



Governance Review Work Groups Terms of Reference

Project Background

1. In November 2024, the Hockey Manitoba Board of Directors began a governance review. The Board contracted Spark Solutions (the Consultant) to complete a review with the aim to:
 - a. Ensure effective governance;
 - b. Introduce a more modernized governance structure;
 - c. advance trust, accountability, and open transparency, and Hockey Manitoba's belief statements; and,
 - d. Enhance diversity efforts;
 - e. Differentiate governance and operational activities.
2. The Board of Directors is moving into its next phase to explore and discuss specific recommendations within the report.

Overview

3. These Terms of Reference describe the authority, mandate and responsibilities of the Governance Review Work Groups. These Terms of Reference outline clear and specific information on how the Work Groups are organized, what they are trying to achieve, their decision-making authority and deliverables, who the members are, and when they meet.

Authority and Mandate

4. The Governance Review Work Groups will assist the Board of Directors in researching and discussing key topics that will shift the organization's governance practices.
5. The work groups serve in an advisory capacity to the Board of Directors. The work groups will work to achieve the duties below. This will be done through research, including website and document review, email communication, interviews, or any other means required. This may include review of documentation from external organizations (provincial hockey branches, other sport organizations, etc.).
6. The work groups may form sub-work groups whenever necessary to facilitate the workgroup's work.

Workgroup Membership

7. The work groups shall be composed of a maximum 8 people, excluding the Consultant. The work groups will ideally include individuals of diverse characteristics, including gender, ethnicity, age, professional and academic experience, role (player, coach, official, board member, administrator, etc.), and location (geography & community size). At least one member of the work group will be a Director of the Board and at least one member of the work group will be a Hockey Manitoba staff member. Non-members of Hockey Manitoba may be members of the work groups.
8. The Board of Directors shall appoint the work group members.
9. The work group members shall be appointed until the Board of Directors dissolves the work groups (between October and December 2025).
10. The Board may remove any member of the work group at any time and fill any vacancy at their discretion.
11. The Chair of the Board shall be an ex-officio and non-voting member of any and all work groups unless they have been appointed as a member of the work group.
12. The Executive Director shall be an ex-officio and non-voting member of any and all work groups unless they have been appointed as a member of the work group.
13. At the request of the workgroup, staff, management, governance experts/advisors, legal advisors, or other persons may be invited to attend meetings of the workgroups.

Code of Conduct & Confidentiality

14. Members of the work group will be responsible to uphold Hockey Manitoba's Code of Conduct.
15. Members of the work group will be responsible for maintaining confidentiality for matters pertaining to the work group.

Duties and Responsibilities

16. The Board of Independent Directors Work Group shall:
 - a. Develop the new roles and responsibilities of the board, officers, directors, and Executive Director
 - b. Identify the proposed format (i.e., number of officers) and size of board

- c. Identify director term lengths and limits
- d. Determine the election cycle and how officers will be elected
- e. Determine updated election procedures
- f. Review of the committee structure
- g. Perform such additional tasks as may be assigned to the work group by the Board of Directors or the Consultant.

17. The Nominations Processes Work Group shall:

- h. Review of the composition of the nominations committee
- i. Develop a skills matrix
- j. Develop updated recruitment practices
- k. Develop onboarding processes
- l. Develop a monitoring and evaluation process for the Board
- m. Perform such additional tasks as may be assigned to the Work Group by the Board of Directors or the Consultant.

18. The Modernized Voting Structure Work Group shall:

- n. Develop a consultation plan
- o. Examine the feasibility of a modernized voting structure
- p. Explore what robust engagement practices of membership could look like
- q. Perform such additional tasks as may be assigned to the Work Group by the Board of Directors or the Consultant.

Procedures

- 19. Meetings will be held every two weeks, at minimum, with each meeting lasting 60 to 90 minutes. The work group will meet virtually. Independent work will be approximately twenty hours over the course of the appointment to contribute to the workgroup.
- 20. The Consultant will serve as the chairperson of the meetings.
- 21. The agenda will be distributed to work group members at least 24 hours in advance of a scheduled meeting.
- 22. Quorum will be a majority of the work group members, not including the Consultant.

Knowledge and Areas of Interest:

23. No specific knowledge or interests are mandatory, however, interest and/or experience with governance is considered an asset.

Resources

24. The work groups shall have access to resources to fulfil their duties as requested, as approved by the Board of Directors and/or the Executive Director. Requests for resources may be submitted to the Board of Directors through the Consultant.

Conflicts of Interest

25. Where a member of the work group perceives that there might be a potential conflict as it relates to a meeting and its agenda, each that member shall:
 - a. Declare the potential conflict at the beginning of the meeting.
 - b. Have the responsibility to bring any potential conflicts of interest forward, at any point in time.
 - c. Abstain from discussion on the agenda item unless invited to do so by the Consultant.
 - d. Abstain from voting on the agenda item unless invited to do so by the Consultant.
 - e. Excuse themselves from that portion of the meeting if asked to do so by the Consultant and/or Work Group.
26. To manage potential conflicts at meetings, the Consultant shall:
 - a. Call for potential conflicts of interest at the beginning of each meeting.
 - b. Determine whether the member is in conflict in the matter.
 - c. Decide on the appropriate course of action to deal with the conflict.
 - d. Record the potential conflict and resulting actions in the minutes.
27. In cases where a potential conflict of interest arises during a meeting which has not been previously declared, members of the work group shall:
 - a. Raise the question as to whether there might be a potential conflict of interest.
 - b. Decide whether the matter is a conflict.
 - c. Decide the appropriate course of action to deal with the conflict.
 - d. Record the potential conflict and resulting actions in the minutes.

Reporting

28. The work groups will submit regular reports to the Board via the Consultant.
29. When the Board requires the work groups to make a decision or take a position on a matter, the work groups will make their decisions or determine their position by majority vote of the workgroup's members, excluding the Consultant.
30. The work group will record minutes of its findings and recommendations for all meetings. All minutes will be forwarded to the Executive Director by the Consultant.
31. The Consultant, or designate, may be invited to Board of Directors' meetings to report on the work group's activities.

Timelines

32. Work groups will provide a final report, with recommendations, to the Board of Directors, by the end of September.