



**Manitoba Underwater Council Inc.**

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## **Committee Policy**

<b>Written, Reviewed and Approved by Board of Directors</b>	
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## CHANGE RECORD SHEET

ISSUE	DATE OF RELEASE	REASONS FOR REVISION	APPROVAL
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B			

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## 1. INTRODUCTION

This policy has been prepared using Sport Governance Manual October 3 2016 (AD01) guidelines. It relates to the general conduct of the affairs of the Manitoba Underwater Council Inc., a corporation without share capital incorporated under the Manitoba Corporations Act and referred to as "MUC".

### 1.1 APPLICABLE DOCUMENTS

The following documents, at the indicated Revision level and/or date of issue, are applicable to the extent specified herein. If no Revision level or date of issue is specified, the current revision is applicable.

- AD01 - Sport Manitoba Sport Governance Manual October 3 2016

### 1.2 REFERENCE DOCUMENTS

Reference documents provide background and / or supplementary information to the contents of this document.

- RD01 - FORM0003 A Candidate Qualification Form
- RD02 - DOC000001 F Manitoba Underwater Council By-Laws
- RD03 - DOC000010 B Director Roles and Responsibility Manual

### 1.3 ACRONYMS

- MUC - Manitoba Underwater Council
- PSO - Provincial Sports Organization



## 2. COMMITTEES

The Manitoba Underwater Council Board of the Directors is empowered, in its bylaws, to create committees of the Board that support the operation and function of the organization. Committees act as agents of the Board and have certain powers depending on what the Board delegates to each committee. The Board can establish standing committees and ad-hoc committees.

Committees are common for every structure of Board governance (AD02 section 6).

### 2.1 STANDING COMMITTEES

A standing committee is established once by the Board and is actively maintained and consulted. Standing committees usually have dedicated Terms of Reference (how the committee operates and what the committee does) which are reviewed by the Board. Standing committees of a sport association might include:

- Executive Committee
- Nominations Committee
- Finance Committee

Each committee needs a Chair, who is the individual who runs meetings of the committees. The Chair of some committees may be the Director who is involved with that particular area. For example, the Chair of the Finance Committee would be the organization's Treasurer and the Chair of the Underwater Football Committee might be the Underwater Activities Director. The President of the organization may also be the Chair of a committee (or multiple committees). Committees typically do not appoint their own Chair. Instead, the Chair of each committee is appointed by the Board.

Either the Board or the Chair of the committee can be in charge of populating the committee with individuals who can contribute to the committee's mandate and role. The number of committee members can vary depending on the importance and role of the committee. Importantly, committee members do not need to be Directors or Members of the organization. The Finance Committee might be composed of some individuals who are not directly affiliated with the organization but have skills or experience in financial matters that could benefit the operation of the committee.

Standing committees meet regularly at the call of the Chair. While the Board of Directors may meet on a regular schedule (such as once a month), a standing committee may meet irregularly – such as once a week during the season and not at all during the off-season. Some committees may need to meet on a snap basis. For example, if there is an issue involving an event, the Events Committee may be called to meet within a day. This is one reason why smaller committees are sometimes preferable because they can meet more frequently and be more responsive and flexible to the needs of the organization. Like meetings of the Board, meetings of committees can be held by telephone call or by email, in addition to face-to-face.

During committee meetings, the Chair should guide the discussion and steer committee members to making decisions. Decisions can be made by majority vote. The Chair may be allowed to vote, or not, and can be given a second vote in the event of a tied. Therefore, in some instances the



Chair may have two votes on a decision, once on the issue itself, and again if there is a tie. Committees also must have quorum of committee members in order to make decisions. Usually, quorum is a majority of committee members but it can be 1/3rd or 2/3rd of the committee members present. Committees are not typically granted the ability to commit the organization to major plans of action, such as incurring debt (like by buying equipment or resources) or determining a strategic plan for the organization. In these cases, the committee would recommend a course of action and the Board would decide whether or not to accept the committee's recommendation.

## 2.2 AD-HOC COMMITTEES

The Board may also establish ad-hoc committees. These committees might be established to accomplish a certain task or fulfil a temporary role. Ad-hoc committees might not have Terms of Reference so much as they will have a specific mandate from the Board to complete a task. Ad-hoc committees also usually have an expiration date (a specified date, or upon the completion of the committee's task) but may be re-created by the Board as necessary. Ad-hoc committees of a sport association might include:

- Underwater Activities
- Special Events
- Membership Services
- Bingo
- Equipment Manager
- Webmaster
- Newsletter
- Marketing
- Merchandise
- U/W Football
- U/W Hockey
- Underwater Sports
- Dive Clubs

Ad-hoc committees may be composed of individuals who can best help the committee accomplish its task. Ad-hoc committee meetings would likely be more frequent than standing committee meetings but they would follow a similar structure.

## 2.3 EMPOWERING COMMITTEES

Committees act as agents of the Board of Directors and are given certain powers based on the nature of the committee. For example, an Events Committee may be given the power to engage and dismiss volunteer assistance. Once a committee is struck and empowered, the Board should



take a reduced role in the involvement in that committee's function and instead trust the committee to handle its own operation.

The Board can ensure the committees run smoothly by requiring them to have Terms of Reference, which can be created by the Board or created by the committee itself and approved by the Board. The Terms of Reference (TORs) should describe:

- Mandate – a broad statement of what the committee is empowered to do
- Key duties – the specific tasks of the committee
- Authority – the decisions the committee is empowered to make
- Composition – the number of committee members and how they are appointed
- Meetings – how many meetings of the committee, who chairs the meetings
- Resources – what the Board will provide the committee (staff or financial resources)
- Reporting – who the committee reports to (usually the Board or a specific Director)
- Approval and Review – who approves the TOR and how often it is reviewed

## 2.4 EXECUTIVE COMMITTEE

An Executive Committee often exists in sport organizations that have larger Boards of Directors that meet on a monthly basis. An Executive Committee, which typically consists of the Officers of the organizations (the President, Vice President, Secretary, and Treasurer), can be established to meet in between meetings of the Board and empowered to handle issues of urgency or emergency. The Board can also delegate other functions to the Executive Committee such as communicating with the municipality, answering correspondence, or handling risk management issues. The Executive Committee can act as a 'mini-Board' and be flexible enough to address issues quickly. The Board should be clear which duties are able to be delegated to the Executive Committee so that the non-Officer Directors do not feel marginalized or feel that the Executive Committee is making all the major decisions.



## APPENDIX A: Nominations Committee Terms of Reference

“Organization” refers to: Manitoba Underwater Council

<b>Nominations Committee Terms of Reference</b>	
<b>Mandate</b>	The Nominations Committee is a standing committee of the Board of the Organization. It is responsible for ensuring, on a continuing basis, that the Organization’s Board is composed of qualified and skilled persons capable of, and committed to, providing effective governance leadership to the Organization.
<b>Key Duties</b>	<p>The Committee will perform the following key duties:</p> <ul style="list-style-type: none"> <li>• Seek, identify and recruit qualified individuals to stand for election as Directors, in addition to seeking candidates through the usual networking channels within the sport community, the Committee will also issue an open call for nominations through promotional efforts including, but not limited to, the Organization’s website, other online services where suitable, and advertisements in newspapers.</li> <li>• Ensure that candidates for election meet the qualifications to serve as a Director, and have fulfilled any additional requirements, including those set out in Attachment ‘A’ and Attachment ‘B’.</li> <li>• Communicate directly with each candidate to discuss the roles, responsibilities and expectations of a Director.</li> <li>• Promote a regional balance in the composition of the Board by recruiting candidates from different regions.</li> <li>• Promote diversity of the Board in relation to gender, age, language, ethnicity, professional backgrounds, and personal experiences.</li> <li>• Have regard to the specific and desired competencies required on the Board as a whole in soliciting nominations.</li> <li>• Oversee all aspects of the election procedures leading up to and at the Annual Meeting, including identifying and enforcing specific timelines and any other administrative requirements.</li> <li>• Where appropriate, identify individuals for future nomination as Directors and maintain this information for use by future Nominations Committees.</li> <li>• Carry out these duties in a manner that encourages a long-term view of the Organization’s leadership needs, as well as Board succession planning.</li> <li>• Such additional duties as may be delegated to the Committee by the Board from time to time.</li> </ul>



<p>Authority</p>	<p>The Committee will exercise its authority in accordance with the Organization’s Bylaws and such additional provisions as are set out in this Terms of Reference, and will do so without interference from the Organization’s Board or staff.</p> <p>To be eligible to hold office as a Director, an individual must meet the requirements of the Manitoba Corporations Act, must satisfy any further requirements as set out in Attachment ‘A’, and must complete a Candidate Qualification Form as set out in Attachment ‘B’.</p> <p>No member of the Nominations Committee may be seeking office in the election. The Nominations Committee will finalize nominations at least 60 days before the Annual Meeting and will circulate same to members not less than 45 days before the Annual Meeting.</p>
<p>Composition</p>	<p>The composition of the Nominations Committee is:</p> <ul style="list-style-type: none"> <li>• A former President</li> <li>• Two individuals appointed by the Board</li> </ul> <p>Members of the Committee will serve terms of one year, which may be renewed by the Board to a maximum of three consecutive terms.</p>
<p>Meetings</p>	<p>The Committee will meet by telephone or in person, as required, with meetings held at the call of the Chair.</p>
<p>Resources</p>	<p>The Committee will receive the necessary resources from the Organization to fulfill its mandate. The Committee may, from time to time, request and receive administrative support from the Organization.</p>
<p>Reporting</p>	<p>As a standing committee of the Organization, 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.</p>
<p>Approval and Review</p>	<p>The Board will review these Terms of Reference on a regular basis, with input from the Committee as required.</p>
<p>Other</p>	<p>Supporting or rejecting a candidate Director requires a simple majority of Committee members. Should any Committee member be interested in being nominated as a Director, he or she shall resign from the Committee.</p>



## Attachment A

### QUALIFICATIONS AND CORE COMPETENCIES OF ELECTED DIRECTORS

A Director shall fulfill all requirements of the Manitoba Corporations Act, and shall be a member of the Organization, a resident of Canada, and of legal age.

Directors of the Organization commit themselves to ethical, businesslike and lawful conduct, including proper use of authority and decorum when acting as Directors. Accordingly, Directors must be able to represent un-conflicted loyalty to the interests of all the Organization's members. This accountability supersedes any conflicting loyalty such as to advocacy or interest groups, and membership on other boards. It also supersedes the personal interest of any Director acting as a participant in the Organization's services, or having a family member who is a participant in the Organization's services.

Directors will be recruited based upon their demonstrated ability to contribute significantly to the leadership of the Organization and to fulfill their statutory fiduciary responsibilities. The core competencies that ideally will be reflected in the Board as a whole are:

- Knowledge of strategic and business planning;
- Human resources management expertise;
- Legal and risk management expertise;
- Business and corporate experience, including expertise in financial management; and
- Demonstrated leadership skills in the non-profit sector or other endeavours.

All candidates for election as a Director will complete and submit a Candidate Qualification Form (Attachment 'B').



Attachment B - RD01 FORM0003A Candidate Qualification Form

CANDIDATE QUALIFICATION FORM	
This form must be submitted to the Organization by the date of:	
This form is to be completed by any person nominated for election as a Director with the Organization. To be eligible for nomination, a person must: <ul style="list-style-type: none"> <li>• Be of legal age</li> <li>• Be a resident of Canada</li> <li>• Be a member of the Organization</li> <li>• Have the endorsement of the Nominations Committee</li> </ul>	
Name of Candidate:	
Address:	
Phone Number(s):	
Email Address:	
1. Please provide a brief summary of your experience in the sport.	
2. Please provide a brief summary of your experience in associations engaged with the sport.	
3. Please provide a brief summary of any previous experience with the Organization.	
4. Please provide a brief summary of your experience with other voluntary or community organizations.	
5. Please highlight additional skills or competencies that would contribute to the effective leadership and governance of the Organization	
Signature	Date
<b>Candidate Endorsement</b> The Nominations Committee hereby endorses _____ as a candidate for election as a Director with the Organization.	
_____ Chair of Nominations Committee (Name)	_____ Signature
Date:	



**APPENDIX B: Finance and Audit Committee Terms of Reference**

“Organization” refers to: Manitoba Underwater Council

<b>Finance and Audit Committee</b>	
<b>Mandate</b>	The Finance and Audit Committee is a standing committee of the Board of the Organization. It is responsible for oversight related to corporate auditing and report, financial policies and strategies, and financial risk management.
<b>Key Duties</b>	<p>The Committee will perform the following key duties:</p> <ul style="list-style-type: none"> <li>• Advise the Board on compliance with legal and regulatory requirements.</li> <li>• Determine the adequacy of the Organization’s internal financial controls and procedures for financial reporting to the Board, Members, and funding agencies.</li> <li>• Develop and oversee the implementation of financial policies to safeguard the Organization’s assets and revenue streams.</li> <li>• Review and approve the scope of the annual audit and audit fees to be paid, and annually recommend the appointment of an auditor at the Annual Meeting.</li> <li>• Ensure that any problems, issues or concerns raised by the auditor are promptly and satisfactorily addressed by the Board.</li> <li>• As required, receive reports and advise the Board on any material government investigation, litigation, contractual dispute, or legal matter.</li> <li>• Advise the Board on risk management and insurance policies and programs.</li> <li>• Work with staff to review and assess budgets, and advise on budget recommendations to the Board.</li> <li>• Provide expertise to enhance the quality of Board discussion on financial matters and facilitate effective Board financial decision-making.</li> <li>• Additional duties as may be delegated to the Committee by the Board from time to time.</li> <li>• The Committee will have the authority to conduct investigations and to retain, with the approval of the Board and at the expense of the Organization, the services of outside resources, including legal counsel or other experts.</li> </ul>
<b>Authority</b>	<p>The Committee will exercise its authority in accordance with the Bylaws and such additional provisions as are set out in this Terms of Reference, and will do so without interference from the Board.</p> <p>The Committee is a limited agent of the Board in relation to audit matters, and is an active advisor to the Board on all other financial matters. The Committee, with approval from the Board, may establish sub-committees or Task Forces</p>



	to deal with specific issues in relation to the mandate of the Committee.
Composition	<p>The Committee will be composed of the Treasurer (who will Chair the Committee) and three additional persons who are appointed by the Board at the Annual Meeting or at a meeting of the Board. At least one member of the Committee will be a CPA or its equivalent, or will be financially literate as interpreted by the Board in its business judgment.</p> <p>Members of the Committee will serve terms of two years, which may be renewed by the Board.</p>
Meetings	The Committee will meet by telephone or in person, as required. Meetings will be at the call of the Chair.
Resources	The Committee will receive the necessary resources from the Organization to fulfill its mandate. The Committee may, from time to time, receive administrative support from the Organization.
Reporting	As a standing committee of the Organization, 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	The Board will review these Terms of Reference on a regular basis, with input from the Committee as required.
Other	The provisions of the Bylaws as they relate to the Finance and Audit Committee will also apply.



## APPENDIX C: Coaches Committee Terms of Reference

“Organization” refers to: Manitoba Underwater Council

<b>Coaches Committee Terms of Reference</b>	
<b>Mandate</b>	The Coaches Committee is an operating committee of the Organization. It is responsible for the guidance and direction of the Organization’s National Coaches Certification Program (NCCP), which is the recognized national standard for coach training and certification in Canada, delivered through NCCP workshops that are designed to meet the needs of all types of coaches.
<b>Key Duties</b>	<p>The Committee will perform the following key duties:</p> <ul style="list-style-type: none"> <li>• Budget submissions, program planning, and the development of technical materials for coaches.</li> <li>• Establish the minimum standards of coach certification</li> <li>• Communicate with coaching coordinators from member associations.</li> <li>• Assist with the development of program delivery.</li> <li>• Oversee coaching registration.</li> <li>• Submit recommendations related to coach development, certification, and program delivery.</li> </ul>
<b>Authority</b>	The Committee is an advisor to the Board on matters related to coaching. 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.
<b>Composition</b>	<p>The Committee will be composed of the following individuals:</p> <ul style="list-style-type: none"> <li>• Coaches Chair (appointed by the Board)</li> <li>• Other individuals appointed by the Board, as appropriate</li> </ul>
<b>Meetings</b>	The Committee will meet by telephone or in person, as required. Meetings will be at the call of the Chair.
<b>Resources</b>	The Committee will receive the necessary resources from the Organization to fulfill its mandate. The Committee may, from time to time, receive administrative support from the Organization.
<b>Reporting</b>	The Committee will report at every meeting of the Board and will submit a written report at every meeting of the Members.
<b>Approval and Review</b>	The Board will review these Terms of Reference on a regular basis, with input from the Committee as required.
<b>Other</b>	The provisions of the Bylaws as they relate to the Coaches Committee will also apply.