

# Sail Canada Governance Policy – Organizational Structure



These policies: define the system of strategic governance of Sail Canada (the “Association”) 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 4, 5 and 6 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 Strategic Plans and ratifying and confirming the establishment of all committees and evaluating the performance of the CEO.

### **OS 1: Board Committees**

*As outlined in section 6 of the Sail Canada By-laws, the Board shall establish board 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 – an 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 World Sailing
- 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.

**OS 1.2** The Nominating Committee – a Board Committee 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 6.2b of the Sail Canada By-laws.

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**OS 1.3** The Audit Committee – a Board Committee constituted annually immediately following the Annual General Meeting - is responsible for the annual financial review, liaison between the auditor and Corporation's CEO, evaluation of accounting policies, practices and assessing financial risk.

**OS 1.4.1** Board (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 plan, 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 1.4.2** 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 1.4.3** Board Committees shall report to the Board of Directors through a designated member of the board.

**OS 1.4.4** 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 CEO.

**OS 1.4.5** The Board will not impede its direct delegation to the CEO by requiring approval of an Ad-hoc or Board Committee before an executive action.

### **OS 2: Operation Committees**

*As outlined in section 6.3 of the Sail Canada By-laws, the CEO shall constitute Operation 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** Operation Committees will work collaboratively with Sail Canada management and staff to provide recommendations and advice to Sail Canada staff on the implementation and administration of the programs and services of Sail Canada, consistent with the delegation of authority to the CEO by the Board of Directors, outlined in section 5.7 of the Sail Canada By-laws.

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

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**OS 2.3** Operation Committees may establish subcommittees 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 CEO in consultation with staff and Board of Directors as required.

**OS 2.4** Operation 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 Operation 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 CEO shall review the ToR for Operation Committees as outlined in OS 8.

### **OS 4: Operation 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
- 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.

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**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 CEO 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 Operation 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 CEO.

**OS 4.5** Committee membership on a committee may be revoked by the Board of Directors if it is specifically requested by the CEO 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.

**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: Work Plans**

*To enable the Board of Directors to carry out its strategic management responsibilities, the Board of Directors shall direct the CEO to establish work plans for all program areas that are clearly aligned with the strategic and operational plans, and that address the key issues or tasks outlined in its Strategic Plan. Accordingly,*

**OS 6.1** Work Plans shall specify the issue or concern to be addressed, as well as: the key deliverables and timelines for achieving results; who 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.

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

### **OS 7: CEO Reporting**

*The CEO shall provide regular reports on progress and challenges in implementing its work plans in order to enable the Board to evaluate organizational performance. Accordingly,*

**OS 7.1** The Program staff 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** The CEO will provide a summary status report on progress in implementing the work plans as part of his report to the Board of Directors at quarterly meetings.

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

*An evaluation of the committee structure and performance of key committees will take place at least once a year by the CEO.*

**OS 8.1** Before making a change to the organizational chart/committee structure (pursuant to policy OS 5.2), the CEO will consult with the Board of Directors 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.