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## GOVERNANCE

### THE RCA BOARD AND THE EXECUTIVE COMMITTEE: Roles, Responsibilities and Authority Levels

#### Introduction

The RCA Constitution establishes the following governance structure:

- a) a Board of Directors responsible to the membership for overseeing the affairs of CARA and for the development of policies for CARA;
- b) an Executive Committee responsible to the Board for the management of CARA as well as for the performance of such duties as may be assigned to it by the Board.

This policy paper incorporates the roles and responsibilities of these two bodies as set out in the Constitution and the further responsibilities and authority levels that apply.

#### The Board of Directors

Under the Constitution the Board, in addition to its oversight role:

- a) approves applications to be a voting member;
- b) prescribes rules and regulations and bylaws relating to the management and operation of CARA and relating to the participation in CARA sanctioned events, including all rules
- c) relating to the registration of club members;
- d) approves changes to the Constitution for subsequent ratification by the membership;
- e) hears appeals from decisions of the Executive Committee on disciplinary matters;
- f) decides the time and place of the Annual General Meeting of the members; and
- g) appoints honorary officers.

In addition, the Board of Directors may appoint such agents and may engage such employees as it may from time to time deem necessary with such authority and duties as the Board may prescribe.

In practice the Board of Directors discharges its oversight role by:

- a) establishing a strategic plan;
- b) approving an annual action/operating plan and budget;
- c) reviewing the operating results at regular Board meetings;
- d) approving the annual financial statements for presentation to the members at the Annual General Meeting;
- e) reviewing annually the terms of reference of all committees; and

- f) approving the following actions proposed by the Executive Committee:
- obtaining a bank line of credit or loan facility;
  - entering into a contract for a period exceeding one year and with an annual cost exceeding \$10,000;
  - entering into an agreement to which any contingent liability is attached in an amount exceeding \$10,000;
  - amending the approved annual budget.

In establishing the Strategic Plan, the Board considers budget implications and special initiatives contemplated that will be beyond the current budget and considers the impact of inflation.

Three Board meetings are generally held - in the Spring (March-May), October and December (in conjunction with the AGM). The Spring meeting should ideally be held in March, before the start of the new year, but the Spring break tends to make this difficult for the members. The December meeting tends to be short because of the AGM. Dates for Board meetings are set 12 months in advance.

The Board has established a Provincial Relations Advisory Committee to advise it on RCA services and provincial relations.

### **The Executive Committee**

Under the Constitution the Executive Committee, in addition to its management role:

- a) determines the time, course, terms and conditions for the annual holding of The Royal Canadian Henley Regatta;
- b) hears and decides on any disciplinary matter;
- c) appoints two persons to sign all contracts, documents, or any like instruments, required to be executed by CARA.

In practice, the Executive Committee, in discharging its management role, carries out the actions that can be expected of running the Association including the hiring of employees, the renting of office space, entering into agreements with funding agencies and sponsors, initiating fundraising activities, purchasing or leasing equipment including equipment for the national team and purchasing the supplies and services required for the running of the Association.

The duties of the officers who form the Executive Committee are set out in the Constitution and the Executive Committee is given the power to appoint committees for any purpose.

To enable the Board to exercise its oversight role, the Executive Committee is responsible for providing it with relevant information on a timely basis. This includes information related to approval of and any planned changes to:

- the strategic plan;
- the annual action/operating plan;



- the annual budget;
- the management structure;
- policy recommendations; and
- bank or other loans.

Policy recommendations include RCA's policies for its membership (as included in the policy manual) and positions taken with associated third parties on matters relating to strategy and policies (e.g., positions taken with Sport Canada or FISA). They do not include internal policies, such as staff hiring policies and internal control procedures, or agreements entered into with athletes, sponsors, funding agencies and service providers (except as noted under "The Board of Directors" above).

With respect to budget changes, proposed revisions to the budget, such as may arise in the event of a larger than expected Sport Canada grant or a significant shortfall in revenues, require Board approval if they exceed 5% of budgeted revenues. Variances between actual and budget in individual elements of a budget do not require Board approval since VPs have some latitude to manage their budgets within the plan approved by the Board. For clarification, if the variance will arise as a result of a departure from the plan approved by the Board on the basis of which the budget was prepared then Board approval is required. On the other hand, a variance in the size of the national team or change in the events that they will compete at would not require Board approval provided that the result was not to exceed the high-performance budget approved by the Board.

The RCA office is responsible for sending information to the Board on a timely basis, according to a schedule established by the RCA office, so that Board members have adequate time to consider and reflect on a matter before the meeting at which the matter will be discussed and voted on. This, of course, is subject to the exigencies of the situation. A matter might arise suddenly on which a decision has to be taken in time to meet a third party's deadline. Information on actual results compared to the approved plan and budget are presented to the Board in a half year report in October and in a full year review at the Spring meeting. These reports address steps taken and the current position in relation to the action plan and the budget.

## **Committees**

Under the Constitution, the Executive Committee can appoint committees for any purpose. It has created a number of committees that direct their recommendations to the responsible Vice President who presents them to the Executive Committee or the Board as appropriate. The respective Vice-Presidents are responsible for ensuring that the committees meet when they should, address the strategic planning actions in their area and issue their minutes promptly.

Committee minutes should be clear and concise and should be submitted to the Vice-President within two weeks of the meeting with the Committee Reporting template attached (it is on the web site under The Organisation/Policies + Guidelines). The Vice President



reviews the minutes before approving them for issuance to the Executive Committee together with commentary where the Vice President deems it necessary on the matters raised.

Five days after the minutes have been circulated to the Executive Committee they are sent to the Board and to other committees. This delay is to ensure that confusion is not created by a minute that is contrary to RCA policy or anticipates a decision which has not yet been taken.

Each Vice President is responsible for ensuring that any actions required by the executive committee or the RCA office are identified from the minutes and addressed in a timely fashion by way of correspondence, conference call or face to face meeting as the nature of the item and its urgency dictate.

The terms of reference of all committees established by the Executive are reviewed annually by the Board. They appear on RCA's web site for the reference of the membership.

