



## **Sail Canada Governance Policy – Organizational Structure**

These policies: define the system of strategic governance of Sail Canada as described in the Sail Canada Governing Process Policy, and; set out the roles, responsibilities and performance expectations of the committees that represent Sail Canada's organizational structure.

### **OS: ORGANIZATIONAL STRUCTURE**

As indicated in sections 9.1 and 16.1 of the Sail Canada By-laws, the Board of Directors is responsible for defining a Policy on Organizational Structure that assists the Board in the strategic management and governance of the affairs and activities of Sail Canada, including: establishing priorities among Sail Canada's programs and services; ratifying and confirming the establishment of all committees; monitoring the activities of all committees; and evaluating the performance of all committees.

#### **OS 1: Standing Committees of the Board**

As outlined in section 12 of the Sail Canada By-laws, the Board shall establish standing committees to address specific areas or activities relating to general policy, goals, objectives, sustainability and stewardship of Sail Canada within the accountability of the Board of Directors. Accordingly,

**OS 1.1** The Provincial Council – a Standing Advisory Committee of the Board constituted annually, immediately following the Annual General Meeting – is responsible for alerting and advising the Board on strategic issues or concerns that could affect the long-term success of Sail Canada as the National Authority for yachting in all its forms, including:

- Forces and trends relating to the sport of yachting nationally and provincially, and the Racing Rules of Sailing (RRS) as authorized by the International Sailing Federation (ISAF);
- National and provincial interests in common among Canadian yachting clubs and affiliated organizations and associations;
- The relevance, application and effectiveness of Sail Canada's strategies, policies, guidelines and other authoritative rules and governance structures; and
- Risks that could impact organizational resources, could impair board performance, or could undermine the success of the organization; and
- The development, implementation and evaluation of assessment and control systems to ensure compliance with Sail Canada governance policies and structures.



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**OS 1.2** The Nominating Committee – a Standing Committee of the Board constituted annually, immediately following the Annual General Meeting – is responsible for determining and conducting a process for identifying and communicating a slate of candidates for the Sail Canada Board of Directors, as specified in section 12.3 of the Sail Canada By-laws.

**OS 1.3.1** Ad-hoc committees – constituted where conditions warrant – are responsible for addressing specific areas of concern to the Sail Canada Board, such as: implementation of Sail Canada’s vision, mission, strategic plans, and priorities; identification of strategic, operational and financial risks; acquisition, development and evaluation of Sail Canada’s resources, including financial resources (i.e. the Association’s Budget).

**OS 1.3.2** Ad-hoc (or Board) Committees will assist the board chiefly by preparing policy alternatives and implications for board deliberation. Board committees are not to be created by the board to advise staff.

**OS 1.3.3** Ad-hoc (or Board) Committees shall report to the Board of Directors through a designated member of the board.

**OS 1.3.4** Ad-hoc (or Board) 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 delegated to the Executive Director (ED).

**OS 1.3.5** The Board will not impede its direct delegation to the ED by requiring approval of an Ad-hoc or Board Committee before an executive action.

### **OS 2: Program Committees**

As outlined in section 16 of the Sail Canada By-laws, the Board shall constitute Program Committees as deemed necessary to carry out specific operational activities, programs and services that advance the business affairs of the Association. Accordingly,

**OS 2.1** Program Committees will work collaboratively with Sail Canada management and staff to implement and administer the programs and services of Sail Canada, consistent with the delegation of authority to the ED by the Board of Directors, outlined in section 10 of the Sail Canada By-laws.



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**OS 2.2** Program Committees shall not be delegated nor exercise any authority over management and board resolutions.

**OS 2.3** Program Committees may establish sub-committees and/or working groups by resolution of the majority of committee members to enable the committee to exercise its mandate, address short-term tasks, projects or specific functional technical areas as determined by the ED in consultation with staff and Board Directors as required.

**OS 2.4** Program Committees, sub-committees and/or working groups shall cease to exist as specified in their terms of reference, or as soon as their task or project is complete.

### **OS 3: Terms of Reference (ToR)**

The Board shall ratify and confirm the establishment of all committees by approving terms of reference (ToR) considered necessary or desirable for governing with due diligence. Accordingly,

**OS 3.1** As a minimum, ToR shall consist of the following key terms and conditions: Accountability; Role/Purpose; Membership; Primary Responsibilities; Meeting and Reporting Schedule; Term of Office; Staff Liaison; Date of Approval.

**OS 3.2** Once approved, committee ToR and the date of Board approval shall be announced and posted on the Sail Canada web site.

**OS 3.3** The Board of Directors shall review ToR for Board Committees and the Executive Director shall review the ToR for Program Committees as outlined in OS 8.

### **OS 4: Committee Membership**

Committees will be comprised of individuals who are willing to contribute their knowledge and expertise to complete the activities specified in the ToR. Accordingly,

**OS 4.1** Committee members shall be recruited according to their capacity to deliver results in the committee's specific area of responsibility. Other qualifications to consider when nominating committee members are:

- Regional/provincial representation;
- Independence;
- Business and/or professional experience



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- Network and contacts related to the ToR
- Record and reputation of organizational accomplishment
- Passionate about sport and its impact on Canadians
- Understanding and general acceptance of Sail Canada's strategic goals and willingness to further them
- Understanding and appreciation of Sail Canada's internal and external audiences.

**OS 4.2** Sub-committees and/or working groups members may be recruited for their technical expertise or to provide a balance of regional representation, and need not be members of the Committee.

**OS 4.3** The Board of Directors will approve and appoint chairpersons of a committee after considering proposals that include specific criteria or qualifications supporting the nominees' appointment.

**OS 4.4** Board Members shall not be appointed to Program Committees but may participate in meetings at the invitation of the Committee Chairperson and contribute to work of the committee at the request of the Executive Director.

**OS 4.5** Committee membership on a committee may be revoked by the Board of Directors if it is specifically requested by the Executive Director and supported by the Committee Chairperson.

### **OS 5: Organizational Chart/Committee Structure**

The Board shall approve and regularly update an organizational chart depicting the relationship between all committees, sub-committees and/or working groups. Accordingly,

**OS 5.1** The key roles and responsibilities of each committee will be summarized in the organizational chart, as well as the names of committee members, the name of the Committee Chairperson, the term of office expiry date and club affiliation.



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**OS 5.2** Updates of the Organizational Chart will be announced and communicated widely to Sail Canada membership through the Sail Canada web site, newsletters and general meetings.

### **OS 6: Committee Work Plans**

To enable the Board of Directors to carry out its strategic management responsibilities, all committees shall develop work plans that are clearly aligned with the strategic and operational plans, and that address the key issues or tasks outlined in its ToR. Accordingly,

**OS 6.1** Committee Work Plans shall specify the issue or concern to be addressed, as well as: the key deliverables and time lines for achieving results; who (i.e. committee member) will be tasked to carry out the activity and be accountable for the deliverable; where the work will take place (i.e. scope or reach); and the resources required to complete the work.

**OS 6.2** Where possible, Committee Work Plans shall identify resources required and qualitative and quantitative information associated with the committee's key deliverables to enable the ED and Board of Directors to integrate these work plans into Sail Canada's strategic, operational and business plans while assessing the implementation risks and opportunities.

### **OS 7: Committee Reporting**

Committees shall provide regular reports on progress and challenges in implementing its work plans in order to enable the Board to evaluate the committees' contribution to organizational performance. Accordingly,

**OS 7.1** The Committee Chairpersons will be held accountable for preparing and distributing meeting agendas, meeting minutes, and relevant information and documentation to all committee members, to enable them to participate and contribute to the committee work plan.

**OS 7.2** Chairpersons' of Ad hoc (or Board) Committees will report to the Board as specified in their ToR and Chairpersons' of Program Committees will report to the Executive Director (ED) as specified in their ToR.

**OS 7.3** Committee reports should include information on the effectiveness of communications, consultations and collaborations among representatives of provincial sailing associations (PSAs), Sail Canada members, and key stakeholders in the Canadian yachting community.



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**OS 7.4** The ED will provide a summary status report on progress in implementing the work plans of Program Committees as part of his monthly report to the Board of Directors.

### **OS 8: Evaluating Committees' Performance**

An evaluation of the committee structure and performance of key committees will take place at least once a year concurrent with the Annual General Meeting, and at any general or special meeting of members as outlined in section 8 of the Sail Canada By-laws.

**OS 8.1** Before making a change to the organizational chart/committee structure (pursuant to policy OS 5.2), the Board of Directors will consult with the Provincial Council to assess whether the change will contribute to the long-term success of Sail Canada as the National Authority for yachting in all its forms (as indicated in policy OS 1.1).

**OS 8.2** The annual review of committee structure and performance will consider the degree to which committees have complied with these policies, particularly policies OS 6 and 7 on work plans and reporting.

**OS 8.3** If a Board Committee is used to monitor organization performance in a given area, the same committee will not have helped the board create policy in that area. This is to prevent committee identification with organizational parts rather than the whole.