



## **Sail Canada Governance Policy; Executive Limitations**

**These policies define executive limitations in terms of ethics and prudence in achieving the end results.**

The Chief Executive Officer (“CEO”) is employed by Sail Canada (the “Association”) to manage the day-to-day affairs of the Association, and has delegated authority for all operational matters. Limitations to the delegations permitted in the Sail Canada By-laws are specified in this policy.

### **EL: CHIEF EXECUTIVE OFFICER (CEO)**

The CEO shall not cause nor allow any practice, activity, decision, or organizational circumstance that is unlawful, imprudent or in violation of commonly accepted business or sport ethics.

#### **EL 1: Treatment of Members**

*With respect to interactions with members, the Chief Executive Officer shall not cause or allow conditions, procedures or decisions that are unsafe, undignified, unnecessarily intrusive, or that fail to provide appropriate confidentiality or privacy. Accordingly,*

EL 1.1: The CEO shall not fail to provide and review every two years a Privacy Policy that reflects current legislation.

EL 1.2: The CEO shall not use methods of collecting, reviewing, transmitting or storing member information that fail to conform to the Sail Canada Privacy Policy.

EL 1.3: The CEO shall not fail to provide and review every three years a Membership Policy that describes the concept of membership within Sail Canada consistent with section 2 of the Sail Canada By-laws.

EL 1.4: The Chief Executive Officer shall not fail to provide and review every year a policy that spells out the expectations of members in terms of behaviour and ethics.

#### **EL 2: Treatment of Staff**

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*With respect to staff, the CEO shall not fail to maintain conditions that are humane, fair and dignified for all paid and volunteer staff. Accordingly,*

- EL 2.1: The CEO shall not discriminate among or terminate employees on any basis other than individual performance, qualifications or operational requirements of Sail Canada.
- EL 2.2: The CEO shall not fail to establish job descriptions for all jobs and to evaluate each staff person at least annually based upon pre-established criteria, consistent with the delegation of authority outlined in section 5.7 of the Sail Canada By-laws.
- EL 2.3: The CEO shall not fail to provide job training as needed for staff, and offer opportunities for professional development training.
- EL 2.4: The CEO shall not fail to establish and enforce all other conditions of work after consultation with the Chair of the Association and the Human Resource Committee, and shall not fail to report on these conditions to the Board of Directors from time to time.
- EL 2.5: The CEO shall not fail to establish policies that give guidance to staff when performing their duties.

### **EL 3: Financial Planning & Budgeting**

*With respect to budgeting for all or any part of a fiscal period, the CEO may not jeopardize either operations or the fiscal integrity of the organization. Accordingly,*

- EL 3.1: The CEO shall not fail to provide an annual budget to the Board of Directors for approval that contains sufficient detail to enable reasonably accurate projection of revenues, cash flow and expense, while separating capital and operational items, allowing subsequent audit trails, and disclosing planning assumptions.
- EL 3.2: The Chief Executive Officer shall not fail to ensure that the annual forecasts income conservatively and that budgeted operating expenditures are within projected income levels.

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EL 3.3: The CEO shall not fail to ensure budgeting that conforms to Board stated priorities when making allocations from among competing budgetary needs.

EL 3.4: The CEO shall not fail to regularly update the Board on the performance of the organization relative to the budget.

EL 3.5: The CEO shall not fail to prepare and present:

EL 3.5.1: any amendments to the budget for expenditures of more than \$25,000, regardless of whether there are revenues to cover the additional spending or not, for Finance Committee review and approval.

EL 3.5.2: any amendments to the budget for expenditures of more than \$50,000, regardless of whether there are revenues to cover the additional spending or not, for Finance Committee review and Board approval.

#### **EL 4: Financial Condition**

*With respect to operating Sail Canada in a sound and prudent manner, the CEO shall not jeopardize the long-term financial health of the Association.*

*Accordingly,*

EL 4.1: The CEO shall not fail to authorize expenditures and settle payroll and debts in a timely manner.

EL 4.2: The CEO shall not allow expenditures to deviate substantially from the approved budget.

EL 4.3: The CEO shall not fail to disclose fiscal activity and concerns to the Board at least on a quarterly schedule.

EL 4.4: The CEO shall not fail to provide all needed information to outside auditors and the Finance Committee on a timely basis.

EL 4.5: The CEO shall not enter non-budgeted multi-year contractual arrangements with vendors that involve annual commitments of more than \$10,000, or that are longer than three years without Board approval.

EL 4.6: The CEO shall not enter contractual arrangements with funders that involve commitments for services of more than 10% of the donation without Board approval.

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EL 4.7: The CEO shall not substantially change the organization's banking arrangements or financial institutions without Board approval.

EL 4.8: The CEO shall not enter into a loan agreement with a bank or financial institution without Board approval.

### **EL 5: Asset Protection**

*To prevent disrepair, excessive risk, untraceable transactions or conflict of interest in the management of Sail Canada's resources, the CEO shall not fail to:*

EL 5.1: Maintain industry standard insurance coverage of the replacement value on stock, furniture and equipment and cash on hand;

EL 5.2: Ensure appropriate safeguards for handling cash;

EL 5.3: Receive, process, or disburse funds under controls sufficient to meet the Board-appointed auditor's standards;

EL 5.4: Protect Sail Canada's assets from abuse or misuse. The CEO shall not fail to ensure that Sail Canada property is inventoried according to a set procedure and timeline, and that a security system is in place to ensure adequate safeguards against theft, loss, or damage of property.

EL 5.5: Deposit Sail Canada's funds in institutions where they are fully protected and receive adequate returns.

EL 5.6: Operate with procedures for backing up and safekeeping off-site any key computer and financial records.

EL 5.7: Operate with procedures for safekeeping any key legal and contractual documents.

### **EL 6: Communication and Counsel to the Board**

*The CEO shall not fail to keep the Board informed of information relevant to the Board's powers and responsibilities as prescribed in the Sail Canada By-laws. Accordingly,*

EL 6.1: The CEO shall not fail to inform the Board of relevant trends, or internal and external changes which affect the strategic directions and program assumptions of the Board.

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EL 6.2: The CEO shall not fail to provide to the Board timely, accurate, and understandable monitoring and performance data on the Association's affairs when requested by the President of the Association.

EL 6.3: The CEO shall not fail to inform the Board of significant events or issues that require the CEO's attention with respect to members, programs services, operations, staff and the sailing community across Canada.

EL 6.4: The CEO shall not fail to advise the Board to appoint representatives to outside agencies where such representation is in the best interests of Sail Canada and where we need to fulfill our commitment to be an active player in the sport community.

#### **EL 7: Risk Management**

*Risk Management will be considered in all activities or events undertaken by Sail Canada with the view of protecting Sail Canada and its members. Therefore:*

EL. 7.1: The CEO shall not fail to implement risk management provisions stipulated by the Board of Directors and identify any related policies that will assist in identifying and mitigating strategic, operating and financial risk.

#### **EL 8: Core Policies Required by Sport Canada**

*Sport Canada, as part of the Sport Funding and Accountability Framework requires all National Sport Organizations to have a set of core policies in place. Therefore:*

EL 8.1: The CEO shall not fail to provide and review every two years all of the core policies required by Sport Canada.

#### **EL 9: High Performance Program**

*Because athletes nominated to a Canadian Sailing Team are required to sign a contract and abide by procedures that lay out the mutual expectations of both the athlete and Sail Canada:*

EL 9.1: The CEO shall not fail to provide and review every year policies that ensure that the above expectations are met and the athlete is treated fairly.

#### **EL 10: Coaches**

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*Coaches are the backbone of our athlete development efforts. Therefore:*

EL 10.1: The CEO shall not fail to provide and review every two years policies that ensure that coaches meet our ethical standards and are given opportunities to progress in their coaching endeavors.

**EL 11: Events**

*Because National-level competitive events are showcases for the sport and it is imperative that they are organized in an effective and consistent manner:*

EL 11.1: The CEO shall not fail to provide and review annually policies that provide guidance to those running events.

**EL 12: Operations Committees**

*Program Committees are required to operate under terms of reference outlining their mandate that have been approved by the Board. Therefore:*

EL 12.1: The CEO shall not fail to provide and review biannually the Terms of Reference for all Operation committees.

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