

## Board Policy - Board Governance Process



### Board Job Description

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The job of the Board is to serve as stewards for the Member Facilities and work collaboratively in determining and evaluating organizational performance.

The Board shall make contributions to Curl BC which are consistent with its trusteeship role and necessary for proper governance.

Accordingly, the Board shall concentrate its efforts on the following outcomes to distinguish between its own unique job and that of its CEO:

1. Written governing policies which at the broadest levels address:
  - a. Governance Process: These policies describe how the Board conceives, carries out and monitors its own task.
  - b. Board-CEO Relationship: These policies describe how authority is delegated, and its proper use monitored; and outlines the authority and accountability of the CEO.
  - c. Executive Limitations: These policies place constraints on executive authority which establish the boundaries of prudence and ethics within which all executive activity and decisions must take place.
  - d. Ends: These policies describe the benefits to be produced, the people to be served and the cost of meeting these goals.
2. Clearly defined linkages with the Member Facilities, the larger curling community, the BC sport community and external agencies.
3. Monitoring and evaluation of the CEO's performance (and thus Curl BC's performance). (Reference: Delegation to the CEO and CEO Annual Performance Appraisal).
4. A plan and strategy for External Representation. (Reference: Representation, Recommendations and Appointments).
5. Identifying areas of political advocacy with governments and other external agencies.

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### Board of Governors' Code of Conduct

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The Board is responsible for acting in accordance with the policies it sets. This policy is a guide for Governors and it sets expectations regarding their conduct as individuals.

1. Governors agree to abide by Board of Governors' Code of Conduct.
2. Governors shall act in the interests of the Member Facilities (affiliated BC curling centres) as the owners. This accountability supersedes any conflicting loyalty to advocacy or interest groups and membership on other Boards or staffs. It also supersedes the personal interest of any Governor acting as a Coach, an end-user of Curl BC's services or as a paid supplier of services to Curl BC.
3. Governors shall disclose their involvement with other organizations, vendors, or any other associations that might produce a conflict at each Board meeting and at any time during the year when their involvement changes. A conflict is defined as a competing interest, influence or relationship which might impair or appear to impair a Governor's ability to perform his other duties and responsibilities objectively for the best interests of Curl BC.
4. Governors shall, at all times, act with decorum and shall be respectful of other Governors, staff, volunteers, stakeholders and the Boards and staff of Member Facilities. At any event where a Governor is the Board's appointed representative or while attending any Curl BC championship or event, or national competition, he/she shall avoid the consumption of alcohol or any other debilitating substance to a level which would reasonably be expected to impair the Governor's ability to perform his/her duties competently, cause impairment in the Governor's ability to speak, walk or drive or cause him/her to perform in a disruptive manner.
5. Governors shall respect the confidentiality of Board discussion and Board materials. They shall not disclose at any time confidential information obtained through their position with Curl BC to any persons not entitled or required to know.
6. Governors shall ensure that activities that are unethical, or that have the potential to negatively impact Curl BC's public image, which are not covered or specifically prohibited by the foregoing, are neither engaged in nor condoned.
7. Ownership Linkage activities (Governor interaction and consultation with Member Facilities) are an important part of the Board's work that may impact on the Ends Policies. It is another opportunity where Governors may individually participate in the work of the Board. This opportunity supports the collective work of the Board on behalf of the Member Facilities.
8. Governors shall not attempt to exercise individual authority over Curl BC except as explicitly set forth in Board policies.
  - a. Governor interaction with the CEO and staff is encouraged; however, Governors shall recognize authority over the CEO is only through the Board as a whole and the Board has no authority over staff except through the CEO. (Reference: Accountability of the CEO)
  - b. Governors shall give no consequence or voice to individual judgements of CEO or staff performance, except as that performance is assessed against explicit Board policies by the official process.

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9. Governors acknowledge and appreciate that all Governors are volunteers, and as such, time is at a premium.
  - a. Governors strive to manage time effectively and agree to come prepared in advance for meetings.
  - b. Governors shall respect each other's contribution to the discussion and encourage each other to present their views.
    - i. Governors shall have an opportunity to speak in turn in the discussion of any topic.
    - ii. Governors who wish to speak during discussion will wait to do so until recognized by the Chair.
    - iii. Governors shall listen respectfully and refrain from side conversations.
    - iv. Sharing of observations or concerns should occur at the Board table.
  - c. Governors accept their mutual responsibility to ensure that all agenda items result in a decision or are placed on a schedule for follow-up action.
10. Governors recognize the importance of being able to participate in Board meetings.
  - a. Governors shall make every effort to attend Board meetings. If a Governor has an unavoidable conflict not known at the time the Board meeting was scheduled, they shall communicate the reason for their absence to the Chair, verbally or in writing prior to the meeting.
  - b. The Board shall ensure they schedule social activities and team building exercises that enable them to bond and function effectively as a team.
  - c. Governors accept the responsibility to create an environment where concerns can be expressed without fear of criticism.
  - d. Governors shall take part in Board organized educational activities which will assist them in carrying out their responsibilities.
11. Governors accept that the decision-making process may involve conflict, believing that it is only when all points of view are revealed that the best decision can be made. The Board shall assume that after a fair opportunity for expression of views, Governors agree to support the majority decision of the group.
12. Governors' interaction with the public, media, or other outside groups and organizations must recognize the same limitation and inability of any Governor to speak for the Board, and then only to repeat explicitly stated Board decisions or positions.
13. Governors are encouraged to continue to be operational volunteers, as well as governance volunteers. As operational volunteers, they are then individually accountable through the normal management channels to the CEO. They are not representing the Board at the operational level.
14. Governors shall refer inquiries regarding operations from operational volunteers or staff, athletes, coaches, event organizers, or the general public to the CEO. The Governor shall also advise the CEO that they have referred an individual and inquiry to help ensure the loop is closed between the inquirer and the CEO. (Reference: Accountability of the CEO).

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### Conflict of Interest

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The Board commits itself and its Governors to ethical, business-like, and lawful conduct and the proper use of authority.

As a Board of Governors, we expect the following:

1. Governors shall not use their positions to obtain benefit or employment for themselves, family members, or close associates. Should a Governor desire to seek employment with Curl BC, he or she must first resign.
2. Governors shall not use information obtained through his/her position for personal gain.
3. Governors who may be directly or indirectly involved in a contract with Curl BC must declare that involvement at the Board meeting at which the question of the contract is first considered.
4. Governors shall disclose their involvement with other organizations, vendors, or any other associations that produce a conflict at each Board meeting and at any time during the year should their involvement change. A conflict is defined as a competing interest, influence or relationship which might impair or appear to impair a Governor's ability to perform his or her other duties and responsibilities objectively in the best interests of Curl BC.
5. There must be no self-dealing or any conduct of private business or personal services between any Governor and Curl BC, except as procedurally controlled, to assure openness, competitive opportunity and equal access to inside information.
6. Governors, who find themselves in an unavoidable conflict of interest when the Board is to decide an issue, must declare that conflict immediately and absent themselves without comment from the discussion and the vote on the issue. Governors who declare their conflict of interest are included in determining a quorum. Governors who declare a conflict of interest will be included in the Minutes by name and shall be entitled to receive related Board decisions.