Governance Policy

June 14, 2019

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1. POLICY STATEMENT

Judo Canada follows a policy governance model that outlines a clear delineation of roles and responsibilities between the Board of Directors (the Board), the President and Officers, Committees and the Chief Executive Officer (the CEO). This Policy shall always be in compliance with Judo Canada's By- Laws and Canadian laws as amended or enacted from time to time.

2. APPLICATION

This policy applies to Judo Canada's Board of Directors, Judo Canada's Committees and Judo Canada's CEO and staff.

The **Board of Directors** of Judo Canada is accountable to the membership for competent, conscientious and effective governance. The Board will direct, control and inspire the organization through the careful establishment of strategic direction and written policies reflecting the organization's values.

Judo Canada's **President** is responsible for the stewardship of the Board. As such, the **President** represents the leadership of the Board and maintains a mission focus, ensuring benefits to the members and maintaining the integrity of governance.

Directors shall fulfill their respective roles and responsibilities as defined by Judo Canada's By-Laws and their terms of reference as amended from time to time.

The **Committees** of Judo Canada play an advisory role and report to the Board of Directors or the CEO as determined in the Committee's terms of references.

The **CEO** is responsible for the day-to-day management of the affairs of Judo Canada, supervision of other staff members, and the execution of the organization's strategic plan.

3. THE BOARD OF DIRECTORS

The statutes providing for incorporation of Judo Canada require directors to supervise the management of the affairs of the organization. In addition to this mandate the governing authority of the Board is set out in Judo Canada's By-Laws. Directors are trustees of the organization and have responsibility to oversee the organization's business, to monitor results and to endeavour to ensure that all major issues affecting the business and affairs of the organization are given proper consideration.

It is the primary responsibility of the Board to ensure that the assets and resources of the organization are properly managed. The Board of Directors focuses on establishing the strategic direction and the results to be achieved by the organization. Although it must delegate the organization's management responsibilities to the CEO, the Board shall retain the role of steward of the organization.

The Board will concentrate its efforts on the following:

- Establish Judo Canada's Mission, Vision, Values and monitor progress towards strategic desired and expected results.
- Prepare governing documents and organizational policies that, at the broadest levels, address:
    - Develop governance process – how the Board carries out and monitors its own tasks
    - Ensure good Board/Committee/Staff Relationships – how the Board maintains positive relations among the Board, Committees and staff, and how the Board delegates authority to and holds Committees and staff accountable for their duties
    - Monitor the organization's ethical values and behaviour – these are the boundaries of prudence and ethics within which all activities and decisions will take place
- Recruit, hire and supervise the CEO; ensure ongoing evaluation the CEO's performance, competence and integrity; set the CEO's compensation package; support the CEO.
- Advocate and liaise with the Federal Government and General Public.
- Oversee mechanisms for mediation of disputes, appeals and independent arbitration.
- Assess the Board's performance and effectiveness and accountability; monitor and assess the Board's processes
- Present annually to the membership an audited financial statement and a review of Judo Canada's progress toward the achievement of stated strategic expected outcomes.
- Ensure Judo Canada maintains sufficient financial resources to function effectively.
- Fulfill any responsibilities required by law.
- Undertake its activities and responsibilities in the best interests of Judo Canada

Each Director is a representative of Judo Canada and shall speak for the organization only on clearly defined policy matters. In addition, they shall defend the organization or its operations against criticism. Justified criticism shall be brought to the attention of the appropriate person or the Board, when appropriate.

Directors have no direct operational authority. An individual Director has no authority to commit the organization to any action or policy. All Directors shall abide by all the decisions of the Board.

Directors who are recipients or partners in Judo Canada programs need to exercise caution when dealing with operational activities of the organization, and clearly distinguish those times when they are acting as a Director and when they are acting as a client or partner.

Director shall refrain from being in a conflict of interest (CI) situations, declare if they are in a CI situation and shall not be involved in discussions and decisions related to the CI situation as per Judo Canada's conflict of interest policy.

4. THE OFFICERS

Judo Canada's Officers are the President, Vice President, General Secretary, Treasurer, and CEO. The Officers will have responsibilities as outlined in the By-laws.

5. THE PRESIDENT

Judo Canada is dependent upon a skilled and effective President and the President must have a positive working relationship with the CEO.

Judo Canada's President is responsible for the stewardship of the Board of Directors . As such, the President represents the leadership of the Board and maintains a mission focus, ensuring benefits to the members and maintaining the integrity of governance.

The President of Judo Canada forms the working link between the Board and the CEO. In partnership with the CEO, the President may direct the CEO to a course of action on behalf of the Board. The President's working relationship with the CEO sets the tone for the relationship with the Board and serves as a model for the behaviour for other Board members toward the CEO.

The President is accountable to the Board and acts on the Board's behalf between Board meetings – consulting and taking actions as required. As such, the President must be a leader in sport: networking and advocating on behalf of Judo Canada.

The President/CEO Relationship

1. The President will be the primary point of contact for the Board. While respecting their own responsibilities – the President to lead the Board and the CEO to manage the operational activities – they will work as partners to serve the success of the organization.
2. The Board expects that in establishing an effective working relationship between the CEO and the Board, the President will:
    - Focus the CEO and Board on key goals, strategies and accountabilities, making sure everyone understands who is responsible to whom and for what.
    - Respect the role of the CEO and work through those situations where the line between management and governance is not clear.
    - Avoid territorial behaviour with the CEO when issues are not easily defined as either a Board or staff responsibility and communicate candidly about the situation and adjust their approach accordingly.
    - Understand that the success of the President/CEO relationship is measured by the impact on Judo Canada and not by the strength of their personal relationship.
3. Debate and disagree behind closed doors but maintain a consistent and united front on important issues, particularly when making public appearances where the two should speak with one voice.

4. Avoid conflict that ensues from neglecting or abdicating their own duties or encroaching on the other's areas of responsibility.
5. Support each other by ensuring they are informed of the other's domain.
6. Guard against developing a special or confidential relationship that tests the boundaries of ethical practice.

The Responsibilities of the President

- To make the Board stronger by suggesting appropriate governance practices, keeping the Board mission focused, engaged and inspired, speaking with prospective Board candidates and providing orientation to new directors.
- Create healthy and productive relations between the CEO and Board by establishing clear personal and professional boundaries around the interactions between the two; reprimanding those that overstep bounds or show disrespect for colleagues, and demonstrating optimism, inclusiveness, integrity and respect in relationships.
- Manage the flow of information between the CEO and the Board so that it acknowledges the Board's information needs and acknowledges the contributions of others.
- Seek out opinions of other Board and Board Committee members and ensure their concerns are dealt with by the Board or brought to the CEO's attentions.
- Set an example of the respectful balance between passion for the organization and dogmatic views.
- In consultation with the Board and CEO, delegate responsibilities to Directors and Committees.

The President may not perform, or cause to be performed, anything that may be considered unlawful or immoral in violation with Judo Canada's Code of Conduct or other Policies or inconsistent with the funding source requirements or franchise/regulatory organizations on executive authority.

Any breach of a Judo Canada's policies by the President must be reported to the Board, to guarantee that no violation has been kept from the Board.

6. BOARD COMMITTEES and OPERATIONAL COMMITTEES

The actions of the Board are guided by results-oriented policies researched, developed and overseen by Committees established by the Board.

Board Committees are struck to aid the process of governance, not management. Board Committees are in place to delve into more detail than the Board as a whole. The Committees prepare truly Board-level policy issues, but not in areas that have been delegated to staff, so as not to compromise the clear accountability linkage between the Board and the CEO.

The Board may appoint such standing or advisory Committees as it deems fit, to perform such function as the Board may from time to time determine.

Operational Committees shall be created and appointed by the CEO and reporting to the CEO.

A specific Terms of Reference that outlines the following must guide the formation and role of each Committee:

- Mandate
- Key Duties
- Authority
- Policy Responsibility
- Composition
- Appointment
- Meeting structure and schedule
- Resources
- Objectives/Deliverables
- Evaluation & Reporting

The Board of Directors may be required, from time-to-time, to create ad-hoc Committees to aid the process of governance. Board Committees must not be assigned tasks that oversee, become involved in, or advise management or operational function unless otherwise authorized or requested by the CEO, by the Board in absence of the CEO or in exceptional circumstances.

7. THE CHIEF EXECUTIVE OFFICER (CEO)

Judo Canada is dependent upon a skilled, effective and supported CEO and on a positive working relationship between the President the Board and the CEO. The role of the CEO is to manage the operations of the organization.

Judo Canada realizes that for effective governance there must be a sound working relationship and clarity of roles between and among the Board, the President and the CEO. For the governance of Judo Canada to be effective the CEO must work with the Board to clarify the distinction between management and governance. This relationship, well conceived, will form the basis for good governance. However, this working relationship requires effort and ongoing attention.

The CEO/Board Relationship

1. The CEO, as the delegate of day-day management responsibilities, is the only staff member who reports to the Board. The Board may only communicate with staff is through the CEO.
2. The CEO has the delegated authority for day-to-day administration and management of staff. The CEO receives clear expectations from the Board. The CEO does not need the board's further permission to act in exercising this authority.

3. The CEO may, at his or her discretion, strike and determine the mandate of Operational Committees, including to assist the CEO and / or staff on operational and technical matters
4. On operational matters, the CEO may seek advice from individual Directors or Board Committees, however; none of these, excluding the President, have the power or authority to provide formal direction.
5. The CEO is bound only by decisions of the Board, except in instances where the Board has specifically authorized such exercise of authority to the President, or one of its Directors or a designated Committee.

The Responsibilities of the CEO

1. It is the CEO's responsibility, with full encouragement of the Board, to provide leadership in shaping the vision, defining priorities, developing policies and creating a sense of forward momentum and forward action, while recognizing that this process cannot be carried out in isolation of the Board or Judo Canada's partners.
2. The CEO will develop, for the approval of the Board, an annual plan and budget, inclusive of annual goals and performance measures that demonstrate how the Board's approved strategic plan will be implemented and evaluated.
3. It is the CEO's responsibility to keep the Board well informed. In general, this will be done through reports that document progress of the strategic plan and provision and explanation of relevant materials for Board meetings. The CEO is expected to be candid in sharing information about the problems and successes of the organization, allowing the Board to make responsible, informed decisions on behalf of Judo Canada.
4. The CEO will, with Board authority, direct the administration and management of Judo Canada. In doing so, the CEO will; a) exercise fiscal prudence, b) practice sound risk management, c) adhere to existing Judo Canada policies and procedures and d) develop and recommend Judo Canada policies and positions, outlining their implications for Board consideration.
5. The CEO is not a Director but, per the By-laws, is an Officer with duties described in the By-laws.

The CEO may not perform, nor cause to be performed, anything unlawful, nor anything in breach of Judo Canada's by-laws or policies.

Approved by The Board of Directors on June 14, 2019