

CROSS COUNTRY CANADA
BOARD GOVERNANCE POLICY

1. PURPOSE

The purpose of this document is to explain and provide policy guidance for the manner in which the Board of Directors of Cross Country Canada (CCC) carries out its governance role with respect to CCC. This document is consistent with and flows from the objects of CCC as well as the By-laws.

2. THE CCC CONTEXT

In order to clarify the role of the CCC Board, it is necessary first of all to define CCC. The Objects of CCC, set out in CCC's incorporation documents, are:

- a. To be the national sport governing body for cross-country skiing in Canada and to achieve international competitive excellence by the establishment and maintenance of a high performance sport system, through programs that support the National Cross Country Ski Team and development of cross-country skiers;
- b. To represent cross-country skiing in Canada in the Canadian Snowsports Association (CSA);
- c. To represent cross-country skiing for Canada in the International Ski Federation (FIS) through the CSA;
- d. To encourage training for competition, self-development, leadership, and sportsmanship in cross-country skiing;
- e. To promote cross-country skiing as a competitive sport to a broad cross section of the community;
- f. To encourage and co-ordinate popular cross-country skiing in Canada; and
- g. To accept donations, gifts, legacies and bequests.

A large part of CCC is made up of the provincial and territorial "Divisions". These in turn are made up of clubs, which are formed by individual members. Each Division and club has a high degree of autonomy within its own portion of the overall CCC mandate.

For the purpose of this document, "CCC National" refers to the Corporation, which was created by individual members, through decisions taken by their respective clubs and Divisions, to provide for the needs of cross-country skiing at the National level.

CCC National discharges a role unique to the national level, by generating and operating the National Cross-Country Ski Teams, and by representing our sport internationally,

through the CSA with the FIS. In terms of the larger community of CCC members, CCC National provides a nation-wide structure of programs and services of value to the membership at large, establishes national standards, and creates programs for achieving these standards in areas such as skill development, coaching, event rules and organization and officiating.

3. ROLE OF THE CCC BOARD AND RELATIONS WITH THE EXECUTIVE DIRECTOR

CCC is governed by a Board of Directors elected by the Voting Members to govern on their behalf. The Board is ultimately accountable to the Voting Members (Divisions, represented by Division Chairs) for competent stewardship and for the long-term development of the association. The Board appoints an Executive Director (ED), and Committees are formed to assist in the task of operating the organization.

The CCC Bylaw (Section 36) states that “the Board shall determine the general policies and direction of the Corporation”. While the CCC Board of Directors has a great interest in seeing that the rest of CCC (the Divisions and clubs) thrive and contribute towards the larger vision of CCC as a whole, the Board’s influence on this is indirect, and is achieved largely through the success of CCC National in discharging its role.

CCC employs a form of governance that endeavours to separate governance and operations, to an extent that the Voting Members are comfortable with. The Board sets long-term strategic direction for CCC and then monitors the ongoing performance of CCC on behalf of the Voting Members. The Board and is responsible for determining general non-operational policies. These will be referred to as “Board policies”. The ED is responsible for the day-to-day operations in accordance with Board policies and within any limitations imposed by the Board. The Board can constitute committees or task forces of the Board to support it in its role.

While the Board is accountable for all of CCC's activity, it delegates to the ED the responsibility for carrying out the actual work of the association, empowering the ED 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 ED, and the staff and Committees that support the ED.

The ED may form Operational Committees, with the approval of the Board. These Committees, which report to the ED, are to provide expert advice and practical support to the ED, to help develop operational policies and to provide guidance in technical matters to the entire organization. Board Members may be appointed to these Operational Committees for the purpose of liaison with the Board. However, these Board representatives will not carry direction from the Board to Operational Committees.

4. EXPECTATIONS 1. ENDS AND OBJECTIVES

The Ends and Objectives towards which the ED and staff must strive are identified in CCC's Strategic Plan, developed and approved under the Board's authority and renewed on a four-year cycle. On an annual basis, the ED prepares an Operational Plan and proposes a budget to advance the objectives of the Strategic Plan. A Business Plan, approved by the Board and published annually, provides the overall planning direction by integrating key aspects of the Strategic Plan, with the Operational Plan and the Budget.

It is the Business Plan that articulates the annual expectations of achievement by CCC National, under the day-to-day direction of the ED.

5. EXPECTATIONS 2: EXECUTIVE LIMITATIONS

Complementing the Expectations set out in the annual Business Plan, the Board also sets out a number of Executive Limitations (EL), which impose specific limitations and criteria governing how the ED carries out his or her role. By extension, staff and committees must also be guided by these limitations.

EL: General

The ED 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.

EL 1: Treatment of Members

With respect to interactions with members, the ED 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:

EL 1.1: The ED shall provide and review every two years a Privacy Policy that reflects current legislation.

See existing board policy 1.13 - CCC Privacy Policy.

EL 1.2: The ED shall not use methods of collecting, reviewing, transmitting or storing member information that fail to conform to the CCC Privacy Policy.

EL 1.3: The ED shall not make any individual member data available outside of Cross Country Canada without the explicit permission of that individual.

EL 1.4: The ED shall provide and review every two years a Membership Policy that describes the concept of membership within CCC.

See existing board policy: 1.14 - CCC Membership Policy.

EL 1.5: The ED shall provide and review every two years a policy that spells out the expectations of members in terms of behaviour and ethics.

See existing board policy: 1.1 - Norms of Behaviour/Code of Ethics.

EL 2: Treatment of Staff

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

EL 2.1: The ED shall 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.

EL 2.2: The ED shall establish job descriptions for all jobs and to evaluate each staff person at least annually based upon pre-established criteria.

EL 2.3: The ED shall provide job training as needed for staff, and offer opportunities for professional development training.

EL 2.4: The ED shall establish and enforce a current compensation and benefits schedule.
See existing operational policy: 2.7.1 - Staff Pay and Benefits

EL 2.5: The ED shall establish operational policies that give guidance to staff when performing their duties.

See existing operational policies:

2.7.2 - CCC Travel and Expenses;

2.7.3 - Hours of Work and Vacation;

2.7.4 - Staff and Volunteer Clothing Entitlement;

2.7.5 - Corporate Credit Card Policy;

2.7.6 - AGM Planning and Preparation;

2.7.7 - Staff Performance Management;

2.7.8 - Driving Policy.

See existing board policy 1.11 - Charitable Donations Policy.

EL 3: Financial Planning & Budgeting

With respect to budgeting for all or any part of a fiscal period, the ED may not jeopardize either operations or the fiscal integrity of the organization. Accordingly:

EL 3.1: The ED shall prepare budgets that conform to Board stated priorities when making allocations among competing budgetary needs.

EL 3.2: The ED shall ensure budgeting that projects income conservatively and constrains budgeted operating expenses within projected income levels, unless otherwise directed by the Board.

EL 3.3: The ED shall 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.

EL 3.4: The ED shall prepare annual budgets for approval by the Finance Committee and subsequent ratification by the Board.

EL 3.5: The ED shall settle payroll and debts in a timely manner.

EL 3.6: The ED shall not allow expenditures to deviate substantially from the approved budget without seeking the approval of the Finance Committee who shall in turn promptly inform the Board of any such deviation.

EL 3.7: The ED shall disclose fiscal activity and concerns to the Board on the schedule detailed in B-ED 4.4 (below). The ED shall disclose as soon as practically possible any significant financial threats to the organization.

EL 3.8: The ED shall cause CCC to provide all needed information to outside auditors on a timely basis.

EL 4: Asset Protection

To prevent disrepair, excessive risk, untraceable transactions or conflict of interest in the management of Cross-Country Canada's resources, the ED shall:

EL 4.1: Maintain industry standard insurance coverage of the replacement value on stock, furniture and equipment and cash on hand.

EL 4.2: Ensure appropriate safeguards for handling cash.

EL 4.3: Receive, process, or disburse funds under controls sufficient to meet the standards set by the Finance Committee, CCC's By-law, and any applicable legislation.

EL 4.4: Protect CCC's assets from abuse or misuse. The ED shall not fail to ensure that the CCC property is inventoried according to a set procedure and time line determined in consultation with the finance committee, and that a security system is in place to ensure adequate safeguards against theft, loss, or damage of property.

EL 4.5: Deposit CCC's fund in institutions that are Canadian schedule A banks. Wherever possible interest should be earned on any deposits.

EL 4.6: not cause the withdrawal of funds identified as endowment funds without prior Board approval.

EL 5: Risk Management

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

EL. 5.1: The ED shall provide a Risk Management Policy and any associated policies that will assist in avoiding risk.

Existing board policy 1.9 - Risk Management Policy

EL 6: Core Policies Required by Sport Canada

Sport Canada, as part of the Sport Funding and Accountability Framework requires all NSOs to have a set of core policies in place. Therefore:

EL 6.1: The ED shall provide and review every two years all of the core policies required by Sport Canada. See existing board policies:

- 1.2 - Official Languages
- 1.3 - Conflict of Interest
- 1.4 - Disability Equity
- 1.5 - Gender Equity
- 1.6 - Athlete Centredness
- 1.7 - Dispute Resolution and Appeals
- 1.8 - Harassment
- 1.10 - Anti Doping

EL 7: High Performance Program

Because athletes nominated to a High Performance team are required to sign a contract and abide by procedures that lay out the mutual expectations of both the athlete and CCC:

EL 7.1: The ED shall ensure that policies are provided, and reviewed every two years, that require that the above expectations are met and the athlete is treated fairly.

Existing operational policies:

- 2.1. 1 - Athlete Code of Conduct
- 2.1.3 - Selection
- 2.1.4 - Support to NST Athletes at National Events
- 2.2.2 - CCC Racing Licence Policy

EL 8: Coaches

Coaches are the backbone of CCC's athlete development efforts. Therefore:

EL 8.1: The ED shall ensure that policies are provided, and reviewed every two years, that require that coaches meet CCC's ethical standards and are given opportunities to progress in their coaching endeavours.

Existing operational policies:

- 2.1.2 – Coaches' Code of Conduct
- 2.4.3 - NCCP Equivalency and Challenge Policies
- 2.4.5 - Minimum Mandatory Coaching Qualification

EL 9: Events

As National and International - level competitive events are showcases for the sport and it is imperative that they are organized in an effective and consistent manner:

EL 9.1: The ED shall ensure that policies are provided and reviewed annually that provide guidance to those running events.

Existing operational policies:

2.2.1 - Competition Registration and Sanctioning

2.2.3 - Technical Package - Canadian Cross Country Skiing Championships

2.2.4 - Technical Package - NorAm Continental Cup and Canada Cup

2.2.6 – Hosting of Major Events

To be completed National Championships Bid Process

EL 10: Operational Committees.

Operational Committees are required to operate under terms of reference, approved by the Board, outlining their mandate. Therefore:

EL 10.1: Every two years, the ED shall provide and review the Terms of Reference for all operational committees.

Existing operational policies:

2.1 - High Performance Committee terms of reference

2.2 - Events Committee terms of reference

2.3 - Para-Nordic Committee terms of reference

2.4 - Coach & Athlete Development Committee terms of reference

2.5 - Clubs and Membership Committee terms of reference

2.6 - Women's Committee terms of reference

EL 11: Review and Update of Policies

EL 11.1: The ED shall review and, if necessary, update Board policies (for approval by the Board), and operational policies, according to the schedule at Annex A.

- For operational policies, such review and update can be done by internal report to the Board.
- For Board policies, review can be done by internal report to the Board but updates would require Board approval.
- An exception is the Board Governance Policy (this document), which it is the Board's responsibility to review every two years and update if necessary.

6. THE GOVERNING PROCESS

How the Board will govern.

GP: THE BOARD

The purpose of the Board, acting on behalf of the Cross Country Canada members, is to set strategic long-range direction, to hire the ED, and to monitor organizational

performance and the performance of the ED. The Board will do this by using a Policy Governance process.

GP 1: Governing Style

The Board will govern with an emphasis on outward vision rather than an internal preoccupation, commitment to obtaining community input, encouragement of diversity in viewpoints, strategic leadership more than administrative detail, clear distinction of Board and staff roles, collective rather than individual decisions, orientation to the future rather than the past or present. To the extent possible, it will anticipate challenges rather than react to them.

GP 2: Board Deliverables

The job of the Board is to represent the Cross Country Canada membership as a whole in determining and demanding appropriate organizational performance by CCC National.

Accordingly:

GP 2.1 The Board is the link between the organization and the Voting Members.

GP 2.2 The Board will produce a written governance policy (i.e. this document) that, at the broadest levels, address each category of organizational decision:

- Ends and Objectives towards which the ED and staff must strive are identified in CCC's Strategic Plan, and updated annually by the ED in the Business Plan/Operational Plan.
- Executive Limitations: Constraints on executive authority that establish the prudence and ethical boundaries within which all executive activity and decisions must take place.
- Governing Process: Specification of how the Board conceives, carries out, and monitors its own task.
- Board-ED Relationship: How power is delegated and its proper use monitored; the ED role, authority, and accountability.

GP 2.3 The Board will produce a quadrennial Strategic Plan that will guide the ED and provide measurable benchmarks for success.

GP 2.4 The Board will monitor ED performance against the Ends articulated in the Strategic Plan (and annually detailed in the Business Plan/Operational Plan), and against the Executive Limitations (see above).

GP 3: Governance Development

The Board will invest in its governance capacity. Board skills, methods, and supports will be sufficient to assure governing with excellence while incurring prudent costs.

Accordingly:

GP 3.1 Training will be provided to orient new members (e.g. through provision of a Board Orientation Package including the By-laws, this Policy, and the Strategic Plan) and

to maintain and increase existing member skills and understanding of the Board's role and of Cross Country Canada's operations.

GP 3.2: Outside monitoring assistance will be arranged so that the Board can exercise confident control over organizational performance. This includes, but is not limited to fiscal audit.

GP 4: Board Members' Code of Conduct

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

GP 4.1: Board members must represent unconflicted loyalty to the interests of all members. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups, and membership on other Boards or staffs. It also supersedes the personal interest of any Board member acting as a consumer of the organization's services.

GP 4.2: Members must avoid conflict of interest with respect to their fiduciary responsibility through abiding by Cross Country Canada's Conflict of Interest policy.

GP 5: President's Role

The Board President assures the integrity of the Board's process and occasionally represents the Board to outside parties. Accordingly:

GP 5.1: The job of the President is to ensure that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization. Accordingly:

- The President will be responsible for setting the agenda for all board meetings, and will do so in consultation with the ED.
- The President will assure that deliberation will be fair, open and thorough but also timely, orderly and kept to the point by employing appropriate rules of order.

GP 5.2: The authority of the President consists in making decisions that fall within topics covered by this Board Governance Policy, except where the Board specifically delegates portions of this authority to others. The President is authorized to use any reasonable interpretation of the provisions in this policy. Accordingly:

- The President is empowered to set the agenda and chair Board meetings, with all the commonly accepted powers of that position (for example: ruling, recognizing, etc.).
- The President has no authority to make decisions about policies created by the Board: i.e. the Strategic Plan or Board Governance Policy.
- While the President has no authority to direct the ED in the operations of the organization, the President does have an obligation to advise the ED when operational decisions are contemplated or made that threaten the strategic interests of the organization.

- The President may represent the Board to outside parties in announcing Board-stated positions and in stating decisions within the area delegated to the President.
- The President may delegate this authority but remains accountable for its use.

GP 6: Monitoring Board Performance

The Board shall ensure that an annual process of self-assessment is undertaken.

7. BOARD-ED RELATIONSHIP

Defines the Board-ED relationship, including assessment of ED performance.

B-ED: THE BOARD and ED

The Board of Directors is a body that monitors overall organizational performance, establishes the Strategic Plan and sets board policies. Accordingly, the link between the Board and the operations of CCC National is its communication with, and direction of, the ED through the President. Such direction will not be exercised through Board representatives on Operational Committees except as may occur in rare instances under B-ED 1.1 (below)

B-ED 1: Unity of Control

Only decisions of the Board acting as a body are binding on the ED. Accordingly:

B-ED 1.1: Decisions or instructions of individual Board members or Board committees are not binding on the ED except in rare instances when the Board has specifically authorized such exercises of authority.

B-ED 1.2: In the case of Board members or Board committees requesting information or assistance without Board authorization, the ED can refuse such requests that require, in the ED’s opinion, a material amount of staff time or funds, or are disruptive.

B-ED 2: Accountability of the ED

The ED 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 ED. Accordingly:

B-ED 2.1: The only employee who will receive direction or instructions from the Board is the ED.

B-ED 2.2: The Board will refrain from evaluating, either formally or informally, any staff other than the ED unless requested by the ED.

B-ED 3: Delegation to the ED

The Board will instruct the ED through written policies that prescribe the organizational Ends to be achieved (i.e. the Strategic Plan) and describe organizational limitations (i.e. this document and general Board policies). The ED may use any reasonable interpretation of these policies. Accordingly:

B-ED 3.1: The Board will develop a Strategic Plan. This will be renewed on a 4-year cycle.

B-ED 3.2: The Board will develop policies that limit the latitude the ED may exercise in choosing organizational means. These policies will be called Executive Limitations policies, and are contained within this Board Governance Policy.

B-ED 3.3: As long as the ED uses any reasonable interpretation of the Strategic Plan and Executive Limitations, the ED is authorized to establish all further policies (i.e. Operational policies), make all decisions, establish all practices, and develop all activities.

B-ED 3.4: The Board may revise its Strategic Plan and Executive Limitations, thereby shifting the boundary between Board and ED domains. By doing so, the Board changes the latitude of choice given to the ED. However, as long as any particular delegation is in place, the Board will respect and support the ED's choices.

B-ED 4: ED Communication and Counsel to the Board

ED communication to the Board typically takes place at Board conference calls and face-to-face meetings. The ED shall keep the Board informed of information relevant to the Board's responsibilities. Accordingly:

B-ED 4.1: The ED shall 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 Business Plan and Strategic Plan.

B-ED 4.2: The ED shall provide to the Board timely, accurate, and understandable monitoring data required by Board policy.

B-ED 4.3: The ED shall inform the Board of significant problems that require the ED's attention with respect to members, services, staff and the ski community.

B-ED 4.4: The ED shall report to the Board on budgets and the financial condition of CCC, on the following schedule:

- A draft budget for the new year shall be presented for review by the Board in April or May of that year, for subsequent review by the Finance Committee and Board approval.
- The ED shall be prepared to report to the Board on CCC's financial condition at every Board meeting.
- The ED shall review the results of CCC's Variance Reporting exercises with the Finance Committee, prior to reporting these to the Board.
- The ED shall review interim year-end results with the Finance Committee prior to reporting these to the Board after the year end.
- In addition, the ED will report annually on Asset Protection, through the Finance Committee to the Board.

B-ED 4.5: The ED shall remind the Board to appoint representatives to outside agencies where such representation is in the best interests of Cross-Country Canada and where CCC needs to fulfill our commitment to be an active player in the sport community.

See existing operational policies:

2.2.5 - FIS Representation

2.4.2 - University Skiing

Others to be developed – COC, CSSA, Winsport, OTP, CPC, IPC

B-ED 5: Monitoring ED Performance

Monitoring of ED performance will be against the expected ED job outputs: organizational accomplishment against the Business Plan, and organizational operation within the boundaries established in the Executive Limitations. Accordingly:

B-ED 5.1: Monitoring is chiefly to determine the degree to which Board policies (including Strategic Plan, Executive Limitations, and Communications expectations – see B-ED 4) are being met.

B-ED 5.2: The Board will acquire monitoring data by one or more of three methods:

- by internal report, in which the ED discloses progress toward strategic objectives and compliance information to the Board;
- by external report, in which an external third party selected by the Board assesses progress toward strategic objectives and compliance with Board policies, and
- by direct Board inspection, in which a designated member or members of the Board assess progress toward strategic objectives and compliance with applicable policies.

Regardless of the method(s) used, the process for acquiring monitoring data shall be fair, transparent and non-discriminatory.

B-ED 5.3: All policies that instruct the ED will be monitored at a frequency and by a method chosen by the Board. The Board can monitor any policy at any time by any method, but will ordinarily depend upon a routine schedule.

Schedule for Review and Update of Policies

For review in odd-numbered years:

The policies listed below shall be reviewed, and if necessary, updated in odd-numbered years starting in 2011. Unless otherwise directed by the Board, the ED will decide the required level of review and whether any update is necessary. Such review(s) can be completed via a written report to the Board (e.g. listing policies that have been reviewed) or via Board minutes. Dates of reviews should be indicated on the relevant policy.

Board Policies:

- Board Governance policy (to be reviewed and updated by the Board)
- 1.9 - Risk Management Policy
- 1.11 - Charitable Donations Policy

Operational policies:

- 2.1.1 - Athlete Code of Conduct
- 2.1.2 - Coaches Code of Conduct
- 2.1.3 - Selection
- 2.1.4 - Support to NST Athletes at National Events
- 2.1.5 - Roller Skiing
- 2.2.2 - CCC Racing Licence Policy
- 2.2.5 - FIS Representation
- 2.4.1 - High Performance Coaching Experience
- 2.4.2 - University Skiing
- 2.4.3 - NCCP Equivalency and Challenge Policies
- 2.4.5 - Minimum Mandatory Coaching Qualification
- 2.7.2 - CCC Travel and Expenses
- 2.7.3 - Hours of Work and Vacation
- 2.7.4 - Staff and Volunteer Clothing Entitlement
- 2.7.5 - Corporate Credit Card Policy
- 2.7.6 - AGM Planning and Preparation
- 2.7.7 - Staff Performance Management
- 2.7.8 - Driving Policy

For review in even-numbered years:

The following policies shall be reviewed and if necessary, updated in even-numbered years starting in 2012. Unless otherwise directed by the Board, the ED will decide the required level of review and whether any update is necessary. Such review(s) can be completed via a written report to the Board (e.g. listing policies that have been reviewed) or via Board minutes. Dates of reviews should be indicated on the relevant policy.

Board Policies:

- 1.1 - Norms of Behaviour/Code of Ethics
- 1.2 - Official Languages
- 1.3 - Conflict of Interest
- 1.4 - Disability Equity
- 1.5 - Gender Equity
- 1.6 - Athlete Centredness
- 1.7 - Dispute Resolution and Appeals
- 1.8 - Harassment
- 1.10 - Anti Doping
- 1.12 - Training Centres and Sport Canada Official language for Training Centres
- 1.13 - CCC Privacy Policy
- 1.14 - CCC Membership Policy
- 1.16 - CCC Staff Bonus Policy

NB: Note that the Board is also to ratify Operational Policy 2.2.6: Hosting of Major Events, upon any revision or update.

Operational policies:

- 2.1 - High Performance Committee terms of reference
- 2.1.6 - CCC's Training Centre Policy
- 2.2 - Events Committee terms of reference
- 2.2.1 - Competition Registration and Sanctioning
- 2.2.3 - Technical Package - Canadian Cross Country Skiing Championships
- 2.2.4 - Technical Package - NorAm Continental Cup and Canada Cup
- 2.2.6 - Hosting of Major Events
- 2.3 - Para-Nordic Committee terms of reference
- 2.4 - Coach & Athlete Development Committee terms of reference
- 2.4.1 - Staff Pay and Benefits
- 2.5 - Clubs and Membership Committee terms of reference
- 2.6 - Women's Committee terms of reference

When finalized: National Championship Bid Process