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# Governance Charter

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Skate Canada: Alberta -  
NWT/Nunavut Board of Directors

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**Version: 1.7**

**Prepared by:** Ad Hoc Governance Committee

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## **1. Purpose**

This Governance Charter establishes a governance structure and defines key organizational elements of the Skate Canada: Alberta-NWT/Nunavut Section (the Section, throughout the rest of the document) Board of Directors (the Board, throughout the rest of the document). This Charter describes how the Section will be governed in order to ensure integrity, accountability, relevance, effectiveness, and sustainability. The adopted governance principles reflect the core values and vision for the Section.

This Charter is a living document and may evolve over time to reflect changes in the Section and its strategic environment. As such, this Charter should be read in the context of the Board's Strategic Intent, Objectives and the Section Bylaws.

## **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” (Defining governance, n.d., para. 3). A fundamental role of a board is to define governance for the Section and establish policies and practices according to the governance philosophy and structure established.

There is a range of models a board may adopt in articulating its governance philosophy and approach. This Charter articulates a policy governance model that best fits the values of the Section and needs of the membership.

Through this Charter, the Section Board adopts this approach to governance and puts this into action through its governance structure, responsibilities, policies, delegation of authority to the Executive Director (ED, throughout the rest of the document), and in how it operates in its daily activities.

The correct relationship between the Board and ED is important. It should allow the ED to set out the operational direction of the Section. The role of the Board is to represent the membership, articulate strategic direction, accountability, and monitoring.

### **2.2. The Skate Canada: Alberta-NWT/Nunavut Definition of Governance**

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

## 2.3 Governance Principles of the Board of Directors

In order to serve as an effective governance body, the Board plays three distinct roles:

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

To establish this model of governance, the Board will:

- understand and represent the interests of the Section membership;
- articulate the vision, mission, values and strategic plan to guide the Section;
- establish specific agreements including policies to guide behaviors and activities;
- create accountability mechanisms that measure progress toward the set vision and strategy;
- and, provide oversight of the ED and monitor the progress of activities to achieve the vision and strategic plan.

To fulfill the model of governance of a policy board, the Board will:

- ensure activities of the Section are in the interests of the membership;
- ensure the Section Vision, Mission, Values, and Strategic Plan aligns with that of Skate Canada;
- operate in a collaborative environment, speak externally with one voice and maintain an appropriate level of confidentiality;
- encourage diversity of viewpoints;
- create Board committees to assist with the work of the Board, including committees with strategic responsibilities and committees responsible for organizational oversight;
- utilize Board committees as links to the ED and to members on strategic matters;

- define the outcomes, accountabilities and expectations that will serve as the priorities for the Section;
- provide strategic leadership and authorize the ED to provide the operational and administrative detail;
- delegate authority and responsibility to the ED to carry out the direction of the Board;
- consider the ED as the one employee of the Board;
- support the clear distinction of Board and management roles;
- and, establish formal processes to measure and evaluate performance and ensure timely corrective action when required.

## **2.4 The Skate Canada: Alberta-NWT/Nunavut Vision, Mission, and Values**

The Section has adopted the vision, mission, and values of Skate Canada.

### *2.4.1. Skate Canada Vision Statement*

Inspiring all Canadians to embrace the joy of skating.

### *2.4.2. Skate Canada Mission Statement*

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

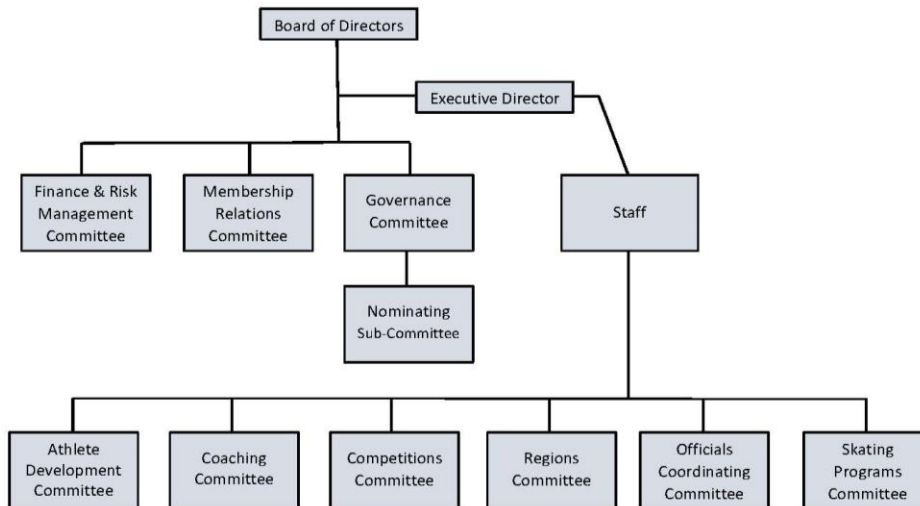
### *2.4.3. Skate Canada Values*

In pursuit of the shared vision of the future, all Skate Canada staff and volunteers will act according to the following values:

- **Healthy Lifestyle:** Skating instills a love of physical activity that contributes to the health and happiness of all who participate.
- **Life Skills:** Goal-setting, discipline, perseverance, and lessons about competing with integrity, winning fairly, and losing gracefully are skills that are valuable aspects of life.
- **Building Community:** Pursuing learning and reaching goals in the company of others creates a sense of community and a willingness to give back to one's larger community.
- **Creativity/Innovation:** The collaborating process between coach and athlete, instructor and skater, ice and movement is integral to innovative physical and aesthetic self-expression.
- **Excellence:** Excellence is being the best skater, competitor, coach, official, administrator, or leader you can be.

## 2.5. The Skate Canada: Alberta-NWT/Nunavut Governance Structure

### 2.5.1. Organizational Structure



### 2.5.2 Standing Committees:

**Finance and Risk Management:** This committee is responsible for the financial and risk monitoring of the Section.

**Governance:** This committee is responsible for board development, monitoring work plans, board evaluation, responsible for board policies and the ED Performance Review. The Nominating Committee will be a sub-committee of the Governance Committee and will be responsible for developing and managing the competency matrix, managing the nominating process and election process.

**Membership Relations:** This committee is responsible for monitoring membership numbers, looking at strategic opportunities for developing membership and awards. It will ensure that strategic issues and opportunities are being brought forward and discussed by the Board. It is responsible to ensure that the membership receives value from the Section. It would analyze the future of the membership of the Section.

**Standing Committee Membership composition:** They will consist of some Board Directors (Directors throughout the rest of the document) with the option of adding up to 2 non-Board members. Directors may be rotated on the committees from year to year.

**Sub-Committees and Working Groups** will be considered, where required to do the work of the Board, such as the Nominating Sub-Committee under the Governance Committee.

The Governance Committee will lead the evaluation and performance of the ED; however, the full Board will be responsible for the complete evaluation and performance of the ED. The ED reports to the Board with the primary liaison being the Chair of the Board. An ED Review Working Group or Sub-Committee consisting of the Board Chair and 1 or 2 other Board Directors will hold regular meetings with the ED to ensure a third party review of the ED performance.

The Board must approve the Terms of Reference for each standing board committee. The committee Terms of Reference must define respective duties, responsibilities, and authorities.

**The Board serves as the Strategic Planning Committee** and is responsible for strategic oversight of the work of each of the standing committees. The Board will take into account all information and work completed by each committee and by the ED and develops the strategic direction for the Section.

#### *2.5.3 Authority and Selection of Operating Committees*

These committees reflect the volunteer base of the Section. They deliver programming and do much of the work of the Section under the direction of the ED. Each operational committee will require a clear work plan and will report their progress and accomplishments to the ED who, in turn, will report to the Board.

Given that the Board has determined that it has one employee, the Board provides direction to the ED and delegates its responsibility to direct operational matters in an effort to achieve the strategic direction and outcomes of the Section. The ED uses operational committees to enhance the skills and competencies within the Section and leverage volunteers in achieving the operational goals and responsibilities. In this case, it is up to the ED, based on their assessment of the Section and in consultation with the staff, to establish the operational committees necessary to achieve the strategic direction and outcomes of the Section. In practice, the ED will approve the Terms of Reference of each operational committee, identify a lead for each committee (employee or volunteer), the number and appropriate skill set of volunteers or employees to serve on the operational committees. The operational committees will set annual work plans and report to the ED on the performance of the operational committees against the work plans. The ED will provide a quarterly report to the Board on key operational activities, including the work of operational committees.

#### *2.5.4 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. Use of committees shall never interfere with delegation from the Board to the ED.

The Board maintains responsibility for all decisions and activities of all of its committees. No standing committee may usurp the Board's authority; they will enhance the Board's efficiency and effectiveness.

Board standing committees must adhere to the following set of rules:

1. Standing committees may not speak or act for the Board, except when authorized for specific and time-limited purposes. Authority will be issued so as not to conflict with authority delegated to the ED.
2. Standing committees are established to help the Board. Committees will assist the Board by preparing policy alternatives and implications for Board deliberation.
3. Standing committees cannot exercise authority over staff. Where staff-related questions or issues arise, committees are responsible for informing the Board (on strategic matters) or ED (on operational matters). The Board or ED will deliberate and decide on the appropriate action for addressing the question/issue.
4. No committee has the power to alter the policy of the Section or the duties or practices of the ED or staff of the Section.
5. Working on behalf of the Board, committees, and its members operating in this capacity must be in good standing with the Board and meet the definition of independence (as outlined in section 3.5). Committee members are responsible to report changes in their status on either to the Board.

All Committee Chairpersons are responsible for leading respective Committees, ensuring all activities follow the Board and Committee Meeting Procedures and providing updates to the ED (on operational matters) and the Board (on strategic matters).

## **2.6. Board Relationship with Members**

The Board is committed to maintaining good communications with its members. Communicating with and obtaining the membership's views on key aspects of the Section are paramount to its success. Board linkages with membership are primarily through the ED and the Membership Relations Committee.

## **2.7. Commitment to Developing and Training Board Directors**

In order to fulfill the Board's role as a policy board and ensure that the Directors, individually and collectively, fulfill their responsibilities, the Board will develop and train Directors.

Directors will be identified who can jointly fulfill a set of skills and expertise required to guide and assist the Section in pursuing and achieving its strategic plan and outcomes. The Board is committed to enhancing the capacity of Directors by:

- providing orientation to new Directors,
- identifying areas where additional training may be required to help Directors fulfill their roles,
- and, implement education, training, and organizational development to assist Directors within the governance model.

## **2.8. Board of Directors Review**

The Board will conduct an annual assessment of the Director's fulfillment of the policy governance role and overall contribution to the success of the Section. The purpose of the review will be to ensure long-term effectiveness and efficiency of the Board through its (a) composition, (b) functioning, (c) policies and processes, and (d) establishment and functioning of its Committees.

## **3. Authority and Responsibilities**

### **3.1. Board Role and Authority**

Powers granted to the Board are outlined in the Section Bylaws:

- set and monitor the achievement of the vision, values, and strategic direction of the Section;
- ensure the Section's financial health;
- delegate powers;
- develop policies governing the management of the affairs of the Section;
- develop policies that are in line with Skate Canada policies relating to the discipline of Members and has the authority to hear and determine appeals;
- develop and revise bylaws or rules;
- develop policies that are in line with Skate Canada relating to the management of disputes within the Section and all disputes will be dealt with in accordance with such policies;
- and, perform any other duties from time to time that may be in the best interests of the Section.

### **3.2. Individual Board Director Roles and Responsibilities**

#### *3.2.1. Director Roles*

A Director's role, as a member of a policy board, includes the following actions:



- oversee the management of the Section,
- ensure all activities completed within and on behalf of the Section are done in accordance with the law and Governing bodies/agencies,
- encourage and act with ethical behavior,
- and, keep confidential those matters of a private nature that come before the Board.

### *3.2.2. Director Responsibilities*

Directors are responsible to:

- prepare for, attend and actively participate in scheduled Board meetings;
- be prepared 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 their standing committee assignments;
- actively participate in Board meetings, ensuring all points of view and stakeholder perspectives are shared to ensure effective decision making;
- build a collegial working relationship that contributes to constructive discussions of the Board;
- be aware of the background and content of the Board's policies;
- approve policy and other recommendations received from the Board, its standing committees and/or the ED;
- ensure policies are clearly identified and understood, and that the Board acts on them as a whole rather than action by a small group of individuals;
- be aware of the contents of the website, social media and all Section publications;
- participate in the development of the Section's strategic direction, objectives and understand the impact on programs;
- ensure that standing committee business that affects the Board be provided in writing prior to the Board meeting;
- know the Section's budgets, budget process, and financial status;
- serve on committees or working groups and participate in the accomplishment of their objectives;
- support in a positive manner all discussions of the Board, creating a unified voice;
- participate in Board self-evaluation programs, development workshops, seminars, and other educational events, which enhance Directors' skills;

- request clarity when interpretation is required of the Board’s direction; the Board encourages open dialogue and approaches the pursuit of the Board’s vision and expected outcomes as a partnership between the Board and the ED;
- avoid or declare any conflict of interest that could adversely influence objectivity in conducting the business of the Board;
- understand the difference between ED and Board functions and roles, policy, and implementation;
- and, recognize that staff has other responsibilities besides work with the Board. All requests for information and/or research shall be made through the ED and the ED will assess the relevance of the request to the priorities of the Section and whether resources are available.

Further details are provided in the Board Director Role Description.

### **3.3. Chair of the Board Role**

The Board Chair serves as the only official spokesperson of the Board to outside parties and is the only Director authorized to speak for the Board, other than in specifically authorized instances.

The Board Chair coordinates the activities of the Board. In particular, the Board Chair ensures that the Board is continually operating at a policy governance level through agendas, discussions, and decisions.

The Chair of the Board’s responsibilities include the following actions:

- Plan and organize all activities of the Board including planning and chairing meetings to ensure the work of the Board is completed.
  - Call and schedule meetings of the Board.
  - Set the agenda in consultation with the chairs of each committee and the ED.
  - Strive to separate consent items from generative items therefore creating time for generative discussions with the Board.
  - Chair Board meetings with all the commonly accepted power of that position including ruling and recognizing.
  - Ensure that Directors receive precise, clear and complete information in a timely fashion.
  - Monitor Directors attendance and performance at meetings.
  - Ensure that sufficient time is arranged to discuss and reflect on all issues.

- Ensure that Board functions are completely and equally delegated to Board Committees.
- Maintain contact with Board Standing Committee Chairs, help them to stay on track, and monitor whether they need any additional support.
- Facilitate a positive Board culture.
- Provide leadership to and mentor Directors and the ED.
- Ensure compliance with Skate Canada Policies.
- Appoint committee chairs to standing committees.
- Represent the Board to outside parties including Board stated positions and Chair decisions and interpretations.
- Work closely with the ED including the following actions:
  - Maintain a positive relationship with the ED and ensure the ED has the information required to understand and implement Board direction.
  - Maintain open communications with the ED.
  - Participate in the development of the Section's vision, strategic agenda, and business plan to facilitate communication and understanding between ED and the Board.
  - Monitor and evaluate the performance of the ED, in coordination with the Governance Committee.
- Ensure, together with the Governance Committee, that the performance of the Board and Board Committees are assessed on a regular basis.
- Serve as a member of the Sections Coordinating Committee.

The authority of the Chair of the Board consists only in making decisions on behalf of the Board, which fall within and are consistent with the Board's role and responsibilities and maintain the desired Board/ED Relationship. The Board Chair has no authority to make decisions beyond policies created by the Board.

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

The Section Board of Directors is charged with acting in alignment with the Section's values at all times. As such, the members of the Section Board must adhere to the following guidelines:

- encourage and act with ethical behavior,
- adhere to the law within all activities,
- be reliable in commitments made to and on behalf of the Board,

- refrain from misusing the Board position and the information, benefits and stature that is inherent in the position,
- maintain confidentiality,
- support and foster an honest and respectful environment,
- and, demonstrate respect and accountability.

Further details are provided in the Code of Conduct Policy.

The Board delegates its authority to the ED in ensuring all Section members and staff adhere to the Code of Conduct and subsequently provide a safe and fair environment for all. This is to be achieved through the implementation of appropriate policies and monitoring activities by the ED and staff.

### **3.5. Independence**

Board Directors must operate as an independent body. The Board defines independence of Directors as follows:

- Is not currently, or for the past 2 years, an employee or contractor of the Section.
- Is not affiliated with an employee of the Section.
- Is not affiliated with the Section or any of its partners.
- If a member of the Section, must be a member in good standing unless you are a truly independent/appointed board member. The Board will support registering Board Directors as required.

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

The Board is committed to maintaining good communications with Section members. The Board's linkage with the Section membership comes primarily through the ED and the Membership Relations Committee. Directors are encouraged to communicate with the membership, staff, and to participate at general meetings.

#### *3.6.1. Member Communications*

The Board is committed to maintaining good communications with Section members. Communicating with and obtaining the membership's views on key aspects of the Section are paramount to its success.

#### *3.6.2. Member Complaints*

Charged with oversight of a membership organization, Directors may often hear complaints from individual Section members. Complaints are a form of member feedback. As such, Directors should always remind the complainant to utilize the

Section's Membership Complaints Policy.

## **4. Selection of Board and Committee Members**

### **4.1. Composition of the Board of Directors**

The Board will be composed of nine (9) to eleven (11) Directors. Eight (8) of the Directors are elected by the membership including the Director Regions and the Board Chair. The Director Coaching is elected by the Certified Professional Coaches registered within the Section. Up to two (2) Directors may be appointed. Board roles shall include the Board Chair, Directors, Director Regions and the Director Coaching.

### **4.2. Selection of Board Directors**

The Board takes an active role in filling Board vacancies. The Board has established a Nominating Committee to oversee this process. The Nominating Committee is a Sub-Committee of the Governance Committee. The Coaching Representative will be elected by Section Certified Professional Coaches.

#### *4.2.1. Appointment of Board Directors*

After consultation with the Board, up to two (2) Directors may be appointed by the Board Chair. These Directors will hold office for a term of one year. The appointments shall be based on needed competencies and/or need for independence at the Board table. These Directors are not required to be members of Skate Canada but must be registered with Skate Canada upon appointment.

### **4.3 Selection of the Board Chair**

The Board Chair will be elected by the Section membership at the Annual General Meeting (AGM). The Board Chair shall appoint persons to be chairs of all Board Committees.

### **4.4. Selection of Standing Committee Membership**

The Board Chair will collaborate with the Board to appoint persons to be chairs of all Board Committees.

Board Committee Chairs are responsible for recruiting members of the respective Committee. Chairs recruit members with the skills and competencies to fulfill the role of the Committee. In this process, Committee Chairs have the opportunity to bring up to two (2) members to the Committee from outside the Board where there are identified gaps in skills/competencies among Directors.

The Board will not appoint operating committee leads or populate the operational committees. This will be the responsibility of the ED.

#### **4.5. Duration of Service**

Appointed Directors of the Section shall be appointed for one year, to a maximum of two consecutive years. All elected positions on the Board will serve a two-year term. The Board Chair and all elected Directors will be elected for a maximum of three consecutive full terms.

### **5. Board – Executive Director Relationship**

#### **5.1. Delegation to the Executive Director**

The Board sets the desired outcomes for the Section. As the one employee of the Board, the ED is responsible for the implementation of the Board’s direction. The Board is committed to supporting the ED in achieving the desired outcomes.

The Board has established the following guidelines in delegating authority to the ED:

1. All Board authority delegated to staff is delegated through the ED, so that all authority and accountability of staff is considered to be the authority and accountability of the ED.
2. Board policies direct the ED in achieving specified results, for specified recipients, for specified costs. The Board will provide boundaries and ethics within which to act in pursuit of the set results. The ED is authorized to establish policies, make decisions, take actions, and develop activities to achieve Board requirements.
3. Only the Board has authority over the ED. The ED reports to the Board through the Board Chair, who represents the Board. No single Director or Committee has authority over the ED.

#### **5.2. Executive Director Role**

The ED is accountable to the Board for all organizational performance and exercises all authority authorized by the Board.

The ED’s performance will be considered to be synonymous with organizational performance as a whole. The ED’s performance will be monitored by the Governance Committee on a regular basis.

#### **5.3. Delineation of Responsibility**

The Board and the ED are both responsible for establishing and maintaining a strong Board/ED partnership. Respect, communication, and honoring the different

responsibilities are the basis for the trust that is essential to be an effective governing/leadership team.

While the Board is responsible for establishing policies, implementation is delegated to the ED. The Board and the ED will conduct the work with collaboration and partnership. Details are provided in the Delegation of Authority document and the ED Job Description.

The following table indicates responsibilities of the Board and the ED.<sup>1</sup>

<b>Task</b>	<b>Board Role</b>	<b>Executive Director Role</b>
<b>Direction Setting</b>	<ul style="list-style-type: none"> <li>Establish strategic direction and outcomes in consultation with the ED.</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, ED, 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 Section members and stakeholders.</li> <li>Inform the Board about emerging issues that relate to strategic planning.</li> <li>Ensure that the Section's operations and budgets are aligned with strategic direction.</li> <li>Ensure all Section 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 ED has the necessary financial resources to achieve the objectives set.</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> </ul>

<sup>1</sup> This table has been adapted from David A. Nadler's article "Building Better Boards"

Task	Board Role	Executive Director Role
	<ul style="list-style-type: none"> <li>• Direct the ED as a Board, not as individual Directors.</li> <li>• Keep the ED informed of major issues and questions.</li> <li>• Approve plans set forth by the ED.</li> <li>• Provide ultimate review and approval on major decisions.</li> </ul>	<ul style="list-style-type: none"> <li>• Keep all Directors informed of issues, major events and matters of association risk.</li> </ul>
<b>Strategic Monitoring and Evaluation</b>	<ul style="list-style-type: none"> <li>• Clearly identify accountability measures by which the Board, ED, and the Section will be measured.</li> <li>• Review the process and progress of implementation of key initiatives vis a vis established milestones and objectives.</li> <li>• Refer member complaints and comments to ED.</li> <li>• Require regular reports to monitor the status of fiscal and risk management metrics.</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>• Inform the Board of major events and issues.</li> <li>• Provide the Board with recommendations for adjusting the strategic direction.</li> <li>• Regularly report the fiscal condition and achievement of risk management initiatives.</li> <li>• Maintain an understanding of the impact of strategic policies and decisions on membership and stakeholders to inform future development and decisions.</li> </ul>

## 6. Governance Charter Review

The Board Governance Committee, in the light of experience, evolving circumstances and environment, and member feedback, will review this Charter annually.