

Policy Section	Change	Policy Version #	Date Approved	Effective Date
All	New Policy	1	Feb 25, 2023	Feb 25, 2023

## 27.0 Governance Policy

### 27.1 Purpose

27.1.1 The purpose of this document is to explain and provide policy guidance for the manner in which the Board of Directors of Ringette Alberta carries out its governance role. This policy is consistent with Ringette Alberta’s By-laws.

### 27.2 Statement on Governance

27.2.1 This policy describes how Ringette Alberta governs itself. The policy also establishes roles and responsibilities for the Board of Directors as well as the role of the Executive Director and committees in governing the organization.

27.2.2 The Ringette Alberta employs a model of governance that separates governance and management functions. The Board delegates the responsibility of managing the organization’s operations to the Executive Director in accordance with Board oversight and approved policies. Good governance requires maintaining a clear and disciplined distinction between the functions of the Board and the functions of staff.

### 27.3 General Role and Responsibilities of the Board

27.3.1 The Board will:

- a) Ensure Ringette Alberta complies with the *Alberta Societies Act* and other applicable legislation.
- b) Ensure that Directors declare any conflicts of interest.
- c) Be responsible for the systems and structures used to direct and manage its operations.
- d) Approve policies and procedures that give direction to management and committees.
- e) Establish committees of the Board that have mandates related to finance, strategy, governance, or other topic area related to the responsibilities of the Board.
- f) Ensure that a strategic plan and annual operating plans are in place, together with the resources required for their execution.
- g) Be accountable and attentive to Members and stakeholders.

- h) Ensure that policies and procedures exist to identify, manage, and monitor risks facing the organization.
- i) Ensure effective reporting to stakeholders and regulators on a timely and regular basis.
- j) Hire and evaluate the Executive Director.
- k) Prepare a succession plan for the Executive Director.
- l) Operate as a unified corporate body.
- m) Have responsibilities that are described in the By-laws.

## **27.4 Governing**

27.4.1 The Board will:

- a) Govern in accordance with Ringette Alberta's By-laws, this Policy and any other applicable governance policies.
- b) Approve any changes to Ringette Alberta's By-laws for subsequent ratification by the Members.
- c) Appoint the Chairs of all committees of the Board and, with input from staff when requested, the other members of committees of the Board.
- d) Determine the policies, procedures and norms governing meetings of the Board.
- e) Appoint individuals to sign all contracts, documents, cheques or like instruments, at least one of whom will be an Officer.

## **27.5 Governance Development**

27.5.1 The Board will invest in its governance capacity. Accordingly, the Board will:

- a) Provide training to orient new Directors.
- b) Regularly conduct a self-assessment.
- c) Appoint a Governance Committee that will regularly review and assess the skills of the Board, and keep abreast of leading practices in governance.
- d) When applicable, engage with external consultants to assist in governance development, governance reviews, and training sessions.

## **27.6 Conduct**

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

- a) Directors must represent unconflicted loyalty to the interests of Ringette Alberta, a membership-driven organization. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups, and membership on other Boards or staffs.
- b) Directors of the Association are not eligible to be considered for employment with the Association while holding a position on the Board of Directors. Therefore, where a Director wishes to apply for a position with the Association, the Director must first resign from their position with the Board prior to making any such application for employment.

- c) Employees of the Association are not eligible to hold a position on the Board of Directors while employed with the Association or at any time within the eighteen (18) months following the cessation of their employment, if their employment ended for any reason other than for cause.
- d) Directors must avoid conflict of interest with respect to their fiduciary responsibility through abiding by the *Conflict of Interest Policy*.
- e) Directors will adhere to the *Code of Conduct* and any other policy or procedure that is applicable to Directors.
- f) Directors will sign a Director's Agreement that describes their roles, responsibilities, and standards for conduct.

## **27.7 Meeting Procedures**

### 27.7.1 The Board will:

- a) Meet a minimum of three (3) times per year and conduct any additional meetings as necessary.
- b) Task the President with setting the agenda of meetings of the Board in consultation with the Executive Director and, if necessary, other Directors.
- c) Task the Executive Director (or designate) with delivering documents related to agenda items to the Directors at least ten (10) days in advance of the meeting of the Board.
- d) Receive reports provided they contain background information and a description of the issues for discussion.
- e) Task the President with chairing the meetings. In the President's absence, a designate (assigned by the President) will perform these duties or the Directors may appoint another Director to serve as Chair if the President did not designate an individual to serve as Chair in their stead.
- f) Task the President with guiding the discussion so that meetings proceed in an orderly and efficient fashion, all views are heard, the Board reaches decisions, and the will of the majority prevails.

## **27.8 Conduct at Board Meetings**

### 27.8.1 Each Director will:

- a) Attend Board meetings as scheduled and participate fully in Board deliberations.
- b) Conduct themselves in Board meetings with a view to furthering the general interests of the organization.
- c) Respect confidentiality of Board business and Board deliberations.
- d) Support the majority decisions of the Board and speak, along with other Directors, with a unified voice representing the will of the Board.
- e) Conduct themselves in Board meetings in a manner in line with Ringette Alberta's policies and procedures.
- f) Ensure that the discussion of business occurs at the meeting and not outside of it.
- g) Notify the President and Executive Director in advance of a Board meeting if they are unable to attend.

## 27.9 External Relations

27.9.1 The Board will:

- a) Approve policies regarding the conduct of relationships with external agencies, corporate partners, and stakeholders.
- b) Approve policies regarding the protection and enhancement of Ringette Alberta's image and reputation.
- c) Approve appointments and/or nominations of staff or volunteers to external bodies (i.e., World Physiotherapy), as required. Alternatively, the Board may appoint an ad-hoc committee to perform this function.

## 27.10 Committees of the Board and Operational Committees

27.10.1 Committees of the Board and Operational Committees fulfill an important function by providing sound and timely advice to the Board and the Executive Director on key areas of governance, stewardship, and strategy. These groups also provide a means for Members to contribute directly to the organization and can serve to prepare individuals for greater responsibilities.

## 27.11 Formation

27.11.1 Per the By-laws, Committees of the Board are formed by the Board for specific purposes. Committees of the Board must have a mandate that is related to providing guidance or advice related to the powers of the Board that have not been delegated to staff per this Governance Policy. Operational Committees are formed by staff for purposes related to the operation of the organization.

## 27.12 Guidelines for Committees of the Board

27.12.1 Committees of the Board operate under the following general guidelines:

- a) Must comply with the *Societies Act* and other applicable legislation.
- b) Must be related to specific purposes (e.g., finance, strategy, governance, etc.) not delegated to staff.
- c) Have terms of reference approved by the Board.
- d) Operate in a transparent manner.
- e) Not incur debts on behalf of Ringette Alberta.
- f) Consist of individuals (primarily Directors and subject-matter experts) appointed by the Board.
- g) Make recommendations to the Board only – and have no authority to make recommendations to staff, exercise authority over staff, make binding decisions, or delegate tasks to staff.
- h) Must not have responsibilities that conflict with the responsibilities of staff.
- i) May invite guests to attend meetings. These individuals will not have a vote at meetings.
- j) Report, make recommendations, and be accountable to the Board.
- k) Have their reports and outcomes, terms of reference, and composition regularly reviewed by the Board.

### **27.13 Guidelines for Operational Committees**

27.13.1 Operational Committees operate under the following general guidelines:

- a) Must be related to specific purposes delegated to staff by the Board or related to the operation of Ringette Alberta.
- b) Have terms of reference approved by the Executive Director.
- c) Operate in a transparent manner and not incur debts on behalf of Ringette Alberta.
- d) Consist of individuals (primarily subject-matter experts) appointed by the Executive Director.
- e) Make recommendations to staff – and have no authority to make recommendations to the Board, exercise authority over staff, make binding decisions, or delegate tasks to staff.
- f) Must not have responsibilities that conflict with the responsibilities of staff.
- g) May invite guests to attend meetings. These individuals will not have a vote at meetings.
- h) Report, make recommendations, and be accountable to the Executive Director.
- i) Have their reports and outcomes, terms of reference, and composition regularly reviewed by the Executive Director.

### **27.14 Ad-Hoc Working Groups**

27.14.1 The Board and the Executive Director each have authority to establish ad hoc working groups for any purpose, putting such conditions, restrictions, or limitations on the mandate of such working groups and their composition and terms of reference, as they deem appropriate. Ad hoc working groups will usually be established for specific and time-limited tasks.

### **27.15 The Board and the Executive Director – Executive Limitations**

27.15.1 Though the Board is accountable for all Ringette Alberta activity, it delegates to the Executive Director the responsibility for carrying out the actual work of the organization - empowering the Executive Director 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 Executive Director.

### **27.16 Unity of Control**

27.16.1 Only decisions of the Board acting as a body are binding on the Executive Director. Accordingly:

- a) Decisions or instructions of individual Directors or committees of the Board are not binding on the Executive Director except in rare instances when the Board has specifically authorized such exercises of authority.
- b) In the case of Directors or committees of the Board requesting information or assistance without Board authorization, the Executive Director can refuse such requests that require, in the Executive

Director's opinion, a material amount of staff time or funds, or are disruptive.

### **27.17 Accountability of the Executive Director**

27.17.1 The Executive Director 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 Executive Director. Accordingly:

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

### **27.18 Delegation to the Executive Director**

27.18.1 The Board will instruct the Executive Director through written policies that prescribe the organizational ends to be achieved and describe organizational limitations. Accordingly:

- a) The Executive Director will develop a Board approved Operational Plan.
- b) The Board may develop policies or Governance Procedures that limit the latitude the Executive Director may exercise in choosing organizational means.
- c) As long as the Executive Director uses any reasonable interpretation of the Strategic Plan and these Governance Procedures, the Executive Director is authorized to establish all further policies (i.e., operational policies), make all decisions, establish all practices, and develop all activities of Ringette Alberta.
- d) The Board may revise these executive limitations, thereby shifting the boundary between Board and Executive Director domains. By doing so, the Board changes the latitude of choice given to the Executive Director. However, as long as any particular delegation is in place, the Board will respect and support the Executive Director's choices.

### **27.19 Executive Director Communication and Counsel to the Board**

27.19.1 Executive Director communication to the Board typically takes place during Board conference calls and face-to-face meetings. The Executive Director shall keep the Board informed of information relevant to the Board's responsibilities. Accordingly, the Executive Director will:

- a) 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 Strategic Plan.
- b) Provide to the Board timely, accurate, and understandable monitoring data required by Board policy.
- c) Inform the Board of significant problems that require the Executive Director's attention with respect to members, services, staff and the physiotherapy community.
- d) Report to the Board on budgets and the financial condition of Ringette Alberta by presenting a draft budget for the new year at least two (2)

- months prior to the end of the fiscal year, for subsequent review by the Finance and Audit Committee and Board approval.
- e) Be prepared to report to the Board on Ringette Alberta's financial condition at every Board meeting.
  - f) Review interim year-end results with the Finance and Audit Committee prior to reporting these to the Board after the year end.
  - g) Remind the Board to appoint representatives to outside agencies where such representation is in the best interests of Ringette Alberta.

## **27.20 Monitoring Executive Director Performance**

27.20.1 Monitoring of Executive Director's performance will be against the expected Executive Director job outputs, organizational accomplishment, and organizational operation within the boundaries established in these executive limitations. Accordingly:

- a) Monitoring is chiefly to determine the degree to which Board policies and directions are being met.
- b) All policies and directions that instruct the Executive Director will be monitored at a frequency and by a method chosen by the Board. The Board can monitor any policy or direction at any time by any method but will ordinarily depend upon a routine schedule.

## **27.21 Operational Committees**

27.21.1 The Executive Director may form Operational Committees. These Committees, which report to the Executive Director, will provide expert advice and practical support to the Executive Director and staff, help develop operational policies and provide guidance in technical matters to the entire organization. Directors may be appointed to these Operational Committees for the purpose of liaising with the Board. However, these Board representatives will not carry direction from the Board to Operational Committees.

27.21.2 Operational Committees are required to operate under terms of reference, approved by the Board, outlining their mandate. Therefore, every two (2) years the Executive Director shall provide and review the Terms of Reference for all Operational Committees. When appointed to a Committee (either as an active member or in an administrative capacity), staff are required to attend Committee meetings.

## **27.1 The Executive Director and Staff**

27.1.1 The Board sets out a number of expectations which impose specific limitations and criteria governing how the Executive Director carries out their role. By extension, staff and committees must also be guided by these expectations.

27.1.2 The Executive Director shall not cause nor allow any practice, activity, decision, or organizational circumstance that is unlawful, imprudent or in violation of commonly accepted business ethics. The Executive Director must also adhere to their Employment Agreement.



## **27.2 Financial Planning & Budgeting**

27.2.1 With respect to budgeting for all or any part of a fiscal period, the Executive Director may not jeopardize either operations or the fiscal integrity of the organization. Accordingly, the Executive Director and applicable staff will:

- a) Prepare budgets that conform to Board-stated priorities when making allocations among competing budgetary needs.
- b) Ensure budgeting that projects income conservatively and constrains budgeted operating expenses within projected income levels, unless otherwise directed by the Board.
- c) 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.
- d) Prepare annual budgets for approval by the Board.
- e) Settle payroll and debts in a timely manner.
- f) Not allow expenditures to deviate substantially from the approved budget without seeking the approval of the Board of any such deviation.
- g) Disclose fiscal activity and concerns to the Board and disclose as soon as practically possible any significant financial threats to the organization.
- h) Cause Ringette Alberta to provide all needed information to outside auditors on a timely basis.

## **27.3 Risk Management**

27.3.1 Risk Management will be considered in all activities or events undertaken by Ringette Alberta with the view of protecting Ringette Alberta and its members. Therefore, the Executive Director will:

- a) Provide associated policies that will assist in avoiding risk.
- b) Ensure that Ringette Alberta conducts a periodic risk assessment.
- c) Ensure that the Finance and Audit Committee receives regular confirmation of the achievement of government obligations.

## **27.4 Review and Update of Policies**

27.25.1 The Executive Director shall review and, if necessary, update Board policies (for approval by the Board), and operational policies. Governance Procedures (this document) are the Board's responsibility to review every two (2) years and update if necessary.