



2022

# Director's Guide

Bowls Canada Boulingrin

# DIRECTOR'S GUIDE

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## Preamble

### Purpose of this guide

This guide informs prospective and current Bowls Canada Directors about the organization, how they will be supported as a director, their roles, duties and responsibilities and provides guidance for identifying risk, managing risk and minimizing personal liability and exposure to risk. It serves as a terms of reference for the Board.

### Mission and Vision

Bowls Canada is the governing body responsible for lawn bowls in Canada. Bowls Canada's mission is to provide leadership that facilitates inclusive participation and excellence for the sport of lawn bowls in Canada.

Bowls Canada's 2022 -2026 vision is to cultivate a fun, inclusive and excellent lawn bowls culture that brings communities together.

### Organizational Values

Board members use the values of the organization as foundational principles which are used to guide the organizational practices and provide a foundation for decision making. Bowls Canada values are:

- **Integrity** - We execute our commitments with honesty, respect and transparency while adhering to the ethical and professional standards of Canadian amateur sport.
- **Inclusion** - We foster a fun, safe and welcoming environment both on and off the greens
- **Collaboration** - We commit to meaningful engagement with our stakeholders and value their collective experience.
- **Innovation** - We commit to responding to our ever-changing world with efficiency, agility and creativity
- **Excellence** - We strive for excellence in performance and character in everything we do from the boardroom to the podium.

## Who is a Director?

A director is an individual who is a member of the Bowls Canada Board of Directors. The responsibility of the board is to provide leadership and direction to Bowls Canada, and to govern its affairs on behalf of its members. Our directors are the fiduciaries who steer Bowls Canada to achieve the mission and vision by adopting sound, ethical, and legal governance and financial management policies, as well as by making sure the organization has adequate resources to advance its strategic plan so as to provide for a robust future for the sport of lawn bowling in Canada.

Bowls Canada directors are elected or appointed to their positions on the board in accordance with the Bowls Canada Bylaws. Directors may also be officers, where an officer fulfills certain corporate roles and functions, such as those duties of a ‘chair’, ‘treasurer’ or ‘secretary’. Directors and officers have a relationship of “trust” with the members of Bowls Canada, and it is from this trust relationship that certain important legal duties arise.

## Legal duties of directors

The basic responsibility of directors is to represent the interest of the members in directing the affairs of Bowls Canada, and to do so within the law. This legal duty is described in statutes (such as the Canada Not-for-Profit Corporations Act) and has been expanded and interpreted in the common law.

In representing the members of the organization and acting as their “trustee”, directors have three basic fiduciary duties:

1. The duty of diligence: this is the duty to act reasonably, prudently, in good faith and with a view to the best interests of Bowls Canada and its members.
2. The duty of loyalty: this is the duty to place the interests of Bowls Canada first, and not to use one’s position as a director to further private interests.
3. The duty of obedience: this is the duty to act within the scope of the governing policies of Bowls Canada and within the scope of other laws, rules and regulations that apply to Bowls Canada.

These three duties are discussed more fully in the following text.

## **Duty of diligence**

Diligent directors always act prudently and in the best interests of Bowls Canada. When exercising their duties as directors, they are expected to exercise the same level of care that a reasonable person with similar abilities, skills and experience would exercise in similar circumstances. If a director has a special skill or area of expertise, such as an accountant or lawyer, they are held to a higher standard of care that corresponds to their professional ability.

Directors have a responsibility to act cautiously and to try to anticipate the consequences of their decisions and actions before they undertake them. They must be honest and forthright in their dealings with each other, with other members and with the public. They should be well-informed about the activities and finances of Bowls Canada. They have an obligation to consider potential risks inherent in a situation and to take reasonable steps to mitigate or manage those risks.

## **Duty of loyalty**

Directors are required to put the interests of Bowls Canada first. These interests will always take precedence over any other interest, including a director's personal interests. Directors who are involved in more than one organization may find that they cannot be loyal to both.

Loyal directors will avoid putting themselves in a situation of a conflict of interest, and if this is unavoidable, they will act properly in disclosing the conflict at the earliest opportunity and ensuring that they play no part in discussing, influencing or making decisions relating to that conflict.

Confidentiality is also an important aspect of the duty of loyalty. Directors have an obligation to keep Bowls Canada's business private and not discuss certain matters with people outside the Board of Directors. Confidential matters may include information about personnel; clients served by Bowls Canada; Bowls Canada's finances or legal matters.

A board acts as one entity. Loyal directors support and uphold the decisions of the board, even if they have not personally agreed with or voted in favor of the decision taken at the board meeting.

## **Duty of obedience**

Bowls Canada is a “private tribunal” – an autonomous organization that has the power to write rules, make decisions and take actions that affect their members and participants. Legally, private tribunals are recognized as having a contractual relationship with their members. This relationship is defined in the Bowls Canada’s governing documents which include its bylaws, policies, rules and regulations.

Directors have a duty to comply with the Bowls Canada’s governing documents, and to ensure that staff and committee members of Bowls Canada are also in compliance. Over time, policies may become outdated and may no longer reflect the current practices of Bowls Canada. The duty of obedience extends to ensuring that governing documents remain current and accurate by overseeing the process that is used to amend and update governing documents.

Directors have a duty to obey external laws and rules that are imposed upon Bowls Canada. A wide gamut of laws and statutes apply to Bowls Canada: the obedient director ensures that Bowls Canada complies with these.

## **Liability of directors**

A director who fails to fulfill his or her duties as outlined above may be liable. The term “liability” refers to the responsibility for the consequences of conduct that fails to meet a pre-determined legal standard. Usually, the term “consequences” refers to damage or loss experienced by someone and being responsible for such consequences means having to pay financial compensation.

Liability arises in the following three situations:

1. Statute - a law is broken. The consequences are payment of a fine, having restrictions placed on one’s rights or privileges, or imprisonment.
2. Contract - a contract is breached or violated. A contract is a legally enforceable promise between two or more parties. The consequences are correcting the breach through some form of performance or service, or financial compensation
3. Tort - an act, or a failure to act, whether intentionally or unintentionally, which causes injury or damage to another person. The consequences are payment of a remedy in the form of financial compensation.

Regarding statutes, there are a variety of statutes that impose liability on directors in specific circumstances relating to managing the affairs of Bowls Canada. Thus, directors have specific statutory obligations relating to:

- The election and appointment of directors and officers;
- Calling meetings of members;
- Paying taxes to government and submitting employment-related remittances;
- Keeping minutes of meetings of directors and members;
- Reporting and disclosing prescribed information about Bowls Canada to authorities;
- Paying wages and salaries;
- Maintaining a safe workplace;
- Maintaining a respectful work environment for directors, volunteers and staff;
- Activities of Bowls Canada that cause pollution or other environmental damage.

Regarding contracts, directors are responsible for ensuring that Bowls Canada's contractual obligations are fulfilled. This includes contracts with employees and independent contractors.

Regarding *torts*, directors are responsible for ensuring that they, as well as Bowls Canada's volunteers and staff, do not behave negligently. Negligence refers to the duty that we all have to ensure the safety of those persons affected by our actions. Directors, volunteers and staff are at all times expected to act in a reasonably diligent and safety-conscious manner so that others affected by our actions (fellow employees, volunteers, participants, clients, the public) will not face an unreasonable risk of harm.

The concept of negligence also applies to "wrongful acts" – these are errors, omissions, actions, or decisions that harm others, not through damaging their property or their physical person, but through interfering with their rights, opportunities or privileges. Wrongful acts relate primarily to how directors govern Bowls Canada, manage its funds, supervise its staff and make decisions that affect its members, clients and the public.



## Avoiding liability through Risk Management

There is risk inherent in everything we do. Volunteers, employees, and directors of Bowls Canada must always be mindful of risks – this means examining situations cautiously and thinking ahead about the potential consequences of decisions and actions. Most people manage risks most of the time, and they do so instinctively. However, it is always a good idea to take steps ourselves, and to encourage others, to think about risks and risk management more systematically.

### What is Risk Management?

The process of risk management is a simple three-part activity. It involves:

1. Looking at a situation and ask what can go wrong and what harm could result?
2. Identifying practical measures we can take to prevent such harm from occurring.
3. If harm does occur, identifying practical measures we can take to mitigate its impacts and pay for any resulting damage or losses.

The practical measures that can be used to manage risks fall into four categories:

1. Assume the risk – decide that the risk is minor and do nothing
2. Reduce the risk – find ways to change people’s behavior or the environment in which people work so that the degree of risk is reduced
3. Avoid the risk – choose not to do something
4. Transfer the risk – accept the risk but transfer the liability associated with it to someone else through a written contract

Bowls Canada will face different risks and will plan and implement different measures to deal with these risks. The practice of risk management is based, in large part, on common sense and is linked to the concept of “standard of care”, because the measures that are taken to manage risks are usually those that would be taken by any other prudent and reasonable person, having the same skills, knowledge and experience as ourselves. These measures will tend to revolve around:

- training and educating staff and volunteers;
- enforcing reasonable rules;
- inspecting and maintaining facilities and equipment;
- screening and supervising staff;
- properly documenting meetings and decisions; and
- meeting all statutory reporting requirements.

## How Does Bowls Canada Manage Risk?

There are many practical measures that Bowls Canada and individual Directors can take to manage the risks and liabilities faced by a Director.

## Directors and Officers Liability Insurance

Insurance is one of many techniques used to manage risks – it involves transferring the liability associated with a risk to another party by means of a written contract. Insurance is a common risk management measure and one that is particularly important in minimizing a director’s liability. In the case of insurance, the party that the risk is transferred to is the insurance company, and the written contract is the insurance policy. Transferring risks through written contracts is a very common business practice.

Directors’ and Officers’ insurance is like general liability insurance and covers costs that the directors and officers of an organization might become legally obligated to pay as a result of damages to another party. However, unlike a general liability insurance policy that covers losses arising from physical injury or property damage, Directors’ and Officers’ liability insurance covers only those losses arising from the director’s own “wrongful acts”.

In such an insurance policy, a wrongful act is defined as an error, misstatement, misleading statement, act, omission, or other breach of duty by an insured person in his or her insured capacity. The purpose of this insurance is to provide the financial backing for the indemnity that the organization provides to its directors.

Directors’ and Officers’ insurance policies vary, and there is no standard level of coverage. Importantly, many of these policies exclude coverage for:

- Directors acting outside the scope of their duties as they are described in this Guide, including any actions that are dishonest, fraudulent or criminal
- Breach of contract, including wrongful dismissal of employees
- Fines and penalties under a statute or regulation
- Complaints under a human rights code, including a complaint of discrimination, harassment or sexual harassment

Bowls Canada maintains Directors and Officers Liability insurance coverage which is reviewed each year to ensure it is adequate.

## Other Insurance Policies

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In addition to Directors' and Officers' liability coverage, Bowls Canada maintains several other policies including:

- General Liability
- Property and Contents
- Sport Accident
- Cyber Liability

These policies are reviewed on an annual basis to ensure they meet the current needs of the organization. Details of these policies are available in the online Directors Policy Manual.

The following guidelines will help Directors with the roles pertaining to insurance coverage for the organization.

- Review Bowls Canada's insurance coverage in addition to the Directors and Officers liability policy (located in the online Policy Manual) and become familiar with their scope of coverage.
- Raise the possibility of asking the insurance broker to meet with the Board and make a brief presentation on these policies.

## Screening

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Bowls Canada has a screening policy which outlines how volunteers and staff are screened for various roles. Screening helps further reduce the risk to the organization and its members. Director candidates must complete the screening application and submit the results of their Enhanced Police Information Check (E-PIC) prior to their nomination. Staff may also be required to complete an E-PIC pending their roles and responsibilities. Finally, staff and Directors must complete safety in sport training as outlined in the screening policy.

## Risk Monitoring

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Monitoring and predicting risk on an ongoing basis is accomplished by the Board through a comprehensive Risk Registry Plan and quarterly review of the Corporate Risk Certificate.

The Risk Registry Plan identifies existing and current risks with the internal and external environment. It then categorizes and identifies the organizations plan to manage each risk. This registry is taken into account when developing annual operational budgets and plans.

The Corporate Risk Certificate identifies core risks of a corporation and monitors these on a quarterly basis. These include items like statutory deductions, remittances and corporate compliance submissions, safety in sport issues, and confirmation that insurance remains in effect.

The following guidelines will help Directors with the roles pertaining to the monitoring of risks for the organization.

- Review the quarterly Corporate Risk Certificate when it is presented by the CEO. Ask questions if anything does not seem clear. Do not hesitate to raise potential issues that may not be documented.
- Review the Risk Registry Plan on an ongoing basis and review in detail prior to the annual updating meeting.
- Participate in the Risk Management section of the orientation training available to all Directors.

### **Protecting Yourself as a Director**

There is no substitute for knowledgeable governance and thoughtful risk management, and Bowls Canada managing its affairs in a conscientious and responsible manner will reduce its directors' liability risks considerably. Nonetheless, the following practical tips will be helpful to all directors.

Before accepting a directorship with Bowls Canada, you should:

- Think about your reasons for becoming a director. Be sure you have the time, interest, and commitment to do the job well.
- Learn as much as you can about Bowls Canada. What is its mission? What activities does it undertake? How is it perceived in the community?
- Ask for a written job description for the position of director.
- Educate yourself about your legal duties as a director.
- Look at the composition of the entire board and satisfy yourself that it can govern effectively and provide competent direction to committees, staff and volunteers within Bowls Canada.
- Confirm that the organization indemnifies its directors (either through its bylaws, through policy or by means of a written contract) and that it carries Directors and Officers liability insurance. Ask about the scope of coverage and any exclusion(s) to this insurance.

Once you have accepted a directorship, managing your personal liability risks is an ongoing process. The following guidelines will help you to take steps to manage these risks as they relate to issues such as policy, finances, meetings, personnel, and training.

### **Guidelines for Meetings**

- Attend meetings, be prepared to discuss the items on the agenda and participate fully in decision-making.
- Provide your reports to the board in written form.
- Ensure that minutes reflect abstentions from votes, votes for and votes against motions.
- If you have any real or perceived conflict of interest, declare it at the beginning of the meeting when the Chair calls for the disclosure of any potential conflicts with the meeting issues. If you have disclosed a conflict, do not vote, participate in or influence the decision-making process. Make sure your disclosure is recorded in the meeting minutes.
- Do not rush important decisions. Ensure that board members receive meeting materials in ample time to digest them. If important information is lacking, postpone the decision until this information can be obtained.
- Keep your own personal copies of key documentation and minutes of controversial meetings.

### **Guidelines for Finances**

- Take an interest in finances by reviewing regular financial reports and approving and monitoring Bowls Canada's annual budget.
- Ensure that a professional, independent accountant performs an annual audit of Bowls Canada's finances.
- Know who is authorized to sign cheques and for what amount.
- Don't be shy about asking questions and seeking clarification on financial matters from staff.
- Know the statutory reporting requirements of the organization and know which staff person or director is responsible to monitor that these requirements are being fulfilled.
- Ensure that all contracts Bowls Canada enters into are carefully reviewed by staff or by counsel.

- ❑ When Bowls Canada partners with other entities on joint projects, or enters into agreements, be sure that all terms and conditions are clearly expressed in a written contract and that risks and liabilities are appropriately shared.

Bowls Canada provides resources and a basic financial training for all Directors. This is provided to all new Directors during their orientation process and is available at any time for a refresher. Directors don't need to be financial experts, but they do need to be able to ask critical questions whenever something may not be clear.

## Policy Manual

Bowls Canada's public policies are all available on the [Bowls Canada website](#). Additionally, Directors have access to a comprehensive manual that contains all of the organizational procedures and critical documents for leading the organization. This manual includes items like insurance policies, staff job descriptions, governance and corporate documentation, operational plans, budgets, risk management plans and more. The following guidelines will help Directors with their role and responsibilities.

Review and bookmark Bowls Canada's online policy manual.

- ❑ Be familiar with the content of Bowls Canada's bylaws. If they no longer adequately reflect the mandate and activities of Bowls Canada, then Directors have an obligation to ensure that a process exists to update them.
- ❑ On important matters and for decisions that have the potential to adversely affect someone, ensure that Bowls Canada policies are adhered to as written. If the policy is unsuitable for dealing with the particular circumstance, then take steps to change the policy for the future.
- ❑ Commit staff and volunteer time and Bowls Canada financial resources to ensure that risk management, safe sport, human resources and other policies that impact the business of the organization are developed as needed and updated on a regular basis.

## Personnel Guidelines

Bowls Canada's organizational structure is set up such that the CEO reports to the Board and the rest of the staff report to the CEO. The Board is responsible for hiring, evaluating and removing the CEO. The CEO is responsible for hiring, evaluating and removing the operational staff. All personnel decisions take place within the boundaries of the organizational policy and budgets set by the Board. The following guidelines will help Directors manage their roles and responsibilities around personnel.

- Ensure that all staff and volunteer positions have written job descriptions.
- Ensure that the organization maintains an updated personnel policy and that staff evaluations are performed at least annually or as required by the policy.
- Be sure that suitable screening measures are in place for those staff and volunteer positions that involve interaction with youth or other vulnerable persons in unsupervised settings.

### **Training for new Directors**

Training is available for all new Directors through a comprehensive orientation process. Directors learn about the operations of the organization and receive training on how to access the online policy manual. Directors have access to a financial literacy webinar which outlines the fundamentals of reading and understanding financial statements and also provides guidance to help Directors with their financial duties. Finally, every Director completes an online governance course which provides details to help Directors with the rest of their roles and responsibilities. This training contributes to management of organizational risk.

The following guidelines will further assist Directors in their role:

- Support professional development for staff and training for volunteers.
- Encourage the board to also engage in training. Support bringing in a board development instructor or a facilitator to help the board improve its effectiveness.
- Consider recommending that board members access training opportunities in association with board meetings or annual general meetings.
- Support the commitment of Bowls Canada resources to the development and updating of board and staff orientation materials.
- Encourage periodic assessments to allow the board to evaluate its effectiveness in conducting meetings and making governance decisions.

### **Fundraising**

Fundraising is an important component of Bowls Canada's revenue generation strategy. All Directors are expected to support the organization's fundraising efforts and are strongly encouraged to model the way for other stakeholders by setting up monthly donations or supporting specific campaigns. Directors can also assist the organization by providing introductions to new donors.

## Removal of a Director

According to the Bowls Canada By-laws, an elected Director may be removed by Ordinary Resolution of the voting Members at an Annual Meeting or Special Meeting, provided the Director has been given notice of and the opportunity to be heard at such a meeting.

Reasons why a Director might be removed include the following:

- Conflict of Interest: At any given time, a Board member may have a conflict of interest on an issue being discussed at a Board meeting. The Chair asks for any such conflicts prior to the start of the meeting. But some directors may have continuing conflicts of interest which interfere with the director's ability to regularly contribute on important matters.
- failure to meet Fiduciary duties: Duty of diligence, duty of obedience and duty of loyalty.
- negatively impacting the reputation of BCB: Ethical infractions like sexual harassment, fraud, or criminal behaviors.
- not living up to the commitment of being a director.
- missing three or more consecutive meetings or missing more than 50% of the total meetings annually (unless extenuating circumstances exist as approved by the Board).
- failure to participate: not joining in on discussions regularly and challenge other directors on their ideas and opinions; not participating in other committees, fundraising events or any other type of work required.
- failure to treat other board members with respect and in accordance with Bowls Canada values.
- failure to adhere to Bowls Canada's policies and procedures.

Additionally, Canada's Not-for-Profit Act also indicates that Directors must be removed if any one of the following occur:

- there is a breach of the Confidentiality Policy;
- the Director is found by a court to be of unsound mind; and/or
- the Director becomes bankrupt.



## **General Expectations of a Bowls Canada Director.**

If you suspect that something is not right, go with your intuition and check it out! Be curious. Remember, as a director you will be held responsible for circumstances and situations you **ought** to have known about, whether or not you actually **did** know about them.

Do not speak negatively about Bowls Canada to the public. Publicly support the board's decisions, even if you might have voted against the majority of directors.

Act in a manner that is positive, collaborative, and respectful when interacting with all directors, staff, members, and organization stakeholders.

If Bowls Canada needs to deal with a complex matter in which staff or directors lack expertise, Directors should consider the services of an outside professional (for example, lawyer, financial advisor, human resources consultant, risk management specialist, engineer).

## **Support Available to Directors**

All new Directors are mentored by a more experienced Director on the Board. These “board buddies” help new Directors become more familiar with Bowls Canada processes and documents.

Bowls Canada Directors are provided with a unique email specific to Bowls Canada's online domain. Directors are also provided with access to online tools such as project management tool Trello and MS365 to assist with the implementation of their responsibilities. Bowls Canada covers the costs of orientation training and also reimburses E-PIC costs for all elected Directors. Finally, all Directors are provided with a uniform of a collared shirt and jacket.

## Summary

This guide provides an overview to inform directors of the legal dimensions of their voluntary contribution. It is Bowls Canada's view that an informed director is a more confident and competent director. More competent directors result in a more successful organization.

Becoming a director on the Bowls Canada Board is not a decision to be taken lightly as one can see from the information that has been provided. Although the responsibilities and duties may appear intimidating, the most effective and least expensive risk management technique is common sense. In addition, directors are provided with the tools and resources they need to make sound, informed decisions. The competencies and skills each director brings to the table have been carefully vetted in order to enhance the Board's effectiveness and its ability to provide the direction and leadership the Bowls Canada staff and strategic plan require.

Bowls Canada Directors provide leadership for the organization by recruiting capable board members and well-qualified staff, providing an orientation program for all new people, putting on paper clear job descriptions and sound policies, supporting professional development at all levels of Bowls Canada and creating an organizational culture that emphasizes and rewards safety in sport, risk management thinking and ethical behavior.

Most importantly, serving as a director on the Board is an opportunity to exercise "duty of care" for a sport one is passionate about, and to have a say in the future of this exciting game.

Welcome to the Bowls Canada Board!

## Appendix 1 -- Mission, Vision and Values of Bowls Canada

### **Mission**

*To provide leadership that facilitates inclusive participation and excellence for the sport of lawn bowls in Canada*

### **Vision**

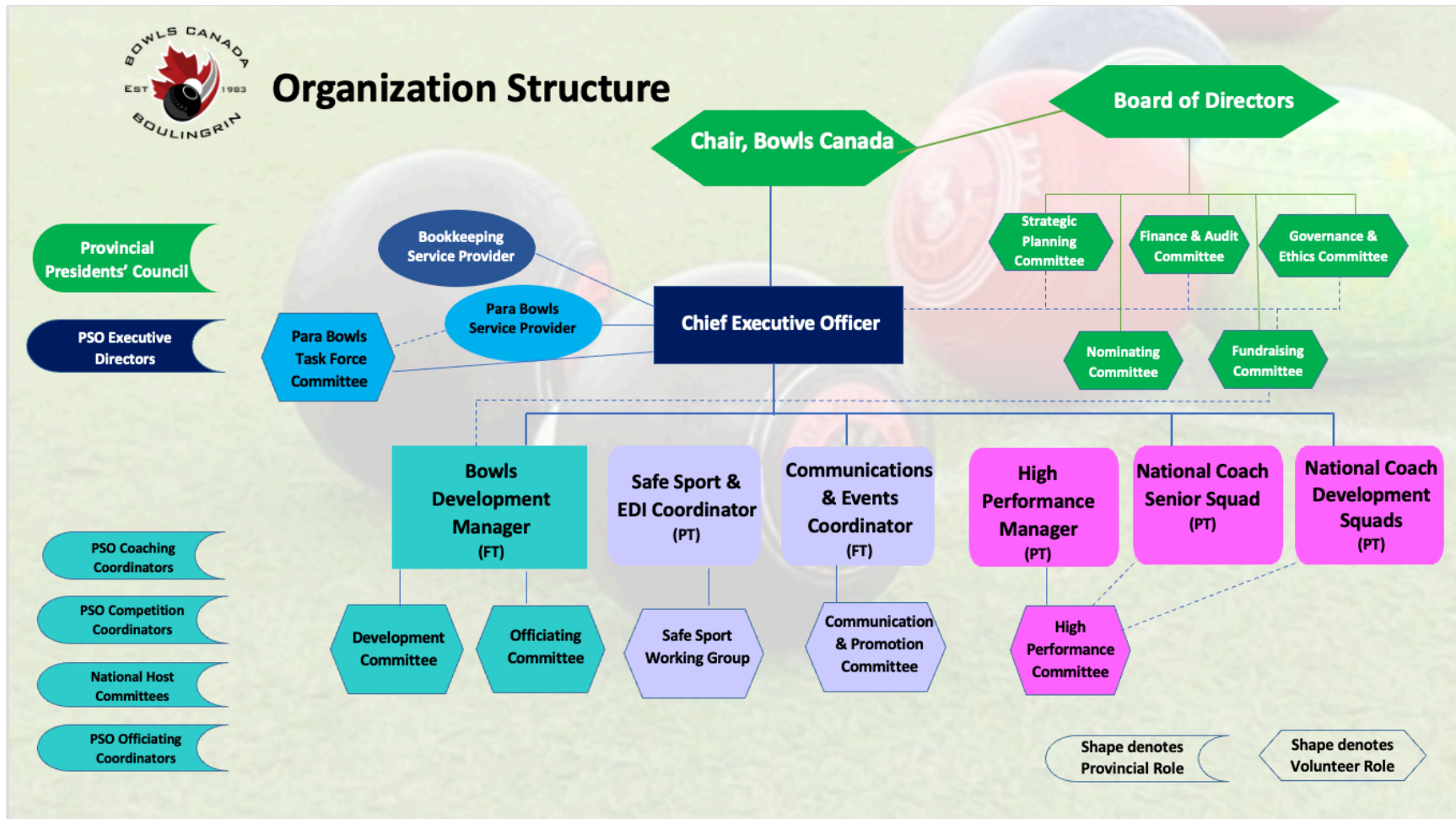
*Cultivate a fun, inclusive and excellent lawn bowls culture that brings communities together.*

### **Values**

- **Integrity** - *We execute our commitments with honesty, respect and transparency while adhering to the ethical and professional standards of Canadian amateur sport.*
- **Inclusion** - *We foster a fun, safe and welcoming environment both on and off the greens*
- **Collaboration** - *We commit to meaningful engagement with our stakeholders and value their collective experience.*
- **Innovation** - *We commit to responding to our ever-changing world with efficiency, agility and creativity*
- **Excellence** - *We strive for excellence in performance and character in everything we do from the boardroom to the podium.*



## Appendix 2 -- Bowls Canada Organizational Structure





## Appendix 3 – Director and Officer Job Descriptions

### **Job Description of a Bowls Canada Director**

The Board of Directors is the legal authority for Bowls Canada. As a member of the Board, a Director acts in a position of trust for the membership and is responsible for the effective governance of the organization.

#### **Requirements**

Requirements of Directors include:

1. Commitment to the work of the organization.
2. Knowledge and skills in one or more areas of Board governance: policy, finance, programs, personnel, and advocacy.
3. Willingness to serve on committees.
4. Attendance at and preparation for Board meetings.
5. Attendance at Annual General Meetings
6. Support of Bowls Canada sanctioned events, approved policies and national programs.
7. Member in good standing of a lawn bowls club and/or provincial association.
8. Willingness to support fundraising activities for the organization.
9. Meet all Bowls Canada Screening Policy requirements including safety in sport training, completion of a screening application and E-PIC completion.

#### **Term**

Directors are elected by the membership at the Annual General Meeting. Directors serve for a three-year term as described in Bowls Canada's by-laws. Directors may be released at the end of the elected term, by resigning, or according to Bowls Canada's by-laws.

#### **General Duties**

A Director is fully informed on organizational matters and participates in the Board's deliberations and decisions in matters of policy, finance, programs, personnel and advocacy. Additionally, Directors must:

- a. Act reasonably, prudently, in good faith and with a view to the best interests of Bowls Canada and its members.
- b. Place the interests of Bowls Canada first and not use one's position as a director to further private interests.
- c. Act within the scope of the governing policies of Bowls Canada and within the scope of other laws, rules and regulations that apply to Bowls Canada.
- d. Keep Bowls Canada business private and not discuss certain matters with people outside of Bowls Canada unless with prior approval of the Board of Directors.
- e. Support the decisions of the Board of Directors, even if they may not personally agree with the decisions and might not have voted to support the decision.
- f. Act as a member of a designated committee as appointed by the Board of Directors.

- g. Keep all appropriate individuals and committees informed as required through regular reporting and communication channels.
- h. Perform such other duties as may from time to time be established by the Board.
- i. Act in a manner that promotes a positive and professional public image.
- j. Act in a manner that is positive, collaborative and respectful when interacting with all directors, staff, members and organization stakeholders.
- k. Schedule volunteer hours to accommodate the changing needs of Bowls Canada which may require evening and weekend work.

### ***Specific Duties of a Director***

The Director must:

1. Approve, where appropriate, policy and other recommendations received from the Board, its standing committees and senior staff.
2. Monitor all Board policies.
3. Review the bylaws and policies, and recommend by-law and policy changes to the membership as required.
4. Review the organization's governance Board's structure, approve changes, and prepare necessary by-law amendments as required.
5. Participate in the development and monitoring of Bowls Canada's strategic and annual organizational plans and annual review.
6. Implement the Financial Policy of Bowls Canada including reviewing, approving and monitoring financial statements and budgets.
7. Approve the hiring and release of the Chief Executive Officer (CEO), including the CEO's employment contract, based on the recommendation of the Finance & Audit Committee; and support and participate in evaluating the CEO.
8. Ensure that the organization implements up-to-date personnel policies.
9. Assist in developing and maintaining positive relations among the Board, committees, staff members, and membership to enhance Bowls Canada's mission.
10. Assess and manage risk on an ongoing basis. This includes ensuring that contracts are carefully reviewed by staff or by counsel and that adequate insurance coverage is in place.
11. Play a role in supporting fundraising activities.

### **Evaluation**

The Board's performance is evaluated annually based on their efficacy and ability to meet their objectives.

### **Review Date and Approval Date**

It is the responsibility of the Board to review the Board Member Job Description. Recommended changes are discussed and implemented by the Board as required.

Approved: June 20, 2022

## **Roles and Responsibilities Specific to the Chair of the Board**

In addition to the roles and responsibilities outlined in the Director Job Description and BCB Directors Guide, the Chair is responsible for the general supervision of the affairs and governance of the Association. This includes the following specific duties.

- ⌘ Provide leadership to the organization.
  - Serve as the official representative of the organization to the membership, international federations, and general public
  - Chair the Presidents' Council
  - Preside at the Annual and Special Meetings of the Association
  - Act on behalf of the Board in emergencies outlined in the mandate.
  - Serve as member of the Finance & Audit Committee with the Treasurer and CEO.
  - Participate in the annual planning and budgeting process.
  - Act as one of the signing officers for cheques and other documents, such as contracts and grant applications as required.
  - Promote the organization's purpose in the community and to the media.
  
- ⌘ Ensure adherence to the organization's governance structure
  - Make sure the Board adheres to its bylaws.
  - Make sure that committee chairpersons are appointed.
  - Make sure there is a process to evaluate the effectiveness of the Board using measurable criteria.
  - Ensure that there is regular review of governance structures and effectiveness.
  
- ⌘ Provide leadership to the Board of Directors
  - Preside at the meetings of the Board.
  - Collaborate with the CEO to prepare the Board's agenda with input from Board Members.
  - Encourage Board members to participate in meetings and activities.
  - Keep the Board's activities focused on the organization's mission and strategic plan.
  
- ⌘ Ensure Board succession planning is implemented
  - Ensure that the nominating committee is staffed and fulfilling its duties.
  - Collaborate with the CEO in the orientation of new Directors.
  - Orient the incoming Chair.
  
- ⌘ Provide a supervisory role for the Chief Executive Officer
  - Meet regularly with the CEO on the operations of the organization
  - Coordinate and lead the CEO Performance Review

### **Important Reference Documents for the Chair**

BCB's Bylaws	Finance Policy
HR Policy Handbook	BCB Directors Guide

## **Roles and Responsibilities Specific to the Treasurer**

In addition to the roles and responsibilities outlined in the Director Job Description and BCB Directors Guide (Terms of Reference), the Treasurer is responsible for ensuring that proper accounting records are kept as required by the Not-For-Profit Act of Canada. This includes the following specific duties.

- ❖ Provide oversight to financial transactions of the organization as outlined in the Financial Policy
- ❖ In collaboration with the CEO, provide regular updates to the Board on the financial state of the organization.
- ❖ Ensure that financial reports are kept on file.
  - Review the electronic bookkeeping folders and online accounting books. Sensitive documentation (employee contracts etc.) are not available in the public domain and are only accessible to the CEO, Chair and Treasurer
- ❖ Chair the Finance & Audit Committee.
  - This Committee assesses risk to the organization on a regular basis and oversees the budget, investments and other financial tools.
  - The committee provides advice to the CEO as requested throughout the year by email and conference calls
- ❖ Act as signing officer, with another officer or Chief Executive Officer for cheques and other documents.
  - Review the bi-weekly finance package which includes payables, receivables and other financial reports (e.g., bank statements, payroll reconciliation, etc.)
  - Approve irregular Bank transfers and review regular bank transfers. Regular bank transfers are those already approved within the budget document by the Board and occur on a regular schedule with a regular amount. Irregular transfers are those whose amounts are not pre-approved and are not regularly occurring.
- ❖ In collaboration with the CEO, prepare and present a report for the Annual General Meeting:
  - Overview of the audited financial statements
  - Investment Report
  - Overview of current fiscal budget and annual plan
- ❖ Orient the new Treasurer when required

### **Important Reference Documents**

BCB's Financial Oversight Process	Finance Policy
Travel Policy and Claim Form	Human Resource Policy Handbook
BCB Directors Guide (Terms of Reference)	



## **Roles and Responsibilities Specific to the Secretary**

In addition to the roles and responsibilities outlined in the Director Job Description and BCB Directors Handbook (Terms of Reference), the Secretary is responsible for the documentation and records of the Association. This includes the following specific duties.

- ❖ Document all amendments to the Associations' Bylaws
- ❖ Ensure that official documents and records of the Association are properly kept
- ❖ Ensure that the office keeps lists of Officers, Directors, Committees and General Membership.
- ❖ Ensure that the Membership is notified of meetings: Annual and/or Special.
- ❖ Maintain an official record of the minutes of Board and AGM minutes.
- ❖ Keep record of Board attendance.
- ❖ Make sure that there is a quorum at Board meetings.
- ❖ Keep accurate minutes of Board, Annual and Special Meetings.
- ❖ Record all motions and decisions of meetings.
- ❖ Record all corrections to minutes.
- ❖ Ensure that draft copies of Board minutes are distributed to Board Members.
- ❖ Orient the new Secretary as required.

### **Important Reference Documents**

1. BCB's Bylaws
2. BCB Board of Directors Guide (Terms of Reference)