



Governance Charter

Skate Canada Board of Directors

Owner(s) Division / Department	Governance Committee/Board of Directors
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Applicable Laws, Regulations, or Other Identified Risks	

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1. Purpose

This Governance Charter establishes a governance structure for and defines key mandates 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.

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, oversees strategy and risk management, 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.

With the exception of the Skate Canada General Bylaw, where a discrepancy occurs between this Governance Charter and the term of any other document supporting the Board's operation, the terms of this Governance Charter prevail.

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:

- Oversee Management in achieving Skate Canada's vision and strategic direction set by the Board.
- Understand the needs of the Skate Canada membership and stakeholders.
- Provide strategic guidance and oversight and approve and/or modify the strategic direction of the Organization.
- Inform and hold Management accountable to deliver the approved strategy.
- Ensure specific documents (e.g. policies, procedures, and training/educational modules) are established to guide behaviours and activities.
- Create accountability mechanisms that measure progress toward the set vision and strategic direction of the Organization.

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

- The Board and CEO operate in a collaborative and inclusive environment towards achieving the vision and strategic outcomes of the Organization.
- The Board informs and approves 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.
- The Standing Committees may liaise with the CEO who serves as the primary link between the Board and Management.
- Outcomes and accountabilities to achieve its strategic direction are clearly defined by Management and approved by the Board and will serve as the priorities for the Organization to pursue.
- 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.

In summary, the Board approaches its governance responsibilities with a philosophy that emphasizes outward vision, considers viewpoints, focuses on strategic leadership more than administrative detail, and functions 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 everyone to experience the joy of skating.

2.3.2. Mission

Skate Canada will be a leader in the delivery of quality skating programs and continuously develop champions.

2.3.3. Values

Safety – Cultivating a safe, welcoming inclusive and respectful environment for everyone, striving to ensure equity and encourage diversity.

Excellence - Striving for excellence in everything we do from a personal, club, or organizational perspective, demonstrating development in the pursuit and achievement of goals with a focus on ‘fun’.

Integrity - Behaving ethically, doing what we say and doing what is good for everyone, ensuring fairness and impartiality.

Innovation – Looking for and embracing new and better ways of doing all aspects of our business by being agile, dynamic, and flexible in response to changing circumstances; creating leading programs, and driving the sport forward domestically and internationally (on and off the ice).

Collaboration - Engaging our community to establish synergistic partnerships and working together (listening and learning) to create the best possible skating experience for everyone.

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 hindsight, oversight and foresight for 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. Informing **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 strategic framework that outlines the vision, goals, values and priorities of the Organization, while delegating the implementation and management of this framework to the CEO.
- Select, hire and, where it determines it is necessary or desirable to do so, terminate the CEO. In selecting the CEO, the Board must be satisfied that the candidate has the skills, experiences and qualifications that the Board considers to be appropriate to best serve the interests of the Organization.

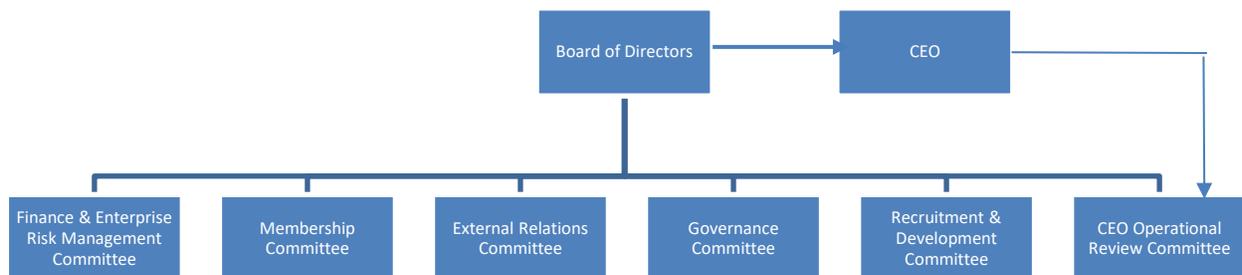
- Monitoring the CEO's and organization performance in relation to the approved strategic direction and operational plans and metrics.
- Overseeing the Organization's risk management framework, including ensuring ongoing risk identification, regular assessment, and an annual evaluation of the effectiveness of risk management and internal control systems.
- 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 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 (which shall be a four-year plan that aligns with the winter Olympic quadrennial cycle).

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 and refreshing the orientation for all Directors after each election. The orientation should be prioritized to occur at the first meeting of the Board following the AGM.

- 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 President oversees a Board self-assessment (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. The timing of the self-assessment should coincide with the AGM. Retiring Directors would be offered an exit interview to gain additional feedback. Newly elected Directors should be interviewed to obtain initial observations that could assist 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.
- 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. The attendance record of each Director will be included in the materials distributed to the Organization’s members in connection with each election of Directors.
- 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 good governance and 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 direction and ultimate approval of the Strategic Plan and monitoring of agreed to outcomes.
- Participate as a member or chair of Standing Committees (Finance and Enterprise Risk Management, Membership, 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 manage 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.
- Annually, through the CEO Operational Review Committee and overseen by the President, 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.
- Require that all Standing Committee and management 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 liaise with management other than the CEO, or in respect of the President and members of the Finance & Enterprise Risk Management Committee, the senior staff responsible for the management of the financial affairs of the organization, without the joint approval of the Board and CEO.

Directors shall not assume any operational responsibilities without the joint approval of the Board and the CEO.

The Directors shall determine what matters (if any) other than the election of Directors, the appointment of auditors and those matters to which members are entitled to vote under the *Canada Not-for-profit Corporations Act* (including those set out in Section 13 of the Organization's by-laws), should be submitted to the Organization's members for approval at a meeting.

The Directors shall ensure receipt and review of the quarterly certification of the CEO and senior staff responsible for the management of the financial affairs of the organization

The Board by resolution may authorize the retention of professional advisors at the expense of the Organization.

3.3. President Roles and Election

Within the framework of the functions performed by the Board, the President 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.
- Represent Skate Canada domestically and internationally through established relationships and networks, strategic alliances from grassroots to international levels, and at figure skating technical meetings and discussions.
- Work closely with the CEO by:
 - Serving as the chair of the CEO Operational Review Committee.
 - Maintaining 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.
 - Maintaining open communications with the CEO regarding pertinent issues that could impact the development or achievement of the Organization's strategic direction.
 - Participating 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 an annual basis.
- Oversee, through the CEO Operational Review Committee, the performance evaluation of the CEO
- Perform other responsibilities assigned by the Board.

The President shall be a Director who is Independent (as such term is defined in section 3.5 below). The President shall be elected (or re-elected, as applicable) by the Board, for a term of up to two years (so long as the Director's term permits a two-year term), by a resolution passed by a majority of the votes cast by the Directors on that resolution, with the election to take place at the first meeting of the Board following (a) the election of Directors by the members of the Organization (commencing with the 2025 annual meeting); and (b) any resignation or removal from or vacation from office by the President.

At the first meeting of the Board (following the Annual General Meeting), a Director is selected to oversee the election of the President (the "Presiding Director"). The Presiding Director will be the Chair, Recruitment and Development Committee (RDC), or, if the RDC Chair is a candidate for President, a Director who is not a candidate for President with the longest tenure (if there is more than one Director with the same longest tenure, the Presiding Director shall be selected by a random draw, the mechanics of which are determined by the Directors present who are not a candidate for President). The Presiding Director reports on the RDC's recommendation for President, and asks the Directors to indicate if they are willing to be considered for President. Candidates having a minimum of two years experience on the Board, or with demonstrated experience enabling the candidate to perform the role of the President as set out in Section 3.3 hereof, are preferred. If only one candidate is interested, the candidate is acclaimed.

If more than two Independent Directors indicate their intention to run, and no candidate receives a majority of the votes on the first ballot, the candidate with the fewest votes will be eliminated, and voting will continue until one candidate receives a majority of the votes cast on that resolution. In the event of a tie vote between the final two candidates, the directors will vote again to determine if on the revote one candidate will receive a majority of the votes cast on that resolution. In the event no majority of votes is received, the Presiding Director will break the tie.

3.4. Code of Conduct and Code of 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 and in keeping with the Organization's Code of Conduct.
- Support and foster an equitable, diverse, and inclusive environment that respects the various perspectives and opinions of the Board.
- Annually attest to ongoing compliance with the Organization's Code of Ethics.

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 of the Board

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 definition of Independent Director as defined in the Bylaws.

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 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 appropriate dispute resolution program.

4. Selection of Members of Standing Committees

The President, in consultation with members of the board as needed, shall be responsible for appointing a chair to each Standing Committee.

The President recommends to the Board, the chair of each Standing Committee for approval. Following approval, 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 may appoint up to three (3) non-Board members to the relevant Standing Committee where there are identified gaps in skills or competencies among Board members, or when it is desirable to have members who are independent from the Board. 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 approves the Strategic Plan for the Organization. As the CEO is the sole employee of the Board, the CEO is accountable for the delivery of the Strategic Plan. The Board is committed to supporting the CEO in informing 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 the approach to achieving specified results. The CEO is authorized to establish all further operational procedures, guidelines, etc., 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 overseeing succession planning and should receive assistance from the CEO, unless circumstances dictate otherwise.
5. Information provided to the Board or CEO should be presented in a timely and succinct manner 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 organization, the CEO is accountable for 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.

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

- initiatives vis a vis established milestones and objectives.
- 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.
- Provide the Board with necessary recommendations for adjusting 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. Composition and Functioning of the Board

6.1 Composition of the Board

The composition of the Board shall endeavour to ensure that at least 40% of the Directors shall be Independent Directors, not more than 60% of the Directors shall be of the same gender, no member of the Organization’s management or executive shall be a Director and there shall be at least one athlete on the Board. The Organization strives for diversity at the Board and will develop a policy for such diversity and report annually on its efforts respecting diversity. The Board’s ability to appoint Directors set out in the Organizations Bylaws is one tool available to the Board to add to the Board a person to ensure independence and diversity and to add skills or competencies in the Board’s opinion not then sufficiently possessed by the Directors.

6.2. 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.

6.3. 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.

6.4. 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.

6.5. 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.

6.6. 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. The times should be noted in the minutes when in camera sessions are entered and exited.

6.7. 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.