



# Governance Charter

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Skate Canada: Alberta -NWT/Nunavut  
Board of Directors

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**Original Date of Board Approval:** April 29, 2016  
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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 (Section). 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”. A fundamental role of a board is to define governance for the organization and establish policies and practices according to the governance philosophy and structure established. Other roles of a board are to represent the membership, articulate strategic direction, accountability and monitoring.

According to the Bylaws of the Section, the Board of Directors (Board) has the authority to exercise the powers of the Section and may delegate any of the powers, duties and functions. The Board of Directors is responsible to the Members of the Section and as defined in the Bylaws are clubs, skating schools and coaching representatives.

The Board of Directors is the legal authority for Skate Canada: Alberta-NWT/Nunavut and is ultimately accountable for and has authority over the organizations' activities and resources. The Board of Directors is responsible to the members and they include clubs, skating schools and coaching representatives.

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.

A policy board provides insight, advice and support to the Executive Director and management team. Responsible for overseeing the Executive Director and Section performance, the Board conducts discussions about key decisions facing the Section, seeks out expertise to add value to decisions and defines the roles and responsibilities required of the Executive Director to achieve the overall operational requirements of the Section.

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 and in how it operates in its daily activities.

## **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 the Executive Director and monitor the achievement of results that is consistent with the values, needs, and aspirations of the collective membership.*

## **2.3 Board Role in Governance**

In order to serve as an effective policy 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 the needs of the Section membership and stakeholders;
- articulate the strategic direction with which to guide the Section;
- establish specific agreements including policies to guide behaviours and activities;
- create accountability mechanisms that measure progress toward the set vision and strategy;
- and, provide oversight of the Executive Director and monitor the progress of operational activities to achieve the vision and strategic plan.

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

- set the strategic direction of the organization in line with memberships' values, needs and aspirations.
- 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;
- establish outcomes to ensure strategic direction is clearly defined by the Board and will serve as priorities for the organization to pursue.
- define the accountabilities and expectations that will lead to achieving the set outcomes.
- 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 operational oversight;
- utilize Board committees as links to the Executive Director and to members on strategic matters;
- provide strategic leadership and authorize the Executive Director to provide the operational and administrative detail;
- delegate authority and responsibility to the Executive Director to carry out the direction of the Board;
- consider the Executive Director as the one employee of the Board;
- operate with the Executive Director, in a collaborative environment, towards achieving the vision and strategic outcomes of the Section;
- 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

### Vision

Skate Canada: Alberta-NWT/Nunavut inspires every person to embrace the joy of skating and the pursuit of athletic achievement.

### Mission

Skate Canada: Alberta-NWT/Nunavut leads, enables and promotes excellence in the delivery of safe and inclusive skating programs for lifelong fun, fitness and achievement.

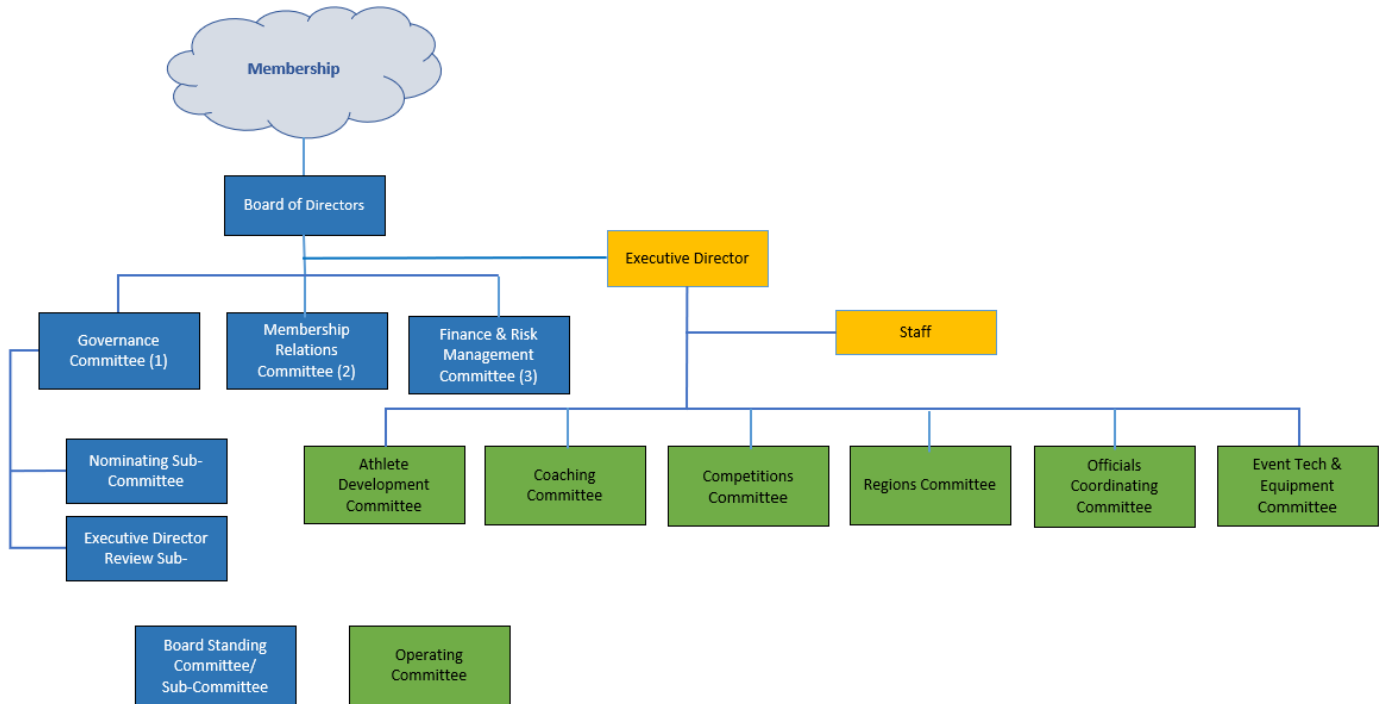
### Values

Skate Canada: Alberta-NWT/Nunavut:

- Is **ATHLETE-CENTRED** in our development and delivery of programs and services;
- Acts **COLLABORATIVELY** by building and supporting partnerships and positive relationships with all stakeholders for the benefit of the sport;
- Embraces the belief that skating must be a **FUN** and **FULFILLING** experience;
- Conducts our business by being **PROFESSIONAL, RESPECTFUL** and **ACCOUNTABLE** to the membership
- Focuses on the provision of a **SAFE SPORT** environment;
- Upholds the principles of **SPORT FOR LIFE** through skating.

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

### 2.5.1. Organizational Structure



### 2.5.2 Board 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 Executive Director performance and operational reviews.

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 and election processes.

The Executive Director Review Sub-Committee will be a sub-committee of the Governance Committee and will be responsible for establishing the processes for performance review and leading the appraisal process.

**Membership Relations:** This Committee is responsible for monitoring membership numbers, reviewing member applications, conducting membership surveys and looking at strategic opportunities for developing membership. The Awards Program is also the responsibility of this Committee. 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.

**Board Committee Membership Composition:** -The committees will consist of a number of Board Directors 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 and the Executive Director Review Sub-Committees under the Governance Committee.

The Governance Committee through the Executive Director Review Sub-Committee will lead the evaluation and performance of the Executive Director; however, the full Board will be responsible for the complete evaluation and performance of the Executive Director. The Executive Director reports to the Board with the primary liaison being the Chair of the Board. The Executive Director Review Sub-Committee consisting of the Board Chair and 2 or 3 other Board Directors will hold regular meetings with the Executive Director to ensure a third-party review of the Executive Director's performance.

There are Terms of Reference for each Committee to define duties, responsibilities and authorities. The Board must approve the Terms of Reference for each Board Committee.

**The Board serves as the Strategic Planning Committee** and is responsible for strategic oversight of the work of each of the committees. The Board will consider all information and work completed by each committee and by the Executive Director and develops the strategic direction for the Section.

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

Given that the Board has determined that it has one employee, the Board provides direction to the Executive Director and delegates its responsibility to direct operational matters in an effort to achieve the strategic direction and outcomes of the Section. The Executive Director uses operational committees to enhance the skills and competencies within the Section and leverage volunteers in achieving the operational goals and responsibilities. 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 Executive Director. Each operational committee will require a clear work plan and will report their progress and accomplishments to the Executive Director, who, in turn, will report to the Board.

In this case, it is up to the Executive Director, 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 Executive Director 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 Executive Director on the performance of the operational committees against the work plans. The Executive Director will provide regular reports 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, Board 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 Executive Director.

The Board maintains responsibility for all decisions and activities of all of its committees. No Board 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. Board 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 Executive Director.
2. Board committees are established to help the Board. Committees will assist the Board by preparing policy alternatives and implications for Board deliberation.
3. Board committees cannot exercise authority over staff. Where staff-related questions or issues arise, committees are responsible for informing the Board (on strategic matters) or Executive Director (on operational matters). The Board or Executive Director 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 Executive Director or staff of the Section.
5. Working on behalf of the Board, Board committees and 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 Executive Director (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 Executive Director 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 accomplishment of the vision, values and strategic direction of the Section;
- provide continuity for the Section by ensuring its financial health;
- employ or engage under contract such persons as it deems necessary to carry out the work of the Board;

- 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 Registrants and has the authority to discipline in accordance with such policies;
- 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:

- serve and represent the interests of the Section;
- report to the Chair of the Board of Directors;
- research, listen, write, remain informed of current policies, directions, advancements of Skate Canada and the Section;
- prepare for, attend and actively participate in scheduled Board and committee meetings;
- build a collegial working relationship that contributes to constructive discussions of the Board;
- approve, where appropriate, policy and other recommendations received from the Board, committees and/or the Executive Director;
- 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;

- review and approve the annual budget;
- participate in the review of quarterly financial results;
- serve on committees or working groups and participate in the accomplishment of their objectives;
- support in a positive manner all decisions of the Board, creating a unified voice;
- participate in Board self-evaluation programs, development workshops, seminars, and other educational events, which enhance Directors' skills;
- evaluate the performance of the Executive Director;
- 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 Executive Director;
- avoid or declare any conflict of interest that could adversely influence objectivity in conducting the business of the Board;
- understand the difference between Executive Director and Board functions and roles, policy, and implementation;

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 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:

- Lead and facilitate the governance model and processes, ensuring all Board activities are consistent with and reinforce the Board's approach to governance.
- 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 Executive Director.

- Create time for generative discussions-at Board meetings.
- 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.
- Maintain contact with Board Committee Chairs, assist them to stay on track, and monitor whether they need any additional support.
- Facilitate a positive Board culture, among Directors as well as between the Board and Executive Director.
- Provide leadership to and mentor Directors and the Executive Director.
- Ensure compliance with Skate Canada Policies.
- Appoint committee chairs to Board committees.
- Represent the Board to outside parties including Board stated positions and Chair decisions and interpretations.
- Work closely with the Executive Director including the following actions:
  - Serve as Chair of the Executive Director Review Sub-Committee.
  - Maintain a positive relationship with and ensure the Executive Director has the information required to understand and implement Board direction.
  - Maintain open communications with the Executive Director.
  - Participate in the development of the Section’s vision, strategic agenda, and business plan to facilitate communication and understanding between ED and the Board.
- 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/Executive Director Relationship. The Board Chair has no authority to make decisions beyond policies created by the Board. Refer to the Board Director Role Description for further details.

### **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 Executive Director in ensuring all Section operational volunteers 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 Executive Director and staff.

### **3.5. Independence**

Board Directors must operate with an independent mind. Together, operating as an independent body is key to governing as a policy board on behalf of the Section. 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.
- Affiliation with any of the Section's funding partners must be fully disclosed.
- 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 non-member 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 Executive Director and the Membership Relations Committee. Directors are encouraged to

communicate with the membership, other volunteers, 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 Registered Professional Coaches in Good Standing, 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 Registered Professional Coaches in Good Standing.

##### *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).

#### **4.4. Selection of Board 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. Due to the confidential nature of the work of the Executive Director Review Sub-Committee, membership of this Sub-Committee will consist solely of Board members.

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

#### **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**

Please refer to the Delegation of Authority to the Executive Director.

The Board sets the desired strategic direction and outcomes for the Section. As the sole employee of the Board, the Executive Director is responsible for the implementation of the Board's direction. The Board is committed to supporting the Executive Director in achieving the desired outcomes.

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

1. All Board authority delegated to staff is delegated through the Executive Director, so that all authority and accountability of staff is considered to be the authority and accountability of the Executive Director.

2. Board policies direct the Executive Director in achieving specified results, for specified recipients, and specified costs. The Board will provide boundaries and ethics within which to act in pursuit of the set results. The Executive Director is authorized to establish procedures, make decisions, take actions, and develop activities to achieve Board requirements as 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 Executive Director is operating within these boundaries when carrying out Board direction.
3. Only the Board has authority over the Executive Director. The Executive Director reports to the Board through the Board Chair, who represents the Board. No single director or committee has authority over the Executive Director.

## **5.2 Executive Director Role**

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

The Executive Director's performance will be considered to be synonymous with organizational performance as a whole. The Executive Director's performance will be monitored by the Executive Director Review Sub-Committee on a regular basis.

## **5.3. Delineation of Responsibility**

The Board and the Executive Director are both responsible for establishing and maintaining a strong Board/Executive Director 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 Executive Director. The Board and the Executive Director will conduct the work with collaboration and partnership. Details are provided in the Delegation of Authority document and the Executive Director Job Description.

## **6. Governance Charter Review**

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