



# Governance Document

This document seeks to provide guidance on the governance of Skal Canada and the positions within the Board and the Executive, and how they relate to the Clubs. It is intended to build on the materials already in existence that describe the roles and responsibilities of the Skal Canada Board, its Members, and the Executive Committee.

## Skal Canada Board Authority

### Definitions

The Board makes two kinds of decisions: those that are *binding* on the Clubs, and those that are *consultative* with recommendations to the Clubs (requiring approvals at the Club level). These are further defined with examples below.

#### **Binding Decisions**

- Fees and dues charged by Skal Canada to the Clubs for its operations and administration.
- How it manages fees and dues passed on to Skal International.
- All decisions relating to the internal financial workings of Skal Canada (budgeting, revenue generating ideas not directly impacting Clubs, spending allocations).
- Statutes revisions
- Sanctions and disciplinary actions
- Formations of new Clubs
- Elections
- Decisions on future meeting locations

#### **Consultative Decisions**

- Decisions that may require the Clubs to spend their money, outside of fees and dues.
- Decisions that may materially impact the operations of Clubs, or that may require due diligence on the part of the Clubs to implement.
- Decisions that may commit Clubs to actions that may be in conflict with existing agreements i.e. sponsorships or contracts.
- Decisions that may commit Clubs to take actions that may negatively impact their financial health (the national raffle could potentially replace a Club's already effective local fundraising activities for a lesser benefit).

### General Governance Provisions

- Whenever possible, background and diligence information relating to matters that require a vote at Board meetings should be circulated in advance to permit Board Members to adequately prepare.
- Consultative decisions in particular should, whenever possible, be circulated to Board Members, in advance, so that Board Members may review matters with their Club Executive prior to the

meeting. The Statutes require that the Board Members receive notification at least 30 days prior to a vote on some matters.

- ❑ The Board Members are responsible for reporting and conferring with their Clubs, to ensure that Board decisions will be upheld by the Clubs.
- ❑ Board meetings are held to hold discussion and make decisions. The Board shall seek to make all decisions that can reasonably be made during the Board Meetings. Delaying decisions often requires revisiting the issues and does not add to the knowledge and information that informs the decision.
- ❑ Electronic voting is permissible when decisions are required between Board meetings.

### **National Board Representatives**

Skal Canada Board Representatives are sent by, and at the expense of, their Clubs, to meet twice a year and make decisions at the Board balancing both the national need and their own Club's needs. In choosing their Representative to the Skal Canada Board, each Club must consider a number of factors, with two primary considerations, affecting the Club and the National Board. These are further explored below.

#### ***Club Considerations***

- ❑ The Board Member has the authority to commit Clubs to binding decisions, and materially frame recommendations on consultative decisions. The choice of who represents a Club is an important matter.
- ❑ The Board Member needs to be integrated into the leadership of the Club to a degree that they have the pulse of the Club and can represent the Club effectively in national discussions. The National Board is only as strong as the Board Representatives who bring knowledge and perspective from the Clubs.
- ❑ Clubs need Board Members who will report back effectively, and be a liaison between the National Board and the Club. The Club Boards need to be aware of, and supportive, of the direction Skal Canada is going, and the decisions it makes.
- ❑ Clubs must balance the challenge of continuity and stability with opportunity and regeneration in their choice of Skal Canada Board representation.
  - Having the same representative for longer periods brings continuity, efficiency, a better understanding of context, and may result in better effectiveness in decisions. The flip side of the coin is that longer serving representatives may result in a resistance to change and new ideas.
  - Changing representatives too frequently could result in a reduction in effectiveness through a lack of contextual understanding on ongoing discussions, a lack of awareness of the responsibilities they bear as a Skal Canada Board Member. In addition, the fiduciary responsibility of Board Members is impacted by too much turnover.

#### ***National Considerations***

- ❑ Board members need to be prepared and informed, ready to discuss and make decisions. They need to show consideration for their fellow Board members in being responsible with their time and commitments.
- ❑ Board members have a fiduciary responsibility, and may be held personally liable for negligent financial management of Skal Canada.

- ❑ Board members should wear both hats responsibly, representing the national interest as well as their Club's. They need to advise the Board if they have concerns their Club will not support consultative decisions.
- ❑ The work of Skäl Canada takes place all year. Board members represent their Clubs throughout the year, and this includes attending two live meetings per year, attending 'electronic' meetings that may arise between live meetings, serving on Committees when appropriate, providing feedback and voting online when issues can't wait for the next live meeting, and generally meeting commitments made.
- ❑ When a Board member is unable to attend a meeting, they should prepare their alternate to the best of their ability, so that the alternate is more effective in the performance of their duties at Board meetings.
- ❑ New Club Representatives to the Skäl Canada Board may be asked to participate in an Orientation to help them come up to speed more quickly.

### **Executive Committee Governance**

The Executive Committee is comprised of Board Members who are experienced, and committed to the growth and strengthening of Skäl Canada. They are leaders of the organization in terms of strategy, vision, and interfacing with Skäl International. The Skäl Canada Board, while focused on the governance of the organization, is also called upon to perform operational tasks at times through its committees. The Executive Committee takes the lead in managing the business of Skäl Canada, working with the Executive Director.

The Executive Committee must balance the need to keep the organization moving and responding to urgent matters with the need to follow proper governance with regard to the Skäl Canada Board. The challenge is significant, because the Board often has changing membership, and is faced with varying commitment levels from its members. The logistics of involving the Board in decisions is often challenging. The following guidelines are intended to bridge the governance gap as much as possible.

- ❑ Decisions made in live meetings, after thorough discussion and debate, are generally better decisions that reflect the common wisdom, and are likelier to be followed. Therefore, the Executive Committee and the Board should seek to make as many decisions as possible during the live meetings.
- ❑ A third annual meeting, held electronically, may be considered, given the unequal distribution of time between the live meetings (in 2016 there will be only 4 months between live meetings, and those months are the least active in the Skäl calendar).
- ❑ Because all Board members have a fiduciary responsibility, the Executive Committee shall not make financial decisions without Board ratification.
- ❑ All committees of the Board have terms of reference and work within that framework. Committees bring back their recommendations to the full Board for discussion and approval. The Executive Committee is a committee of the Board, and follows this governance principle with the following exceptions:
  - Issues that are sensitive or involve privacy considerations, that do not expose Skäl Canada to financial risk
  - Issues that arise that require an immediate response that does not logistically permit convening the Board electronically.
  - Decisions or confirmations required by Skäl International

- Minutes of the meetings of all the Skäl Canada Board committees are made available to all Board Members either as inclusions circulated with Executive Committee minutes or directly reported to the Board during presentations of findings and recommendations.

### **Skäl Canada Executive Committee Roles & Responsibilities**

#### **PRESIDENT (ARTICLE 12)**

##### **Representation**

- Entrusted with the duties and responsibilities of executing the decisions of the National Meetings and the National Executive Committee.
- Preside over all meetings of the National Board of Directors, directs the discussions and deliberations, conduct the proceedings and ensure that the National Committee functions effectively and efficiently.
- Official and legal representative of the National Committee.
- All documents legally binding on the National Committee must bear the signature of the President jointly with a Vice President.
- Report to Board meetings concerning the activities of the executive Committee.
- Office of President may not be combined with any other position at the National level or at a Club level.

##### **Duties**

- Oversight and approval of agendas, minutes
- Contributes to communications
- Liaise with Clubs, SIUSA, SIMEX, Skäl International,
- Chairs NAASC when host country

**Term** January 1 - One year

#### **INTERNATIONAL SKÅL COUNCILLOR (ARTICLE 6)**

##### **Representation**

- Not a Club delegate but must be an Active or Life member.
- A full voting member of the National Executive Committee but non-voting on the Board of Directors.
- Attends the Council meetings as the representative of the National Committee and fully informs the Board of Directors on all matters related with the duties of the Councilor.
- If unable to attend a meeting of the Council, the National Executive Committee shall deputize an interim replacement until the next election.

##### **Duties**

- Statutes/ Governance reviews
- NAASC relations
- New club development
- Assists with membership processing as required

**Term** January 1 Two (2) years with the possibility for two (2) further terms of two (2) years.

## **VICE PRESIDENTS**

### **Representation**

- A Vice President, in order of seniority, shall be deputized for the President whenever the necessity arises.

**Term** 1 year, re-election up to 3 years

## **FINANCE (ARTICLE 14)**

- Prepares budget for the income and expenditures for submission to the Fall Board Meeting.
- Oversees the operating income and expenses of the organization
- Periodic reports to the Executive Committee and year end reports at the Annual General Meeting.
- Ensures payment of all dues and membership fees are remitted to the General Secretariat by the due date.
- Oversight of financial matters related to special projects

## **ADMINISTRATION (ARTICLE 15) (PUBLIC RELATIONS/ RAFFLE)**

- In the absence of the Executive Director, oversees records, notices, and administrative duties.
- Oversee Statutes reviews, present draft amendments to the Executive Committee and Board of Directors, ISC and General Secretariat
- Oversee the communications strategy for the organization

## **MEMBERSHIP DEVELOPMENT (ARTICLE 16)**

- Oversee membership initiatives and update resource materials
- Focus will be equally to retain members and grow membership.
- Identify potential cities for the formation of new clubs
- Administer the Active Individual Membership (AIM) category
- Maintain a 'best practices' document for review at National Meetings.
- Liaise with each club membership director
- Communicate new membership categories, criteria and up-dates in conjunction with the International Skål Councilor
- Set National and Club membership targets for new members in conjunction with the Membership Directors from each club.
- Prepare and present a report identifying growth and attrition statistics.

## **EXECUTIVE DIRECTOR (ARTICLE 13)**

- Drafting notices and minutes of the meetings of the National Board and Executive Committee Meetings.
- Receiving, circulating, drafting and (e-)mailing all correspondence.
- Preparing the agenda for all meetings in agreement with the President.
- Liaise with Skål International and the Skål Clubs.
- Facilitates updating of the Statutes
- Processes membership proposals to the General Secretariat
- Maintaining financial records/ coordinating annual audit
- Maintaining records
- Coordinating member and public communications