



Board Governance Policy

Statement of Policy

The Board shall conduct itself in a manner that will ensure effective and efficient governance of the Yellowknife Ski Club (the Club), to the benefit of all Members, present and future, as well as the broader Yellowknife community.

Principles

In carrying out its responsibilities, the Board shall adhere to the following principles:

Accountability – The Board is responsible to its Members and stakeholders for the operations and performance of the Club, including transparent reporting and communications.

Strategic Orientation – The Board’s primary focus must be on the Club’s overall objects, vision, strategic planning, governance and oversight, organizational structure, and risk management.

Efficiency and Effectiveness – Board deliberation and decision-making processes must be thorough, inclusive, timely, and results-oriented.

Provisions

1. Directors’ Responsibilities and Conduct

- (a) Directors must ensure the ethical and professional conduct of the Club, compliance with all applicable laws and regulations, and thereby strive to bring credibility and goodwill to the organization.
- (b) Directors are responsible for reviewing and adhering to the Constitution, Bylaws, policies, rules and position descriptions of the Club, and proposing amendments where appropriate.
- (c) Directors are responsible for establishing appropriate governance structures to ensure the efficient and prudent stewardship of the organization, and for assessing the Board’s own effectiveness.
- (d) Directors are responsible for familiarizing themselves with the operations of the Club and monitoring performance, including all of its facilities, programs, events, and committees, and ensuring that any outstanding issues are brought to the attention of and are addressed by the Board.

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- (e) Directors must ensure the accuracy of Club financial information, ensure compliance with applicable accounting and audit principles, approve and monitor annual budgets, and review and decide upon non-budgetary transactions that are not in the ordinary course of business.
- (f) Directors shall acknowledge that they do not have any independent individual authority to influence the organization or any staff. The Board takes decisions collectively, by resolution. Directors will abide by and support decisions of the Board made by resolution.
- (g) Directors are responsible for ensuring that effective and timely communications with Members occurs, but shall not speak publically for the Club, unless they have been assigned spokesperson responsibilities.

2. Board Meetings

- (a) The Board will meet regularly, typically once each month either on a predetermined schedule or at the call of the President, to ensure that the business of the Club is attended to in a timely fashion.
- (b) The Secretary must communicate notice of all Board meetings to all Directors, indicating the date, time, location, and subject matter of the meeting.
- (c) The Secretary must make best efforts to canvass items for, and distribute Board meeting agendas no less than a week in advance.
- (d) Whenever possible, Directors shall prepare reports and motions for circulation and consideration well in advance of Board meetings where those matters are on the agenda to be presented.
- (e) Directors shall be prepared for meetings, having read pre-circulated material in advance of the meeting.
- (f) Board meetings shall be chaired by the President, or in the President's absence, by the Vice President.
- (g) Board meetings shall be conducted in an orderly and efficient manner, according to parliamentary procedure.
- (h) Directors' contribution to discussions and decision-making at Board meetings shall be positive and constructive, and their interactions shall be courteous, respectful and free of animosity.

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- (i) All Directors are expected to attend all Board meetings, except where unforeseen circumstances arise. Directors who do not attend three consecutive meetings could be asked to resign in order that a Member who is able to contribute more significantly to the organization may fill the position.
- (j) Minutes from the previous Board meeting are to be approved at the current Board meeting.
- (k) Approved minutes of Board meetings shall be made available to the Board and to the Membership promptly following each meeting, usually within a week of the minutes having been approved. Draft minutes, clearly marked as such, may be circulated prior to approval.

3. In Camera Meetings

- (a) It is the discretion of the Board Chair to determine whether a portion of any Board meeting is to be conducted as an *in camera* session.
- (b) A separate agenda and minutes for *in camera* sessions will be prepared, and the circulation restricted to the participants of the *in camera* session.
- (c) Matters that will generally be dealt with *in camera* include:
 - i. Assessing, rewarding, or disciplining individuals;
 - ii. Discussions and dealings with other entities or persons where the information being discussed may compromise the relationship of the Club with them or its relationship with stakeholders;
 - iii. Labor relations or human resources issues;
 - iv. Financial, personnel, contractual and/or other matters for which a decision must be made in which premature disclosure would be prejudicial;
 - v. Matters related to civil or criminal proceedings; or
 - vi. Personal health information related to an individual.
- (d) Where the Board considers confidential matters, Directors will respect the confidentiality of such information, deliberations and decisions, and only communicate that information through agreed upon channels and timelines.

4. Committees

- (a) The Board may strike committees as it sees fit.
- (b) Committees shall have a written mandate, at least one Board member, and a Board appointed chair.

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- (c) Other Committee members may be solicited from the community, and appointed by the Board, according to skills and abilities required for the operation of that committee.
- (d) The designated Board Director will be required to report to the Board on the progress of the Committee.

5. Staff and Volunteers

- (a) The Board is responsible for hiring, monitoring and evaluating the performance of any staff.
- (b) Any staff report to and take their day-to-day direction from the President.
- (c) The Board is responsible for ensuring that volunteers are attracted, utilized and supervised in a productive, efficient, safe and rewarding fashion.

6. Conflict of Interest

- (a) Conflicts of interest may arise from time to time in the affairs of the Club where the private interests of individuals interfere with their official duties and responsibilities.
- (b) The conflicts of interest may be real or they may simply be perceived. In either case, the Club must endeavor to protect itself from potential legal difficulties and from poor public relations by dealing with such issues in a transparent manner.
- (c) Directors must not allow either benefits received or their private interests to influence or be perceived to influence the objectivity and impartiality of their judgments in the performance of their duties and responsibilities.
- (d) Directors should not participate in decisions from which they or their immediate family may derive a benefit or harm, either directly or indirectly. Where discussions related to such decisions take place, Directors must identify their potential conflict(s) of interest and refrain from participating in the discussion and decision. A record of the nature and extent of the conflict of interest and the participation or abstention of the concerned individual in the discussion should be entered into the record of the meeting.

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- (e) In the situation where a conflict of interest is likely to arise due to the supply of goods or services by a Director, proper and open tendering procedures must be followed. In such instances, negotiation of contracts for goods, services or employment should be reviewed by the Board to ensure that all potential conflicts are identified and resolved. A Director may still receive a contract as long as all those making the decision are aware of the potential conflict and the decision is impartial.
- (f) Directors shall not solicit or accept transfers of economic benefit, other than incidental gifts, customary hospitality, or other benefits of nominal value, from persons or organizations having dealings with the Club unless the transfer is pursuant to an enforceable contract of the Director. Such benefits may be accepted with the written consent of the Board.

7. Risk Management

- (a) The Club recognizes that there are risks inherent to its operations, and in the sports of biathlon, cross-country skiing and other uses of Club facilities. The Board is committed to minimizing risks to the organization, its Members, users of its facilities, and participants in its programs and activities.
- (b) The Board is responsible for ensuring that the principal risks of the Club's operations are identified, and that appropriate systems are in place to manage those risks.

8. Strategic Planning

- (a) The Board shall work with the Membership to develop a Strategic Plan.
- (b) The Strategic Plan will describe the vision and goals of the Club, will identify issues to be addressed for the duration of the plan, and will be used by the Board to guide resource allocation, major decisions, and directions of the Club's activities.
- (c) The Strategic Plan will be reviewed at least annually to ensure progress and to set annual goals.
- (d) The Club's Strategic Plan will be updated every five years.

9. Policy Development and Implementation

- (a) The Board is responsible for Club policy development, policy review, and for ensuring policy implementation.
- (b) All Club policies must be readily available for reference by the Membership.

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- (c) All adopted Club policies must clearly state the date of their adoption by the Board, and the most recent date of any revisions.

10. Bylaw Compliance and Review

- (a) The Board is responsible for compliance with Club Bylaws.
- (b) The Board will endeavor to review Club Bylaws annually, and will make recommendations for any proposed changes at properly constituted meetings of the Membership.

11. Succession Planning

- (a) The Board must plan for its own succession.
- (b) In advance of annual Board elections, the Board shall identify expected vacancies, skill, competency and experience requirements, and take steps to attract appropriate candidates to serve on the Board.

Scope and Authority

This Policy applies to all members of the Board, each of whom is responsible for compliance with it.

Prerogative of the Board

Nothing in this Policy shall in any way be construed to limit the prerogative of the Board to make decisions or take action respecting the Yellowknife Ski Club outside the provisions of this Policy, in appropriate circumstances.

History

This Policy was adopted by the Board on December, 12th, 2012.