



Policy on Board Structure

Original version approved: April 2003	Policy No: 03-4
Current version approved: October 27, 2020	Pages: 6
Date of next review: October 2023	

1. GOAL

- 1.1. To provide guidelines for how the Chair, Board, Standing Committees and Ad Hoc Committees will govern Cycling Canada (CC) as a policy Board.

2. PRINCIPLES

- 2.1. The elected and appointed volunteers who hold office on the Board of Cycling Canada have many key responsibilities. This policy connects the By-laws to the governance policies.
- 2.2. The Standing Committees and Ad Hoc Committees provide counsel and make recommendations to the Board in areas of Board oversight. This policy states the mandate of each Standing Committee and an associated policy and / or terms of reference.

3. FIELD OF APPLICATION

- 3.1. This policy applies to the roles and responsibilities of the Chair, Board, Standing Committees and Ad Hoc Committees of the Board.

4. DEFINITIONS

- 4.1. Standing Committee: A committee that is constituted in the By-laws to provide counsel to the Board on key matters of the organization that pertain to governance and oversight.
- 4.2. Ad Hoc Committee: A committee that is permitted per the By-laws which can be active from time to time to provide counsel to the Board in key areas that pertain to governance and oversight.

5. POLICY STATEMENT

- 5.1. The Chair, Board, Standing Committees and Ad Hoc Committees will execute on their stated roles and responsibility to govern CC and exercise their fiduciary and legal responsibilities in the best interest of the association.

6. PROVISIONS

6.1. BOARD CHAIR - ROLES AND RESPONSIBILITIES

- 6.1.1. The Chair has three primary roles.
 - i. Provide leadership and direction within the Board by ensuring the Board is organized properly, functions effectively and meets its obligations and responsibilities.
 - ii. Act as primary spokesperson for Cycling Canada at the national and international level, including with leaders of equivalent organizations and communicate with stakeholders about the strategic direction and priorities of CC.

- iii. Provide counsel to the Chief Executive Officer and act as a conduit between the Board and management.

6.1.2. The duties and responsibilities of the Chair are described below.

A. Managing the Board

- i. Chair Board meetings and ensure the Board discusses only those issues that belong to the Board and not to operations.
- ii. Ensures the Board is alert to its obligations to CC, Members, and stakeholders pursuant to applicable requirements that have the force of law.
- iii. Work with the Board and CEO to establish the agenda for Board meetings.
- iv. Ensure co-ordination of agenda, information packages and related events in conjunction with the CEO.
- v. Ensure that the Board and Members are informed in a timely and regular fashion of all matters important to the well-being and success of CC.
- vi. In collaboration with the CEO, ensure data requested by the Board or Board committees is provided and meets their needs.

B. Member, Public and Stakeholder Relations

- vii. Represent CC when appropriate with international and national agencies.
- viii. Chair the Annual Meeting.
- ix. Act as one of chief spokespersons of CC (the other being the CEO).
- x. In conjunction with the CEO, ensure that CC is appropriately represented at official functions and meetings of Members, national and international competitions, and other stakeholder groups.
- xi. Attend, whenever practicable, events, competitions and Member meetings with the express purpose of seeking the viewpoints of individual athletes, coaches, officials and event organizers and communicating the priorities and achievements of the association.

C. Working with Managing Level

- xii. Act as a key sounding board, counselor and confidante for the CEO, including helping to review strategies, define issues, maintain accountability and build relationships.
- xiii. Ensure the CEO is aware of concerns of the Board, Members and other stakeholders.
- xiv. Lead the Board in monitoring and evaluating the performance of the CEO, thus ensuring through Board oversight, the accountability of the CEO.
- xv. Work closely with the CEO to ensure program and administrative strategies, plans and performance are appropriately represented to the Board.
- xvi. In co-operation and partnership with the CEO, assist in representing CC with the federal government and national sport organizations to promote specific CC objectives.

6.2. BOARD - ROLES AND RESPONSIBILITIES

6.2.1. The Board functions as a policy board. The roles and the responsibilities of the Board include those described below but do not exclude any role or responsibility that is consistent with its role as a policy board. It is expected that the Board will carry out its responsibilities in a consultative fashion.

6.2.2. Management of Chief Executive Officer

- i. Hire and ensure succession, monitor performance, approve compensation and provide advice and counsel in the execution of duties.
- ii. Approve terms of reference for the CEO.
- iii. Review the CEO's performance, at least annually, against agreed upon written objectives and policies

6.2.3. Strategy and Planning

- i. Direct and participate with Standing Committees and senior management Staff in developing, and ultimately approving CC's strategic plan.
- ii. Approve the annual operational focus and budget plans that support the applicable strategic plan.
- iii. Monitor CC's progress towards its mission, vision, and revise and alter its direction in view of changing circumstances.

6.2.4. Oversight of Core Business

- i. Approve applications for all World Championship and International events organized by Cycling Canada prior to their submission to the UCI.
- ii. Monitor emergent issues at national and international levels and determine nature (political or operational) of appropriate response.
- iii. Monitor the effectiveness of the organizational structure.
- iv. Ensure measures are taken to provide a safe and inclusive work environment for Staff.

6.2.5. Financial Oversight

- i. Evaluate and use information provided by the CEO and others (including auditors) about the effectiveness of internal control and management information systems.
- ii. Monitor and review program and financial performance relative to budgets and plans.
- iii. Approve financial statements and approve their release by the CEO.
- iv. Approve commencement or settlement of litigation that has a material impact on the association.

6.2.6. Risk Management

- i. Ensure that the CEO identifies the principal risks of CC's business and implements appropriate systems to manage these risks.
- ii. Receive, at least annually, reports from the CEO and /or its committees on matters relating to, among other matters, human relations, health and safety and related party transactions.

6.2.7. Policies and Governance

- i. Review and approve policies on a scheduled basis while assessing their effectiveness.
- ii. Direct the CEO to ensure that CC always operates within applicable requirements that have the force of law and to the highest ethical and moral standards.
- iii. The Board will review its own performance, effectiveness and governance at a minimum of every two years, against best practices.

6.2.8. Legal Obligations

- i. Ensure, through clear direction to the CEO, that legal requirements have been met, and that documents and records have been properly prepared, approved and maintained.
- ii. Review and recommend at the Annual Meeting changes in the By-laws and Articles of Incorporation, identify matters requiring approval at the Annual Meeting, and approve agenda for the Annual Meeting.
- iii. Act honestly and in good faith with a view to the best interests of CC.
- iv. Exercise the care, diligence and skill that reasonably prudent people would exercise in comparable circumstances.
- v. Act in accordance with its obligations contained in the Canada Not-for-profit Corporations Act, other relevant legislation, regulations and policies, and CC's By-laws.

6.3. STANDING COMMITTEES OF THE BOARD

6.3.1. Standing Committee Structure

- i. Standing Committees are constituted in the By-laws to provide counsel and make recommendations to the Board in areas of Board responsibility. The committees have no authority to make decisions on behalf of the Board or to delegate any responsibility to the CEO.
- ii. The chair of each Standing Committee will be a Director of the Board.
- iii. Each committee will be composed of a minimum of three committee members, including the committee chair.
- iv. The Board will name the Standing Committee chairs at its first meeting following the Annual Meeting.
- v. The committee chair will recommend to the Board, for its approval, the additional members of the committee, who may be Directors or, who may be experienced individuals from outside the Board.
- vi. Standing Committees will convene as required by direction of the Board to deal with issues as they arise. Committees will generally meet through telephone conference. The Committee reports its discussions to the Board by distributing the minutes of meetings, and through an oral report by the committee chair at the next Board meeting.

6.3.2. Nominations Committee Mandate

- i. The Nominations Committee is tasked with ensuring the nominations process is communicated clearly, nominees are appropriately vetted and to present the nominees in a clear, timely and informative way to the Members.
- ii. The Nominations Committee is led by the Nomination Policy which outlines the frame structure to ensure a fair and unbiased nomination process.

6.3.3. Risk Management Committee Mandate

- i. The Risk Management Committee is responsible to oversee that proper Risk Management practises are being executed and to accurately identify, assess, control and minimize risk.
- i. The Risk Management Committee is governed by the Risk Management Policy and will monitor and report on risk as an ongoing effort to enable informative decision making.

6.3.4. Finance & Audit Committee Mandate

- i. To assist the Board in its oversight of the integrity of the financial statements of the association, of the association's compliance with legal and regulatory requirements, of the independence and qualification of the auditor, and of the performance of the association's internal audit function and its auditors.
- ii. The Finance & Audit Committee will act in accordance with the Finance Policy and make recommendations to the Board to ensure long-term financial health and stability of the organization through sound fiscal management and the application of prudent business practices.

6.3.5. Insurance Committee Mandate

- i. The Insurance Committee is responsible for the development and review of the request for proposal that is used to determine the selection of the insurance broker for the association's national insurance program. Such RFPs are normally tendered on a 3-5 year basis, dependent on service and cost factors for the program. The committee members review the proposals and make recommendations to the Board on the selection of the broker.
- ii. The work of the Insurance Committee is further detailed in the Insurance Policy.

6.3.6. Human Resources Committee Mandate

- i. The Human Resources committee is responsible for conducting the CEO evaluation on an annual basis and will make recommendations to the Board for annual compensation.
- ii. The Human Resources committee will also set performance benchmarks and monitor throughout the year to determine if any performance-based remuneration is warranted.

6.3.7. Policy Committee Mandate

- i. The Policy Committee is responsible for the development, review and revision process of all policies within CC to ensure the organization is operating with minimal risk and consistent boundaries.
- ii. The committee's work should be consistent with the Policy on Policy Development and ensure policy alignment with any related policies governing CC operations.

6.4. AD HOC COMMITTEES OF THE BOARD

- i. Per the By-laws, the Board may establish Ad Hoc Committees to provide counsel and make recommendations to the Board in areas of Board responsibility. The committees have no authority to make decisions on behalf of the Board or to delegate any responsibility to the CEO.
- ii. The chair of each Ad Hoc Committee will be a Director of the Board.
- iii. The committee chair shall recommend to the Board, for its approval, the additional members of the committee, who may be Directors or, who may be experienced individuals from outside the Board.
- iv. Ad Hoc Committees are established to address specific areas of concern and will be dissolved when not required.

7. REVIEW AND APPROVAL

7.1. Original policy development lead: Rose Mercier.

7.2. Current policy development lead: Mark Gilligan, Bill Kinash, Kelly Murray, Mathieu Boucher.