

	POLICY NAME: Board of Directors Policies	DATE APPROVED: October 22 2024	ACTIVATED DATE: October 23 2024
	Approved by: NPGA Board of Directors	Version: 1	
	Review Cycle: Reviewed annually by NPGA’s Board of Directors. Recommended amendments to be approved by the Board of Directors.		

1.0 Authority of the Board of Directors

Bylaw 8.1 states that “The Board will have the authority and responsibility to manage, or supervise the management of, the property and the affairs of the Society.” To accomplish this, the Board will formulate, approve, direct and establish all matters of policy, procedure, budgeting and planning. Policies are the rules established by the Board of Directors which give concrete form to the intentions of the society.

2.0 Board Structure

The North Peace Gymnastics Board comprises a minimum of four and maximum of eight voting members (bylaw 8.4). The Board may create additional positions as required, subject to approval at the Annual General Meeting. The Directors are elected to two-year terms by the members at a Gymnastics BC Annual General Meeting. The Board positions are appointed to two-year terms by the Board.

The Executive Director is ex officio and a non-voting member of the Board.

3.0 Role of Directors

3.1 Legal Responsibilities

A Director must meet high standards of conduct and diligence in carrying out his or her responsibilities to North Peace Gymnastics Association. Under well-established principles, these standards are:

3.1.1 Duty of Care

The duty of care describes the level of competence expected of a Director, and is commonly expressed as the duty of “care that an ordinarily prudent person would exercise in a like position and under similar circumstances.” This means that a Director owes the duty to exercise reasonable care when he or she makes a decision as a steward of North Peace Gymnastics Association.

3.1.2 Duty of Loyalty

The duty of loyalty is a standard of faithfulness; a Director must give undivided allegiance to the organization when making decisions affecting North Peace Gymnastics Association. Other than a general sharing of “best practices” or an approved sharing of policies, a Director cannot use information obtained through his or her position for purposes other than the best interests of North Peace Gymnastics Association.

3.2 Individual Director Responsibilities

Director responsibilities include, but are not necessarily limited to the following:

3.2.1 Expectations of Directors

- a. fulfils his or her responsibilities in an impartial manner and to the benefit of the organization at all times;
- b. act professionally and demonstrate support of North Peace Gymnastics Association; refrain from criticizing Board actions to others once a majority decision has been taken;
- c. be informed about North Peace Gymnastics Association's mission, services, policies and programs;
- d. maintain the highest standard of ethical conduct and personal and professional integrity;
- e. treat gymnasts, coaches, officials, staff, volunteers and spectators with respect and consideration at all times;
- f. follow conflict of interest policy;
- g. provide North Peace Gymnastics Association with a current Criminal Record Check (current for three years from date of issue. If a fee is incurred it will be reimbursed by North Peace Gymnastics Association);
- h. possess sensitivity to and tolerance of differing views;
- i. build a collegial working relationship with other Directors and staff that contributes to consensus;

3.2.2 Meetings

- a. regularly attend Board and important related meetings and Board functions such as special events;
- b. volunteer for and willingly accept assignments, and complete them thoroughly and on time;
- c. stay informed about Board and Committee matters, prepare themselves well for meetings, and review and comment on minutes and reports.

3.2.3 Committees

- a. make a serious commitment to actively participate in committee work;
- b. be a cooperative member of his/her assigned committees

3.2.4 North Peace Gymnastics Associations' Organizational Improvement

- a. be an active participant in the Board's annual evaluation and planning efforts;
- b. suggest possible nominees to the Board and its committees who can make significant contributions to the work of the Board and of North Peace Gymnastics Association; participate in fundraising for North Peace Gymnastics Association;
- c. inform others about North Peace Gymnastics Association;

- d. be willing to develop additional Board skills (e.g. solicitation of funds; recruitment of Directors; understanding financial statements, understanding program areas);
- e. refrain from making special requests of the staff.

3.3 Code of Ethics

A member of the North Peace Gymnastics Association Board of Directors shall:

- a. represent the best interests of the organization as a whole, while respecting the needs and priorities of individuals and members. Focus his/her efforts on the mission of the organization and not his/her personal goals;
- b. not use the organization or serve on the board for his/her own personal advantage or for the individual advantage of his/her family members, friends or supporters;
- c. abide by North Peace Gymnastics Associations' policies of confidentiality and conflict of interest;
- d. approach all board issues with an open mind, prepared to make the best decision for the whole organization;
- e. do nothing to violate the trust of those who elected or appointed him/her to the board or the members;
- f. never exercise authority as a board member except when acting in a meeting with the full board or as delegated by the board.

3.4 Conflict of Interest

A conflict of interest arises whenever the personal or professional interests of a Director are potentially at odds with the best interests of North Peace Gymnastics Association. This policy is intended to ensure that North Peace Gymnastics Association's Directors execute their duties to the highest legal and ethical standards in every aspect of governance.

3.4.1 North Peace Gymnastics Associations' General Conflict of Interest Policy

North Peace Gymnastics Association has a Confidentiality and Conflict of Interest Policy to which Directors must commit in writing through the "Directors Act to Consent" form.

When a conflict of interest arises between the business of the organization and the interests of a Director, the Director must declare his or her conflict of interest and abstain from discussion at meetings or between meetings, attempting to influence an outcome or decisions through circulation of information, or voting on the matter in conflict. The Director in conflict of interest may be asked to leave a Board meeting when the applicable matter is being discussed.

3.4.2 Conflict of Interest Disclosure Statement

Following the Annual General Meeting each year, each Director must provide a written disclosure of their potential areas of conflict of interest on the North Peace Gymnastics Associations' "Conflict of Interest Disclosure Statement". The Director "Conflict of Interest Disclosure Statement" must be submitted to North Peace Gymnastics Associations' Executive Director within two (2) weeks of the Annual General Meeting. These Disclosure Statements will be presented for information to all Directors at the first Board meeting after the AGM.

3.4.3 North Peace Gymnastics Association Contracting with a Director or the Director's Company

Professionals can contribute valuable expertise to the North Peace Gymnastics Association Board. When awarding professional contracts for which a Director and/or their company has submitted a proposal, the following procedures will be followed.

A Director involved in any way with a submitted proposal or associated with a firm competing for a contract must remove themselves from all discussion, voting or any other involvement in the selection process.

All projects involving a proposal from a Director or his or her firm will be evaluated by the Executive Director with the assistance of a Board committee as required. Bidders will be informed only of the final decision.

If the competitive process results in the selection of the Director or his or her firm, then the Director must disclose this immediately to the whole Board and abstain from advocating for or voting on any future Board actions connected with that contract.

4.0 Board Meeting Attendance Policy

Each Director is required to attend a minimum of 80 percent of Board meetings each year in addition to the Annual General Meeting. The Board should attempt to set its meeting schedule for upcoming 12 months within 30 days following the Annual General Meeting. The meeting schedule is subject to change.

4.1 Notification of Absence

A Director may be absent with notification when the Director has advised the Chair or Executive Director at least 48 hours in advance that they are unable to attend a meeting. If the Director is absent without notification, extenuating circumstances will be taken into account.

4.2 Leave of Absence

A Director may take a leave of absence from the board of up to six months if they have health, work or for other reasons cannot participate fully during their current term. During a leave of absence, the Director will not be included for purposes of determining a quorum, and their tasks will be reassigned. If, after six months, they are still unable to fulfil their duties, they must tender their resignation from the Board.

4.3 Definition of a Board Attendance Problem

Unless a Director has been granted a leave of absence (see 4.2), a Board-attendance problem occurs if any of the following conditions exist with regard to a Director's attendance: The Director has two absences in a row without proper notification; The member has three absences in a row but has provided proper notification; The member has been absent from more than 20 percent of the total number of Board meetings in a 12-month period.

4.4 Procedure for Handling a Board Attendance

Problem Where a Board attendance problem exists, the following procedure will apply:

4.4.1 Step One

The Chair will contact the offending Director in person or by telephone to discuss the matter. The issue may be concluded with this conversation, or the Chair may issue a formal, written caution, in which case the Board will be notified that such action has been taken. Instead of a formal, written caution, the Chair may instead decide to request a voluntary resignation or to immediately refer the problem to the entire Board for consideration as outlined in 3.6.

4.4.2 Step Two

If a voluntary resignation is requested but not agreed to by the absentee Director, the matter will automatically be forwarded to the whole Board as outlined in 6.0.

4.4.3 Attendance Issues by the Chair

Should the attendance of the Chair be an issue, the intervention and any subsequent actions as outlined in 4.4.1 will be taken by the Vice Chair.

5.0 Orientation & Information

Any Director, whether elected or appointed to the North Peace Gymnastics Association Board of Directors, will be provided with Board training and orientation applicable to their position and experience. The orientation process is outlined in the Board of Directors Manual.

5.1 Board Mentor

New Director may be assigned an appropriate Board mentor who will undertake to assist him or her in understanding the workings of the North Peace Gymnastics Association Board.

6.0 Discipline and / or Removal of a Director

6.1 Director Disciplinary and Removal Policy

Although disciplinary action and /or removal of a Director is rare, a process is required in the event it is ever needed. This policy enables the Board to discipline or even remove a Director for cause. Cause may include but is not limited to a conflict of interest improperly managed, a Director breaking

confidentiality, unethical behaviour, excessive absenteeism, or having become an impediment to the Board's work.

Any removal of a Director must meet the requirements of Bylaw 8.1.

The policy's guiding principles are those of natural justice. The Director being considered for discipline must be given a fair and impartial hearing with an opportunity to hear and address their alleged transgressions.

The Director will also be offered the opportunity of voluntarily withdrawing from the Board at each step of the process.

6.2 Criminal Act

In the event of an offence of a criminal nature that is not addressed by the Association's Criminal Records Review Policy and where charges have been or may be laid, the Chair may, in his or her own best judgment, suspend the Director immediately pending the completion of the full disciplinary process.

6.3 Discipline of a Director

6.3.1 Step One – Chair Intervention

Addressing any alleged infraction will begin with Step One. The Chair will contact the alleged offending Director in person or by telephone to discuss the alleged transgression, the hoped-for resolution and the future expectations of the Director. The issue may be resolved with this conversation. Resolution may include any of the following: a. A verbal conversation between the parties with no further action and no record kept; b. formal written caution from the Chair to the Director, with a copy kept by the President and placed in the Director's annual evaluation file; c. voluntary resignation by the Director if the Director believes that the transgression warrants it, and/or the confidence of the Chair in the Director has been lost. The action will be referred to Step Two below if either: a. a resolution is not reached through Step One, the Chair will refer the infraction to a Board Disciplinary Committee as outlined in Step Two below, or b. the infraction is severe enough in the opinion of the Chair to warrant immediate advancement to Step Two.

6.3.2 Step Two – Board Disciplinary Committee

A Board Discipline Committee will be struck by the Chair, if in the opinion of the Chair, a major infraction has occurred, or due to the inability to resolve a minor infraction through Step One. The Committee shall include three directors, one of which must be the Chair or the Vice Chair. The Chair or the Vice Chair shall chair this Board Disciplinary Committee.

6.3.2.1 Disciplinary Procedures

- a. Notice of Discipline Process - The Board Chair shall advise the Director accused of the offense (offender) that a Disciplinary Committee has been struck, and that the Disciplinary Committee Chair will contact the offender within 7 days to start the process.
- b. Transfer of Information - The Board Chair shall forward all information from Step One discussions, or information about the major infraction accusation to the Disciplinary Committee for review. This information will also be provided to the offender.
- c. Discipline Hearing - The Committee will arrange to meet in person or electronically within 21 days of the "Notice of Discipline Process". All parties must have copies of all materials being presented and all parties must be able to hear all people involved in the hearing.
- d. Speakers at Hearing - If appropriate, a designate of the Board will be asked by the Disciplinary Committee Chair to speak on behalf of NPGA, and the offender or their representative will speak on behalf of themselves. Other parties / witnesses may also be asked to contribute at the hearing.
- e. Deliberations in Private - The offender and any other speakers will remove themselves from the hearing for committee deliberations.
- f. Disciplinary Decision – Incident resolution may include any of the following:
 - i. formal written reprimand from the Committee to the Director, with a copy kept by the Board Chair and placed in the Director's annual evaluation file;
 - ii. voluntary resignation by the offending Director if the Director believes that the transgression warrants it, and/or the confidence of the Board has been lost.
 - iii. Recommendation for the removal of the offending Director from the Board (see 6.3.2.2) g. Report of Decision - The committee will report their decision to the offender and the Board within 2 days of completion of the Hearing. h. Resignation - Should the Director decide to resign from the Board, their resignation will be effective in accordance with Bylaw 8.11.

6.3.3 Removal of a Director from the Board

Removal of a Director must adhere to Bylaw 13.4. Should the Discipline Committee recommend removal of the offending Director, the procedures will be as follows:

- a. A meeting of the Board will be called to take place within 8 to 14 days of the Discipline Committee's recommendation. The offending Director must be given no less than 7 days' notice of the Board resolution.
- b. The Chair of the Discipline Committee will speak and outline the rationale for the recommendation from the Committee.
- c. The offending Director will speak on their own behalf about the accusations made.
- d. Directors are able to ask questions of clarification of either party.

- e. Prior to the Board deliberating the recommendation to remove the Director, the Board will first offer the offending Director the opportunity to resign.
- f. The offending Director may not vote on the recommendation but will be in the room when the vote is taken.
- g. The Director may only be removed with the approval of two-thirds of the voting members of the Board.
- h. When a Director's position is terminated, he or she must return their Board and NPGA Manuals and any other NPGA-owned items to the NPGA Office within two weeks.
- i. The Board must promptly begin the process of recruiting a new Director in accordance with Bylaw 13.5.

6.3.4 Disciplinary Action Against the Chair

If the disciplinary action is against the Chair of the Board, the chair's role as described in Policy 6 is taken by the Vice Chair.

7.0 Job Descriptions of Officers & Other Directors

7.1 Officers of the Board

7.1.1 Chair

The Chair of NPGA is elected for a two-year term in even years by the members at the Annual General Meeting. The Chair is the Chief Volunteer of North Peace Gymnastics Association.

Reporting to the members and to the Board of Directors, the Chair:

- a. when present, presides at all meetings of the Board and at the AGM;
- b. has general supervision of the affairs and the business of NPGA;
- c. is, ex officio, a member of all committees;
- d. is a partner with the Executive Director in achieving North Peace Gymnastics Associations' mission;
- e. appoints the Chairs of committees in consultation with other Directors;
- f. stays in touch with committee Chairs to be sure that their work is carried out and identifies Board action to be taken on committee recommendations;
- g. discusses issues confronting North Peace Gymnastics Association with the Executive Director and reviews with him or her any issues of concern to the Board;

h. helps guide and mediate Board actions with respect to organizational priorities and governance concerns;

7.1.2 Vice Chair

The Vice Chair of North Peace Gymnastics Association is elected for a two-year term in odd years by the members at the Annual General Meeting.

Reporting to the Board of Directors, the Vice Chair:

- a. acts as Chair and fulfils the Chair's responsibilities when the Chair cannot be available;
- b. assists the Chair and staff to achieve North Peace Gymnastics Associations' mission;

7.1.3 Treasurer

The treasurer is elected in odd years for a two-year term. The Treasurer:

- a. manages the Board's review of and action related to its financial responsibilities;
- b. works closely with the Executive Director and staff to develop financial policies and procedures, as well as ensure sound management and maximization of cash and investments;
- c. ensures Board review of financial policies and procedures;
- d. assists in presents the annual budget to the Board for approval;
- e. presents the un-audited statements of North Peace Gymnastics Association to the members at the Annual General Meeting;
- f. co-signs cheques as a representative of the Board.

7.1.4 Directors-at-Large

Directors-at-Large are appointed to a two-year term. These Directors are selected for the professional skills and expertise they can add to the North Peace Gymnastics Association Board. Directors-at Large will be assigned responsibilities based on their experience and interests.

8.0 Board Operations

8.1 Director Eligibility

8.1.1 Employees of North Peace Gymnastics Association

Employees of North Peace Gymnastics Association are not eligible to serve on the Board of Directors. Employees are those who are employed full- or part-time by NPGA to a staff position, or who receive more than \$10,000.00 in honorarium or other compensation (excluding expense reimbursements) annually from North Peace Gymnastics Association, or are part of the North Peace Gymnastics Association reporting structure and for whose actions North Peace Gymnastics Association accepts responsibility.

8.1.2 Contractors

Independent contractors doing business with North Peace Gymnastics Association may serve on the Board of Directors provided they make full disclosure of their interests to the Board and abide by the North Peace Gymnastics Association Conflict of Interest policies and procedures. If the contract work with North Peace Gymnastics Association is such that volunteer involvement is not appropriate, that will be noted in the Service Agreement of the Contractor.

8.1.3 Employees of Other Sport Bodies

Employees of other sport bodies, such as clubs or provincial/national sport organizations, and members of the Boards of other organizations, may serve on the North Peace Gymnastics Association Board provided they make full disclosure of their interests to the North Peace Gymnastics Association Board and abide by the Confidentiality and Conflict of Interest Policy and procedures. These individuals must also respect the confidentiality of North Peace Gymnastics Associations' Board proceedings.

8.1.4 North Peace Gymnastics Association Directors on Boards of Other Sport Bodies

North Peace Gymnastics Association Directors may sit on the Board or Executive of other sport bodies, but must make full disclosure of their interests on these other organizations to the North Peace Gymnastics Associations Board, and abide by North Peace Gymnastics Association's Confidentiality and Conflict of Interest Policy and procedures.

8.1.5 Additional Director Eligibility Stipulations

An individual may hold only one position on the North Peace Gymnastics Associations Board. If an individual wants to run for or be appointed to another position on the Board, he or she must first resign from their current position in order to be eligible. If a Director wishes to apply for a staff position, he or she must inform the Chair in confidence before proceeding with the application. If a Director successfully applies for a staff position, he or she must resign from the NPGA Board before accepting a staff position.

8.2 Financial Considerations

All voting members of the Board are volunteers. There is no financial remuneration other than out-of-pocket expenses (including Criminal Record Review) incurred in the course of performing Director duties. Directors will receive a free membership for the duration of their term of office. It is the duty of North Peace Gymnastics Association to maintain adequate Directors' and Officers' Liability Insurance at all times, Directors will be indemnified in accordance with Bylaw 14. Directors will be recompensed at current North Peace Gymnastics Association rates for normal expenses of travel, meals and accommodation incurred in the course of performing Board business. Extraordinary expenses must be approved in advance by the Executive Director and Board. All claims must be submitted on the North Peace Gymnastics Association expense claim form and supported by receipts where possible.

8.3 Term of Office

The term of office is normally two years, but may be of a different period in accordance with Bylaw 8.7-8.8

8.3.1 Commencement of Term

Each term of office commences immediately following the North Peace Gymnastics Association Annual General Meeting, or in accordance with Bylaw 8.7 if the election was held at an Extraordinary General Meeting or made by appointment. The following positions shall normally take office in even years:

- Chair
- Secretary
- Two Director-at-Large

The following positions shall normally take office in odd years:

- Vice Chair (elected)
- Treasurer
- Two Directors-at-Large

8.4 Board Meetings

8.4.1 Meeting Etiquette

The North Peace Gymnastics Association Board of Directors is comprised of professionals from various backgrounds. In order to maximize the time of all members, the following guidelines are applied:

- a. be punctual to meetings;
- b. turn cell phones off during meetings;
- c. speak only when recognized by the Chair during meetings;
- d. stay to the point during discussions in meetings;
- e. act with courtesy;
- f. always include a subject line in your email messages;
- g. write with care and precision;
- h. be concise and to the point.

8.4.2 Timelines

The NPGA Board of Directors meets a minimum of 8 times each year, in addition to the Annual General Meeting.

8.4.3 Quorum

A quorum is fifty (50) percent of the voting members of the Board. If a quorum is not present within 30 minutes of the start time of the meeting as notified to the members, the meeting must be cancelled and rescheduled.

8.4.4 Agendas, Reports & Discussions

Agenda items for each Board meeting must be submitted to the Chair or to the Executive Director 10 working days prior to the meeting. The agenda, reports, and other information and support material will be circulated electronically to all Directors to be received no later than five working days prior to the meeting. Meeting materials will not be printed for provision at Board meetings unless requested by a Director, or due to the complexity of the material. Each Director has the duty to study all material provided and seek clarification as required prior to the actual Board meeting if possible. The Board should not discuss written material provided in advance, except in the case of general concern or new information regarding the matter.

8.4.5 Recording of Votes

The Board will vote by show of hands, unless a secret ballot has been requested. A secret ballot may be requested at any time without prejudice by any Director. A motion is passed by simple majority of the voting Directors present. In the event of a tie, the Chair does not have an additional vote and the motion is defeated. With show-of-hands votes, all opposed and all abstaining will be requested and recorded by name in the minutes each time a vote is taken.

8.4.6 Circulation of Minutes

The draft minutes will be circulated electronically to all Directors no later than two weeks following the meeting. A copy of the minutes will also be provided with the agenda and information package for the following meeting. Meeting minutes are considered to be "draft" minutes until approved at the following Board meeting.

8.5 Communication to the Membership

The Board of Directors, Standing Committees or Ad Hoc Committees may, from time to time, wish to communicate with the North Peace Gymnastics Associations' membership. All correspondence between the Board and the membership, or a committee and the membership, must be circulated through the appropriate staff member first. All official communication must come from a NPGA official email account or other standard communication tool of NPGA.