

NWT AMATEUR SPEED SKATING ASSOCIATION

Governance Policy

September 27, 2017

1. Governing style

The Board will govern with an emphasis on:

- a) Outward vision rather than an internal preoccupation;
- b) Encouragement of diversity in viewpoints;
- c) Strategic leadership more than operational detail;
- d) Clear distinction between Board and administrative roles;
- e) Collective rather than individual decisions;
- f) Future rather than past or present;
- g) Proactivity rather than reactivity.

Accordingly:

- h) The Board, not the Sport Administrator, shall be responsible for excellence in governing;
- i) The Board will direct, control, and inspire the Association and its strategic ambition;
- j) The Board will make only those operational decisions not delegated to the Sport Administrator;
- k) The Board will enforce upon itself the discipline required to govern with excellence and meet the Association's goals and objectives;
- l) The Board will monitor and discuss its own processes and performance.

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2. Duties and responsibilities of Directors

Each of the Association's Directors acknowledges and pledges to uphold a range of duties and responsibilities necessary for the Association and its members to thrive, namely:

- a) A **duty of knowledge and care** – to attend each meeting of the Board and arrive prepared, aware of materials relevant to agenda items such as background documents and policies, understanding of a duty to exercise care and diligence in governing the Association's affairs, and aware of the potential consequences of decisions falling under the Board's jurisdiction;
- b) A **duty of integrity** – to protect the Association's integrity and reputation and abide by the Code of Conduct in all activities undertaken as a Director, whether internally or externally, including the faithful exercise of voting power; accurate and positive representation of the Association in the public sphere; and acting in the Association's best interests in honest, good faith at all times;
- c) A **duty to manage** – establishing policies to direct good governance, complying with legal requirements, measuring and reviewing the effects and impacts of the Board's decisions over time, and exercising appropriate oversight and support regarding the activities of staff and contractors.

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3. Roles of Officers

3.1 THE PRESIDENT

The President assures the integrity of the Board and represents the Board to outside parties.

The President must ensure:

- a) The Board behaves consistently with the Association's values and applicable laws;
- b) Meetings are focused on issues requiring decisions from the Board, not the Sport Administrator, and deliberations are timely, fair and efficient;
- c) Events requiring Board representation are attended and reported upon where possible;
- d) Staff and contractors are provided with adequate Board supervision and, in turn, provide regular reporting as directed by the Board.

3.2 THE SECRETARY

The Secretary is responsible for the maintenance of a complete and accurate record of the Association's activities.

The Secretary must ensure:

- a) Incorporation documents, By-laws, minutes, policies, reports and related documents are preserved and made accessible to members where requested and appropriate;
- b) Documentary obligations under the Societies Act are met by the Association;
- c) An electronic archive of Association documents is maintained and made accessible to both Directors and the Sport Administrator.

3.3 THE VICE-PRESIDENT

The Vice-President replaces the President in their absence or inability to perform the functions of that office, and ensures the President's duties are carried out as necessary.

3.4 THE TREASURER

The Treasurer oversees the financial management of the Association and reports both to the Board and members regarding the Association's financial status.

The Treasurer must ensure:

- a) An understanding of the Association's accounts, accounting practices and financial responsibilities is maintained;
- b) Financial reporting obligations under the Societies Act are met by the Association;
- c) Directors and members are adequately informed of the Association's financial status, and the Board is suitably equipped to make decisions related to the Association's finances;
- d) The Sport Administrator's financial activities on behalf of the Association are adequately supervised;

- e) The Association's ability to perform day-to-day transactions, such as the signing of cheques and depositing of income, is maintained;
- f) The Association's Financial Policy is followed.

3.5 COACH AND OFFICIALS COORDINATOR

The Coach & Officials Coordinator is responsible for the continued provision of adequate coaching and officiating resource to meet the Association's needs.

The Coordinator must ensure:

- a) The Association is aware of, and implements, practices and programming in accordance with standards developed by the national governing body;
- b) Events sanctioned by or supported by the Association have access to an adequate supply of coaches and officials;
- c) The Sport Administrator's operational plan, to include the availability of regular training and certification opportunities for coaches and officials or those wishing to become coaches and officials, has adequate Board-level oversight.

3.6 CLUB REPRESENTATIVES

Club Representatives on the Board serve to provide a voice for their members in the Association's strategic development.

Club Representatives must:

- a) Accurately summarize and represent the view, or views, of their club's membership with regard to issues and decisions entrusted to the Board;

- b) Act not in self-interest and in a spirit of collaboration with fellow Club Representatives and Directors;
- c) Ensure the Association's programming and operations meet the needs of clubs, athletes and volunteers throughout the Northwest Territories.

3.7 PAST PRESIDENT

There shall be no official role designated to any past president of the Association at Board level.

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4. Board committees

Board committees, when used, help the Board do its job and never interfere with delegation from the Board to the Sport Administrator.

As such, Board committees:

- a) Advise the Board, not the Sport Administrator;
- b) May not speak nor act on the Board's behalf without Board approval;
- c) Report to the Board on a regular basis, as directed by the Board;
- d) May include members of the Association and members of the public alongside Directors, as directed by the Board;
- e) Are governed by terms of reference either set out in the Association's Committee Terms of Reference document or specified by the Board on inception of the committee;
- f) Cease to exist once their task is accomplished, unless stated otherwise in their terms of reference.

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5. In camera sessions

The Board may direct that a meeting, or any portion of such, may be “in camera” at its discretion.

Staff and public access to items discussed in camera is restricted. In camera sessions are ordinarily used where disclosure of the discussion may harm an individual or organization, cause a breach of confidentiality, or cause undue financial loss to the Association.

The process is as follows:

- a) A Board motion is made to go in camera and noted in the formal minutes;
- b) Discussion in camera is minuted in a separate document by the Secretary and approved by the Board members present for the discussion;
- c) A Board motion to go out of camera is recorded in the usual, formal minutes of the meeting in progress;
- d) The Sport Administrator, if not present, can now be called in to hear a decision, clarify issues, or respond to questions;
- e) Decisions or motions made as a result of the in camera discussion are recorded in the formal minutes.

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6. Complaints

Complaints addressed to a Director or the Board about the Association, its staff, volunteers or members are to be addressed by the Board as a whole and a response sent by the President, if required, on the Board's behalf.

Complaints about a Director must be brought to the Board's attention and, if necessary, dealt with through an in camera discussion. During such a discussion, Board members present must appoint a Director to bear responsibility for consequent action and reporting, if any, in accordance with the Association's Dispute Resolution Policy.

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7. Expenses

Directors travelling on Board duty shall be eligible for reimbursement of all directly related expenses (as outlined below) for which receipts are provided to the Sport Administrator or Treasurer.

All Board travel for which reimbursement is desired is to be reviewed and approved by the Board prior to travel commencing.

The expenses of family members or others travelling in the same party shall not be reimbursed except with written Board authorization received prior to travel commencing.

7.1 TRAVEL

- a) Flight costs of Directors travelling on official Board duty shall be paid in full, to include one item of hold luggage;
- b) Directors travelling by private car on official Board duty within the NWT shall receive reimbursement at the Private Car Kilometric Rate shown in the most recent Duty Travel Rates list published by the Government of the Northwest Territories at the time receipts are received by the Sport Administrator or Treasurer. The Association's decision regarding the destination-to-destination distance is final;
- c) Directors wishing to travel by private car on official Board duty outside the NWT shall have such a request

- approved by the Board before travelling, and shall either be reimbursed at (i) the rate of the cheapest economy airfare available between the closest NWT airport and the out-of-territory destination, or (ii) using the Kilometric Rate provided for under section (b), at the Board's discretion;
- d) Directors wishing to travel by rental car on official Board duty shall have such a request approved by the Board before travelling. On approval of such a request, the full cost of a reasonably sized rental car and all reasonable fuel receipts provided shall be reimbursed;
 - e) Public transport (bus, rail, metro) costs directly related to Board travel (e.g. for travel from accommodation to an Association-related event) are refundable in full;
 - f) Transportation for private purposes while on Board travel (e.g. from accommodation to an unrelated evening meal) is not refundable;
 - g) Costs incurred through the rearrangement of travel plans (e.g. rebooking flights following a missed flight or bad weather) are refundable only with Board approval on provision of relevant receipts and an explanatory note from the individual travelling.

7.2 ACCOMMODATION

- a) Reasonable hotel costs for Directors travelling more than 50 km from their home community on official Board duty and requiring an overnight stay shall be paid in full;
- b) Choice of hotel and rate rests entirely with the Sport Administrator and Treasurer. Hotels booked by an individual without prior consultation with the Sport Administrator and/or Treasurer may not be reimbursed in full or at all;

- c) Directors staying with family or friends in private accommodation while travelling on Board duty shall be entitled to a \$35/day accommodation allowance if requested;
- d) Costs incurred through the rearrangement of travel plans (e.g. booking an additional hotel night following a missed flight or bad weather) are refundable only with Board approval on provision of relevant receipts and an explanatory note from the individual travelling.

7.3 FOOD AND INCIDENTAL EXPENSES

- a) The cost of meals, to a total not exceeding \$90 per day of Board-related travel or duty, shall be reimbursed in full on provision of receipts;
- b) The cost of incidentals, to a total not exceeding \$20 per day of Board-related travel or duty, shall be reimbursed in full on provision of receipts.

7.4 OTHER EXPENSES

- a) Directors wishing to claim other expenses regarding Board-related travel, such as registration fees or stationery costs, must apply to the Association through the Sport Administrator and/or Treasurer with receipts and an explanatory note from the individual travelling.

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8. Conflict of interest

A conflict of interest occurs when a Director attempts to promote a private or personal interest, resulting in interference with the objective exercise of their responsibilities with the Association.

Conflicts of interest may be real, potential, or perceived. The underlying purpose of this policy is to create transparency in the decision-making process.

- a) There must be no self-dealing or any conduct of private business or personal services between any Director and the Association, except as procedurally controlled to assure openness, competitive opportunity, and equal access.
- b) If a Director cannot act in the interests of NWT Speed Skating without acting against the interests of another organization of which they are a director, they should resign from one of the organizations.
- c) When the Board faces an issue about which a Director has a conflict of interest, that Director shall absent themselves without comment from all deliberation and any related vote.
- d) In situations where a conflict is perceived to exist by others, but the individual Director does not perceive a conflict, the vote of the Board shall be decisive.

- e) A Director who abstains from participation due to conflict of interest is still included in determining quorum.
- f) The minutes must record all declarations of conflict of interest.