



## **Field Hockey Canada**

### **Board of Directors**

#### **Terms of Reference**

##### **Authority:**

The Board of Directors is the legal authority for FHC and is, under the law, responsible for the organizational structure created to fulfill FHC's mandate and goals.

Accordingly, the Board establishes and implements policies, procedures and rules to manage the affairs of FHC. More specifically, the Board is responsible to the members of FHC for implementation of the organization's strategic plans.

The Board may delegate the day-to-day running of the corporation to an appointed Chief Executive Officer (CEO).

##### **Composition:**

The Board is made up of not fewer than 3 and not more than 11 Directors, including:

- The Chair, elected by the entire membership,
- 2 Athlete representatives, 1 male and 1 female, nominated respectively by National Men's and National Women's Team players, and elected by the entire membership,
- 8 Directors-at-Large elected by the entire membership.

Directors serve for a nominal 4-year term with nomination and elections staggered to provide for Board continuity.

##### **Responsibilities:**

In addition to those responsibilities set out in the *Canada Corporation Act and FHC Constitution and Bylaws*, the Board is responsible for:

- Coordination of strategic and operational plans with the CEO,
- Ensuring the relevance of FHC Vision, Mission and Values,
- The relevance and accountability of committees,
- Timely review of governance documents and terms of reference,
- Oversight of financial controls and planning,
- Recommendation and oversight for risk management, Safe Sport and screening policies,
- Ensuring Director skillsets are aligned with Board requirements (legal, financial, HR, etc),
- Yearly assessment and evaluation of Board performance.

##### **Meetings of the Board:**

The Board shall perform its work in a professional, ethical, collegial and conscientious manner and adhere to these guidelines:

- Work of the Board shall be coordinated by the Chair;



- Specific task assignments shall be through agreement between Chair and individual directors to ensure objectives are met;
- Board meetings will be coordinated by the Chair and CEO or at the request of other Directors;
- The Board will meet no less than 4 times per year, by conference/video call or in person;
- Meetings will be led by the Chair. In his/her absence, Directors present will appoint a Chair from among members present;
- Quorum for meetings will be a majority of Directors in office;
- The Board will strive to make decisions based on consensus. However, questions may be decided by majority vote, where the Chair carries a vote and a tied vote fails. No Director shall abstain from voting unless a conflict of interest has been declared;
- Board meetings will be for Directors and staff only, others may attend at the invitation of the Board;
- Discussions and deliberations of the Board are confidential and Directors must accord due confidentiality as deemed appropriate;
- Board meeting materials shall be distributed with sufficient lead time to allow Directors to prepare for meetings;
- Minutes of Board meetings will be prepared and circulated to Directors within a reasonable period of time. Board meeting Minutes shall be available to members via e-mail or website once approved.

#### **Board Evaluation:**

- The Board will review its performance on an annual basis;
- Annual review should center on the organization's overall improvement, status-quo or decline;

#### **Responsibilities of Directors:**

1. Director's primary responsibility is to consider, deliberate and act upon what is in the best interests of the sport of field hockey in Canada and of the national organization, Field Hockey Canada;
2. Directors are expected to be fully informed on organizational matters in order to participate meaningfully in Board deliberations and decisions on matters of governance, policy and the broader interests of the sport.

In addition to qualifications set out in Section 10 of FHC Bylaws, Directors are expected to:

- Demonstrate a personal commitment to the mandate and work of FHC;
- Possess knowledge, skills or expertise in one or more areas of Board responsibility: eg. governance, legal, finance, programs, business or advocacy;
- Express willingness to serve on committees or areas of particular development of the sport;
- Regularly attend Board and committee meetings as required;



- During interaction with members, partners, funders, media and the public, be able to represent the position and views of the Board, even if different from Director's personal opinion or view;
- Respect the confidentiality of the Board.

As members of the Board, Directors are trustees under the law and should at all times have a legal duty to:

- Act in good faith,
- Act in the best interests of FHC,
- Act with the care, diligence and skill of a reasonably prudent person.

The Directors of FHC agree to undertake these legal responsibilities free from any conflict of interest or prospect of personal gain.

### **Responsibility of the Chair:**

The Board Chair's primary responsibility is to ensure that the Board performs its responsibilities effectively.

This will entail:

- In general, coordinating the work of the Board,
- Ensuring that the Board remains focused on tasks of governance, not management and administration,
- Ensure that the Board behaves in a manner consistent with its terms of reference, rules and operating procedures,
- Facilitate open, thorough, orderly and efficient deliberation,
- Promote positive relationships among Board members and between Board, staff and volunteers.

A secondary responsibility of the Chair is to represent the Board and the organization to outside parties and the public. In so doing, the Chair will at all times represent the position and views of the Board, even if they differ from the Chair's personal opinion and view.

These terms of reference should be reviewed by the Board with any changes to FHC Bylaws.

Approved by the Board of FHC on June 19<sup>th</sup>, 2019.

