



Richmond Field Hockey Club

BOARD GOVERNANCE MANUAL

OUR VISION

To be recognized as a leader in the field hockey community for the strength of our club and our passion for the game.

OUR MISSION

To foster and promote life-long enjoyment in the sport of field hockey in the City of Richmond and to help our members achieve their full potential in a fun, safe, inclusive and respectful environment.

OUR VALUES

The Richmond Field Hockey Club values are:

People
Accountability
Quality Leadership

People

We will -

- Celebrate the field hockey community
- Encourage participation from all of our members
- Respect all players, coaches, officials and spectators
- Provide an environment that is fun, safe, inclusive and respectful

Accountability

We will -

- Ensure the quality and sustainability of our programs
- Be fiscally responsible

Quality Leadership

We will -

- Encourage the power of team and cooperation throughout the club
- Foster and promote the development of our members and the growth of our club
- Demonstrate honesty, integrity, transparency and respect
- Encourage innovation and continual improvement

1. BOARD STRUCTURE & RESPONSIBILITIES

1.1 *Board Structure*

The Richmond Field Hockey Club¹ Board of Directors (up to a maximum of Directors as stated in the Constitution and Bylaws of the Club) are elected at the Annual General Meeting. The elected officers of the Society are the President, Vice-President, Treasurer and Secretary.

1.2 *Committees*

Committees or working groups may be established by the Board from time to time to carry out certain tasks or make recommendations to the Board on specific issues. Ad hoc committees should be automatically disbanded by Board motion when the task is completed or no longer relevant. Terms of Reference outlining committee membership, mandate and procedures are required for all committees. The Board Chair is ex officio member of all committees.

1.3 *General Responsibilities of the Board as a Corporate Body*

The Board's job is to govern the affairs of the Club within the framework of relevant legislation and standards. The Board of Directors, representative of the Club's membership and the community, is given the legal corporate authority and responsibility for the achievement of the organization's mission. It is responsible for ensuring that it has adequate information to monitor major areas of corporate performance. The Board will work with other organizations engaged in the pursuit of similar objectives, and the community at large.

1.4 *Authority and Accountability*

The Board as a whole is responsible to the membership and those government and individual or corporate donors who provide funds for the operation of the Club. The Board is also accountable, in a more general sense, to exercise good stewardship of the Club on behalf of the trust placed in it by the general public, consumers, volunteers and other stakeholders.

Individual directors are elected and/or appointed under the authority of the Bylaws and are responsible to the members of the Club who elect or appoint them. However, they have no authority to act or give direction individually other than in such manner as is approved in these policies or by resolution of the Board. The Board may delegate authority to an individual director or officer or employee or member of a committee; however the Board retains ultimate responsibility and accountability.

The Board will account to the Club's members, funders and other key stakeholders through annual and periodic reports on the activities and finances of the Club, annual financial statements, providing access to minutes of Board meetings (except in camera portions), receiving representations from and consulting with key stakeholders and generally operating in an open and transparent manner.

1.5 *Major Duties of the Board*

- Oversee development and approval of a long-term corporate plan and approve annual budgets and operating plans;
- Define and/or safeguard the organizational mission, the values framework and operating principles within which it expects the Club to be administered, and to review these periodically;
- Govern the Club through broad policies and planning objectives approved by the Board and reviewed periodically;
- Seek and secure sufficient resources for the Club to finance its programs adequately;
- Account to the membership, for the services of the Club and expenditure of funds;
- Ensure prudent and proper management of the Club's resources;

¹ Hereafter referred to as the "Club"

- Establish the general values framework in which the Club's human resources will be managed and periodically monitor key human resource performance indicators;
- Approve and periodically review personnel policies within which human resources will be managed;
- Establish guidelines within which the Club may negotiate pay and benefits agreements with Club contractors;
- Regularly review the Club's services to ensure that they are consistent with the Purpose of the Club and that its programs are effective and relevant to community needs;
- Provide continuity for the Club and opportunities for citizen participation;
- Represent the Club and its programs to the community;
- Serve as an advocate for services of good quality;
- Hear complaints from clients about services or products through a formal complaints procedure.

1.6 Due Diligence - Responsibilities of Individual Board Members

Each Board member is expected to become an active participant in a body that functions effectively as a whole. In addition to assisting in the exercise of the major duties of the Board outlined above, members are responsible to exercise due diligence in the performance of their duties. They are responsible to:

- Be informed of the articles of incorporation and legislation under which the Club exists, its by-laws, mission, values, code of conduct, and policies as they pertain to the duties of a Board member.
- Keep generally informed about the activities of the Club and the community, and general trends in the business in which it operates.
- Attend Board meetings regularly, serve on committees of the Board and contribute from personal, professional and life experience to the work of the Board.
- Exercise the same degree of care, diligence and skill that a reasonably prudent person would show in comparable circumstances.
- Offer their personal perspectives and opinions on issues that are the subject of board discussion and decision.
- Voice, clearly and explicitly at the time a decision is being taken, any opposition to a decision being considered by the Board.
- Maintain solidarity with fellow directors in support of a decision that has been made in good faith in a legally constituted meeting, by directors in reasonably full possession of the facts.
- Ask the directors to review a decision, if he/she has reasonable grounds to believe that the Board has acted without full information or in a manner inconsistent with its fiduciary obligations, and, if still not satisfied after such review, ask that the matter be placed before the membership.
- Work with the volunteers of the Club on committees or task forces of the Board.
- Exercise vigilance for and declare any apparent or real personal conflict of interest in accordance with the Club's By-laws and policies.
- Provide one month's notice of resignation to the Board chair in writing. (In the case of the Board chair, this notice should be provided to the Board).

1.7 Oath of Office and Confidentiality

Respect for confidentiality is the cornerstone of trust and confidence as well as a legislated obligation. Board members must at all times respect the confidentiality of any client names and/or circumstances that might identify clients. Similarly, all matters dealt with by the Board during in camera meetings and matters related to personnel must be held in strictest confidence. Confidentiality means directors may not relate such matters to anyone including immediate family members. The duty of confidentiality continues indefinitely after a director has left the Board.

Board members shall agree to an Oath of Office and Confidentiality upon joining the Board of Directors.

OATH OF OFFICE AND CONFIDENTIALITY AGREEMENT

I, _____, a director of the **Richmond Field Hockey Club**, declare that, in carrying out my duties as a director, I will:

1. Exercise the powers of my office and fulfill my responsibilities in good faith and in the best interests of the Club.
2. Exercise these responsibilities, at all times, with due diligence, care and skill in a reasonable and prudent manner.
3. Respect and support the Club's by-laws, policies, Code of Conduct, and decisions of the Board and membership.
4. Keep confidential all information that I learn about consumers, personnel, collective bargaining and any other matters specifically determined by board motion to be matters of confidence including matters dealt with during in camera meetings of the Board.
5. Conduct myself in a spirit of collegiality and respect for the collective decisions of the Board and subordinate my personal interests to the best interests of the Club.
6. Immediately declare any personal conflict of interest that may come to my attention.
7. Immediately resign my position as director of the Club in the event that I, or my colleagues on the Board, have concluded that I have breached my 'Oath of Office'.

Signature: _____

Date: _____

1.8 Code of Conduct

Board members are expected to comply with the prescribed Code of Conduct that encourages the development of a spirit of collective decision-making, shared objectives and shared ownership of and respect for Board decisions. The Code of Conduct is a succinct statement of essential principles intended to govern the conduct of the Board and volunteers of the organization.

CODE OF CONDUCT

Board members and volunteers of the organization will at all times conduct themselves in a manner that:

- Supports the objectives of the Club;
- Serves the overall best interests of the Club rather than any particular constituency;
- Brings credibility and good will to the Club;
- Respects principles of fair play and due process;
- Demonstrates respect for individuals in all manifestations of their cultural and linguistic diversity and life circumstances;
- Respects and gives fair consideration to diverse and opposing viewpoints;
- Demonstrates due diligence and dedication in preparation for and attendance at meetings, special events and in all other activities on behalf of the Club;
- Demonstrates good faith, prudent judgment, honesty, transparency and openness in their activities on behalf of the Club;
- Ensures that the financial affairs of the Club are conducted in a responsible and transparent manner with due regard for their fiduciary responsibilities and public trusteeship;
- Avoids real or perceived conflicts of interest;
- Conforms with the By-law and policies approved by the Board, in particular this Code of Conduct, the Oath of Office and Confidentiality and Conflict of Interest policies; and
- Publicly demonstrates acceptance, respect and support for decisions legitimately taken in transaction of the Club's business.

1.9 Conflict of Interest Policy

Members of the Board of Directors shall act at all times in the best interests of the Club rather than acting for particular interests or constituencies. This means setting aside personal self-interest and performing their duties in transaction of the affairs of the Club in such a manner that promotes public confidence and trust in the integrity, objectivity and impartiality of the Board. Members of the Board shall serve without remuneration. No director shall directly or indirectly receive any profit from his/her position as such, provided that directors may be paid reasonable expenses incurred by them in the performance of their duties. The pecuniary interests of immediate family members or close personal or business associates of a director are considered to also be the pecuniary interests of the director.

1.9.1 Definition of Conflict of Interest:

- Board members are considered to be in a “conflict of interest” whenever they themselves, or members of their family, business partners or close personal associates, may personally benefit either directly or indirectly, financially or otherwise, from their position on the Board.
- A conflict of interest may be “real”, “potential” or “perceived”; the same duty to disclose applies to each.
- Full disclosure in itself, does not remove a conflict of interest.

1.9.2 Principles in Dealing with Conflict of Interest:

Following the AGM, a list of those persons identified in paragraph 1.9.1 shall be provided to the board as a matter of full disclosure.

- a) The Board member must openly disclose a potential, real or perceived conflict of interest as soon as the issue arises and before the board or its committees deal with the matter at issue.
- b) If the Board member is not certain he/she is in a conflict of interest position, the matter may be brought before the President, Officers or Board for advice and guidance.
- c) If there is any question or doubt about the existence of a real or perceived conflict, the Board will determine by vote if a conflict exists. The person potentially in conflict shall be absent from the discussion and vote.
- d) It is the responsibility of other Board members who are aware of a real, potential or perceived conflict of interest on the part of a fellow Board member to raise the issue for clarification, first with the Board member and, if still unresolved, with the Board President.
- e) The Board member must abstain from participation in any discussion on the matter, shall not attempt to personally influence the outcome, shall refrain from voting on the matter and unless otherwise decided by the Board, must leave the meeting room for the duration of any such discussion or vote.
- f) The disclosure and decision as to whether a conflict exists shall be duly recorded in the minutes of the meeting. The time the person left and returned to the meeting shall also be recorded.

1.9.3 Examples of Conflict of Interest on the Part of a Board Member:

- a) Any circumstance that may result in a personal or financial benefit to a director or his family, business associate or friend. This includes, but is not limited to, accepting any payment for services rendered to the Club, including contracted work or honoraria;
- b) Accessing financial or other resources for personal use, i.e. transportation, training costs, supplies, equipment, etc.
- c) Personal interests which conflict with the interests of consumers or are otherwise adverse to the interests of the Club;
- d) Seeking, accepting or receiving any personal benefit from a supplier, vendor, or any individual or organization doing or seeking business with the Club;
- e) Being a member of the board or volunteer of another organization which might have material interests that conflict with the interests of the Club or its clients; and, dealing with matters on one Board which might materially affect the other Board;
- f) Any involvement in the hiring, supervision, grievance, evaluation, promotion, remuneration or firing of a family member, business associate or friend of the director;

- g) Individuals who serve as directors on the same board with members of their family or others with whom they have a direct business or personal relationship will be subject to an immediate perception of apparent conflict of interest.

1.10 Disposition of Complaints and Disputes Involving Directors

- a) The Officers, in a meeting duly called for the purpose, shall review any complaints that a director has violated any provision of the Club's By-laws, Governance Policies, Code of Conduct, Oath of Office & Confidentiality Agreement.
- b) The Officers shall similarly review disputes between members of the Board that interfere with the ability of the Board to carry on its business.
- c) Complaints of a grave nature may be referred to an independent arbiter.
- d) Allegations of illegal activity shall be immediately referred to police, child welfare or other appropriate authorities for investigation. Any director against whom such allegations are made shall take a leave of absence from the Board pending completion of the investigation.
- e) The review of such complaints or disputes shall include an opportunity for the members concerned to present their positions. Officers who originate or are the subject of such complaints or disputes must declare their conflict and absent themselves from such meetings.
- f) Every attempt should be made to resolve such matters expeditiously and fairly.
- g) The recommendations regarding resolution of such matters shall be brought to the Board for approval.
- h) The ruling of the Board shall be final. Should the member refuse to abide by the ruling the Board may table the matter pending determination of disciplinary action. Such action may include formal or informal censure by the President or the board, suspension or a request for the member's resignation.

2. ROLES OF THE OFFICERS OF THE BOARD

Officers of the Board are in the service of the Board. Individual officers may not act in place of the Board.

2.1 President

The role of the President is to ensure the integrity of the Board's processes. The President is the only Board member authorized to speak for the Club, unless this is specifically delegated to another Board member.

- a) The President presides as the 'manager' of the Board's activities, ensuring that the Board follows its own rules and those legitimately imposed upon it by statute or regulation. Since most of the work of the Board will be done during regularly scheduled Board meetings, the President is responsible for ensuring that the work is conducted efficiently and effectively. The President has no authority to make decisions outside the by-laws or the parameters of policies created by resolution of the Board.
- b) The President will set the agendas for meetings of the Board with input from the members of the Board.
- c) The President will plan the conduct and timing of Board meetings and will chair meetings of the Board, and membership.
- d) The President will ensure that the Board is properly informed about the operations of the Club and has the information and opportunity necessary to come to decisions on matters within its purview.
- e) The President is responsible for the execution of Board policy and directives, and for determining the means, organizational structure and management processes necessary to achieve the corporate objectives.
- f) The President will act as public and media spokesperson for the Board and Club as required subject to the provisions of clause 5.6 of these policies.

2.2 Vice President

In addition to assuming the duties of the President during his/her absence, the Vice-President shall perform other duties prescribed from time to time by the Board, coincident to the office.

2.3 Treasurer

The Treasurer shall monitor the financial activities of the Club; ensure that complete and accurate records are kept of all of the Club's financial matters in accordance with generally accepted accounting practices; act as a signing authority for the Club as approved in the By-law or by resolution of the Board; provide the Board, monthly or as otherwise required, a report of all financial transactions and of the financial position of the Club.

2.4 Secretary

The Secretary shall ensure that all secretarial functions are performed for the Board and Officers and that a record is kept of all proceedings and transactions. The Secretary is the custodian of the corporate seal (if applicable) and of all official books, papers, records, documents and correspondence of the Club. S/He shall:

- Oversee the keeping of records of meetings, policies, membership and any other records required by law.
- Ensure that minutes are taken at all regular and special meetings of the Board of Directors.
- Ensure that copies of minutes and agendas are circulated to Board members prior to each meeting. Minutes shall be sent within two (2) week after a meeting and the agenda shall be sent at least forty-eight (48) hours before a meeting.
- Maintain, or ensure the maintenance of, the files and records of the Club to be passed on to future officers and ensure the security and confidentiality of all such files and records.

3. ROLE OF COMMITTEES

Committees have an advisory function to the Board. They do not speak or act for the Board unless such authority is formally delegated, is time-limited, and is for specific purposes. The Board has the authority to allocate resources in support of committee activities. The Board appoints committee members annually for one-year terms. *(Note: Committees use valuable board and volunteer resources so should be confined to the minimum number essential to ensure efficient and effective governance. This advice pertains to establishment of both standing and ad hoc committees.)*

3.1 Composition

A member of the Board shall chair all committees. The composition of the committees shall be representative of the Board and, where possible and appropriate, of Club volunteers and members of the community at large. This is an effective way to add expertise, involve more of the community in the work of the Club and bring to the Club a reflection of public opinion. It shall also serve as a means of recruiting, orienting and screening prospective candidates for the Board. The President of the Club is an ex-officio member of all committees.

3.2 Function

A committee's function is to bring the experience, expertise and judgment of a group of interested and informed persons to bear on a specific area of the Club's responsibility. Its job is to assist the Board by considering matters referred to it in greater depth than would be possible by the whole Board. Committees isolate the key issues requiring Board consideration, propose alternative actions, present the implications and make recommendations to the Board for decision.

The Board will not review the matter in the same detail as the committee but must be satisfied that all pertinent information was considered or refer the issue back to the committee for further study. The Board will consider the recommendations of the committee

and adopt or amend these recommendations or make such other disposition as it deems advisable.

3.3 Senior (Programs/Trainings/League) Committee

A Director chairs the Senior Committee. The Board appoints members to the committee following the AGM each year. This committee is responsible for the general oversight of the Club's programs and services, recommending changes to programs and monitoring the performance of those programs against approved objectives.

3.4 Junior (Programs/Trainings/League) Committee

A Director chairs the Junior Committee. The Board appoints members to the committee following the AGM each year. This committee is responsible for the general oversight of the Club's programs and services, recommending changes to programs and monitoring the performance of those programs against approved objectives.

3.5 Finance Committee

The Treasurer chairs the Finance Committee, which includes the President and Vice President. The Board appoints members to the committee following the AGM each year. This committee provides guidance and advice in the planning of RFHC's proposed budgets and financing.

3.6 Board Development Committee

The Vice President of the Board chairs this committee. The Board appoints members to the committee following the AGM each year. This committee ensures the sustainability and growth of the Club by recruiting new directors and committee members; conducting the annual Board orientation; reviewing governance policies; providing the board with training opportunities and conducting the annual performance review if needed, of the Board.

4. STYLE OF GOVERNANCE

The Board of Directors represents the "ownership" or membership of the Club. It is the legally-constituted authority responsible directly to the funders and the community for prudent oversight of the Club's operations. It is responsible for the articulation (and/or safeguarding) of the organizational mission and defining the outputs and outcomes it seeks.

The Board is responsible for long-term planning and direction. It defines the organizational culture, values, operating principles, and parameters to manage the Club's operations.

The Board will focus on strategic leadership, administrative detail, important policy and operational matters. It will establish and respect distinctions between Board, Committee and other volunteer roles and manage any overlap between these respective roles in a spirit of collegiality and partnership that supports and maintains proper lines of accountability.

In this spirit the Board will:

- a) Direct, control, and inspire the organization through careful deliberation and establishment of strategic direction and general policies.
- b) Monitor and regularly discuss the Board's own processes, progress and performance. Provide its members with the knowledge necessary to fulfill their responsibilities for the good governance of the Club.
- c) Be accountable to the general public for competent, conscientious, and effective accomplishment of its obligations as a body.
- d) Ensure that all business of the Club is conducted in a transparent, legal and ethical manner.
- e) Board members will at all times conduct their business in accordance with the principles of fair play and due legal process.

- f) Enforce upon itself and its members the behaviour that is needed to govern with excellence. This will apply to matters such as attendance, policy-making principles, respect of roles, maintaining a unified front as a board, and monitoring and correcting any tendency of directors to stray from the principles of governance adopted in these policies.

5. BOARD RESPONSIBILITIES

Primary Board responsibilities generally fall within eight general areas: Planning; Financial Stewardship; Human Resources Stewardship; Performance Monitoring and Accountability; Risk Management; Community Representation and Advocacy; Management of Critical Transitional Phases; and, Complaints Review.

5.1 Planning

One of the most important responsibilities of a Board of Directors is to provide general guidance and direction for an organization. A comprehensive framework for planning, setting priorities, management and budgeting is essential to effective and responsible organizational stewardship. Good planning results in better communication and a better understanding of how various parts of an organization work together to produce desired results.

5.1.1 Strategic Plan

The Board of Directors, in consultation with key stakeholders, establishes the Club's overall direction through the development and approval of a Strategic Plan. This plan provides a tentative blueprint for the Club's direction and activities for the next one to three years based on a scan of internal and external factors that may bear on the resources and direction of the organization. It identifies the "key areas" in which the Board wants to focus the activities of the organization and general goals for each of these areas.

5.1.2 Annual Operating Plan

The Club's management develops annual operating plans and budgets based on the general blueprint contained in the Strategic Plan. These become the focus of work throughout the organization over the next twelve-month period. They will contain estimates of service demand for the year as well as objectives for improvement in key areas of corporate activity. The Club's annual operating plan will be the basis of its yearly budget containing revenues and expenditure forecasts related to the planned volumes of service. This plan will contain more specific objectives than contained in the Strategic Plan; expected results for each objective; the time period during which those results will be sought; and, criteria for measuring the achievement of those results. The annual operating plan, together with service statistics and budget forecasts are presented to the Board for review, amendment and approval.

5.1.3 Planning Cycle

The development and approval of the Strategic Plan takes place in a one to three-year cycle with progress monitored regularly against targets set in the annual Operating Plan and Budget. Preliminary fiscal year planning for the coming year's operating goals takes place at the end of the third quarter (May) and is completed late in the fourth quarter (July) with refinements based on actual prior year results concluding in the first quarter. Service targets and forecasts of financial resources and constraints enter into the final preparation of the coming year's budget.

5.2 Financial Stewardship

The Board, in discharging its responsibilities for the governance of the Club, oversees the management of the Club's finances. The Board ensures the proper and adequate discharge of this duty through its Treasurer acting on behalf of and reporting to the Board.

The Board is responsible to review and approve the annual operating and capital budgets; secure adequate financial resources; ensure development of financial management and

inventory control systems adequate to properly record financial transactions and control of assets; monitor efficient use of resources; and, ensure the establishment of proper financial controls and policies.

5.3 Human Resources Stewardship

The Board is responsible for ensuring the establishment of personnel policies to govern the management of volunteer resources; providing guidelines for contractor compensation if and where needed; succession planning to ensure smooth transition in both board and committee positions; and, monitoring compliance with legislative and regulatory requirements.

5.4 Performance Monitoring and Accountability

The Board is responsible for ensuring that adequate systems are in place for monitoring organizational performance; monitoring the general performance of the organization against legislative and regulatory requirements and approved objectives of the organization; and reporting to funders and other key stakeholders.

5.5 Risk Management

The Board is responsible to ensure that by-laws are current; that governance practices are consistent with the by-laws; adequate insurance provisions are in place to protect the organization and board from potential liabilities; resources are sufficient to minimize risk to contractors and volunteers; compliance with statutory and regulatory requirements; that policies are respected in actual practice; and, adequate contingency plans are in place to protect against reasonably anticipated crises.

5.6 Community Representation and Advocacy

The function of public relations is to assist the Club in achieving its goals and objectives through the development and execution of programs designed to earn public understanding and support. The Board is responsible to represent the organization positively to the community; to fairly represent community sport perspectives; to ensure community sport input to its planning; and, to advocate for adequate resources to fulfill the organizational mandate.

Authority to speak on behalf of the Club shall rest with the President and/or Vice President. This authority may be delegated by either of them to others in the Club within their special fields of competence or knowledge.

In general, the President will represent the Club on matters of Board policy and on operational issues. The President may represent the Club on issues related to advocacy on behalf of the mandate of the Club. Any major statements of an advocacy nature must be consistent with the general parameters of Board approved policies or positions. This is not intended to inhibit expression of personal or professional opinions but care should be taken by individual directors to distinguish these from positions of the Club.

5.7 Management of Critical Transitional Phases

The Board is responsible for management of critical transitional phases and events. These include turnover in key positions in the board and committee's; rapid growth or decline in resources; labour relations disputes; and, issues of significant public controversy.

5.8 Complaints Review

Where a consumer makes direct contact with a Committee member or volunteer of the Club for assistance in the resolution of specific service issues, the Committee member or volunteer of the Club should refer the consumer to the Board. Concerns about the management of a case should be conveyed to the President. The President may inform the concerned Committee member(s) or Club volunteer about the action taken in the case or authorize a Director to communicate the information directly to the Committee member or volunteer of the Club.

The identity of consumers is otherwise confidential to the Board in the provision of services. Consumer names and identifying personal information will be withheld when case information is presented to a committee for orientation or illustrative purposes.

6. BOARD DEVELOPMENT

6.1 Recruitment and Screening of New Board Members

The Nominating Committee will, as director vacancies occur or are anticipated, review the needs of the Board for specific expertise, resources or skills necessary to bring strength and balance to the Board. The Nominating Committee shall as required, identify, check references, interview and recruit suitably qualified individuals willing to consider being nominated for such positions and recommend their appointment to the Board or members of the Club in a manner consistent with the By-law and these policies. The Nominating Committee will maintain a file of all interested candidates who have been so reviewed.

Directors are to undergo a Criminal Record Check immediately upon election or appointment and every five (5) years thereafter for the continuation of their service on the Board.

6.2 Orientation of New Members

New Board members shall receive an orientation to their position within one month of becoming a member of the Board. When possible, each new member can be assigned a more experienced member as a “buddy” or guide to help integrate the new member and answer any questions he or she may have about Board procedures. Orientation includes but is not limited to:

- The history, mission and purpose
- Constitution, by-laws and governance policy
- An overview of funding sources
- An overview of key policy areas and copies of policy to study
- Role, structure and functions of the Board
- Board member Oath of Office & Confidentiality Agreement, Code of Conduct and
- Conflict of Interest policies
- Procedural guidelines for Board meetings
- Procedures for Board member expenses

7. BOARD MANAGEMENT

7.1 Meetings

Meetings of the Board of Directors will, unless otherwise determined by the Board, be held at least four times a year at pre-determined meeting location. Except when dealing with confidential matters ‘in camera’, all meetings of the Board will be open to the public.

Robert's Rules of Order Newly Revised will be followed unless the Board has explicitly substituted an alternative procedure. Discussion at meetings of the Board will be confined to those issues that clearly fall within the Board's authority according to its policies. Board deliberation at meetings will be timely, fair, orderly, thorough, and efficient.

Complex motions shall be in writing and presented to the Board of Directors prior to a board meeting.

The majority of communication between meetings takes place by e-mail. Directors are asked to print any documents they receive (minutes, agenda, reports, etc) for their personal files.

7.2 Board Member Attendance

Carrying out the work of the Board of Directors effectively requires a commitment to attend all Board meetings as required. Board members who are absent, without excuse, from three meetings annually are considered to have resigned their position upon the balance of the Board passing a resolution declaring such absence as unjustified.

7.3 Board Self-Evaluation

It shall periodically conduct an assessment of its own performance and shall take any steps for improvement in its governance practices suggested by such review.

7.4 Conflict Resolution

Board members are commonly recruited to bring diverse views on issues to board debates and decision-making. Constructive disagreements between board members are encouraged in a well-functioning board. They can generally be managed by following proper rules of procedure and encouragement of good listening skills. However, in the heat of board debate, disagreements sometimes degenerate into serious conflict on issues or between personalities.

The board President is responsible for managing such conflicts. A neutral board member or third party should be selected if the board President is a party to the conflict. It is important to identify early on whether the conflict is based on the immediate issue at hand or has deeper roots based on differences in personal values and history, personalities, personal or political agendas, gender or culture.

7.4.1 Managing Issues-Based Conflict

The following techniques are suggested to assist in managing issue-based conflicts:

1. Acknowledge the value and importance of divergent views in informing decision-making.
2. Practice and encourage good listening skills, understanding and respect. Clarify the ground rules for effective communication: keep discussions confidential, allow others to have their say, listen to understand, ensure group ownership of problems and solutions, focus on issues rather than personalities or personal attacks.
3. Assist the parties in defining the issue. State what you understand to be the substance of the issue and seek agreement between them on a clear definition of the issue. Name the problem!
4. Seek agreement on the objectives, outcomes or decisions sought by placing this item on the board agenda.
5. Assist the disputants to identify and expand points of agreement.
6. Assist them in identifying why this issue is important to them rather than encouraging more debate on who has the best solution/idea.
7. Paraphrase or summarize the discussions repeatedly until they've reached consensus on points of agreement and disagreement.
8. Encourage both parties and other board members to suggest new insights or compromises. Seek agreement on a compromise.
9. Re-state the favoured solution. Check with both parties to see if it is acceptable and will allow them to resolve the matter.
10. Table the item to be dealt with after a 'cooling off' period either later in the meeting, at a future meeting of the board or privately with the parties outside a board meeting.

* Adapted from *Designing and Facilitating Groups in Conflict*, Canadian Institute for Conflict Resolution (CICR)

7.4.3 Managing Personality-Based Conflict

The following techniques, in addition to those suggested for managing issue-based conflicts, are offered to assist in managing conflicts based on personality, personal or political agendas, or other more deeply-rooted factors that are too time-consuming and disruptive to deal with during board meetings:

1. Do not waste valuable board time and energy in attempting to resolve such conflicts at the board table.
2. Meet with the parties individually outside the board meetings to express concern about the negative effect of their conflict on board deliberations, attempt to define the issues and seek a resolution of the conflict.
3. Meet with the parties together to determine whether an accord can be reached between them that will allow the board to function effectively with their continued membership. Seek to mediate their conflicts.
4. In the event that such an accord cannot be reached then suggest that either or both parties consider resigning their positions as directors of the Club.
5. Recommend disciplinary action to the board in the event that resignations are not forthcoming.

7.5 Board Member Expenses

Board members are entitled to be reimbursed for expenses occurred during activities required to carry out their duties on behalf of the Club.

- a) The Board, in accordance with accepted community standards, shall annually decide the rate at which mileage expenses are reimbursed.
- b) The rate at which all other expenses are reimbursed (such as Board training, honoraria, all other transportation costs or limits for meals) shall be decided annually by Board motion.
- c) All Board member expenses must be documented on a Board Member Expense form and be authorized by the Treasurer; the President shall authorize the Treasurer's Expense forms.
- d) The Treasurer is responsible to recommend, to the Board, appropriate rates of reimbursement for Board member expenses.

8. BOARD DECISION

8.1 Decision

Decisions of the Board are made as a group at Board meetings at which a quorum of the Board is present. A quorum is required for the transaction of any business of the Club. Decisions will ideally be made through a consensus development process leading to a formal vote to record the decision. This process is intended to encourage full discussion and development of a decision that all, or at least the largest possible majority of, board members can support, prior to a vote. Where disagreements continue to exist, dissenting members may request that their objections be recorded in the minutes. A favorable vote of a majority of the members present, regardless of abstentions, is required for approval. Directors have the right to discuss questions before the board and make their decisions in an uninhibited atmosphere. These Governance Policies, the Code of Conduct and procedural guidelines will govern Board deliberations. Directors will welcome and respect the diverse views of their colleagues, maintain confidentiality as required and support Board decisions.

A member who votes against a motion that carries, or who votes for a motion that is defeated, may have their dissent (from the majority) recorded in the minutes of the meeting by so requesting immediately after the result of the vote is announced. A member who is absent from a meeting may have their dissent from any item(s) in the minutes recorded in the minutes by a written request sent to the secretary within a reasonable time (usually 10 ten days) after the draft minutes have been received.

In case of equality of votes, the President shall not have a second or casting vote in addition to the vote he/she may be entitled to as a director and the proposed resolution shall not pass.

A resolution decided upon without a meeting of the Directors and evidenced in writing or through email agreement by all Directors shall be as valid and effectual as a resolution passed at a meeting of the Directors.

8.2 In Camera Meetings

The following items may be considered in camera upon an approved motion of the Board:

- Personal matters about an identifiable individual (i.e. consumer or volunteer)
- Acquisition or sale of land
- Labour relations or contractor negotiations
- Litigation or potential litigation
- Receiving advice that is subject to solicitor-client privilege
- Matters falling under the Municipal Freedom of Information and Protection of Privacy Act
- Matters of personal conflict between members of the Board as outlined in this governance policy
- Any other matters which, the public discussion thereof, the Board, by a two-thirds (2/3) majority vote, determines would be prejudicial to the interests of the Club or its consumers.

9. AMENDMENTS TO GOVERNANCE POLICIES

These governance policies may be amended from time to time at a meeting of the Board of Directors provided that the amendment has been submitted to the Directors within seven (7) days notice and must include the details of the proposed amendment(s) to the policies.

10. TERMS OF REFERENCE RECOMMENDED FORMAT

Committee Name: RFHC Junior Committee

Chair/Co-chairs: Minimum one Director, appointed by the Board of Directors following the AGM of each year for a one year renewable term.

Time Commitment: Voting members to commit to a one-year renewable term.

Members:

A maximum of 5 voting members over the age of 18, that may be comprised of:

- Directors from Richmond Field Hockey Club
- Volunteers of the Richmond Field Hockey Club

A maximum of 5 non-voting members.

Purpose:

Quorum: 3 voting members.

Decisions: Every voting member has 1 vote, simple majority, with a tie decided by the Chair of the meeting. In decision-making, all committee members are to be guided by the committee member Code of Conduct, with the meeting Chair determining any actual or perceived conflict of interest issues.

Reporting: As needed report to the RFHC by the Chair/Co-chairs.

Responsible to: The RFHC Board of Directors.

Meetings:

Specific Areas of Responsibility: