



Board Policy

Policy Section: Board of Directors

Policy Subsection: Policy and Governance

Policy Title: Chief Executive Officer

POLICY STATEMENT

Swimming Canada is dependent upon a skilled, effective and supported Chief Executive Officer and a strong, positive working relationship between the President and the Chief Executive Officer (CEO). The role of the Chief Executive Officer is to manage the organization.

PURPOSE

Swimming Canada recognizes that effective policy governance is dependent upon a skilled and effective CEO and a healthy CEO-Board relationship that is grounded in mutual respect, honest and open dialogue, a willingness to disagree and mutual support.

Swimming Canada realizes that for effective governance there must be a sound working relationship and clarity of roles between and among the Board of Directors (Board), the President and the CEO. For the governance of Swimming Canada to be effective the CEO must work with the Board to clarify the distinction between management and governance. This relationship, well-conceived, will form the basis for good governance. However, this working relationship requires effort and ongoing attention.

The CEO is responsible for the day-to-day management of the affairs of Swimming Canada in the execution of the organization's strategic plan.

APPLICATION

The CEO/Board Relationship

The CEO, as the delegate of day-day management responsibilities, is the only staff of the Board. The Board's communications with staff is through the agency of the CEO.

The CEO has the delegated authority for day-to-day administration and management of staff. The CEO receives clear expectations from the Board. The CEO does not need the Board's further permission to act in exercising this authority.

The CEO may seek advice from individual Directors or Board committees, however; none of these (excluding the President) have the power or authority to provide formal direction.

The CEO is bound by decisions of the Board, except in instances where the Board has specifically authorized such exercise of authority to the President or one of its Directors.



The Responsibilities of the CEO

It is the CEO's responsibility, with full encouragement of the Board, to provide leadership in shaping the vision, defining priorities, developing policies and creating a sense of forward momentum and forward action, while recognizing that this process cannot be carried out in isolation of the Board or Swimming Canada's partners.

The CEO will develop, for the approval of the Board, an annual plan and budget, inclusive of annual goals and performance measures that demonstrate how the Board-approved strategic plan will be implemented and evaluated.

It is the CEO's responsibility to keep the Board well informed. In general, this will be done through reports that document progress of the strategic plan and provision and explanation of relevant materials for Board meetings. The CEO is expected to be candid in sharing information about the problems and successes of the organization, allowing the Board to make responsible, informed decisions on behalf of Swimming Canada.

The CEO will, with Board authority, direct the administration and management of Swimming Canada. In doing so, the CEO will:

1. exercise fiscal prudence;
2. adhere to financial limits detailed in Schedule A;
3. practice sound risk management;
4. adhere to existing Swimming Canada policies and procedures; and
5. develop and recommend Swimming Canada policy and positions, outlining their implications for Board consideration.

Body	Action
Board of Directors	<p>1. The Board is accountable to the organization's members and stakeholders to ensure the organization is managed in a manner consistent with the mandate, strategic plan, observant of Canadian law and commonly accepted business and professional ethics.</p> <p>2. The Board will conduct an annual performance review of the CEO. The appraisal process will be approved by the Board and led by the HR Committee Chair. The full Board will review and approve the compensation and benefits of the CEO.</p>
Policy and Governance Committee	<p>1. Review the policies governing the role of the CEO to ensure consistency with the governance of Swimming Canada.</p>



LIMITATIONS

The CEO may not perform, nor cause to be performed, anything unlawful, nor anything in breach of Swimming Canada's by-laws, Board Policies or Codes of Conduct.

Any breach of policy must be reported to the President, to guarantee that no violation has been kept from the Board.

REFERENCES

Swimming Canada By-laws
Policy: Board of Directors
Policy: Chief Executive Officer

REVIEW AND APPROVAL

Approved: December 11, 2006

Revision Approved: October 24, 2008

Revision Approved: May 14, 2010

Reviewed: April 27, 2010

Reviewed: November 8, 2017

Approved: November 24, 2017

Revision Approved: January 19, 2019



CHIEF EXECUTIVE OFFICER POLICY: SCHEDULE A

In addition to the Chief Executive Officer Policy and the Swimming Canada Employment contract, the Chief Executive Officer shall have authority to engage, employ and to dismiss all managers and other employees and agents of Swimming Canada other than officers of Swimming Canada, provided always that no contract shall be made which might involve Swimming Canada in an expenditure exceeding \$100,000.00 and no person shall be engaged or appointed as an employee of Swimming Canada at remuneration in excess of \$120,000.00 per annum, nor shall the remuneration of any employee or agent of Swimming Canada be increased in excess of \$20,000.00 per annum without, in each case, the prior approval of the Board of Directors.