

Skimo Canada ("SC")

GOVERNANCE MANUAL

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ELECTION OF DIRECTORS

Nominations Process

Board Composition

Skimo Canada's Board of Directors consists of a minimum of three (3) and a maximum of fifteen (15) Directors. Per the By-laws, the Board may determine the exact number of the Directors from year-to-year provided the Board has been authorized to do so by the Members.

Eligibility

Per the By-laws, the following individuals are disqualified from being a Director:

- (a) anyone who is less than 18 years of age;
- (b) anyone who has been declared incapable by a court in Canada or in another country;
- (c) anyone who is not an individual;
- (d) a person who has the status of bankrupt; and
- (e) a member of the Skimo Canada's management or executive team.

How Candidates are Nominated

Candidates must be nominated by the Nominating Committee. The Nominating Committee selects nominees and proposes a slate of nominees for ratification by the Members. Nominations are not permitted from the floor of the meeting.

An individual who wishes to serve on the Board of Directors must contact Skimo Canada and declare their interest in being nominated. Per the By-laws, all nominees must:

- (a) consent to stand for election as a Director;
- (b) consent to any checks required to ensure eligibility under the *Canada Not-for-Profit Corporations Act* and the *Income Tax Act* for serving as a director of a registered charity;
- (c) Consent to any checks required to ensure eligibility under the Articles, bylaws, or policies of Skimo Canada;
- (d) acknowledge that the nominee does not hold any elected or employed position with any Member of Skimo Canada or that, if elected, the nominee will have to resign any elected or employed position that the nominee may hold with any Member of Skimo Canada;
- (e) acknowledge that the nominee will comply with all policies of Skimo Canada; and
- (f) acknowledge that the nominee has no conflict of interest which would prevent the nominee from performing the duties of a director.

Individuals must complete the **Candidate Qualification Form** before the deadline (thirty (30) days before the Annual Meeting) and it must signed by the individual who is being nominated. Candidates may also submit a cover letter describing their intention to be nominated and their résumé.

Skimo Canada's Nominating Committee will review each nominee's documents to ensure that the individual is eligible and will reach out to each individual to discuss how they will be presented to the Members (see: **Role of Candidates**). Nominees who the Nominating Committee believes are ineligible will be given the opportunity to demonstrate their eligibility upon the nominee's request.

Independency and Gender Identity Quotas

Per the By-laws, at least 40% of the Directors serving on the Board must identify as the minority gender identity. Also, the President and at least 40% of the Directors must be Independent (defined as having “no fiduciary obligation to any body for ski mountaineering racing at the national or provincial level, receiving no direct or indirect material benefit from any such party, and being free of any conflict of interest of a financial, personal or representational nature (provided that participation, in ski mountaineering racing does not alone cause a person not to be independent). A person who would not be considered Independent will be considered to be Independent once they resign from or terminate the circumstance that gives rise to the non-independence”).

The Nominating Committee prepares a slate of nominees. The Nominating Committee will ensure that each slate of nominees plus the Directors that are already serving on the Board comply with the required quotas. The Nominating Committee will additionally ensure the above quotas via the following election process:

- To ensure that at least 40% of the Directors identify as the minority gender identity, the Nominating Committee will determine the gender identity of each Director on the Board whose term is not expiring at the meeting of the Members. If there are 60% or more of the Directors who identify as one gender identity, nominees of that same gender identity will not be permitted to stand for election and will not be included in the slate of nominees.
- To ensure that at least 40% of the Directors are Independent, the Nominating Committee will determine the Independency of each Director on the Board whose term is not expiring at the meeting of the Members. If there are 60% or more of the Directors who are not Independent, nominees who are not Independent will not be permitted to stand for election and will not be included in the slate of nominees.

Athlete Voice

Per the By-laws, the Board will have at least two Eligible Athletes (defined in the By-laws) serving as Directors. Additionally, per the By-laws, “If there are fewer than five Eligible Athletes on the Board, no more than 70% of Eligible Athletes serving as directors can be of the same gender. If there are five or more Eligible Athletes on the Board, no more than 60% of Eligible Athletes serving as directors can be of the same gender”.

The Nominating Committee will ensure that Eligible Athletes are included in the nomination slate in a composition that complies with the required quotas.

Role of the Candidates

Skimo Canada may provide an opportunity for nominees to promote themselves, gain name recognition, develop campaign material, and have their names and information posted on Skimo Canada’s website in advance of the elections.

Skimo Canada may decide that the creation and distribution of campaign material is not necessary for an upcoming election and may decline to provide this opportunity for nominees. The Nominating Committee, in consultation with the Chair of the meeting, will determine whether or not candidate speeches should occur at the Annual Meeting.

QUALIFICATIONS AND CORE COMPETENCIES OF ELECTED DIRECTORS

Directors shall fulfill all requirements of the *Canada Not-for-Profit Corporations Act* and Skimo Canada's By-laws.

Directors of Skimo Canada commit themselves to ethical, businesslike and lawful conduct, including proper use of authority and decorum when acting as members of the Board. Accordingly, Directors must be able to represent un-conflicted loyalty to the interests of all Skimo Canada stakeholders. This accountability supersedes any conflicting loyalty such as to advocacy or interest groups, and membership on other Boards. It also supersedes the personal interest of any Director who is acting as a participant in Skimo Canada's services or who has a family member who is a participant in Skimo Canada's services.

Directors will be recruited based upon their demonstrated ability to contribute significantly to the leadership of Skimo Canada and to fulfill their statutory fiduciary responsibilities. The core competencies that ideally will be reflected in the Board as a whole are:

- Experience being a Director, administrator, or volunteer leader;
- Knowledge of strategic and business planning;
- Human resources management expertise;
- Legal and risk management expertise;
- Business and corporate experience, including expertise in financial management; and
- Demonstrated leadership skills in the non-profit sector or other endeavours.

All candidates for election as a Director will complete and submit a **Candidate Application Form**.

DIRECTOR'S GUIDE

This guide informs Skimo Canada's Directors about their legal responsibilities and provides practical suggestions for managing risk and minimizing personal liability. Directors need to understand these risks so that they can act reasonably and appropriately. The purpose of this Guide is to raise awareness of the legal risks facing Directors and offer Directors some practical suggestions for minimizing these risks.

Who is a Director?

A Director is an individual who is a member of Skimo Canada's Board. The responsibility of the Board is to provide leadership and direction to Skimo Canada and to govern its affairs on behalf of its Members and stakeholders.

Directors are elected or appointed to their positions on the Board in accordance with Skimo Canada's By-laws. Directors may also be Officers, and an Officer fulfills certain corporate roles and functions such as the duties of a 'President' or 'Director Administration'. Officers can also be senior staff persons. Directors and Officers have a relationship of "trust" with the Members and stakeholders, 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 Skimo 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 duties:

- a) The duty of diligence: this is the duty to act reasonably, prudently, in good faith and with a view to the best interests of Skimo Canada and its Members and stakeholders.
- b) The duty of loyalty: this is the duty place the interests of Skimo Canada first, and to not use one's position as a Director to further private interests.
- c) The duty of obedience: this is the duty to act within the scope of the governing policies of Skimo Canada and within the scope of other laws, rules, and regulations that apply to Skimo Canada.

Duty of diligence

Diligent Directors always act prudently and in the best interests of Skimo 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. And, if a Director has a special skill or area of expertise, such as an accountant or lawyer would have, they have a duty to achieve a higher standard of care that corresponds to their professional abilities.

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

Duty of loyalty

Directors are required to put the interests of Skimo Canada first. These interests will always take precedence over any other interest, including a Director's personal interest. As well, 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 when this is unavoidable, they will act properly in disclosing the conflict 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 Skimo Canada business private, and to not discuss certain matters with people outside the Board. Confidential matters may include information about personnel, clients served by Skimo Canada, Skimo Canada's finances, or legal matters.

A Board acts as one entity. Loyal Directors support the decisions of the Board, even if they might not personally agree with the decision and might not have voted to support the decision in the board meeting.

Duty of obedience

Skimo 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 registrants. Legally, private tribunals are recognized as having a contractual relationship with their Members. This relationship is defined in Skimo Canada's governing documents, which include its By-laws, policies, rules and regulations.

Directors have a duty to comply with Skimo Canada's governing documents, and to ensure that staff and committees of Skimo Canada do as well. Over time, Skimo Canada may move away from its legal purpose and policies may become out of date and no longer reflect the practices of Skimo Canada. The duty of obedience extends to ensuring that governing documents remain current and accurate, and overseeing the process that is used to amend and update governing documents.

Directors also have a duty to obey external laws and rules that are imposed upon Skimo Canada. A wide range of laws and statutes apply to Skimo Canada and the obedient Director ensures that Skimo Canada complies with all of these.

Liability of Directors

A Director who fails to fulfill their 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, where 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, 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 Skimo Canada. Thus, Directors have specific statutory obligations relating to:

1. The election and appointment of Directors and Officers
2. Calling meetings of Members
3. Paying taxes to government and submitting employment-related remittances
4. Keeping minutes of meetings of Directors and Members
5. Reporting and disclosing prescribed information about Skimo Canada to authorities and to the government
6. Paying wages and salaries
7. Maintaining a safe workplace
8. Activities of Skimo Canada that cause pollution or other environmental damage

Regarding contracts, Directors are responsible for ensuring that Skimo 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 Skimo 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 their actions (fellow employees, volunteers, participants, clients, and 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 Skimo Canada, manage its funds, supervise its staff, and make decisions that affect members, clients and the public.

Avoiding Liability Through Risk Management

There is risk inherent in everything we do. Volunteers, employees and Directors of Skimo 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.

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

1. First, looking at a situation and asking what can go wrong and what harm could result?
2. Second, identifying practical measures we can take to keep such harm from occurring.
3. Third, 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 behaviour 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

Skimo 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 would be taken by any other prudent and reasonable person having the same skills, knowledge, and experience. 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.

The final section of this guide provides some practical measures that Skimo Canada, and individual Directors themselves, can take to manage the risks and liabilities faced by a Director. The next section deals with insurance – a common risk management measure and one that is particularly important in minimizing with Director’s liability.

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. 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 their 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:

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

Protecting yourself as a Director

There is no substitute for knowledgeable governance and thoughtful risk management, and Skimo 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 nomination to be a Director with Skimo Canada, you should:

1. Think about your reasons for becoming a Director. Be sure you have the time, interest and commitment to do the job well
2. Learn as much as you can about Skimo Canada. What is its mission? What activities does it undertake? How is it perceived in the community?
3. Read the written job description for the position of Director
4. Educate yourself about your legal duties as a Director
5. 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 Skimo Canada

6. Confirm that the organization indemnifies its Directors (either through its By-laws, 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 been elected or appointed as a Director, 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.

Meetings

1. Attend meetings, be prepared to discuss the items on the agenda and participate fully in decision-making
2. Provide your reports to the Board in written form
3. Ensure that minutes reflect abstentions from votes, votes for and votes against motions.
4. If you have any real or perceived conflict of interest, declare it when the issue first arises and do not vote, participate in or influence the decision-making process. Have your disclosure recorded in the meeting minutes.
5. Do not rush important decisions. Ensure that Directors receive meeting materials in ample time to digest them. If important information is lacking, postpone the decision until this information can be obtained.
6. Keep your own personal copies of key documentation and minutes of controversial meetings.

Finances

1. Take an interest in finances by reviewing regular financial reports, and approving and monitoring Skimo Canada's annual budget
2. Use a professional, independent accountant to perform an annual audit of Skimo Canada's finances
3. Know who is authorized to sign cheques and for what amount
4. Don't be shy about asking questions and seeking clarification on financial matters from staff
5. With the assistance of your auditor, develop a list of statutory reporting requirements and assign a staff person or Director to monitor that these requirements are being fulfilled

Contracts

1. Ensure that all contracts Skimo Canada enters into are carefully reviewed by staff or by counsel
2. When Skimo 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

Policy

1. Ask for a copy of Skimo Canada's policies. If Skimo Canada does not have policies develop a work plan for staff (or others, as appropriate) to prepare them
2. Be familiar with the content of Skimo Canada's By-laws. If they are out of date, or no longer adequately reflect the mandate and activities of Skimo Canada, then undertake to update them.
3. On important matters and for decisions that have the potential to adversely affect someone, ensure that Skimo Canada's 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.
4. Commit staff and volunteer time and financial resources to developing risk management policies.

Personnel

1. Ensure that all staff and volunteer positions have written job descriptions.
2. Insist that organization develop a clear personnel policy and ensure that staff evaluations are performed at least annually or as required by the policy.

3. 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.

Insurance

1. Ask for copies of Skimo Canada's insurance policies and become familiar with their scope of coverage.
2. Consider asking the insurance broker to meet with the Board and make a brief presentation on these policies.

Training

1. Support professional development for staff and training for volunteers.
2. Encourage the board to also engage in training. Bring in a Board development instructor or a facilitator to help the board improve its effectiveness
3. Offer Directors training opportunities in association with Board meetings or meetings of the Members
4. Commit resources to the development and updating of Board and staff orientation materials
5. Leave aside a short portion of every Board meeting to allow the Board to evaluate its effectiveness in conducting the meeting and making governance decisions.

General

1. 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.
2. Do not speak negatively about Skimo Canada to the public. Publicly support the Board's decisions, even if you might have voted against the majority of Directors.
3. If Skimo Canada needs to deal with a complex matter in which staff or Directors lack expertise, consider the services of an outside professional (for example, lawyer, financial advisor, human resources consultant, risk management specialist, engineer)

Summary

The purpose of this guide is to inform Directors of the legal dimensions of their voluntary contribution. An informed Director is a more confident and competent Director.

The most widely available, most effective, and least expensive risk management technique is common sense. Skimo Canada can capitalize on this common sense by recruiting capable board members and well-qualified staff, providing an orientation program for all new people, writing clear job descriptions and sound policies, supporting professional development at all levels of Skimo Canada, and creating an organizational culture that emphasizes and rewards risk management thinking and behaviour.

DIRECTOR'S AGREEMENT

THIS AGREEMENT CONFIRMS that the undersigned has been appointed or elected as a Director of Skimo Canada and agrees as follows:

Conditions Precedent

1. The Director agrees that they may be required to pass screening procedures – including potentially obtaining a 'clean' criminal record check – as determined by Skimo Canada. The Director further agrees that they will renew such check upon the request of Skimo Canada. Skimo Canada's Board of Directors (or designate), in its sole discretion, will determine whether such offences pose an unacceptable risk to the safety and security of Skimo Canada.
2. The Director agrees to provide notification to Skimo Canada of any offences disclosed as a result of such criminal record check, or of which it becomes aware through any other means.

Responsibilities of the Director

3. The Director will comply with the **Director's Duties and Responsibilities**.

Duty of Diligence

4. The Director will:
 - a) Act prudently and in the best interests of Skimo Canada
 - b) Exercise the same level of care that a reasonable person with similar abilities, skills and experience in similar circumstances
 - c) Act cautiously and try to anticipate the consequences of their decisions and actions before they undertake them
 - d) Act honestly and forthright
 - e) Take reasonable steps to manage foreseeable risks

Duty of Loyalty

5. The Director will:
 - a) Put the interests of Skimo Canada first which will take precedence over any other interest, including their own personal interests.
 - b) Avoid putting themselves in a situation of a conflict of interest.
 - c) Act properly in disclosing a situation of a conflict of interest and ensure they play no part in discussing, influencing or making decision relating to that conflict.
 - d) Keep Skimo Canada business private and not discuss certain matters with people outside of Skimo Canada.
 - e) Disclose any conflicts of interest

Duty of Obedience

6. The Director will:
 - a) Comply with Skimo Canada's governing documents and ensure that staff and committees do as well
 - b) Ensure Skimo Canada's governing documents remain current and accurate
 - c) Obey external laws and rules that are imposed upon Skimo Canada

Expenses

7. Skimo Canada will reimburse Directors for any expenses in accordance with Skimo Canada's usual business practices and financial policy upon receipt of an expense claim and applicable receipts, in accordance with Skimo Canada's policies for finance.

Termination

8. This Agreement will terminate upon:
- a) The expiration of the Director's term
 - b) The Director resigning
 - c) The Director is found by a court to be of unsound mind
 - d) The Director becomes bankrupt
 - e) The Director is removed by way of resolution in accordance with Skimo Canada's By-laws

Confidentiality

9. The Director will not, either during the period of their involvement as a Director or any time thereafter, disclose to any person or organization any Confidential Information acquired during their period of involvement as a Director with Skimo Canada, unless expressly authorized to do so.
10. The Director will not publish, communicate, divulge or disclose to any unauthorized person, firm, corporation, third party or parties any Confidential Information or any part thereof, without the express written consent of Skimo Canada.
11. All files and written materials relating to Confidential Information will remain the property of Skimo Canada and upon termination of involvement as a Director with Skimo Canada or upon request of Skimo Canada, the Director will return all Confidential Information received in written or tangible form, including copies, or reproductions or other media containing such Confidential Information, immediately upon such request.

Conflict of Interest

12. The Director will comply with Skimo Canada's policies for conflict of interest.

Proprietary Rights

13. Copyright and any other intellectual property rights in all written material (including material in electronic format), software, databases, trademarks, patents, logos, trade names, brands and other works produced by the Director will be owned solely by Skimo Canada, who will have the right to use, reproduce or distribute such material and works, or any part thereof, for any purpose it wishes.
14. The Director will not use, reproduce or distribute such material or works, or any part thereof, without the express written consent of Skimo Canada.

Interpretation

15. This Agreement will be interpreted in accordance with the laws of the Province of Ontario.

General

16. No failure or delay by Skimo Canada in enforcing any right or remedy in this Agreement will be construed as a waiver of any future exercise of such right or remedy.
17. The Parties have sought or obtained, or have had the opportunity to seek and obtain, independent legal advice concerning the matters in this Agreement, and execute this Agreement knowingly and voluntarily.
18. This Agreement constitutes the sole and entire agreement between the parties, and supersedes any previous agreements, understandings and arrangements between the parties. Any amendments hereto are enforceable only if in writing and signed by each of the parties.

19. If any portion of this Agreement is deemed by any court of competent jurisdiction to be illegal or unenforceable, then the remaining provisions of this Agreement will remain in full force and effect notwithstanding.
20. The Director hereby agrees to abide by the terms and conditions outlined in this Agreement. To evidence this agreement, the Director has signed this Agreement.

Director

Name (print), signature

Date

DIRECTOR DUTIES AND RESPONSIBILITIES

Overview

The Board of Directors of Skimo Canada has the responsibility to manage the affairs of Skimo Canada in accordance with the *Canada Not-for-Profit Corporations Act*, Skimo Canada's By-laws, and Skimo Canada's policies and procedures. The basic responsibility of a Director is to represent the interests of the Members in directing the affairs of Skimo Canada and to do so within the law. Specifically, Directors will have the following additional responsibilities and duties:

1. General

- a) Act reasonably, prudently, in good faith and with a view to the best interests of Skimo Canada and its Members and stakeholders
- b) Place the interests of Skimo 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 Skimo Canada and within the scope of other laws, rules and regulations that apply to Skimo Canada
- d) Keep Skimo Canada business private and not discuss certain matters with people outside of Skimo Canada unless with prior approval of the Board
- e) Support the decisions of the Board, 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
- g) Keep all appropriate individuals and committees informed as required through normal 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) Devote their full time and attending during volunteer hours to the business and interests of Skimo Canada
- k) Schedule volunteer hours in order to accommodate the changing needs of Skimo Canada which may require evening and weekend work

2. Meetings

- a) Attend and properly prepare for meetings
- b) Provide all required reports to the Board in written form as required
- c) Ensure minutes of meetings are accurate and correct
- d) Ensure that minutes of meetings reflect abstentions from votes, votes for and votes against motions
- e) Declare any real or perceived conflict of interest with respect to an issue when the issue first arises and not vote, participate in, or influence the decision-making process
- f) Ensure any such disclosures of conflict are recorded in the meeting minutes

3. Finances

- a) Review regularly Skimo Canada's financial reports
- b) Approve and monitor Skimo Canada's budget
- c) Ensure the performance and completion of an annual audit of Skimo Canada's finances
- d) Inform themselves who is authorized to sign cheques and for what amount
- e) Supervise the management and the disbursement of funds of Skimo Canada

4. Contracts

- a) Ensure that all contracts Skimo Canada enters into are carefully reviewed by staff or by counsel

5. Planning

- a) Develop, implement, monitor and evaluate Skimo Canada's strategic plan, as applicable

6. Personnel

- a) Ensure Skimo Canada develops a clear personnel policy and ensure that staff evaluations are performed at least annually or as required by the policy
- b) Ensure that all staff and volunteer positions have written job descriptions and agreements
- c) Ensure there are suitable screening measures in place for those staff and volunteer positions that involve interaction with youth or other vulnerable persons in unsupervised settings

7. Policy

- a) Review and adhere to Skimo Canada's By-laws, policies and procedures
- b) Undertake to update out of date By-laws, policies and procedures or to create new ones

8. Insurance

- a) Ensure Skimo Canada obtains adequate insurance
- b) Become familiar with Skimo Canada's insurance policies and the scope of their coverage

GOVERNANCE POLICY

The purpose of this document is to explain and provide policy guidance for the manner in which the Board of Directors of Skimo Canada carries out its governance role. This policy is consistent with and flows from Skimo Canada's purposes and By-laws.

Mandate and Mission of Skimo Canada

Mandate: Skimo Canada (SC) sanctions and governs ski mountaineering racing in Canada.

Mission: The mission of SC is to promote and foster the development of Ski Mountaineering Racing across Canada through access to races, resources, education, and community.

Statement on Governance

This policy describes how Skimo Canada governs itself. The policy also establishes roles and responsibilities for the Board of Directors as well as the role of committees in governing the organization.

Skimo Canada employs a model of governance that separates governance and management functions. The Board delegates the responsibility of managing the organization's operations to staff and to the senior staff person in accordance with Board oversight and approved policies. Good governance requires maintaining a clear and disciplined distinction between the functions of the Board and the functions of staff.

General Role and Responsibilities of the Board

The Board will:

1. Ensure that Skimo Canada complies with the *Canada Not-for-Profit Corporations Act*
2. Ensure that Directors declare any conflicts of interest;
3. Be responsible for the systems and structures used to direct and manage its operations;
4. Approve the policies and procedures that give direction to management and committees;
5. Ensure that a strategic plan and annual operating plans are in place, together with the resources required for their execution;
6. Be accountable and attentive to Members and stakeholders;
7. Ensure that policies and procedures exist to identify, manage, and monitor risks facing the organization;
8. Ensure effective reporting to stakeholders and regulators on a timely and regular basis; and
9. Operate as a unified corporate body.

Governing

The Board will:

1. Govern in accordance with Skimo Canada's By-laws, this Policy and any other applicable governance policies;
2. Approve any changes to Skimo Canada's By-laws for subsequent ratification by the Members;
3. Appoint the Chairs of all Committees
4. Appoint the senior staff person;
5. Determine the policies, procedures and norms governing meetings of the Board;
6. Appoint individuals to sign all contracts, documents, cheques or like instruments, at least one of whom will be an Officer;
7. Assess the performance of the Board and its Directors on a regular basis; and

8. Deliver an orientation and training program for new Directors, which includes the provision of the Governance Manual.

Meeting Procedures

The Board will:

1. Meet a minimum of 9 times per year and conduct any additional meetings as necessary;
2. Task the Chair with setting the agenda of meetings of the Board in consultation with the senior staff person and, if necessary, other Directors;
3. Task staff with delivering documents related to agenda items to the Directors at least seven days in advance of the meeting of the Board;
4. Receive all reports in written form provided they contain background information and a description of the issues for discussion;
5. Use *Robert's Rules of Order* to govern the rules of procedure at meetings;
6. Task the Chair with chairing the meetings. In the Chair's absence, a designate will perform these duties or the Directors may elect another Director to serve as Chair; and
7. Task the Chair with guiding the discussion so that meetings proceed in an orderly and efficient fashion, all views are heard, the Board reaches decisions, and the will of the majority prevails.

Conduct at Board Meetings

Each Director will:

1. Attend Board meetings regularly and participate fully in Board deliberations;
2. Conduct themselves in Board meetings with a view to furthering the general interests of the organization and ski mountaineering racing in Canada;
3. Respect confidentiality of Board business and Board deliberations;
4. Support the majority decisions of the Board and speak with a unified voice;
5. Conduct themselves in Board meetings in a manner in line with Skimo Canada's policies and procedures
6. Ensure that the discussion of business occurs at the meeting and not outside of it; and
7. Notify the Chair and Secretary in advance of a Board meeting if they are unable to attend.

External Relations

The Board will:

1. Approve policies regarding the conduct of relationships with external agencies, affiliated organizations, corporate partners, and stakeholders;
2. Approve policies regarding the protection and enhancement of Skimo Canada's image and reputation; and
3. Approve appointments and/or nominations of staff or volunteers to external bodies, as required

Officers

Skimo Canada's Officer positions include the following:

- Chief Executive Officer
- Chief Financial Officer
- Chief Operating Officer
- Corporate Secretary
- Privacy Officer

The Chief Executive Officer will:

Per the By-laws:

- The CEO shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The CEO shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation.

Additionally, the Chief Executive Officer will:

- lead the strategic planning process for the Organization and, with senior management, recommend to the Board goals for the Organization, and when approved by the Board, implement the corresponding strategic and operational plans,
- together with senior management, develop and implement operational policies to guide the Organization,
- develop and recommend top level organizational structure and staffing to the Board and direct the implementation of the Board's decisions in this regard,
- develop and seek the Board's concurrence for plans of management development and succession in all key positions and then implement such plans,
- together with the Chief Financial Officer ("CFO"), oversee the development of policies regarding the Organization's finances and risk management as well as review the financial statements in conjunction with the Organization's outside Auditor and provision of the semi-annually compliance certificate to the Board,
- manage and oversee the Organization's revenue generation, fundraising and communication with stakeholders, athletes, the media, governments and their agencies, employees, volunteers and the general public,
- motivate, lead and mentor the senior management team, including working to attract and retain individuals with the requisite skills and experience,
- encourage and promote a culture of entrepreneurial, innovative and ethical decision-making and business conduct, and
- perform such other functions as may be ancillary to the specific duties and responsibilities described above and shall assume such other appropriate responsibilities as may be delegated to the CEO by the Board.
- Ensure the delivery of information to the Board on a timely basis to keep all members of the Board fully apprised of all matters that are material to the Board at all times. This shall include preparing accurate financial statements and performance reports against the organization's strategic objectives that will be presented to the Board.
- Coordinate with the Chair of the Board and the Chair of each Board committee to ensure that information requested by any Board or Board committee member is provided and meets the needs of the member who made the request.
- Coordinate with the Chair of the Board and the Chair of each Board committee the agenda for each meeting of the Board or committee.

The Chief Financial Officer will:

Per the By-laws:

- Be responsible for supervising relevant financial matters of the Corporation, the maintenance of proper accounting records as required by the Act, the deposit of all monies received in the Corporation's bank

account, the appropriate disbursement of funds and provision to the Board of an account of financial transactions and financial position of the Corporation.

The Chief Operating Officer will:

Per the By-laws:

- Have such powers and duties as the Board may specify.

The Corporate Secretary will:

Per the By-laws:

- Have such powers and duties as the Board may specify.

The Privacy Officer will:

- Have such powers and duties as the Board may specify.

Committees

Committees fulfill an important function by providing sound and timely advice to the Board and the senior staff person on key areas of governance, stewardship, and strategy. Committees also provide a means for individuals to contribute directly to the organization and can serve to prepare individuals for greater responsibilities.

The Board will maintain the following standing committees (each, a “**Standing Committee**,” and collectively, “**Standing Committees**”):

1. an Audit and Finance Committee
2. a Governance and Ethics Committee
3. a Nominating Committee

In addition to the Standing Committees, the Board may, from time to time, establish such additional Committees as it deems appropriate and delegate to them such authority permitted by applicable law as the Board sees fit.

Committee Guidelines

Committees will operate under the following general guidelines:

1. Committees will operate in a transparent and open manner
2. Committees will report, make recommendations, and be accountable to the Board
3. The Board will use Committees as a primary medium to communicate and engage directly with Members and stakeholders
4. Committees will have Terms of Reference approved by the Board
5. On an annual basis, the Board will review each Committee’s terms of reference, and will identify expected outcomes. This review will ensure that each Committee is meeting its objectives, continues to be relevant, and is following its Terms of Reference
6. Committee membership is “competency” based
7. A majority of the members of each Committee shall be independent directors
8. Committees may invite guests or outside experts to attend committee meetings. These individuals will not have a vote at committee meetings
9. Committees will not exercise authority over employees and may not delegate tasks to any employees unless the Board has specifically agreed to such delegations

10. Unless explicitly empowered by the Board, committees cannot make binding decisions or speak for the Board or the senior staff person
11. The work of committees must not conflict with the responsibilities of staff
12. The Board and the senior staff person (with the approval of the Board) each have authority to establish ad hoc working groups for any purpose, putting such conditions, restrictions, or limitations on the mandate of such working groups and their composition and terms of reference, as they deem appropriate. Ad hoc working groups will usually be established for specific and time-limited tasks.
13. Any responsibility not delegated to an individual Director, Volunteer or committee of the Board remains with the Board.
14. The chair of each Standing Committee:
 - a. shall be an Independent director appointed by the Board
 - b. will be responsible for guiding the committee in the fulfillment of its duties and responsibilities
 - c. shall provide a report to the Board on the work of the Committee at each meeting of the Board

Skimo Canada Board and staff

Though the Board is accountable for all Skimo Canada activity, it delegates to staff and the senior staff person the responsibility for carrying out the actual work of the organization - empowering staff to the maximum extent that is consistent with maintaining the Board's accountability. This is done by setting explicit expectations (criteria or limits) governing the activities of staff, and the staff and Committees that support the staff.

The senior staff person may form Operational Committees with the approval of the Board. These Committees, which report to the senior staff person, will provide expert advice and practical support to the senior staff person and staff, help develop operational policies and provide guidance in technical matters to the entire organization. Directors may be appointed to these Operational Committees for the purpose of liaising with the Board. However, these Board representatives will not carry direction from the Board to Operational Committees.

Expectations of Staff

The Board sets out a number of expectations which impose specific limitations and criteria governing how the senior staff person carries out their role. By extension, staff and committees must also be guided by these expectations.

General

The senior staff person shall not cause nor allow any practice, activity, decision, or organizational circumstance that is unlawful, imprudent or in violation of commonly accepted business or sport ethics. The senior staff person must also adhere to their Employment Agreement (if any).

Treatment of Members

With respect to interactions with members and stakeholders, the senior staff person shall not cause or allow conditions, procedures or decisions that are unsafe, undignified, unnecessarily intrusive, or that fail to provide appropriate confidentiality or privacy. Accordingly, the senior staff person will:

- a) Provide and review every two years a *Privacy Policy* that reflects current legislation
- b) Not use methods of collecting, reviewing, transmitting or storing member information that fail to conform to Skimo Canada's *Privacy Policy*
- c) Not make any individual Director participant data available outside of Skimo Canada without the explicit permission of that individual
- d) Provide and review every two years a policy that describes the expectations for member and registrant conduct and behaviour

Treatment of Staff

With respect to staff, the senior staff person shall maintain conditions that are humane, fair and dignified for all paid and volunteer staff. Accordingly, the senior staff person will:

- a) Not discriminate among or terminate employees on any basis other than individual performance and qualifications, except that termination may occur in cases of funding restrictions or a reorganization in which the position is affected
- b) Establish job descriptions for all jobs and to evaluate each staff person at least annually based upon pre-established criteria
- c) Provide job training as needed for staff and offer opportunities for professional development training.
- d) Establish and enforce a current compensation and benefits schedule.
- e) Establish operational policies that give guidance to staff when performing their duties.

Financial Planning & Budgeting

With respect to budgeting for all or any part of a fiscal period, the senior staff person may not jeopardize either operations or the fiscal integrity of the organization. Accordingly, the senior staff person will:

- a) Prepare budgets that conform to Board-stated priorities when making allocations among competing budgetary needs
- b) Ensure budgeting that projects income conservatively and constrains budgeted operating expenses within projected income levels, unless otherwise directed by the Board
- c) Ensure budgeting that contains sufficient detail to enable reasonably accurate projection of revenues, cash flow and expense, while separating capital and operation items, allowing subsequent audit trails, and disclosing planning assumptions
- d) Prepare annual budgets for approval by the Board
- e) Settle payroll and debts in a timely manner
- f) Not allow expenditures to deviate substantially from the approved budget without seeking the approval of the Board of any such deviation
- g) Disclose fiscal activity and concerns to the Board and disclose as soon as practically possible any significant financial threats to the organization
- h) Cause Skimo Canada to provide all needed information to outside auditors on a timely basis.

Risk Management

Risk Management will be considered in all activities or events undertaken by Skimo Canada with the view of protecting Skimo Canada and its members. Therefore, the senior staff person will:

- a) Provide associated policies that will assist in avoiding risk

Review and Update of Policies

The senior staff person shall review and, if necessary, update policies for approval by the Board.