



Canadian Olympic Committee OLY Canada Commission Terms of Reference

1. General

This document sets out the Terms of Reference for the OLY Canada Commission (the “**Commission**”), which is an Operational Committee of the Canadian Olympic Committee (“**COC**”) as described under its General By-Law No.1 (the “**COC By-Laws**”). Accordingly, Commission Members (as defined in section 3) must adhere to any philosophies, policies, and strategic plans adopted by the COC. The general purpose of the Commission is to represent Team Canada Olympians and to provide an opportunity for Team Canada Olympians to celebrate their Olympic experience, to continue their involvement in the Canadian Olympic Movement and to support the objectives of the COC.

For purposes of these Terms of Reference, a “**Team Canada Olympian**” is defined as a Canadian Olympic Team Member who has actively competed and represented Canada in a Summer or Winter Olympic Games. In addition, “**Retired Team Canada Olympians**” are defined as Canadian Olympic Team Members who have actively competed and represented Canada in an Olympic Games event and who consider themselves retired from Olympic participation as an athlete. The COC reserves the right to amend these definitions from time to time.

In contributing to the achievement, and the development of philosophies, policies, and strategic plans of the COC, Commission Members shall rely on their unique perspective to promote the views and concerns of Team Canada Olympians and shall provide insight, perspective and feedback to the COC with respect to matters impacting Team Canada Olympians.

2. Objectives

The objectives of the Commission are to:

1. To provide input to the COC on matters relating to Canadian OLYs;
2. To unite and grow the community of Canadian OLYs;
3. To promote and support the Olympic movement in Canada and internationally;

3. Composition

The Commission is comprised of up to eight (8) Team Canada Olympians (the “**Commission Members**”), consisting of up to five elected members and up to 3 appointed members, as set out below.

3.1 Eligibility: Membership in the Commission is conditional upon confirmation of all of the following:

- (i) Being a Team Canada Olympian;
- (ii) Being at least 18 years old and having the full legal capacity to act on one’s own behalf;
- (iii) Not having been sanctioned for two (2) years or greater pursuant to a breach of the World Anti-Doping Code or the CADP Rules;
- (iv) Not having been convicted of a serious criminal offence for which a Pardon has not been granted; and

Not having been sanctioned for a breach of a COC Policy, including without limitations the Universal Code of Conduct to Prevent and Address Maltreatment in Sport (“UCCMS”), the COC Code of Ethics and the COC Workplace Conduct Policy, as updated from time to time, available at: <http://olympic.ca/canadian-olympic-committee/governance/policies/>.



3.2 Elected Members (5): The Commission shall be composed of five (5) elected members (the “**Elected Members**”), to be elected in the following manner:

- a. A minimum of two (2) Commission Members will be elected in each of the following classes of Retired Team Canada Olympians:
 - (i) Retired Team Canada Olympians who have retired from sport and have competed in an Olympic Games in the last ten (10) years;
 - (ii) Retired Team Canada Olympians who have retired from sport and have not competed in the Olympic Games for a minimum of ten (10) years.
- b. The Term for Elected Members shall be four (4) years.
- c. An election will take place electronically at least once every two (2) years and will be facilitated by the COC. A call for interested candidates will be publicized by the COC three (3) weeks before the vote and any interested candidate must declare their interest to the COC at least (2) weeks before the vote in the manner prescribed by the COC. Every Team Canada Olympian on the COC’s Team Canada Olympians database shall be entitled to vote. The procedure for the elections may be updated by the Commission from time to time.

3.3 Appointed Member (1):

- a. During the Commission’s first term of two years, the COC may appoint up to one (1) additional member (the “**Appointed Member**”) to the Commission. For subsequent terms, the Commission (comprised of the Elected Members, the Athlete Commission Member and the COC Staff Member) may appoint up to one (1) additional Appointed Member to the Commission. In deciding the Team Canada Olympian to be appointed, the Commission must strive to ensure a diverse representation on the Commission by considering, among other things the following:
 - (i) A desire for the Commission Members to be representative of the diversity of Athletes in Canada (i.e: gender, race, sexual orientation, language, winter/summer sports, individual/team sports, geographic representation); and
 - (ii) The person’s skills, expertise and availability to be on the Commission.
- b. The term for Appointed Members shall be two (2) years from the time of appointment.

3.4 Athlete Commission Appointed Member (1):

- a. The COC’s Athlete Commission shall nominate and appoint one (1) of its members as a voting, *ex-officio* Commission Member, to serve at the pleasure of the COC Athlete Commission (the “**Athlete Commission Member**”).
- b. The Athlete Commission shall notify the Commission of any replacement Athlete Commission Member.



3.5 COC Staff Appointed Member (1):

- a. The COC shall appoint a staff member holding the OLY designation (the “**COC Staff Member**”) to serve as a staff liaison to the Commission. The COC Staff Member is a non-voting Commission Member and shall not be eligible to act as the Chair or Vice-Chair. The COC Staff Member’s duties include:
 - (i) Managing the logistics of Commission (e.g. prepare the meeting agenda, coordinate meetings, documents, correspondences, etc);
 - (ii) Providing updates on Commission initiatives to COC and vice-versa;
 - (iii) Representing the Commission at relevant COC and World Olympians Association events;
 - (iv) Reporting to COC leadership on Commission meetings and activities; and
 - (v) Periodically seeking input from the Commission on COC initiatives that directly relate to the mandate of the Commission, as outlined in these Terms of Reference.
- b. The COC Staff Member serves until replaced by the COC.

4. Term and Vacancies

Any vacancy occurring in respect of a Commission Member may be filled at any time at the discretion of the Commission provided that such vacancy must be filled by an individual who would have been eligible to serve as a Commission Member in the vacated office. The Commission may hold an election to fill a vacancy of an Elected Member.

5. Chair and Vice-Chair:

- a. At the first meeting following the election of the Commission Members, the Commission shall appoint a Chair and a Vice-Chair from amongst its members. All Commission Members except for the COC Staff Member shall be eligible to serve as Chair or Vice-Chair.
- b. The role of the Chair is to chair meetings and represent the Commission where necessary. If the Chair is unavailable for any reason, the Vice-Chair shall assume the Chair’s responsibilities. If neither is available, the Commission may appoint another Commission Member to act as Chair during the period of unavailability.

6. Reappointment and re-election: With the exception of the COC Staff Member, a Commission Member may be reappointed or re-elected with a limitation of three (3) terms of office provided that they meet the eligibility requirements and comply with these Terms of Reference.

7. Resignation & Removal: A Commission Member:

- a. may resign from the Commission at any time by written notice to the Chair; or
- b. will have their appointment terminated by the COC’s Chief Executive Officer (the “**CEO**”) on notice (either immediately or on such period of notice as the CEO considers appropriate) prior to the end of their term of office if the CEO considers (after first hearing from the member) that the Commission Member:
 - (i) is unable or failing, without acceptable excuse, to fulfil the duties of a Commission Member;
 - (ii) has a Conflict of Interest such that the Commission Member is not capable of performing their responsibilities;
 - (iii) is no longer eligible to hold office under Subsection 3.1 of these Terms of Reference; or
 - (iv) is not acting, or has not acted, in the best interests of the Commission or the COC, whether as a Commission Member or otherwise.



8. Responsibilities & Authority of the Commission

- 8.1 Authority:** The Commission may only act within the authority granted by these Terms of Reference and shall not incur any expense on behalf of the COC or make any decisions which are binding on the COC, without the prior approval of the COC either expressly or as a result of the COC approval of its budget.
- 8.2 Responsibility of Commission Members:** In accordance with Article 8.1b) (ii) of the COC's By-Laws, the Chair and Vice-Chair shall be considered Class B members (General Members) of the COC.
- 8.3 Duties of Members:** Commission Members have the following duties:
- a. to familiarise themselves, and agree with, these Terms of Reference and any other applicable rules, policies and reasonable directions of the COC, including those of the COC Board;
 - b. to participate in all meetings of the Commission unless excused by the Chair;
 - c. to contribute to the preparation of any reports, plans and other documents of the Commission;
 - d. not to communicate to the media or in any other public forum regarding matters where it may be construed as representing the views of Team Canada Olympians or the COC, without the prior approval of the COC.
 - e. not to disclose confidential information (including any Team Canada Olympians' personal information) obtained by virtue of their position on the Commission to any person except as permitted by the COC or by law; and
 - f. at all times act in good faith and in the best interest of the Commission, Team Canada Olympians and the COC's legacy approach.

9. Meetings

- 9.1 Meetings & Deliberations:** The Commission shall meet as and when required to perform its role and responsibilities as set out in these Terms of Reference but at a minimum, four (4) times per annum (three (3) via conference call and one (1) in person/virtual meeting).
- 9.2 Quorum:** Quorum for Commission meetings shall be considered a simple majority (more than half) of the voting Commission Members.
- 9.3 Decisions & Voting:** The Commission shall endeavour to reach consensus on all significant decisions. In the event that consensus cannot be reached, the determinations of the Commission shall be made by a majority of voting Commission Members present at the meeting duly called and held. Except for the COC Staff Member, each voting Commission Member shall have one vote, unless Section 10 (Conflict of Interest) applies. If required, the Chair or Vice-Chair (if applicable) shall have both a deliberative and a casting vote.
- 9.4 Minutes:** The COC Appointed Staff Member shall ensure that minutes are kept of all meetings. These minutes and any other communications between Commission Members may be confidentially shared within the COC and COF, if determined necessary by the COC Staff Member.



10. Conflicts of Interest

10.1 Conflicts: If a Commission Member or the COC believes that a Commission Member has, or may have, a potential or actual Conflict of Interest, as described under the COC's then-current Policy Statement on Conduct, then:

- a. the Commission Member shall disclose the nature of the potential or actual Conflict of Interest to the Commission Members; and
- b. the Commission Member identifying a conflict may not participate in any discussions, voting, or selection decisions which may be affected by the Conflict of Interest, unless permitted to do so by the Chair.

11. Expenses: All Commission meeting expenses, together with Commission Member expenses associated therewith, shall be borne by the COC in keeping with the COC's guidelines established for that purpose.

12. Interpretation, Conflicts, & Matters Not Provided For

12.1 Interpretation: If there is any dispute or difference regarding the interpretation of these Terms of Reference, the matter shall be determined by the COC's CEO.

12.2 Matters Not Provided For: If any situation arises that, in the opinion of the COC's CEO is not provided for in these Terms of Reference, the matter shall be determined by the COC's CEO.