

Sail Canada Governance Policy – Governing Process



These policies define the Board's approach to governance that follows a Policy Governance process.

GP: THE BOARD

As outlined in section 4.1 of the Sail Canada By-laws, the role of the Board of Directors, acting on behalf of Sail Canada members, is to set the strategic, long-range direction of Sail Canada (the "Association"), maintain a system that supports the strategic management of the Association, oversee operations by hiring and providing guidance to the Chief Executive Officer (CEO) and monitoring organizational performance.

GP 1: Governance Principles

The Board will govern with an emphasis on: outward vision rather than an internal preoccupation; commitment to continuously seeking and obtaining stakeholder input; encouragement of diversity in viewpoints; strategic leadership more than administrative detail; clear distinction of Board, staff and volunteers' roles and responsibilities; collective rather than individual decisions; and future orientation rather than past or present.

GP 1.1 This approach is guided by the following principles:

- *Accountability* – Capacity of members and other key stakeholders to call decision-makers to account for their actions; to respond periodically to questions concerning official actions; and to apply sanctions for breach of rules and regulations;
- *Transparency* – Timely access by members and key stakeholders to low-cost, relevant, reliable information about finances, programs and services, and management of resources;
- *Predictability* – Conduct and actions of Board members and appointed staff are clear, known in advance, fair, and effectively enforced; and
- *Participation and Engagement* – Involvement of and communication with members and key stakeholders in planning (setting destination/direction), decision processes and evaluation (monitoring performance).

GP 2: Board Deliverables

The Board of Directors is responsible for determining and monitoring what the organization does, how it manages its resources and liabilities and how it represents Sail Canada's membership. Accordingly,

GP 2.1 The Board is the link between the organization and the voting members.

GP 2.2 The Board will produce and approve written policies, guidelines and other authoritative rules that, at the broadest levels, influence and provide strategic leadership, and enable effective organizational and operational management decisions including:

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- *Strategies, Risks and Performance Management* – Analysis of Sail Canada’s operating environment by engaging members and stakeholders, identification and management of strategies, priorities and risks that affect expected outcomes and organizational performance.
- *Executive Limitations* – Constraints on the CEO’s authority that establish the prudent and ethical boundaries within which all executive activity and decisions must take place.
- *Board-CEO Relationship* – How power is delegated, and its proper use monitored; and the CEO role, authority, and accountability.
- *Board & Directors Performance* – How the performance of the board, individual directors and board committees are assessed, based on responsibilities for direction-setting, operational oversight, risk management and organizational performance assessment.

GP 2.3 The Board will contribute to and approve a multi-year strategic plan that will guide the long-term direction of Sail Canada and provide measurable benchmarks for strategic and operational success.

GP 2.4 The Board will monitor CEO’s performance against the Board-CEO and Executive Limitations Policies, and the implementation strategy as set out in the strategic plan.

GP 2.5 The Board will appoint a Secretary to oversee corporate matters, consistent with section 5.4 of the By-laws and the *Canada Corporations Act*. The Secretary will advise the Board on regulations, policies and guidelines relating to the management of strategic, operational and financial risks and organizational performance.

GP 2.6 The Board will specify a committee structure and constitute Board committees and Operations committees as outlined in the Sail Canada By-laws, and evaluate the performance of these committees against their terms of reference.

GP 3: Governance Development

The Board will invest in its governance capacity. Participation in board meetings, involvement in committees, contribution of specialized skills and expertise relating to organizational governance will ensure effective implementation of Sail Canada’s strategic directions. Accordingly,

GP 3.1 Training will be provided to orient new directors and to maintain and increase existing director skills and understanding of the Board’s role and of Sail Canada’s operations.

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GP 3.2: Evaluations and external monitoring will be arranged so that Board members can assess the ‘added value’ they bring to the organization and so that the Board can exercise confident control over organizational performance. This includes, but is not limited to the annual fiscal audit, and other activities designed to provide reasonable assurance that strategic objectives will be achieved and undesired events will be detected and prevented.

GP 4: Board Members’ Code of Conduct

The Board commits itself and its members to ethical, businesslike and lawful conduct, including proper use authority and appropriate decorum when acting as Board members. Accordingly,

GP 4.1: Board members must demonstrate clear loyalty to the interests of the membership. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups, and membership on other Boards or staffs. It also supersedes the personal interest of any Board member acting as a consumer of the organization’s services.

GP 4.2: Members must avoid conflict of interest with respect to their stewardship responsibility through abiding by Sail Canada’s Conflict of Interest policy.

GP 5: Chair’s Role

As outlined in section 5.3 of the By-laws, the Chair assures the integrity of the Board’s governance process, presides at all meetings of the Association and the Board of Directors, and represents the Board to outside parties. Accordingly:

GP 5.1: The Chair ensures that the directors have access to all relevant legislation, regulations, policies and guidelines affecting the performance of the Association and that the Board conducts its affairs consistently within the principles described in GP 1. Accordingly:

- The Chair will assure that meeting discussion content will be only on those issues and decisions that clearly belong to the Board and provide strategic guidance to the CEO.
- The Chair will assure that deliberation will be fair, open and thorough but also timely, orderly and kept to the point by employing appropriate rules of order.

GP 5.2: The authority of the Chair is consistent with the By-laws, except where the Board specifically delegates portions of this authority to others. Accordingly:

- While the Chair has no authority to supervise or direct the CEO in the operations of the organization, he/she has a primary obligation to advise the CEO when operational decisions are contemplated or made that threaten the strategic interests of the organization.

- The Chair may represent the Board to outside parties in announcing Board-stated positions and in stating strategic and policy decisions within the authority delegated to the Chair.
- The Chair may delegate this authority to other Board members but remains accountable for its use.

GP 6: Board Member Nomination Process

To ensure continuation of effective strategic leadership and governance of the Association, the Nominating Committee ensures that high quality candidates are recruited for open Board positions. Accordingly,

GP 6.1: The Board will ensure that the Nominating Committee is constituted according to section 6.2b of the Sail Canada By-laws that will identify appropriately qualified candidates.

GP 6.2: The Board, through the Nominating Committee, will make clear to prospective candidates the obligations associated with Board membership.

GP 6.3: The nomination process and policy will be monitored by an annual report of the Nominating Committee presented to the Annual General Meeting at the same time as the slate of candidates for election.

GP 7: Monitoring Board Performance

The monitoring of the Board's performance will take place at least once a year concurrent with the Annual General Meeting, and/or at any general or special meeting of members as outlined in section 3 of the Sail Canada By-laws. The Board will develop a checklist for evaluating its performance that will include the following essential indicators:

- (a) The roles of the Board and the CEO are defined and respected, with the CEO delegated as the manager of the organization's operations and the Board focused on policy and planning.
- (b) The Board of Directors actively participates in the planning process.
- (c) The Board members receive regular training and information about their responsibilities.
- (d) New Board members are oriented to the organization, including the organization's mission, bylaws, policies, and programs, as well as their roles and responsibilities as board members.
- (e) The Board of Directors reviews the bylaws annually.
- (f) The CEO is recruited, selected, and employed by the Board of Directors. The Board provides clearly written expectations and qualifications for the CEO's position, as well as reasonable compensation.

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