



## APPENDIX 25-22

### LACROSSE CANADA (LC) BOARD OF DIRECTORS ROLES AND RESPONSIBILITIES

#### **Overview**

The primary role of the LC Board of Directors is to govern by providing leadership and direction for LC in pursuit of its vision and mission. The Board is elected by the membership of the LC and is ultimately accountable to the membership for competent stewardship that will ensure the long-term viability of the CLA.

Good governance requires maintaining a distinction between the functions of the Board and the functions of Sectors, committees and staff. It also requires that the Board follow the principles of sound governance endorsed by Sport Canada, namely:

- Recognizing high standards of ethical behaviour as a core principle in all governance activities;
- Demonstrating commitment to LC's vision, mission, values and strategic plan;
- Promoting clarity of roles and responsibilities within CLA's governance structure;
- Providing continuity for LC by ensuring financial health and appropriate human resources; and
- Being transparent and accountable to members and others, for outcomes and results.

This Policy establishes roles and responsibilities for the Board of Directors. Separate Terms of Reference are also available for Sectors, Standing Committees and Operating Committees.

#### **General Role of the Board of Directors:**

- Maintain authority over, and responsibility for, the systems and structures employed by LC to direct and manage its general operations;
- Oversee the development of strategies, plans and policies that guide LC and provide direction for Sectors, Committees, management and staff;
- Ensure that longer-term strategic plans and annual operational plans for LC are in place;
- Ensure that there are sufficient and appropriate human and financial resources for LC to accomplish its work;
- Fulfill all legal requirements that pertain to LC and its Directors;
- Remain attentive to the changing needs of LC's membership and key stakeholders;
- Participate in the governance of the Canadian Lacrosse Foundation in accordance with the Foundation's bylaws; and
- Operate as a unified corporate body, speaking with one voice through formal motions adopted at its meetings.

#### **Responsibilities of the Board of Directors:**

##### Accountability:



- Is accountable to LC's membership and abides by its decisions and directives– more particularly, the membership will have the authority to elect directors, approve the annual budget, approve membership fees, approve financial statements, appoint the Auditor, approve strategic plans and approve changes to Articles and Bylaws.
- Maintains the trust and support of LC's membership;
- Ensures that LC operates within all applicable laws, rules and regulations;
- Ensures that the overall governance, organizational and staffing structure facilitates the pursuit of LC's strategic plan;
- Ensures that policies and procedures exist to identify and monitor principal organizational risks; assess risks and determine what risks are acceptable to LC; and ensure that appropriate measures are in place to manage such risks. While the Board acknowledges that Sectors have authority to make decisions on technical matters including policies, rules and regulations, the Board retains the right of veto over such technical matters if, in the opinion of the Board: (i) they present unacceptable safety risks; (ii) they threaten the image of the game; or (iii) they impose financial costs not accommodated in approved budgets.
- Ensures effective reporting of CLA activities to stakeholders, funders and regulators on a timely and regular basis; and
- Ensures that LC operates in accordance with high ethical standards.

#### Selection, Support and Evaluation of Executive Director (ED):

- Selects the ED, determines the ED's compensation, and sets out in clear terms the ED's authority, responsibilities and accountability;
- Provides support to the ED to enable him/her to carry out his/her responsibilities;
- Develops and employs effective procedures for the monitoring and evaluation of the ED, and as required, for the ED's termination;
- Conducts a formal evaluation of the ED on an annual basis; and
- Makes provision for the ED's continuing professional development.

#### Financial Oversight:

- Governs LC with a view to its long-term financial health, by safeguarding LC's assets and resources;
- Approves LC's audited year-end financial report, annual operating budget, and other financial reports as required, and presents these to the membership for approval;
- Appoints a Finance and Audit Committee to assist the Board in fulfilling its financial oversight responsibilities;
- Provides every support to the ED to ensure that he/she is able to carry out his/her responsibilities of financial analysis and effective utilization of LC's financial resources;
- Approves policies that implement sound financial controls for LC and ensures policy compliance by Sectors, committees and staff;



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- Ensures that an effective relationship is maintained between LC and all funding agencies and financial partners; and
- Approves major financial decisions and actions and presents these to the membership for approval.

### Board Governance:

- Governs in accordance with LC's Articles of Incorporation, Bylaws, this Policy and any other applicable governance policies of LC;
- Approves any changes to the Articles of Incorporation or Bylaws for subsequent ratification by the membership;
- Approves and updates other LC policies, including those pertaining to risk management, conflict of interest, and member conduct;
- Approves a detailed Terms of Reference for the Members' Council, Sectors, Standing Committees and Operating Committees to assist LC in carrying out its work and pursuing its mandate, provided these Terms of Reference are consistent with the mandates and powers of such entities as stated in the Bylaws;
- Determines the policies, procedures and norms governing Board meetings;
- Appoints persons to sign all contracts, documents, cheques or like instruments, at least one of whom will be an Officer;
- Assesses the performance of the Board and its Directors on an annual basis; and
- Provides an orientation and training program for new Directors.

### External Relations:

- Develops policies regarding the conduct of relationships with external agencies, corporate partners and stakeholders;
- Develops policies regarding the protection and enhancement of LC's image and reputation.
- Actively participates in the activities of the Canadian Lacrosse Foundation on fund raising and financial matters.
- Approves appointments and/or nominations of CLA staff or volunteers to external bodies, including FIL (Federation of International Lacrosse); and
- Approves the selection of CLA representatives to attend national and international events and competitions.