



POLICIES AND PROCEDURES ORGANIZATIONAL MANAGEMENT

SSBC Policies and Procedures Manual #1 of 3

SECTION B – BOARD OF DIRECTORS

B-1 POLICY: Board of Directors

1. In accordance with By-Law 6.2.1, the Board of Directors is comprised of:
 - a. Officers:
 - President
 - Vice-President
 - Secretary
 - Treasurer
 - b. Other Directors
 - Not less than three (3) and not more than (5) other Directors.
2. Directors are elected by the membership in accordance with By-Laws 5.1 and 6.2.

B-1 PROCEDURE: Board of Directors

1. A call for nominations to the Board of Directors will be sent to all members with the notice of AGM.
2. Directors serve terms in accordance with By-Law 6.2.2.

B-2 POLICY: Board of Directors – Positional Job Descriptions

1. Each position on the Board of Directors will have a Job Description approved by the Board and reviewed annually.
2. Each Director will be familiar with and comply with the requirements of his/her **their** position on the Board.
3. Each Director must agree to comply with SSBC Code of Ethics and Conflict of Interest Policy.
4. The general duties and responsibilities of all Directors shall be:
 - a. meeting and maintaining the qualification requirements of a director of a Society as dictated by the BC Societies Act;
 - b. complying with the BC Societies Act and its regulations, including maintaining an acceptable standard of care for the organization, acceptance of liability for decisions made and actions taken, and

Rationale:
Change to gender neutral language

- declaration of any true or perceived conflicts of interest between the Director and the Society;
- c. complying with the Society’s Constitution and By-Laws, policies and procedures, as properly adopted by the Directors and/or membership;
- d. preparing for each Board of Directors meeting by reviewing previous meeting minutes and reading reports and documents circulated in advance of meetings;
- e. participating in the Board’s governance role of oversight and accountability of the activities of the association actively participating in the Board’s planning, monitoring and evaluation responsibilities;
- f. liaising with Speed Skating Canada;
- g. liaising with sport delivery agencies, government and other supporters;
- h. submitting authorized expense claims plus required original receipts for approved expenses incurred on behalf of the Society in a timely manner;

B-2 PROCEDURE: Board of Directors – Positional Job Descriptions

The Directors' Duties and Conflicts are as described in By-Law 8. Job descriptions for Directors can be found in Appendix 1 of SSBC Policies and Procedures Manual for Organizational Management.

B-3 POLICY: Committees of the Board

1. The Board may, at its discretion, and by formal resolution at a Board meeting, create a Committee to be assigned duties that are under the general purview of the Board. Appointees to Committees of the Board will be made by the President.
2. The ~~current~~ Committees of the Board are:
 - a. Finance Committee;
 - b. Governance Committee;
 - c. Nominating Committee;
 - d. Risk Management.
3. The President will chair the Governance ~~Committee~~ and Risk Management Committees and the Treasurer will chair the Finance Committee. The chair of the Nominating committee will be appointed by the Board.

Rationale:

Tidy up language

Add Risk Management Committee to be a committee of the Board rather than an Operational Committee as it should be overseen by the Board to ensure their comfort with Risk within the organization.

4. The Board may, at its discretion, convene a committee for a special purpose as needed. The Chair of such a Committee would be appointed by the Board.

Rationale:

From time to time the Board may have need to convene a special committee.

B-3 PROCEDURE: Committees of the Board

1. Each Committee of the Board will have Terms of Reference developed and approved by the Board prior to the committee starting its work.
2. Terms of Reference for the Committees of the Board can be found in Appendix 2.

B-4 POLICY: Committees of the Board Accountability and Authority

1. Committees of the Board are accountable to the Board of Directors.
2. Committees of the Board will provide written or verbal reports to the Board of Directors' meetings from time to time, as activities compel them to do so or if requested.
3. Committees of the Board may be asked to submit a report to the Annual General Meeting.

B-5 POLICY: Meetings of the Board of Directors

1. Meetings are called and held in compliance with By-Law 7.1.

B-5 PROCEDURE: Meetings of the Board of Directors

Rationale:

Update language

1. Meetings of the Board of Directors function in accordance with By-Law 7.
2. The Board has the option of meeting by conference call, video conferencing or other electronic means.
3. The President may not vote at a Board of Directors' meeting except to cast the deciding vote in the case of a tie.
4. In all meetings held **virtually** ~~by conference call, video conferencing or other electronic means~~, all those participating must be able to hear the other participants and be heard.

B-6 POLICY: Meetings of Committees of the Board

1. Committee meetings are held at the call of the Chair and based on the needs of the committee work plan.
2. A quorum is a simple majority of committee members.

B-6 PROCEDURE: Meetings of Committees of the Board

1. Committee meetings can be held in person or through conference call, video conferencing or other electronic means if warranted.
2. Committee decisions are made by a simple majority vote within the parameters of the authority of the committee based on its Terms of Reference.
3. Committee Chairs may not vote except to cast the deciding vote in the case of a tie.
4. In all meetings held **virtually** ~~by conference call, video conferencing or other electronic means~~, all those participating must be able to hear the other participants and be heard.

Rationale:
Update language