



Terms of Reference GOVERNANCE COMMITTEE

PURPOSE

The Governance Committee is a Standing Committee appointed by the Board of Directors of the Canadian Tennis Association (the “Corporation”). The Committee is responsible for ensuring that appropriate governance principles and practices are in place, overseeing Board effectiveness measures, and reviewing and supporting the Corporation’s People and Culture foundational elements which include progress on Equity, Diversity and Inclusion matters. The Committee will also provide oversight for Safe Sport policies and procedure, and implementation progress within the Corporation and external delivery partners.

These Terms of Reference were developed in accordance with the Corporation’s by-law.

COMMITTEE COMPOSITION

The Committee shall be composed of at least three (3) directors as designated by the Board from time to time.

The chair of the Committee shall be designated by the Board from among the Committee members. Chair duties include calling, chairing and reporting on meetings to the Board.

The members of the Committee will be appointed by the Board annually at the first meeting of the Board after a meeting of the members at which directors are elected and shall serve until the next annual meeting of members or until their successors are duly appointed or until such committee member resigns, retires or is removed from the Committee by the Board. The Board may fill any vacancy in the Committee by appointment from among the directors of the Corporation.

One or more member of the senior management team shall be designated as management lead to the Committee in addition to the CEO. For the purpose of this Committee, the management leads shall be the CEO and the VP, Talent and Culture. On certain matters, the CFO and the SVP Tennis Development and Partnerships may be called upon to participate in a meeting.

When required, other guests can be invited to a Committee meeting as a resource.

COMMITTEE DUTIES AND RESPONSIBILITIES

- Corporate Governance Principles
- Conduct Matters
- People and Culture (Employees)
- EDI Programs (Internal & External)
- Legal & Corporate Matters

AUTHORITY

The authority, to be delegated to the committee by the board is to make recommendations to the board through the Chair.



The Committee will look to other committees of the Board to make recommendations to the board for the following areas:

- The Governance Committee will work with other committees with respect to overall policies and provide oversight on corporate governance. Each policy shall coexist within a committee of the board.
- The Governance Committee will recommend Safe Sport policies, procedures and plans, as well as Safe Sport case management. Tennis Development Committee will recommend and provide oversight on the annual review of the Corporation's Safe Sport program.

To avoid any confusion, excluding the above-mentioned specifications, the Committee responsibilities identified above are the sole responsibility of the Committee and may not be allocated by the Board to a different committee without revisions to these Terms of Reference.

RESPONSIBILITIES OF COMMITTEE MEMBERS

The primary responsibility of Committee members is to act honestly and in good faith and to exercise their business judgment in what they reasonably believe to be the best interests of the Corporation.

In addition to their responsibilities as directors of the Corporation, committee members are expected to prepare, attend and participate in their assigned committee meetings.

Committee members shall not assume operational responsibilities without the joint approval of the Board and CEO.

The Committee, with the approval of the Board by resolution, has the authority to retain, set the terms of and compensate independent legal, financial or other advisors, consultants or experts that it determines necessary to assist it in carrying out its duties.

ACCESS TO MANAGEMENT

Committee members shall not liaise with management other than as defined in the Corporation's Board Effectiveness Policy.

MEETINGS

Scheduling

Committee meetings are scheduled in advance on a quarterly basis throughout the year. Notice of each meeting must be given to each Committee member. Ad hoc meetings may be called upon proper notice at any time to address specific needs of the Corporation. The Committee may also take action from time to time by unanimous written or digital consent. A Committee meeting may be called by the Committee chair, the CEO or any two Committee members.

Attendance

Committee meetings will take place by videoconference. All directors are welcome to attend meetings of the Committee. A Committee member cannot appoint a proxy or a delegate to attend a meeting in the Committee member's place.



Quorum

A quorum for any Committee meeting is a majority of Committee members.

Voting and Approvals

Motions require a mover. All decisions require majority vote.

Procedures

Procedures for Committee meetings are determined by the chair unless otherwise determined by the by-laws of the Corporation or a resolution of the Committee.

REVIEW AND POSTING OF TERMS OF REFERENCE

Tennis Canada may revise, rescind or add to these Terms of Reference from time to time in its sole and absolute discretion, with or without prior notice.

These Terms of Reference will be reviewed every two years and posted on the Corporation's website: www.tenniscanada.com.

Date of last review: March 12, 2025