

BOARD OF DIRECTORS POLICY

Updated: August 2024

PURPOSE

The Board of Directors of the British Columbia Freestyle Ski Association, hereafter referred to as Freestyle BC (FBC), is a governing body whose main task is to focus on policy and governance issues. It works in partnership with but maintains independence from FBC's management and operations.

GENERAL RESPONSIBILITIES AND COMMITMENT

A Director's responsibilities include:

- ❑ The duty of knowledge, by keeping oneself informed about FBC and its relationship to other aspects of Canadian sport;
- ❑ The duty of care, by acting honestly and in good faith in the best interests of the Association;
- ❑ The duty of diligence, by acting prudently and reasonably in all circumstances which are impacted by the decisions taken on behalf of FBC;
- ❑ The general fiduciary responsibility is to avoid being in a conflict-of-interest position.

The time commitment for a Director will include:

- ❑ Attendance at the Annual General Meeting, which Board of Directors Meetings precede; these are usually held bi-monthly or more frequently depending on needs.
- ❑ Participation in up to 8 additional conference call meetings during the year;
- ❑ Up to 8 hours per month to review ongoing issues, Board and other communications, and e-mail correspondence.

EQUITY AND ACCESS

FBC is committed to having a Board of Directors that provides accessible, inclusive, and equitable opportunities for participants regardless of gender, race, ethnicity, culture, religion, or ability (or any other grounds protected under Human Rights legislation in Canada).

BENEFITS

By being a member of the Board of Directors, a person will have the opportunity for further professional and personal development, the challenge of being part of a team dedicated to making significant changes in and promoting new leadership models for sports excellence, and the thrill of playing a significant role in the ongoing development of Freestyle BC. It is a volunteer board, and Board Members will not be remunerated. Still, Directors may be repaid such reasonable expenses as they may incur in and about the business of FBC.

FORMAT

The FBC Board of Directors will consist of a minimum of seven (7) and a maximum of eleven (11) members, including the Chair: President, Vice President, Secretary, and Treasurer. These Officers are Directors of the Society.

In addition to these Officers, the following shall be the members of the Board:

- a) The immediate past president of the Society. If the past president is not a Member, concludes Membership with the Society, or holds another elected position on the Board, this position shall remain vacant.
- b) Two Directors at Large: Two professionals, or one professional and one athlete.

ELECTION OF DIRECTORS

At every Annual General Meeting, the members elect the required number of Directors to fill the offices of those Directors whose terms then expire. One-half of the Board of Directors retires from office.

DIRECTOR'S TERM OF SERVICE

Each Director's term of service is for two (2) years. A Director whose term of office has expired shall be eligible for re-election.

SCHEDULE OF RE-ELECTIONS

At every Annual General Meeting, the members elect the required number of Directors to fill the offices of those Directors whose terms then expire. One-half of the Board of Directors retires from office.

The FBC President and Vice President will be elected internally after the Annual General Meeting on alternating years: president on odd years and vice presidents on even years (e.g. president 2021, vice president 2022).

BOARD OF DIRECTOR NOMINATIONS

Any nomination of an individual for election as a Director must include the nominee's written consent by submitting an FBC Nomination Form. Each nominee must have their nomination supported by a minimum of two FBC members in good standing for the current season who are 16 years of age or older and who are not employees, coaches, or contractors with FBC.

As per the FBC bylaws, the Board of Directors may also support a nomination for election without requiring the support of FBC members.

Positions will be filled at the Annual General Meeting (AGM). Nominations must be received by the deadline one month before the AGM as per the direction on the nomination form.

The nominations committee will present nominations that meet the standards set for review, discussion, and election by the membership at the AGM.

NOMINEE EXPECTATIONS

It is expected that an Elected Director will have demonstrated an ongoing commitment to FBC through their involvement in the sport of Freestyle Skiing and, in addition, will bring to the Board a set of skills gained through knowledge of and expertise in one or more of the following areas:

- The Freestyle Skiing sport system in British Columbia and Canada;
- Business development;
- Accounting and financial management;
- The legal system;
- SafeSport;
- Communications and public relations;
- Marketing;
- Government relationships;
- Negotiations and diplomacy.

For an Appointed Director, while a similar background in the sport of Freestyle Skiing is not necessarily required, it is expected that they will bring a needed skill to the Board.

- ❑ A passionate, abiding commitment to the sport, particularly the development of amateur talent to the highest levels of Canadian excellence;
- ❑ A proven influential leadership ability in the business and corporate community;
- ❑ A willingness to use that ability in the area of public fund-raising and the building of partnerships with the corporate community;
- ❑ A strong commitment to raising the image of FBC within both the public and sports communities so that it can continue to fulfill its role as the major sport at the provincial, national, and international levels.

ROLES AND RESPONSIBILITIES

PRESIDENT

- ❑ Preside at all meetings of FBC except for committee meetings;
- ❑ Preside at all meetings of the Board of Directors;
- ❑ Attest the minutes of all meetings and
- ❑ Perform all duties as are inherent in the office of a President.

VICE PRESIDENT

The Vice President shall, in the absence of the President or at the President's request, have the power to perform all the duties of the President.

SECRETARY

The Secretary shall perform the following duties either by themselves or by board delegation to any salaried or contracted employee(s) under their supervision:

- ❑ Conduct the correspondence of FBC;
- ❑ Issue Notices of meetings of FBC and the Board of Directors;
- ❑ Take and keep minutes of all meetings of FBC and the Board of Directors;
- ❑ Provide copies of minutes of meetings of the Board of Directors within ten (10) days;
- ❑ Provide copies of minutes of general meetings within ten (10) days to all members;
- ❑ Have custody of all records and documents of FBC except those required to be kept by the Treasurer.

TREASURER

The Treasurer shall perform the following duties either by themselves or by delegation to any salaried or contracted employee(s) under their supervision:

- ❑ Serve as custodian of all monies and any financial document of FBC;

- Act as the chief collector and disbursing Officer;
- Report to the Board of Directors on the financial position of FBC at each meeting;
- Report on the financial position of FBC at all general meetings and provide copies of financial statements to all members at least fourteen (14) days before an Annual General Meeting;
- Arrange for the safekeeping of all funds of FBC in such manner as designated by the Board of Directors and;
- Prepare budgets and keep such financial records, including books of accounts, as are necessary to comply with the Society Act.

DIRECTOR AT LARGE

Directors at Large are members of the Board who possess particular skills that benefit the Board composition. These skills may include legal, accounting, fundraising, regional zone representation and/or other professional skills. The role of the director may also be provided to an Athlete representative.

CONFLICT OF INTEREST

Directors shall always act in FBC's best interests rather than in particular constituencies' interests. This means putting FBC's interests ahead of any personal interest or the interest of any other person or entity. It also means performing their duties and transacting FBC's affairs in a manner that promotes public confidence in the integrity, objectivity, and impartiality of the Board.

DISCLOSURE

Directors must openly disclose a potential, real, or perceived conflict of interest or financial association as soon as the issue arises and before the Board or its committees dealing with the matter at issue, both before serving on the board and during their term of office.

GUIDANCE

Suppose the Director still determines whether he or she conflicts with interest or financial association position. In that case, the matter may be brought before the President of the Board, the Executive Director, or the Board for advice and guidance.

BOARD VOTES

Suppose there is any question or doubt about a real or perceived conflict of interest or financial association. In that case, the Board will determine by majority vote if a conflict of interest or financial association exists. The Director potentially in conflict of interest or financial association shall be absent from the discussion and shall not vote on the issue.

OBLIGATION OF FELLOW DIRECTORS

It is the responsibility of other Directors who are aware of a real, potential or perceived conflict of interest or financial association on the part of a fellow Director to raise the issue for clarification, first with the Director in question and, if still unresolved, with the President of the Board.

ABSTENTION

The Director must declare the matter in advance and, if decided by the Board, shall abstain from participation in any discussion on the matter, shall not attempt to influence the outcome personally, shall refrain from voting on the matter and/or shall leave the meeting room for the duration of any such discussion or vote.

RECORDING MINUTES

The disclosure and decision as to whether a conflict of interest or financial association exists shall be duly recorded in the meeting minutes. The time the Director left and returned to the meeting shall also be recorded.

QUORUM

Quorum is not affected at board meetings where a board member abstains during a discussion of an item in which a conflict of interest exists.