



GOVERNANCE POLICY

1. PURPOSE

The Surf Canada Board of Directors is committed to following the principles of sound governance endorsed by Sport Canada, namely:

- a) Recognizing high standards of ethical behaviour as a core principle in all governance activities;
- b) Demonstrating commitment to Surf Canada's vision, mission, values and strategic plan;
- c) Promoting clarity of roles and responsibilities within Surf Canada's governance structure;
- d) Providing continuity for Surf Canada by ensuring financial health and appropriate human resources; and
- e) Being transparent and accountable to members and others, for outcomes and results.

This policy sets forth how Surf Canada governs itself and establishes roles and responsibilities for the Board of Directors, including Officers and Directors in their individual capacities, as well as the role of committees in governing the organization.

2. ROLE OF THE BOARD OF DIRECTORS

The Board of Directors' role is to govern Surf Canada by providing leadership and direction in pursuit of its vision and mission. The Board is elected by the voting members of Surf Canada and is accountable to the membership for competent stewardship that will ensure the long-term viability of Surf Canada.

- a) The Board of Directors' first duty is to the legal entity Surf Canada. In meeting this duty, the Board must ensure that all legal requirements under the relevant Acts are met and that Surf Canada is protected from harmful situations and circumstances in the interests of current and future stakeholders;
- b) Maintain authority over, and responsibility for, the systems and structures employed by Surf Canada to direct and manage its general operations;
- c) Approve strategies, plans and policies that guide Surf Canada and provide direction for management and Committees;
- d) Ensure that longer-term strategic plans and annual operating plans for Surf Canada are in place;
- e) Ensure that there are sufficient and appropriate human and financial resources for Surf Canada to accomplish its work;
- f) Fulfill all legal requirements that pertain to Directors, including avoidance of conflict of interest;
- g) Remain attentive to the changing needs of Surf Canada's membership and key stakeholders; and
- h) Operate as a unified corporate body, speaking with one voice through formal motions adopted at its meetings.

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3. RESPONSIBILITIES OF THE BOARD OF DIRECTORS

3.1. Accountability

- a) Ensures that Surf Canada operates in accordance with high ethical standards;
- b) Is accountable to Surf Canada's membership and abides by its decisions and directives;
- c) Maintains the trust and support of Surf Canada's membership;
- d) Ensures that Surf Canada operates within all applicable laws, rules and regulations;
- e) Ensures that the overall governance, organizational and staffing structure facilitates the pursuit of Surf Canada's strategic plan;
- f) Approves human resource policies applicable to staff, Committees and program volunteers, to be administered by the Executive Director or, if no Executive Director is appointed, the President;
- g) Ensures that policies and procedures exist to identify, measure, manage and monitor risks facing the organization; and
- h) Ensures effective reporting of Surf Canada activities to stakeholders, funders and regulators on a timely and regular basis.

3.2 Selection, Support and Evaluation of the Executive Director, if appointed by the Board*

- a) Selects the Executive Director (ED), determines the ED's compensation, and sets out in clear terms the ED's authority, responsibilities and accountability;
- b) Provides support to the ED to enable him/her to carry out his/her responsibilities;
- c) Develops and employs effective procedures for the monitoring and evaluation of the ED, and as required, for the ED's termination;
- d) Conducts a formal evaluation of the ED on an annual basis.

*Note: If no Executive Director is appointed by the Board, their duties and responsibilities are to be carried out by the President

3.3 Financial Oversight

- a) Governs Surf Canada with a view to its long-term financial health, by safeguarding Surf Canada's assets and resources;
- b) Approves Surf Canada's audited annual financial report, annual operating budget, and other financial reports as required;
- c) Approves policies that implement sound financial controls for Surf Canada and ensures policy compliance by management and committees;
- d) Provides every support to the ED or, President to ensure that he/she is able to carry out his/her responsibilities of financial analysis and effective utilization of Surf Canada's financial resources;
- e) Ensures that an effective relationship is maintained between Surf Canada and all funding agencies and financial partners; and
- f) Approves major financial decisions and actions.

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3.4 Board Governance

- a) Governs in accordance with Surf Canada's Articles of Incorporation, Bylaws, this Policy and any other applicable governance policies of Surf Canada;
- b) Appoints from the elected Directors, the Officers of the Corporation except for the President who is elected by the members in accordance with the Surf Canada Bylaws. Officers may include a Vice President, Secretary, Treasurer and, Executive Director at the discretion of the Board;
- c) In addition to the duties of Officers outlined in Section 7, the Board may specify additional duties and powers;
- d) Approves any changes to the Articles of Incorporation or Bylaws for subsequent ratification by the membership;
- e) Approves other Surf Canada policies, including those pertaining to relationships with Members (Class "A" and "B"), Surfing Organizations and program participants;
- f) Approves the appointment of Committees or other advisory bodies as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board sees fit;
- g) Determines the policies, procedures and norms governing Board meetings;
- h) Designates signing authority as required under the Bylaws for signing contracts, documents, cheques or like instruments;
- i) Assesses the performance of the Board and its Directors on an annual basis; and
- j) Ensures there is a sufficient orientation process in place for new Directors.

3.5 External Relations

- a) Approves policies regarding the conduct of relationships with external agencies, corporate partners and stakeholders;
- b) Approves policies regarding the protection and enhancement of Surf Canada's image and reputation;
- c) Approves appointments and/or nominations of Surf Canada staff or volunteers to external bodies, including the ISA; and
- d) Approves the selection of Surf Canada representatives to attend national and international events and competitions.

3.6 Other

- a) Approves applications for membership in Surf Canada and any special terms and conditions of membership;
- b) Decides the time and place of the Annual Meeting and Special Meetings of members, and;
- c) Hears disciplinary matters or appoints a Disciplinary Panel for that purpose.

4. BOARD MEETINGS

4.1 Meeting Procedures

- a) The Board will determine its meeting schedule through the development of an annual Board calendar;

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- b) Other meetings may be called by the President, the Vice President or any two (2) Directors at any time, provided that every director is given notice of the meeting at least 7 days in advance, or all of the Directors have otherwise consented (or, waived the notice requirement) to the holding of the meeting.
- c) The agenda for Board meetings will be set by the President in consultation with the Executive Director (if one is in place) and, if necessary, other Directors;
- d) Meeting purpose or the business to be transacted will be specified at a minimum in accordance with subsection 136 (3) (Notice of Meeting) of the Canada Not-for-profit Corporations Act;
- e) The rules of procedure for meetings will be Robert's Rules of Order;
- f) The President will chair the meetings of the Board. In the President's absence, the Vice President, if one has been appointed, will chair the meetings. Otherwise, Directors may elect another Director to serve as Chair; and
- g) In chairing the meetings, the Chair will guide the discussion so that it proceeds in an orderly and efficient fashion, ensuring that all views are heard, that the board reaches decisions, and that the will of the majority prevails.

4.2 Conduct at Board Meetings

Each Director will:

- a) Attend Board meetings regularly and participate fully in Board deliberations;
- b) Conduct himself/herself in Board meetings with a view to furthering the general interests of Surf Canada and not the interests of individual and group stakeholders;
- c) Respect confidentiality of Board business and Board deliberations;
- d) Support the majority decisions of the Board and speak with a unified voice about these decisions to the membership and the wider community;
- e) Conduct himself/herself in Board meetings in a manner exhibiting courtesy, goodwill, objectivity, frankness, openness to new ideas, restraint, effective communication, willingness to compromise, and respect for others;
- f) Ensure that the discussion of business occurs at the Board table and not outside the Board room between meetings; and
- g) Each Director will notify the President and Executive Director in advance of a Board meeting if he or she is unable to attend.

5. OFFICERS

5.1 Role and Responsibilities of the President

The President is elected by the members and is charged with the overall leadership of Surf Canada, the general supervision of the effective management and operations of Surf Canada, and the calling of Annual, Special and Board of Director Meetings in accordance with the by-laws. The President shall preside over all such meetings.

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The President:

- a) Presides as Chairperson of all Annual, Special and Board of Directors meetings;
- b) Prepares, with the support of the Executive Director and/or the Secretary, if appointed; the agenda and related documents for meetings of the Board of Directors and of the members, and ensures such meetings are conducted in accordance with the Articles, Bylaws, the provisions of this Policy and any other applicable policies;
- c) Keeps the Board focused on advancing the vision, mission and strategic plan of Surf Canada;
- d) Ensures the Board develops strategies, plans and policies to guide Surf Canada;
- e) Ensures that the Board attends to its internal governance functions, including those relating to the orientation of new Board members and to the Board's evaluation of its own performance;
- f) Monitor, direct and coordinate the activities of the other Directors as required;
- g) Monitor and supervise the overall direction of Surf Canada activities;
- h) Plays a leading role in communicating externally the vision, mission and values of Surf Canada, and information about Surf Canada's activities that is consistent with the views of the Board of Directors;
- i) Represents Surf Canada to other organizations in liaisons or meetings or appoints a designate to do so. Some of the other organizations are (but, are not limited to); ISA, Canadian Olympic Committee, Sport Canada and Own the Podium;
- j) Oversee and direct, as required, all international relations of Surf Canada
- k) Serves as an ex-officio member of all Surf Canada Committees, except for an Audit Committee (if appointed) and the Nominating Committee if s/he is a candidate for a Board position, and;
- l) Report to the membership and at Special meetings, as appropriate, on the overall status and performance of Surf Canada.

5.2 Role and Responsibilities of the Vice President

The Vice President, (if appointed by the Board) one is to be appointed, shall be elected by the Board from among the Directors for a term of two years provided that no Director may serve more than three consecutive two years terms as the Vice President. If the President is absent or is unable or refuses to act, the Vice President, if any, shall, when present, preside at all meetings of the Board of Directors and of the members. The Vice President shall have such other duties and powers as the Board may specify

5.3 Role and Responsibilities of the Secretary

The Secretary (if appointed by the Board) shall attend and be the secretary of all meetings of the Board, members and committees of the Board. The Secretary will enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meets; the secretary shall give, or cause to be given, as and when instructed, notices to members, Directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.

5.4 Role and Responsibilities of the Treasurer

The Treasurer (if appointed by the Board) is responsible for overseeing financial matters of Surf Canada, ensuring that proper accounting records as required by legislation are maintained, ensuring the deposit

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of all monies received in Surf Canada's bank account, ensuring the appropriate disbursement of funds, ensuring the Board is provided with an account of financial transactions and the financial position of Surf Canada, serving as ex-officio member of the Audit Committee if appointed by the Board, overseeing preparation of the budget, and such other related responsibilities and duties as may be directed from time to time by the Board of Directors. The Treasurer is appointed by the Board from among the Directors and should have a strong financial background. A recognized accounting designation is preferable.

5.5 Role and Responsibilities of the Executive Director

If appointed by the Board, the Executive Director will be the Chief Executive Officer of the Corporation and is responsible for implementing the strategic plans and policies of the Corporation. The Executive Director will, subject to the authority of the Board, have general supervision of the affairs of the Corporation.

The Executive Director leads and manages the Surf Canada in accordance with the strategic direction set by the Board of Directors. The Executive Director is accountable to the Board of Directors and reports directly to the President.

Provided that the Executive Director applies a reasonable interpretation of the Board's policies, he / she is authorized to make operational decisions and to design, implement and manage all operational activities and practices.

The Executive Director must not take, allow or approve any action or circumstance in the name of Surf Canada that is in breach of the law, is imprudent, which contravenes any organization specific or commonly held business or professional ethic, or is in breach of generally accepted accounting principles.

6. COMMITTEES

The SURF CANADA by-laws state that the Board may appoint any committee or other advisory body as it deems necessary or appropriate for such purposes and, subject to the NFP Act, with such powers as the Board sees fit.

Committees will operate under the following guidelines that serve to ensure committees remain relevant, focused and continue to serve the needs for which they were established.

- a) The Board approves the formation of any Committee of the Board and, the appointment of Committee members.
- b) Committees must operate in a manner that is transparent and open, and accountable to Surf Canada's Board of Directors and Members.
- c) Committees shall have Terms of Reference approved by the Board defining their role, life span, procedures and functions, and the boundaries of their authority.

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- d) The Board on an annual basis will review each Committee's mandate and terms of reference, identifying anticipated outcomes of committee work and evaluating progress. The review will ensure each committee continues to meet the governance, stewardship or strategic oversight reasons for its establishment.
- e) Unless explicitly empowered by the Board, committees may not make decisions on behalf of the Board or speak for the Board. For the most part the function of committees in fulfilling their role is to advise and make recommendations to the Board.

Surf Canada has two Committees established under the Authority of the Surf Canada Board of Directors:

1. [Governance and Nomination Committee](#)
2. [High-Performance Athlete Committee](#)

7. REVIEW

This Policy is subject to review at least once every three years

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