

VANCOUVER ULTIMATE LEAGUE SOCIETY (“VULS”)

Governance Policy

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

Statement on Governance

This policy describes how the VULS governs itself. The policy also establishes roles and responsibilities for the Board of Directors as well as the role of the senior staff person and committees in governing the organization.

The VULS employs a model of governance that separates governance and management functions. The Board may delegate the responsibility of managing the organization’s operations to a senior staff person 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.

General Role and Responsibilities of the Board

The Board will:

1. Ensure that the VULS complies with the *BC Societies Act* and other applicable legislation;
2. Ensure that Directors declare any conflicts of interest;
3. Be responsible for the systems and structures used to direct and manage its operations;
4. Approve the policies and procedures that give direction to management and committees;
5. Ensure that a strategic plan and annual operating plans are in place, together with the resources required for their execution;
6. Be accountable and attentive to Members and stakeholders;
7. Ensure that policies and procedures exist to identify, manage, and monitor risks facing the organization;
8. Ensure effective reporting to stakeholders and regulators on a timely and regular basis; and
9. Operate as a unified corporate body.

Governing

The Board will:

1. Govern in accordance with the VULS’s By-laws, this Policy and any other applicable governance policies;
2. Approve any changes to the VULS’s By-laws for subsequent ratification by the Members;
3. Appoint the Chairs of all Board Committees;
4. Determine the policies, procedures and norms governing meetings of the Board;
5. Appoint individuals to sign all contracts, documents, cheques or like instruments, at least one of whom will be an Officer;
6. Assess the performance of the Board and its Directors on a regular basis; and

7. Deliver an orientation and training program for new Directors.

Meeting Procedures

The Board will:

1. Meet a minimum of four times per year and conduct any additional meetings as necessary;
2. Task the President with setting the agenda of meetings of the Board in consultation with the Senior Manager (when one exists) and, if necessary, other Directors;
3. Task the Senior Manager (or designate) with delivering documents related to agenda items to the Directors at least seven days in advance of the meeting of the Board;
4. Receive all reports in written form provided they contain background information and a description of the issues for discussion;
5. Use *Robert's Rules of Order* to govern the rules of procedure at meetings;
6. Task the President with chairing the meetings. In the President's absence, a designate will perform these duties or the Directors may elect another Director to serve as Chair; and
7. 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.

Conduct at Board Meetings

Each Director will:

1. Attend Board meetings regularly and participate fully in Board deliberations;
2. Conduct themselves in Board meetings with a view to furthering the general interests of the organization;
3. Respect confidentiality of Board business and Board deliberations;
4. Support the majority decisions of the Board and speak with a unified voice;
5. Conduct themselves in Board meetings in a manner in line with the VULS's policies and procedures
6. Declare conflicts of interest;
7. Ensure that the discussion of business occurs at the meeting and not outside of it; and
8. Notify the President and Senior Manager (when one exists) in advance of a Board meeting if they are unable to attend.

External Relations

The Board will:

1. Approve policies regarding the conduct of relationships with external agencies, corporate partners, and stakeholders;
2. Approve policies regarding the protection and enhancement of the VULS's image and reputation; and
3. Approve appointments and/or nominations of staff or volunteers to external bodies, as required.

Officers

The VULS's Officer positions include the following:

- President

- Vice President
- Secretary
- Treasurer
- Senior Manager (Executive Director)

The President will:

1. Keep the Board focused on advancing the vision, mission, and strategic plan;
2. Ensure the Board develops a strategic plan and policies to guide the organization;
3. Ensure that the Board attends to its internal governance functions, including those relating to the orientation of new Directors and to the Board's evaluation of its performance;
4. Ensure the relationship between the Board and Senior Manager (when one exists) remains positive, constructive and professional at all times;
5. Play a leading role in external communication;
6. Represent the collective will of the Board in communicating with the senior staff person (when one exists);
7. Prepare, with assistance from the Senior Manager (when one exists) and Secretary, the agenda and related documents for meetings of the Board and of the Members, and ensure such meetings are conducted in accordance with the By-laws, the provisions of this Policy, and any other applicable policies and rules of procedure;
8. Chair meetings of the Board;
9. Chair meetings of the Members;
10. Serve as ex-officio and non-voting member of all Board Committees; and
11. Have duties as described in the VULS's By-laws.

The Secretary will:

1. Ensure the books and records of the organization are properly kept;
2. Perform such duties as may be assigned from time to time by the Board or the President; and
3. Have duties as described in the VULS's By-laws.

The Senior Manager will:

1. Lead and manage the VULS in accordance with the strategic direction set by the Board;
2. Within the strategic and operational plans of the VULS, as approved by the Board and in compliance with the law, be responsible for the operations of the VULS;
3. Report and be accountable to the President;
4. Furnish information to Directors as requested, and report such information requests to the President, provided that such requests for information are not:
 - a) Inconsistent with the Board's policies as may be implemented from time to time;
 - b) Deemed to make unjustifiable additions onto staff workload; or
 - c) An unjustifiable cost to the organization.
5. Perform other such duties and responsibilities as assigned by the Board that are within the scope of the Senior Manager's employment agreement.

Committees

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

The VULS may strike two different types of Committees. Board Committees are formed by the Board and have governance or financial functions. Operational Committees are Committees are formed by the Senior Manager (when one exists) or by the Board (when there is no staff available) to have operational functions.

Board Committees are limited to the following: finance and audit, governance and nominations, human resources, and strategic planning committees.

Operational Committees, which report to the Senior Manager (or a designated Director, when there is no staff available), will provide expert advice and practical support to the Senior Manager (when applicable), 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.

Committee Guidelines

Committees will operate under the following general guidelines:

1. Committees will operate in a transparent and open manner
2. Committees will report, make recommendations, and be accountable to the Board or the Senior Manager (when applicable), as applicable
3. Committees will be one way that the VULS communicates and engages directly with Members and stakeholders
4. Committees will have Terms of Reference approved by the Board or the Senior Manager, as applicable
5. The Board or the Senior Manager (when one exists), as applicable, will regularly review each Committee's terms of reference, and will identify expected outcomes. This review will ensure that each Committee is meeting its objectives, continues to be relevant, and is following its Terms of Reference
6. The Chair of each Committee will be appointed by the Board or the Senior Manager, as applicable
7. The Board or the Senior Manager, as applicable, will appoint members to each Committee
8. Committee membership is "competency" based
9. Committees may invite guests or outside experts to attend committee meetings. These individuals will not have a vote at committee meetings
10. Committees will not exercise authority over employees and may not delegate tasks to any employees unless the Senior Manager (when one exists) has specifically agreed to such delegations
11. Unless explicitly empowered by the Board or the Senior Manager, as applicable, committees cannot make binding decisions or speak for the Board or the Senior Manager
12. The work of committees must not conflict with the responsibilities of staff

The VULS Board and the Senior Manager

Though the Board is accountable for all the VULS activity, it delegates to the Senior Manager (when one exists) the responsibility for carrying out the actual work of the organization - empowering the Senior Manager 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 Senior Manager, and the staff (when applicable) and Committees that support the Senior Manager.

Expectations of Staff (when applicable)

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

General

The Senior Manager 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. The Senior Manager must also adhere to their Employment Agreement.

Treatment of Members

With respect to interactions with members and stakeholders, the Senior Manager 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 Senior Manager will:

- a) Regularly review the *Privacy Policy* and *Confidentiality Policy*
- b) Not use methods of collecting, reviewing, transmitting or storing member information that fail to conform to the *Privacy Policy*
- c) Not make any individual Director or participant data available outside of the VULS without the explicit permission of that individual
- d) Regularly review the *Code of Conduct and Ethics*

Treatment of Staff and Volunteers

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

- a) Not discriminate among or terminate employees on any basis other than individual performance and qualifications, except that termination may occur in cases of funding restrictions or a reorganization in which the position is affected
- b) Establish job descriptions for all jobs and to evaluate each staff person at least annually based upon pre-established criteria
- c) Provide job training as needed for staff and volunteers and offer opportunities for professional development training.
- d) Establish operational policies that give guidance to staff when performing their duties.

Financial Planning & Budgeting

With respect to budgeting for all or any part of a fiscal period, the Senior Manager may not jeopardize either operations or the fiscal integrity of the organization. Accordingly, the Senior Manager 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 the VULS to provide all needed information to outside auditors on a timely basis.

Risk Management

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

- a) Provide associated policies that will assist in avoiding risk

Review and Update of Policies

The Senior Manager shall review and, if necessary, update policies for approval by the Board.