

## SPORT FOR LIFE SOCIETY POLICY

<b>POLICY TITLE: GOVERNANCE</b>	
Date Created: October 1, 2014 Date Approved: March 2026 Review Frequency: Tri-Annual	Number of Pages: 6

### POLICY STATEMENT

This policy clarifies the Sport for Life Society’s Governance framework and the role of its Board of Directors, the responsibilities of each Board member, the delegation to the CEO, and the processes that Management will undertake to support the Board.

#### 1. DEFINITIONS

- 1.1. **Sport for Life Society** (the “Society”)
- 1.2. **Representative(s)** – Any individual elected, acclaimed or appointed by Sport for Life Society, or engaged under an executed written agreement with Sport for Life Society as an employee, volunteer, or independent contractor to provide services on behalf of Sport for Life.
- 1.3. **Board** - means the Board of Directors of the Corporation/ the Society.
- 1.4. **Board Director** – An individual elected, acclaimed or appointed as a director of the Society.
- 1.5. **Member** – A member of the organization as defined by the Bylaws. The bylaws state the Corporation (Society) has one class of members known as Members, who are any individual elected or appointed as a Director.
- 1.6. **Chief Executive Officer** – The highest-ranking person in a company or other institution, ultimately responsible for making managerial decisions.
- 1.7. **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 Society will have a Safe Sport policy that makes safe sport a top priority for the organization.
- 2.2 The Society will establish a governance structure and mechanisms, and an organizational culture that reflects the diversity of its members, directors, representatives, key partners, and volunteers, and that adheres to all applicable federal and/or provincial/territorial legislation.
- 2.3 The Society will continually monitor and evaluate its policies, practices, and procedures as needed to ensure ongoing effectiveness.

- 2.4 Sport for Life has additional policies and procedures in place that supplement the Governance Policy:
  - 2.4.1.1 Sport for Life Bylaws
  - 2.4.1.2 Available via the Sport for Life Website @ [Sport for Life Policies](#)

### **3. BOARD and COMMITTEE RECRUITMENT & NOMINATIONS**

- 3.1. The Governance Committee shall initiate and be responsible for nominating 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 support from the Sport for Life team, as defined by the CEO.
- 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.
- 3.3. Term limits are set out in the Bylaws.
- 3.4. The Board strives to maintain a membership of between five and seven members at all times; however, the minimum number of Directors is three and the maximum is twelve.
- 3.5. Succession planning is an important part of ensuring that diverse, skilled Board Directors are available and recruited to continue leading the organization. Although Directors are elected once a year, it is important to regularly assess and identify the organization's needs and for the Board and CEO to continually have potential candidates on their radar.
- 3.6. A Vice Chair of the Board of Directors shall be elected by majority vote from among the voting members of the Board. The Vice Chair shall act as a delegate for the Chair in the Chair's absence. The Vice Chair must be a voting member of the Board of Directors
- 3.7. Standing committees of the Board will include 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.
- 3.8. Governance committee members will serve as the nomination committee and attend the interviews with HR. Based on the recruitment need, the governance committee may invite additional committee members from other standing committees.
- 3.9. The recruitment process is further outlined in the Sport for Life Guideline – Board and Committee Nomination, which details the steps to select new, diverse, and skills-based members. [Sport for Life Guideline - Board and Committee Nomination.docx](#)

### **4. ORIENTATION**

All members of the Board and Committees shall receive an orientation within 30 days of joining the Board of Directors. The orientation will cover the Society, the Board, the individual role of the director/member, and key policies and procedures. It will include various resources, 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.

## **5. BOARD OF DIRECTORS 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 organization's overall vision, mission, and goals within its mandate and role.
- iv. Develop policies that guide the organization towards achieving its goals.
- v. Monitor the organization's results and progress 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 the 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. Assure that the organization has sufficient resources to adequately finance its plans.
- xi. Assure accountability to funders and other stakeholders.
- xii. Assure compliance with legislative requirements.
- xiii. Apply due diligence and minimize risk for the organization.
- 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 Board's and the Chief Executive Officer's delegated roles and responsibilities.

## **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.
- ii. Have a thorough knowledge and understanding of all governance documents, including but not limited to Bylaws, Policies, Codes, and Guidelines, as they pertain to the duties of a Director.
- iii. Keep generally informed about the activities of the organization, and general trends and issues in the sectors in which the organization operates;
- iv. Be in attendance at meetings.
- v. Use due diligence in completing the work of the Board.
- vi. Offer personal perspectives and opinions on issues that are the subject of Board discussion and decision.
- vii. Not be influenced by self-interest, outside pressure, expectation of reward or fear of

- criticism.
- viii. Communicate explicitly at the time a decision is being taken, any opposition to a decision being considered by the Board.
  - ix. 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.
  - x. Be compliant with all policies, exercise vigilance, and declare any apparent or real personal conflict of interest.
  - xi. Respect the roles of both Board and staff.
  - xii. Speak or act for the Board only when formally given such authority for specific and time-limited purposes.
  - xiii. 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.
  - xiv. 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 each committee's Terms of Reference.

## **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 delegating to the Chief Executive Officer, thereby allowing the Board to 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 organizational threats or opportunities, as well as strengths and 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 the 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.
- xii. Highlight changing external and internal environmental trends and issues.

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

## 8. EVALUATION OF BOARD OPERATIONS

- 8.1. The Board shall conduct an annual evaluation of its operations. The Governance Committee will email the evaluation to the Board, review it annually, and then share it with the Board. The purpose of the evaluation is to identify potential areas for improvement, review the logistics of the meetings, and gather self-reflections on each Director's performance.
- 8.2. The evaluation questions will be reviewed annually by the Governance Committee.

### APPENDIX A

Area	Board Responsibilities	Chief Executive Officer / Staff Responsibilities
<b>GOVERNANCE</b>	<b>Board Responsibilities</b>	<b>Chief Executive Officer / Staff Responsibilities</b>
Board and Committee Nominations	Board approves policy and process. Board votes on nominations. The governance committee is responsible for the 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
<b>PLANNING</b>	<b>Board Responsibilities</b>	<b>Chief Executive Officer / Staff Responsibilities</b>
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
<b>FINANCE AND BUDGETS</b>	<b>Board Responsibilities</b>	<b>Chief Executive Officer / Staff Responsibilities</b>
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 the Signing Officer(s)	Recommends Signing Officer(s)
<b>HUMAN RESOURCES</b>	<b>Board Responsibilities</b>	<b>Chief Executive Officer (CEO) / Staff Responsibilities</b>
Human Resource Policy	Approves.	Recommends with staff input.

Hiring of staff	Hires the Chief Executive Officer (CEO).	The CEO hires staff as required within the approved staffing budget and has final approval.
Staff assignments	No role.	The CEO establishes all staff assignments.
Termination of staff	The Board takes all disciplinary measures and makes the final decisions regarding CEO termination.	The CEO approves all disciplinary measures and makes the final decisions regarding staff terminations.
Staff salaries	Reviews the compensation system. Approves the Chief Executive Officer's compensation.	The CEO establishes salaries in accordance with established policies and budgets.
Performance Reviews	Chief Executive Officer. The Board evaluates the CEO. The Board Chair is responsible for the CEO performance dialogues.	The CEO evaluates all Directors and direct reports. All other staff evaluate their direct reports.
<b>OPERATIONS</b>	<b>Board Responsibilities</b>	<b>Chief Executive Officer / Staff Responsibilities</b>
Day-to-day operations	No role. *Except for an unplanned CEO departure.	Responsible for all management decisions and managing operations.
Spokesperson	No role.	Acts as spokesperson for the organization.
Purchasing	Approves policy.	Approves purchases in accordance with the financial policy and operational plans and budgets.
Office facilities	Approves the budget.	Obtains quotes/bids and signs contracts as approved in the budget.
Projects	Approves projects over the CEO's authority amount.	Prepares, recommends, and implements.

\* Reference to the CEO succession planning document: [S4L Succession Plan Approach.pdf](#)