



**RINGETTE | RINGUETTE  
CANADA**



**GOVERNANCE AT RINGETTE CANADA**

## **THE ROLE OF THE BOARD OF DIRECTORS**

The Ringette Canada Board of Directors operates as a voluntary “governance” board. In this model, the board is responsible for approving Ringette Canada’s strategic direction -- including the statement of our Vision, Mission, and Values – and the governance policies that guide management action. The board also approves major program initiatives and the budget that sets out how the organization is going to allocate financial resources to pursue its objectives.

The board hires the Chief Executive Officer (CEO) of Ringette Canada who reports to the board of directors and the staff of the organization report to the CEO. The board does not direct the day-to-day activity of staff. It is the CEO’s responsibility to manage the staff as they implement the programs and activities that will fulfill the organization’s strategic objectives, while operating within budget and within policy. The board has an oversight role to ensure that this is being done, without getting involved in the actual doing of it.

## DUTIES OF A DIRECTOR

Each director has a **fiduciary duty**. This means that they must put the interests of the organization first, ahead of their own interest. They must strive to make decisions in the best interests of the organization and its stakeholders. Inherent in this duty is the obligation to avoid conflicts of interest. A director must remove herself or himself from involvement in matters before the board where they stand to gain personally, or where a reasonable person may perceive they stand to gain.

Directors have a **duty of care**, which means they must apply the level of skill and diligence that a reasonable and prudent person would exercise in a comparable situation. This means directors when making decisions must ask good questions and thoroughly understand a recommendation and its implications before voting on it. When overseeing the work of management, the director has an obligation to ask questions and seek whatever information is needed to satisfy themselves that things are operating as they should be.

## OUR GOVERNANCE FRAMEWORK

The Ringette Canada board of directors strives to ensure that it fulfills its responsibility to provide good governance for the benefit of the organization and its stakeholders. To do so, the board operates within a governance framework that reflects legal obligations as well as governance best practices. Our governance framework includes:

- The requirements of the [Canada Not-for-Profit Corporations Act](#)
- [Ringette Canada's By-Laws](#), as approved by our Members
- The [Sport Governance Code](#), reflecting best practices in governance for National Sport Organizations
- Our [Board Mandate](#)
- The [Terms of Reference for our board committees](#)

In a governance “report card” from Sport Canada in 2021, Ringette Canada was ranked among the top 8 out of more than 60 National Sport Organizations for the strength of its governance practices. We seek continuously to improve the quality of our governance and to comply with best practices.

## **BOARD MEMBER TERMS OF SERVICE**

Directors typically attend 6 board meetings a year, plus meetings of the board committees that they are a member of. A typical board meeting is about 2 hours. Twice a year, the board holds weekend in-person meetings. Briefing materials related to the meeting agenda items are published one week in advance of board meetings, and board members are expected to come to meetings having read and considered this material.

In addition to their participation in board meetings, board members typically serve on 1 or 2 board committees.

The Governance and Ethics Committee is responsible for assisting the board in ensuring that good governance practices are in place, and ethical behaviour is maintained.

The Audit and Risk Committee assists the board in overseeing the financial and risk management policies and controls for Ringette Canada, including interaction with our independent external auditors.

The Nominations Committee oversees the task of seeking out candidates for election to the board, to ensure the board has the skills and perspectives to best serve the

## **BOARD MEMBER TERMS OF SERVICE**

needs of the organization.

The Human Resources Committee assists the board and the CEO by advising on Ringette Canada's practices for employment policies, compensation, and staff development.

From time to time, the board may also strike special committees to meet specific needs such as the Strategic Planning committee.

Board members receive no compensation for serving on the board or committees, although they are reimbursed for expenses incurred in performing their duties (eg, travel expenses) in accordance with Ringette Canada policies.

## **BECOMING A BOARD MEMBER**

There are 9 members of the Ringette Canada board of directors. At each Annual General Meeting, 3 board members are elected to serve for a 3-year term. Board members cannot serve more than 2 terms in a row (6 years total), a measure intended to ensure board renewal. After each AGM, the board elects one of its directors to act as the chair of the board and President of Ringette Canada for the next year.

The Ringette Canada board is a competencies-based board. The board works to ensure that collectively, board members have the business and organizational skills, the knowledge of good governance practices, the personal characteristics and values, and the life experience to contribute to the effective governance of the organization. One director, the Athlete Director, must be a current or recent ringette athlete at the national level, to ensure that the athlete perspective is represented on the board.

The Nominations Committee maintains a Skills Matrix that identifies the professional skills needed on the board (financial management, risk management, legal, human resource management, marketing/promotion, etc.), and a Diversity Policy that sets out the board's approach to ensuring diverse perspectives are represented. The Nominations Committee conducts an annual process to compare the skills and perspectives represented by current board members against the Skills Matrix and Diversity Policy and uses this information to seek out and nominate candidates for

## **BECOMING A BOARD MEMBER**

election who will strengthen the board. The Nominations Committee recommends a slate of board candidates to the membership at the Annual General Meeting, but each member is free to vote for any candidate.