



BOARD OF DIRECTORS

Policy Section: Board of Directors
Policy Subsection: Policy and Governance
Policy Title: Board of Directors

Policy Statement

Swimming Canada is incorporated under the Canada Not-for-profit Corporations Act (S.C. 2009, c. 23) and is bound to its requirements. The Board will set the strategic direction for the organization, be responsible for the hiring of a CEO to manage Swimming Canada operations, and to provide ongoing oversight.

Purpose

The governing authority for the Board of Directors is set out Swimming Canada's General By-Laws. As members of the Board, directors are trustees under the law and have responsibility to oversee the conduct of the business, to monitor results and to endeavour to ensure that all major issues affecting the business and affairs of the organization are given proper consideration.

Application

It is the primary responsibility of the Board to ensure that the assets and resources of Swimming Canada are properly managed. The Board of Directors will set the strategic plan for Swimming Canada and approve the results to be achieved by the organization.

While the Board will delegate the organization's management responsibilities to the CEO, the Board shall retain accountability and responsibility for the entire organization.

The Board will:

- a) Establish the Swimming Canada strategic plan and monitor progress towards desired results;
- b) Prepare governing documents and organizational policies that address:
 - Governance Process – how the Board carries out and monitors its own tasks;
 - Board/Committee – how the Board delegates authority and maintains positive relations among its board, councils, committees and staff;
 - Ethical Values and Behaviour – these are the boundaries of prudence and ethics within which all activities and decisions will take place;
 - Risk Management – Ensuring effective management, including but not limited to financial, legal and human risk management.
- c) Recruit, hire and supervise the Chief Executive Officer (CEO), complete evaluations of the CEO's performance, competence and integrity, and set the CEO's compensation package;
- d) Ensure a CEO Succession Planning Policy and Procedure is in place;
- e) Advocate and liaise with the federal government and general public;
- f) Ensure mechanisms for mediation of disputes, appeals and independent arbitration are in place;
- g) Assess the Board's performance and effectiveness;
- h) Present an audited financial statement annually to the membership;
- i) Ensure Swimming Canada maintains sufficient financial resources to maintain sustainability;
- j) By resolution may authorize retention of professional advisors at expense of NSO;
- k) Fulfill any responsibilities required by legislation and bylaws.



Responsibilities

Body

Board

Action

1. Develop an accountable, transparent, rational and clear governance structure that allows the Board to engage in discussions of mission, strategy and results
 - Clearly separate the Board oversight and monitoring responsibilities from the operations of Swimming Canada;
 - Govern and maintain policy oversight responsibilities of Swimming Canada, consistent with the by-laws;
 - Develop and maintain clearly defined linkages between the organization and its members.
2. Develop and pursue the strategic plan.

Board Committees

1. Make recommendations to the Board as defined under their Terms of Reference.

Limitations

Unless authority is delegated from the Board, an individual Director has no authority to commit the organization to any action, policy or financial expenditure and has no direct operational authority.

All Directors shall abide by all the decisions of the Board.

As per the Sport Governance Code - No member of the NSO's management or executive team should be a board member. No board member of an NSO should become the CEO or interim CEO of that NSO during their term as a director and for 12 months thereafter.

References

Canada Not-for-profit Corporations Act (S.C. 2009, c. 23)
Swimming Canada General By-Laws
Policy: Swimming Canada Board Committees

Review and Approval

Approved: October 13, 2006

Revision approved: October 24, 2008

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