



TERMS OF REFERENCE

Dive Ontario Committee Structures

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1 Board of Directors and Staff 2024

Name	Position	Voting
Patti Kennedy	Director and Officer: Chair	Yes
Robyn Bate	Director and Officer: Vice Chair	Yes
Adelle Leger	Director and Officer: Treasurer	Yes
Melissa Cowan	Director	No
Rhonda Quesnel	Director	Yes
Ioana Marinescu	Director	Yes
Dean Chambers	Director	Yes
Anna Dacyshyn	CDI-TOR Head Coach	No
Josie Josten	Officials Chair	No
Stephanie Geosits	Staff – Executive Director	No
Luda Zakharenko	Staff – Technical Director	No

MEETINGS: Every other month



2 Committee Structure

2.1 General Purpose

- The Board shall establish Standing and Special Committees to assist it with its work.
- Standing Committees of the Board are permanent and have a governing function: they assist the Board in carrying out its responsibilities, including strategy development, planning, risk oversight, policy development, Director recruitment, and Board self-evaluation.
- Special Committees of the Board are struck periodically to undertake a specific task or project that is to be completed within a defined period of time; they are dissolved after they have completed their work.
- Committees are advisory to the Board. Except where so authorized, they do not have the authority to make decisions or act for the Board.

2.2 Appointment

- Chairs and members of Committees shall be appointed by the President with the approval of a majority of the Board
- Members of the Standing Committees shall be appointed within six weeks of the Annual General Meeting of the Members.

2.3 Meetings

- Committee chairs shall ensure that all relevant background information for meetings is forwarded to Committee members in advance of the meetings in a timely fashion.
- Committee members are expected, prior to meetings, to review all background information sent to them.
- Committee members are expected to notify the Committee chair in a timely fashion if they are unable to attend or participate in a meeting.
- At meetings, the committee chair shall:
 - Guide the discussion so that it proceeds in an orderly and efficient fashion, respect *Robert's Rules of Order* and the *Board Meeting Code of Conduct*, and deal with committee business;
 - Ensure that all views are heard and that the Committee formulates recommendations that reflect the majority will;
 - Have the right to make motions and vote on all questions.



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- All members of Committees are required to abide by the principles contained within the Board Meeting Code of Conduct.
 - Committees shall report to the Board by means of written reports, which should be forwarded, together with any committee meeting minutes, to the Executive Director in advance of a Board meeting for inclusion with the Board meeting materials.
 - Committees may establish sub-committees to assist them with their work.
 - Committees may, with the permission of the Board, invite individuals who are not members of the Committee to meetings to increase their expertise.
 - Committee meeting minutes shall be approved by the Committee and forwarded to the Executive Director for inclusion with the materials for the next Board meeting.

2.4 Procedures

- Quorum to be a majority of the voting members of the Committee.
- Decisions to be made by majority of the voting members, including the chair.
- In the chair's absence or inability to act, one of the other committee members to serve as chair.
- Meetings to be held, if necessary, by video or conference call; decisions may be made as a result of an e-mail vote.
- All meetings shall have documented Agenda and meeting minutes



3 Standing Committees

There are three (3) Standing Committees:

1. **Audit & Finance**
2. **Governance**
3. **HR & Compensation/Nominations**

Standing Committees are required to prepare an annual work plan to be forwarded to the Board for approval, and report on the completion of their work each year. While Finance and Governance committees are open to volunteer members, the HR committee is limited.

Committee Description	shortname	Size	CHAIR 2024	Members 2024	Summary of Responsibility
STANDING COMMITTEES					
Audit and Finance	FinComm	4+	Adelle	Patti Robyn Dean, Steph others TBC	Carry out financial transactions and responsibilities (A/P, A/R, invoicing and payroll) Financial oversight and quarterly (min) reporting on variances or concerns on fiscal position Budget setting, monitoring, financial policy and procedures governance Committee Report and minutes due to ED in advance of all Board meetings
Governance	GOVComm	4+	Patti	Stephanie others TBC Adelle	Establish, manage and upkeep of articles of incorporation, ByLaws, Code of conduct, disciplinary procedures New Director Orientation and annual Board Effectiveness evaluations Establish, manage and upkeep of all PSO policies Committee Report and minutes due to ED in advance of all Board meetings strat plan "I" accountability
HR Compensation/Nominations	HRCComm	5	Dean	2 Dirs, 3 indep Rhonda, Robyn + 3 indep TBC	Establish, manage and upkeep of HR practices for the PSO oversight of all paid staff compensation, timekeeping, annual reviews Recruit volunteers, lead annual nominations process for AGM elections Committee Report and minutes due to ED in advance of all Board meetings

3.1 AUDIT AND FINANCE COMMITTEE

3.1.1 Composition and Eligibility

- Committee composed of no fewer than four members, plus the President (ex-officio).
- The chair must be a Director.
- Committee members shall possess an understanding of the Committee's terms of reference and shall also have a basic level of financial literacy.
- At least one Committee member shall have accounting or related financial management expertise (i.e., employment experience in finance and accounting, professional certification in accounting or other comparable financial background or experience).



3.1.2 Role of the Committee

To assist the Board in carrying out its financial oversight responsibilities, including reviewing the quarterly variance reports, meeting with the auditor, reviewing the budget before its presentation to the Board, and reviewing and making recommendations to the Board on reporting procedures, asset/investment management, and the financial position of Dive Ontario.

3.1.3 Responsibilities of the Committee

- Meets with the auditor at the time of the annual audit, and reviews the following matters:
 - Any matters identified in the previous year's audit as needing special attention; and whether steps have been taken to deal with these matters;
 - Any changes in accounting practices from previous years;
 - Any changes recommended regarding the effectiveness and efficiencies of the current financial practices, processes and procedures;
 - Any changes recommended regarding the scope of the audit in future years;
- Forwards draft audited financial statements to the Board for approval.
- Provides regular financial reporting, and identifies material and significant changes to the approved Budget;
- Reviews and makes recommendations to the Board on the Budget and Annual Operating Plan, on the basis of the strategic priorities, plans and resources of Dive Ontario.
- Reviews and makes recommendations to the Board on an ongoing basis on any matter or question relating to the financial position of Dive Ontario.
- Reviews and makes recommendations to the Board on internal processes and procedures for financial reporting and other internal financial controls;
- Recommends to the Board the appointment of the auditor and the audit fees.
- MEETINGS: Every other month, prior to the Board Meeting. (6 meetings per year + YE Financial Statement Review, prior to AGM)



3.2 GOVERNANCE COMMITTEE

3.2.1 Composition and Eligibility

- Committee composed of no fewer than four members, plus the President (ex-officio).
- The chair must be a Director.
- Committee members should possess an understanding of the committee's terms of reference and also should have a basic understanding of the requirements of effective board governance and principles of organizational effectiveness.

3.2.2 Role of the Committee

To assist the Board in developing, drafting, and reviewing the *Articles, By-laws, Rules and Regulations, Code of Conduct and Ethics, Disciplinary Code*, and other policies of Dive Ontario in relation to all domestic legal and regulatory requirements

3.2.3 Responsibilities of the Committee

- Reviews and proposes amendments to the *Articles, By-laws, Rules and Regulations, Code of Conduct and Ethics*, and *Disciplinary Code*.
- Develops, reviews and updates the Dive Ontario *Governance Policies* for the approval of the Board, and other governance policies as requested by the Board.
- Develops and leads an orientation process for new Directors.
- Assists the Board in conducting an annual evaluation of the Board's performance, and other Board evaluation processes as required
- MEETINGS: Every other month (6 meetings per year + AGM preparation)

3.3 HR COMPENSATION & NOMINATIONS

3.3.1 Composition and Eligibility

- Committee composed of five (5) members, including a chair.
 - Two (2) of the Committee members shall be Directors and three (3) shall be Independents. (An Independent is defined here as a person who at the time of his/her appointment is not an officer, director or employee of Dive Ontario or any member club.)

- The term of the Committee member shall commence immediately upon Board approval of the Committee member's appointment.
- The term of the Committee member shall come to an end at the Board meeting immediately following the Annual Meeting of the Members in the year of the completion of their appointment.
- No Director who is a candidate for election to the Board may serve at the same time on the Nominations Committee.
 - The President shall recommend for Board approval the appointment of two (2) Directors to the Nominations Committee.
 - Where a Director vacates the position on the Committee before completion, the President shall recommend a replacement for Board approval.
 - The Nominations Committee shall nominate candidates for the Independent Committee member positions, both when an Independent completes his/her term or vacates the position before completion.

3.3.2 Role of the Committee

Committee members should possess an understanding of the committee's terms of reference and, if possible, some understanding of best practices in the area of performance reviews and staffing level compensation. Role is

To ensure that Dive Ontario follows best practices in Human Resources;

To oversee the compensation and evaluation of the Executive Director, Technical Director and other future staff members as needed;

To develop and implement effective processes for the recruitment of candidates for the Board that meets the requirements of the *By-laws*, *Governance Policies* rules, and policies of Dive Ontario and all applicable laws and regulations;

To recruit suitable candidates/volunteers and ensure succession planning;

To review and assess all candidate nominations for the Board;

3.3.3 Responsibilities of the Committee

- Prepares each year an updated competencies/demographics matrix for Board approval.

Terms of Reference

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- Prepares a call for nominations for the vacant Board positions, and forwards to the Executive Director for distribution.
 - Ensures that each vacant Board position has one or more qualified candidates.
 - Reviews and assesses the submitted documents of all candidates for the Board in terms of the qualifications for Board positions, current Board needs, the requirements of the Strategic Plan, and the best interests of Dive Ontario;
 - Recruits and interviews candidates for the independent positions on the Nominations Committee and forwards the names and information of the candidates to the Director Members for election.
 - Ensures that letters are sent to all candidates acknowledging receipt of their nomination materials and to all candidates upon the completion of the recruitment process.
 - Maintains a 'name bank' of promising Director candidates from recruitment efforts and reviews the list each year.
 - Ensures that Integrity Checks are conducted on all candidates for Director and independent members of the Nominations Committee; checks may include:
 - criminal record check;
 - bankruptcy and insolvency records search (Office of the Superintendent of Bankruptcy Canada) regarding bankruptcy proceedings in which the candidate has been involved;
 - independent reference checks;
 - check of any relevant social media (Facebook, Twitter, Instagram, LinkedIn, etc.)
 - MEETINGS: Quarterly (4 times per year + AGM Nominations preparation)



4 Special Committees

There are six (6) Special Committees established to help run the operations of the organization to reach the strategic goals. Each Committee will operate in same manner as Standing committees (decorum, agenda, minutes, reports and recommendations to the Board. Committee membership is open to all interested volunteers.

Committee Description	shortname	Size	CHAIR 2024	Members 2024	Summary of Responsibility
SPECIAL COMMITTEES					
Technical	TechComm	4+	Tech Dir Luda	Ioana Anna others TBC Rob Wells, Melissa Rhonda	Assessment of all NSO technical updates, and decisions of Technical nature to PSO Establish, manage and upkeep of all competition rules and regulations Establish, manage and upkeep of all athlete and coach selection criteria Committee Report and minutes due to ED in advance of all Board meetings strat plan "R" accountability and OHPSI Program planning
Officials	OffComm	4+	Josie Josten	Patti Rhonda Janet Ali Jeremy	Establish, manage and upkeep of Officials Policy Annual assignment of judges to PSO sponsored competitions Manages delivery of Officials Clinics P1 and P2 Committee Report and minutes due to ED in advance of all Board meetings strat plan "R" accountability for the officials portion
Competition and Events	C&Ecomm	variable	Exec Dir Stephanie	Luda, Adelle Melissa, Robyn others TBC officials Chair	Sets competition and event schedule/budgets annually, gather feedback oversight of logistics/Budgets for in Province competitions, and other events as needed Plans annual AGM and Awards Banquet, assist with PSO run camp logistics Committee Report and minutes due to ED in advance of all Board meetings
Marketing and Communications	M&Ccomm	variable	Exec Dir Stephanie	Ioana Dean Melissa others TBC	Establish and manage PSO marketing and event communications, Member communications Manage timely Social Media updates and Website updates Establish and manage PSO Partnerships and Sponsors Committee Report and minutes due to ED in advance of all Board meetings strat plan "P" accountability
Strategy and Operations	S&Ocomm	variable	Robyn	Patti others TBC Luda, Steph	4-year Strategic Plan and KPI Updates Establish, manage and upkeep on annual operational plan, Report to Board on Progress Committee Report and minutes due to ED in advance of all Board meetings
Quest for Gold	Q4G	variable	Josie Josten	Cole Miller Randy Sageman	Administer and approve Q4G funding to athletes, and criteria for the athlete selection Committee Report and minutes due to ED in advance of timely Board meetings

4.1 Technical

Chair: Technical Director

Reviews and updates competition rules. Makes recommendations on athlete/coach selection and writes criteria. Assessment of all NSO technical updates and decisions of technical nature to PSO.

MEETINGS: Monthly in Season (approx. 6-9 per year)

4.2 Officials

Chair: Head Official

Establish, manage and upkeep of Officials Policy. Annual assignment of judges to PSO sponsored competitions. Manages delivery of Officials Clinics P1 and P2.

MEETINGS: As needed



4.3 Competitions & Events

Chair: Executive Director

Sets competition and event schedule/budgets annually, gather feedback. Oversight of logistics/Budgets for in Province competitions, and other events as needed. Plans annual AGM and Awards Banquet, assist with PSO run camp logistics.

MEETINGS: Monthly in Season + Annual Meeting preparation (approx. 6-9)

4.4 Marketing & Communications

Chair: Executive Director

Establish and manage PSO marketing and event communications, Member communications. Manage timely Social Media updates and Website updates. Establish and manage PSO Partnerships and Sponsors Chaired by Board.

MEETINGS: Every other month (6 per year)

4.5 Strategy & Operations

Chair: Elected Board Member

Establish 4-year Strategic Plan and KPIs to measure progress. Establish, manage and upkeep on annual operational plan, Report to Board on Progress. H2O oversight and registration reporting to the Board.

MEETINGS: Monthly (12 per year)

4.6 Quest for Gold

Chair: Independent Appointment

As needed dependent upon funding. Determines the criteria for awarding designated Quest for Gold funding.

MEETINGS: As needed