

SPORT FOR LIFE SOCIETY POLICY

POLICY TITLE: GOVERNANCE	
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POLICY STATEMENT

This policy is to provide clarity of the Sport for Life Society's Governance framework and the role of its Board of Directors; the responsibilities of each Director of the Board; the delegation to the CEO; and the processes that Management will undertake to support the Board.

1. DEFINITIONS

- 1.1. "Sport for Life Representative" – Any individual employed by, or engaged in activities on behalf of, Sport for Life Society including: employees, contractors, volunteers, researchers, Directors of the Board, Members, committee members, and administrators.
- 1.2. "Board Director" – An individual elected by the Members to represent the interests of the organization.
- 1.3. "Member" – A member of the organization, who is elected to the Board Directors, and votes on key matters of the organization in accordance with the By-Laws.
- 1.4. "Chief Executive Officer" – The highest-ranking person in a company or other institution, ultimately responsible for making managerial decisions
- 1.5. "Management" – The leadership group in the organization, led by the CEO and inclusive of Division and Department Directors.
- 1.6. "Committee Member" – A member of a committee of which people are officially delegated to provide expertise on the topic of the committee to the Board of Directors to inform their decisions and to support the work of the organization.

2. GOVERNANCE AND OPERATIONS

- 2.1 The Sport for Life Society will have a Safe Sport policy in which safe sport is a top priority for the organization.
- 2.2 The Sport for Life Society will pursue a governance structure and organizational culture that reflects a diversity of stakeholders and that adheres to all applicable federal and/or provincial/territorial legislation.
- 2.3 The Sport for Life Society will continually monitor and evaluate its policies, practices, and procedures.

3. BOARD and COMMITTEE RECRUITMENT & NOMINATIONS

- 3.1. The Governance Committee shall initiate and take responsibility for the nominations of new Directors and Committee Members. This includes nominations to any committee, the Board, and any such other officers. The Governance Committee, a standing committee of the Board of Directors, shall lead this process with the support of the Sport for Life Operations department.
- 3.2. The Chief Executive Officer and the Chair of the Governance Committee are responsible for ensuring that the timelines are met and that Board vacancies are filled in a timely manner. Directors hold office for 3 years, with the option for 2 renewals to their term. The Board strives to maintain between five to seven members at all times; however, at a minimum there must be 3 Directors and a maximum of 12 Directors.
- 3.3. Succession planning is an important part of ensuring that diverse Board Directors, rich in skill, are available and recruited to continue to lead the organization. As such, although Directors are elected once per year, it is important to regularly assess and identify the needs of the organization, and for the Board and Management to continually have potential candidates on their radar.
- 3.4. A Vice chair shall act as a delegate for the chair. If the vice chair is not a member of the Board of Directors, then the vice chair will get a special invite to attend the board meeting.
- 3.5. Standing committees of the Board will have non-Board members, with the intention that volunteer non-Board committee members may be nominated to the Board when a vacancy arises. Committee terms of service do not count towards Board terms of service.
- 3.6. Governance committee members will serve as the nomination committee, and be in attendance in the interviews with HR. The Governance committee may invite additional committee members from other standing committees based upon the recruitment need.
- 3.7. The process for recruitment is found in the Sport for Life Guideline – Governance Nominations, which articulate the steps to bring new, diverse, skills-based Members for selection.

4. ORIENTATION

All members of the Board and Committees shall receive an orientation. Orientation will cover the organization, the Board, and the individual role of the director/member. The orientation will include various resources and a discussion with the Board Chair and/or Chief Executive Officer and attendance at a scheduled orientation session. The delivery of orientation sessions is the responsibility of the Sport for Life staff. Sessions should be held within 30 days of the directors taking office or prior to the first board meeting.

5. BOARD OF DIRECTOR ROLES

5.1. BOARD RESPONSIBILITIES

The organization is designed for professional, staff-based delivery with a policy governance board. The work of the Board will therefore include, but is not limited to, the following responsibilities:

- i. Provide strategic direction and oversight;
- ii. Consider organization and system trends;
- iii. Establish the overall vision, mission and goals of the organization within its mandate and role;

- iv. Develop policies appropriate to guide the organization towards the achievement of the organization's goals;
- v. Monitor the results and progress of the organization against its key performance indicators;
- vi. Specify the functions and duties of the Chief Executive Officer;
- vii. Delegate authority to the Chief Executive Officer for the day-to-day operations and management of the organization in a manner that promotes and facilitates the realization of the KPI - key performance indicators.;
- viii. Approve policies for management of human resources;
- ix. Delegate authority to the Chief Executive Officer to appoint officers and employees of the organization, define their duties, determine their remuneration, evaluate their performance, and take disciplinary action as required;
- x. Ensure sufficient resources for the organization to finance its plans adequately;
- xi. Ensure accountability to funders and other stakeholders;
- xii. Ensure compliance with legislative requirements;
- xiii. Apply due diligence and minimize risk for the organization; and
- xiv. Pass resolutions it considers necessary or advisable to manage and conduct the affairs of the organization and to exercise the Board's powers and perform its duties.

The chart in Appendix A outlines the delegated roles and responsibilities of the Board and the Chief Executive Officer.

6. BOARD DIRECTOR INDIVIDUAL RESPONSIBILITIES

It is expected that each Director will become an active participant in a Board that functions effectively as a whole. A Director is required to:

- i. Be informed of the appropriate documents and legislation under which the organization exists; its By-laws; vision, mission, goals, and values; codes of conduct; and policies as they pertain to the duties of a Director;
- ii. Keep generally informed about the activities of the organization, and general trends and issues in the sectors in which the organization operates;
- iii. Be in attendance at meetings;
- iv. Use due diligence in completing the work of the Board;
- v. Offer personal perspectives and opinions on issues that are the subject of Board discussion and decision;
- vi. Not be influenced by self-interest, outside pressure, expectation of reward or fear of criticism;
- vii. Communicate explicitly at the time a decision is being taken, any opposition to a decision being considered by the Board;
- viii. Ask the Directors to review a decision, if they have reasonable grounds to believe that the Board has acted without full information or in a manner inconsistent with its fiduciary obligations, and, if still not satisfied after such review, ask that the matter be placed before the membership;
- ix. Be compliant with all policies and exercise vigilance for and declare any apparent or real personal conflict of interest;
- x. Respect the roles of both Board and staff;
- xi. Speak or act for the Board only when formally given such authority for specific and time-limited purposes;

- xii. Maintain solidarity with fellow Directors in support of a decision that has been made in good faith in a legally constituted meeting, by Directors in reasonably full possession of the facts; and
- xiii. Act as an Ambassador for the organization.

All Directors will monitor this policy for meetings and activities of the Board. Concerns about compliance with the policy will be brought to the attention of the Board Chair. Committee member roles and responsibilities are outlined in the Terms of Reference for each committee.

7. ACCOUNTABILITY & REPORTING

- 7.1. Recognizing that the Board must have control over the complexity and details of staff operations, the Board supports the principle of delegation to the Chief Executive Officer so that the Board might be free from operational matters.
- 7.2. The Chief Executive Officer is accountable to the Board. The Board may delegate some of its accountability to an officer or officers of the Board.
- 7.3. Given the delegation of operational matters to the Chief Executive Officer, the Board requires appropriate accountability and reporting. The Chief Executive Officer shall prepare a report for Board meetings indicating progress on plans, highlighting any variances and reporting on any new organization threats or opportunities, strengths or weaknesses.

Reports should include the following:

- i. The reporting of any organizational activity that is imprudent, unethical, or illegal;
- ii. Conditions that are inhumane, unsafe, unfair or undignified;
- iii. Leaks of what may be considered privileged or confidential information;
- iv. Any violation of any legislative standard;
- v. Transfers, expenditures, or revenue losses that will cause a variance of more than 3 percent to a budget item;
- vi. Deviations from priorities outlined in the strategic and annual operational plans;
- vii. Use of any long-term reserves or situations where the cash flow will drop below amounts needed to settle debts in a timely manner;
- viii. Late or inaccurately filed payment of tax or other government ordered payments;
- ix. Breach of any internal controls or instructions provided by the auditor's recommendations;
- x. Any situation where S4L may be exposed to potential liability;
- xi. The current investment of any funds; and
- xii. Changing external and internal environment trends and issues.

Regular or special reports for the Board shall be prepared for each Board meeting or as required and on a timely basis.

8. EVALUATION OF BOARD OPERATIONS

- 8.1. The Board shall conduct an evaluation of the Board's Operations annually. The evaluation will be emailed out and reviewed on an annual basis by the Governance Committee and then shared with the Board. The purpose of the evaluation is to identify any potential areas

the Board could make improvements in, to review the logistics of the meetings, and to gather self-reflections on the performance of each Director.

- 8.2. The evaluation questions will be reviewed on an annual basis by the Governance Committee.

APPENDIX A

Area	Board Responsibilities	Chief Executive Officer / Staff Responsibilities
GOVERNANCE		
Nominations	Approves policy and process	Supports the process
Director Orientation	Approves policy and process	Supports the process
Board Development	Approves policy and process	Supports the process
Standing Committees	Approves and establishes	Supports the Committees
Advisory Committees	Appoints as required	Appoints as required
Agenda	Board Chair Approves	Prepares and recommends
PLANNING		
Planning Policy	Approves	Prepares and recommends
Strategy Formulation	Approves	Prepares and recommends
Strategy Implementation	Approves	Prepares, recommends and implements
Strategy Evaluation	Receives reports, reviews and adjusts as required	Prepares reports, recommends and implements
FINANCE AND BUDGETS		
Financial Policy	Approves	Prepares and recommends
Borrowing	Approves	Prepares and recommends
Investments	Approves policy	Implements
Audit Report	Receives	No role
Annual Report and Statements	Approves	Prepares
Budget Development	Approves	Develops and recommends
Budget Review	Receives and reviews	Prepares
Signing Authority	Approves and Signing Officer(s)	Signing Officer
HUMAN RESOURCES		
Human Resource Policy	Approves	Recommends with staff input
Hiring of staff	Hires Chief Executive Officer	Hires staff as required within approved staffing budget
Staff assignments	No role	Establishes all staff assignments
Firing of staff	No role	Takes all disciplinary measures and makes final termination decisions
Staff salaries	Reviews compensation system Approves Chief Executive Officer's compensation	Chief Executive Officer establishes salaries within policy and budgets
Staff evaluation	Chief Executive Officer Evaluation team evaluates the CEO	Chief Executive Officer evaluates all staff and Directors
OPERATIONS		
Day-to-day operations	No role	Makes all management decisions and manages operations
Spokesperson	No role	Acts as spokesperson
Purchasing	Approves policy	Purchases according to policy and plans
Office facilities	Approves budget	Obtains quotes/bids and signs contracts as approved in the budget
Projects	Approves projects over CEO authority amount	Prepares, recommends, implements