



BOARD OF DIRECTORS TERMS OF REFERENCE

1. MANDATE

The Board of Directors ("Board") of the Calgary Stampede ("Stampede") is responsible for supervising the management of the Stampede's business and affairs. The Board will carry out these responsibilities either directly or through delegation to its committees or management. The Board has plenary power. Any responsibility not specifically delegated remains with the Board.

The Board carries out certain specific responsibilities as outlined below and may undertake such additional activities as may be determined in the circumstances and at its own discretion.

As the Stampede is a not-for-profit organization, the Board guides the long term success of the organization taking into consideration the interests of its many stakeholders including volunteers, employees, customers, sponsors, governments, community groups, and the community at large.

2. MEMBERSHIP

The Board will be comprised of up to 32 members ("Directors") as follows:

- 2.1 twenty (20) Directors shall be elected by the Shareholders ("Elected Directors"),
- 2.2 up to three (3) Directors may be appointed by the City Council of the City of Calgary, provided that all of such individuals shall be members of City Council,
- 2.3 one (1) Director may be appointed by the Government of the Province of Alberta, provided that such individual shall be a Member of the Legislative Assembly of Alberta; and
- 2.4 up to eight (8) Directors may be appointed by the Board, one of which may be the immediate Past Chairman of the Board, for a term not exceeding two (2) years.

3. MEETINGS

Scheduled meetings will be held throughout the year and, unless otherwise determined by the Board, eleven (11) members present at the commencement of a meeting shall constitute a quorum. Questions arising at any meeting shall be decided by a majority of votes with the President and Chairman of the Board having a second or casting vote in the case of a tie. The Secretary of the Stampede or designate shall attend all meetings of the Board and will cause minutes to be recorded. The Stampede's Chief Executive Officer ("CEO") and other named officials shall participate in Board meetings.

An in camera session shall be held during each meeting of the Board.

4. SPECIFIC RESPONSIBILITIES

In the fulfilment of its mandate, the Board is responsible for:

4.1. GOVERNANCE

- 4.1.1. managing its own affairs;
- 4.1.2. establishing appropriate structures and procedures to allow the Board to function independently of management;
- 4.1.3. establishing Board committees, appointing Board committee chairs and approving their respective terms of reference to assist the Board in carrying out its duties and responsibilities;
- 4.1.4. evaluating, on a regular basis, the Board, its committees and individual Directors, and reviewing the size, composition and policies of the Board and its committees with a view to the effectiveness, contribution, skills and independence of the Board and the Directors;
- 4.1.5. ensuring that developments that have or could have a significant and material effect on the organization are reported promptly to the Board;
- 4.1.6. developing, approving and regularly reviewing the organization's approach to corporate governance as set out in the organization's corporate policies including the policies listed below as well as any new corporate bylaws and policies, or any amendments or additions made to these corporate policies, as are subsequently approved by the Board:
 - CP 001 Governance
 - CP 003 Code of Conduct
 - CP 004 Delegated Authorities
 - CP 005 Spending Limits
 - CP 006 Health Safety and Environment
 - CP 007 Privacy
 - CP 008 Sending Commercial Electronic Messages

4.2. STRATEGIC PLANNING PROCESS

- 4.2.1. overseeing the organization's strategic planning process which takes into account, among other things, the opportunities and risks available to the organization, its risk appetite, emerging trends, and the needs of stakeholders;
- 4.2.2. approving all major corporate decisions and transactions that are beyond specific delegations of authorities;
- 4.2.3. reviewing, approving and monitoring performance against the strategic objectives, plans and actions, including significant capital allocations and operating expenditures.

4.3. RISK MANAGEMENT AND INTERNAL CONTROLS

- 4.3.1. ensuring processes are in place to identify the principal risks to the organization and ensuring that appropriate systems are implemented to measure and manage these risks;
- 4.3.2. monitoring risk management activities for sufficient independence, status and visibility;
- 4.3.3. reviewing and approving significant policies and practices that require respect for, and compliance with, applicable legal, regulatory and internal requirements and obtaining reasonable assurance about the organization's compliance with such requirements;
- 4.3.4. overseeing the organization's internal controls and management information systems and monitoring their integrity and effectiveness;
- 4.3.5. reviewing reports provided by management of the effectiveness of internal control over financial reporting.

4.4. COMMUNICATIONS AND DISCLOSURE

- 4.4.1. reviewing and approving the organization's financial statements and ensuring relevant, timely communication to shareholders, regulatory authorities and other stakeholders;
- 4.4.2. reviewing and approving interaction with shareholders on all matters requiring shareholder approval and recognizing feedback from shareholders that might be considered in future business decisions;
- 4.4.3. reporting annually to shareholders on its stewardship for the preceding year.

4.5. HUMAN RESOURCES

- 4.5.1. satisfying itself, to the extent feasible, as to the integrity of the CEO and other executive officers and that the CEO and other executive officers create a culture of integrity throughout the organization;
- 4.5.2. approving the selection criteria for new Directors, nominating candidates for election as Directors, appointing Directors and Board committee members, reviewing the independence of Directors and overseeing the orientation and continuing education of Directors;

4.5. HUMAN RESOURCES (CONTINUED)

- 4.5.3. establishing expectations and responsibilities of the president and chairman of the Board, the CEO, the chairs of committees of the Board and other Directors, which includes the approval of the position descriptions for each of the foregoing;
- 4.5.4. causing the president and chairman of the Board to report to the Board at least annually on:
- the CEO's performance against established goals; and
 - the organization's succession readiness in the event of a sudden event or CEO retirement;
 - in the event of CEO transition, approving a recommendation from the president and chairman of the Board and the vice chairs of the Board of a successor to the departing CEO;
- 4.5.5. approving the creation or dissolution of volunteer committees, and volunteer committee mandates, and appointing chairs of volunteer committees;
- 4.5.6. approving honorary and volunteer positions in accordance with the bylaws (Honorary Life Directors, Stampede Life Members, volunteers and shareholders) and, removing shareholders from all committee affiliations.
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