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ROWING CANADA AVIRON GOVERNANCE POLICY

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A. STATEMENT ON GOVERNANCE

Governance may be defined as *“The systems and structures an organization uses to control its general operations, programs and activities”*.

This policy sets forth how the Canadian Amateur Rowing Association (CARA), operating under the name Rowing Canada Aviron (RCA), governs itself. It also establishes roles and responsibilities for the Board of Directors, including Officers and Directors in their individual capacities, as well as the role of committees in governing the organization.

The RCA Board of Directors believes that good corporate governance is vital to the effective and efficient operation of RCA. RCA employs a model of governance that separates governance and management functions. The Board delegates to the CEO the responsibility for managing the operations of RCA in accordance with Board direction and policies, and subject to any limits that may be established by the Board.

Good governance requires maintaining a clear and disciplined distinction between the functions of the Board and the functions of management. It also requires that the Board follow the principles of sound governance endorsed by Sport Canada, namely:

1. Recognizing high standards of ethical behaviour as a core principle in all governance activities;
2. Demonstrating commitment to RCA's vision, mission, values and strategic plan;
3. Promoting clarity of roles and responsibilities within RCA's governance structure;
4. Providing continuity for RCA by ensuring financial health and appropriate human resources; and
5. Being transparent and accountable to members and others, for outcomes and results.

B. BOARD OF DIRECTORS

Role of the Board of Directors:

The Board of Directors' role is to govern RCA by providing leadership and direction in pursuit of its vision and mission. The Board is elected by the membership of RCA and is accountable to the membership for competent stewardship that will ensure the long-term viability of RCA.

1. The Board of Directors' first duty is to the legal entity CARA. In meeting this duty the Board must ensure that all legal requirements under the relevant Acts are met and that CARA is protected from harmful situations and circumstances in the interests of current and future stakeholders;
2. Maintain authority over, and responsibility for, the systems and structures employed by RCA to direct and manage its general operations;

3. Approve strategies, plans and policies that guide RCA and provide direction for management and Committees;
4. Ensure that longer-term strategic plans and annual operating plans for RCA are in place;
5. Ensure that there are sufficient and appropriate human and financial resources for RCA to accomplish its work;
6. Fulfill all legal requirements that pertain to Directors, including avoidance of conflict of interest;
7. Remain attentive to the changing needs of RCA's membership and key stakeholders; and
8. Operate as a unified corporate body, speaking with one voice through formal motions adopted at its meetings.

Responsibilities of the Board of Directors:

Accountability:

1. Ensures that RCA operates in accordance with high ethical standards.
2. Is accountable to RCA's membership and abides by its decisions and directives;
3. Maintains the trust and support of RCA's membership;
4. Ensures that RCA operates within all applicable laws, rules and regulations;
5. Ensures that the overall governance, organizational and staffing structure facilitates the pursuit of RCA's strategic plan;
6. Approves human resource policies applicable to management, staff, Committees and program volunteers, to be administered by the CEO;
7. Ensures that policies and procedures exist to identify, measure, manage and monitor risks facing the organization; and
8. Ensures effective reporting of RCA activities to stakeholders, funders and regulators on a timely and regular basis.

Selection, Support and Evaluation of Chief Executive Officer (CEO):

1. Appoints a Human Resources Committee to assist the Board in fulfilling its executive oversight responsibilities;
2. Selects the CEO, determines the CEO's compensation, and sets out in clear terms the CEO's authority, responsibilities and accountability;
3. Provides support to the CEO to enable him/her to carry out his/her responsibilities;
4. Develops and employs effective procedures for the monitoring and evaluation of the CEO, and as required, for the CEO's termination;
5. Conducts a formal evaluation of the CEO on an annual basis.

Financial Oversight:

1. Appoints an Audit Committee to advise the Board in fulfilling its financial oversight responsibilities;

2. Governs RCA with a view to its long-term financial health, by safeguarding RCA's assets and resources;
3. Approves RCA's audited annual financial report, annual operating budget, and other financial reports as required;
4. Approves policies that implement sound financial controls for RCA and ensures policy compliance by management and committees;
5. Provides every support to the CEO to ensure that he/she is able to carry out his/her responsibilities of financial analysis and effective utilization of RCA's financial resources;
6. Ensures that an effective relationship is maintained between RCA and all funding agencies and financial partners; and
7. Approves major financial decisions and actions.

Board Governance:

1. Governs in accordance with RCA's Articles of Incorporation, Bylaws, this Policy and any other applicable governance policies of RCA;
2. Approves any changes to the Articles of Incorporation or Bylaws for subsequent ratification by the membership;
3. Approves other RCA policies, including those pertaining to relationships with Member Rowing Organizations and Registered Participants;
4. Approves the appointments of the Chairs of all RCA Committees, with the exception of the Committee on Dues and Fees, which select its chair from its member, and approves members of all RCA Board Committees;
5. Assigns one of its members to act as liaison to each of the technical committees;
6. Determines the policies, procedures and norms governing Board meetings;
7. Appoints two persons to sign all contracts, documents, cheques or like instruments not delegated to the CEO, at least one of whom will be an Officer;
8. Appoints a Treasurer and Secretary who may or may not be Directors;
9. Appoints other officers and names persons to those offices, including Honourary Officers;
10. Where appropriate and permitted by the Articles of Incorporation and the Bylaws, appoints one additional Director to hold office until the close of the next Annual Meeting of members;
11. Assesses the performance of the Board and its Directors on an annual basis; and
12. Develops an orientation and training program for new Directors.

External Relations:

1. Approves policies regarding the conduct of relationships with external agencies, corporate partners and stakeholders;
2. Approves policies regarding the protection and enhancement of RCA's image and reputation;
3. Approves appointments and/or nominations of RCA staff or volunteers to external bodies, including FISA; and

4. Approves the selection of RCA representatives to attend national and international events and competitions.

Other:

1. Approves applications for membership in RCA and any special terms and conditions of membership;
2. Decides the time and place of the Annual Meeting, Semi-Annual Meeting, and Special Meetings of members;
3. Hears disciplinary matters or appoints a Discipline Board for that purpose; and
4. Determines the time, course, terms and conditions for the annual staging of the Royal Canadian Henley Regatta and other recognized national regattas.

Board Meetings

Meeting Procedures:

1. The Board will meet in-person a minimum of three times per year; and further meetings may be conducted by telephone conference;
2. The Board will determine its meeting schedule through the development of an annual Board calendar;
3. The agenda for the Board meetings will be set by the President in consultation with the CEO and, if necessary, other Directors;
4. Documents related to agenda items will be delivered to the Directors at least seven days in advance of the Board meeting by the CEO;
5. All reports to the Board will be in written form and will contain background information and a description of the issues for discussion;
6. The rules of procedure for meetings will be *Robert's Rules of Order*;
7. The President will chair the meetings of the Board. In the President's absence, the Directors may elect another Director to serve as Chair; and
8. In chairing the meetings, the Chair will guide the discussion so that it proceeds in an orderly and efficient fashion, ensure that all views are heard, that the board reaches decisions, and that the will of the majority prevails.

Conduct at Board Meetings:

Each Director will:

1. Attend Board meetings regularly and participate fully in Board deliberations;
2. Conduct himself/herself in Board meetings with a view to furthering the general interests of RCA and not the interests of individual and group stakeholders;
3. Respect confidentiality of Board business and Board deliberations;
4. Support the majority decisions of the Board and speak with a unified voice about these decisions to the membership and the wider community;

5. Conduct himself/herself in Board meetings in a manner exhibiting courtesy, goodwill, objectivity, frankness, openness to new ideas, restraint, effective communication, willingness to compromise, and respect for others;
6. Ensure that the discussion of business occurs at the Board table and not outside the Board room between meetings; and
7. Each Director will notify the President and CEO in advance of a Board meeting if he or she is unable to attend.

C. OFFICERS

Role and Responsibilities of the President:

1. Chairs the Board of Directors;
2. Prepares, with assistance of the CEO and the Secretary, the agenda and related documents for meetings of the Board of Directors and of the members, and ensures such meetings are conducted in accordance with the Articles, Bylaws, the provisions of this Policy and any other applicable policies;
3. Keeps the Board focused on advancing the vision, mission and strategic plan of RCA;
4. Ensures the Board develops strategies, plans and policies to guide RCA;
5. Ensures that the Board attends to its internal governance functions, including those relating to the orientation of new Board members and to the Board's evaluation of its own performance;
6. Ensures the relationship between the Board and CEO remains positive, constructive and professional at all times and represents the collective will of the Board in communicating with the CEO;
7. Plays a leading role in communicating externally the vision, mission and values of RCA, and information about RCA's activities that is consistent with the views of the Board of Directors;
8. Represents RCA at FISA congresses and at Canadian Olympic Committee meetings;
9. Serves as an ex-officio member of all RCA Committees, with the exception of the Audit Committee, and of the Nominating Committee if s/he is a candidate for a Board position;
10. Chairs the Annual Meeting, Semi-Annual Meeting and Special Meetings of the Members; and
11. Chairs the Human Resources Committee and the Emergency Committee.

Role and Responsibilities of the Secretary:

The Secretary is responsible for issuing notices of meetings of the Board and of members in accordance with the Articles and Bylaws, assisting the President and CEO in the preparation of Board agendas, and the recording and maintenance of proper minutes of the proceedings of all meetings. The Secretary also ensures that the voting credentials of members are in order at the Annual Meeting, Semi-Annual Meeting, and

Special Meetings of the membership. The Secretary will perform such other duties as may be assigned from time to time by the Board, the President or the CEO. The Secretary is appointed by the Board and is usually a staff person from the National Office of RCA.

Role and Responsibilities of the Treasurer:

The Treasurer is responsible for overseeing financial matters of RCA, ensuring that proper accounting records as required by legislation are maintained, ensuring the deposit of all monies received in RCA's bank account, ensuring the appropriate disbursement of funds, ensuring the Board is provided with an account of financial transactions and the financial position of RCA, serving as ex-officio member of both the Audit Committee and the Member Fees Committee, advising the CEO on preparation of the budget, and such other related responsibilities and duties as may be directed from time to time by the Board of Directors. The Treasurer is appointed by the Board from among the Directors, and should have a recognized accounting designation. The Board may appoint a qualified individual as Treasurer who is not a director if, for example, the Board lacks an adequately qualified Director who is willing to assume the role.

Role and Responsibilities of the Chief Executive Officer (CEO):

The CEO is RCA's lead professional and is appointed by the Board. The CEO leads and manages RCA in accordance with the strategic direction set by the Board of Directors. The CEO heads a professional staff of approximately 25 personnel in a decentralized office environment. The CEO is accountable to the Board of Directors, reporting directly to the President.

As long as the CEO applies 'any reasonable interpretation' of the board's policies, for example, does not set out to defeat the stated intent or the spirit of the policies, s/he is authorised to establish all operational policies, make all operational decisions and design and implement and manage all operational practices and activities. The CEO must not take, allow or approve any action or circumstance in the name of RCA that is in breach of the law, is imprudent, which contravenes any organization specific or commonly held business or professional ethic, or is in breach of generally accepted accounting principles.

Acknowledging a Board member's right to have access to information necessary to meet his/her duty of care to the organisation, the CEO may refuse instructions or requests from individual Board members or from unofficial groups of Board members if, in his/her opinion, such requests or instructions are:

- a. Inconsistent with the Board's policies;
- b. Are deemed to make unjustifiable intrusions into the CEO's or other employees' time; or
- c. Are an unjustifiable cost to the organization; and
- d. The CEO must notify the President of the use of this provision.

D. COMMITTEES

Role of Committees in RCA Governance:

The Board recognizes that the membership cares passionately about Rowing and has high expectations of RCA. Committees are a critical element in providing superior and timely advice to the Board and the CEO on key areas of governance, stewardship and strategy. They also provide a means for individuals to contribute directly to the organization and to the sport, and can serve to prepare individuals for greater responsibilities in RCA. Committees are also an important avenue to communicate with RCA's constituent stakeholders on what the organization is doing, why it has chosen certain approaches, and what results are being achieved.

Councils, Committees and Working Groups in RCA:

The CARA bylaws mandate the Provincial Advisory Council as responsible for maintaining effective communication between Provincial Rowing Associations (PRAs) and RCA, and for advising the Board and committees of RCA on matters of importance to the development of the sport of rowing at the local and provincial level. The PAC is chaired by the Provincial Director and is constituted by one person appointed from each of the PRAs.

The CARA bylaws also mandate three Standing Committees, which advise the Board of Directors on governance and stewardship:

1. Nominating Committee. The Nominating Committee is responsible for ensuring, on a continuing basis, that the RCA Board of Directors is composed of qualified and skilled persons capable of, and committed to, providing effective governance leadership to RCA.
2. Audit Committee. The Audit Committee is responsible for assisting the Board in fulfilling its oversight responsibilities in relation to financial reporting, financial policies and strategies, and compliance with legal obligations.
3. Committee on Dues and Fees. The Committee on Dues and Fees is responsible for monitoring, reviewing, and where warranted, recommending changes to the fees charged to members and to registered participants.

The Board will also establish committees to assist the Board and the CEO in their leadership and governance roles in two main areas:

1. Board Committees – providing governance and stewardship advice, and
2. Technical Committees – providing technical and program advice.

The Board of Directors and the CEO each have authority to establish ad-hoc working groups for any purpose, putting such conditions, restrictions, or limitations on the

mandate of such committees and their composition, as they deem appropriate. Ad-hoc working groups will usually be established for specific and time-limited tasks.

Board Committees:

Board Committees support the Board in its governance and stewardship work. These committees will be accountable directly to the Board and include:

1. Human Resources Committee. The Human Resources Committee is responsible for assisting the Board in fulfilling its oversight responsibilities in relation to human resources policies and CEO accountability. The Committee will also report to the Board on the evaluation and performance of the CEO.
2. Emergency Committee. The Emergency Committee will be activated on an as-needed basis to exercise the powers of the Board in critical emergency situations where there is insufficient time or opportunity to convene a meeting of the Board in order to make urgent decisions.
3. Awards Committee. The Awards Committee shall determine and document, using identified criteria, recipients of RCA's Annual Club Level, National Level, Trust Fund, International Achievement and Volunteer Service Awards. The Awards Committee shall submit nominations, as appropriate, for Awards outside the realm of RCA (i.e. Canadian Olympic Committee Hall of Fame).
4. Revenue Committee. {Mandate to be written – intent is to advise the Board on revenue generating strategies that will reduce RCA's reliance on government funding.}

Technical Committees:

Technical committees will report to the Board through the CEO, supporting the CEO and the Board in meeting RCA's Strategic Goals. Matters requiring Board input or approval will be taken to the Board by the CEO. These committees will support RCA in meeting its Strategic Goals by recommending policies and practices to the Board, and by advising the CEO on technical and program issues. Technical Committees may have a Board member appointed as liaison. Technical committees will include:

1. Umpires Committee. {Mandate under review}
2. Safety and Events Committee. {Mandate under review}
3. Coach Education and Development Committee. The Committee works with the Director – Coach Education and Development to ensure the development and implementation of a fully integrated national coaching education and development program that responds to the needs of Canadian rowing coaches.

4. Medical and Sport Science Committee. The Medical and Sport Science Committee shall assist and advise RCA as requested from time to time, on medical and sports science issues relating to the sport of rowing.

Committee Guidelines:

Committees will operate under a series of guidelines that will serve to ensure committees remain relevant, focused and continue to serve the needs for which they were established.

1. Committees must operate in a manner that is transparent and open, and accountable to RCA's Board of Directors, Members, and Registered Participants.
2. The Board will work through its Committees as a means to communicate and engage directly with its members and stakeholders.
3. Committees shall have Terms of Reference approved by the Board defining their role, life span, procedures and functions, and the boundaries of their authority.
4. The Board on an annual basis will review each Committee's mandate and terms of reference, identifying anticipated outcomes of committee work and evaluating progress. The review will ensure each committee continues to meet the governance, stewardship or strategic oversight reasons for its establishment.
5. As noted in Section B:
 - a. Committee Chairs are appointed by the Board and will serve for two-year terms, which can be renewed, except the Committee on Dues and Fees,
 - b. The Board must approve the appointment of members to Standing and Board Committees, and
 - c. The CEO must approve the appointment of members to Technical Committees.
6. Committee membership will firstly be competency based, with members chosen based upon the knowledge, skill and experience required by the committee. However, in the composition of committees, the Board and the CEO should also ensure diversity in the collective volunteer cadre that makes up the RCA committees' membership.
7. Committees may bring in outside members from time to time in order to bring additional skills, experience or networks.
8. Unless explicitly empowered by the Board, committees or working parties cannot make decisions on behalf of the Board or CEO or speak for the Board or the CEO. For the most part the function of committees in fulfilling their role is to advise and make recommendations to the Board or the CEO.

9. The work of committees and working groups must not conflict with the CEO's delegated responsibilities, including those responsibilities assigned to staff.
10. Committees shall not exercise authority over employees nor shall they delegate tasks to any employees unless the CEO has specifically agreed to such delegation.