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## **BCSA Board of Directors Policy**

BCSA Board, Approved on September 23rd, 2018.

### **1. Objective**

1.1. Recognizing that the Board of Directors of the British Columbia Sailing Association (BCSA) are trustees under the law and is responsible for the effective governance of the organization, this policy provides directors with an overview of their role, responsibilities and legal duties. It also addresses directors' authority, preferred attributes and evaluation.

### **2. Principles**

2.1. This policy supports the principles of good governance and reflects the legal duties and obligations of directors as articulated by the New Societies Act as well as the Constitution and Bylaws of the British Columbia Sailing Association (BCSA).

2.2. The Board of Directors shall supervise the management of the affairs of the society and may exercise all of the powers of the society.

### **3. Policy Statement**

The British Columbia Sailing Association is committed to pursuing excellence in board governance and ensuring that BCSA directors uphold their legal duties and Responsibilities.

### **4. Directors' Legal Duties and Authority**

4.1. A Board of Directors, as outlined in the Bylaws shall govern the BCSA.

4.2. The BCSA Board is a legal entity and the legal authority for the BCSA and has the power to do all things necessary to fulfill the organization's mandate. As a member of the Board, a Director has a legal duty to act with Care, Loyalty and Diligence.

#### 4.2.1. Duty of Care – Every Director will:

(a) Act honestly and in good faith with a view to the best interests of the Society; and

(b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

#### 4.2.2 Duty of Loyalty - Every Director will:

(a) Represent the Society in a positive manner;

(b) Avoid and/or declare conflicts of interest;

(c) Respect confidentiality and protect the confidentiality of private information to which I become a party to as a member of the Board (e.g. member lists, financial information)

Section  
G00.1

GOVERNANCE: Board of Directors

Board of Directors Policy

Approved:  
September 23, 2018

Current Version Approved:  
September 23, 2018

Date of Last review:

(d) Refrain from using my position on the Board for my own personal advantage or to the detriment of the interests of the British Columbia Sailing Association;

(e) Respect the integrity and abilities of my fellow Board members; and

(f) Act as one entity by supporting the decisions of the Board, even if they might not personally agree with them and might not have voted to support the ultimate decision.

#### 4.2.3 Duty of Diligence - Every Director will:

(a) Carefully and regularly review all documents relating to the corporation's

financial affairs;

- (b) Review and participate in formulating budgets and strategic plans;
- (c) Develop a sound knowledge of all aspects of the corporation;
- (d) Comply with all applicable statutes and regulations applying to the Society;
- (e) Hold and attend meetings regularly;
- (f) Create procedures to mitigate risk; and
- (g) Enlist the advice of professionals when required.

## 5. Directors' Authority

5.1. The Board of Directors is the legal authority for BC Sailing and has been bestowed the powers and responsibilities to fulfill BCSA's mission and purposes. As a member of the Board, a Director is a trustee under the law and is responsible for the effective governance of BCSA, and stewardship of BCSA's resources and Assets.

## 6. Attributes

6.1. To fulfill legal duties and responsibilities, Directors must demonstrate the following Attributes:

6.1.1. Commitment to the vision, mission, values, norms of behavior and work of BCSA.

6.1.2. Specific knowledge or skills in one or more areas of Board policy governance (policy, programs, personnel, finance or advocacy).

6.1.3. Willingness to serve on one or more committees of the Board.

6.1.4. Attendance at Board, assigned committee and Annual General Meetings.

6.1.5. Engagement in the business of the Board.

6.1.6. Support of BCSA's special events and projects.

## 7. General Duties

7.1. A Director is expected to be fully informed on BCSA matters and to participate in the Board's deliberation and decisions on matters of policy, finance, programs, personnel and advocacy. These duties may include:

7.1.1. Establishing and/or safeguarding the mission and planning for the future;

7.1.2. Developing, reviewing and approving policies to govern the operations of BCSA;

7.1.3. Developing, reviewing and approving BCSA legal and key documents, such as bylaws, strategic plans, and policies, and providing recommendations to the membership on changes to these documents;

7.1.4. Reviewing the Board's structure, approving structural changes and preparing bylaw amendments to implement desired changes;

7.1.5. Approving BCSA's annual budget and annual financial statements and monitoring interim financial reports;

7.1.6. Approving the hiring and termination of staff;

7.1.7. Approving the terms of reference of Board committees and the appointment of members to committees.

7.1.8. Assisting in the development and maintenance of positive relations between the Board, committee members and staff which will continually enhance BCSA's fulfillment of its mission.

7.1.9. Risk management;

7.1.10. Performing specific duties and tasks as may be assigned by the Board from time to time.

8. Performance Expectations: At a minimum, it is expected that Directors will:

8.1. Give notice, with reasons, if unable to attend a meeting of the Board;

8.2. Be prepared and be informed for each Board meeting;

8.3. Develop a working knowledge of meeting procedures;

8.4. Be sufficiently financially literate to be able to read and assess financial Statements;

8.5. Respect confidentiality and keep confidential matters private;

8.6. Participate in the maintenance of friendly, positive working relationships within the Board;

8.7. Speak positively of BCSA to members, funders, partners and the public;

8.8. Abide by the BCSA Harassment and Abuse Policy; and

8.9. Sign a Board of Director - Oath of Office and Code of Conduct.

## 9. Orientation

9.1. Each new member of the BCSA Board of Directors shall undergo an orientation process, normally coordinated by the President and/or Executive Director within six weeks following the Annual General Meeting in an effort to increase the efficiency and effectiveness of completing their new roles and responsibilities as a volunteer director.

## 10. Evaluation

10.1. Each Director will participate in an annual questionnaire and self-assess their personal Board performance and the performance of the Board as a whole, based on the prescribed Board roles, responsibilities and duties.

## 11. Provisions

11.1. Each director will be required to sign an Oath of Office and Code of Conduct

## 12. Approval of this policy

12.1. This document was approved by the Board of Directors on September 23, 2018.

## 13. Review

13.1. The British Columbia Sailing Association Board of Directors and Executive Director shall review this policy every five years, and a copy of it will be provided to all Directors on an annual basis.

British Columbia Sailing Association Board of Director

## Oath of Office and Code of Conduct

All Officers and Directors will sign this document at the beginning of their term of office. This document will be kept on file, and maintained for at least one (1) year following the completion of term of office. Any violation of this Oath of Office and Code of Conduct should be reported to the Board in writing.

As a member of the Board of Directors, I swear to uphold the Oath of Office as Follows:

- Exercise powers of the office and fulfill responsibilities in good faith and best interests of the corporation;
  - Exercise these responsibilities with due diligence, care and skill in a prudent manner;
  - Respect and support the corporation's bylaws, policies, code of conduct and decisions of the Board and membership;
  - Keep confidential all information learned about donors, grantees, personnel or any other matters specifically determined by a board motion to be matters of confidence, including matters dealt with during in-camera meetings of the Board;
- And,
- Conduct self in the spirit of collegiality and respect for the collective decisions of the Board immediately declare any personal (real or perceived) conflict of interest that may come to my attention.

As a member of the Board of Directors, I commit to conducting myself in a manner that models high standards of accountability by:

- Supporting the mission and purposes of the organization;
- Serving the overall best interests of the Association rather than any particular Constituency;
- Bringing credibility and goodwill of the Association;
- Respecting the principles of due process;
- Giving respect and fair consideration to opposing views;
- Demonstrating due diligence and dedication in preparation and attendance at meetings, special events and in all activities on behalf of the Association;
- Ensuring that the financial affairs of the Association are conducted in a responsible and transparent manner with due regard for my fiduciary responsibilities;
- Avoiding real and perceived conflict of interest where possible and declare a conflict upon becoming aware;
- Conforming with the bylaws and policies approved by the Board;

- Publicly demonstrates acceptance, respect and support for decisions legitimately taken in transaction of the Association's business.

Furthermore, as a member of the Board of Directors, I will not:

- Criticize fellow Board Members, or their opinions, outside of the Board Room;
- Use the organization, or my position, for my personal advantage or that of my friends, relatives or associates;
- Discuss the confidential proceedings of the Board outside of the Board Room;
- Promise or commit how I will vote on an issue before hearing the discussion and becoming fully informed on issues;
- Interfere with the duties of staff, or undermine the authority of the employee's ability to perform his/her duties, except as provided in the terms of reference for any standing committee on which I serve; and,
- Speak for, or on behalf of, the organization unless specifically authorized to do so, and this includes making statements on social media.

I confirm that I am:

- At least 18 years of age;
- Not been found by any court to be incapable of managing my own affairs;
- Not an undischarged bankrupt;
- Not been convicted in or outside of British Columbia of an offence in connection with the promotion, formation or management of an association or an offence involving fraud.

Print Full Name: \_\_\_\_\_ Date: \_\_\_\_\_

Signature: \_\_\_\_\_