications** – help maintain effective governance communications between WL, the Board, the CFs and the individual member NGBs;

3.2.9 **Performance evaluation** – support the regular review and evaluation of overall and individual Board performance in relation to required Board roles and areas of responsibility; and

3.2.10 **Organizational Effectiveness** – encourage implementation of best practice, benchmarking WL governance documentation against comparable international sporting (and other similar corporate and/or not-for-profit) bodies to ensure alignment with international best practice.

4. OPERATING AND REPORTING PROCEDURES

4.1. The Governance Committee will follow the WL General Operating Procedures applicable to all Committees, which is available in the WL Governance Handbook.

5. MEETINGS

5.1. Minutes of all meetings will be circulated to the Committee, the WL President, and the WL Chief of Staff via the Chair. Any confidential notes intended only for the Committee should therefore be marked as such and kept separately. The Chair will report to the Board on the outcomes of its meetings via an annual report.

5.4. A quorum of a minimum of 50% of the Committee shall be required for all meetings. In the absence of the Chair, s/he will appoint a deputy, or the members present will appoint a Chair for that meeting, who will liaise with the Committee Chair.

6. DELEGATED AUTHORITY

6.1. The Committee has no delegated authority for decisions or expenditure other than where specifically authorized by the Board.

APPENDIX 1. SKILLS, QUALITIES AND COMPETENCIES FOR MEMBERS OF THE GOVERNANCE COMMITTEE

The membership of the Governance Committee will seek to gain a balance of the following amongst its members:

- Understanding of, and experience with, effective organizational governance;
- Experience of developing and implementing good governance processes and procedures;
- Knowledge of reviewing and evaluating organizational performance, including overall and individual Board and Committee performance;
- Interest in, and commitment to, good governance and high standards of conduct;
- Experience of oversight and monitoring of compliance, especially in relation to legal and regulatory frameworks and systems; and
- Familiarity with WL governance documents.

Members of the Governance Committee should aim to uphold the values of World Lacrosse and to encourage these to be upheld across the community.

- Teamwork
- Passion
- Respect
- Integrity • Friendship