



Policy on Board Structure, Board Activities and Board Mandate

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1. GOAL

- 1.1 To provide guidance for how Cycling Canada's (CC) Board of Directors (the "**Board**"), the Board Chair, Standing Committees and Ad Hoc Committees will contribute to the governance of CC.
- 1.2 This CC Policy also serves as the Board Mandate ("**Mandate**") to assist the Board in supervising the management of the activities and affairs of the CC as required under the *Canada Not-for-profit Corporations Act* (the "**Act**") and the *Canadian Sport Governance Code* (the "**Code**").

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 as Directors of the Board have many key responsibilities and duties; this CC Policy sets out certain of those responsibilities and duties which are in addition to those established in the CC By-laws and by applicable law.
- 2.3 The Standing Committees and Ad Hoc Committees provide counsel to and make recommendations to the Board in areas subject to Board oversight.
- 2.4 The duties of each Standing Committee are described in the By-laws, this CC Policy and that Standing Committee's terms of reference.
- 2.5 The duties of each Ad Hoc Committee are described in the By-laws, this CC Policy and that Ad Hoc Committee's terms of reference.

3. FIELD OF APPLICATION

- 3.1 This CC 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.
- 4.2 **Ad Hoc Committee:** A committee established by the Board pursuant to the By-laws to address a specific area of focus.

5. POLICY STATEMENT

- 5.1 In governing CC, the Board, 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 CC 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.
- 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:

A. Managing the Board

- i) Chair Board meetings 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, against best practices.
- iii) Attend meetings of Standing Committees and Ad Hoc Committees from time to time as practical and appropriate.
- 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 Staff present.

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.
- ii) Act as the spokesperson for the Board .
- iii) Act as the spokesperson for CC 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

- i) Act as a counselor for the Chief Executive Officer, including helping to review strategies, define issues, maintain accountability and build relationships.
- ii) Make the Chief Executive Officer aware of concerns of the Board, Members and other stakeholders.
- iii) Lead the Board in monitoring and evaluating the performance of the Chief Executive Officer.
- iv) Work closely with the Chief Executive Officer to facilitate program and administrative strategies, plans and performance being appropriately represented to the Board.

- v) 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 EXTERNAL REPRESENTATION

- 6.2.1 Further to Section 6.1 of this CC Policy, the Chair has primary responsibility for external representation activities on behalf of the Board.
- 6.2.2 All external representation activities relating to the operational and daily activities will be the responsibility of the Chief Executive Officer who may, from time to time, delegate this responsibility to represent CC to a CC employee. The Chief Executive Officer will be responsible for day-to-day contact with the media and public and for making statements on behalf of CC.
- 6.2.3 Political representation to international and national organizations and agencies will be the responsibility of the Chair. If s/he chooses not to represent CC to one or more of these organizations, the Board will identify other/s with the appropriate authority, experience and credibility to hold such a mandate.
- 6.2.4 The Board will approve all Canadian candidates to committees and commissions when such support is required by the UCI, the Pan American Confederation or any such other organization where CC is represented.
- 6.2.5 CC shall maintain continuing contacts and good working relationships with Canadian members in UCI Commissions and Committees even if they are not formally representing CC.
- 6.2.6 The CC Athletes' Council is responsible for designating the athlete representatives to the annual Athletes CAN Forum and the COC Athletes' Council; these representatives are responsible to report to the CC Athletes' Council.
- 6.2.7 All CC representatives must report to the Board on their representation activities.

6.3 BOARD

- 6.3.1 Subject to the limitations imposed by statute and the Board's oversight function and ultimate responsibility for the stewardship of CC responsibility for the day-to-day management of CC's business and affairs has been delegated to CC's senior management Staff. The Board may also delegate certain matters to Standing Committees or Ad Hoc

Committees of the Board. Any responsibility not delegated to management or a Standing Committee or Ad Hoc Committee of the Board remains with the Board.

- 6.3.2 The Board's delegation of responsibility for the day-to-day management of CC's business and affairs to CC's senior management Staff will be subject to such limitations as the Board may impose including, but not limited to, specified financial limits.
- 6.3.3 Those matters which require Board approval are set out in **Error! Reference source not found.** attached hereto.
- 6.3.4 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):

A. Management of Chief Executive Officer

- i) Hire (including approving the Chief Executive Officer's job description), monitor performance, determine and 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.

B. 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.

C. 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 CC prior to their submission to the UCI.

D. 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.

E. Risk Management

- i) Identify, monitor and report on principal risks to CC's business in conjunction with the Risk Management Committee and/or the Chief Executive Officer, in accordance with the Risk Management Policy.

F. 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 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.

G. 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.
- iii) Each Director is responsible for acting in accordance with the obligations contained in the Act and any other applicable laws. Among other things, each Director is required to:
 - (A) act honestly and in good faith with a view to the best interests of CC;
 - (B) supervise the management of the policy-making functions of CC;

- (C) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and
- (D) exercise independent judgement.

6.4 RESPONSIBILITIES OF DIRECTORS

6.4.1 The primary responsibility of individual Directors is to act honestly and in good faith and to exercise their judgment in what they reasonably believe to be the best interests of the CC. The Board has developed the following specific expectations of Directors to promote the discharge by the Directors of their responsibilities and to promote the proper conduct of the Board:

- i) *Understand CC and its Activities.* Each Director is expected to develop and maintain a thorough understanding of the CC's activities, its strategy, operations, financial position and performance, the risks it faces and the competitive, social and political environments in which it operates.
- ii) *Loyalty and Ethics.* All Directors owe a duty of loyalty to CC which requires each Director to put the best interests of CC ahead of any other commercial interest or personal interest they may have. Directors must disclose any conflict of interest on any issue, including any interest in a material contract or transaction, brought before the Board and refrain from participating in the Board discussion and voting on the matter unless asked by the Board to do so.
- iii) *Prepare for Meetings.* Directors are expected to diligently prepare for each meeting, including by reviewing all materials circulated in advance of each meeting and should arrive prepared to discuss the issues presented. Directors are encouraged to contact the Chair of the Board, Board Committee chairs, the Chief Executive Officer and any other appropriate senior management Staff to ask questions and discuss agenda items prior to meetings.
- iv) *Attend Meetings.* Directors are expected to maintain a high attendance record at meetings of the Board. Attendance by telephone or video conference may be used to facilitate a Director's attendance. Directors are also encouraged to attend of those Committees of which they are a member. CC will include in the materials that are distributed to the members in connection with the election of Directors the attendance record of each Director for all Board and Committee meetings held since the beginning of CC's most recently completed financial year.
- v) *Participate in Meetings.* Directors are expected to be active and effective participants in the deliberations of the Board by participating fully and frankly in Board discussions and encouraging free and open discussion of the affairs of CC.
- vi) *Continuing Education.* Directors are expected to pursue continuing education opportunities to maintain and enhance their abilities as directors and ensure that their knowledge of the activities of CC remains current.
- vii) *Confidentiality.* Each Director must maintain the confidentiality of information received in connection with their services as a Director of CC.

6.5 BOARD MEETINGS

6.5.1 All Board meetings shall be conducted in compliance with Article 24 of the By-laws.

6.5.2 *Information.* Information and data that are important to the Board's understanding of the business to be conducted at a Board meeting will normally be distributed to the directors reasonably in advance of the meeting or as soon as possible.

6.5.3 *Agenda.* The agenda for each Board meeting, as established by the Chair, will be distributed to directors in advance of each Board meeting to allow the Board members sufficient time to review and consider the matters to be discussed. Each Board member is free to request the inclusion of other agenda items, request the presence of, or a report by, any member of senior management Staff and/or request the consideration of matters that are not on the agenda for that meeting, although voting on matters so raised may be deferred to another meeting to permit proper preparation for a vote on an unscheduled matter.

6.5.4 *In-camera.* Directors will meet separately at every Board meeting and at such other times as they may determine appropriate, without management present. The Chair of the Board will inform the Chief Executive Officer of the substance of these meetings to the extent that action is required by management.

6.5.5 *Procedures.* Procedures for Board meetings are determined by the Chair unless otherwise determined by the By-laws of CC or a resolution of the Board.

6.6 CORPORATE SECRETARY

6.6.1 The Corporate Secretary acts as secretary to the Board. In the absence of the Corporate Secretary, or at the election of the Board, the Board may appoint any other person to act as secretary of the meeting.

6.6.2 The Corporate Secretary keeps minutes of the proceedings of the Board and circulates copies of the minutes to each Director on a timely basis.

6.7 STANDING COMMITTEES

- 6.7.1 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.
- 6.7.2 The duties of each Standing Committee shall be as described in its Board-approved terms of reference, as posted on CC's website, and in this CC Policy, including to provide counsel and make recommendations to the Board in areas subject to Board oversight.
- 6.7.3 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.
- 6.7.4 Standing Committees will convene as required (including by direction of the Board) to address issues as they arise. Standing Committees will generally meet virtually.
- 6.7.5 Each Standing Committee will report to the Board by distributing minutes of its meetings, and/or through an oral report by the Standing Committee chairperson at the next Board meeting.
- 6.7.6 The chairperson of each Standing Committee is responsible for guiding such Standing Committee in the fulfillment of its duties and responsibilities.

6.7.7 Nominations Committee

- i) The Nominations Committee is tasked with implementing the director nominations process, communicating clearly with respect to that process, causing candidates to be appropriately vetted, and presenting the candidates and associated recommendations 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.

6.7.8 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.

6.7.9 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.

6.7.10 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.

6.7.11 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.

6.8 AD HOC COMMITTEES

- 6.8.1 The duties of each Ad Hoc Committee shall be as described in its Board-approved terms of reference and in this CC Policy, including to provide counsel and make recommendations to the Board in a specific area of focus subject to Board oversight.
- 6.8.2 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.
- 6.8.3 Each Ad Hoc Committee will be dissolved when it is no longer required (as determined by the Board).
- 6.8.4 The chairperson of each Ad Hoc Committee is responsible for guiding such Ad Hoc Committee in the fulfillment of its duties and responsibilities.

7. PUBLICATION

- 7.1 This CC Policy will be published on CC's website.

8. REVIEW AND APPROVAL

- 8.1 Original Policy development lead: Rose Mercier.

8.2 Current Policy development lead: Denise Ramsde, Lara Check, Mathieu Boucher

SCHEDULE A

MATTERS REQUIRING BOARD APPROVAL

The Board has the responsibility for considering and approving the following matters (as well as any other matters that may be specified by the Board from time to time). Some of these responsibilities are statutorily required responsibilities, while other responsibilities are required in accordance with good governance practices.

- Adopting a strategic plan.
- The submission of any question or matter to the Members of CC which requires the approval of the members.
- The filling of a vacancy among the Directors or in the office of auditor, or to the extent permitted by the Act and CC's articles, the appointment of additional Directors.
- The issuance of new memberships.
- The approval of an amalgamation of CC.
- The approval of all financial information and other disclosure documents that are required by law to be approved by the Board before they are sent to the Members.
- The approval of an amendment to the articles of CC.
- The adoption, amendment or repeal of any By-law of CC.
- Annual budgets.
- Entering into transactions of a fundamental nature such as reorganizations, material acquisitions or dispositions.
- Entering into any contract, agreement or commitment out of the ordinary course of business.
- Entering into any agreement with an officer, Director or Member.
- Terminating, suspending or significantly modifying any material activity or business strategy of CC.
- Undertaking a new activity.
- Making any material change to a strategic plan that has been approved by the Board.
- The appointment, compensation and/or removal of the Chief Executive Officer or any senior officer of CC.