



## WHAT IS GOVERNANCE?

### **The manner in which the organization will:**

- Set direction
- Monitor the achievement of results
- Ensure consistency with values, needs and aspirations of the collective membership

### **This implies that:**

- We understand the needs of our membership and stakeholders
- We articulate the strategic direction that guides the organization
- We adopt policies that are aligned with our values and principles
- Create accountability mechanisms that measure progress toward our set vision
- Oversee operations, ensuring that it is working toward achieving this vision.

### **Our behaviors as a board to fulfill our governance role on behalf of the organization will be as follows:**

- The Board speaks with one voice.
- The ED is the one employee of the Board.
- The Board and ED operate in a collaborative environment towards achieving the vision and goals of the organization.
- The Board sets the direction of the organization in line with its memberships' values, needs and aspirations.
- Priorities and outcomes are clearly defined by the Board and will serve as the priorities for the organization.
- Accountabilities and expectations are clearly defined in achieving the set priorities and outcomes
- Board committees are created to assist the Board in doing its work and, as such, have strategic responsibilities and are responsible for operational oversight and serve as the link to the Executive Director on strategic matters.

In summary, the Board of Directors approaches its task of governing with a style that emphasizes outward vision, encourages diversity of viewpoints, focuses on strategic and operates with a clear distinction between Board and management roles.

## BOARD ROLE IN GOVERNANCE

The Board acts in the best interest of its membership as a whole. The Board is accountable to the membership and employees for competent, conscientious and effective fulfillment of their role.

To foster good governance, the Board of Directors focuses on results and outcomes and provides strategic oversight of the organization. Management and operations are the responsibilities of the Executive Director and the Board implements appropriate accountability mechanisms to monitor progress and results.

The Board of Directors plays three distinct roles:

1. **Direction Setting.** Sets the organizational direction and leads and inspires the organization in pursuit of that direction.
2. **Strategic Planning.** Develops a cohesive strategic plan to guide the organization. Ensuring the organization's leadership, resources, and finances in place to pursue the direction.
3. **Strategic Monitoring and Evaluation.** Monitoring performance against the set direction and ensuring prompt corrective action when needed.

In fulfillment of these roles, the Board commits to the following:

- Establishing a clear framework to provide strategic direction to the organization.
- Delegating responsibility to the ED to carry out this direction.
- Monitor the ED's performance in relation to the Board's direction.
- Establish clear roles and accountabilities of Board Committees through Committee Terms of Reference.

## COMMITMENT TO FULFILLMENT OF ROLES:

In order to fulfill the Board's role and ensure the Directors, are fulfilling their responsibilities, the Board is committed to ensuring that Directors are equipped with the skills and expertise required to guide and assist the organization in enhancing it's capacity by:

- Providing orientation to new members.
- Identifying throughout the course of action areas where additional development may be required to help Directors fulfill their roles in strategic monitoring and oversight.
- Review and update the required skills and expertise needed to fulfill the mandate

# INDIVIDUAL DIRECTOR ROLES AND RESPONSIBILITIES

## Director Roles

Directors role include the following:

- Overseeing the management of the organization.
- Ensuring all activities completed within and on behalf of the organization are done in accordance with the law and Governing bodies/agencies.
- Maintaining a level of conduct as defined in policy
- Keeping confidential those matters of a private nature that come before the Board and as defined by policy

## Director Responsibilities

In order to fulfill their role as a member of the Board, Directors are responsible for the following:

- Acting as representative and in the best interest of curling for Curling Alberta.
- Attending regularly scheduled Board meetings.
- Being prepared for Board meetings by reading and understanding the agenda package before the meeting.
- Reading and understanding the minutes of Board meetings and the minutes of their Committee assignments.
- Being aware of the contents of the website, social media and all organization publications.
- Treating the affairs of the organization as they would their own.
- Understanding the organization goals, objectives and programs and how they are decided and implemented.
- Ensuring that all Committee business that affects the Board be forwarded in writing ahead of the Board meeting.
- Understanding the organizations budgets, budget process and financial status.
- Avoiding self-serving policies.
- Inquiring where clarity does not exist or interpretation is required of the Board's direction. The Board encourages open dialogue and approaches the pursuit of the Board's vision and expected outcomes as a partnership between the Board and the ED.
- Avoiding the substance or appearance of conflict of interest that could adversely influence objectivity in conducting the business of the Board and as defined in policy
- Clearly understand approved policies are clearly identified and understood.
- Understanding the difference between management and board functions, management and board roles, and policy and implementation.
- Recognizing that staff have other responsibilities besides its work with the Board, Directors do not ask for information requiring extensive research without first consulting with the ED and giving consideration to the time and work element relative to the usefulness of the results.

### **Common Committee Rules**

In alignment with the Board's governance philosophy, Board Committees are established to assist and enhance the Board's ability to carry out its responsibilities. Use of Committees shall never interfere with delegation from the Board to ED.

The Board maintains responsibility for all decisions and activities of all of its Committees. No Board Committee is intended to usurp the Board's authority; rather, to enhance the Board's efficiency and effectiveness in fulfilling its roles and responsibilities.

As such, Committees must adhere to the following set of rules:

- Board Committees may not speak or act for the Board, except when formally given such authority for specific and time-limited purposes. Authority will be carefully stated in order not to conflict with authority delegated to the ED.
- Board Committees are established to help the Board. Committees will assist the Board by preparing policy alternatives and implications for Board deliberation.
- Board Committees cannot exercise authority over staff. Where staff-related questions or issues arise, Committees are responsible for informing the Board (on strategic matters) or Management (on operational matters), who will deliberate and decide on the appropriate action for addressing the question/issue.
- No Committee has the power to alter the policy of the Association or the duties or practices of the Management or staff of the Association.
- Working on behalf of the Board, Board Committees and its members operating in this capacity must be in good standing with the Board. Committee members are responsible to report changes in their status on either to the Board.

All Committee Chairpersons are responsible for leading their respective Committees, ensuring all activities follow the Common Committee Rules, and providing updates to Management (on operational matters) and the Board (on strategic matters).

## **CODE OF CONDUCT AND ETHICS**

The Board of Directors is charged with acting in alignment with the organization's values at all times when representing and acting on behalf of the organization. As such, the members of the Board of Directors must adhere to the approved Code of Conduct policy.

## **EXECUTIVE DIRECTOR ROLE**

As the Board's single official link to the organization, the ED is accountable for all organizational performance and exercises all authority transmitted into the organization by the Board.

ED performance will be considered to be synonymous with organizational performance as a whole. Performance will be monitored by the Executive Committee on a regular basis on behalf of the Board.

## DELINEATION OF RESPONSIBILITY

The Board of Directors and the ED are both responsible for establishing and maintaining a strong Board through a strong partnership. Respect, communication and honouring the different responsibilities are the basis for the trust that is essential to be an effective governance and leadership team.

While the Board role is generally responsible for establishing policies, implementation is delegated to the ED. It is expected that the Board and the ED carry out their individual roles within a spirit of collaboration and partnership.

The following table highlights the delineation of responsibilities of the Board and the ED in relation to the Board's role in governance.

Task	Board Role	Executive Director Role
<b>Direction Setting</b>	<ul style="list-style-type: none"> <li>Establish strategic direction and outcomes in consultation with the ED.</li> <li>Ensure that stakeholder interests are represented in the mission, vision and strategic direction.</li> <li>Be knowledgeable about future member and stakeholder needs, interests and expectations.</li> <li>Ensure that the strategic direction meets current and future member and stakeholder needs.</li> <li>Establish and follow policies that define Board, ED, staff, and member roles in policy development and decision making.</li> </ul>	<ul style="list-style-type: none"> <li>Provide input into the strategic direction and outcomes set by the Board.</li> <li>Anticipate and articulate future trends and needs of the members and stakeholders.</li> <li>Inform the Board about emerging issues that relate to strategic planning.</li> <li>Ensure that the operations and budgets are aligned with strategic direction.</li> <li>Ensure all activities and decisions support and align with the Board's direction.</li> <li>Regularly report to the Board on the progress toward accomplishing the strategic direction and outcomes.</li> </ul>
<b>Strategic Planning</b>	<ul style="list-style-type: none"> <li>Build a strategic plan that sets the broad directions towards accomplishing its mission.</li> <li>Ensure the ED has the necessary financial resources to achieve the objectives set.</li> <li>Direct the ED as a Board, not as individual Directors.</li> <li>Keep the ED informed of major issues and questions.</li> <li>Approve plans set forth by the ED.</li> <li>Provide ultimate review and approval on major decisions.</li> </ul>	<ul style="list-style-type: none"> <li>Develop proposals to the Board for critical directional decisions and major resource allocation.</li> <li>Ensure plans proposed to the Board are representative of member views and expectations.</li> <li>Keep all Directors informed of issues, major events and matters of association risk.</li> </ul>
<b>Strategic Monitoring and Evaluation</b>	<ul style="list-style-type: none"> <li>Clearly identify accountability measures by which the Board and ED, will be measured.</li> <li>Review the process and progress of implementation of key initiatives through established milestones and objectives.</li> <li>Refer member complaints and comments to ED.</li> <li>Require regular reports to monitor the status of fiscal and risk management metrics.</li> </ul>	<ul style="list-style-type: none"> <li>Ensure resources and leadership for execution are in place.</li> <li>Guide and monitor progress of execution.</li> <li>Inform the Board of major events and issues.</li> <li>Provide the Board with recommendations for adjusting the strategic direction.</li> <li>Regularly report the fiscal condition and achievement of risk management initiatives.</li> <li>Maintain an understanding of the impact of strategic policies and decisions on membership and stakeholders to inform future development and decisions.</li> </ul>