



**REPORT NAME:** Governance Committee Report

**SUBMITTED BY:** Doug Campbell, Chair

**COMMITTEE MEMBERS:** Pat Aldous, Keith Gillam, Richard Powers and Tim Powers

**DATE OF REPORT:** April 1, 2016

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The Governance Committee had a relatively busy and important role in the business matters of Rugby Canada. The following topics were addressed by the Committee in Fiscal 2015:

- **Canada Sevens Reporting** – the periodic status report provided by the Canada Sevens Board to the Rugby Canada Board was reviewed and selected minor changes were made to strengthen the report. The frequency of reporting remains unchanged.
- **Board / CEO Decision Making Process** – to clarify the roles and responsibilities in decision making between the Board and CEO a process was designed and approved for implementation at the February 2016 mid-term meeting.
- **Update of the Rugby Canada Bylaws and Board Policy Manual** – under the leadership of Keith Gillam, the Governance Committee reviewed the documents for revisions and passed the changes at the February 2016 mid-term meeting. As described above, the new Board / CEO Decision Making Process was added to the Board Policy Manual.
- **Public Disclosure Requirement for Directors and Board Representatives** – The addition of major Men's and Women's Sevens tournaments has increased the need to ensure full transparency and disclosure of any business relationships of Rugby Canada directors and board representatives (e.g. Canadian Olympic Committee, North American Caribbean Rugby Association representatives, etc.). The Governance Committee will request all directors on an annual basis to complete a public disclosure declaration. This is to enhance and protect the transparency and openness of the organization and in no way will it deter participating in the advancement of Rugby Canada.
- **Board Performance Reviews** – the Annual Board Performance Survey was refreshed and shortened and the new version is to be administered in April 2016. A key highlight is that the director peer assessment is removed and will be replaced by the Chair and Vice Chair conducting an annual performance review discussion with each director.

I wish to thank each member of the committee for a job well done this year – we tackled some tough issues, and there were many differences of opinion, but we conducted our deliberations in a principled, collaborative manner.

Due to other commitments I will be stepping down as Chair of the Governance Committee for a one-year term. We are in the process of identifying an interim committee Chair who will be elected by the Board at

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the April 2016 meeting. In addition, a replacement will be sought for Keith Gillam who is retiring from the Board.

In conclusion, on behalf of the Governance Committee, I wish to publicly thank Keith Gillam who chaired this committee for six years and was a member of it for eight. His deep knowledge of corporate governance was invaluable to Rugby Canada and I will miss his mentorship and guidance.

Respectfully submitted,

Doug Campbell  
Governance Committee Chair

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