

# **Leadership Module: Athletes on Boards**

# Athletes on Boards

Over the years, athletes have become increasingly involved at the decision making table and more specifically at the board level. Through invitation, election or appointment, athletes continue to join boards and high performance committees of numerous national and multi-sport organizations. AthletesCAN has recognized the need to develop a specific toolbox of leadership skills to ensure these athlete representatives are effective leaders for their sport.

Athletes on Boards is a web based leadership tool to help Canada's athletes develop the expertise they need to be strategic leaders in the boardroom. This interactive, searchable online learning tool presents information in a user-friendly manner. From the technical to the tactical, all information is written in the athlete's voice and can be found on the left menu and expanded to provide more details on each of the selected topics.

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# Part 1: Being an Effective Board Member

Congratulations! Not only are you a high performance athlete, you have just been named as an athlete representative for your National Sport Organization (NSO) and as such will become a key decision maker for national team members. You will be playing a critical role in ensuring that the concerns of athletes are taken into consideration as you participate in your NSO's decision-making process. This section of **Athletes on Boards** provides information on how to get up to speed and comfortable with your new role.

## Section 1: Getting Ready

Once you have accepted the position of athlete representative, you will need to build up a knowledge base about your NSO and your role in it. This orientation process may be well-established in your NSO, or you may have to take the initiative and be proactive about finding the information you need. The information in this section provides some food for thought as you take on your new role.

### Understanding Your Role

As an athlete representative for your sport, you have an opportunity to be a leader for a critical group within your NSO: the high performance athletes. By virtue of your position as an athlete representative, there is an expectation from other athletes that you will represent their needs, protect their interests and keep them informed about what they need to know.

Similarly, as an athlete representative who sits on the board of directors or on a standing committee, there is also an expectation from your NSO that you will have some knowledge about the organization and that you can see the big picture of its business. This might be difficult if you are an active athlete; you may not yet have this level of knowledge. This is understandable as you have been intensely focused on training and competition. Other athlete representatives have felt the same way: contact AthletesCAN to be connected with somebody who has been there and can provide their perspective and advice.

The role of the athlete representative is to speak on behalf of the athletes, to ensure that their opinions are heard and acted upon, and to ensure that your sport is focused on your needs, and on athletes in general. We sometimes have to remind those in committee rooms and at board tables that we are the reason that they are spending their time and energy on programs and sport development. Taking the athletes' points of view into consideration demonstrates good governance on the part of the NSO.

To be an effective athlete representative, you will need to:

- Know the policies and issues in your NSO, especially those that affect the high performance and coaching programs and personnel, and when necessary, work to ensure that organizational decisions keep athletes' best interests in mind.
- Communicate regularly with fellow athletes, other board and committee members and with NSO staff or volunteers. You will be keeping fellow athletes up to speed with what is going on in the organization, presenting the athletes' perspectives to the organization (usually after seeking their input), as well as explaining organizational policies and decisions to fellow athletes.
- Learn about all sides of an issue by asking questions, discussing the situation and listening.
- Learn about the Canadian sport system and how your peers and all sports fit within that framework.
- Understand and believe that you can make a difference.

Equally as important as the athlete representative's responsibilities described above, your NSO needs to support you in your role.

- The athlete representative must have the support of his/her peers and the NSO. He or she should be elected or selected by the athletes, not appointed by the organization.
- The athlete representative's role must be clearly defined and communicated to all parties within the NSO, including coaches.
- There must be communication and continuity among and between athlete representatives, with a budget to facilitate that process.



It is not enough for NSOs to just allow the athlete representative on committees or on the board of directors. Your NSO must treat you as a full and vital part of the board or committee(s) on which you serve. Within the NSO, representation from athletes should be included in certain key areas, and you will likely find yourself included on:

- The board of directors
- The high performance or national team committee(s)
- The planning or futures committee
- Additional “ad hoc” opportunities, e.g., planning for the development of facilities, marketing of national teams, major fund development or hiring committees for coaches and staff

Finally, keep in mind that your role will be different depending on the capacity of your NSO.

**Brent Langbakk** is from a small NSO – the Canadian Orienteering Federation – with only one half-time paid staff member: “The biggest thing that I have found is that instead of learning about my role as Athletes Rep and the workings of the organization, as I presume you would have to do in a larger NSO, you have to figure out what your role will/should be, which can be a little bit daunting at first. On the positive side though, to some extent, I have been able to choose my role, and what projects to work on.”

“Athletes can have an impact by getting involved no matter what the size of the NSO”

**Megan Wing and Aaron Lowe, Skate Canad**

## Orientation: Getting to Know Your NSO

Well before your first board meeting, you will need to become familiar with your NSO, its board, its role, and how you as athlete representative will fit into the picture. Your NSO may have an orientation program where you will be given copies of key documents as well as the opportunity to meet or speak with key people, including the outgoing athlete representative. Other NSOs may not have a formal program in place and you will have to find the information you need on your own. This section shows you what you need to do to get up to speed on how your NSO is organized and how it makes decisions.

### Key Documents for Athlete Representative Orientation

The following is a checklist of documents that you should be provided with as part of your NSO’s orientation program for athlete representatives. If these documents are not provided to you, ask the outgoing athlete representative to get copies for you.

- A schematic or organizational chart showing reporting and supervision responsibilities and connections between all positions.
- An overview of “who’s who” on the board and the staff (if applicable), and a description of the roles and responsibilities of various committees and governance levels within the NSO.
- Job descriptions for all staff (if applicable) and most volunteer positions, including the athlete representative. Appendix 1 contains an example of an athlete representative job description – if you have one ACAN. If no job descriptions exist, examine the organization’s bylaws to see if there are terms of reference for the various positions. And if these do not exist either, then perhaps one of your first initiatives might be to push for them to be developed!
- A copy of committee and board minutes, and meeting reports for at least the past 2 to 3 years. These will help to put current issues into context.

- A copy of the applicable Long Term Athlete Development (LTAD) Model. What programs and opportunities should be in place for athletes at different stages of their technical and competitive development?
- A copy of the NSO's current strategic plan. You need to learn what the strategic priorities, goals and objectives are for the organization.
- The audited financial statements for the past 2 to 3 years, plus current fiscal year financial information including the budget.
- A copy of your NSO's bylaws (rules).

### **Meeting the Outgoing Athlete Representative**

It is critically important that you speak with, or better yet meet with, the outgoing athlete representative. She or he will be able to give you advice from the perspective of an athlete like yourself, and as such will be able to provide insight unique to a fellow athlete. You will be able to learn about the most important issues facing the organization from an athlete's perspective, as well as what kind of feedback the previous athlete representative has been getting from athletes. The following is a list of questions and areas of discussion to help guide your conversation with your predecessor.

- Review the organizational chart with the outgoing athlete representative and ask for their take on the role and function of each area of the organization. Find out which committees and groups you will be dealing with the most, and who in each group is a helpful source of information if you need background or clarification on a particular issue.
- Go over the minutes of the last couple of board meetings with the outgoing athlete representative to get their perspective on the organization's current activities.
- What are the top three athlete issues that you will be facing as the new athlete representative? Try to get a history and thorough description of each issue, progress to date, and next steps. Who in the organization has the athlete representative been dealing with on these issues, and what role do these people play?
- What is the best way to advocate for athletes? Is it by bringing issues directly to the board at meetings, through committees or by informally speaking to board members? If so, which ones?
- How have you been communicating with the athletes to keep them informed of NSO decisions and issues?
- What advice do you have on balancing the role of athlete representative with the workload of a high performance athlete or a retired athlete?
- What surprised you most in this role?
- What did you find the most difficult about this role?
- What was the biggest contribution that you made in this role?
- What did you learn that you will carry forward now that you're no longer the athlete representative?

### **Meeting Key Players**

Soon after accepting your role as athlete representative, you should seek the opportunity to introduce yourself to and meet with key people in the organization, including other board members, staff members and/or volunteers. Ideally the outgoing athlete representative would make these introductions and help you set up formal or informal meetings. Also, you might want to take advantage of large group gatherings, such as national championships and annual general meetings, to speak with other athletes, coaches and key players.

Meeting key players will be especially useful in helping you to broaden your focus and understand the issues facing your organization. As an athlete you are accustomed to having a single-minded focus on your goals; as a board member you will find that dealing with your NSO's issues requires balancing the interests of a wide variety of stakeholders, each of whom brings a different perspective to the table.

Meeting other decision-makers in the organization will also be your opportunity to develop a historical and current perspective. How are decisions made today? Why were particular decisions made in the past? What are the issues of the day? What are the plans for the future?

### **Introducing Yourself to Coaches and Athletes**

Most important of all, you should introduce yourself to other coaches and athletes. Ask them what the most important issues are for them, and what feedback they would like to give to the board. This will allow you to learn about the issues that are top of mind among the rest of your fellow athletes, which you may not have been aware of when you were focused solely on your own training and athletic goals.

## **What's in it for me? Reward and Challenges**

Most experienced board members will say that the personal benefits and rewards definitely outweigh the sacrifices. But there can be challenges along the way, particularly for an athlete representative. The purpose of this section is not to discourage you, but rather to ensure that you begin by being fully aware of all of the realities.

### **The Rewards**

#### **Making a difference**

It is a rewarding experience seeing the goals and vision of your organization and the community it serves come to fruition. Board members can have real influence over how their organization is managed and the directions in which it is taken. Contributing to these achievements brings a great deal of satisfaction.

#### **Leadership development**

Taking on the role of athlete representative is a great way to gain leadership experience that will be useful preparation for professional responsibilities, or to add to your resume. Chairing a committee such as athletes' council can lead to confidence in leading a work group or task force.

#### **Gaining new knowledge and skills**

Becoming involved in your NSO can help you to gain an appreciation of how a typical non-profit organization operates. Successfully meeting the challenges and responsibilities of board service, such as overseeing finances, working alongside other board members, and reporting to members, will lead to a new set of useful skills.

#### **Meeting new people and expanding your networks**

Making connections through relationships and friendships with other members of the NSO can have long-lasting and highly positive personal and professional rewards. Getting to know your NSO's stakeholders can help you to gain a range of new insights and perspectives that can be useful not just for your work with your NSO, but in other areas of your life.

#### **Gaining Confidence**

Becoming an athlete representative and contributing to your NSO's success can lead to a greater self-confidence because of the new skills you are developing. In turn, you will realize that what you have to say is just as important as the contributions from anyone else.

## The Challenges

While you should expect the majority of your experiences to be positive, you should also be aware of the challenges that can sometimes come with serving as an athlete representative.

### Feeling Isolated

As the athlete representative, you are quite likely to be the youngest person at the board table, taking a seat with people who have a lot more experience than you have. They will be accustomed to being in a position of power, and unfortunately some may not like the idea of sharing that power with a newcomer. Female athlete representatives may also have to contend with being the only woman on the board or committee.

You are also likely to be the only person at the table who is actively engaged in training for competition and dealing with all the pressure that comes with it. This can lead to a sense of intimidation and isolation; a sense that you are doing this all by yourself and that there is no one to talk to.

Consider this:

- Look for mentors – on your own board or among previous athlete representatives – who may have had similar experiences and who can provide information, support or advice.
- If you are the only young person on the board, try to focus on the personal qualities of your board colleagues, rather than their age. People who can help and support you in your role can come in all guises (and ages!).

“I’ve been fortunate to be on boards that are generally welcoming. In those rare instances where I felt like I was being isolated from the group, I tried to inject humor into the conversation to gently but clearly show what was going on. Another strategy is to find a friend on the board, and get them to help create a more inclusive space by speaking out.”

“I also tried to get as many experiences working in sport as possible, including professional development opportunities, like learning about the LTAD, participating in policy making, taking logic-model workshops, doing contracts in sport, being part of a major games (other than an athlete), etc. These experiences taught me about the wider world of sport and helped me to feel more comfortable in various sport settings.”

*Dr. Janice Forsyth, Aboriginal Sport Circle*

### Tokenism

No one wants to be invited to sit on a board or committee just to fulfill a quota and those who are perceived to be doing so can find it hard to earn the respect of their colleagues. Feeling that you are acting in a tokenistic capacity may make you feel that you have to work twice as hard to achieve the same respect and recognition as other board members. You might also have trouble making your voice heard at the table. Be proud of your role! Recognize that it is essential, and ultimately good for your sport, for athletes to be represented in your sport’s decision-making body.

A related problem can occur if the athlete representative is perceived as representing “all athletes” in his or her role. Athletes come from diverse backgrounds, have different life experiences, and possess a wide range of opinions. You might need to remind people that you should not be considered as a “typical” athlete in your sport.

## **Finding the time**

Athlete representatives are volunteers who attend to their duties on top of their other commitments. Coping with time constraints – both your own and those of the people you are relying on to help get the job done – can present a real challenge. This is particularly true for high performance athletes, whose success is based on absolute dedication to their sport. It can be difficult to find time for your athlete representative responsibilities on top of your existing training, travel and competition commitments.

Consider this:

- Keep in mind the priorities in your life – don't let your role consume you. Do what you say you will do but don't agree to take on tasks that you think may stretch you too much.
- Talk to your colleagues about scheduling meetings at times that fit with your training and competition schedule, or about alternative arrangements. For example, you may be able to link in to a meeting via a conference call.

Use your time-management skills to efficiently plan, organize and prioritize your responsibilities. Avoid spending time on unnecessary tasks, and delegate when necessary. Seek advice from previous athlete representatives on how they balanced their role as high performance athletes with their role as athlete representative.

Winter Olympian **Alexa Loo** and Summer Olympian **Adam van Koeverden** share a rotating role as athlete representative on the board of AthletesCAN, so that they can still meet their demanding training and competition schedules.

## **Responsibility**

Being entrusted with overseeing an organization can leave one feeling overwhelmed at times. The burden of responsibility (for example, needing to communicate a decision that you know will be unpopular with your fellow athletes) can lead to a good deal of pressure.

## **Challenging personalities and conflicting views**

Organizations are composed of people with many different personalities – some of them challenging. The sometimes-frustrating realities of human interaction do not stop when you enter a board or committee meeting; indeed, they are often amplified by it. Just because you're headed to the same destination as your colleagues doesn't mean you will all agree about how to get there. Conflicting views are inevitable.

## **Meeting fatigue**

Meetings are meant to be inspiring, orderly and efficient, but the opposite may happen. Long-winded, circular or irrelevant discussions should never be on the agenda but nonetheless can creep into board and committee meetings at times.

## **Staying Motivated**

To be effective, board members must operate as a team. While keeping yourself motivated and focused can sometimes be a challenge, there can be even greater challenges in having to cope with an occasional lack of motivation among colleagues.

## Section 2: Board Meetings

One of the main purposes of a board of directors is to make the decisions necessary for the organization to carry out its purpose. These can range from the routine, such as determining the location of the next national competition, to the unique and complex, such as deciding where, when and how to build a new training facility.

While the decision making process encompasses much more than just board meetings, board meetings are the main venue for formal decision making. As an athlete representative, you will be invited to attend board and committee meetings and possibly to chair or lead other meetings such as athletes' council. This section will help you to be an effective advocate for athletes, as well as a fully capable member of the board during board meetings.

### Preparing for a Board Meeting

Preparation for a meeting or discussion is as important as the way that the information is conveyed. It is important to do your homework before you attend a meeting; being prepared will reflect well on your personal credibility as an athlete representative.

In addition to being familiar with your NSO and its issues, make sure that before the meeting you read the agenda, the previous meeting's minutes, any meeting reports and the financial information. Consider asking questions of clarification or information prior to the meeting by contacting staff or other board or committee members. You can then be prepared with discussion points or further questions to ask at the meeting itself without having to re-hash a discussion held previously.

For example, when reading the agenda prior to the meeting, you might see that your board will be discussing a letter from a training facility proposing a change in resource allocations for your organization. Since this might have an impact on the athletes you represent, you should contact the person whose name is on the agenda beside this item and seek further details, so that you will be prepared to discuss at the meeting how the proposal would affect the athletes.

At the 2009 Canada Games, **Benoit Huot**, of Canada's Paralympic swim team, described the thorough approach he takes when preparing for meetings he attends that will not be conducted in French, his mother tongue. He makes a point of requesting French versions of any pre-meeting background briefing material. After reviewing the material and identifying the issues he wishes to discuss further at the meeting, he prepares speaking notes for himself in French, focusing on the points he wishes to make. Then, he translates his notes to English. Huot feels that this approach helps him to focus on the issues at hand, while enabling him to effectively express his views in his second language.

Finally, understand that the board has many areas of responsibility in addition to the high performance program. Some of the board members at the table will be there with specific areas of responsibility (e.g.: coaching, athlete representative, development, and marketing) but collectively, all members own responsibility for the organization as a whole. Be aware that the meeting will cover the NSO's business in many areas. Be careful not to look bored, or wonder why you are at the table for a discussion about marketing a new participation program or hiring a new executive director.

## Being Heard

You may be quite a bit younger than other board or committee members. You might be on a board where many of the members have “been around forever” and the athlete representative position has been a revolving door. You may be involved in a sport where the concept of “athlete-centredness” is not yet part of the fabric of the organization, but a structural necessity dictated by Sport Canada.

There are steps that you can take to ensure that your views are communicated at meetings:

- Be prepared to speak up: before meetings, thoroughly read the agenda and other meeting papers, make sure you understand the issues, and make a note of which items you would like to speak about and what you would like to say.
- Another important confidence-booster is being familiar with meeting formats and having an understanding of the basic rules of order and meeting management. General information on meetings can be found in [Boards 101, 2.0 Board Meetings- An Overview](#).
- Gain acceptance and credibility with board members by introducing yourself when first appointed and then staying in contact and developing friendly relationships with your new colleagues. Being an athlete representative is not an “us against them” position.
- Before raising an issue at a board meeting, do your homework on how decision-making happens at your NSO. The athlete group may want you to take an issue to a board meeting that should really be addressed at a committee or staff level, such as the travel policy for athletes. Find out what the decision-making levels are within your NSO and then develop your strategy accordingly. For more about influencing organizational decisions, see [Being an Effective Board Member, 3.0 Making It Count: Influencing Change](#).
- Ask that your issues or discussion items be put on the agenda early in the meeting when participants are still fresh.
- If you are bringing forward an agenda item to be discussed, make sure that you distribute any background information or reports and, if necessary, talk to key players on the board before the meeting. Information about issues, concerns or areas in which athletes are asking for change should be set out concisely, logically and should also address differing opinions. You can defuse disagreement or vigorous debate by acknowledging alternatives and explaining why your suggestion is preferable.
- Don't be emotional. You want the listeners to hear what you are saying, not remember that you became defensive or aggressive. Acknowledge questions and then answer them with logic. If you don't have an answer, acknowledge that and make sure that you find it and then follow-up with the new information.
- Speak clearly and concisely, using confident language. Don't be afraid to ask questions, and don't undermine yourself by using expressions such as “Maybe I don't understand”, or “I think” or “I guess”. Consider writing up speaking points for yourself before the meeting if there is a point you want to make about a particular agenda item. Don't give up: the more meetings you attend, the more confidence you will gain!

## Meeting Etiquette

Meeting etiquette is really just a matter of manners and common sense:

- Arrive on time (or early) and leave only when the meeting is finished.
- Carefully read all items well before the meeting.
- Accept board decisions graciously, even if your view has been overruled. Avoid personal attacks or rehashing things that have already been decided.
- Stick to the agenda. Avoid launching into discussions about irrelevant information.
- Ask questions and insist on answers when you need clarification. Do not agree to decisions or actions you don't understand.
- Take appropriate action to ensure that you and your board are protected from any potential or real conflicts of interest you feel may arise. (For more details, see [Accountability and Liability, 2.1 Conflicts of Interest](#)).
- Ensure that you respect and consider the views of each board member; avoid speaking without listening and don't interrupt people when they are talking.
- Your contribution is important: make an active contribution to debates and discussions whenever possible.
- Answer any questions meeting participants ask, even if they appear naïve.
- Do not discuss confidential information outside the boardroom. If somebody tries to draw you into a conversation about a confidential matter, be direct but polite and tell them that you are not able to discuss the matter because it is confidential

## Dealing with Conflict

Unfortunately, groups of people working together will almost always result in conflict at some point. It is often resolved very quickly and is regarded as no more than a difference of opinion. As an athlete representative, you may feel or be perceived to be in a vulnerable position if there is conflict between yourself and another board member, athlete, volunteer, staff member or coach.

Here are a few points to keep in mind if you find yourself in conflict with others in the organization:

- If you are still actively competing, make a firm distinction in your mind between your role as an athlete and that of athlete representative.
- Make sure that everyone else also makes that distinction so that your team status is not caught up in a conflict involving the athlete representative position.
- When representing the position of athletes as a group, say “we” or “the athletes”, not “I”.
- Try to reflect back your understanding of the other person's position or opinion. Restate what you believe that they are saying. They may be raising valid questions that will help you to clarify your thinking. You may not be as far apart as you think.
- Be respectful. Value your discussion partner even though his or her opinion differs from yours. This can be a difficult one, but remember that ideas are not people. Don't demean and don't be demeaned. If you feel you are being unfairly singled out or attacked by a board colleague, try to remain calm. However personal the attack, don't respond in a personal way. Stick to the issues.
- Be professional. State your position or opinion using a calm and even tone and demeanour. Don't be defensive and don't raise your voice. You want people to hear and remember what you are saying, not just how you are saying it.

If the conflict takes place in a meeting and the discussion continues past disagreement to the point of disruptiveness, specific steps should be taken:

- Most positions have some legitimacy attached to them that can be built upon. Identify areas of agreement in the differing opinions.
- To provide time to cool down, defer the subject to later in the meeting. But don't say that and then conveniently ignore the issue - it will not go away.
- If necessary, set the issue aside to discuss at the next meeting. There may be more information needed or time required to "discuss between meetings". A compromise may be found away from the emotions of a large meeting atmosphere.
- If other board members' communication styles are habitually leading to you being shouted down or ignored, consider how you might be able to introduce a different way of doing things. Failing that, speak to the board chair (the head of the board) – it is the chair's job to ensure that everyone's voice is heard.
- If a board colleague is behaving in a way you find threatening or intimidating, speak to the board chair. In extreme cases, such as if the chair is the source of the problem, you may need to consider making a formal complaint in line with your board's complaints procedures.

If the conflict takes place in an informal, personal or witnessed discussion and you feel that the issue has not been resolved, consider the following:

- Write everything down. Keep notes about the discussion, the conflict, the opinions on both sides and any inappropriate things said by either party.
- Park the discussion if necessary. Walk away by saying "we should continue this at another time when we can start again", or "I need to think about what you are saying".
- Create speaking notes. Put your thoughts down on paper instead of trying to respond to emotion. It will help to keep your thoughts straight.

In some cases, new athlete reps have joined their Board and then found that the relationship with the previous athlete rep was strained. In this case, it may be useful to build a trusting, positive relationship before you raise difficult issues.

## Between Meetings

### **Review the minutes**

After a meeting, review the minutes as soon as they are circulated, while the meeting is fresh in your mind, and make note of any amendments you think are needed. (For example, if the minutes do not accurately reflect information that you presented, or a point you made in a discussion.) Seek clarification if a decision recorded in the minutes does not seem to correspond with your recollection of what happened at the meeting.

### **Fulfill your commitment(s)**

If the meeting resulted in you being assigned a task, plan how you will accomplish the task and begin work as soon as you are able. Keep track of your progress so you can give an update or submit a report for the next meeting.

## Communication and Liaison

One of your most important roles as athlete representative is to act as a link between your NSO's decision makers and your fellow athletes. After each board meeting you will need to inform the athletes about the issues that were discussed and the decisions that were made. Keep in mind however that as a

board member, you must adhere to your NSO's confidentiality policies and there may be items discussed by the board that you are not free to share with others. If you are in doubt, check with an experienced board member.

You should choose a method of communicating that works for you and the athletes you represent. If your sport has an athletes' council, it will be your conduit back to all athletes. Perhaps you will forward the meeting minutes as an email attachment (as long as they contain no confidential information), with a cover note highlighting the issues most important to the athletes. Perhaps your NSO has a website where you can post an update, and then you would just need to send a reminder to athletes that new information has been posted. Speak to the outgoing athlete representative to find out what she/he did and to see if she/he has advice for you.

**Thomas Hall**, of CanoeKayak Canada, notes that like most other busy people, athletes suffer from email overload. He passed along this tip at the 2009 Canada Games: "Keep in mind that many people read email on tiny handheld devices like iPhones, so keep your emails very brief and attach details as a file or a link to the organization's website."

If you know that an issue of interest to athletes is going to be discussed at an upcoming board or committee meeting, use the time between meetings to inform athletes of the issue and to seek feedback. This will allow you to confidently provide the athletes' views and be an effective advocate when the issue is next discussed.

Rowing Canada's **Alison Korn** ensured that she took a professional, factual approach to communication between her organization's decision makers and the athletes she was representing. "Most of what I did was listen to athlete concerns (e.g., clear selection criteria) and take them to the V.P. High Performance, and then communicate the info back to the athletes... I would write up a page of the 'official answers' to these issues and post it at the boathouse."

Writing up 'official answers' from NSO decision makers in a factual way, steering clear of emotional or accusatory language, and posting the information for all athletes to see, ensures openness and transparency and discourages rumours. Even more importantly, it provides a process for athletes to have their concerns heard and responded to by their NSO.

It is also important to stay in touch with your board or committee colleagues between meetings. For example,

- Remind them about concerns from the athletes.
- Keep them up-to-date about team events by keeping an online journal and filing brief updates with team news. Help them to feel like part of the team. This may create more empathy and understanding. Tools such as email, Facebook or Myspace can be great for this.
- Encourage board members to cheer on the athletes with e-mails or cards to the team when at competitions.
- Lobby the appropriate people to keep your athlete vision front and centre. Develop key messages and use these messages continually.

## Section 3: Making it Count: Influencing Change

What can be achieved by an athlete representative? You can change your sport world. Sport organizations aren't really different than other companies or organizations. Ideas may come from all levels of the organization, but major decisions are made by the people at the table – the board members. Athlete representatives have the opportunity to be at those tables to influence direction, priorities, competitive calendars and financial and human resource allocation. As athlete representatives you need to be aware of how your NSO makes decisions so that you can ensure that the athletes' perspectives are taken into account.

### Understanding the Decision-Making Process

It is often said that it's not the meetings themselves that take up all a board member's time, but rather all the work between the meetings. That is because while decisions are officially made at meetings, in many cases the issue being decided was proposed, researched and discussed long before the meeting took place.

Outside of the bylaws (rules), each NSO can determine its own levels of decision-making authority within the organization. For example, revisions to policies such as Codes of Conduct, selection criteria, domestic tournament eligibility and operating procedures are usually initiated at the committee level. A committee will study and discuss an issue and develop a recommendation. Depending on the policy and the NSO, the recommendation will then need to be ratified by the board, the committee or the membership as a whole. Regardless of the level, the recommendation may be accepted, revised or rejected. If the committee has done its work thoroughly, often there is very little discussion at the board level and the recommendation receives speedy approval.

### Types of Committees

There are typically two types of committees in an organization: standing committees and ad hoc committees.

Standing committees are permanent, and are described in the bylaws (rules) along with specific information about how people get elected or appointed and duties of the committee members. High performance or national team committees are usually standing committees. Some sports may have committees dealing with men's and women's programming or with different disciplines in the sport.

The board may also create ad hoc committees from time to time. These are short-term committees pulled together to perform a specific function or take on a particular task. One example is an ad hoc committee to revise a recognition program.

### Athlete Representatives and Committees

As athlete representative, you should be included on any committees that deal with issues that impact the athletes, for example the high performance committee. Others who may sit on this committee include coaches, technical staff members, a Vice President or Chair of High performance and possibly other "members-at-large".



The high performance committee is of great interest to the board as the national team provides such a positive or negative profile to the sport, and a good portion of the organization's financial resources are usually allocated to the high performance program. The decision-making authority of the high performance committee will depend on its terms of reference. It may only be able to make recommendations to the board, or it may have sweeping powers to determine programs and budget. It is important that you find out how your sport's high performance committee functions and what it can and can't do.

The athlete representative should be included in other key areas as well. These include the board of directors and the planning or futures committee, if applicable. There may be additional ad hoc committees where high performance athletes should be represented, for example in planning for the development of facilities, marketing of national teams, major fund development or hiring committees for coaches and staff.

If you aren't being included in key committees, find out why and speak up about the need for these committees to include representation from athletes. AthletesCAN can provide you with information on your NSO's obligations under the Sport Canada Accountability Framework with respect to athlete representation on committees.

The athletes in your NSO might have a structure in place for communication and knowledge sharing among all athletes. Some sports have established an internal athletes' committee or council where a "team" of athlete representatives can discuss issues within a supportive environment. The athletes' council could include representation from a variety of interest groups including, the "A" and "B" team, male/female, east/west and others depending on the sport.

The athletes' council might appoint one or more representatives to the various committees within the organization to share the workload. This means that a single athlete representative does not have to be the athlete expert on every issue, and having two athlete representatives on a committee means that they can work together and support each other. However, it is critical that information be shared and consensus reached among athletes' council members on key issues.

## **Making Change Happen**

As the athlete representative, you and the high performance athletes might decide that you want a change in the organization. This could be anything from a significant change within the National Team program such as regional training camps vs. a centralized program, to a change in the composition of the high performance committee or a revision of bylaws (rules) to add an athlete to the board. How can you make it happen?

### **Be Prepared to State Your Case**

- Why should the change be made?
- What isn't working?
- What is the history?
- Is this a long-term or short-term proposal?
- What are the alternatives?
- Who do you need to consult and what are their positions? How will the proposed change impact other groups within the organization?
- What are the financial implications?
- Are there other examples that can be cited? (i.e.: other successful programs or organizations).



When do athletes find the time to discuss among themselves the larger, strategic issues they may wish to bring before their NSO for consideration? The athletes at Wrestling Canada take advantage of face-to-face time during their National Training Camp to schedule an athlete meeting. It's the perfect opportunity to discuss strategic issues, as this is often the only time these athletes are all together other than competitions.

### **Help Your NSO Envision the Change**

- Create a plan for implementing the desired change with a logical sequence of events, timing factors and responsibilities (i.e., a list of tasks identifying “what”, “when”, and “who”). What needs to be included in your plan?

### **Understand the Tactical Issues and Plan Accordingly**

- Where does this kind of decision get made? Refer to your NSO's bylaws (rules) as well as any information you have on the roles and responsibilities of the various committees.
- What is appropriate timing to implement this change?
- What is the timing for this type of decision?
- Who is in support?
- How can key people help to influence the decision and therefore affect change, and what is your lobbying strategy for getting them onside?

### **Provide Advance Information**

- Be courteous by giving plenty of notice that you have an issue you would like to bring forward for consideration. Board or committee members may not take kindly to being “blindsided” at a meeting with a demand for changes.
- At minimum, find out who is making up the agenda before the meeting at which you plan to make your case, and ask to have your issue added to the agenda.
- If the issue is complex, you should write up a concise proposal or briefing note to be distributed before the meeting (see [Appendix 2: Sample Briefing Note Templates](#) for example).

### **Understand the Perspectives of Other Members of the NSO**

- Change can be threatening. Do your homework and try to anticipate and understand the views and positions of all groups within the NSO (e.g., not just the athletes, but coaches, organizing committees, regions, etc.). Be ready with answers or at least know where to find them.

### **Understand your Opponents**

- Some people will oppose change because they are worried about risk or failure. Others just don't like change – period. Still others will honestly feel that the status quo or an alternative to your plan is a better option. Respect their opinion as you want them to respect yours.
- Let your proposal speak for it: through a good analysis of the options and a clear explanation of the reasons that you are proposing change in the first place, dazzle them with your proposal. Just remember: you likely won't convince everyone, but you only need to convince as many as are needed to vote in favour.
- Don't alienate your opponents. They can do quite a bit of damage even after the fact if they look at it as a battle lost.

### **Enlist Allies**

- Before the meeting, ask people of influence who agree with your position to speak on behalf of the proposal. They will add credibility and strengthen your position.

### **Use Other Tactics if Necessary**

- Consider media opportunities (if appropriate).
- If athletes' rights or opportunities are at issue, perhaps a legal opinion should be pursued.
- Seek help from other organizations that might support your position such as AthletesCAN, the Canadian Olympic Committee, Sport Canada, Canadian Centre for Ethics in Sport, etc.

## **Changing Bylaws (Rules)**

Bylaws are the “laws” that govern an organization. They have been created over the years and approved by the membership to represent or dictate the way in which the organization will function. They usually represent both the practice and the philosophy of the organization.

Bylaws aren't carved in stone and situations change. What is thought to be necessary now may not have been under consideration ten years ago. The athletes in your sport may decide that structural and functional changes should be made. For example, these might include:

- Creating a voting position(s) for athlete representatives on the board of directors.
- Creating an athletes' council as a standing committee of the organization.
- Creating positions for athlete representatives on important committees of the organization.

Your NSO's bylaws will include a description of how to amend or repeal the bylaws. This description should indicate the number of days and type of notice required, and the fact that it must be dealt with at a meeting of the membership called for that purpose (i.e.: a general meeting to include any resolutions to add, repeal or amend bylaws).

Ask the executive director about how and when to submit a resolution to add, repeal or amend the bylaws. If your NSO does not have an executive director, ask the board chair. The wording should mimic what is already in the bylaws. Check the rest of the bylaws and operating policies to make sure that your proposal will not be inconsistent or in conflict with something else. Consider asking AthletesCAN for guidance here as well.

Be prepared. See [Being an Effective Board Member, 3.2 Making Change Happen](#) for advice on how to successfully advocate for organizational change. Plan to explain and promote your proposal well before the meeting at which it will be considered. Find supporters who will be in attendance and ask them to speak in favour of the motion. Provide speaking points for them if necessary.

Listen to the comments at the meeting and consider amending your motion if that will make it more acceptable to others, as long as the amendment will not fundamentally change the intent. If your resolution is not passed the first time, reflect on the comments that were made, revise your material if you are able, and get out there and lobby again. Sometimes, new ideas have to come to the floor of a meeting two or three times before they pass. Eventually, people will wonder what all the dissension was about.

## Section 4: Appendix 1

[Athlete Representative Job Descriptions](#)

## Section 5: Appendix 2: Sample Briefing Note Templates

### Information Note for Agenda Item xx: Proposal Regarding Training Hours

#### Issue

- State your issue or proposal as concisely as possible – in a sentence or two.
- Example: “The board of directors’ approval is being sought on a proposal to increase the number of training facility hours provided to high performance athletes in the eastern region.”

#### Background and Current Status

- State the reason why the change is being sought.
- Briefly describe the history of the issue, including any previous policy changes and the reasons for them.
- Provide a ‘snapshot’ of the current status of the issue.

#### Considerations

- Describe the implications of the proposed change – including financial implications if relevant.
- Describe the positions of other stakeholders – if there are sensitivities, state the facts in a non-judgmental way and provide a way forward where possible. E.g.: “A similar proposal was rejected as too expensive by the board two years ago, causing considerable disappointment among athletes from the eastern region. This proposal is more modest in scope and less costly, and provides an opportunity to reach out to a group that has valid concerns about their place in the organization’s priorities.”
- Try to keep this section brief and “high level”. Put any detailed information like an implementation plan or detailed budget into an appendix.

#### Options

- Describe several feasible alternatives for resolving the issue; this usually but not always will include the option of doing nothing.
- Organize the alternatives in a way that makes sense; for example, from least to most expensive. For each option, state a few pros and cons and the cost if known (if not known, you could still make a general statement like “This is the costliest option.”)

#### Recommendation

- State the recommended option. Be specific.
- Example: “It is recommended that the board of directors approve funding of \$10,000 to purchase additional training facility hours for high performance athletes in the eastern region.”

## Part 2: Boards 101

Welcome to your new role! As an athlete representative, you have a unique opportunity to help direct decisions and influence change within your national sport organization (NSO). This section of **Athletes on Boards** provides some important facts and guidance so you can understand, contribute to and benefit from your new position on the board.

## Section 1: The Board

The word “board” describes the group of people who supervise, manage or govern an organization. All incorporated non-profit organizations, like the NSO you represent, must have a board of volunteers to oversee operations. Every NSO board works a little differently, but all have the objective of placing athletes and coaches in the forefront of planning and decision-making.

### What do Boards do?

Whether big or small, national or local, most boards have the same main role: to provide purpose, leadership, direction and overall strategy for the organization they are presiding over. The board must ensure that the finances are sound, operations are legal, procedures work, assets are safeguarded and all tasks are carried out in the best interest of everyone affected by their decisions. To that end, NSO boards represent several key constituency or stakeholder groups, such as: athletes like you, coaches, staff members, associated national and regional government groups, and sponsors.

The overriding objective of NSO boards is to develop high-performance, athlete-focused programs based on both the international competitive environment and needs of athletes.

#### The Rules (Bylaws)

NSOs are governed by rules in the form of bylaws (see [Accountability and Liability, 2.3 Knowing Your Key Documents](#) for more information on bylaws). These rules dictate the parameters of membership, the board, board committees (see [Being an Effective Board Member, 3.1 Understanding the Decision Making Process](#) for committee definitions), general meetings and decision-making levels. The bylaws are created and approved by the members and can only be changed by the members. By familiarizing yourself with your organization’s bylaws, you will have a thorough understanding of your role in terms of where and how decisions are made on issues that affect you.

### What do Board Members do?

There can be a wide variation among boards in the level of board member involvement. In large, well-funded organizations board members focus on high-level issues while leaving operational issues to staff. In contrast, there are many smaller NSOs that operate with no paid staff at all. In this case, board members will often take on many or all staff responsibilities as well as their own. For instance, as an organization with no paid staff, the Canadian Weightlifting Federation still managed to send five athletes to the 2008 Olympic Games. For more information on NSO board size and makeup, see [Boards 101, 1.3 Who Can Be A Board Member](#).

#### The Board

- Authorizes all major decisions.
- Sets long-term goals.
- Finalizes budgets and allocates funds.
- Approves any changes or additions outside the budget.
- Takes responsibility for financial records.



- Selects and monitors the performance of the executive director (who may or may not be a paid employee).
- Takes responsibility for legal and compliance matters.

### **The Staff**

- Carries out day-to-day management.
- Implements board decisions.
- Provides the board with any relevant or requested information.
- Employs, dismisses and manages staff and volunteers.
- Operates programs and organizes events.
- Looks after day-to-day finances.

In addition to overseeing and assessing an organization's performance, board members have several key responsibilities that focus on the big picture.

*Being part of these important steps keeps your board in tune with the current and future needs of athletes like you:*

### **Strategic Vision and Planning**

The board's strategic planning initiatives enables it to think through and document what it is doing, for whom, and why. With a constant eye to the future, the board ensures that its long-range goals, often from three to five years, are being acted upon. You, as an athlete representative, ensure that the voices of your fellow athletes are heard in light of ever-changing funding considerations and the dynamic nature of athletes' needs.

### **Creating Policies and Best Practices**

To govern the organization on a more immediate basis, the board puts in place policies so that it and the NSO have a consistent approach to making decisions and carrying out day-to-day business. Athlete representatives are an essential addition to the table when it comes to developing policies around competitive schedules, training conditions and expectations, assistance with time off work to travel, team coaches or support personnel, and so on.

### **Leadership/Advocacy Role**

Your role makes you a primary link between the organization and its key stakeholders—the athletes. You will often be called upon to filter the diversity of stakeholder views back to the organization.

For instance, you could play an instrumental part in initiating, managing and communicating the change involved in choosing regional over centralized training programs at the national level.

Due to the nature of your position, you may at times feel conflicted by the needs of your sport and the needs of your board. You should never feel that your position is an adversarial one. By communicating often and effectively with your fellow members and board committees, everyone will have an understanding of your point of view and the issues that affect you.

**Board Meetings** – All boards must hold meetings as often as dictated by their bylaws or rules. Board members are obliged to attend most (if not all) of those meetings, as outlined in the bylaws.

**Evaluating its Own Effectiveness** – A board needs to regularly evaluate itself to ensure it remains representative, responsive and effective. Evaluation might be carried out informally or could involve holding a board retreat or setting up a sub-committee specifically for this purpose. You, as an engaged board member, are free to request or suggest an appropriate evaluation process.

Many boards provide orientation programs for new members. Athlete representatives who are stepping down from their board duties as well as any retired athletes who sit on the board are invaluable resources as you learn about your new role. See [Being an Effective Board Member, 1.2 Orientation: Getting to Know Your NSO](#) for more information.

## Who can be a Board Member?

As outlined in the bylaws, members of the board are elected by the membership or appointed by a specific arm of the organization or an outside body. As an athlete representative, you were probably elected or appointed by the national team athletes not by the general membership as a whole. Rookie, veteran and retired athletes bring specific strengths as board members. In terms of experience, retired athletes are a sought-after group for board involvement. However, rookie athletes may be better in touch with the current needs of other younger athletes and so their input is just as valued. It always comes down to who is willing to learn, to speak out and to best represent the view of the athletes.

Good boards have a mix of many skills. Some members are in demand for their legal, financial, marketing, communications, web, and sport technical skills. Other members are political appointments as they represent their province or territory. Still others are appointed because of their professional reputation or because they are major sponsors.

Some sports have found that a revolving athlete representative pool can be a very effective way to ensure board representation. These shorter-term positions can reduce the impact on the training schedule of any single athlete while still providing the best input on any board or committee. For example, Winter Olympian Alexa Loo and Summer Olympian Adam Vankouverdun have a rotating role as athlete representative on the board of AthletesCAN, so that they can still meet their demanding training schedules.

## NSO Board Size and Membership

Generally speaking, the number of members on each NSO board is related to the size of the organization they represent. The bylaws of each NSO outline the specifics of board size and representation. Typically, NSOs and their boards have the following characteristics:

### Small NSOs

- Especially predominant in the sports sector
- Few or no employees
- Board members in charge of day-to-day management tasks as well as playing a more high-level, strategic role
- Board members are typically elected or appointed
- Approximately 3-8 members

### Bigger NSOs

- A mix of paid employees who take care of day-to-day operational issues and board members who focus on high-level issues
- Some board members may be appointed because they represent their province or territory
- Some board members are elected or appointed like you
- Some board members, like lawyers or accountants, are elected because of the professional skills they bring to the board
- 10-15 board members

### Large NSOs

- Larger number of paid staff and board members
- Many board members are appointed because they represent their province or territory
- Some board members are appointed or elected on the basis of their professional reputation or because of the funding they contribute

- Some board members, like lawyers or accountants, are elected because of the professional skills they bring to the board
- Some board members are elected or appointed, like you
- 16-20 board members

## Who's Who on the Board?

Most boards have a group of office holders. These will most likely include a chair and vice or assistant chair (or a president and vice president). Those boards with committees or sub-committees may also have committee chairs (see [Being an Effective Board Member, 3.1. Understanding the Decision Making Process](#) for more information on committees). Appointment procedures for the different office holders should be outlined in NSO bylaws.

### The Board Chair

The chair serves as the board's figurehead and spokesperson and takes a leading role in the functioning of the board.

The chair is also responsible for managing board meetings, ensuring that they do not stray too far from the prepared agenda and that members stay within the meeting rules. If your chair is not comfortable conducting a meeting or wants to be more actively involved in a meeting as it progresses, he or she can appoint another member to act as the meeting's chair or use a professional facilitator.

Strictly speaking, chairs cannot vote. However, some chairs have an additional casting vote, which can give them important directional power. In larger boards, they will also act as a link between the board and the executive director, who in turn acts as a link to staff and volunteers.

### The Vice-Chair / Assistant Chair

Many boards appoint a vice-chair to support the chair in his or her many tasks and to fill in when the chair is absent. The vice-chair is also expected to play a major role in board leadership.

### Committee Chair

Larger boards often establish committees or sub-committees to concentrate on specific areas – governance, budget and finance, public relations, etc. Committee chairs are responsible for overseeing the committee, managing its meetings and reporting and making recommendations to the board chair or full board.

### Secretary and Treasurer

In general, the secretary will be responsible for tasks such as preparing and distributing meeting agendas, ensuring that meeting minutes are taken, and for ensuring legal compliance. The treasurer is responsible for monitoring the financial position of the organization and for keeping other board members abreast of financial matters.

## Section 2: Board Meetings: An Overview

Do not be intimidated by the detailed information in this section, especially about following rules of order at meetings. First of all, many NSOs hold very informal meetings. Also, no one expects you to know what to say and when to say it at your first meeting. It does not take much time to catch on to the process. What you can do is be prepared for your first meeting. Know the issues and where you can contribute.

### Purpose of Meetings

The primary reason for holding meetings is to allow the board to make decisions. All major decisions are made at board meetings so it is impossible to be an effective member if you are not a regular attendee.

Meetings also serve other important functions, providing a forum where:

- Board members are regularly brought together to focus on their roles and responsibilities, identify problems and plan for the future.
- Ideas are shared and discussed and then discarded, improved or implemented.
- Tasks are allocated and reported on.
- Regular updates about relevant issues are provided.
- Members are encouraged and motivated and can get to know each other.

Typically, the board will likely meet two or more times per year. The ways in which they can meet (face-to-face, teleconference, electronically) must be outlined in the bylaws (board rules). Meetings vary from board to board in terms of their formality. If you are traveling with the team at the time of a meeting, you may be able to join in through a speakerphone or videoconference.

### Types of Meetings

Board members will be involved in a variety of meetings during their term, including:

- **Annual General Meetings** (used to recap the year's progress, chart a direction for the future and elect new members or office holders).
- **Extraordinary Meetings** (held between ordinary meetings when urgent decisions need to be made).
- **Committee Meetings** (held regularly or as the need arises to consider particular issues, depending on the focus of the committee).
- **Retreats** (held away from the boardroom, often for a full day or weekend, and designed to allow board members to take part in deeper discussions about directions and future plans).

## Key Meeting Preparation Documents

### Meeting Agenda

A meeting agenda is a list or outline of items to be considered during the meeting. Every meeting should have an agenda and meeting materials sent to all participants ahead of time. For major meetings such as a Board of Directors, these should be in your hands at least 10 – 14 days prior to the meeting. For smaller meetings such as committees, 7 – 10 days should be sufficient.

A typical agenda includes:

- A point form list or index showing the main items to be discussed during the meeting.
- A copy of the minutes of the last meeting.
- A president's report.
- A financial report.
- An executive director's report (for those NSOs that have staff).
- Committee reports (for those boards that have committees).
- General business, i.e. items for discussion or action during that meeting. Each is listed separately, sometimes with a summary of the issue and relevant supporting documents. Sometimes these items will be accompanied by a recommendation for action with the name of the person(s) responsible for the discussion or report and the approximate time to be allocated to the item. Directors or committee members should not be asked to make decisions on major items for which sufficient pre-meeting notice and information have not been provided.
- An item allowing for introduction of "urgent business", which will include issues not on the agenda that cannot wait until the next meeting.

### Meeting Minutes

Minutes are the official record of the actions and decisions of the board. They are taken every meeting and approved the next time the board meets.

Generally, meeting minutes will include:

- The date and time of the meeting (including start and finishing times).
- Attendees (including absences and apologies – and noting when people have left and re-entered the meeting).
- A summary of the main points made during the discussion of each item.
- The result of each item discussed (decisions made or deferred, sometimes also including the number of votes for and against).

Meeting minutes are valuable as an orientation tool for new board members; they provide a history of the organization and its operations. Minutes are sometimes approved without much thought, or even without having been read by board members. This is a dangerous practice. The minutes show who voted for what and what action the board has committed to – and they may be referred to as the official record days, weeks and even years after a decision has been made. They should therefore not be treated lightly.

## Financial Papers

The board's financial documents should allow members to have on hand at any given moment what is owned, how much money is on hand and what needs to be paid. Boards that receive government funding will often be required, as part of a funding agreement, to provide reports to the government with details as to how the funds are being used. Board members should become familiar with all financial documents, as financial accountability is one of the board's most important areas of supervision. See [Accountability and Liability, 2.0 Your Financial Obligations](#).

## Financial Plan / Strategic Plan

While a budget serves a short-term (12-month) function, a longer-range financial plan is designed to allow boards to plan for the future, anticipating spending and income for the next four years. Typically these long-range plans are created as part of a Strategic Plan. The Strategic Plan identifies the organization's vision, mission and objectives, and specifies items to be accomplished during the upcoming years. In order that you keep on top of the information you need to know, the following guidelines will help you prepare for each meeting:

*At least two weeks before each board meeting:*

- Agenda;
- Information about issues for discussion, when appropriate;
- Financial information; and
- Committee reports.

*At least two weeks before the meeting at which it is discussed:*

- Annual budget;
- Audit report; and
- Strategic Plan.

*After each board meeting:*

- Minutes; and
- Notice of next meeting.

## Meeting Structure

The best meetings are those that flow logically, keep members engaged and energized, elicit a range of useful ideas and information and leave members feeling they have made a valued contribution.

Meetings can vary markedly from board to board. Some are quite formal, following strictly defined rules and ensuring that all members are addressed by their correct titles; others are far less formal.

Meetings can be held in a boardroom or in a more social setting such as a member's house or at a restaurant. Meetings can also be held through web conferencing, by teleconference and by videoconference. In fact, some boards conduct most if not all of their meetings by teleconference.

Some meetings are held behind closed doors and are subject to strict rules of confidentiality; others are fully open to the public. Even open meetings may sometimes move into confidential mode (referred to as "in-camera"), asking observers to leave the room while certain sensitive issues like salary reviews and staff evaluations are discussed.

Decisions may be made in a variety of ways, by formal voting or a more informal show of hands or verbal agreement. Some boards follow procedures based on *Robert's Rules of Order*, a guide to running meetings that specifies common rules and procedures for deliberation, debate and decision-making.

## A Typical Meeting

Although meetings will vary greatly from board to board, the following is a rough guide to how a typical board meeting might proceed:

- Board members arrive and the chair (leader) declares the meeting open.
- Attendances, absences and apologies are noted (throughout the meeting the minute taker will note when people leave or re-join the meeting).
- The minutes of the last meeting are amended or accepted (it is usually assumed that all members will have read the minutes beforehand).
- Members are asked if there are any matters arising from the minutes – this offers members the opportunity to speak briefly about developments since the last meeting.
- Some boards will receive reports at this point in the meeting. Often, the reports are presented for information only with no action required other than an acknowledgement that they have been read and accepted.
- Committee reports come next, if applicable. As with the chair and executive director's reports, committee reports are generally accepted without the need for lengthy discussions. Issues that require decision-making by the full board will usually appear under a separate item.
- Some boards will have a "consent agenda", which will include routine items, such as to accept committee reports or approve normal expenditures. These items are carried automatically unless someone asks the chair to move any of them to the regular agenda.
- Consideration of the agenda items begins. Usually, each item will be considered separately in the order in which they appear in the agenda. Board members discuss or debate issues surrounding the item before a motion is put forward and a vote taken. Once the board has made a resolution, the meeting moves on to the next item. Sometimes an item will be deferred until later in the meeting (say, to allow for a particular member to arrive) or until a later meeting (to allow for more information to be prepared, for example). Other items may be delegated to a committee for more detailed investigation and consideration.
- Any urgent or general business that was not included on the circulated agenda is discussed next. Because details about these items have not been circulated earlier, and board members therefore may not be "up to speed" on the issues, decisions may need to be deferred to the next meeting to allow time for more in-depth consideration.
- Confidential business, which is usually subject to a separate, private agenda, is often dealt with last. If it is an open meeting, observers are asked to leave to allow the board to consider these items privately. These sessions are called "in-camera".
- The meeting is formally closed.

## Meeting Etiquette

Meeting etiquette is really just a matter of manners and common sense:

- Arrive on time (or early) and leave only when the meeting is finished.
- Carefully read all items well before the meeting.
- Accept board decisions graciously, even if your view has been overruled. Avoid personal attacks or rehashing things that have already been decided.
- Stick to the agenda. Avoid launching into discussions about irrelevant information.

- Ask questions and insist on answers when you need clarification. Do not agree to decisions or actions you don't understand.
- Take appropriate action to ensure that you and your board are protected from any potential or real conflicts of interest you feel may arise.
- Ensure you give the views of each board member respect and consideration; avoid speaking without listening or interrupting people when they are talking.
- Your contribution is important: make an active contribution to debates and discussions whenever possible.
- Answer any questions meeting participants ask, even if they appear naïve.
- Do not discuss confidential information outside the boardroom.

### **The Role of the Chair**

Board meetings cannot take place without a board chair. The role of the chair is to ensure that the meeting is conducted efficiently and that meeting rules are followed. The chair should facilitate discussions, keep members on track and the meeting on time. When a topic has been fully discussed, the chair will often summarize the points and put it to the board for a decision or vote.

## **Robert's Rules: Decision Making**

Rules of Order are in place to help the business of the meeting flow smoothly and efficiently. (*Note: remember, many NSOs do not follow a formal meeting process and do not use rules of order at all meetings. However, the rules may be used for some, like the Annual General Meeting*). For those that do, rules of order ensure that every member gets the opportunity to speak and that decisions are made democratically.

Understanding these rules will help you get your issues addressed and garner respect from the others in attendance. Knowing when to speak, how to speak and what to say will guarantee that the others pay attention to you, and more importantly, to your message about athletes. *Robert's Rules of Order* is a guide used by most NSOs to run meetings. It specifies common rules and procedures for debate and decision making.)

### **First Step: Getting Your Ideas on the Agenda**

If your idea is short or urgent, you can put it on the agenda during the meeting. When the chair asks the members to approve the agenda, you raise your hand and say "I'd like to add something to the agenda". You can also suggest where your item might fit on the agenda. Note: For more complex issues that need to be thought out by members before discussion in a meeting, you need to ask your chair to put the item on the agenda for the next meeting.

### **Speaking about your ideas: Motions**

Meeting discussions on each topic are organized in terms of "motions". These are statements that the members are asked to accept or reject on each topic and serve to keep discussions on topic and on time. When the chair gives you your turn to speak, then, according to Robert's Rules, you "have the floor". You indicate that you wish to make a motion by saying, "I move," followed by your proposal to the members at the meeting. To make a motion, write out what you want to say. The clearer the motion, the better. A motion requires another person to "second" the motion or agree with you that your motion is worth discussing.

### **Discussing the Motion**

If you made the motion and gained a “second”, then the motion is eligible for discussion. The chair will let you start the discussion. The chair will be keeping a list of the members signaling that they wish to speak to the motion and will call on them in turn. If you didn’t make the motion, but have an opinion, raise your hand at any time during the discussion on the floor until the chair acknowledges you.

When the chair calls on you, say what you think as clearly and as briefly as possible. Remember, you must speak to the motion. It helps to start with, “I want to speak in favour of the motion because...” or “I want to speak against the motion because...”

### **How to Change the Motion**

If you want to make some changes to the motion before you are prepared to support it, then you should *amend the motion*. Raise your hand, and when it is your turn to speak, say: “I move to amend the motion to read...” and give the wording you want. If someone seconds this motion to amend, then it will be discussed and voted on.

Note: An amendment can add, take away or change parts of the original motion. The amendment, however, cannot go completely against the main motion. If you don’t like the motion at all, vote against it. If the motion is defeated, then you can make a new motion.

### **How to Take Back a Motion**

If you made a motion and then during the discussion realize that it is not the right time to make a decision on the issue or it would be better to talk about another motion, say, “ I wish to withdraw the main motion.”

### **How to Stop the Discussion**

If you think there has been full discussion, or that the discussion is going in circles, then raise your hand and, when the chair calls on you, say: “I call the question”. If someone seconds your motion, then the chair will ask members to vote on whether to end the discussion.

### **To Put Off Discussion to a Future Meeting**

Raise your hand and say: “I move to postpone the question to the next meeting.”

### **To Turn Over the Decision to Another Group**

If you want another group or committee to study the issue, say: “I move to refer the question to a committee.”

### **To Set Discussion Aside Indefinitely**

If members clearly don’t want to deal with this issue in the near future, say: “I vote to table the motion.”

### **When You Can Speak Out of Turn**

The only three times you can jump ahead of your turn on the speaker’s list are the following:

- If you think the chair is not following the proper meeting procedure, then call out “Point of Order” and explain what you think is wrong.
- If you need clarification on a point already raised, then call out “Point of Information” and then ask your question as briefly as possible. You must go back on the speaker’s list if you wish to follow up on that information with an opinion.
- If you can’t hear the chair, for example, or you think someone’s rights are being ignored, call out “Point of Privilege” and say what you want to be done.

## **Voting**

When the chair calls for the vote, you can:

- Vote yes, when the chair says “All in Favour.”
- Vote no, when the chair says “All Against.”
- Raise your hand when the chair says “Abstentions” if you don’t want to vote.

Sometimes members don’t vote because they don’t understand the motion. It is better to ask for explanations during the discussion so that you can vote. Don’t be afraid to ask questions. If you are confused, then other members probably are too.

## **Board Committees**

Many boards set up committees or sub-committees to help streamline their decision-making process.

Committees concentrate on and develop expertise in specific areas. Usually their role will involve examining and debating an issue and then making a recommendation to the full board. They may also be set up to take on a major project or task – hosting a tournament, for example. In some organizations, committees consist only of board members. Others involve outside people with particular knowledge or expertise.

Not all boards have committees and not all boards have the same committees. The following is a description of some typical committees.

### **Standing and Ad-Hoc Committees**

There are usually two types of committees in an organization – a Standing Committee, which is included in the Bylaws along with specific information about how people get elected or appointed and duties of the committee members. High performance or national team committees are usually Standing Committees. The board may also create “ad hoc” committees from time to time. By definition, these are short-term committees pulled together to perform a specific function or take on a particular task. One example is an ad hoc committee to revise a recognition program.

In Sport Canada’s Accountability Standards and Performance Indicators for National Sport Organizations, Standard 19 states that “national team athlete and coach representatives occupy positions within the groups that make decisions related directly to the NSO’s high performance program, such as the high performance committee, board of directors, or other high performance working groups or advisory bodies”. Others who may sit on committees related to high performance may include coaches, technical staff members, a VP or Chair of High Performance and possibly other “members-at-large”.

The decision-making authority of a committee will depend on its Terms of Reference. It may only be able to make recommendations to the board, or it may have sweeping powers to determine programs and budget. Find out how the committee functions and what it can and can’t do.

Some sports may have multiple committees dealing with men’s and women’s programming or with different disciplines in the sport. If there is more than one Athlete Representative, you need to communicate regularly, but specifically before and after all committee meetings. A conference call or electronic message board can keep everyone up-to-date with issues and key messages. Athlete Representatives also have to remember to report back to their constituents or stakeholders, typically national team members, after committee meetings.

## Part 3: Accountability and Liability

The following section contains detailed information and many terms you may be unfamiliar with. **Do not let this overwhelm you!** What you should take away at this point is a sense for learning process you are about to embark on, professionally and personally. In due time and with board experience, you will gain a good understanding of your legal, ethical, and financial responsibilities. You should be proud that your NSO has put its confidence and trust in your ability to safeguard its interests.

## Section 1: Your Legal Responsibilities

This information should be seen as a primer to give you a broad indication of some of the ethical and legal duties you need to adhere to during your term. The duties set out below are relatively standard, but if you check out the applicable legislation, regulations and rules relating to your particular board, you may find that special arrangements apply to you. Check the particular legislation under which your board was formed to see what specific laws and penalties you may be subject to or exempt from.

If you are in any doubt about your roles and obligations, you should of course seek legal advice.

### The Fiduciary Duty

When you join a board you are accepting a “fiduciary” duty, i.e. a duty to act **honestly**, to act in **good faith** for the benefit of, and in the best interests of, the board itself and the organization you are overseeing and, to act with **loyalty** to the organization.

This means that you must not allow your personal interests, or those of anyone else, to override the interests of your board role.

Some examples of how your fiduciary duties can be fulfilled include:

- Not taking advantage of your position to further your own needs.
- Acting honestly and industriously.
- Never using information gained through your privileged position to advantage a family member/friend/associate.
- Providing adequate information to authorized people or members when requested and not misleading them in any way.
- Disclosing any potential conflict of interest.
- Acting with care and diligence.
- Maintaining proper confidentiality.
- Never knowingly placing the board, or the organization it oversees, in a potentially litigious position.
- Ensuring all decisions made are to the advantage of your organization, not individuals or any other particular interest group.
- Ensuring you act according to the bylaws/rules of the organization.

The fiduciary duties outlined above are almost entirely the product of case law (arising from court decisions). The following duties are statutory (created from legislation) – however, there is a substantial overlap between the two.

This fiduciary duty has two main branches: first is the **duty to act with care** and second is the **duty to act with loyalty**.

### The Duty to Act with Care

As a board member you must act competently (or skillfully) and with diligence. In general terms you will meet the duties of competence and diligence if you:

- Make a decision to take, or not to take, action in good faith and for a proper purpose.
- Do not have any material personal interest in the matter.
- Inform yourself about the matter to the extent you reasonably believe is appropriate.



- Reasonably believe that your judgment is in the board's best interests. The board member's belief is taken to be rational unless no reasonable board member could have held it. It must be noted, however, that in order to rely on this rule, the board member must actually make a judgment, and not merely do nothing.

In addition, you are expected to:

- Attend meetings regularly (if not always – some boards will have minimum requirements that you need to be aware of in the bylaws).
- Make certain that your board undertakes good financial reporting practices.
- Ask questions and seek more information when you believe it is required.
- Define appropriate board policies and supervise their implementation.
- Understand your board's core work.
- Keep abreast of governance issues.

As a board member, you may be able to delegate your powers. This will protect you from a breach of your duty of competence and diligence if, after making appropriate inquiries, you believe "reasonably and in good faith" that the delegate is reliable and competent. Similarly, you can rely on the professional advice of others (such as an accountant) if the reliance is in good faith, and you have independently assessed the advice.

Built into these duties is an understanding that board members with a high level of expertise may attract a higher standard of care than other members. This is because a board member with less expertise can more readily rely on the advice of another. For example, an accountant who was chosen to serve on the board in light of professional expertise in financial matters would have higher expectations placed on him/her to act with care than other board members.

## The Duty of Loyalty

The second branch of the fiduciary duty is that of the duty of loyalty. This means that the board member must act honestly, in good faith and in the best interests of the organization. In order to meet the duty of loyalty, a board member cannot act for an improper purpose (i.e., to improperly benefit themselves or a close other person) and cannot act in bad faith. Intentional dishonesty, making incomplete or misleading representations and acting from an improper motive are all examples of bad faith. The board member must act in 'good faith', which requires that one act with pure intentions and with a view to serving the best interests of the organization.

Finally, in order to fulfill the duty of loyalty, board members should not put themselves in a position that would create a conflict between their duty to act in the best interests of the organization and their own personal interests.

Due to the vast array and size of some sports, NSOs are particularly vulnerable to either real or perceived conflicts of interest. Going forward, you need to avoid even the perception of a conflict of interest. For details on conflict of interest information: what it is, how to declare, avoid, and resolve it, see [Accountability and Liability, 2.1 Conflicts of Interest](#).

## Other Relevant Laws

In addition to the duties outlined above, there is a range of generally applied laws that board members and their organizations must uphold as they carry out their roles. Board members are, after all, responsible for ensuring that their board is entirely legally compliant. This list is not exhaustive, but it is a good starting point to indicate some of the areas of law board members would be advised to familiarize themselves with depending on the nature of the board they serve.

- **Occupational Health and Safety:** designed to ensure that workers are safe and secure in their place of work.
- **Environmental Law:** a vast branch of law that is generally concerned with pollution control, environmental and occupational health, ecologically sustainable development and resource management – especially relevant if your NSO owns a building.
- **Negligence:** governing cases where the duty of care is breached, causing a foreseeable kind of material damage to another.
- **Discrimination:** all organizations and individuals are obliged to meet this legislation, which has a range of provisions that may differ for each province or territory.
- **Contract Law:** could apply to a property lease, a computer rental agreement, an agreement to supply services, etc.
- **Privacy Laws:** designed to govern the way personal information about individuals is collected, stored, used and disclosed.
- **Food Safety Laws:** including requirements for the handling, storage, transport and display of foods, particularly relevant if your NSO hosts gala events.
- **Defamation:** designed to protect the reputation of individuals and organizations by allowing the right to sue for damages.
- **Fundraising:** laws vary from for each province and territory and, while many fundraising activities are not regulated, most provinces/territories now require formal approval and licensing prior to some sorts of fundraising activities being initiated, specifically gambling activity such as bingo, lotteries, etc. Others have regulations pertaining to donations over a particular dollar figure.
- **Charity Laws:** many non-profit organizations are also charities and the duties of directors are heightened when applied to charities. Refer to the Canada Revenue Agency (CRA) for relevant information.

## Section 2: Your Financial Obligations

When you join a board you accept the obligation to look after any finances that your board may be required to oversee. Financial stewardship and oversight are among the most important functions of a board. In some cases, the board's financial responsibilities may be quite extensive (for example, for a board that is responsible for overseeing a large organization with debts, income, staff, etc.). In other cases (for example, an unpaid advisory board that does not perform any financial transactions) these responsibilities might be simple or non-existent.

The following information is offered not as a definitive guide to your financial responsibilities – these may differ from board to board. Seek legal or financial advice whenever you are in doubt about your roles and obligations. It is extremely important to be very familiar with the organization's bylaws (rules governing the organization). Legislation does require certain clauses, but organizations have broad discretion over much of the content and there may be some provisions that affect individual board members.

### Financial Competence

Although board members are not generally required to have particular qualifications to be appointed (however, you should make sure to check the bylaws for this information) the law does impose standards of financial competence. As part of your board orientation as an athlete representative, you should make sure you have an appropriate understanding of your board's financial documents. Do not hesitate to consult the board chair or a member who has financial expertise if you have any questions that would clarify your understanding.

The board is expected to be capable of understanding the affairs of the organization it is governing well enough to reach a well-informed opinion of its financial capacity. And it must be sufficiently up-to-date with the organization's dealings to allow it to respond properly to the organization's changing financial capacity. This requires some familiarity with financial reports. For more information about these reports, see [Accountability and Liability, 2.3 Knowing Your Key Documents](#).

Every year, most boards must ensure that a financial report is prepared. In fact, if your NSO receives funding from Sport Canada, the board is required by law to submit audited financial statements. The preparation of such reports is not always simple and many boards seek professional help in doing so.

Generally, these reports will include:

- A review of the year's operations and details of any important changes.
- Information regarding the organization's primary activities.
- Details of any circumstances that could affect, or has affected, the organization's operations or likely developments in future years.
- The name of the President and the period for which he/she has filled the position.
- All earnings from the organization and related organizations.
- Information regarding the solvency of the organization, including income and expenditures.

Different or additional reporting requirements may exist for your particular board, depending on the laws or rules under which it operates.

It is worth noting that individual board members are not required by law to attend to the financial affairs of the organization personally (although this is often the reality, especially in the case of small organizations), but they must ensure that they engage people who are competent enough to handle the requirements of the specific situation.

## Audits

Most boards must have their accounts audited or reviewed by an outside expert every year. An external auditor will produce a financial statement showing income and expenditure and a balance sheet showing the assets and liabilities. This report is usually included in the organization's annual report. NSOs are required to submit this document to Sport Canada.

Keeping you and your board safe:

### Directors and Officers Liability Insurance

Some boards will take out directors and officers' liability insurance to provide protection for board members sued individually for acts of negligence by the board. It is important to find out what sort of insurance is provided, the level of coverage, and if you will continue to be covered after leaving the board. You also should find out what the coverage includes and what is excluded, as there are usually limitations ("riders"). For example, AthletesCAN protects directors for up to five million dollars. Sexual harassment is typically not covered, and wrongful dismissal items may not be either. Of course, it is possible to add back such coverage for a greater premium.

### Professional Indemnity

In Canada, board members may be exposed to personal liability. To protect board members against personal liability many board bylaws include an indemnification policy. In general, "indemnification" means that the organization relies on its own resources to pay board members' legal costs and any damages that may result from claims arising out of board service.

In order to mitigate this risk, organizations often obtain Directors' and Officers' (D & O) Insurance. Board members or individuals considering joining a board should be aware that even with an indemnity policy in place and the existence of D & O Insurance, he or she may not be insulated from all personal liability associated with board service. For additional information, you can consult with a legal expert legal with any specific questions relating to personal liability that may be associated with board service.

## Conflicts of Interest

Conflict of interest refers to a situation of competing professional or personal interests that a person may have simultaneously. Competing interests can make it difficult to fulfill one's duties impartially. Even where there is no evidence of wrong doing, a conflict of interest can create an appearance of impropriety and can thus undermine one's ability to act properly.

Conflicts of interest include both 'pecuniary' and 'non-pecuniary' interests. A **pecuniary** interest is an interest that an individual may have in a matter because of the reasonable likelihood or expectation of financial gain or loss for that individual, or another person with whom that individual is associated. A **non-pecuniary** interest may include coach-athlete, player-club or family relationships; friendships; volunteer positions in other associations; or other interests that do not necessarily involve the potential for financial gain or loss.

Conflicts of interest also include both 'actual' and 'perceived' conflicts. An **actual** conflict exists when a person does, in fact, favour one side over another in their decision-making. A **perceived** conflict of interest has to do with appearances and perceptions, and does not depend on whether a person would, in fact, be conflicted and thus unable to make a decision fairly. The standard for determining a perceived conflict is whether a reasonable outsider looking at the situation would believe that a conflict existed. Perceived conflicts of interest are more common in the sport context than actual conflicts of interests. Board members need to avoid even the *perception* of a potential conflict of interest.



Many people say that they can't readily define a conflict of interest, but they know one when they see one. A good way, then, to illustrate when this problem might arise is to provide some examples:

- A board member's child is selected for an elite team ahead of better players.
- A board member's family business is given a contract without any other quotes being asked for.

Leading up to the 2008 Olympics, the National Weightlifting Federation appointed a committee to deal with five appeals to the Olympic team. It was very difficult to come up with representatives from the board who did not have a direct conflict with the five athletes.

Situations such as these can cause real damage to official and public confidence in the board and the reputations of individual board members – even those not directly involved in the conflict. Conflicts of interest may not always be illegal, but they are almost always unethical.

There are other situations that can give rise to *potential* rather than *actual* conflicts of interest. Examples of potential conflicts of interest include:

- A person serving simultaneously on two boards, and expected to help raise funds for both, finds they are expected to approach the same people or organizations for donations in two different capacities.
- A board is planning to enter into a consultancy contract and another board member wants that consultant's company to bid.
- A board is planning to enter into a consultancy contract and a board member wants a family member's company to bid.

Scenarios such as these do not necessarily have to become actual conflict of interest situations so long as correct procedures are followed and the decision that is made is truly **in the best interests of the board**.

### **Strategies for Avoiding a Conflict of Interest**

Board members do not live within the boundaries of their Board work but have a range of other personal and professional interests and relationships. It is no surprise, then, that many board members will encounter a real, potential or perceived conflict of interest at some point.

Having a conflict of interest is not, in and of itself, evidence of wrongdoing. For many individuals it is virtually impossible to avoid having conflicts of interest from time to time. A conflict of interest can become a problem if an individual tries to influence the outcome of a decision for personal benefit.

- At a minimum, you should declare any conflict of interest or potential conflict of interest to the board of directors at the first meeting of the board and subsequently if a matter in which you have a conflict arises.
- Check if your board has a conflict of interest policy. Such policies usually stipulate when and how board members should disclose personal and financial interests, how they should deal with gifts made to them in the course of their board role, under what circumstances relatives or friends of board members can be hired, penalties for breaching the policy, etc. If your board has such a policy, commit it to memory – then follow it. If your board does not have such a policy, speak to your colleagues about introducing one.
- Where the organization does not have a conflict of interest policy, minimum precautions will apply: acknowledge the conflict at the meeting, do not attempt to influence others, either intentionally or unintentionally (the best thing to do is to remove oneself from the situation), and do not participate in a vote on the matter.

- Ensure your board has good policies and procedures in place and that all decisions are made fairly and transparently. This will help remove any perceptions that your board processes are carried out in undue secrecy and that things are being hidden. It is a good idea for the board to have in place a competitive process to assess contracts and other business proposals where appropriate.
- Seek legal advice if you think you may be at risk of encountering a potential, real or perceived conflict of interest.

Rower **Darcy Marquardt**, who was an active athlete and athlete rep, used an effective strategy to avoid a conflict of interest when she felt she was too close to a selection issue to act without bias. She deferred the situation to a retired athlete on the Board and the High Performance staff member to discuss and resolve.

### **What to do When You Have a Conflict of Interest**

Despite your best intentions, you may one day find yourself exposed to a conflict of interest situation. There are steps you can take to protect yourself and your board from damage.

- As soon as you encounter a possible conflict of interest, notify the board immediately. Provide information about the interest and how it may conflict with your board role.
- If the matter is raised formally during a meeting, declare your interest and, if possible, leave the room. Ask to be called back when the item has been dealt with. Ensure the minute-taker notes why and when you left and when you rejoined the meeting. If you cannot leave the room, excuse yourself from engaging in any discussion on the matter and never vote on a matter with which you have a conflict.
- Ask not to be sent any board or internal papers that discuss the matter, although this may be unavoidable if the notes are part of formal minutes.
- Avoid any informal discussions that might influence, or be perceived to influence, fellow board members on the matter.
- Seek legal advice if you are in doubt about how to handle a real or potential conflict of interest. If you feel it is impossible to resolve the conflict, consider resigning from the board.

## **To whom is my board accountable?**

Your board's constituents or stakeholders include all those who are using or benefiting from the service provided, or who will be affected by the decisions the board makes. These constituents include athletes and coaches, funders and donors, sponsors and partners, staff and volunteers and the community:

### **Athletes and Coaches**

Each sport has its own culture, traditions and nuances. But, by virtue of the accountability framework of Sport Canada and the legislated expectations of an incorporated non-profit entity in Canada, certain things will hold true for all sport organizations.

Within the Sport Canada Accountability Framework, there are a number of standards that an NSO must fully meet in order to be considered athlete focused. They include standards that speak to some of the following concepts:

### **National Standards**

- Representatives of national team athletes hold voting positions or equivalent decision-making status on the high performance committee and/or are members of other NSO committees or boards, where program and policy decisions affect them directly.
- National team athletes have annual input to the evaluations of both the HP program and the coaching staff.

### **Funders and Donors**

Funders may include corporate, philanthropic and government sources, individuals, groups or business donors. Most government or large-scale funders provide explicit guidelines for accountability and reporting. This can create a challenge for the board to ensure that different sets of standards are met. While some donors may be considered more important than others, all have the right to expect that their money is used and accounted for appropriately.

### **Sponsors and Partners**

Sponsors and partners will usually have even more explicit requirements than funders, often including public acknowledgement or even naming rights. Their interests – explicit or otherwise – must be carefully considered by a board if it wants to continue or expand the relationship. An equally important challenge for a board is the issue of determining whether a prospective sponsor is appropriate given the nature of the organization. For example, since 1985 Sport Canada has not allowed tobacco companies to sponsor NSO events. Or, the board governing a sports league may grapple with whether or not to allow a liquor company to act as a sponsor.

### **Staff and Volunteers**

Some boards are responsible for overseeing an organization with staff. Staff and volunteers constitute an important group of your board's stakeholders (after all, it is they who really run the show) and their views and interests will need to be carefully considered by the board.

### **The Community**

Because they are ultimately responsible to the government, there is an expectation that boards will act responsibly, remain true to their missions, and in so doing, make an important contribution to society. Many not-for-profit boards also see the broad interests of society as a whole as having some influence over their decision-making.

## **Knowing Your Key Documents**

Some board-related documents may be unfamiliar to first-time board members. The information in this section describes what sort of documents a board member may encounter and how to use them.

### **The Annual Report**

The board's annual report outlines the activities that have taken place during the previous year and may also provide an outlook for the future. This is a key document that is an important vehicle for fulfilling a board's duty to be accountable and transparent.

Not all NSOs produce comprehensive annual reports, but they all ensure that the report elements listed below are distributed:

- General information about the board's mission and main roles, why and when it was formed and the rules it is subject to.
- A board chair or president's report.
- A report from the executive director or head person (if there is one).
- A summary of key activities and their results in the previous year.
- A forecast for the future.
- Reports and statements detailing the financial status of the board and the organization it is overseeing (including an auditor's report).

### **Board Rules/Bylaws/Constitution/Statute**

The operations and procedures of all boards are governed by rules or laws of some kind, and it is important for board members to have read and understood these documents.

The Canada Corporations Act (Part II) determines the general way that an incorporated non-profit organization in Canada can function (i.e.: corporation without share capital). Within those general parameters, the bylaws of the organization dictate the specifics about membership, the board, committees, general meetings and decision-making levels.

The bylaws are initially approved by the membership and thereafter can only be altered by the membership. Final approval for some bylaws {subsection 155(2)} must also come from the applicable federal minister responsible for corporations (currently under Industry Canada). The organization's bylaws may seem like tedious reading but contain essential facts for athlete representatives. Understanding the different layers and decision-making roles will help you to understand where particular issues have to be addressed.

### **Policies**

Along with the rules and laws governing their operations, boards will often have a set of policy documents to guide board members in their conduct and decision-making. The number and type of policies will differ from board to board, with smaller organizations tending to have a minimal number of policy documents. All board members should have a copy of their board's policies and be familiar with their contents. Some common ones include:

- **Mission and Vision** – describes the purpose of the organization and what it hopes to achieve.
- **Ethics/Conduct Policy** – sets expectations for and guides the behaviour of board members, including disciplinary measures for non-compliance.
- **Conflict of Interest Policy** – provides guidelines for identifying and dealing with potential or real conflicts of interest.
- **Grievance Policy** – outlines procedures for dealing with complaints.
- **Board-Staff Relationship Policy** – outlines, for organizations that have staff, the various responsibilities of board and staff members.
- **Financial Management Practices** – details standards and practices for management and reporting of finances.
- **Alternative Dispute Resolution Policy**
- **Equity and Access Policy**
- **Women in Sport Policy** – may be under the equity policy.

## **Financial Papers**

Financial accountability requires that all transactions be recorded, all payments authorized and that the board does not authorize the expenditure of more money than it can afford. The board's financial documents should allow members to have on hand at any given moment what is owned, how much money is on hand and what needs to be paid. Boards that receive government funding will often be required, as part of a funding agreement, to provide reports to the government with details as to how the funds are being used. Board members should become familiar with all financial documents, as financial accountability is one of the board's most important areas of supervision.

## **Financial Procedures Manual**

Most boards will have a financial procedures manual, which outlines financial processes and systems, the responsibilities for administrative tasks, authorization limits and procedures, and descriptions for how functions such as paying bills, depositing cash and transferring money between funds are handled.

## **Auditor's Report**

NSOs will have to have their accounts audited every year. An auditor produces a financial statement showing income and expenditure and a balance sheet showing the assets and liabilities. The auditor's report is usually included in the organization's annual report and presented at the Annual General Meeting.

## **Budget Papers**

Budgets usually coincide with financial years and cover the two main areas of expenditure and income, showing how much money is expected to be coming in and how much will be going out. As budgets are generally no more than an educated guess, they are often reviewed during the year to take into account any changes that have occurred.

## **Financial Plan / Strategic Plan**

While a budget serves a short-term (12-month) function, a longer-range financial plan is designed to allow boards to plan for the future, anticipating spending and income for the next four years. Typically these long-range plans are created as part of a Strategic Plan. The Strategic Plan identifies the organization's vision, mission and objectives, and specifies items to be accomplished during the upcoming years.

## **Insurance Documents**

There is a range of insurance policies regularly taken out by boards. Among the more common are policies that provide:

- General liability insurance (to protect against claims against the organization); and
- directors' liability insurance (to protect individuals against claims).

The higher the risk, the more insurance the board and its members will require. The board should have on hand details of what insurance it holds for its members, how much coverage is provided and length of coverage. You should read the policies and familiarize yourself with the language they use. If in doubt, ask an expert to explain these documents to you.