



**Climbing Escalade Canada
("the Corporation" or 'CEC")
Athletes' Commission Terms of Reference**

1. Purpose

1.1 The Corporation has established an Athletes' Commission (the "Commission") pursuant to these Athletes' Commission Terms of Reference (the "Terms of Reference") in order to ensure that athletes are able to effectively participate in the deliberative and decision-making process of the Corporation.

2. Interpretation

2.1 Definitions. In this by-law and all other by-laws and resolutions of the Corporation, unless the context otherwise requires:

- a) "Athlete" means any individual holding a valid and active CEC athlete license;
- b) "Discipline Representatives" means the Bouldering Representative, Lead Representative, and Speed Representative;
- c) "Eligible Athlete" has the meaning given to the term "athlete" or equivalent in the provisions of the Code which address the representation of athletes on the boards of National Sport Organizations;
- d) "Eligible Athlete Director" has the meaning given in Section 4.1 a);

2.2 Unless defined herein or context requires otherwise, capitalized terms used but not defined in these Terms shall have the meaning given to them in the Corporation's By-Laws.

2.3 Unless otherwise specified or context requires otherwise, references to sections or other provisions are references to the corresponding section or provision in these Terms of Reference.

2.4 These Terms of Reference should be read together with the *Canada Not-For-Profit Corporations Act*, the *Canadian Sport Governance Code*, the Corporation's Articles, the Corporation's By-Laws, the Diversity Policy, and the Nominating Committee Terms of Reference.

3. Duties, Responsibilities, and Powers of Commission

3.1 The primary function and core responsibility of the Commission is to represent and promote the views and interests of Athletes to the Board with the ultimate goal of encouraging the best conditions for Athletes to grow, train, and compete in the sport of climbing.

3.2 The Commission's primary duties and responsibilities are to:

- a) serve as an independent and objective advocacy body representing the views and best interests of Athletes, primarily to the Board;
- b) endeavour to reflect the collective voice of all Athletes, regardless of discipline, and assist the Board in the fulfillment of its mission and the pursuit of its vision;
- c) provide an open avenue for communication between Athletes and the Board;
- d) provide recommendations on CEC events, programs, rules, regulations, quotas, and performance for CEC athletes;
- e) represent and foster diversity in the sport of climbing in Canada; and

f) report regularly the results of its activities to the Athletes and the Board.

3.3 To fulfill its duties and responsibilities, the Commission shall, among other things:

- a) Support the wellbeing of all athletes and connecting Athletes to resources where appropriate;
- b) Proactively communicate with Athletes to ensure that Athletes are informed of key issues and to gather Athletes' feedback, opinions, and views on matters relevant to the athletes;
- c) Actively participate in the Corporation's deliberation and decision making on matters that could impact Athletes;
- d) Present Athletes' views, positions, and recommendations to any relevant decision-making body on issues identified by the Commission as affecting athletes;
- e) Report to the Athletes no less than four times per year;
- f) Provide an annual report on the work of the Commission to Licensed Athletes and the Board;
- g) Perform any other obligations set out in these Terms of Reference; and
- h) Perform any other actions as required or deemed necessary to ensure that the mandate of the Commission is realized, provided such actions are within the Commission's authority under Section 3.4.

3.4 The Commission may, subject to a simple majority affirmative vote of members of the Commission present at a meeting held pursuant to Section 7:

- a) strike committees, working groups, and other subordinated organizations to assist in achieving the goals of the Commission;
- b) appoint an Athlete to serve as a representative on all operational and technical committees of the Corporation;
- c) appoint an Athlete to serve as a representative on the Nominating Committee;
- d) Refer a matter to a vote of Athletes, or subset thereof directly impacted by the decision;
- e) Request support, including financial support, from the Corporation; and
- f) Adopt policies, guidelines, codes of conduct, and other materials to guide the business of the Commission, provided that such policies, guidelines, codes of conduct, and other materials must be consistent with the Corporation's policies, including these Terms of Reference.

3.5 The Commission shall carry on its operations without direct monetary gain to Athletes or Commission members. Any profits or other accretions received by the Commission shall be used solely to promote its objectives. For greater certainty, the Commission may advocate for greater funding or sponsorship of the Athletes, but must do so in accordance with the principles of fairness and equity and in the best interests of all Athletes.

3.6 The Commission shall adhere to all applicable policies of the Corporation and all applicable laws.

4. Composition and Eligibility

4.1 The Commission shall be composed of:

- a) two Eligible Athletes elected the Eligible Athletes and appointed by the Members to serve as Directors of the Corporation (each an "Eligible Athlete Director," and collectively, the "Eligible Athlete Directors");
- b) one Bouldering Representative;
- c) one Lead Representative;
- d) one Speed Representative;
- e) one Para-Climbing Representative;
- f) two Domestic Competitor Representatives; and
- g) no more than three members-at-large nominated by the Commission pursuant to and in accordance with Section 5.5 and/or Section 5.6.

- 4.2 The two Eligible Athlete Directors will serve as Co-Chairs of the Commission and will jointly:
- a) lead the Commission in discharging its duties;
 - b) take reasonable steps to ensure that the Commission members execute their duties pursuant to these terms of reference;
 - c) manage the affairs of the Commission to ensure that the Commission is organized properly and functions effectively;
 - d) preside at, and together with the members of the Commission and advisors, as appropriate, call, schedule and prepare the agenda for each meeting of the Commission;
 - e) communicate with each member of the Commission to ensure that:
 - a. each member has the opportunity to be heard and participate in deliberation and decision making; and
 - b. each member is accountable to the Commission;
 - f) represent the interest of athletes at meetings of the Board; and
 - g) perform any other tasks as may be assigned to the Co-Chairs by the Commission.

- 4.3 To be eligible to be elected to the Commission, athletes must:
- a) be at least 16 years of age;
 - b) hold a valid and active CEC athlete license;
 - c) not be subject to any sanctions which would prohibit or in any way impair participation on the Commission;
 - d) not be employed by the Corporation;
 - e) for the Discipline Representatives only, be, or have been not more than eight years prior to their election, athletes selected to the High Performance Program and named to:
 - a. a High Performance Squad for the specific discipline which they serve as a representative; or
 - b. a High Performance Squad for a combined format event which includes the specific discipline for which they serve as a representative;
 - f) for the Para-Climbing Representative only, be a para-climbing athlete who has represented Canada at an IFSC para-climbing event not more than eight years prior to their election;
 - g) for the Domestic Competitor Representatives only, have competed at a CEC event within the preceding eight years and not, at the time of their election, be selected to the High Performance Program; and
 - h) satisfy any other eligibility requirements as may be reasonably established by a 2/3 supermajority vote of the Commission and distributed to all eligible candidates, nominees, and voters prior to an election of members of the Commission.

4.4 If a member of the Commission ceases to meet the eligibility criteria at any point, they are deemed to have vacated their office.

4.5 The Commission and Corporation recognize the importance of diversity and inclusion. To that effect, the Commission will target a composition that reflects the diversity of the CEC athlete community by seeking, among other things:

- a) gender diversity such that no more than 60% of Commission members are of the same gender;
- b) racial and ethnic diversity such that the Commission has BIPOC representation reflective of the CEC athlete community; and
- c) regional and linguistic diversity such that athletes from multiple provinces speaking both official languages are represented on the Commission.

5. Election and Term

5.1 Any athlete eligible for a position on the Commission may self-nominate to stand for election for that position. An athlete may not stand for election for more than one position in the same election. If a member of the Commission seeks to stand for election for a different position than that which they currently hold

the term of which would commence prior to the end of their term, they must resign from their current position before self-nominating for the other position.

5.2 Only athletes who would satisfy the eligibility requirements of a position may vote in an election for that position.

5.3 Voting will be conducted via an online instant-run-off vote. The Corporation shall facilitate the elections.

5.4 Members of the Commission:

- a) will serve terms of two years, except half of the members of the Commission elected in the first election following the coming into force of these Terms of Reference;
- b) after serving an initial term of two years, may be re-elected for an additional two year term in the same role on the Commission or in another role on the Commission;
- c) after serving a second two year term, shall not serve on the Commission for at least one year following which the term-limits set out in this Section will reset.

5.5 If, following an election, the Commission is of the view that the diversity targets set out in Section 4.5 are not met, the Commission may, by a simple majority vote at a duly called meeting, appoint any athlete who satisfies the eligibility criteria set out in Section 4.4 and would improve compliance with the diversity targets to serve as a Member-at-Large of the Commission for a term expiring after the next election.

5.6 If, for any reason, a vacancy arises on the Commission, the Commission may, by a simple majority vote at a duly called meeting, appoint any athlete who satisfies the eligibility criteria set out in Section 4.4 to serve the remainder of the term of the member of the Commission whose departure caused the vacancy.

5.7 At no point shall the number of members of the Commission appointed pursuant to Section 5.5 or Section 5.6 or otherwise serving as a member of the Commission without having been elected by eligible voters exceed one third of the Commission's membership.

6. Town Hall Meeting of with Athletes

6.1 The Commission shall conduct a town hall meeting of the Athletes at least once annually, or more frequently as circumstances or Commission policy dictates, for the purposes of ensuring Athletes are informed of the Commission's work and that Athletes have an opportunity to provide feedback and share opinions with the Commission.

6.2 Meetings may be held electronically or in a blended physical/electronic manner provided that the means employed to host the electronic meeting enables all Athletes to adequately participate and interact with participants in real time.

7. Meetings of Commission

7.1 The Commission is responsible to meet as often as required to discharge its duties. It is anticipated that the Commission will normally meet no less than once each quarter.

7.2 The Co-Chairs of the Commission will jointly, in consultation with the members, determine the schedule, time and place of meetings.

7.3 A quorum for a meeting of the Commission shall be:

- a) a majority of voting members present; and
- b) at least one Co-Chair present.

- 7.4 A member or members of the Commission may participate in meetings of the Commission by means of such telephonic, electronic or other communication facilities as permits all persons participating in the meeting to communicate with each other. A member participating in such a meeting by any such means is deemed to be present at the meeting.
- 7.5 Notice of the time and place of every meeting shall be given in writing (including by way of written email or facsimile communication) to each member of the Commission at least 24 hours prior to the time fixed for such meeting, provided, however, that a member may in any manner waive a notice of a meeting; and attendance of a member at a meeting constitutes a waiver of notice of the meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
- 7.6 All Athletes are entitled to attend and observe, but not participate in, any meeting of the Commission. Notice of a meeting need not be provided to an Athlete unless requested.
- 7.7 At the joint invitation of the Co-Chairs of the Compensation Committee, one or more guests may attend, or participate in as non-voting members, all or part of any meeting of the Commission.

8. Obligations of Corporation

- 8.1 The Board intends for the Commission to operate in many ways as an arm’s length entity from the Board to foster an independent and vibrant athlete advocacy body. The Board shall take reasonable steps to safeguard the independence of the Commission.
- 8.2 The Corporation shall support the Commission and shall not unreasonably deny a request by the Commission for support, including financial support.

Revision Control

Policy No. CEC-GOV-10	Revision	Policy Name
Original Version (version 1)	Approved 2021/02/09	Athletes’ Commission Charter
Current Version	Approved 2023/09/12	Athletes’ Commission Terms of Reference