



**Skate  
Canada**

# Governance Charter

Skate Canada Board of Directors

<b>Owner(s) Division / Department</b>	Governance Committee/Board of Directors
<b>Effective Date</b>	May 20, 2021
<b>Last Review Date</b>	April 22, 2021
<b>Applicable Laws, Regulations, or Other Identified Risks</b>	

# Table of Contents

- 1. Purpose ..... 4**
- 2. Governance Approach and Structure ..... 4**
  - 2.1. Governance Charter Background .....4
  - 2.2. The Skate Canada Definition of Governance .....4
  - 2.3. The Skate Canada Vision, Mission, and Values .....5
  - 2.4. Board Role in Governance .....6
  - 2.6. Commitment to Developing and Training Directors.....8
  - 2.7. Board of Directors Review.....8
- 3. Authority and Responsibilities..... 9**
  - 3.1. Board Role and Authority.....9
  - 3.2. Individual Director Roles and Responsibilities.....9
  - 3.3. President Roles .....10
  - 3.4. Code of Conduct and Ethics.....11
  - 3.5. Independence.....11
  - 3.6. Board Relationship with Members .....12
- 4. Selection of Members of Standing Committees..... 12**
- 5. Board – Chief Executive Officer Relationship ..... 12**
  - 5.1. Delegation of Authority to the Chief Executive Officer .....12
  - 5.2. Chief Executive Officer Role .....13
  - 5.3. Delineation of Responsibility.....13
- 6. Functioning of the Board..... 15**
  - 6.1. Frequency .....15
  - 6.2. Preparation .....15
  - 6.3. Procedure and Quorum.....15
  - 6.4. Confidentiality .....16
  - 6.5. In Camera Sessions .....16
  - 6.6. Minutes.....16
- 7. Governance Charter Review..... 16**
- Version Control..... 17**



## 1. Purpose

This Governance Charter establishes a governance structure for and defines key organizational elements of the Skate Canada Board of Directors (the **Board**). This Governance Charter describes how Skate Canada (also referred to herein as the **Organization**) will be governed in order to ensure integrity, accountability, relevance, effectiveness, and sustainability. The principles adopted in this Governance Charter reflect Skate Canada's core values and vision.

It is imperative that each member of the Board (a **Director**) individually, as well as the Board as a whole, adhere to the principles outlined herein.

This Governance Charter is a living document and may evolve over time to reflect changes in the Organization and its strategic environment. However, the content of this Governance Charter should be read in the context of the Skate Canada Strategic Plan (the **Strategic Plan**) and is governed by the Skate Canada General Bylaws (the **Bylaws**), each as in force from time to time.

## 2. Governance Approach and Structure

### 2.1. Governance Charter Background

According to the Institute on Governance, governance “determines who has power, who makes decisions, how other players make their voices heard and how account is rendered.” A fundamental role of a board is to define governance for the organization in which it oversees and establishes policies and practices according to the governance philosophy and structure established.

There are a range of models a board can adopt in articulating its governance philosophy and approach. The Board has examined several board philosophies, models and styles. This Governance Charter articulates that the Board adopt and implement an engaged policy governance model. The Board has chosen with an informed belief that governing the Organization through an engaged policy board best fits the values of Skate Canada and the needs of its membership.

The Board believes that an engaged policy board provides insight, advice and support to the Chief Executive Officer of Skate Canada (the **CEO**) and Skate Canada management (**Management**). Responsible for overseeing the CEO and the performance of the Organization, the Board conducts discussions about key decisions facing Skate Canada, seeks out expertise to add value to decisions and defines the roles, boundaries, responsibilities and behaviours required by the Board and the CEO. Through this Governance Charter, the Board adopts this approach to governance and puts this into action through its governance structure, responsibilities, policies, delegation of authority to the CEO, and in how it operates in its daily activities.

### 2.2. The Skate Canada Definition of Governance

Within the Board's September 2012 Governance Discussion session, the Board agreed on a definition of governance:

*The systematic manner in which the organization will determine our strategic direction, engage with and direct our CEO and monitor the achievement of results that is consistent with the values, needs and aspirations of the collective membership.*

Adopting this definition implies that the Board must:

- Understand the needs of the Skate Canada membership and stakeholders.
- Articulate the strategic direction of the Organization.
- Establish specific documents (e.g. policies, procedures, and training/educational modules) to guide behaviours and activities.
- Create accountability mechanisms that measure progress toward the set vision and strategic direction of the Organization.
- Oversee Management in achieving Skate Canada's vision and strategic direction set by the Board.

Accordingly, the Board has agreed to document the following principles that outline the fulfillment of its governance role with respect to Skate Canada:

- The Board sets the strategic direction of the Organization in line with its membership's values, needs, goals and aspirations.
- The Board speaks with one voice.
- The CEO is the one and only employee of the Board.
- The Board creates committees (**Standing Committees**) to assist the Board in doing its work and, as such, the Standing Committees have strategic responsibilities and are responsible for operational oversight.
- The Standing Committees serve as a link to the Organization's senior Management and members on strategic matters.
- Outcomes to achieve its strategic direction are clearly defined by the Board and will serve as the priorities for the Organization to pursue.
- Accountabilities and expectations are clearly defined in achieving the set outcomes.
- Formal processes are established and utilized in measuring performance.
- The Board operates in a manner that keeps confidential matters private as an independent, but strategically connected body to the Organization.
- The Board and CEO operate in a collaborative and inclusive environment towards achieving the vision and strategic outcomes of the Organization.

In summary, the Board approaches its governance responsibilities with a philosophy that emphasizes outward vision, considers all viewpoints, focuses on strategic leadership more than administrative detail, and operates with a clear distinction between Board and Management roles.

### **2.3. The Skate Canada Vision, Mission, and Values**

The Board should carry out its duties with the vision, mission, and values of Skate Canada at the forefront. The vision, mission, and values for the Skate Canada Board are as follows.

#### *2.3.1. Vision*

Inspiring all Canadians to embrace the joy of skating.

#### *2.3.2. Mission*

Skate Canada will be a leader in the delivery of skating programs and have a continuing legacy of champions.

### 2.3.3. Values

**Being Active for Life** - Skating instills a love of physical activity that contributes to the health and happiness of all who participate.

**Building Life Skills** - Goal-setting, discipline, perseverance, and lessons about competing with integrity, winning fairly and losing gracefully are skills that are valuable in all aspects of life.

**Engaging Community** - Pursuing learning and attaining goals in the company of others creates a sense of community and a willingness to give back to one's larger community.

**Fostering Creativity** - The collaborating process between coach and athlete, instructor and skater, ice and movement is integral to self-expression.

**Pursuing Excellence** - Excellence is being the best skater, competitor, coach, official, administrator or leader you can be.

## 2.4. Board Role in Governance

To foster good governance practices that follow the agreed-upon governance principles, the Board focuses on results and outcomes (defined by the vision, mission, and values statements), rather than management and operations, and provides strategic oversight of the Organization. As the Board is ultimately responsible to the Skate Canada membership, all governance practices established by the Board are done so as to ensure that the Board, and the Organization as a whole, act in the best interests of the Skate Canada membership.

In order to serve as an effective governance body with oversight of the Organization and its members, the Board plays three distinct roles:

1. **Direction Setting.** Shaping the direction for the Organization and leading and inspiring the Organization in its pursuit of that direction.
2. **Strategic Planning.** Ensuring the Organization's leadership, resources, and finances are commensurate with the Strategic Plan.
3. **Strategic Monitoring and Evaluation.** Monitoring performance against the set direction and ensuring prompt corrective action when needed.

In fulfillment of these roles, the Board commits to the following:

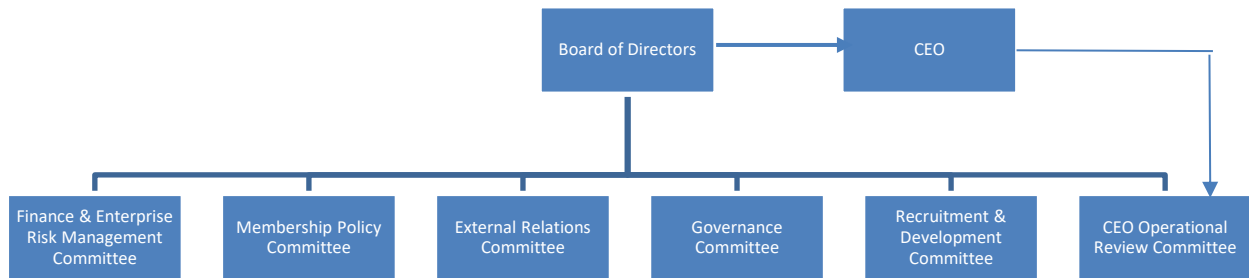
- Establishing a clear framework to provide strategic direction to the Organization.
- Delegating responsibility to the CEO to carry out organizational direction and the Strategic Plan.
- Monitoring the CEO's performance in relation to the Board's direction.
- Creating and revising (as necessary) a terms of reference for each Standing Committee that establishes the clear roles and accountabilities of each Standing Committee.

The Board is accountable to the Organization's membership and employees for competent, equitable, conscientious, and effective fulfillment of these roles. The Board will not knowingly allow any Director, individual or Standing Committee member to usurp these roles or hinder this commitment.

## 2.5. The Skate Canada Governance Structure

### 2.5.1. Skate Canada Governance Structure

The Skate Canada governance structure is illustrated below.



The Board has established a terms of reference for each Standing Committee, defining its respective duties, responsibilities, and authorities.

Within this structure, the Board serves as the Strategic Planning Committee as it is responsible for the strategic oversight of the work of each of the Standing Committees and, taking into account all information and work completed within each Standing Committee and by the CEO, develops the Strategic Plan.

In addition to the Standing Committees that support the Board, the CEO uses operational committees to enhance the skills and competencies within the Organization and leverage volunteers in achieving the operational goals and responsibilities of Skate Canada. The Board provides direction to the CEO and delegates to the CEO the responsibility to direct operational matters in an effort to achieve the set goals for the Organization. The Board acknowledges that volunteers are a vital part of the success of the Organization and, as such, the Board encourages using volunteers in Operating committees and Standing Committees as required.

### 2.5.2. Common Committee Rules

In alignment with the Board's governance philosophy, Standing Committees are established to assist and enhance the Board's ability to carry out its responsibilities. The Board maintains responsibility for all decisions and activities of all Standing Committees. No Standing Committee is intended to usurp the Board's authority; rather, Standing Committees exist to enhance the Board's efficiency and effectiveness in fulfilling its roles and responsibilities.

As such, Standing Committees must adhere to the following set of rules:

1. Standing Committees may not speak or act for the Board, except when formally given such authority for specific and time-limited purposes. Such authority will be carefully stated in order not to conflict with authority given to the CEO or to the President.
2. Standing Committees are established to assist the Board by identifying the need for new policies, suggesting revisions to existing policies, and providing considerations to the Board in its deliberations of same.
3. No Standing Committee has the power to alter a policy of the Organization or the duties or practices of Management or staff of the Organization.
4. Standing Committees cannot exercise authority over Skate Canada staff. Where staff-related questions or issues arise, Standing Committees are responsible for informing the Board (on strategic matters) or Management (on operational matters), who will deliberate and decide on the appropriate action for addressing the question/issue.
5. Working on behalf of the Board, each member of a Standing Committee must be in good standing with the Organization and meet the definition of independence (as outlined in section 3.5 below). Standing Committee members are responsible to report changes in their status to the Board.

The chair of each Standing Committee is responsible for leading their respective Standing Committee, ensuring all activities are conducted, and providing updates to Management and the Board, as applicable, pursuant to the particular Standing Committee's terms of reference.

## **2.6. Commitment to Developing and Training Directors**

In order to fulfill the Board's role as an engaged policy board and ensure the Directors, individually and collectively, are fulfilling their responsibilities, the Board is committed to developing, educating, and training its members. In addition, the Board is committed to ensuring members of the Sections Coordinating Committee are educated on governance.

Directors will be identified who can jointly fulfill a set of skills and expertise required to guide and assist Skate Canada in pursuing and achieving its strategic direction and outcomes. To complement this, the Board is committed to enhancing the capacity of its Directors by:

- Providing orientation to new Directors.
- Identifying areas where additional training and education may be required to help Directors fulfill their roles in strategic monitoring and oversight.

## **2.7. Board of Directors Review**

Each year, the Board will conduct a review of the Board and the Directors (the **Board Review**). The purpose of the Board Review will be to ensure the long-term effectiveness and efficiency of the Board through its: 1) composition; 2) functioning; 3) policies and processes; and 4) establishment and functioning of the Standing Committees, and such other committee or working group as constituted by the Board.



## 3. Authority and Responsibilities

### 3.1. Board Role and Authority

Powers granted to the Board are outlined in the Skate Canada Bylaws.

### 3.2. Individual Director Roles and Responsibilities

#### 3.2.1. Director Roles

Directors, as members of an engaged policy Board:

- Understand the Organization's vision, mission, strategic direction, outcomes, and programs.
- Monitor the CEO's performance in relation to the Board's direction.
- Ensure all activities completed within and on behalf of the Organization are in accordance with the law, regulations and the constitutional documents and policies of the Organization.
- Maintain a high level of personal integrity and ethical conduct.
- Keep confidential those matters of a private nature that come before the Board.

#### 3.2.2. Director Responsibilities

In order to fulfill their roles as members of the Board, Directors have the following key duties:

- Regularly attend Board meetings.
- Prepare for Board meetings by reading and understanding the agenda package before the meeting.
- Read and understand the minutes of Board meetings and the minutes of any Standing Committee.
- Be aware of the background and content of the Board's policies.
- Build a collegial and inclusive working relationship that contributes to constructive discussions and decisions of the Board.
- Actively participate in Board meetings, ensuring all points of view and stakeholder perspectives are shared to ensure effective decision making.
- Understand the Organization's strategic direction, outcomes, and programs, and how they are decided and implemented.
- Regularly assess the ever-changing strategic environment within which the Organization operates in order to effectively contribute to the development of the Strategic Plan and monitoring of outcomes.
- Participate as a member or chair of Standing Committees (Finance and Enterprise Risk Management, Membership Policy, External Relations, Governance, CEO Operational Review, and Recruitment and Development).
- Approve, where appropriate, policy and other recommendations received from the Board, the Standing Committees and/or senior staff.
- Participate in reviewing quarterly and annual financial results for the Organization and ensuring, through the oversight of the Finance and Enterprise Risk Management Committee, the reports are accurate and in accordance with accepted accounting principles.
- Inquire of the Board's direction when clarity does not exist, or interpretation is required.
- Encourage diverse dialogue and approach the pursuit of the Board's vision and expected outcomes as a partnership between the Board and the CEO.
- Avoid the substance or appearance of conflict of interest that could adversely influence objectivity in conducting the business of the Board.

- Speak with one voice when communicating the decisions of the Board; that is, the discussions, perspectives, and votes of individual Directors must remain confidential.
- Be certain that policies are equitable, clearly identified and understood, and that the Board acts on its policies as a whole rather than action by a small group of individuals.
- Annually, through the CEO Operational Review Committee, evaluate the performance of the CEO and approve compensation in accordance with the CEO's performance.
- Understand the difference between Management and Board functions, Management and Board roles, and policy creation and implementation.
- Insist that all Standing Committee business that affects the Board be forwarded in writing ahead of the Board meeting.
- Recognize that staff have other responsibilities besides their work with the Board. Directors should not ask for information from staff that requires extensive research without first consulting with the CEO and giving consideration to the time and work relative to the usefulness of the results.

### **3.3. President Roles**

Within the framework of the functions performed by the Board, the President, who is a member of the Board, also has specific roles to play. The President is the chair of the Board and serves as the only official spokesperson of the Board to outside parties and is the only member of the Board authorized to speak for the Board, other than in specifically authorized instances.

The President also coordinates the activities of the Board. In particular, the President ensures that the Board is continually operating as an engaged policy board through its agendas, discussions, and decisions.

In particular, the Board provides the President with the following authority:

- Lead and facilitate the Board's governance model and processes, ensuring all Board activities are consistent with and reinforce the Board's philosophy and approach to governance.
- Plan and organize all activities of the Board, including:
  - Call and arrange meetings of the Board.
  - Set the agenda for meetings of the Board in consultation with the chairs of each Standing Committee and CEO.
  - Chair Board meetings with all the commonly accepted responsibilities and duties of that position (e.g. ruling, recognizing).
  - Ensure that Directors receive precise, clear, and complete information in good time.
  - Monitor Director attendance and performance at meetings.
  - Ensure that sufficient time is arranged to discuss and reflect on all issues.
  - Ensure that every voice on the Board is equally encouraged and heard.
  - Ensure that Board functions are completely and equally delegated to Standing Committees.
  - Maintain contact with the chair of each Standing Committee, helping them to stay on track and monitoring whether they need any additional support.
- Facilitate a positive Board culture among Directors as well as between the Board and CEO.
- Provide leadership and mentoring to Directors and the CEO.
- Represent the Board to outside parties either in simply announcing Board stated positions or in stating Board President decisions and interpretations within the area delegated to them.
- Work closely with the CEO by:
  - Serve as the chair of the CEO Operational Review Committee.

- Maintain a positive relationship with the CEO and ensuring, through the CEO Operational Review Committee, the CEO has the information required to understand and implement the Board's direction.
- Maintain open communications with the CEO regarding pertinent issues that could impact the development or achievement of the Organization's strategic direction.
- Participate in the development of the Organization's vision, strategic agenda, and business plan to facilitate communication and understanding between Management and the Board.
- Ensure, together with the Governance Committee, that the performance of the Board and Standing Committees are assessed on a regular basis.
- Perform other responsibilities assigned by the Board.

### **3.4. Code of Conduct and Ethics**

The Board is charged with acting in alignment with the Organization's values at all times when representing and acting on behalf of the Organization. As such, Directors must adhere to the following:

- Maintain a level of behaviour that is above the level of behaviour expected of the Organization's members and staff.
- Adhere to the law within all activities.
- Be reliable in commitments made to and on behalf of the Board.
- Refrain from misusing their Board position and the information, benefits and stature that is inherent in the position.
- Keep confidential matters private that are discussed or become known as a result of holding a position on the Board.
- Act honestly and equitably in fulfilling the duties of the Board.
- Support and foster an equitable, diverse, and inclusive environment that respects the various perspectives and opinions of the Board.

The Board delegates its authority to the CEO in ensuring all organization members, volunteers and staff adhere to the Skate Canada Code of Conduct and subsequently provide a safe, equitable, diverse, and inclusive environment for all. This is to be achieved through implementation of appropriate policies and monitoring activities by the CEO and their staff.

### **3.5. Independence**

In order to fulfill the role of an engaged policy Board, Directors must operate independently. Working together while operating as an independent body of the organization, the Board is able to govern as an engaged policy board on behalf of Skate Canada. Therefore, the Board has adopted the following definition of independence for its Directors:

An independent Director must meet the following criteria:

- is not an employee of the Organization;
- is not affiliated with an employee of the Organization; and
- is not affiliated with the Organization or any of its partners.

Not affiliated means not being closely related or not having the livelihood or perceived livelihood dependent upon an employee of the Organization or any of its partners.

## **3.6. Board Relationship with Members**

### *3.6.1. Member Communications*

The Board is committed to maintaining good communications with its Registrants and Members, as each of those terms are defined in the Bylaws (together, the **Stakeholders**). Communicating with and obtaining Stakeholders' views on key aspects of the Organization are paramount to Skate Canada's success. The Board's linkages with Stakeholders comes primarily through the CEO and the Membership Policy Committee.

The Board expects Directors to have open, equitable and inclusive dialogue with Stakeholders and encourages their participation at general meetings through the Organization's staff and Management.

### *3.6.2. Member Complaints*

Charged with oversight of a membership-based organization, Directors may often hear complaints from Stakeholders. Complaints are a form of Stakeholder feedback. As such, Directors should always remind a complainant to utilize the Organization's National Safe Sport Program.

## **4. Selection of Members of Standing Committees**

The President shall be responsible for appointing a chair to each Standing Committee.

The President, in consultation with the chair of the relevant Standing Committee, recruits members for the relevant Standing Committee who collectively have the skills and competencies required to fulfill the responsibilities of the Standing Committee and are in good standing with Skate Canada.

In this process, the chair of each Standing Committee has the opportunity to appoint up to three (3) non-Board members to the relevant Standing Committee where there are identified gaps in skills/competencies among Board members. Potential candidates for each Standing Committee will be identified with reference to a Standing Committee competency matrix.

Due to the confidential nature of the work of the CEO Operational Review Committee, members of this Standing Committee will consist solely of Directors.

## **5. Board – Chief Executive Officer Relationship**

### **5.1. Delegation of Authority to the Chief Executive Officer**

The Board sets the Strategic Plan for the Organization. As the CEO is the sole employee of the Board, the CEO is accountable for implementation of the Strategic Plan. The Board is committed to supporting the CEO in their interpretation of the set direction and achieving the desired strategic outcomes.

As such, the Board has established the following guidelines in delegating authority to the CEO:

1. All Board authority delegated to staff is delegated through the CEO, as such, all authority and accountability of staff is considered to be the authority and accountability of the CEO.

2. Board policies direct the CEO in achieving specified results. The CEO is authorized to establish all further policies, make all decisions, develop and implement all activities so long as they are consistent with any reasonable interpretation of the Board’s policies. The Board will also establish monitoring and accountability policies and processes to regularly ensure the CEO is operating within these set boundaries when carrying out Board direction.
3. Only the Board has authority over the CEO. The CEO reports to the Board through the President or to the Board directly. No Director or member of any Standing Committee has authority over the CEO.
4. The Board is responsible for succession planning and may receive assistance from the CEO within the context of the succession plan.
5. Information provided to the Board or CEO should be presented in a timely manner and in a form that is not unnecessarily complex or lengthy, clearly indicating if the information is for monitoring, decision-making or for information.
6. Working in collaboration, the Board and CEO will discuss any situations where either party perceives non-compliance with the principles outlined in the Governance Charter or Skate Canada Policies, particularly if non-compliance could be detrimental to the working relationship between the Board and CEO.
7. The CEO will not deal with the Board in a way that favours or privileges certain Board members over others, except when fulfilling individual requests for information or responding to officers or Committees duly charged by the Board. In addition, the CEO will consistently provide the Board with reasonable administrative support for Board activities.

## **5.2. Chief Executive Officer Role**

As the Board’s single official link to the operating organization, the CEO is accountable for all organizational performance and exercises all authority transmitted into the Organization by the Board.

CEO performance will be considered to be synonymous with performance of the Organization as a whole. Performance will be monitored by the CEO Operational Review Committee on a regular basis on behalf of the Board.

## **5.3. Delineation of Responsibility**

The Board and the CEO are both responsible for establishing and maintaining a strong Board – CEO partnership. Respect, communication and honouring the delineation of accountabilities and responsibilities are the basis for the trust that is essential to be an effective governing/leadership team.

While the Board is generally accountable for establishing strategic policies, implementation is delegated to the CEO. It is expected that the Board and the CEO carry out their individual roles within a spirit of collaboration and partnership.

The following table highlights the delineation of accountabilities and responsibilities of the Board and the CEO in relation to the Board’s role in governance.

<b>Task</b>	<b>Board Role</b>	<b>Chief Executive Officer Role</b>
<b>Direction Setting</b>	<ul style="list-style-type: none"> <li>• Establish strategic direction and outcomes in consultation with the CEO.</li> <li>• Ensure that stakeholder interests are represented in the mission, vision and strategic direction.</li> <li>• Be knowledgeable about future member and stakeholder needs, interests and expectations.</li> <li>• Ensure that the strategic direction meets current and future member and stakeholder needs.</li> <li>• Establish and follow policies that define Board, CEO, staff, and member roles in policy development and decision making.</li> </ul>	<ul style="list-style-type: none"> <li>• Provide input into the strategic direction and outcomes set by the Board.</li> <li>• Anticipate and articulate future trends and needs of the organization and its members and stakeholders.</li> <li>• Inform the Board about emerging issues that relate to strategic planning.</li> <li>• Ensure that the organization's operations and budgets are aligned with the strategic direction and outcomes.</li> <li>• Ensure all organization activities and decisions support and align with the Board's direction.</li> <li>• Regularly report to the Board on the progress toward accomplishing the strategic direction and outcomes.</li> </ul>
<b>Strategic Planning</b>	<ul style="list-style-type: none"> <li>• Build a strategic plan that sets the broad directions towards accomplishing its mission.</li> <li>• Ensure the CEO has the necessary financial resources to achieve the objectives set.</li> <li>• Direct the CEO as a Board, not as individual Directors.</li> <li>• Keep the CEO informed of major issues and questions.</li> <li>• Approve plans set forth by the CEO.</li> <li>• Provide ultimate review and approval on major decisions.</li> </ul>	<ul style="list-style-type: none"> <li>• Develop proposals to the Board for critical directional decisions and major resource allocation.</li> <li>• Ensure plans proposed to the Board are representative of member views and expectations.</li> <li>• Keep all Board members informed of issues, major events and matters of organization risk.</li> </ul>
<b>Strategic Monitoring and Evaluation</b>	<ul style="list-style-type: none"> <li>• Clearly identify accountability measures by which the Board, CEO and organization will be measured against.</li> <li>• Review the process and progress of implementation of key initiatives vis a vis established milestones and objectives.</li> </ul>	<ul style="list-style-type: none"> <li>• Ensure resources and leadership for execution are in place.</li> <li>• Guide and monitor progress of execution.</li> <li>• Keep all Board members informed of major events and issues that arise.</li> <li>• Provide the Board with necessary recommendations for adjusting</li> </ul>

- Refer member complaints and comments to CEO; listen impartially.
  - Require regular periodic reports to monitor the status of fiscal and risk management metrics, as set by the Board.
- the strategic direction in light of changes in the strategic environment.
- Regularly report the fiscal condition and achievement of risk management initiatives of the organization.
  - Maintain an understanding of the impact of strategic policies and decisions on membership and stakeholders to inform future development and decisions.

## **6. Functioning of the Board**

### **6.1. Frequency**

Meetings of the Board are called by the President and are held at least quarterly, with additional meetings called by the President as required. In addition, at least every four (4) years the Board holds a planning session with respect to the Strategic Plan. Additional meetings are called by the President at the request of at least two Directors or as otherwise permitted by the Bylaws. At the discretion of the President, Board meetings may be cancelled if there are no pressing matters to discuss. Meetings of the Board may be held in person, via teleconference, or video conferencing.

Standing Committees meet according to their approved annual workplan.

### **6.2. Preparation**

The President creates the agenda for Board meetings following consultation with the chairs of each Standing Committee and the CEO. The President ensures Directors are provided with sufficient notice prior to each meeting, which should be no less than seven (7) days.

The President ensures all Directors have the information required with adequate time to complete proper preparation for each meeting.

### **6.3. Procedure and Quorum**

Meetings of the Board are presided over by the President. The President ensures the Board behaves consistently with its own rules and those legitimately imposed upon it by the applicable legislation and regulations. Deliberating will be timely, fair, orderly, inclusive and thorough, but also be efficient, limited to time and kept to the point.

The Board cannot validly conduct business unless the majority of its members are present or represented.

#### **6.4. Confidentiality**

Directors are not permitted to utilize the information obtained through their position on the Board for external purposes. All Directors have an obligation to keep all confidential information, deliberations, and discussions, obtained through and subsequent to their tenure on the Board with care.

#### **6.5. In Camera Sessions**

As part of normal procedure, the Board and the Standing Committees will use *in camera* sessions to confidentially discuss certain matters. *In camera* sessions may be used as regular course of business within Board/Standing Committee meetings and may also be called impromptu should confidential items need to be discussed solely among Board/Standing Committee members (as applicable). Board/Standing Committee members are responsible to keep these matters confidential and follow the Board's In Camera Policy in utilizing these sessions.

#### **6.6. Minutes**

Minutes reflecting the Board agenda, information provided, options for consideration, voting and decisions of the Board will be prepared in a timely manner, by the Recording Secretary/Executive Coordinator to the Board. The intended content and purpose of the minutes of meetings of the Board is to provide a high-level summary of the discussions, outline decisions made, and report on action items resulting from said discussions and decisions. The goal of the minutes is to ensure documentation of key points, discussions and Board decisions.

These minutes will be provided to all Board members for review as soon as practical in advance of the next following Board meeting. Should a Director refuse to approve the minutes, a mention of the refusal or abstention will be made in the next Board meeting minutes.

### **7. Governance Charter Review**

This Governance Charter will be reviewed at least every four years, by the Governance Committee in the light of experience, evolving circumstances and environment, and member feedback.



## **Version Control**

Revisions to policies follow a whole number version standard. Each time a document is published (signed off and approved), the whole number increments by one number.