



Bluewater Gymnastics Club

Board Governance Policy and Executive Limitations

These Board Governance Policies were initially approved by the Board of Directors on April 9, 2019.

Board Chair

Effective Date

Contents

Preface

1	GOVERNANCE POLICY AND EXECUTIVE DIRECTOR LIMITATIONS / REQUIREMENTS	1-1
1.1	Governance Framework.....	1-1
1.1.1	Definitions.....	1-2
1.1.2	Conformity and Alignment.....	1-3
1.1.3	Vision, Mission and Values	1-4
1.1.4	Governance Approach	1-5
1.1.5	Board of Director Eligibility Term Limits	1-7
1.1.6	Board of Director Succession, Nominating and Orientation Programs.....	1-8
1.1.7	Corporate Officers	1-11
1.1.8	Annual Board Goals and Self-Evaluation.....	1-12
1.1.9	Board Conflict of Interest.....	1-14
1.2	Roles and Responsibilities	1-16
1.2.1	Board of Directors' Role	1-17
1.2.2	Individual Board of Directors' Roles	1-19
1.2.3	Board of Directors' Code of Conduct	1-20
1.2.4	Chair, Vice Chair, Secretary and Treasurer Roles.....	1-22
1.2.5	Roles and Accountability Framework of the Executive Director Position	1-25
1.2.6	Board of Directors – Executive Director Relationship.....	1-28
1.2.7	Board Member Remuneration.....	1-29
1.3	Board Policy Development and Reviews	1-30
1.3.1	Board Policy Development.....	1-31
1.3.2	Board Policy Approval Process.....	1-33
1.3.3	Board Policy Notices, Motions and Monitoring Report Formats	1-34
1.3.4	Existing Board Policies Reviews	1-36
1.4	Board of Director Processes and Committee Structures	1-37
1.4.1	Regular Meeting Agenda Template, Special Meeting of the Board and	In-Camera Sessions.....
1.4.2	Voting Procedures and Quorum.....	1-41
1.4.3	Board of Director Planning Cycle and Evaluations	1-44
1.4.4	Board Committee Structure and Principles.....	1-45
1.4.5	Special Member General Meetings and Annual General Meetings.....	1-49
1.4.6	Board Communications.....	1-52
1.5	Executive Director Executive Limitations / Requirements	1-54
1.5.1	Executive Director Executive Limitations / Requirements.....	1-55

REVISION RECORD

Board Governance Policies and Executive Limitations

Permanent policy to be reviewed every three years.

Please keep this Manual Revision Record in the Manual at all times. All future revisions will be number consecutively. The entry of each revisions as it is placed into the manual will show at a glance, whether the contents of the manual is up to date or not.

Policy #	Policy Title	Revision Date	Revision #	Page #	Board Approved Date	Initial by Board Chair	Entered By

Preface

1 BOARD POLICIES MANUAL FRAMEWORK

1.1 Overview

Bluewater Gymnastics Club is a not-for-profit operating in the Sarnia and Lambton County area. The governance model has been evolving towards a policy governance approach.

This document provides the Board Policies Manual for Bluewater Gymnastics Club, focusing on both Governance Policies and Board Policies. Once finalized by the Board of Directors, the Board Policy Manual will incorporate:

- **Governance Policies** - policies by which the Board of Directors will govern Bluewater Gymnastics Club and itself.
- **Board Policies** - the Board's directions to management (Executive Director) on specific topics and themes.

1.2 Definitions and Structure

1.2.1 Introduction

The following definitions as to Governance Policies, Board Policies, Operating Policies, Standards of Practice and Procedures have been developed to facilitate an understanding of the role and application of each of these elements within the overall policies and procedures framework for Bluewater Gymnastics Club.

1.2.2 Governance Policies

The Governance Policy is about the Board's own work and organizational directions. These policies include both the Governance Policy and each policy's aligned procedures.

A policy approved by the Board of Directors that directs how the Board will govern the organization, the Board's own directions and processes, and its interactions with its sole employee, the Executive Director.

1.2.3 Board Policy

A Board Policy, once approved by the Board, describes for those involved in a decision, the Board's directions, intent, expectations and desired outcomes and related considerations on a particular need, theme or decision topic. A policy framework approach recognizes that not every decision can be prescriptive for every situation or application. Therefore, what a Board of Directors provides are Board Policies that give decision-makers guidance and direction as to intent or other inputs relative to what

the decision outcomes can be. Board Policies have the capacity to be either prescriptive or open-ended depending on an individual's themes or topics risks and applications. In all cases, Board Policies need to indicate intent and direction to staff and others as appropriate, plus how policy monitoring will occur.

The following definition is provided with respect to defining a Board Policy:

A Board Policy is a statement that provides for a defined issue or topic, the Board of Directors' intent and direction on that issue or topic to management. The following inputs constitute a Board Policy's content:

- *Purpose and scope of the Board Policy's application and impact.*
- *Goals, objectives and intended outcomes of the Board Policy, i.e. what is desired / intended.*
- *Key criteria and other framework components that are intended to influence, impact, shape or otherwise affect a decision or decisions within the policy issue or theme.*
- *Definition of key terms in the Board Policy so that simple language prevails and the broadest possible understanding by readers and users exists.*
- *Frequency and content framework for Executive Director monitoring reports on each Board Policy.*
- *Ongoing review process in order to sustain relevancy, intent, usefulness and appropriateness, especially in high change operating environments.*
- *Signed by the Chair and dated to indicate approval.*

1.2.4 Operating Policies

These are statements developed and implemented by management that connect to a Board Policy and which provide direction to staff and operating volunteers on management requirements and expectations on the defined topic or theme. They are signed by the Executive Director and should be reviewed every three years for updating and renewal as required. They themselves do not need Board of Director approval but could be shared with the Board for information and input.

An Operating Policy is a direction by Bluewater Gymnastics Club Executive Director to all staff and volunteers on how a Board Policy will be implemented operationally within the organization.

1.2.5 Standards of Practice and Procedures

Standards of Practice: articulate professional practices or standards that shape, determine, influence or dictate how a Board Policy or an Operating Policy is to be implemented within Bluewater Gymnastics Club operations. Standards of Practice can be sourced from professionally recognized regulatory, affiliated group, statutory or other bodies; staff and volunteers; and others.

Standards of Practice are the actions, tools, or other perspectives that a staff person or a volunteer would employ to ensure the goal and intent of a Board Policy and its aligned Management Operating Policy is achieved.

Standards of Practice are developed by management, sometimes based on third party professionally recognized (e.g.: Gymnastics Canada / Ontario) or statutory sources. They generally do not require Board approval, though Board members should have the opportunity to comment on them and may need to be informed about them in order to fulfill their governance role.

If the Board feels that certain Standards of Practice require Board approval, then those Standards of Practice should be captured within the aligned Board Policy's content. The Board should attempt to refrain from becoming involved with Standards of Practice approval, as within a policy-oriented governance model, programs and services implementation is the role of the Executive Director in order to ensure clear and separated accountabilities and the most effective management approaches.

Procedures: the steps, key dates, reporting requirements, forms completion and other tasks necessary to fulfill the requirement of a Board and Operating Policy relative to delivering a specific action, program, service or related undertaking by a staff person or volunteer.

Procedures articulate the steps or sequences of action, reporting timelines, forms completion requirements, communication linkages and other actions necessary to achieve the intent, direction and goals of a Board or Operating Policy and / or the Standard of Practice, within an orderly, methodical and thoughtful way.

Procedures are developed by the Executive Director, as they represent the operational implementation of a Board Policy. They do not require Board approval, though Board members should have the opportunity to comment on them, and may need to be informed of them in order to fulfill their governance role.

If the Board of Directors feels that certain Procedures require Board approval, then those procedural considerations should be captured within the aligned Board Policy. The Board should attempt to refrain from becoming involved with procedures approval, as within a policy-oriented governance model, policy implementation is the role of the Executive Director in order to ensure clear and separated accountabilities and the most effective management approach.

1.3 Board Governance Policies

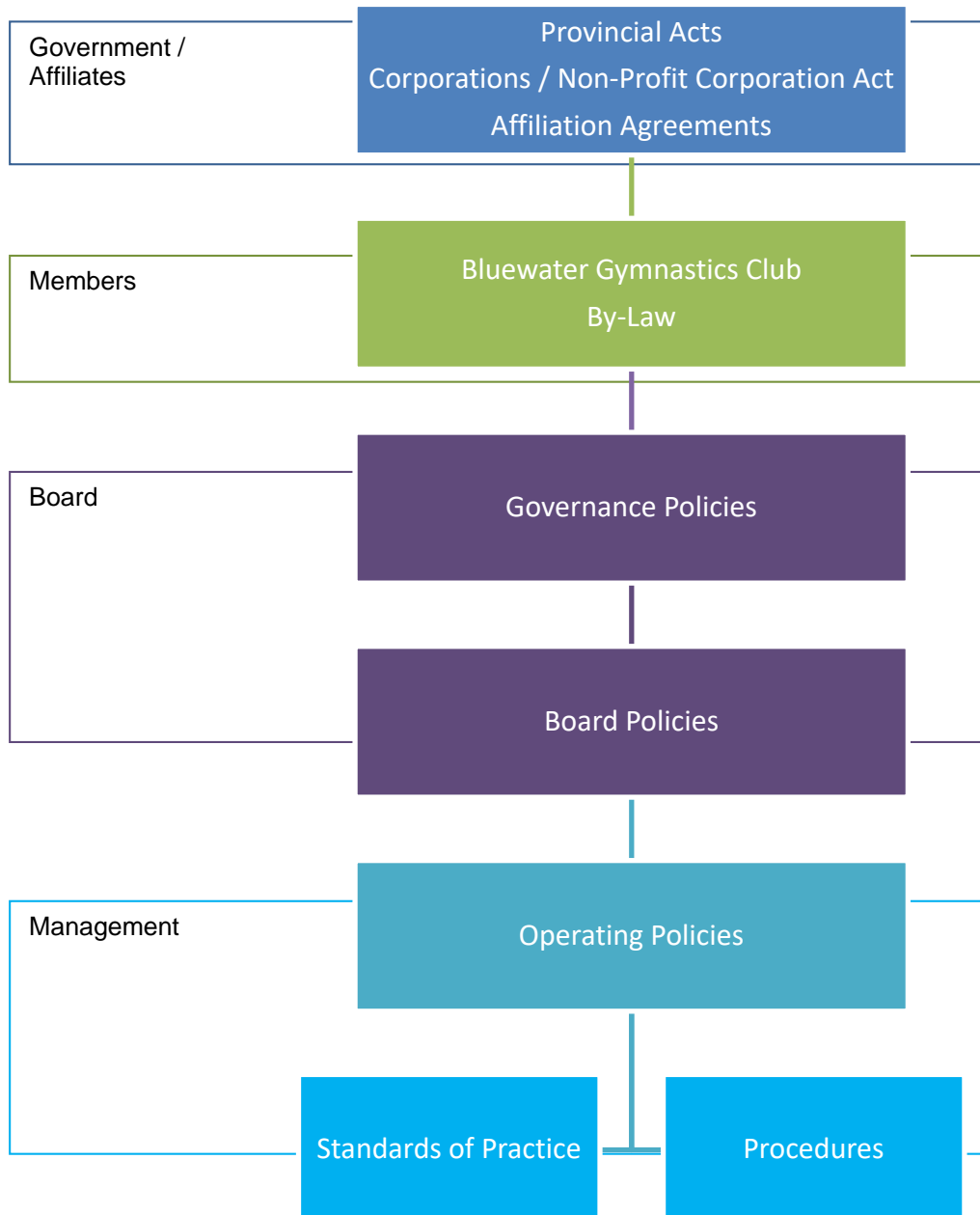
1.3.1 Governance Categories

The Bluewater Gymnastics Club Board Governance Policies and Executive Director Limitations / Requirements are based on the following categories:

- Governance Framework

- Roles and Responsibilities
- Policy Development and Reviews
- Board of Director Processes and Committee Structures
- Executive Directors Limitations / Requirements

Bluewater Gymnastics Club Policy Framework Alignment



1 Governance Policy and Executive Director Limitations / Requirements

Policy Unit:

1.1 Governance Framework

Policy Number:	1.1.1 Definitions
-----------------------	--------------------------

Relevant Statutory / Regulatory Linkages:

Policy Statement (Intent and Scope)

The following definitions are utilized in applying Governance and Board Policies.

1. **Governance** – The primary role and responsibility of a Board of Directors acting on behalf of its members, sector, community and stakeholders. Governance is the act of establishing and assessing the effectiveness of the policies, directions, priorities and use of resources of the organization.
2. **Governance Policy** – Represents the collective processes, procedures and practices that the Board of Directors utilizes to govern the organization.
3. **Board Policy** - A statement by the Board of Directors, that directs the Executive Director as to the Board's intents; and the outcomes and monitoring that the Board of Directors wishes implemented and achieved on a specific topic, theme, issue or opportunity. Board Policies provide the framework for governing the administration and operations of the organization.
4. **Organization / Agency** – Refers to Bluewater Gymnastics Club in an entirety.
5. **Board of Directors** – Refers to the Board of Directors as the governance body of Bluewater Gymnastics Club, undertaking actions, decisions, etc., as a corporate body.
6. **Meeting Chair** – a Board member appointed by the Board to Chair any meeting of the Board.
7. **Officers** – Officers are elected by the Board of Directors as per relevant legislation and include the Chair, Vice Chair, Secretary and Treasurer, of which the last two (2) positions can be combined.
8. **Individual Board Member** - Refers to a member of the Board of Directors acting as an individual.
9. **Executive Director** – Refers to the senior staff leadership position, operating as the Executive Officer and reporting to the Board of Directors as its sole employee.
10. **Affiliation** – refers to agreements and directions associated with the Bluewater Gymnastics Club's affiliation agreements with Gymnastics Canada, Gymnastics Ontario, or any other relevant and connected agreements.

Monitoring

1. Annually by Board for amendments and updating.

Policy Number:	1.1.2 Conformity and Alignment
-----------------------	---------------------------------------

Relevant Statutory / Regulatory

Linkages:

Corporations Act / Not-for-Profit Corporations Act (future)

Applicable Legislation Acts / Regulations

Affiliation Agreements

Policy Statement (Intent and Scope)

The Board of Directors of Bluewater Gymnastics Club will govern in conformity and alignment with:

1. Corporations Act / Non-Profit Corporation Acts of Ontario, the latter when proclaimed and replacing the Corporations Act of Ontario.
2. Bluewater Gymnastics Club By-laws.
3. Bluewater Gymnastics Club Governance Policies.
4. Other relevant statutory, regulatory or affiliation requirements as they apply in any way to the organization.

Monitoring

1. Included in the Vice Chair's Annual Compliance Report.

Policy Number:	1.1.3 Vision, Mission and Values
-----------------------	---

Relevant Statutory / Regulatory Linkages:

Policy Statement (Intent and Scope)

The Board of Directors will govern Bluewater Gymnastics Club to achieve its Vision, Mission and Principles.

1. Vision

Through good leadership we will increase membership to an optimum level that results in high customer satisfaction applying best practices to programs, staff retention and asset management to be financially sound.

2. Mission Statement

To provide quality recreational and competitive gymnastics programs focused on fun, fitness and fundamentals such that each participant has the opportunity to reach their potential.

3. Our Philosophy

The principal goal of the Club is to develop the full inherent athletic, physical and mental potential of each individual. The Club is dedicated to the development of young girls and boys not only as masters of their discipline, and also as citizens who will assume leadership and inspire others to reach the limits of their individual potentials. All levels of ability receive proportionate attention in Bluewater's structure programs. Each level has its own emphasis.

Monitoring

1. Quarterly Reports by the Executive Director.
2. Annual reviews to update the Strategic Plan.
3. Comprehensive review every three years.

Policy Number:	1.1.4 Governance Approach
-----------------------	----------------------------------

Relevant Statutory / Regulatory Linkages:

Policy Statement (Intent and Scope)

The Board of Bluewater Gymnastics Club will approach governance emphasizing outward vision rather than an internal focus, encouragement of diversity in viewpoints, strategic leadership more than administrative detail, clear distinction of Board and staff roles, collective rather than individual decisions, future rather than past or present, and proactively rather than reactively.

More specifically, the Board will:

1. Operate in all ways mindful of Bluewater Gymnastics Club's stated Philosophy and mandate.
2. Ensure the Board collectively and individually is committed to and practises excellence in governing Bluewater Gymnastics Club. Expressed commitment will apply to matters such as attendance, policymaking principles, respect of roles, and speaking with one voice.
3. Represent all the stakeholders of Bluewater Gymnastics Club in governing the organization to achieve excellence in its services and programs.
4. Work as a group to achieve the organization's Vision, Mission and Philosophy; strategic directions; quality coaching, and annual outcomes, ensuring the organization operates consistent with all statutory and regulatory requirements and Board Policies.
5. Initiate policy changes and discussions and not merely be a reactor to staff initiatives. The Board, not the staff, will be responsible for Board governance and performance.
6. Support an organizational culture of inclusion, fairness, transparency and respect for each person.
7. Ensure transparency and stakeholder inclusiveness in Board of Directors governance processes, through effective communications and consultation.
8. Lead, control and inspire the organization through the careful establishment of the broadest organizational values and perspectives (policies).
9. Use the skills and insights of all Directors in reaching Board of Director decisions.
10. Provide effective new Board of Director member orientations and on-going Board of Director development opportunities to enhance individual Director capacity, input and participation.

11. Be accountable to Bluewater Gymnastics Club's stakeholders and the general public for competent, conscientious and effective accomplishment of its obligations as a body. It will allow no office, individual or committee of the Board to usurp this role or hinder this commitment.
12. Ensure that an effective and separated clarity of roles exists for the Board of Directors and for the Executive Director. The Board of Directors' responsibilities involve developing, reviewing and monitoring Board Policies, directions and priorities. The Executive Director responsibilities involve the execution of strategy direction and priorities and the managing of the day to day operations of the organization through the implementation of Board Policies, strategic directions and priorities, and reporting the results of Board Policies implementation to the Board of Directors as prescribed in each Board policy.

Monitoring

1. Included in Vice Chair's Annual Governance Report.

Policy Number:	1.1.5 Board of Director Eligibility Term Limits
-----------------------	--

Relevant Statutory / Regulatory Linkages:

Corporations Act / Non-Profit Corporations Act

Policy Statement (Intent and Scope)

1. Eligibility

Board member eligibility will be assessed by the Governance Committee based on the requirements of the Bluewater Gymnastics Club By-Law(s) plus the following additional Board Policy criteria:

- Cannot be a current member of the organization's staff
- If a former employee of the organization, must not have been in the employ of the Bluewater Gymnastics Club for a minimum of three (3) continuous years.

2. Term Limits

As a means to ensure ongoing structured Board refreshment with continuity, Board of Director Term Limits are to be utilized.

1. Each Board member elected at an Annual General Meeting or Special Members Meeting will serve for two years, after which they can be elected for two additional consecutive two year terms, totalling six consecutive years.
2. Board members up for their two year renewal who are not re-elected are to leave the Board at that time and the newly elected Board members will take the open Board positions.
3. Board members who fulfill their six year term or who have resigned during their elected term are not eligible for re-election to the Board of Directors for a two year period.
4. With the approval of a Board motion, the Board can assign staggered end of term dates for current Board members in order to implement the Board of Director Term Limits Policy.
5. If a current Board member resigns from the Board during any of their two year terms, the newly elected Board member will fill the remaining portion of the departing Board member's term on the Board and will remain eligible for three two-year terms thereafter.

Monitoring

1. Included in Vice Chair's Annual Governance Report.

Policy Number:	1.1.6 Board of Director Succession, Nominating and Orientation Programs
-----------------------	--

Relevant Statutory / Regulatory Linkages:

Not-for-Profit Corporations Act (once proclaimed)

Bluewater Gymnastics Club By-Law

Policy Statement (Intent and Scope)

The Board of Directors will undertake structured programs to support succession planning and the nominating of new Board members, and the orientation of new Board members to fulfill their role on the Board of Directors of Bluewater Gymnastics Club.

1. Board Member Succession Planning and Nominating Process

The Board of Directors will undertake the following steps to support its Board member succession planning and nominating processes:

- 1.1. Every year, the Board will, based on an agenda item at a regular Board Meeting, identify the skill sets required to support the Board's works over both the shorter and longer terms related to following points:
 - 1.1.1. Anticipated retirements from the Board as per term limits.
 - 1.1.2. Projects, changes or other initiatives that may require new / different or continuing skill sets on the Board.
- 1.2. Current Board members will, where feasible, provide a minimum of six months notice to the Chair or designate of their intent to retire from the Board if leaving for reasons other than term limits.
- 1.3. An inventory of skill set requirements will be prepared by the Board's Governance Committee, acting as the Nominating Committee, to support both Board succession and nominating initiatives, along with meeting By-Laws requirements and other criteria. The skills identified do not need to be the sole determinant of a Board of Director member's candidacy.
- 1.4. The Nominating Committee will source potential Board nominees by soliciting candidate names from current and past Board members, members, parents of participants, other agencies and partners, community leaders, websites, the Executive Director, and other sources, including public requests as appropriate based on the skills inventory, community cultural diversity, the By-law, and other criteria.

- 1.5. The Nominating Committee will meet with / interview perspective candidates to discern their interests, commitment and availability; as well as share pertinent information and answer questions the perspective candidates may have.
- 1.6. In support of recruiting Board candidates, the Board of Directors will have a document prepared and updated annually that will identify the following:
 - 1.6.1. The meeting dates and number of Board meetings per year.
 - 1.6.2. Committee and related responsibilities, including two (2) year term limit on a Standing Committee.
 - 1.6.3. Special annual sessions, such as strategic planning, etc., and evaluation requirements.
 - 1.6.4. Other commitment requirements of a Board of Director member, along with other clearly stated expectations.

2. New Board Members Orientation Process and Eligibility Form Signing

The Board of Directors, supported by the Executive Director, will undertake a comprehensive orientation of new Board members to support them in fulfilling their roles and commitment as a Board member of Bluewater Gymnastics Club based on the following activities:

- 2.1. Establish a mentoring program, whereby a new Board member, for a three to six month period, is associated with an existing Board member so that they can ask questions and be briefed on Board practices, etc.
- 2.2. Undertake an orientation program through the Chair or designate and the Executive Director that includes the following:
 - 2.2.1. A Board member binder that includes the key materials, such as:
 - a) Bluewater Gymnastics Club By-law;
 - b) Strategic Plan, including the Vision, Mission and Principles;
 - c) Audited Financial Statements;
 - d) Current year budget and financials on a year to date basis;
 - e) Board Governance Policy;
 - f) Board Policies;
 - g) Key measures and statistics on organizational programs, services, performance and other elements;
 - h) Organizational chart;

- i) The annual meeting schedule for the Board and any committees and task forces;
 - j) Signed Conflict of Interest, Confidentiality, Code of Conduct;
 - k) Other appropriate materials.
- 2.3. The Chair or designate, along with the Executive Director, will host a new member Board orientation session, at which existing Board members can attend, if they wish, that will undertake the following:
 - 2.3.1. Review the core commitments and responsibilities of the Board of Directors and individual members of the Board.
 - 2.3.2. Review of the documentation provided, including a review of organization structure, services and financials.
 - 2.3.3. Outline the practices of the Board in terms of such items as agenda preparation, Board meeting procedures, receipt of information / Board packages, etc.
 - 2.3.4. Profile strategic planning directions and priorities.
 - 2.3.5. Outline the Governance Model and Board Policies.
 - 2.3.6. Answer questions of clarification, etc.
 - 2.3.7. Identify committee memberships and operations.
 - 2.3.8. Have Board members sign a Confidentiality Agreement, Code of Conduct, and Conflict of Interests Policy forms.
 - 2.3.9. Undertake other tasks as appropriate.
- 2.4. A new Board of Directors member will at this time, sign the Director Eligibility Form required by the Not for Profit Corporations Act, when that Act is proclaimed.

Monitoring

Completed annually by the Chair with improvement comments from Board members, reviewed and implemented as appropriate.

Policy Number:	1.1.7 Corporate Officers
-----------------------	---------------------------------

Relevant Statutory / Regulatory Linkages:

Bluewater Gymnastics Club By-Laws

Policy Statement (Intent and Scope)

The election of Officers will be undertaken by the Board as follows:

1. The Officers of Bluewater Gymnastics Club include the Chair, Vice Chair, Secretary and Treasurer or the latter two can be combined into a single position, Secretary-Treasurer, who will be elected from among the Board of Directors at the first Board meeting after the Annual General Meeting.
2. The term of an Officer's position is one year;
3. No Board member can be the Chair of the Bluewater Gymnastics Club for more than three years over his / her term on the Board, except for any portion of time where the member is filling the Chair's (President's) position due to a vacancy in that position.
4. Officers cannot hold the same Officer position for more than three years over the tenure of their years of Board of Director eligibility.
5. If an Officer's position becomes vacant during the one year term, then the Board of Directors can fill the position until the next Annual General Meeting. The Board member filling such a position will have all the authorities and responsibilities of the position during that time frame.
6. Board members can be an Officer for more than one year but not longer than any prescribed Board member Term Limits.
7. The Executive Director is to be an ex-officio non-voting Officer of the Corporation.

Monitoring

Included in Vice Chair's Annual Compliance Report

Policy Number:	1.1.8 Annual Board Goals and Self-Evaluation
-----------------------	---

Relevant Statutory / Regulatory Linkages:

Policy Statement (Intent and Scope)

1. Board Goals

Each year, the Board will set annual goals for it to achieve in support of its governance responsibilities, including leadership and other roles.

- 1.1. During the annual review of the Strategic Plan and the Board's self-evaluation, the Board will develop a set of goals for itself.
- 1.2. The Board goals will be approved at the same meeting they are developed or at the next Board meeting.
- 1.3. The Chair, supported by the Board, will assign the research, development and recommendations formulation for each of the Board's goals to the Board as a whole, or a group of Board members and / or to the Executive Director.
- 1.4. The Board will identify desired consultation activities, timelines and related actions for developing recommendations in support of each Board goal.
- 1.5. The Board, each year, will review its goals and determine those that have been completed, those to be carried forward, those to be terminated and new ones to be added.

2. Board Self-Evaluation

The Board will annually administer and then discuss a self-evaluation of the Board's performance and activities:

- 2.1. In March of each fiscal year, the Chair will finalize a Board self-evaluation questionnaire / instrument and circulate it to Board members with a firm return date.
- 2.2. Board members will complete the survey independently, and submit it to the Chair signed.
- 2.3. The Chair will report on the results of the survey, at the June Board meeting and present recommendations to the Board at its subsequent Board meeting.

- 2.4. The Board will discuss the self-evaluation report and undertake the following:
 - 2.4.1. Approve any resultant recommendations to improve Board performance and amending Board Policies and processes as appropriate;
 - 2.4.2. Approve recommendations for amending the Board self-evaluation process for future years.
- 2.5. The Chair will develop an action plan to implement the amendments and actions approved by the Board from the Board self-evaluation process.

Monitoring

Completed annually by the Chair, and documented in Board minutes.

Policy Number:	1.1.9 Board Conflict of Interest
-----------------------	---

Relevant Statutory / Regulatory Linkages:

Emerging Provincial Government and Gymnastics Canada / Ontario Directions

Policy Statement (Intent and Scope)

Bluewater Gymnastics Club will ensure Conflicts of Interest do not occur and impede its work and the credibility of the Board and the organization, and to ensure transparent decision-making and compliance with legislative, regulatory and affiliation requirements.

1. Application of Policy / Definition of Parties

This Policy applies to:

- 1.1. All Board of Directors, Bluewater Gymnastics Club, members, Officers and the Executive Director.
- 1.2. Dependent and supported individuals include e.g.: spouses (formal marriage or common laws); a child, natural or adoptive parent; grandparent; grandchild; brother or sister where natural, adoptive or by marriage of a Director.
- 1.3. Other family member(s) who reside in the same household as a Director or staff member, or share living quarters under circumstances that closely resemble a marital or partner relationship.
- 1.4. Private companies controlled by a Board member, their spouse or children.
- 1.5. All Board Directors will be given a copy of the Conflict of Interest Policy and be asked to read and sign it before their first Board or Committee meeting.

2. Definition and Practices

A Conflict of Interest exists when:

- 2.1. Any Board Director, or close relative of a Director or the employer of either of the foregoing, has an interest in an issue, matter or transaction in which the Bluewater Gymnastics Club has an interest in.
- 2.2. When any Director or a close relative of a Director acts as an agent, representative or spokesperson for any person, business, group or organization, in order to influence Bluewater Gymnastics Club on any issue, matter or transaction.
- 2.3. An individual or organization has interest for purposes of this policy if he, she or it:

2.3.1. Is an agent for a person or organization with an identified goal of influencing a decision by Bluewater Gymnastics Club?

- a) Would experience a material economic gain or loss from a decision by Bluewater Gymnastics Club on an issue, matter or transaction identifiably different from the economic gain or loss that would be experienced by a member of the general public.

3. Conflict of Interest Process

- 3.1. Any Director who has a pecuniary interest or other conflict of interest in any matter which is subject of consideration by the Board must orally disclose the interest and its general nature before any consideration of the matter occurs at a Board meeting of Bluewater Gymnastics Club.
- 3.2. Stated conflicts will be noted in the Board meeting minutes.
- 3.3. The minutes of the meeting at which the disclosure of any conflict of interest is made shall reflect that the disclosure was made and whether the person with the conflict withdrew after making full disclosure of the matter in question and the nature of the conflict, and was not present for the final discussions of the matter and any vote taken on that matter.
- 3.4. The Director with a Conflict of Interest must refrain from any meeting discussions of any type on the topic for which a conflict has been disclosed, unless, at the Board's sole discretion with an approving Board motion, the Board allows that Director's participation in the discussion.
- 3.5. No Director can participate in a vote on a motion they have a Conflict of Interest with or attempt to influence a vote on such a motion.
- 3.6. The Board quorum can be reduced for a Board meeting by the number of Board members that have a Conflict of Interest for only those motions for which a conflict exists and has been disclosed.

Monitoring

Conflicts of Interest are called for at all regular and special Board meetings by the Chair and recorded in the minutes.

Policy Unit:

1.2 Roles and Responsibilities

Policy Number:	1.2.1 Board of Directors' Role
-----------------------	---------------------------------------

Relevant Statutory / Regulatory Linkages:

Corporation Act of Ontario

Not for Profit Corporations Act, 2010 (once proclaimed)

Applicable Legislative Acts / Regulations

Policy Statement (Intent and Scope)

The role of Bluewater Gymnastics Club's Board of Directors focuses on the following responsibilities:

1. Oversight Accountability

- 1.1. To be responsible for the legal, financial, programs and services and other operational accountabilities and responsibilities of Bluewater Gymnastics Club.
- 1.2. To ensure the on-going sustainability, credibility and ability of the organization to realize its Mandate, Vision, Mission, Philosophy and importance of quality coaching resources and leadership.
- 1.3. To ensure the organization operates within the requirements of all relevant statutory, regulatory and affiliation requirements.

2. Strategic and Operational Accountability

- 2.1. To establish the strategic directions, priorities and outcomes of the organization and to regularly monitor their achievement / progress.
- 2.2. To set annual organizational goals and outcomes (Annual Work Plan), ensuring their measurement and receiving regular reporting from the Executive Director on what is being achieved.
- 2.3. To approve an annual budget, and to regularly monitor budgetary performance, variances, compliances and priorities.
- 2.4. To initiate, approve and review Governance and Board Policies and monitor their achievement and outcomes.

3. Executive Director

- 3.1. To recruit, evaluate, discipline and terminate the Executive Director.
- 3.2. To establish Executive Limitations / Requirements for the Executive Director position that define the position's authority to act and to monitor performance within the limitations / requirements set.

4. Representation and Advocacy

- 4.1. To undertake directly and/or to facilitate strong working linkages with members and parents, partners, landlord / City of Sarnia, communities and publics served.
- 4.2. To advocate for effective and needed resources that meet the evolving needs of the Club and the participants served.
- 4.3. Review of adjusted member agreements and policies, Gymnastics Canada and Gymnastics Ontario annually.
- 4.4. To review Gymnastics Canada and Gymnastics Ontario amendments to the Member (Affiliation) Agreements and their annual reports.
- 4.5. To have a minimum of two (2) Board members attend the Annual General Meetings of Gymnastics Ontario.

Monitoring

Reviewed every three years by the Board and amended as approved.

Policy Number:	1.2.2 Individual Board of Directors' Roles
-----------------------	---

Relevant Statutory / Regulatory Linkages:

Corporations Act

Not-for-Profit Corporations Act (once proclaimed)

Policy Statement (Intent and Scope)

The following points represent the roles and responsibilities of individual Board members acting as a member of the Board of Directors of Bluewater Gymnastics Club.

1. To attend Board of Director meetings as identified in the By-laws and related Governance Policies, giving prior notice to the Chair or designated Board member or staff if unable to attend.
2. To read meeting materials and to undertake appropriate research prior to Board and related meetings in order to facilitate active engagement in meeting discussions and votes.
3. To actively participate in Board and related meetings, providing and encouraging a diversity of views and inputs, being open-minded and listening to all views throughout the course of the deliberations.
4. To support efforts to reach a decision on individual items being addressed at Board and related meetings.
5. To perform the role of a Board of Director member as per the Board of Directors' Code of Conduct in the Governance Policy.
6. To actively advocate for the enhancement and value / importance of Bluewater Gymnastics Club's services and programs in a manner consistent with Board Policies.
7. To communicate with Club and community members on the organization's initiatives, directions, decisions, events, consultation programs, planning and other activities.
8. To undertake research, attend educational forums, participate in educational development opportunities and to pursue other actions that support a Board member to be informed on opportunities, issues, trends and policies associated with the Bluewater Gymnastics Club's mandate.
9. If a Board member knows they will miss a regular or special Board meeting, they are to notify the Chair or designate as soon as they are aware of their situation.
10. If a Board member misses three consecutive regularly scheduled Board of Director meetings, the Board will review that Board member's reasons for missing such meetings, and at the Board's sole discretion and based on a motion put before the Board, can remove the Board member from the Board of Directors for lack of attendance.

Monitoring

Reviewed every three years by the Board.

Policy Number:	1.2.3 Board of Directors' Code of Conduct
-----------------------	--

Relevant Statutory / Regulatory Linkages:

Gymnastics Canada Code of Conduct

Gymnastics Ontario Code of Conduct

Coaching Association of Canada Code of Conduct

Policy Statement (Intent and Scope)

Board of Director members will act within the following Code of Conduct parameters:

1. Board members will avoid conflicts of interest, (pecuniary or otherwise) and when they do occur, report them on a timely basis to the Meeting Chair, or as required by any relevant statute and the Board's Conflict of Interest Policy.
2. Any contractual relationships between a Board of Director member and the organization must conform to all Governance and Board Policies and not contravene confidentiality or related statutory, regulatory or funder requirements.
3. Board of Director members agree to respect the confidentiality of in-camera discussions per relevant statutes and Governance and Board Policies.
4. Board of Director members are not to facilitate employment, or financial benefits or preferential treatment within the organization for themselves, family members or close associates. If a Board member is pursuing an employment opportunity with Bluewater Gymnastics Club they must resign from the Board and are not eligible for re-election to the Board for two (2) Annual General Meetings.
5. Individual Board members will not act in any way that usurps the authority of the Board of Directors in total, or any Officer of the Corporation.
6. Board members are encouraged to contact the Executive Director to source information in order to fulfill their responsibilities, while being aware of the impacts these requests may have on organizational resources and priorities.
7. Board members agree to not speak officially on behalf of the organization unless delegated the role by the Chair or an approved motion of the Board.
8. Board members will treat all people with respect and fairness at all times.
9. Board members who express abusive commentary, refuse to conform to the Board of Directors' Code of Conduct or Governance and Board Policies, or exhibit other unacceptable behaviours, can be asked to leave a meeting immediately by the Meeting Chair, or the meeting can be terminated or other actions taken by the Meeting Chair supported by the Board of Directors through a Board motion.

10. If the Meeting Chair is the person expressing abusive commentary or refuses to conform to the Code of Conduct or Governance and Board Policies, the Vice Chair has the authority to intervene by stopping the Board meeting and calling for a Board vote on an appropriate sanction of the Meeting Chair that could involve a motion indicating the Meeting Chair's comments or behaviour are unacceptable and asking for an apology and / or retraction up to and including removing the Meeting Chair from the meeting.
11. Board members agree that once they are no longer a member of the Board of Directors of Bluewater Gymnastics Club they will not divulge in-camera, confidential or private / privileged information, data or materials under any circumstances, except where legally required.

Monitoring

1. All breaches cited in regular or special Board meeting minutes as appropriate.
2. Any action taken by the Meeting Chair in this regard documented in designated Board file.

Policy Number:	1.2.4 Chair, Vice Chair, Secretary and Treasurer Roles
-----------------------	---

Relevant Statutory / Regulatory Linkages:

By-laws

Applicable Legislative Acts / Regulations

Policy Statement (Intent and Scope)

1. Chair/President

The Chair of the Board of Directors is the responsible person to ensure the effective operation of the Board of Director processes. This person is impartial in this role and has significant responsibilities in representing the organization. The following are the key roles and responsibilities:

- 1.1. To facilitate preparation of all Board of Director meeting agendas, including regular and special meetings in consultation with the Executive Director.
- 1.2. To attend and Chair all Board of Director meetings, relying on the organization's By-laws and Governance Policies to manage the meeting processes or to ensure the appointment of a Meeting Chair on a rotational basis amongst Board members.
- 1.3. To ensure that discussions are fair and on topic, and undertaken in a timely and orderly manner.
- 1.4. To make decisions that are identified for the Chair within the By-Laws and / or Governance and/or other policies.
- 1.5. To administer the Board of Directors' relationship with the Executive Director, including the annual performance appraisal review and the terms and conditions of any Executive Director's contract, or to designate such roles to a Board Committee or member as appropriate, ensuring the evaluation is completed on a timely basis.
- 1.6. To be one of the officially designated spokespersons on behalf of the Bluewater Gymnastics Club as per the Board Policy on Media Relations.
- 1.7. To represent the organization at meetings, forums, conferences, etc. or to assign designates where appropriate.
- 1.8. To ensure the Vice Chair is designated, or if they are not available, to designate a Director to fulfill the Board Chair's (President's) responsibility when the Chair is not available.
- 1.9. To be an ex officio member of all Board of Directors committees and working groups.
- 1.10. To coordinate with the Board and the Executive Director, the naming of Directors to committees and working groups.

- 1.11. To ensure that the work of committees and working groups is proceeding as directed by the Board of Directors, and is integrated into Board of Directors' meeting agendas on a timely basis.
- 1.12. To implement and oversee the Board of Directors' Code of Conduct, speaking to/ working with individual Directors on interpretation, compliance and related considerations.
- 1.13. To sign approved Board Policies, contracts and legal documents / agreements.
- 1.14. To undertake other duties and tasks as assigned by the Board.

2. Vice Chair

The Vice Chair is responsible for supporting the Chair, undertaking specific assignments and is part of the Board's leadership succession plan. The following are the key roles and responsibilities of the Vice Chair:

- 2.1. To undertake the Chair's (President's) role as designated by the Chair when the Chair is not available.
- 2.2. To provide advice to the Chair on Board governance and other topics as requested by the Chair or felt by the Vice Chair to be appropriate.
- 2.3. To complete an annual report on Board Governance Compliance for Board consideration and action.
- 2.4. To assume the Chair's (President's) role in the case of an emergency absence of the Chair until the Chair's (President's) return.
- 2.5. To attend Board of Director, and any assigned meetings as required.
- 2.6. To undertake other tasks and / or leadership roles as assigned by the Chair and / or the Board.

3. Treasurer

The Treasurer is responsible to oversee, on behalf of the Board, and to report to the Board directly or have the Executive Director or designate report on the financial and audit functions of the Bluewater Gymnastics Club. The key roles and responsibilities of the Treasurer are:

- 3.1. To ensure the keeping and maintaining of financial records and the financial books of Bluewater Gymnastics Club as per legislative, regulatory, and Board Policy requirements.
- 3.2. To assist the auditor as required in the preparation of the financial statements of the Corporation; and perform any other duties which the Board may from time to time assign as appropriate.
- 3.3. To attend Board and assigned meetings as required.

4. Secretary

The Secretary is responsible to oversee, on behalf of the Board and to report to the Board directly or via the Executive Director or designate on contacts, records management and documents, undertake relevant correspondence and other corporate secretarial activities.

- 4.1. To attend directly, or on a delegated basis, to correspondence of the Board as directed by the Chair and / or Board.
- 4.2. To ensure that a process is in place for the safe custody of all minute books, documents, registers, seals and other corporate materials required to be kept by the provisions of all legislative acts.
- 4.3. To ensure Board and member meeting notices are issued as required by the By-law, or Board Policies.
- 4.4. To perform other such duties as may from time to time be determined by Board.
- 4.5. To attend Board and other assigned meetings.

5. Director and Officer Position Descriptions

- 5.1. The Chair will ensure, through the Executive Director, a Board approved position description for Board of Director members, and for each Officer position.
- 5.2. Each new Board of Director is to receive a copy of the Board of Director position description, and each Officer is to receive the appropriate position description prior to assuming their roles.
- 5.3. All Board related position descriptions are to be reviewed annually by the Chair, and approved by the Board of Directors.

Monitoring

Reviewed a minimum of every three years, and amended as appropriate, with recording in Board meeting minutes, except for Board descriptions which are to be reviewed annually.

Policy Number:	1.2.5 Roles and Accountability Framework of the Executive Director Position
-----------------------	--

Relevant Statutory / Regulatory Linkages:

Employment Standards Act

Policy Statement (Intent and Scope)

The Executive Director is the Board of Directors' sole employee and connecting point to the organization's staff and operations.

1. The Executive Director is responsible to the Board of Directors, acting as a corporate body through the Chair, for the regular management and operation of Bluewater Gymnastics Club, involving:
 - 1.1. To ensure appropriate systems and structures for the effective management and control of all corporate resources, including the employment, development, direction and discharge of all employees of Bluewater Gymnastics Club.
 - 1.2. To ensure structures and systems for the development, implementation, evaluation and recommendation on new and existing Bluewater Gymnastics Club services and programs.
 - 1.3. To prepare, submit and evaluate annual operational and capital budgets to the Board.
 - 1.4. To establish an organizational structure that ensures accountability of all staff for fulfilling the operational requirements of the Mission, and Strategic Plan of the Bluewater Gymnastics Club.
 - 1.5. To provide leadership in support of the Board's responsibility to develop and periodically review the Strategic Plan and Annual Work Plans of the Bluewater Gymnastics Club.
 - 1.6. To develop and foster the values, culture and philosophy of the Bluewater Gymnastics Club.
 - 1.7. To be responsible for the payment by Bluewater Gymnastics Club of all salaries and amounts due from and owing by the organization which fall within the purview and scope of the approved annual budget as outlined in the Executive Limitations / Requirements or as may otherwise be established from time to time by resolution of the Board.
 - 1.8. To notify the Board of any matter about which it should have knowledge, particularly serious occurrence reports and other issues or opportunities as per Board Policies.
 - 1.9. To speak on behalf of Bluewater Gymnastics Club on program and operational matters but not corporate, governance or policy items, unless designated by the Chair.

- 1.10. To be responsible to the Board for taking such action as considered necessary to ensure compliance with the By-laws and all relevant statutory, regulatory and affiliation requirements.
 - 1.11. To report to the Board on any matters about which it should have knowledge, and subject to the By-law, be an ex-officio member of Board committees and working groups.
 - 1.12. To perform other relevant duties as directed by the Board.
2. The Board of Directors provides direction to the Executive Director through its written Board Policies, motions, a written position description, an annual performance appraisal and Executive Limitations/ Requirements.
3. The Executive Director is responsible for interpretation of Board Policies where discretion is provided, the implementation of Board Policies and the provision of monitoring reports to the Board as outlined in individual Board Policies.
4. The Executive Director will ensure that written Operating Policies, Standards of Practice and Procedures are developed to affect the implementation and evaluation of each Board Policy and the organization's day to day activities as follows:
 - 4.1. To ensure a process is in place to identify, on a timely basis, areas of service and operations in need of written Operating Policies, Standards of Practice and Procedures or amendments to existing ones.
 - 4.2. To develop directly, or delegate development of written Operating Policies, Standard of Practices or Procedures based on appropriate research, consultation, regulations and assessment.
 - 4.3. To sign all written Operating Policies, Standards of Practice and Procedures indicating their approval for implementation.
 - 4.4. To ensure a review of all written Operating Policies, Standards of Practice and Procedures at a minimum of once every three years or sooner if events or information exists that indicates such a need.
5. Approved motions by the Board of Directors are binding on the Executive Director unless otherwise identified in a regulatory or statutory act or affiliation agreement.
6. Individual Directors, Officers, standing and ad hoc committees, work groups, etc. do not have the authority to make binding decisions on the Executive Director, except where identified in a Board Policy, or approved by a Board motion.
7. When individual Directors and committees or work groups require information or support from the Executive Director to fulfill their roles and responsibilities, the Executive Director will undertake best efforts to respond on a timely basis, but may choose to decline or refer such requests to the Board of Directors for approval if such requests were to unduly impact the organization's operations, or have other impacts that may contravene Board Policies, affiliation policies, legislative and regulatory requirements.

8. The Executive Director has the sole responsibility for the direction of and accountability for the organization's staff, having full responsibility for the selection, evaluation and direction of their responsibilities within the Executive Limitations / Requirements, Human Resources or other relevant Board Policies.

Monitoring

1. To be part of the Executive Director's Annual Performance Appraisal and documented in their personnel file.

Policy Number:	1.2.6 Board of Directors – Executive Director Relationship
-----------------------	---

Relevant Statutory / Regulatory Linkages:

Policy Statement (Intent and Scope)

The Executive Director is the organization's senior staff person, through which the Board of Directors decisions are implemented. The quality of this relationship is important to organizational success and managed through:

1. An annual performance appraisal of the Executive Director, facilitated by the Chair based on clear objectives and performance requirements and the goals established by the Board of Directors, plus interim performance reviews by the Chair on both performance and Annual Work Plan progress at the end of the first, second and third fiscal year quarters.
2. The development of, and on-going monitoring of an Executive Limitations / Requirements Policy for the Executive Director position.
3. Identified reporting requirements, as per approved Board Policies, projects and/or as directed of the Executive Director by the Board of Directors.
4. A review of the Executive Director's position description either every three years, or each time a new Executive Director recruitment occurs, or sooner as events may warrant at the Board's discretion or the Executive Director's request to the Board.

Monitoring

All four relationship elements completed and documented within prescribed timeframes, with action and follow-up results/outcomes tracked in the Executive Director's personnel file.

Policy Number:	1.2.7 Board Member Remuneration
-----------------------	--

Relevant Statutory / Regulatory Linkages:

Policy Statement (Intent and Scope)

1. Board members of the Board of Directors shall receive no remuneration except where provided by the By-Laws and Acts of the Provincial Government.
2. With the approval of the Chair or Treasurer, and provided that the expenses are consistent with the Board's Policy on Reimbursement of Expenses, members of the Board of Directors shall be reimbursed if warranted by the Board for expenses and mileage for attending conferences and other forums as an approved representative of the Board of Directors.
3. Board members who wish to make a claim for reimbursement for expenses other than mileage will:
 - 3.1. Submit their expenses on the standard expense form; and
 - 3.2. Submit the expense form to the Executive Director who will forward the form to accounting for processing.
4. Board members who prefer to have expenses, such as travel tickets or rooms and meals billed directly to the Bluewater Gymnastics Club will make the necessary arrangements with the Executive Director.
5. Any questions, disputes, etc., regarding interpretation of these policies will be directed by the Board member to the Executive Director and / or Chair for resolution.
6. If the dispute is not resolved by the Executive Director and / or Chair, the matter will be brought to the full Board for a decision.
7. If accepted by the Board of Directors, the Chair will inform the Executive Director in writing of the amount to be reimbursed to the Board member.

Monitoring

1. Implemented at all regular and special Board meetings.
2. Included in Vice Chair's Annual Governance Report

Policy Unit:

1.3 Board Policy Development and Reviews

Policy Number:	1.3.1 Board Policy Development
-----------------------	---------------------------------------

Relevant Statutory / Regulatory Linkages:

Policy Statement (Intent and Scope)

Board Policies for Board of Director consideration will be based on the following practices.

1. Board policy development and review will be governed by the following principles:
 - 1.1. To ensure the integration of the Mandate, Vision, Mission and Philosophy of Bluewater Gymnastics Club.
 - 1.2. To provide public statements through which the Board can be held accountable.
 - 1.3. To comply with legal requirements and established parameters around which staff can develop Operating Policies, Standards of Practice and Procedures.
 - 1.4. To afford the opportunity for consultation with stakeholder, partners and others as determined important and necessary by the Board of Directors.
 - 1.5. To strive to ensure Board Policies are written clearly, free of jargon or technical words and use inclusive language.
2. The request for a new Board Policy, where none exists, or the amending of an existing Board Policy, can arise from any source, e.g.: Board members, members, parents, partners, staff, Club representatives, affiliates, government bodies, etc. The need to pursue a Board Policy initiative occurs at the sole discretion of the Board of Directors.
3. In determining the need for a new Board Policy, or an amendment to an existing Board policy, the Board of Directors will give consideration to but are not limited by the following parameters:
 - 3.1. Is the policy required by a government act, regulation or contract / agreement?
 - 3.2. Is there a defined need related to governance, operational considerations, future perspectives, health and safety, risk management, etc.?
 - 3.3. Is the need at a level that warrants a Board Policy, in that it has organization-wide implications or consistency, risk/liability, equity/fairness, strategic direction or other considerations / impacts?

4. In developing a Board Policy or an amendment to an existing Board Policy, the Board of Directors will define the level of consultation and research to be undertaken in each case.

Monitoring

1. Implemented at all regular and special Board meetings.
2. Included in Vice Chair's Annual Governance Report

Policy Number:	1.3.2 Board Policy Approval Process
-----------------------	--

Relevant Statutory / Regulatory Linkages:

Policy Statement (Intent and Scope)

The following material outlines the Board of Directors' Board Policy and decision-making process.

1. Board Policy discussions and motions will focus on and be primarily framed around the development and approval/non-approval of a new Board Policy; affirmation of an existing Board Policy; or amendments to/deletion of an existing Board Policy.
2. Board of Director policy decisions will normally be undertaken based on one of two possible outcomes:
 - 2.1. A motion approving or not approving a recommendation on new Board Policy or to amend an existing Board Policy.
 - 2.2. A referral motion to further review, develop, analyze or make additional recommendations in regards to a new or an existing Board Policy.
3. Where a decision is required as to whether an individual Board Policy's content is policy (Board) or operational (management) in nature, the Board of Directors decides the status of the content and how to proceed.
4. The discussions on and research undertaken in support of developing a new Board Policy, or amending an existing Board Policy, can involve various activities, partners and stakeholder input, etc., as deemed appropriate by and as directed by the Board of Directors at its discretion.
5. For a referral motion on a Board Policy, the Board of Directors decides who the referred to party will be, and can identify the types of research, consultation and other activities to be undertaken in support of the process, as well as reporting timelines, etc.
6. The Board of Directors, at its discretion, can decide to approve a Board Policy outside of this process, e.g.: an emergency response; if timeliness issues prevail; or for any other reasons. The Board can then decide that a new Board Policy or an existing Board Policy amendment is required to be developed and considered by the Board at a future date in such cases.

Monitoring

1. Implemented at all regular and special Board meetings.
2. Included in Vice Chair's Annual Governance Report

Policy Number:	1.3.3 Board Policy Notices, Motions and Monitoring Report Formats
-----------------------	--

Relevant Statutory / Regulatory Linkages:

Policy Statement (Intent and Scope)

Board Policy notices, motions and the monitoring of Board Policy implementation will be undertaken as follows:

1. Board Policy Vote Notices

- 1.1. The Chair and / or Executive Director if designed is to notify all current Board of Director members of any Board Policy motions a minimum of five (5) calendar days prior to the Board meeting at which the motion is to be discussed and voted on by the Board.
- 1.2. Notification of a Board Policy motion for Board consideration can be provided by mail, email, Board member meeting packages or any other means approved by the Board of Directors.

2. Board Policy Motions

New, amended and deletion of Board Policy recommendations put forward for Board of Director consideration are to have the following components as relevant:

- 2.1. Board Policy title and index number if a Board Policy exists.
- 2.2. Brief description of the Board Policy need if new or why it needs amendment or deletion.
- 2.3. Board Policy statement that defines the intent, direction and specific requirements for new Board policies.
- 2.4. Identification of key performance indicators, outcomes, measures or specific strategies the Board wishes to be implemented within the context of a new or amended Board Policy.
- 2.5. Identification of the Monitoring Report requirements of the Executive Director and/or others in regards to time/frequency, content, etc., consistent with funder, regulatory and statutory requirements as applicable for a new or amended Board Policy.
- 2.6. Next projected review date.

3. Monitoring Reports

The following points detail Monitoring Report content requirements for Board Policies:

- 3.1. Each Board Policy will have monitoring report requirements identified or a statement indicating one is not required.
- 3.2. The Executive Director will be responsible for the development of monitoring reports for Board Policies, projects and directions as prescribed by the Board of Directors, within the timelines identified within the Board policy or as otherwise directed by the Board of Directors, and based on the content outlined in the Board Policy.
- 3.3. The Board of Directors can receive monitoring reports on a circulation only basis with only questions at Board of Director meetings, or via circulation with a presentation to the Board of Directors as determined by the Board of Directors.
- 3.4. Monitoring Reports are, at a minimum, to have the following components:
 - 3.4.1. Board Policy number, title, reporting requirements and brief description.
 - 3.4.2. Results, outcomes, etc. for the reporting period with analysis and rationale.
 - 3.4.3. Future strategic perspectives that could influence the Board Policy over the next reporting period and beyond, such as emerging funder directives, demographic and sector trends, etc.
 - 3.4.4. A recommendation as to whether the Board Policy itself does or does not require further Board of Director reconsideration with rationale.
 - 3.4.5. If the Executive Director is unable to provide a monitoring report as prescribed within a Board Policy, the Board of Directors are to be advised at either a regular or special Board of Directors meeting prior to the required timeline, with a rationale provided.

Monitoring

1. Implemented at all regular and special Board meetings.
2. Included in Vice Chair's Annual Governance Report

Policy Number:	1.3.4 Existing Board Policies Reviews
-----------------------	--

Relevant Statutory / Regulatory Linkages:

Policy Statement (Intent and Scope)

The regular review of existing Board Policies is important to ensure conformity with changing regulatory, statutory, funder, sector and other requirements, effectively responding to emerging sector and partner expectations and practices; and to assess implementation effectiveness, outcomes and achievement.

1. The regular review of existing Board Policies is a Board of Director responsibility to ensure that they are working with relevant, practical and consistent Board Policies.
2. The Board of Directors will undertake a review of each of its Board Policies at a minimum of once every three years, involving the following process:
 - 2.1. Each year, the Governance Committee will review existing Board Policies related to their last review date, and identify those Board Policies that require review within the forthcoming fiscal year.
 - 2.2. A motion will be placed before the Board of Directors to assign Board Policy reviews to the Governance Committee who will assign the review itself to an appropriate group and/or the Executive Director with or without instruction to the reviewing party as to specific considerations that should be identified, consultation requirements, etc.
 - 2.3. Those groups / individuals assigned a policy review task will develop and implement a review process for the Board Policy, providing recommendation(s) to the Board of Directors to:
 - 2.3.1. Affirm the existing Board Policy as written with rationale.
 - 2.3.2. Amend the existing Board Policy, identifying proposed amendments with rationale.
 - 2.3.3. Integrate the existing policy with another Board Policy, identifying amendments if required with rationale.
 - 2.3.4. Delete / terminate an existing Board Policy with rationale.

Monitoring

Board discussions and votes recorded in regular and special Board meeting minutes.

Policy Unit:

1.4 Board of Director Processes and Committee Structures

Policy Number:	1.4.1 Regular Meeting Agenda Template, Special Meeting of the Board and In-Camera Sessions
-----------------------	---

Relevant Statutory / Regulatory Linkages:

Policy Statement (Intent and Scope)

The Board of Directors will give consideration to the following agenda template for its meetings.

1. Regular Meetings of the Board of Directors

- 1.1. All regular meetings of the Board of Directors will have an agenda developed by the Chair in consultation with the Executive Director and others as appropriate, including soliciting Board members prior to a Board meeting for agenda items.
- 1.2. The Board of Directors can assign a Meeting Chair at its discretion in order to share the work load of the Chair, develop leadership capacities, and for other reasons. The Meeting Chair's role does not displace any other defined role of the Board Chair.
- 1.3. Regular meetings will consider the following agenda components:
 - 1.3.1. Opening segment, involving:
 - a) Call to Order;
 - b) Announcements;
 - c) Declarations of Conflicts of Interest;
 - d) Agenda Approval;
 - e) Approval of Previous Meeting Minutes;
 - f) Consent Agenda Approvals, if required;
 - 1.3.2. Presentations / Delegations.
 - 1.3.3. New Business.
 - a) Board Policy Recommendation Reports;
 - b) Committee and Executive Director Reports;
 - c) Other Reports.
 - 1.3.4. Board Policy Monitoring Reports.
 - 1.3.5. Strategic Discussions, Reviews and Presentations.
 - 1.3.6. Board Communications and Open Discussions.
 - 1.3.7. Future Agenda Items and Provisions for Notices of Motion.
 - 1.3.8. Adjournment.

2. Special Meeting of the Board of Directors

The Board can schedule a special meeting of the Board of Directors to be held for an item or items that are felt to need discussion and / or a decision before the next regularly scheduled Board meeting.

- 2.1. Special meetings of the Board can be called by:
 - 2.1.1. The Chair.
 - 2.1.2. By a group of Board members as per the By-law.
- 2.2. A special meeting of the Board is to be held within five (5) calendar days of a request or as soon as a quorum can be achieved.
- 2.3. A special Board meeting will have minutes taken and circulated as per a regular Board meeting.
- 2.4. The agenda for a special Board meeting will only include the item or items that have caused the meeting to be held, or other items at the discretion of the Chair.
- 2.5. The Board Chair or designate will Chair the meeting unless the Chair refuses to host an eligible special meeting, in which case, the Vice Chair will call and chair the special meeting of the Board.
- 2.6. Decisions made by the Board at a special meeting of the Board are binding similar to regular Board meetings and the same voting procedures will apply.
- 2.7. The quorum for a special Board meeting is one half plus one of the eligible Board members minus any Board member or members who withdraw from the meeting due to a conflict of interest.

3. Board Meetings and Delegations

- 3.1. All regular or Special Board meetings are open to the public but not for any In-Camera sessions.
- 3.2. Only registered delegations will be allowed to speak to the Board. Individuals or groups who wish to speak to the Board as a delegation must register with the Secretary to the Board or designate a minimum of five (5) working days before the Board meeting if they wish to speak at, identifying the topic, rationale and speaker or speakers.
- 3.3. Registered delegations will be provided ten (10) minutes to present their comments and / or materials which can be written or electronic.
- 3.4. Individuals or groups invited by the Board or the Executive Director to speak and / or present to the Board do not need to register as a delegation and will be granted adequate time based on the determination of the Chair.

4. In-Camera Sessions

- 4.1. At both regular and special meetings of the Board of Directors, Board standing committees and working group meetings, the Board of Directors or committees and working group members may sit in-camera consistent with relevant statutory and other provincial directives associated with in-camera items focused on:
 - 4.1.1. Personnel matters.
 - 4.1.2. Competitive bids / contracts.
 - 4.1.3. Legal issues.
 - 4.1.4. Property matters.
- 4.2. A moved, seconded and approved motion to go into an in-camera session and to go out of the session is required which also must indicate the people, in addition to Board members, allowed to be in the in-camera session. Minutes taken of the in-camera session are to remain confidential unless required By-Laws to be made public, be signed by the Chair and kept in a secure but separate In-Camera Meeting file.

Monitoring

1. Consistently followed in each regular and special Board meeting.
2. Included in Vice Chair's Annual Governance Report.

Policy Number:	1.4.2 Voting Procedures and Quorum
-----------------------	---

Relevant Statutory / Regulatory Linkages:

Corporations Act / Non Profit Corporations Act
(*once proclaimed*)

Bluewater Gymnastics Club By-Laws

Policy Statement (Intent and Scope)

The Board of Directors will undertake voting procedures as follows on all votes on motions and for any other vote undertaken by the Board of Directors.

1. Voting Eligibility, Results and Recorded Votes

- 1.1. Each qualified Board member is entitled to one vote at a regular or special meeting of the Board of Directors per item voted on.
- 1.2. No proxy votes will be recognized by the Chair.
- 1.3. A Board member is considered to be in attendance at any regular or special meeting of the Board of Directors if:
 - 1.3.1. They are in attendance at the geographical location of the meeting.
 - 1.3.2. They are directly connected via a conference call to the meeting and can speak independently to the Board of Directors in attendance at the location of the meeting.
 - 1.3.3. They are connected to the Board of Directors' meeting location by video conferencing and can be heard by the Board of Director members in attendance.
 - 1.3.4. If the Board member submits a signed emailed or mailed vote to the Chair prior to the start of a meeting that is:
 - (a) Verifiable as being received from the Board member in question;
 - (b) Clearly identifies the motion or decision that the mailed in/ email vote is attached to. Such a vote can only be used if the motion or decision is not amended in the course of the Board's deliberations on that particular topic / item.

2. Vote results will involve one of the following outcomes:

- 2.1. A simple majority of Directors voting in favour of a motion results in the motion's approval, or a simple majority voting against a motion results in the motion's defeat.
- 2.2. The Meeting Chair of any regular or special meeting of the Board of Directors will vote as a Board member.
- 2.3. A tied vote results in the motion's defeat.
- 2.4. Prior to the vote being held on any motion at a regular or special meeting of the Board of Directors, any individual member can call for a recorded vote and this request is to be honoured by the Meeting Chair. The meeting Secretary will call out each Board member's name, record their vote and ensure the voting record is incorporated into the meeting minutes.
- 2.5. Board of Director discussions will undertake reasonable efforts, at the discretion of the Meeting Chair, to reach a consensus before a vote is taken.

3. Quorum

- 3.1. A quorum exists when 50% of the eligible Board of Directors members, plus one member, are in attendance for a Board of Directors' regular or special meeting with the sole exception as outlined in the Governance Policy on Conflict of Interest.
- 3.2. In attendance means that the individual is at the geographical location of the Board of Directors special or regular meeting or is connected by teleconference or video conference or has emailed / mailed in a vote.

4. Voting Procedures

- 4.1. An agenda item before the Board of Directors that is likely to involve a vote, requires the following procedures to be undertaken:
 - 4.1.1. A mover and a seconder to put the motion on the floor for Board of Director discussion.
 - 4.1.2. The Meeting Chair then calls for discussion and comments on the motion.
 - 4.1.3. The Meeting Chair will then recognize any amendments to the motion.
 - 4.1.4. Amendments agreed to by the mover and seconder will be incorporated into the motion.
 - 4.1.5. Amendments not agreed to by the mover and seconder will be voted on first. If passed by a Board vote, they will be incorporated into the motion. If defeated, they will not be considered further.
 - 4.1.6. The original or amended motion will then be put before the Board for a vote.

4.1.7.If the motion is defeated, alternative motions on this topic will be then recognized by the Meeting Chair.

4.1.8.The reopening of a discussion on a motion that has been previously voted on by the Board of Directors within the current fiscal year requires two-thirds approval of the Board of Director members. If such a motion is to be reopened in subsequent fiscal years, simple majority approval by the Directors at a Board meeting is required for reopening.

Monitoring

1. Consistently followed in each regular and special Board meeting.
2. Included in Vice Chair's Annual Governance Report

Policy Number:	1.4.3 Board of Director Planning Cycle and Evaluations
-----------------------	---

Relevant Statutory / Regulatory Linkages:

Policy Statement (Intent and Scope)

The Board of Directors will undertake the following evaluation processes:

1. An annual review of the Board's Strategic Plan involving appropriate updating, with a comprehensive review/renewal every three to five years.
2. An annual assessment of the previous year's Annual Plan, including the budget and specific organizational performances.
3. An annual performance appraisal of the Executive Director based on the identification of annual objectives/outcomes and other performance indicators as established by the Board of Directors prior to or at the start of the evaluation year as facilitated by the Chair.
4. An annual individual written / electronic performance self-assessment of the Board of Directors by each Board of Director member, augmented by broader input at the discretion of the Board of Directors.
5. A review of each Board Policy, at a minimum of once every three years, or sooner if events warrant.
6. A review of each individual Bluewater Gymnastics Club programs and service to be carried out by the Executive Director a minimum of once every five years.

Monitoring

All planning elements completed as per prescribed time lines and processes with the Chair confirming completion and actions taken.

Policy Number:	1.4.4 Board Committee Structure and Principles
-----------------------	---

Relevant Statutory / Regulatory Linkages:

Policy Statement (Intent and Scope)

1. The Board may establish standing committees and work groups to help carry out its responsibilities. Committees and work groups will be used so as to minimally interfere with the Board's job, and so as to never interfere with delegation of directions from the Board to the Executive Director.
 - 1.1. Board committees and task forces / work groups may not speak or act for the Board except when given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated responsibilities of the Executive Director.
 - 1.2. Board committees and task forces /work groups will assist the Board by preparing policy alternatives and implications or other recommendations for Board deliberation. Board committees and work groups are not to be created by the Board to advise the Executive Director directly.
 - 1.3. Board committees and work groups are to avoid over-identification with individual organization parts / functions rather than the whole. Therefore, a Board committee or task forces / work groups which has helped the Board create a policy on a topic will not be used to monitor organizational performance on the same subject.
 - 1.4. Board committees and task forces / work groups cannot exercise authority over the Executive Director. In keeping with the Board's broader focus, Board committees and task forces / work groups will normally not have direct dealings with current staff operations. As the Executive Director works for the full Board, they will not be required to obtain approval of a Board committee or task forces / work groups before executing an action or decision.
 - 1.5. This Board Policy applies only to standing committees and task forces / work groups which are formed by Board motion, whether or not the committees and task forces / work groups include non-Board members. It does not apply to committees and task forces / work groups formed under the authority of the Executive Director.
 - 1.6. Non-member Board Standing Committee and task forces / work groups members may have to sign a Confidentiality Agreement in order to participate at the discretion of the Board.

2. Standing Committee

- 2.1. A committee is defined as a Board Standing Committee and only exists based on directions from the Board. The only recognized Standing Board Committees are those which are set forth in this Governance Policy and have a Terms of References, timelines, and staffing considerations approved by the Board. All Standing Committees are to develop an annual work program to be approved by the Board. Standing Committees will develop their proposed work program at their first meeting of the New Year for Board approval. The Board Standing Committee's will not be initiated until January 2020.
- 2.2. A Board Standing Committee can have non-Board members on the Committee, approved by the Chair and Vice Chair, but they cannot represent one half or more of the Standing Committee's membership.
- 2.3. A Standing Committee will have a Chair and Vice Chair who are Board members and approved by the Board.

3. Task Forces / Work Groups

- 3.1. Task Forces / Work Groups (Ad Hoc) Committees, when appointed by the Board, will have a Terms of Reference and task completion dates.
- 3.2. The Board of Directors can establish Task Forces / Work Groups that will address one or a group of specific topics.
- 3.3. All task forces / work groups will have a Terms of Reference and an identified start and finish dates that can be amended only through Board approval.
- 3.4. Task forces / work groups can have non-members of the Board of Directors on them as approved by the Board.
- 3.5. The Chair and Vice Chair of any task force / work group must be a Board of Director member approved by the Board.

4. Board Standing Committees

The following three (3) Standing Committees of the Board will operate within Bluewater Gymnastics Club based on their approved Terms of Reference:

- 4.1. Executive Committee to be chaired by the Board Chair.
 - 4.1.1. Board agendas preparation
 - 4.1.2. Coordinate Board self-evaluations
 - 4.1.3. Coordinate with the Board and deliver the Executive Director's annual performance appraisal
 - 4.1.4. Undertake Executive Director succession planning

- 4.1.5. Coordinate and oversee the work of the Board Standing Committees and work groups
- 4.1.6. Be an advisory resource in support of the Executive Director.
- 4.1.7. Undertaking the New Board Member Orientation Program.
- 4.1.8. Oversee all external communications processes, media work, messaging and related activities.
- 4.1.9. Oversee Affiliation Agreements, legal and related activities.
- 4.2. Corporate Services Committee
 - 4.2.1. Review of budget proposals and monthly financial statements
 - 4.2.2. Review of annual financial audit
 - 4.2.3. Undertake property, asset and risk management policy and other reviews
 - 4.2.4. Human resources policy reviews
 - 4.2.5. Oversight of fund development groups / activities
- 4.3. Governance Committee
 - 4.3.1. Strategic Plan processes and monitoring
 - 4.3.2. Governance and Board Policy three (3) year reviews
 - 4.3.3. Quality Assurance reviews
 - 4.3.4. Annual Club Key Performance Indicators setting, measurement and reporting
 - 4.3.5. Review of five (5) year internal program reviews.
 - 4.3.6. Review of external programs and services compliance / assessment reports
 - 4.3.7. Undertake new Board Policy development initiatives
- 5. Board members will only serve two (2) consecutive years on a Standing Committee after which they will be placed on another Standing Committee. Exceptions can be granted by the Board at its discretion.
- 6. All Committees and task forces / work groups report to the Board through the Board Chair.
- 7. All Standing Committees are to have meeting minutes approved by the Committee and forwarded to the Board of Directors for information and reporting.
- 8. All Standing Committee and task forces / work group members are appointees of the Board of Directors based on an approving motion of the Board.

9. All Standing Committee and task focuses / work groups recommendations to the Board of Directors are to be submitted via email or hard copy to the Board Chair directly by the Standing Committee or work group Chair prior to Board consideration and voting. Such recommendations are not to be submitted to the Board solely via Standing Committee or work group minutes.

Monitoring

Included in Vice Chair's Annual Governance Report

Policy Number:	1.4.5 Special Member General Meetings and Annual General Meetings
-----------------------	--

Relevant Statutory / Regulatory Linkages:

Bluewater Gymnastics Club By-Law

Policy Statement (Intent and Scope)

The following material outlines the Board's Policy on Special Member General Meetings and Annual General Meetings.

1. Special Member General Meetings

- 1.1. Special Member General Meetings can be held as per Bluewater Gymnastics Club By-Laws requirements.
- 1.2. The agenda for a Special Member General Meeting will be based solely on items identified by the Board and / or items presented by members in their rationale for calling a special meeting.
- 1.3. Motions circulated for the meeting can be amended and voted on during a Special Member General Meeting but no new motions that were not pre-circulated at least twenty-one (21) days prior to the Special Member General Meeting will be accepted by the meeting Chair.
- 1.4. Minutes will be taken of all Special Member General Meetings and approved at the next Members' meeting.
- 1.5. With a mover and seconder, a Special Member General Meeting can go in-camera.
- 1.6. All regular rules and process meetings as outlined in the Governance Policies will apply at a Special Member General Meeting.
- 1.7. The quorum for a Special Member Meetings is a minimum of five (5) current members at the time of the meeting.
- 1.8. Proxy votes will not be accepted by the Chair at a Special Member General Meeting. Emails or written votes by members who cannot attend the Special Member General Meeting can be recognized if:
 - 1.8.1. The member is eligible to vote at the meeting.
 - 1.8.2. The member clearly identifies the agenda item they are voting on.

- 1.8.3. The motion under consideration is not significantly amended at the meeting at the discretion of the Chair.

2. Annual General Meeting

- 2.1. The Board of Directors will host an Annual General Meeting each year, as per Bluewater Gymnastics Club By-Laws requirements.
- 2.2. Notice of the Annual General Meeting and any proposed motions are to be circulated as per Bluewater Gymnastics Club By-Laws Notice of Meeting requirements.
- 2.3. The quorum for an Annual General Meeting is a minimum of five (5) current members at the time of the meeting.
- 2.4. The Annual General Meeting will be chaired by the Board Chair or designate, and will have the following minimum agenda items:
 - 2.4.1. Welcome.
 - 2.4.2. Conflict of Interest declarations.
 - 2.4.3. Approval of previous Annual General Meeting and any Special Members' Meeting minutes.
 - 2.4.4. Receipt and approval of previous year's financial statements and Auditor's report.
 - 2.4.5. Appointment of the Auditor for the new fiscal year.
 - 2.4.6. Election of Board of Director members up for term renewals or for new board members to fill vacancies.
 - 2.4.7. Annual Board Chair and Executive Director's Reports.
 - 2.4.8. Vote on affirmation of all Board decisions for the previous fiscal year.
 - 2.4.9. Vote on pre-circulated amendment motions to the By-Laws or other member required votes.
 - 2.4.10. Other business.
 - 2.4.11. Adjournment.

- 2.5. Proxy votes will not be recognized at the Annual General Meeting by the Chair. Email or written votes will be recognized by the Chair for an eligible member who cannot attend an Annual General Meeting if the:
 - 2.5.1. Member is eligible to vote at the meeting.
 - 2.5.2. The member clearly identifies the agenda item being voted on in their email or written vote.
 - 2.5.3. Motions under consideration are not significantly amended during the meeting at the discretion of the Chair.
- 2.6. Minutes of the Annual General Meeting are to be taken, approved by the Board of Directors acting as members and posted on the Bluewater Gymnastics Club's website within sixty (60) days after the Annual General Meeting.
- 2.7. Annual General Meetings cancelled due to weather or for any other legitimate reason will be rescheduled within thirty (30) days of the original Annual General Meeting date.

Monitoring

All planning elements completed as per prescribed time lines and processes with the Chair confirming completion and actions taken.

Policy Number:	1.4.6 Board Communications
-----------------------	-----------------------------------

Relevant Statutory / Regulatory Linkages:

Policy Statement (Intent and Scope)

The Board recognizes the importance of clear, timely, transparent and effective communication processes with its internal and external audiences.

1. Board Communication Principles

The following Principles guide the Board's Communications Governance Policy:

- 1.1. Timely, accessible and transparent.
- 1.2. Complete, clear and readable.
- 1.3. Targeted use of multi-media approaches / channels.
- 1.4. Encourages feedback.
- 1.5. Regularly evaluated.

2. Board Communication Formats

- 2.1. Board communication will be primarily by electronic means, supported by hard copy or other means if requested by a Board member, staff person, stakeholder, affiliate, partner or other party.
- 2.2. All external Board communications are to have the Bluewater Gymnastics Club logo and Vision and Mission on them with appropriate content information, and are to be signed by the Board Chair and / or the Executive Director as designated by the Chair. Consistent formatting and presentation of information is to be utilized where possible.
- 2.3. The Board will make its best efforts, within the resources available and circumstances, to ensure the timely and accurate delivery of its communications content.
- 2.4. The Board will ensure its best efforts to provide its communications in alternate formats to support individuals with learning, physical or intellectual disabilities.
- 2.5. The Board will develop its communication processes and content to be free of jargon, using simplified language that facilitates readability and understanding.
- 2.6. The Executive Director will ensure that the following materials are available and updated on a timely basis on the Bluewater Gymnastics Club's website:

2.6.1. Strategic Plan

2.6.2. List of Directors of the Board and key Board contact information indicating name and year elected, and a photograph

2.6.3. Annual Report (3 years)

2.6.4. Meeting minutes and agendas for Board meetings, special Board meetings, and the Annual General Meeting.

Monitoring

All planning elements completed as per prescribed time lines and processes with the Chair confirming completion and actions taken.

Policy Unit:

1.5 Executive Director Executive Limitations / Requirements

Policy Number:	1.5.1 Executive Director Executive Limitations / Requirements
-----------------------	--

Relevant Statutory / Regulatory Linkages:

Policy Statement (Intent and Scope)

The Executive Director is the organization's senior staff person through which the Board of Directors directs the delivery of its services and programs, and the day-to-day management of Bluewater Gymnastics Club. The following Executive Limitations / Requirements define the authority to act associated within the Executive Director's position. They also represent accountabilities that will be assessed in the annual performance appraisal of the Executive Director by the Board of Directors.

1. Executive Director's General Authority to Act

- 1.1. The Executive Director has the authority to act as per the following directives:
 - 1.1.1. Approved Board Policies.
 - 1.1.2. The current Board approved position description for the Executive Director's position.
 - 1.1.3. Relevant regulatory, statutory or funder requirements.
 - 1.1.4. As directed by a motion of the Board of Directors consistent with the above-noted directives.
- 1.2. The Executive Director will not operate in any manner or make decisions that contravene applicable legislative, statutory or funder requirements or directives; Board Policies; Human Rights and other compliance codes and requirements; funding agreements; standard business and accounting practises; or other relevant laws, practises and requirements.

2. Programs and Services

The Executive Director will:

- 2.1. Ensure all Bluewater Gymnastics Club programs or services are developed and delivered consistent with Bluewater Gymnastics Club's Vision, Mission, Philosophy, Board Policies and affiliation agreements requirements and directives or statutory requirements.
- 2.2. Prepare an Annual Operations / Service Plan for Board approval that facilitates the achievement of funder directives and policies, the Board's Strategic Plan and includes innovative servicing and best practise programming strategies. The Annual Operations Plan

is also to contain objectives, appropriate performance measures and monitoring report processes.

- 2.3. Continually research strategies and methodologies, service trends and related sector information and data, ensuring its provision across the staff in support of the ongoing development of the organization's plans and programs. As well, to undertake a presentation on such topics when appropriate to the Board of Directors.
- 2.4. In accordance with affiliation agreements, ensure new programs or services or current programs or services adjustments involving a cost of over \$10,000 are approved by the Board of Directors and do not impact the intended result of the Board's approved budget.
- 2.5. Prepare a Services and Program Review for each of the organization's services and programs a minimum of once every five years and present the review results to the Board with recommendations.

3. Financial

The Executive Director will:

- 3.1. Present to the Board of Directors, as per the Board's Corporate Services Committee processes, a draft budget for each fiscal year that:
 - 3.1.1. Is prepared consistent with the requirements of Board's policies and in a format acceptable to the Board of Directors.
 - 3.1.2. Incorporates the priorities of the organization's Strategic Plan and Annual Operations and affiliation objectives / directives.
 - 3.1.3. Ensures an evident focus on maximizing operational efficiencies and revenue generating opportunities.
- 3.2. Ensure the Board receives monthly financial statements, or on an alternative timeline as approved by the Board, of the organization's financial position for their review and direction, including a variance analysis, with a minimum of two financial year-end projections per fiscal year at the six and nine month periods.
- 3.3. Authorize reallocations of funds within the approved annual budget and up to \$50,000 as long as the net financial operating position of the budget remains as approved by the Board of Directors, is consistent with funder financial or other statutory requirements, does not distort Board of Director budget priorities and intents, and is in compliance with Board financial and other Board policies.
- 3.4. Have a defined procurement policy in place and approved by the Board.
- 3.5. Ensure that the use of Board's financial reserves and all capital funded projects are approved by the Board of Directors prior to the use of these funds.

- 3.6. Ensure expenditure commitments beyond the organization's ability to fund them, including payroll requirements, are not authorized or undertaken.
- 3.7. Not encumber any Bluewater Gymnastics Club asset in any way via collateral, partnerships, contracts, etc., without Board approval.
- 3.8. Complete real property acquisitions and disposals based only on Board of Director approval.
- 3.9. Ensure all financial reporting and payment requirements to government bodies are completed in total, within the required timelines and current fiscal year accounts.
- 3.10. Have in place, payroll, accounting, purchasing and other financial procedures so as to ensure they meet the organization's financial commitments and reporting requirements and auditor acceptance, and which protect the security of the funds and assets under the organization's control.
- 3.11. Ensure that the appropriate financial supports are in place in the budget to facilitate Board of Director requirements related to meetings, minutes, documentation and records management, an annual external financial audit, educational opportunities, communications and similar requirements.

4. Policies and Procedures

The Executive Director will:

- 4.1. Implement all Board of Director approved Board Policies, ensuring that the appropriate signed Operating Policies, Standards of Practice and Procedures, training, communications and related initiatives are completed, and to inform staff and others on an effective and timely basis.
- 4.2. Ensure that all monitoring reports identified within Board Policies or directed by the Board of Directors are completed as per each Board Policy or directive requirements and timelines.
- 4.3. Identify to the Board of Directors significant breaches in Board Policy, along with the remedial action taken or to be taken on a timely basis.

5. Board of Director Supports and Communications

The Executive Director will:

- 5.1. Inform the Board of Directors of any significant incident, event or other consideration that could negatively impact the liability, credibility or safety of the organization, or for which Directors need to be effectively prepared for in order to fulfill their governance roles on a timely basis.
- 5.2. Ensure adequate supports are in place for the calling of Board of Director and associated Board and committee meetings, members taking of minutes and notes by a member, their distribution and records management.

- 5.3. Update the Board of Directors, at regular or special meetings, on emerging opportunities; challenges, trends and related strategic information, data; government policy and affiliation changes; relevant community and partner initiatives; and associated insights and impacts.

6. Leadership

The Executive Director will:

- 6.1. Ensure that all practices and activities of the organization are ethical, legal and protect the integrity and reputation of Bluewater Gymnastics Club and any of its subsidiaries.
- 6.2. Ensure that a senior staff member is appointed to cover for regular leaves of the Executive Director, and to identify a person(s) to the Chair and Vice Chair. The staff members appointed can vary from time to time.
- 6.3. Ensure that a minimum of two staff individuals are identified to the Chair and Vice Chair of the Board of Directors, who are trained and capable to substitute when the Executive Director is unavailable to fulfill the position's responsibilities due to an emergency situation. The Chair or designate will enact the Board's Emergency Executive Director Policy in such cases, when the Board determines it wishes to retain a contractor on an interim basis.
- 6.4. Deal with the Board of Directors as a whole, except when responding to individual Directors' requests for information or responding to committee and work groups' requests.
- 6.5. Officially speak on behalf of Bluewater Gymnastics Club as per the Board's Communications Policy or on considerations associated with the organization's operations, but not on considerations associated with the Board of Directors itself or the governance of Bluewater Gymnastics Club.
- 6.6. Ensure that fund development is seen as a needed capacity in Bluewater Gymnastics Club, has an annual fundraising target, does not unduly distract the Board or service delivery staff, and does not hurt/diminish the credibility and community goodwill of Bluewater Gymnastics Club.
- 6.7. Ensure that any complaint, i.e.: participant, family member, staff, volunteer, partner or a community member/other is treated as important, and that a procedure is in place to assess, address and report back to a complainant on a timely basis and to take action as necessary.

7. Human Resources

The Executive Director will:

- 7.1. Adjust the Executive Director's compensation program based solely on Board of Director approval.
- 7.2. Have a staff compensation program in place that is consistent with Board's Policies and budget capacity and to inform the Board before any staff compensation adjustment or offer is made that is more than 10% outside the compensation program's rates for a position.

- 7.3. Ensure that any offers of employment, whether permanent, part time or contractual, are consistent with approved Board Human Resources Policies or as approved by the Board of Directors if outside these policies.
- 7.4. Effectively communicate and have staff and volunteers trained on an ongoing basis, that the organization does not tolerate discrimination, harassment, bullying, physical or sexual abuse or similar behaviours, and to have in place, the appropriate procedures, communications and training programs that support understanding of and compliance with Board Policies in this regard, the rights of individuals and the processes and procedures individuals can pursue if they believe they have experienced such behaviours.
- 7.5. Develop an organizational culture of service excellence by supporting innovation, staff training and development, recognition of efforts and outcomes, promotion of and support for learning opportunities and forums and other strategies.
- 7.6. Ensure all staff and volunteers are treated fairly and equally, have clarity as to their role and accountabilities within Bluewater Gymnastics Club are effectively supervised, and are periodically asked for their views/opinions on the organization's activities and culture.

8. Liabilities and Assets

The Executive Director will:

- 8.1. Ensure that no leases or contracts for supplies and services are entered into for more than five years without Board of Director approval or encumber/threaten Bluewater Gymnastics Club's ability to sustain itself.
- 8.2. Have in place, and update annually, a Health and Safety Program for the organization that is based on legislative requirements, site inspections, incident assessments and other required inputs.
- 8.3. Ensure that a Disaster Recovery Strategy is in place and annually / regularly updated for all the organization's technology, computer and related operational components and data/information, as well as for all facilities.
- 8.4. Ensure regular in-house and external reviews / tests of all technology-based systems and data storage to minimize threats of improper hacking and loss of confidential data and other electronic materials.
- 8.5. Ensure the safe and controlled storage of all participant and other confidential written records and materials.
- 8.6. Ensure that the organization has in place, active insurance that covers an asset loss of up to at least 80% of replacement value except for vehicles, as well as for an organizational liability and Board of Director and staff indemnification, at levels reflective of current risk parameters, as well as a theft deterrent / loss prevention program in place as appropriate within Bluewater Gymnastics Club to protect portable assets.

- 8.7. Ensure any staff or volunteer that has access to material amounts of cash or other portable assets is bonded to a level that reasonably covers a potential loss.
- 8.8. Invest reserves and/or cash available based on the Board's Investment Policy if directed by Board to do so.
- 8.9. Ensure that all facilities and equipment of all types are used as per the organization's needs that sustain the supplier life expectancy targets and warranties, and are maintained to the manufacturer's recommendations or industry standards and practises.
- 8.10. Ensure the controlled access of all visitors to the Bluewater Gymnastics Club venue(s) aligned with industry standards.

9. Strategic Planning

The Executive Director will:

- 9.1. Participate in the development of Bluewater Gymnastics Club's Strategic Plan as directed by the Board, by providing input, insight and data.
- 9.2. Inform the Board of the need to review its Strategic Plan a minimum of six (6) months before the Plan's identified completion date.
- 9.3. Report to the Board of Directors quarterly or as directed by the Board on the progress being made on each Strategic Direction/Priority assigned to the Executive Director.
- 9.4. Ensure all staff and volunteers are aware of the Strategic Plan and its Directions/Priorities, and to connect staff performance appraisals to Strategic Plan outcomes.

Monitoring

1. Included as a significant component in Executive Director Annual Performance Appraisal.
2. Compliance issues and actions taken recorded in regular and special Board meeting minutes, with follow-up reviews taken as appropriate/required.