



Policy on Board Structure

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[Note to Draft: References to relevant provisions of the By-Laws are set out in square brackets]

1. GOAL

- 1.1 To provide guidance for how the Chair, Board, Standing Committees and Ad Hoc Committees will contribute to the governance of Cycling Canada (CC).

2. PRINCIPLES

- 2.1 The Board shall be a “policy board” which means performing policymaking and risk assessment functions (and, conversely, not assuming operational roles) with appropriate independence from management. The Chair, Standing Committees and Ad Hoc Committees shall all contribute to this approach to governance, provided that, from time to time, some work performed, particularly by Ad Hoc Committees, may address planning for and practical implementation of specific activities.
- 2.2 The elected and appointed volunteers who hold office have many key responsibilities and duties; this Policy sets out certain of those responsibilities and duties which are in addition to those established in the By-laws and by applicable law.
- 2.3 The Standing Committees and Ad Hoc Committees provide counsel to and make recommendations to the Board **[Article 26(b) regarding Standing Committees]** in areas subject to Board oversight.
- 2.4 The duties of each Standing Committee are described in this Policy and that Standing Committee’s terms of reference **[Article 26(b)]**.
- 2.5 The duties of each Ad Hoc Committee are described in this Policy and that Ad Hoc Committee’s terms of reference **[Article 26(e)]**.

3. FIELD OF APPLICATION

- 3.1 This Policy applies to the Chair, Board, Standing Committees and Ad Hoc Committees.

4. DEFINITIONS

- 4.1 Standing Committee: A Standing Committee established by the Board including those Standing Committees referred to in the By-laws. [Article 26(a)]
- 4.2 Ad Hoc Committee: A committee established by the Board pursuant to the By-laws to address a specific area of focus. [Article 26(d)]

5. POLICY STATEMENT

- 5.1 In governing CC, the Chair, the Vice Chair (*if the Board choose to recognize one*), Standing Committees and Ad Hoc Committees will execute their roles and responsibilities in a manner consistent with this Policy (including without limitation the Principles set out above) and in compliance with the Articles, the By-laws, CC's policies, and applicable law.

6. PROVISIONS

6.1 CHAIR

6.1.1 The Chair has four primary roles.

- i) Exercise general oversight of the affairs of CC on behalf of the Board. [Article 25(d)]
- ii) Provide leadership and direction within the Board so that the Board is organized properly, can function effectively, and can fulfil its responsibilities.
- iii) Act as primary spokesperson for CC at the national and international level, including with leaders of equivalent organizations, and communicate with stakeholders about CC's strategic direction and priorities.
- iv) Provide counsel to the Chief Executive Officer and act as a conduit between the Board and management.

6.1.2 The duties of the Chair are described in the By-laws and include the functions listed below which are usual for the office of the Chair. [Article 25(d)]

A. Managing the Board

- i) Chair Board meetings [Article 25(d)] with a view to having the Board discuss only those issues that are within the purview of the Board and not within the purview of management.
- ii) Oversee the Board's review of its own performance, effectiveness and governance at a minimum of every year [Article 25(d)], against best practices.
- iii) Attend meetings of Standing Committees and Ad Hoc Committees from time to time as practical and appropriate. [Article 25(d)]

- iv) Alert Directors to their duties and obligations pursuant to applicable requirements that have the force of law.
- v) Work with the Board and Chief Executive Officer to establish the agenda for Board meetings.
- vi) In conjunction with the Chief Executive Officer, scheduling Board meetings and Members' meetings, co-ordinate the preparation of the agenda, information packages and related events in relation to Board meetings and Members' meetings.
- vii) Inform the Board and as appropriate Members and stakeholders in an appropriate and timely manner of matters important to CC's well-being and success.
- viii) In collaboration with the Chief Executive Officer, provide data requested by the Board.
- ix) Ensure that Directors have adequate opportunities to discuss issues without senior management present.

6.1.3 In the absence of a Chair, the Vice-Chair fill this role should there be one recognized by the Board.

B. Member, Public and Stakeholder Relations

- i) Chair Members' Meetings. [Article 25(d)]
- ii) Act as the spokesperson for the Board [Article 25(d)].
- iii) Act as the spokesperson for CC [Article 25(d)] provided that the Chief Executive Officer shall also act as the spokesperson for CC as and when appropriate).
- iv) In conjunction with the Chief Executive Officer, represent CC as and when appropriate with national and international agencies.
- v) In conjunction with the Chief Executive Officer, represent CC at official functions, national and international competitions, and other stakeholder gatherings.
- vi) Attend, whenever practicable, events, competitions, and Member activities, to listen to the viewpoints of individual athletes, coaches, officials and event organizers, and to communicate CC's priorities and achievements.

C. Working with Management

- vii) Act as a counselor for the Chief Executive Officer, including helping to review strategies, define issues, maintain accountability and build relationships.
- viii) Make the Chief Executive Officer aware of concerns of the Board, Members and other stakeholders.

- ix) Lead the Board in monitoring and evaluating the performance of the Chief Executive Officer.
- x) Work closely with the Chief Executive Officer to facilitate program and administrative strategies, plans and performance being appropriately represented to the Board.
- xi) In co-operation with the Chief Executive Officer, assist in representing CC with the federal government and national sport organizations to promote specific CC objectives.

6.2 BOARD

6.2.1 The Board functions as a policy board (which is described in the Principles set out above). The roles and the responsibilities of the Board include those described below but do not exclude any role or responsibility that is consistent with its role as a policy board (provided that, from time to time, some work performed may address planning for and practical implementation of specific activities).

6.2.2 Management of Chief Executive Officer

- i) Hire (including approving the Chief Executive Officer's job description), monitor performance, approve compensation, plan for succession, and provide advice and counsel in the execution of duties.
- ii) Review the Chief Executive Officer's performance, at least annually, against agreed upon written objectives.

6.2.3 Strategy and Planning

- i) Direct and participate with Standing Committees and senior management Staff in developing, and ultimately approving CC's strategic plan.
- ii) Approve the annual operational focus and budget plans that support the applicable strategic plan.
- iii) Monitor CC's progress in relation to its purpose, vision, and strategic plan, and revise and alter its direction in light of changing circumstances.

6.2.4 Oversight of Management and of National and International Environments

- i) Monitor emergent issues at national and international levels and determine nature (political or operational) of appropriate response.
- ii) Monitor the effectiveness of CC's organizational structure.
- iii) Consider and monitor measures taken to provide a safe and inclusive work environment for Staff.
- iv) Approve applications for all World Championship and International events organized by Cycling Canada prior to their submission to the UCI.

6.2.5 Financial Oversight

- i) Evaluate and use information provided by the Chief Executive Officer and others (including auditors) about the effectiveness of internal systems and controls (including without limitation management information systems).
- ii) Monitor and review program and financial performance relative to budgets and plans.
- iii) Approve financial statements and approve their release by the Chief Executive Officer.
- iv) Approve commencement or settlement of litigation that has a material impact on CC.

6.2.6 Risk Management

- i) Identify the principal risks to CC's business, including without limitation consideration of any reports from the Risk Management Committee and/or the Chief Executive Officer.
- ii) Monitor the Chief Executive Officer identification of the principal risks to CC's business and implementation of appropriate systems to manage such risks.
- iii) Receive, at least annually, reports from the Chief Executive Officer on risk matters relating to, among other matters, operational risk, human resources, health and safety, and related party transactions (if any).

6.2.7 Policies and Governance

- i) Review and approve policies on a scheduled basis while assessing their effectiveness.
- ii) Direct the Chief Executive Officer to ensure that CC always operates in accordance with applicable law and to the highest ethical and moral standards.
- iii) The Board will review its own performance, effectiveness and governance at a minimum of every year [Article 25(d)], against best practices.
- iv) Review and as appropriate recommend at the Annual Meeting changes to the Articles or the By-laws or both, identify matters requiring approval at the Annual Meeting, and approve the agenda for the Annual Meeting.

6.2.8 Legal Obligations

- i) Comply, including through clear communication with the Chief Executive Officer, with corporate and other legal requirements, including without limitation the proper and timely preparation, approval and maintenance of relevant records.

- ii) Comply with the *Canada Not-for-profit Corporations Act* and its regulations, other relevant legislation, the Articles, the By-laws and policies.

6.2.9 Director's Duties

- i) Each Director shall act honestly and in good faith with a view to the best interests of CC.
- ii) Each Director shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

6.3 STANDING COMMITTEES

6.3.1 Standing Committees

- i) Standing Committees are those listed in the By-laws and any other committee that may from time to time be designated by the Board as a Standing Committee even though not listed as such in the By-Laws.
- ii) The duties of each Standing Committee shall be as described in its Board-approved terms of reference [Article 26(b)] and in this Policy [Article 26(b)], including to provide counsel and make recommendations to the Board in areas subject to Board oversight. [Article 26(b) regarding Standing Committees]
- iii) Standing Committees have no authority to make decisions on behalf of the Board or to delegate any responsibility to the Chief Executive Officer or to Staff.
- iv) Standing Committees will convene as required (including by direction of the Board) to address issues as they arise. Standing Committees will generally meet virtually.
- v) Each Standing Committee will report to the Board by distributing minutes of its meetings, and through an oral report by the Standing Committee chairperson at the next Board meeting.

6.3.2 Nominations Committee

- i) The Nominations Committee is tasked with implementing the nominations process, communicating clearly with respect to that process, causing nominees to be appropriately vetted, and presenting the nominees in a clear, timely and informative manner to the Members.
- ii) The Nominations Committee will act in accordance with the By-Laws and with the Nomination Policy which outlines the process by which CC conducts a fair and unbiased nomination process.

6.3.3 Risk Management Committee

- i) The Risk Management Committee oversees the development of appropriate risk management practises and oversees their implementation to facilitate CC's accurate identification, assessment and minimization of risk.
- ii) The Risk Management Committee will act in accordance with the Risk Management Policy and will monitor and report on risk as an ongoing effort to enable informative decision making.

6.3.4 Finance & Audit Committee

- i) To assist the Board in its oversight of the integrity of CC's financial statements, of CC's compliance with legal and regulatory requirements, of the independence and qualification of the auditor, and of the performance of CC's internal audit function and of its auditors.
- ii) The Finance & Audit Committee will act in accordance with the Finance Policy and make recommendations to the Board with a view to CC's long-term financial health and stability through sound fiscal management and the application of prudent business practices.

6.3.5 Human Resources Committee

- i) The Human Resources Committee is responsible for conducting the Chief Executive Officer evaluation on an annual basis and will make recommendations to the Board regarding the annual compensation of the Chief Executive Officer.
- ii) The Human Resources Committee will also set performance benchmarks for the Chief Executive Officer and will monitor throughout each year to determine if any performance-based remuneration is warranted.

6.3.6 Governance and Ethics Committee

- i) The Governance and Ethics Committee is responsible for the development of, and the review process regarding, all of CC's policies to facilitate CC operating within consistent boundaries and with minimal risk.
- ii) The Governance and Ethics Committee's work will be consistent with the Policy on Policy Development and will be conducted with a view to achieving alignment among policies governing CC's operations.

6.4 AD HOC COMMITTEES

- i) The duties of each Ad Hoc Committee shall be as described in its Board-approved terms of reference [Article 26(e)] and in this Policy [Article 26(e)], including to provide counsel and make recommendations to the Board in a specific area of focus subject to Board oversight. [Article 26(d) and Article 26(e)]

- ii) Ad Hoc Committees have no authority to make decisions on behalf of the Board or to delegate any responsibility to the Chief Executive Officer or to Staff.
- iii) Each Ad Hoc Committee will be dissolved when it is no longer required (as determined by the Board).

7. REVIEW AND APPROVAL

7.1 Original Policy development lead: Rose Mercier.

7.2 Current Policy development lead: Peter Lawless, Louizandre Dauphin, Andrea Eby, Matthew Jeffries, Mathieu Boucher.