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## 2018 ROWONTARIO Board Information Package

### Composition

The Board comprises seven (7) Directors. Three (3) of the Directors are Officers of the Association: the President, Secretary and Treasurer, elected from among the Directors at the first Board meeting after the annual general meeting. The remaining Directors also act in the capacity of Committee or Working Group members or Chairs, at the discretion of the Board (Committees of the Board) or the Executive Director (Operating Committees).

The Board is a competency based Board. Potential Directors are sought who have one or more of the following skills; some skills, highlighted, are of particular interest:

- Personnel Management (Human Resource Professional designation)
- Fundraising experience and/or funding source contacts
- Media/Marketing/Public Relations contacts/experience
- Government relations (municipal, provincial and national) experience
- Legal designation (LL.B.)
- Experience in strategic planning
- An understanding of the various stakeholders of the Association and their needs
- Expertise in organizational oversight
- Interest and expertise in long-term, high level, program and initiative development that will grow and enhance the Association
- A clear understanding of policy development, implementation and monitoring.
- Accounting designation (CA, CMA, CGA)
- Professional qualifications (MD, PhD, MBA, Sport Science)
- Grant writing, proposal writing experience
- Administration/Management experience
- Communications experience
- Organizational development
- Project management experience
- Sport organization experience at multiple levels (local, provincial, national and international)

### Term

The term of office for each Director is 2 years. There are four Directors' positions that are open for election at the 2018 AGM. Three Director's position are open for election at the 2019 AGM.

## **Annual General Meeting**

The Annual General Meeting will be held on December 1, 2018. Typically, the AGMs are held in the GTA in the last weekend in November.

## **Dates and Times of Board Meetings**

There are up to two face-to-face Board meetings held at a mutually convenient time in March and in November, contiguous with the AGM. The March meeting is usually 1 to 2.5 days; the Board meeting that takes place on the AGM weekend is 2 – 3 hours. Conference calls are scheduled throughout the year, as the need arises—usually in the evening hours from 7:00 or 8:00 PM onwards. Again, these are scheduled at a mutually convenient time, and last between 1 and 2.5 hours. The conference call meeting to approve the annual audit is held in the last week of June each year.

## **Time Commitment**

In addition to the Board meetings, there is an expectation that Board members will attend the ROWONTARIO Masters championships (second weekend in July – 1 day), the ROWONTARIO Championships (last weekend of July—2 days), the AGM, and the 1-day Training Conference that takes place on the same weekend as the AGM. In 2018, the AGM and Training Conference will both be held on the same day.

Board members are expected to prepare for meetings in advance by reviewing material, to participate in discussions to further the objectives of the Board, and also to serve on one or more committees of the Board. Presently, the following are Standing Committees of the Board:

- Human Resources Committee
- Governance Committee (and Nominating Sub-Committee)
- Membership Fee Advisory Committee
- Finance Committee

The Terms of Reference for each of these Committees may be found [here](#).

Further details on the Role of the Board, the Committees and the “job descriptions” for the Officers may be found below.

## Appendix

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### Role of the ROWONTARIO Board

The ROWONTARIO Board is a governance team, that strategically directs and leads the organization. It makes key decisions regarding priorities and roles, defines expectations and delegates authority, to monitor adherence to legal requirements. It does not manage programs or people, nor delve into operational details.

The Board, on behalf of its members, guarantees accountability by assuring that ROWONTARIO:

- (a) Achieves appropriate results for the appropriate persons at an appropriate cost, in an appropriate time frame and
- (b) Avoids unacceptable activities, conditions and decisions.

The Board's emphasis is on the organization's vision rather than on operations. The Board encourages diversity of viewpoints, facilitates collective decision-making and focuses on a view of the future with consideration of the past and present through:

- Cultivating group responsibility by:
  - a. Being responsible for excellence in governing and initiating policy.
  - b. Using the expertise of individual members to inform and enhance the ability of the Board as a body to function
  - c. Being responsible for understanding, accepting and promoting the collective values, policies and decisions of the Board.
- Directing, controlling and inspiring the organization through the careful establishment of broad written policies that reflect the organization's values and perspectives. The Board's primary policy focus will emphasize long-term implications outside the operating organization.
- Enforcing on the Board whatever discipline is needed to govern with excellence. Discipline applies to matters such as attendance, preparation for meetings, availability and responsiveness, adherence to policy-making principles, respect of roles and diversity of opinion by ensuring the continuity of governance capability. Board development includes orientation of new members in the governance process and periodic discussion of process improvement.

The Board has five essential responsibilities:

1. Direction setting - Establishing the organization's vision, direction and priorities
2. Stewardship – Ensuring that organizational performance serves all the membership; managing relationships with stakeholders
3. Financial accountability - Ensuring the financial health of the organization
4. Effective Human Resource management - Ensuring the organization has appropriate human resources
5. Operational oversight - Directing the organizational operations by providing directions on expected outcomes to the Executive Director

## Role of Committees

As mentioned above, there are two types of Committee: Standing or Board Committees, and Operational Committees. Standing Committees are formed by the Board and generally, comprise members of the Board, and one or two members at large to bring external expertise to the discussions of the Committees. Operational Committees are involved in operational planning, and the execution of that planning, for the Association.

**Standing Committees** of the Board include:

- Governance Committee
  - Nominations Sub-Committee
- Finance Committee (that addresses Audit and Risk)
- Human Resources Committee
- Membership Fee Advisory Committee

These Committees are included in the By-Laws which may be found [here](#).

**Operational Committees** are formed by the Executive Director and report regularly to the Executive Director or staff designate. Operational Committees assist the Executive Director by operationalizing the policy decisions set by the Board. Operational Committees:

- a. Make enquiries on behalf of the Executive Director and/or staff designate including retaining advisors and experts to assist it in such enquiries;
- b. Delegate the Operational Committee's powers and functions to an individual or a working group
- c. Make recommendations to the Executive Director and/ or staff designate
- d. Manage programs for which the Executive Director is accountable to the Board, for example, the Umpires Committee

The current Operational Committees comprise the Umpires Committee and the ROWONTARIO Awards Committee.

## Job Descriptions of Officers:

### President

The Role of the President is to assist with the strategic leadership of the Association and be responsible for the general supervision of the affairs and operations of the Association. S/he acts as chief spokesperson for the Board.

Responsibilities of the **President**:

1. **Agendas** - Cause to be established, agendas aligned with annual Board goals and preside over Board meetings. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.

2. **Chairing Meetings** - If present, chair meetings of Member Clubs. The President, if present, shall be the chair of Board meetings.
3. **Direction** - Serve as the Board's central point of communication with the Executive Director of the Association; provide guidance to the Executive Director regarding the Board's expectations and concerns. In collaboration with the Executive Director, develop standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to ensure that management strategies, planning and performance information are appropriately presented to the Board.
4. **Performance Appraisal** - Lead the Board in monitoring and evaluating the performance of the Executive Director through an annual process.
5. **Work Plan** - Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.
6. **Representation** - Serve as the Board's primary contact with the public.
7. **Reporting** - Cause for a regular report to be made to the Board on issues relevant to its governance responsibilities.
8. **Board Conduct** - Set a high standard for Board conduct and enforce policies and the By-laws concerning Directors' conduct.
9. **Mentorship** - Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.
10. **Succession Planning** - Ensure succession planning occurs for the Executive Director and Board.
11. **Committee Membership** - Serve as member on all Board committees except the Nominating Sub-Committee if s/he is a candidate for a Board position.
12. **Statutory Functions** - Perform all of the duties of the president of the Association as set out in the Act, and shall, for the purposes of the Act, be the president of the Association.
13. **Delegation** - The President may delegate responsibilities identified by the President (other than those related to the President's role as a Director) to staff of the Association.

The President should possess some or all of the following characteristics:

- Commitment to the Association and strong knowledge of the Association's governance and operational issues
- Strong managerial and leadership skills
- Ability to commit the required time and
- Excellent interpersonal skills.

## **Secretary:**

The Secretary's role is to be the record keeper of the organization.

Responsibilities of the **Secretary:**

The Secretary shall:

1. **Board Conduct** - Support the President in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

2. **Document Management** - Cause to be kept a roll of the names, addresses and other pertinent contact details of the Member Clubs (and whether or not each is in good standing), and of the Directors. Ensure the proper recording and maintenance of minutes of all meetings of the Association, the Board and Board committees. Attend to correspondence on behalf of the Board. Cause the Association to have custody of all minute books, documents, registers and the seal of the Association and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.
3. **Meetings** - Cause for such notice to be given as required by the By-Laws of all meetings of the Association, the Board and Board committees. Attend all meetings of the Association, and the Board and where applicable, Board committees.
4. **Mentorship** - Serve as a mentor to other Directors.

This position requires the following:

- Attention to detail
- Strong written and verbal communication skills
- Knowledge of Association By-Laws and Constitution

### **Treasurer:**

The role of the Treasurer is to manage the overall finances of the Association.

Responsibilities of the **Treasurer**:

1. **Custody of Funds** - Direct the custody of the funds and securities of the Association and shall cause to be kept, full and accurate accounts of all assets, liabilities, receipts and disbursements of the Association in the books belonging to the Association and shall cause to be deposited all monies, securities and other valuable effects in the name and to the credit of the Association in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The Treasurer shall cause to be disbursed the funds of the Association as may be directed by proper authority taking proper vouchers for such disbursements, and shall cause to be rendered to the President and Directors at the regular meetings of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Association. Ensure that all financial reports and remittances are prepared and filed as required by law or requested by the Board. The Treasurer shall also perform such other duties as may from time to time be directed by the Board.
2. **Board Conduct** - Maintain a high standard for Board conduct and uphold policies and the By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

3. **Mentorship** - Serve as a mentor to other Directors.
4. **Financial Statement** - Present to the Member Clubs at the annual meeting as part of the annual report, the financial statement of the Association approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.
5. **Delegation** - The Treasurer may delegate responsibilities identified by the Treasurer (other than those related to the Treasurer's role as a Director) to staff of the Association.

This position requires the following:

- A thorough knowledge and understanding of financial reports
- Ability to communicate financial information and concepts
- Provide the board with an account of financial transactions and financial position of the Association at each meeting of the board
- Ability to articulate the board's financial questions to the staff
- Ability to explore financial options and decisions for long term goals.