

CROSS COUNTRY BC BOARD GOVERNANCE POLICY

1. PURPOSE

The purpose of this document is to explain and provide policy guidance for the manner in which the Board of Directors of Cross Country BC (CCBC) carries out its governance role with respect to CCBC. This document is consistent with and flows from the Purposes of CCBC as well as the By-laws.

2. THE CCBC CONTEXT

In order to clarify the role of the CCBC Board, it is necessary first of all to define CCBC. The Purposes of CCBC, set out in CCBC's incorporation documents, are to:

- a) Act as the sport governing body of Cross Country Skiing within the province of British Columbia;
- b) Promote recreational through to competitive cross country skiing in the Province through, (i) the development and support of member Clubs, (ii) the development of cross country ski trails and facilities, and (iii) the development of cross country ski programs, consistent with these Purposes, throughout the Province;
- c) Govern the organization and conduct of cross country ski competitions within the Province;
- d) Establish and maintain, with member Clubs, an integrated athlete development system that supports the delivery of athletes to the National Ski Team level;
- e) Encourage and foster the principles of self-development, leadership and sportsmanship in cross country skiing.

A large part of CCBC is made up of clubs which are formed by individual members. Each club has a high degree of autonomy within its own portion of the overall CCBC mandate.

CCBC discharges a role unique to the provincial level by generating and operating the provincial cross-country ski teams/squads, and by representing our sport nationally with Cross Country Canada (CCC). In terms of the larger community of CCBC members, CCBC provides a province-wide structure of programs and services of value to the membership at large, establishes provincial standards, and creates/delivers programs for achieving these standards in areas such as skill development, coaching, event rules and organization and officiating.

3. ROLE OF THE CCBC BOARD; RELATIONS WITH THE EXECUTIVE DIRECTOR

CCBC is governed by a Board of Directors elected by the voting members to govern on their behalf. The Board is ultimately accountable to the voting members (Full Service Clubs, represented by Club Chairs) for competent stewardship and for the long-term development of

the association. The Board appoints an Executive Director (ED), and Committees are formed to assist in the task of operating the organization.

The CCBC Bylaw (Section 4.31 a)) states that “the Board is empowered to make policies and procedures to manage the affairs of the Society”. While the CCBC Board of Directors has a great interest in seeing that the rest of CCBC (the clubs) thrive and contribute towards the larger vision of CCBC* as a whole, the Board’s influence on this is indirect, and is achieved largely through the success of CCBC Provincial** in discharging its role.

CCBC employs a form of governance that endeavours to separate governance and operations. The Board sets long-term strategic direction for CCBC and then monitors the ongoing performance of CCBC on behalf of the voting members. The Board is responsible for determining general non-operational policies. These will be referred to as “Board policies”. The ED is responsible for the day-to-day operations in accordance with Board policies and within any limitations imposed by the Board.

The Board can constitute committees or task forces of the Board to support it in its role. While the Board is accountable for all of CCBC's activity, it delegates to the ED the responsibility for carrying out the actual work of the association, empowering the ED to the maximum extent that is consistent with maintaining the Board’s accountability. This is done by setting explicit expectations (criteria or limits) governing the activities of the ED (and the staff and Committees that support the ED).

The ED may form Operational Committees with the approval of the Board. These committees, which report to the ED, are to provide expert advice and practical support to the ED, to help develop operational policies and to provide guidance in technical matters to the entire organization. Board Members may be appointed to these Operational Committees for the purpose of liaison with the Board. However, these Board representatives will not carry direction from the Board to the Operational Committees.

4. EXPECTATIONS 1. ENDS AND OBJECTIVES

The Ends and Objectives towards which the ED and staff must strive are identified in CCBC’s Strategic Plan, developed and approved under the Board’s authority and renewed on a four-year cycle. On an annual basis (in the spring), the ED prepares an Operational Plan and proposes a budget to advance the objectives of the Strategic Plan. The Operational Plan, approved by the Board, provides the overall planning direction for a given year by integrating key aspects of the Strategic Plan with the Operational Plan and the Budget.

It is the Operational Plan that articulates the annual expectations of achievement by CCBC Provincial, under the day-to-day direction of the ED.

* CCBC: the organization as a whole including board, staff, clubs, registrants, athletes, coaches, officials, etc.

**CCBC Provincial: the provincial sport governing body - board, staff, operational committees

5. EXPECTATIONS 2: EXECUTIVE LIMITATIONS

Complementing the Expectations set out in the annual Operational Plan, the Board also sets out a number of Executive Limitations (EL), which impose specific limitations and criteria governing how the ED carries out his or her role. By extension, staff and committees must also be guided by these limitations.

EL: General

The ED 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 ED 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:

- The ED shall provide and review every two years (in June) a Privacy Policy that reflects current legislation. See existing board policy:

1.10 CCBC Privacy Policy.

- The ED shall not use methods of collecting, reviewing, transmitting or storing member information that fail to conform to the CCBC Privacy Policy.
- The ED shall not make any individual member data available outside of CCBC without the explicit permission of that individual.
- The ED shall provide and review every two years (in June) a policy that spells out the expectations of members in terms of behaviour and ethics. See existing board policy:

1.15 CCBC Code of Conduct and Ethics Policy.

EL 2: Treatment of Staff

With respect to staff, the ED shall maintain conditions that are humane, fair and dignified for all paid and volunteer staff. Accordingly:

- The ED shall not discriminate among employees on any basis other than individual performance and qualifications.
- The ED shall establish job descriptions for all jobs and to evaluate each staff person at least annually based upon pre-established criteria.
- The ED shall provide job training as needed for staff, and offer opportunities for professional development training.
- The ED shall establish and enforce a current compensation and benefits schedule.
- The ED shall provide policies that give guidance to staff when performing their duties. See existing board policies:

CCBC Staff Travel and Expenses Policy
CCBC Volunteer Cost Reimbursement Policy
CCBC Hours of Work and Vacation Policy
CCBC Van Policy and Responsibilities

EL 3: Financial Planning & Budgeting

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

- The ED shall prepare budgets that conform to Board stated priorities when making allocations among competing budgetary needs.
- The ED shall ensure budgeting that projects income conservatively and constrains budgeted operating expenses within projected income levels, unless otherwise directed by the Board.
- The ED shall ensure budgeting that contains sufficient detail to enable reasonably accurate projection of revenues, cash flow and expense, while separating capital and operation items, allowing subsequent audit trails, and disclosing planning assumptions.
- The ED shall prepare annual budgets for approval by the Board.
- The ED shall settle payroll and debts in a timely manner.
- The ED shall not allow expenditures to deviate substantially from the approved budget without seeking the approval of the Board.
- The ED shall disclose as soon as practically possible any significant financial threats to the organization.
- The ED shall cause CCBC to provide all needed information to outside auditors on a timely basis.

EL 4: Asset Protection

To prevent disrepair, excessive risk, untraceable transactions or conflict of interest in the management of CCBC's resources, the ED shall:

- Maintain industry standard insurance coverage of the replacement value on stock, furniture and equipment and cash on hand.
- Ensure appropriate safeguards for handling cash.
- Receive, process, or disburse funds under controls sufficient to meet the standards set by the Board, CCBC's By-law, and any applicable legislation.
- Protect CCBC's assets from abuse or misuse. The ED shall ensure that the CCBC property is inventoried according to a set procedure and time line determined in consultation with the Auditor, and that a security system is in place to ensure adequate safeguards against theft, loss, or damage of property.

EL 5: Risk Management

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

- The ED shall provide a Risk Management Plan and any associated policies that will assist in avoiding risk. See board policy:

1.2 Risk Management Policy (to be developed)
 2.12 Roller Skiing Policy
 CCBC Van Policy and Responsibilities
 Criminal Record Check Policy

EL 6: Core Policies Required by ViaSport

ViaSport requires all funded Provincial Sport Organizations to have a set of core policies in place. Therefore:

- The ED shall provide and review every year (in June) all of the core policies required by ViaSport. See existing board policies:

1.1 Harrassment Policy
 1.3 Dispute Resolution and Appeals Policy
 1.4 Conflict of Interest Policy
 1.5 Persons With Disability Policy
 1.6 Gender Equity Policy
 1.7 Anti-Doping Policy
 1.8 Visible Minority Policy
 1.11 Fair Play Policy
 1.12 Screening Policy
 1.13 Workplace Bullying and Harassment Policy
 2.1 CCBC Coaches Code of Conduct
 2.5 CCBC Officials Code of Conduct

EL 7: Provincial Team Programs

Because athletes nominated to the BC Ski Team and BC Development Squad are required to sign a contract and abide by procedures that lay out the mutual expectations of both the athlete and CCBC:

- The ED shall ensure that policies that require the above expectations to be met and the athlete is treated fairly are reviewed every year (by May). See existing board policies:

1.15 CCBC Code of Conduct and Ethics Policy
 2.7 CCBC Athlete Code of Conduct

See existing operational policies:

2.8 BC Ski Team Athlete Agreement
 2.9 BC Development Squad Athlete Agreement
 0 CCBC Team and Trip Selection Policies

EL 8: Coaches

Coaches are the backbone of CCBC's athlete development efforts. Therefore:

- The ED shall ensure that policies are provided, and reviewed every two years (in June), that require that coaches meet CCC's ethical standards and are given opportunities to progress in their coaching endeavours. See existing board policies:

2.2 CCBC Minimum Mandatory Coaching Qualifications

2.5 CCBC Glide Waxing Protocol for Midget Age Categories and Younger

See existing operational policies:

2.3 CCBC Coach Recruitment

2.4 Minimum Age For NCCP Workshops

EL 9: Competitions

As regional, provincial national and international levels of competitive events are showcases for the sport it is imperative that they are organized in an effective and consistent manner:

- The ED shall ensure that policies are provided and reviewed annually (June) that provide guidance to those running events. See existing operational policies:

Teck BC Cup Series Technical Guidelines

Teck BC Midget Championship Guidelines

BC Winter Games Technical Guidelines

Teck Northern Cup Series Technical Guidelines

Teck Kootenay Cup Series Technical Guidelines

Teck Okanagan Cup Series Technical Guidelines

Teck Coast Cup Series Technical Guidelines

BC Cup Series College/University Awards Guidelines

CCBC Sponsorship/Awards Protocol/Media (SAM) Information Package

See existing board policies:

2.6 CCBC Minimum Mandatory Officials Qualification Policy

2.19 CCBC Competition Scheduling Policy

2.20 BC Championships Scheduling Policy

EL 10: Clubs and Membership

CCBC clubs and their members are the foundation of the organization. Therefore:

- The ED shall ensure that club admission policies are provided and current. See existing board policies:

Admission of Member Clubs Policy

EL 11: Operational Committees.

Operational Committees are required to operate under terms of reference, approved by the Board, outlining their mandate. Therefore:

Every two years, the ED shall provide and review the Terms of Reference for all operational committees.

Operational policies (to be developed):

- 2.1 - Callaghan Valley Training Centre Committee terms of reference
- 2.2 - Athlete Development Committee terms of reference
- 2.3 - Officials Development Committee terms of reference
- 2.4 - Coaching Development Committee terms of reference

EL 12: Review and Update of Policies

The ED shall review and, if necessary, update Board policies (for approval by the Board), and operational policies.

- For operational policies, such review and update can be done by internal report to the Board.
- For Board policies, review can be done by internal report to the Board but updates would require Board approval.
- An exception is the Board Governance Policy (this document), which it is the Board's responsibility to review every two years and update if necessary.

6. THE GOVERNING PROCESS

The Governing Process defines how the Board will govern.

GP: The Board

The purpose of the Board, acting on behalf of the CCBC members, is to set strategic long-range direction, to hire the ED, and to monitor organizational performance and the performance of the ED. The Board will do this by using a Policy Governance process.

GP 1: Governing Style

The Board will govern with an emphasis on outward vision rather than an internal preoccupation, commitment to obtaining community input, encouragement of diversity in viewpoints, strategic leadership more than administrative detail, clear distinction of Board and staff roles, collective rather than individual decisions and orientation to the future rather than the past or present. To the extent possible, it will anticipate challenges rather than react to them.

GP 2: Board Deliverables

The job of the Board is to represent the CCBC membership as a whole in determining and demanding appropriate organizational performance by CCBC Provincial. Accordingly:

- The Board is the link between the organization and the voting members.
- The Board will produce a policy detailing who has signing authority and the manner in which the person or persons can sign.

Board policy (to be developed)

- The Board will produce a written governance policy (i.e. this document) that, at the broadest levels, address each category of organizational decision:
 - ✓ Ends and Objectives towards which the ED and staff must strive are identified in CCBC's Strategic Plan, and updated annually by the ED in the Operational Plan.
 - ✓ Executive Limitations: Constraints on executive authority that establish the prudence and ethical boundaries within which all executive activity and decisions must take place.
 - ✓ Governing Process: Specification of how the Board conceives, carries out, and monitors its own task.
 - ✓ Board-ED Relationship: How power is delegated and its proper use monitored; the ED role, authority, and accountability.
- The Board will produce a quadrennial Strategic Plan that will guide the ED and provide measurable benchmarks for success.
- The Board will monitor ED performance against the Ends articulated in the Strategic Plan (and annually detailed in the Operational Plan), and against the Executive Limitations (see above).

GP 3: Governance Development

The Board will invest in its governance capacity. Board skills, methods, and supports will be sufficient to assure governing with excellence while incurring prudent costs. Accordingly:

- Training will be provided to orient new members (e.g. through provision of a Board Orientation Package including the By-laws, this Policy, and the Strategic Plan) and to maintain and increase existing member skills and understanding of the Board's role and of CCBC's operations.
- Outside monitoring assistance will be arranged so that the Board can exercise confident control over organizational performance. This includes, but is not limited to fiscal audit.

GP 4: Board Members' Code of Conduct

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

- Board members must represent unconflicted loyalty to the interests of all members. 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.
- Members must avoid conflict of interest with respect to their fiduciary responsibility through abiding by CCBC's Conflict of Interest policy.

GP 5: Chairperson's Role

The Chair of the Board assures the integrity of the Board's process and occasionally represents the Board to outside parties. Accordingly:

- The job of the Chairperson is to ensure that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization. Accordingly:
 - ✓ The Chairperson will be responsible for setting the agenda for all board meetings, and will do so in consultation with the ED.
 - ✓ The Chairperson 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.
- The authority of the Chairperson consists in making decisions that fall within topics covered by this Board Governance Policy, except where the Board specifically delegates portions of this authority to others. The Chairperson is authorized to use any reasonable interpretation of the provisions in this policy. Accordingly:
 - ✓ The Chairperson is empowered to set the agenda and chair Board meetings, with all the commonly accepted powers of that position (for example: ruling, recognizing, etc.).
 - ✓ The Chairperson has no authority to make decisions about policies created by the Board: i.e. the Strategic Plan or Board Governance Policy.
 - ✓ While the Chairperson has no authority to direct the ED in the operations of the organization, the Chairperson does have an obligation to advise the ED when operational decisions are contemplated or made that threaten the strategic interests of the organization.
 - ✓ The Chairperson may represent the Board to outside parties in announcing Board-stated positions and in stating decisions within the area delegated to the Chairperson.
 - ✓ The Chairperson may delegate this authority but remains accountable for its use.
- The Chairperson represents CCBC on the CCC Division Chair's Council and as the CCBC voting member of CCC.

GP 6: Monitoring Board Performance

The Board shall ensure that an annual process of self-assessment is undertaken.

7. BOARD-ED RELATIONSHIP

The Board-ED relationship includes the assessment of the ED's performance.

B-ED: The Board and ED

The Board of Directors is a body that monitors overall organizational performance, establishes the Strategic Plan and sets board policies. Accordingly, the link between the Board and the operations of CCBC Provincial is its communication with, and direction of, the ED through the Chairperson. Such direction will not be exercised through Board representatives on Operational Committees except as may occur in rare instances under B-ED 1 (below)

B-ED 1: Unity of Control

Only decisions of the Board acting as a body are binding on the ED. Accordingly:

- Decisions or instructions of individual Board members or Board committees are not binding on the ED except in rare instances when the Board has specifically authorized such exercises of authority.
- In the case of Board members or Board committees requesting information or assistance without Board authorization, the ED can refuse such requests that require, in the ED's opinion, a material amount of staff time or funds, or are disruptive.

B-ED 2: Accountability of the ED

The ED is the Board's only link to operational achievement and conduct, so that all authority and accountability of staff and Operational Committees, as far as the Board is concerned, is considered the authority and accountability of the ED. Accordingly:

- The only employee who will receive direction or instructions from the Board is the ED.
- The Board will refrain from evaluating, either formally or informally, any staff other than the ED unless requested by the ED.

B-ED 3: Delegation to the ED

The Board will instruct the ED through written policies that prescribe the organizational Ends to be achieved (i.e. the Strategic Plan) and describe organizational limitations (i.e. this document and general Board policies). The ED may use any reasonable interpretation of these policies. Accordingly:

- The Board is responsible for the development of a Strategic Plan. This will be renewed on a four-year cycle.
- The Board will develop policies that limit the latitude the ED may exercise in choosing organizational means. These policies will be called Executive Limitations policies, and are contained within this Board Governance Policy.
- As long as the ED uses any reasonable interpretation of the Strategic Plan and Executive Limitations, the ED is authorized to establish all further policies (i.e. Operational policies), make all decisions, establish all practices, and develop all activities.
- The Board may revise its Strategic Plan and Executive Limitations, thereby shifting the boundary between Board and ED domains. By doing so, the Board changes the latitude of choice given to the ED. However, as long as any particular delegation is in place, the Board will respect and support the ED's choices.

B-ED 4: ED Communication and Counsel to the Board

ED communication to the Board typically takes place at Board conference calls and face to-face meetings. The ED shall keep the Board informed of information relevant to the Board's responsibilities. Accordingly:

- The ED shall inform the Board of relevant trends, or internal and external changes which affect the previous assumptions of the Board, including those that affect achievement against the Operational Plan and Strategic Plan.
- The ED shall provide to the Board timely, accurate, and understandable monitoring data required by Board policy.
- The ED shall inform the Board of significant problems that require the ED's attention with respect to members, services, staff and the ski community.
- The ED shall report to the Board on budgets and the financial condition of CCBC, on the following schedule:
 - ✓ A draft budget for the new fiscal year shall be presented for review and approval by the Board no later than April 21st of that year.
 - ✓ The interim year-end financial statements shall be presented for review and approval by the Board no later than April 21st following the end of that fiscal year.
 - ✓ The ED shall report to the Board on CCBC's financial condition at every Board meeting.
 - ✓ The ED will report to the Board annually (May or June) on Asset Protection.
- The ED shall remind the Board to appoint representatives to outside agencies where such representation is in the best interests of CCBC and where CCBC needs to fulfill our commitment to be an active player in the sport community.

B-ED 5: Monitoring ED Performance

Monitoring of ED performance will be against the expected ED job outputs: organizational accomplishment against the Operational Plan, and organizational operation within the boundaries established in the Executive Limitations. Accordingly:

- Monitoring is chiefly to determine the degree to which Board policies (including Strategic Plan, Executive Limitations, and Communications expectations – see B-ED 4) are being met.
- The Board will acquire monitoring data by one or more of three methods:
 - ✓ by internal report, in which the ED discloses progress toward strategic objectives and compliance information to the Board;
 - ✓ by external report, in which an external third party selected by the Board assesses progress toward strategic objectives and compliance with Board policies, and
 - ✓ by direct Board inspection, in which a designated member or members of the Board assess progress toward strategic objectives and compliance with applicable policies.

Regardless of the method(s) used, the process for acquiring monitoring data shall be fair, transparent and non-discriminatory.

- All policies that instruct the ED will be monitored at a frequency and by a method chosen by the Board. The Board can monitor any policy at any time by any method, but will ordinarily depend upon a routine schedule.
- Monitoring will include an annual performance review.

Dec, 2014

Revised Apr, 2015