



## **BOARD OF DIRECTORS POLICY**

*Updated: September 24, 2020*

### **PURPOSE**

The Board of Directors of the British Columbia Freestyle Ski Association, hereafter referred to as Freestyle BC (FBC), is a governing body whose main task is to focus on policy and governance issues, working in partnership with, but maintaining independence from, the management and operations of FBC.

### **GENERAL RESPONSIBILITIES AND COMMITMENT**

A Director's responsibilities include:

- The duty of knowledge, by keeping oneself informed about FBC and its relationship to other aspects of Canadian sport;
- The duty of care, by acting honestly and in good faith in the best interests of the Association;
- The duty of diligence, by acting prudently and reasonably in all circumstances which are impacted by the decisions taken on behalf of FBC;
- The general fiduciary responsibility to avoid being in a position of a conflict of interest.

The time commitment for a Director will include:

- Attendance at the Annual General Meeting, which is preceded by Board of Directors Meetings; these are held usually quarterly or in higher frequency depending on time of year.
- Participation in up to 8 additional conference call meetings during the year;
- Up to an additional 8 hours per month to review ongoing issues, Board and other communications, and e-mail correspondence.

### **EQUITY AND ACCESS**

In accordance with FBC's Equity and Access Policy, FBC is committed to having a Board of Directors that provides accessible, inclusive, and equitable opportunities for participants regardless of gender, race, ethnicity, culture, religion, or ability (or any other grounds protected under Human Rights legislation in Canada).



## **BENEFITS**

By being a member of the Board of Directors, a person will have the opportunity for further professional and personal development; the challenge of being part of a team dedicated to making significant changes in, and promoting new leadership models for, sports excellence; and the thrill of playing a significant role in the ongoing development of Freestyle BC. It is a volunteer board and Board Members will not be remunerated but Directors may be repaid such reasonable expenses as they may incur in and about the business of FBC.

## **FORMAT**

The FBC Board of Directors will consist of a minimum of seven (7) and a maximum of eleven (11) members, including the Chair as follows: President, Vice President, Secretary, and Treasurer. These Officers are Directors of the Society.

In addition to these Officers, the following shall be the members of the Board:

- a) The immediate Past-President of the Society. If the Past-President is not a Member, or concludes Membership with the Society, or holds another elected position on the Board, this position shall remain vacant.
- b) Four (4) Zone Representatives: Coast, Okanagan, Northern and Kootenay Zones. If the specific Zone does not have representation, it will be opened to other Zones.
- c) Two (2) Directors at Large: Either two (2) professionals or one (1) professional and one (1) athlete.

## **ELECTION OF DIRECTORS**

At every Annual General Meeting, the members shall elect the required number of Directors to fill the offices of those Directors whose terms then expire. One-half of the Board of Directors shall retire from office.

## **DIRECTOR'S TERM OF SERVICE**

Each Director's term of service is for a period of two (2) years. A Director whose term of office has expired shall be eligible for re-election.

## **SCHEDULE OF RE-ELECTIONS**

At every Annual General Meeting, the members shall elect the required number of Directors to fill the offices of those Directors whose terms then expire. One-half of the Board of Directors shall retire from office.



The FBC President and Vice President will be elected at the Annual General Meeting on alternating years; president on odd years and vice presidents on even years (e.g. president 2021, vice president 2022).

## **BOARD OF DIRECTOR NOMINATIONS**

Any nomination of an individual for election as a Director must include the written consent of the nominee by way of submitting an FBC Nomination Form. Each nominee must have his or her nomination supported by a minimum of 2 FBC members in good standing for the current season who are 16 years of age or older and who are not employees, coaches, or contractors with FBC.

A nomination for election may also be supported by the Board of Directors without requiring the support of FBC members, as per FBC Bylaws.

Positions are to be filled at the Annual General Meeting (AGM). Nominations are to be received as of the deadline one month prior to the AGM at: [info@freestylebc.ski](mailto:info@freestylebc.ski).

FBC currently does not have a Nominating Committee. Anyone nomination will be brought forward at the AGM for review, discussion, and election.

## **NOMINEE EXPECTATIONS**

It is expected that an Elected Director will have demonstrated an ongoing commitment to FBC through his/her involvement in the sport of Freestyle Skiing and, in addition, will bring to the Board a set of skills gained through knowledge of and expertise in one or more of the following areas:

- The Freestyle Skiing sport system in British Columbia and Canada;
- Business development;
- Accounting and financial management;
- The legal system;
- Communications and public relations;
- Marketing;
- Government relationships;
- Negotiations and diplomacy.

For an Appointed Director, while a similar background in the sport of Freestyle Skiing is not necessarily required, it is expected that he/she will bring to the Board:

- A passionate, abiding commitment to sport, particularly the development of amateur talent to the highest levels of Canadian excellence;
- A proven influential leadership ability in the business and corporate community;
- A willingness to use that ability in the area of public fund-raising and the building of partnerships with the corporate community;
- A strong commitment to the raising of the image of FBC within both the public and sports communities, in order that it can continue to fulfill its role as the major sport at the provincial, national, and international levels.

## **ROLES AND RESPONSIBILITIES**

### **PRESIDENT**

- Preside at all meetings of FBC with the exception of committee meetings;
- Preside at all meetings of the Board of Directors;
- Attest the minutes of all meetings; and
- Perform all duties as are inherent in the office of a President.

### **VICE PRESIDENT**

The Vice President shall, in the absence of the President, or at the President's request, have the power to perform all the duties of the President.

### **SECRETARY**

The Secretary shall perform the following duties either by himself or by delegation to any salaried or contracted employee(s) under his supervision:

- Conduct the correspondence of FBC;
- Issue Notices of meetings of FBC and the Board of Directors;
- Take and keep minutes of all meetings of FBC and the Board of Directors;
- Provide copies of minutes of meetings of the Board of Directors within ten (10) days of such
- Provide copies of minutes of general meetings within ten (10) days of such meetings to all members;
- Have custody of all records and documents of FBC except those required to be kept by the Treasurer.

### **TREASURER**

The Treasurer shall perform the following duties either by himself or by delegation to any salaried or contracted employee(s) under his supervision:

- Serve as custodian of all monies and any financial document of FBC;

- Act as the chief collector and disbursing Officer;
- Report to the Board of Directors on the financial position of FBC at each meeting;
- Report on the financial position of FBC at all general meetings and provide copies of financial statements to all members at least fourteen (14) days prior to an Annual General Meeting;
- Arrange for the safekeeping of all funds of FBC in such manner as designated by the Board of Directors; and
- Prepare budgets and keep such financial records, including books of accounts, as are necessary to comply with the Society Act.

### **DIRECTOR AT LARGE**

Directors at Large are members of the Board that possess particular skills that are beneficial to the Board composition. These skills may include legal, accounting, fundraising, regional zone representation and/or other professional skills. The role of the director may also be provided to an Athlete representative.

### **CONFLICT OF INTEREST**

Directors shall act at all times in the best interests of FBC rather than in the interests of particular constituencies. This means putting the interests of FBC ahead of any personal interest or the interest of any other person or entity. It also means performing their duties and transacting the affairs of FBC in such a manner that promotes public confidence and trust in the integrity, objectivity and impartiality of the Board.

### **DISCLOSURE**

Both prior to serving on the Board and during their term of office, Directors must openly disclose a potential, real or perceived conflict of interest or financial association as soon as the issue arises and before the Board or its committees dealing with the matter at issue.

### **GUIDANCE**

If the Director is not certain whether he or she is in a conflict of interest or financial association position, the matter may be brought before the President of the Board, the Executive Director, or the Board for advice and guidance.

### **BOARD VOTES**

If there is any question or doubt about the existence of a real or perceived conflict of interest or financial association, the Board will determine by majority vote if a conflict of interest or financial association exists. The Director potentially in conflict of interest or financial association shall be absent from the discussion and shall not vote on the issue.



### **OBLIGATION OF FELLOW DIRECTORS**

It is the responsibility of other Directors who are aware of a real, potential or perceived conflict of interest or financial association on the part of a fellow Director to raise the issue for clarification, first with the Director in question and, if still unresolved, with the President of the Board.

### **ABSTENTION**

The Director must declare the matter in advance and if decided by the Board, shall abstain from participation in any discussion on the matter, shall not attempt to personally influence the outcome, shall refrain from voting on the matter and/or shall leave the meeting room for the duration of any such discussion or vote.

### **RECORDING MINUTES**

The disclosure and decision as to whether a conflict of interest or financial association exists shall be duly recorded in the minutes of the meeting. The time the Director left and returned to the meeting shall also be recorded.

### **QUORUM**

Quorum is not affected at board meetings where a board member absents him or herself during discussion of an item in which a conflict of interest exists.