Gymnastics Newfoundland and Labrador

Board of Director Guidelines

Policy Name	Original date (Amendments):	Activation Date:
Board of Director Guidelines	December 2020 (February 2021) (September 2024)	September 2024
Approved By Board of Directors	**Linking To** 1. Committees Terms of Reference 2. Confidentiality and Conflict of Interest	**Replacing Previous Version** December 2020 February 2021
Review Cycle Reviewed annually by the Governance Committee with recommendations to the Board of Directors		

TABLE OF CONTENTS

Page

SECTION 1: AUTHORITY OF THE BOARD OF DIRECTORS

1.1 The Board of Directors of Gymnastics Newfoundland and Labrador ("**Gymnastics NL**") shall oversee the business and affairs of Gymnastics NL through formulating, approving, directing and establishing all matters of policy, procedure, budgeting and planning.

SECTION 2: ROLE OF DIRECTORS

2.1 **Legal Responsibilities.**

2.1.1 A Director must meet high standards of conduct and diligence in carrying out their responsibilities to Gymnastics NL as described below:

(i) **Duty of Care.** The duty of care describes the level of competence expected of a Director and is commonly expressed as the duty of "care that an ordinarily prudent person would exercise in a like position and under similar circumstances." This means that a Director owes the duty to exercise reasonable care when they make a decision as a steward of Gymnastics NL.

(ii) **Duty of Loyalty.** The duty of loyalty is the most important fiduciary duty. A Director must give undivided allegiance to the organization when making decisions affecting Gymnastics NL. A Director shall act in the interests of the organization and not in their own interests and shall not use information obtained through their position for purposes other than the best interests of Gymnastics NL.

2.1.2 Within fifteen (15) days of a Director being elected or appointed in accordance with the by-laws and this policy, the Executive Director shall have such individual registered as a Director with the Registry of Companies for Newfoundland and Labrador.

2.2 **Individual Director Responsibilities.** Director responsibilities include, but are not limited to, the following:

2.2.1 **Expectations of Directors**

(i) fulfil their responsibilities in an impartial manner and to the benefit of the organization at all times;

(ii) act professionally and demonstrate support of Gymnastics NL including Board decisions;

(iii) be informed about Gymnastics NL's mission, services, policies and programs;

(iv) maintain the highest standard of ethical conduct and personal and professional integrity;

(v) treat gymnasts, coaches, officials, staff, volunteers and spectators with respect and consideration at all times;

(vi) provide Gymnastics NL with a current Criminal Record Check to be renewed every three years from the date of issue. If a fee is incurred, it will be reimbursed by Gymnastics NL;

(vii) possess sensitivity to and acceptance of differing views; and

(viii) build a collegial working relationship with other Directors that contributes to consensus.

2.2.2 **Meetings**

(i) regularly attend Board and other important Board-related meetings and functions, including special events;

(ii) volunteer for, and willingly accept assignments, and complete them thoroughly and on time; and

(iii) stay informed about Board and Committee matters and prepare themselves well for meetings, and review and comment on minutes and reports.

2.2.3 **Committees**

(i) commit to and actively participate in committee work; and

(ii) be a cooperative member of their assigned committees.

2.2.4 **Gymnastics NL Organizational Improvement**

(i) be an active participant in the Board's periodic self evaluations;

(ii) suggest possible nominees to the Board and its committees who can make significant contributions to the work of the Board and of Gymnastics NL;

(iii) inform others about Gymnastics NL;

(iv) be willing to develop additional Board skills (e.g. understanding financial statements, board governance best practices, meeting etiquette); and

(v) refrain from making special requests of the Executive Director and staff not required in performing Director duties.

2.3 **Ethical Conduct.**

A Board Director of Gymnastics NL shall:

2.3.1 represent the best interests of the organization, while respecting the needs and priorities of individual clubs and other members;

2.3.2 focus their efforts on the mission of the organization and not their personal goals;

2.3.3 not use the organization or serve on the Board for their own personal advantage or for the individual advantage of their affiliate club, friends or supporters;

2.3.4 abide by all Gymnastics NL policies;

2.3.5 approach all Board issues with an open mind, prepared to make the best decision for the whole organization;

2.3.6 do nothing to violate the trust of the members;

2.3.7 never exercise authority as a Board member except when acting in a meeting with the full board or as delegated by the Board.

2.4 **Conflict of Interest.** Directors shall declare conflicts of interest and abstain from discussion and voting on matters of conflict at Board meetings.

SECTION 3: BOARD MEETING ATTENDANCE

3.1 Each Director is required to attend a minimum of seventy percent (70%) of Board meetings each year. The Board should strive to set its meeting schedule for the upcoming twelve (12) months within thirty (30) days following the AGM, with the goal to achieve a consistent regulatory scheduled meeting time, where practical. The meeting schedule is subject to change based upon the needs of Gymnastics NL.

3.2 **Notification of Absence.** A Director may be absent with notification when the Director has advised the Gymnastics NL Secretary, President or the Executive Director in advance by e-mail. If the Director is absent without notification, extenuating circumstances will be considered. The Secretary is responsible for tracking Board member attendance.

3.3 **Leave of Absence.** A Director may take a leave of absence from the Gymnastics NL Board for up to six (6) months within a 12-month period during their current term. Such leave of absence shall be made in writing to the President of Gymnastics NL including an explanation of the reason. During a leave of absence, their tasks will be reassigned and their leave will count towards their total term of service. If, after their leave of absence, they are still unable to fulfil their duties, they must resign in writing to the Board.

3.4 **Definition of a Board Attendance Problem.** Unless a Director has been granted a leave of absence, a Board attendance problem occurs if any of the following conditions exist with regard to a Director’s attendance, if the Director:

3.4.1 has two absences in a row without proper notification,

3.4.2 has three absences in a row, but has provided proper notification, and/or

3.4.3 has been absent from more than thirty (30) percent of the total number of Board meetings in a 12-month period.

3.5 **Procedure for Handling a Board Attendance Problem.** Where a Board attendance problem exists, the following procedures shall apply:

3.5.1 The President shall discuss the attendance problem with the offending Director in person, by telephone or by video call (“**Intervention**”). The attendance problem may be concluded without resignation of the offending Director from the Board with this Intervention, or the President may issue a formal, written caution to the offending Director, in which case the Board will be notified in writing that such action has been taken, and provided a copy of such formal written caution. A copy of the formal, written caution shall be placed in the Director's evaluation file maintained by the President.

3.5.2 Instead of a formal, written caution, the President may refer the problem to the entire Board. If a voluntary resignation is requested by the Board, but not agreed to by the offending Director, the Board shall consider recommending removal of the Director by the members in accordance with Gymnastics NL's by-laws.

3.5.3 Should the attendance of the President be at issue, an Intervention and any subsequent actions shall be taken by the Vice President.

SECTION 4: DIRECTOR ORIENTATION

4.1 A Director shall be provided with Board training and orientation applicable to their position and experience.

4.2 The Board, together with the Executive Director, may develop a specific program or process for Director Orientation.

SECTION 5: DISCIPLINE OF A DIRECTOR

5.1 **Principals.** Although disciplinary action and/or removal of a Director from the Board is rare, a process is required in the event it is ever needed. The Board or a Disciplinary Committee, as appropriate in the circumstances, may determine disciplinary action of a Director or recommend removal of a Director from the Board by members for cause. Cause may include, but is not limited to, a conflict of interest improperly managed, a Director breaking confidentiality, unethical behaviour, excessive absenteeism, or having become an impediment to the Board's work. Any removal of a Director by members shall be in accordance with Gymnastics NL's by-laws and applicable legislation.

5.2 The Director being considered for discipline or recommended removal by the members must be given a fair and impartial hearing with an opportunity to hear and address their alleged transgressions.

5.3 **Criminal Act.** In the event of an offence of a criminal nature and where charges have been or may be laid, the President may, in their own best judgment, suspend the Director immediately pending the completion of the full disciplinary process per section 5.

5.4 **Process for Minor Infractions.**

5.4.1 The President will contact the alleged offending Director in person, by telephone or by video call to discuss the alleged transgression, the recommended resolution and future expectations of the Director. The issue may be resolved with this conversation.

5.4.2 Resolution may include any of the following:

(i) a verbal conversation between the parties with documented notes from the discussion maintained by the President;

(ii) formal written caution from the President to the Director, with a copy kept by the President and placed in the Director's evaluation file and a copy provided to the Board; and

(iii) voluntary resignation by the Director if the Director believes that the transgression warrants it, and/or the confidence of the Board in the Director has been lost, such resignation shall be effective in accordance with Gymnastics NL's by-laws.

5.5 The action will be referred to a Board Disciplinary Committee as per section 5.6 if either:

5.5.1 a resolution is not reached through section 5.4, or

5.5.2 the infraction is severe enough in the opinion of the Board to warrant immediate advancement to a Board Disciplinary Committee.

5.6 **Process for Major Infractions.** A Board Disciplinary Committee ("**Disciplinary Committee**") shall be struck by the Board, if in the opinion of a majority of the Board a major infraction has occurred, or due to the inability to resolve a minor infraction through the process outlined in section 5.4.

5.7 The Committee shall include three Directors, one of which shall be a member of the Governance Committee, who shall act as Chair of the Disciplinary Committee.

5.8 The following are the procedures that shall be followed, subject to Section 5.9:

5.8.1 *Notice of Discipline Process* - The Chair of the Disciplinary Committee, shall promptly advise the Director accused of the offense ("**Offender**") that a Disciplinary Committee has been struck, and that the Chair of the Disciplinary Committee will contact the Offender within seven (7) business days to start the process.

5.8.2 *Transfer of Information* - The Chair of the Disciplinary Committee shall forward all information from discussions that occurred under the process under section 5.4, where applicable, or information about the major infraction accusation, to the Disciplinary Committee for review. This information will also be provided to the Offender in writing.

5.8.3 *Discipline Hearing* - The Disciplinary Committee will arrange to meet in person or virtually by telephone or video conference within twenty-one (21) days of the "Notice of Discipline Process". All parties must have copies of all materials being presented and all parties must be able to hear all people involved in the hearing.

5.8.4 *Speakers at Hearing* - If appropriate, a designate of the Board who shall be selected at the Board's discretion, may asked by the Chair of the Disciplinary Committee to speak on behalf of Gymnastics NL, and the Offender, or their representative if the Offender so choses, shall speak on behalf of themselves. Other parties / witnesses of either the Board Disciplinary Committee or the Offender may also be asked to contribute at the hearing, such parties / witnesses shall be disclosed to the Disciplinary Committee and the Offender in advance of the hearing.

5.8.5 *Deliberations in Private* - The Offender and any representatives or other parties / witnesses shall remove themselves from the hearing for Disciplinary Committee deliberations.

5.8.6 *Disciplinary Decision* – The incident resolution may include any of the following:

(i) formal written reprimand from the Disciplinary Committee to the Offender, with a copy kept by the President and placed in the Offender's evaluation file.

(ii) voluntary resignation by the Offender if the Offender believes that the transgression warrants it, and/or the confidence of the Board has been lost; or

(iii) Recommendation by the Board to the members for the removal of the Offender from the Board in accordance with Gymnastics NL by-laws.

5.8.7 *Report of Decision* - The Disciplinary Committee shall report their decision to the Offender and the Board within two (2) days of completion of the Hearing.

5.8.8 *Resignation* - Should the Director decide to resign from the Board, their resignation shall be effective in accordance with Gymnastics NL's by-laws.

5.9 The Disciplinary Committee, together with the Offender, may elect to amend the procedure identified in Section 5.8 if unanimously agreed.

5.10 **Identification of Minor and Major Infractions.**

5.10.1 Examples of Minor Infractions include, but are not limited to:

(i) a single instance of disrespectful comments or behaviour directed towards others;

(ii) conduct contrary to the values of Gymnastics NL; and

(iii) a single, minor instance of non-compliance with the policies, procedures, rules, or regulations of Gymnastics NL, including these Board of Director Guidelines, but excluding any instance of abuse, harassment, or discrimination as outlined in the Gymnastics NL *Abuse, Maltreatment, and Discrimination Policy*.

5.10.2 Examples of Major Infractions include, but are not limited to:

(i) repeated Minor Infractions;

(ii) major or repeated violations of the policies, procedures, rules, or regulations of Gymnastics NL, including these Board of Director Guidelines;

(iii) any violations of Gymnastics NL's *Abuse, Maltreatment, and Discrimination Policy*;

(iv) intentional damage to Gymnastics NL's property or improper handling of Gymnastics NL's finances;

(v) conduct that intentionally damages the image, credibility, or reputation of Gymnastics NL, including actions taken despite a clear conflict of interest; and

(vi) a conviction for any offence under the *Criminal Code*, R.S.C., 1985, c. C-46.

5.11 **Removal of a Director from the Board.**

5.11.1 Removal of a Director shall be in accordance with Gymnastics NL's by-laws.

5.11.2 Should the Disciplinary Committee determine that the Board recommend to the members for the removal of the Offender from the Board, in accordance with Gymnastics NL by-laws, the procedures will be as follows:

5.11.3 A meeting of the Board shall be called to take place within fourteen (14) days of the Disciplinary Committee's report of its decision to the Offender and Board, as outlined under section 5.4, with notice to all directors, including the Offender.

5.11.4 The Chair of the Disciplinary Committee shall speak and outline the rationale for the recommendation of the removal of the Offender by the Disciplinary Committee.

5.11.5 The Offender shall have the opportunity to speak on their own behalf about the accusations made.

5.11.6 Directors can ask questions of clarification of either party.

5.11.7 Prior to the Board deliberating consideration of a recommendation to the members to remove the Offender from the Board, the Board shall first offer the Offender the opportunity to resign.

5.11.8 The Offender shall not vote on the recommendation by the Board to the members but may be in the room when the Board vote is taken.

5.11.9 Two-thirds of the voting members of the Board is required to approve the recommendation to the members to remove of the Offender.

5.11.10 Upon any termination or resignation of a Director from the Board, whether voluntary or otherwise, any and all Gymnastics NL-owned materials and assets held by the Director shall be returned to the Gymnastics NL office within one (1) week of the effective date of the termination or resignation.

5.11.11 The Board must promptly begin the process of recruiting a new Director in accordance with its by-laws.

5.12 **Disciplinary Action Against the President.** If the disciplinary action is against the President of the Board, the President's role as described in Section 5 is taken by the Vice President.

SECTION 6: EVALUATION OF THE BOARD

6.1 Evaluation of the Board of Directors is an important part of good governance.

6.2 Directors shall be given the opportunity to provide informal verbal feedback at each Board of Directors Meeting and Committee Meeting. Formal evaluations shall occur on a periodic basis, and the Board should seek to conduct such evaluations once per year.

6.3 **Board and Committee Evaluations.**

6.3.1 Where requested to do so, Directors shall complete a formal written, anonymous evaluation about the performance and effectiveness of the Board and any of the Board Committees that a Director serves on.

6.3.2 A summary of the evaluations shall be completed by the President, in confidence, and results shared by the President to the Board for the Board evaluation and by the Chair of each Board Committee for the Committee evaluations.

6.4 **Individual Director Evaluations.** Where requested to do so, a formal, written self-assessment and anonymous 360˚ peer assessment of Directors shall be completed and shall be collected and compiled and shared with individual Directors by the President, and in the case of the President, by the Chair of the Governance Committee.

SECTION 7: COMMITTEES

7.1 Standing committees, as outlined in the Gymnastics NL by-laws, are established by and responsible to the Board and are permanent, ongoing functional committees of Gymnastics NL.

7.2 **Advisory, Technical and Ad Hoc Committees.**

7.2.1 The Board has the authority to create ad hoc committees, which may be operational, advisory, or technical in nature as required to address specific matters. For all ad hoc committees established by the Board, terms of reference will be developed by the Executive Directors and approved by the Board prior to committee appointments.

7.2.2 The Executive Director has the authority to create ad hoc committees, which may be operational or technical in nature as required to address specific matters. For ad hoc committees established by the Executive Director, terms of reference will be developed by the Executive Director or Technical Director (if a technical committee) and presented to the Board for review at the next meeting of the Board.

SECTION 8: DIRECTOR ELIGIBILITY

8.1 **Employees of Gymnastics NL**. Employees of Gymnastics NL are not eligible to serve on the Board of Directors. Employees are those who are employed full- or part-time by Gymnastics NL to a staff position, or who receive more than $10,000 in honorarium or other compensation (excluding expense reimbursements) annually from Gymnastics NL, or are part of the Gymnastics NL reporting structure and for whose actions Gymnastics NL accepts responsibility.

8.2 **Contractors.** Independent contractors doing business with Gymnastics NL may not serve on the Gymnastics NL Board of Directors.

8.3 **Employees of Other Sport Bodies.** Employees of other sport bodies, such as clubs or provincial/national sport organizations, and members of the Boards of other organizations, may serve on the Gymnastics NL Board provided they make full disclosure of their interests to the Gymnastics NL Board Directors and abstain from discussion and voting on matters of conflict at Board and Committee meetings. These individuals must also respect the confidentiality of Gymnastics NL's Board proceedings.

8.4 **Gymnastics NL Directors on Boards of Other Sport Bodies.** A Gymnastics NL Board Director may sit on the Board or Executive of other sport bodies or be a Club Owner, employee or Director of a Gymnastics NL Member Club but must make full disclosure of their interests in these other organizations to the Gymnastics NL Board and abstain from discussion and voting on matters of conflict at Board and Committee meetings.

8.5 **Additional Director Eligibility Stipulations**

8.5.1 An individual may hold only one (1) position on the Gymnastics NL Board. If an individual wants to run for or be appointed to another position on the Board, they must first resign from their current position in order to be eligible.

8.5.2 If a Director wishes to apply for a staff position, they must inform the President in confidence before proceeding with the application.

8.5.3 If a Director successfully applies for a staff position, they must resign from the Gymnastics NL Board before accepting a staff position.

8.6 **Financial Considerations.** All voting members of the Board are volunteers. There is no financial remuneration other than reimbursement of out-of-pocket expenses (including the cost of a Criminal Record Review) incurred in the course of performing Director duties.

8.7 It is the duty of Gymnastics NL to maintain adequate Directors' and Officers' Liability Insurance at all times,

8.8 Directors will be indemnified in accordance with the Gymnastics NL by-laws.

8.9 Directors shall be reimbursed at current Gymnastics NL rates for normal expenses of travel, meals and accommodation incurred in the course of performing Board business. Extraordinary expenses must be approved in advance by the Executive Director. All claims must be submitted on the Gymnastics NL expense claim form and supported by receipts.

8.10 **Board Meetings**

8.10.1 **Meeting Etiquette.** The Gymnastics NL Board of Directors is comprised of individuals from various backgrounds and professions. In order to maximize the time of all Directors, the following guidelines are applied:

(i) be punctual to meetings;

(ii) turn cell phones off during meetings;

(iii) speak only when recognized by the President during meetings;

(iv) stay to the point during discussions in meetings;

(v) act with courtesy;

(vi) always include a subject line in your email messages;

(vii) write with care and precision; and

(viii) be concise and to the point.

8.11 **Timelines.** The Gymnastics NL Board of Directors meets as a minimum of four (4) times annually but shall seek to meet once per month.

8.12 **Agendas, Reports & Discussions**

8.12.1 Agenda items for each Board meeting shall be submitted to the Secretary and to the Executive Director at least five (5) working days prior to the meeting.

8.12.2 The agenda, written reports by the Executive Director and Board Committees, other information and supporting material shall be provided to the Secretary for electronic distribution by the Secretary to the Directors at least two (2) business days prior to the Board meeting.

SECTION 9: COMMUNICATION TO THE MEMBERSHIP

9.1 The Board of Directors, Standing Committees or Ad Hoc Committees may, from time to time, wish to communicate with the Gymnastics NL membership. All correspondence between the Board and the membership, or a committee and the membership, must be circulated through the appropriate Gymnastics NL staff member first. All official Gymnastics NL communication must come from a Gymnastics NL official email account or other standard communication tool of Gymnastics NL.