



BOARD OF DIRECTORS' ORIENTATION INFORMATION

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1. OVERVIEW

Board of Directors Orientation information has been developed to advise new members of the Orienteering Canada Board about the workings of the corporation and the scope of a Director's responsibilities.

Prior to the first meeting of the Board, new Directors will receive or be provided access to the following information on the website:

- a copy of the Constitution and Bylaws
- the current Strategic Plan
- information about Policies of the organization
- Director Job Descriptions
- Terms of Reference for any applicable Committees

The Vision of Orienteering Canada is:

Orienteering: An exciting and challenging outdoor adventure sport that provides a stimulating blend of mental and physical challenge.

Orienteering Canada is a dynamic sporting organization which organizes and develops orienteering for the betterment of the sport and its participants. Orienteering is enjoyed as a recreational activity and a high performance sporting activity promoting health and fitness by all age groups and abilities.

- Orienteering is accepted in the sport community as a viable sport and is promoted as a life-long activity
- Orienteering inspires people to achieve their full potential

The Mission of Orienteering Canada is:

. . . to provide and manage services and programs for the Canadian Orienteering community and to furnish opportunities for every individual to reach his or her potential at all levels of participation in orienteering.

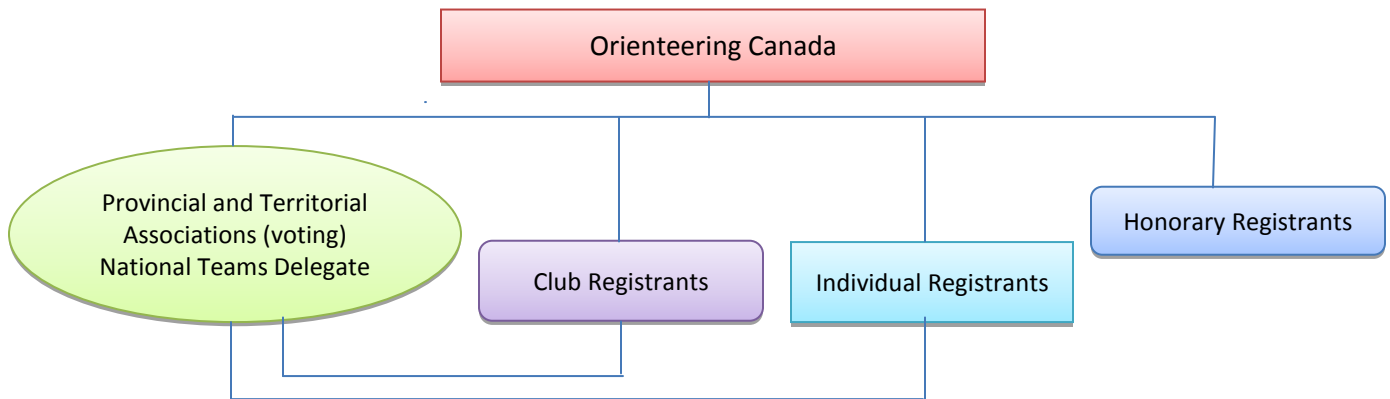
We will achieve this through the following:

- Promoting and providing positive and diverse orienteering experiences through the delivery of comprehensive quality programs
- Promoting orienteering for education, personal development and environmental enthusiasts
- Directing high performance programs in the pursuit of international excellence
- Guiding and/or partnering in the development of orienteering programs of a national scope at all levels

2. ORIENTEERING CANADA'S STRUCTURE

2.1 Membership

Orienteering Canada (OC) has two (2) types of membership – 1) the Provincial and Territorial Orienteering Associations (Associations) and the National Senior and Junior Team Member Delegate and 2) Registrants which include Orienteering Clubs (clubs), individual participants registered with a club and/or association or directly with OC and Honorary members.



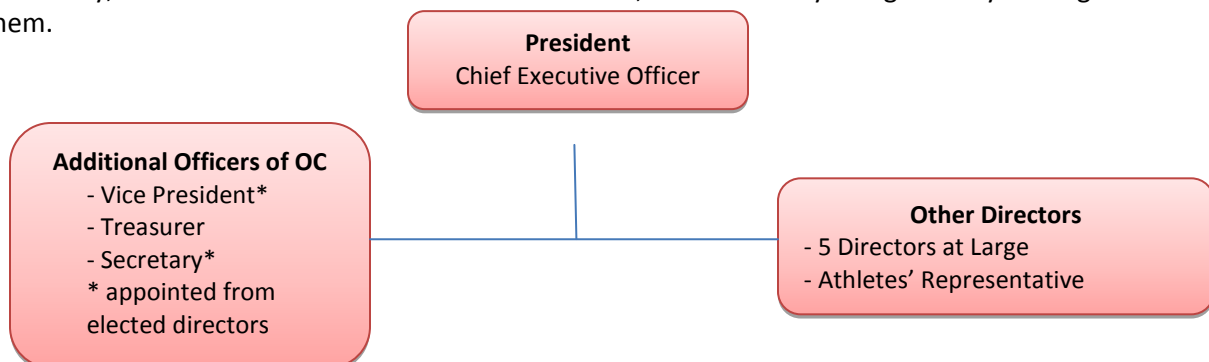
Prior to 2014 the Corporations Act allowed a board to have ex-officio members (ex-officio means by virtue of their position). So the Athletes' representative would have been a director simply by being elected by the Athletes as their representative. The new Act which governs Not for Profits does not allow for ex-officio positions. In order to keep the Athlete's Representative as a voting director we had to add a second class of membership.

Furthermore the new Act allows all members to vote in certain special cases (typically changes to the bylaws or governing structure of OC). This would be impractical for OC with over 5,000 individual members. Changes were made to the bylaws such that members were limited to the Associations and the National Teams Delegate. Since we still needed the bylaws to refer to the previous membership classes this group of people are now known as registrants.

2.2 The Board of Directors

The Board of Directors is the governing body of Orienteering Canada. There are 8 Directors. The President and Treasurer are elected to those positions by the members. There are 5 elected Directors at Large and an Athletes' Representative is elected by national team delegate. The Executive Director is an employee of Orienteering Canada and is non-voting. The Vice President and Secretary are appointed to those positions from among the elected Directors.

The President, Vice President, Treasurer and Secretary serve as Officers of Orienteering Canada. Essentially, the Officers act as an Executive and as such, the Board may delegate daily oversight tasks to them.



Orienteering Canada will have to make some adjustments to its governing structure before October 2014 to comply with the new Canada Not-for-Profit Corporations Act.

2.3 Provincial and Territorial Orienteering Associations

As of June 2012, there are seven (7) Provincial Orienteering Associations and one (1) Territorial Orienteering Association. The Provincial and territorial Orienteering Associations are the governing bodies for the sport in their particular province. Clubs and individual participants within the province or territory are members of the provincial or territorial association. These associations are incorporated as Societies through their provincial or territorial government and therefore must comply with the requirements of that type of incorporation. The requirements may be similar to, but slightly different than the requirements that the Canada Non-for-Profit Corporations Act places on Orienteering Canada. Current association members are:

- Alberta Orienteering Association
- Orienteering Association of British Columbia
- Manitoba Orienteering Association
- Orienteering New Brunswick
- Orienteering Association of Nova Scotia
- Orienteering Ontario
- Orienteering Quebec
- Yukon Orienteering Association

Provincial and Territorial Orienteering Associations may be eligible to receive funding from their applicable government sport ministry or department, and/or their applicable provincial or territorial gaming or lottery branch. If received, reporting for that public funding and for sport development and provincial level activities by each Provincial and Territorial Orienteering Associations is directed to their government funder or provincial sport agency, and to their own membership.

3. DIRECTOR ROLES AND RESPONSIBILITIES

3.1 Duties and Responsibilities of Directors

The Board of Directors is accountable to the Orienteering Canada membership. In general terms, the Board is responsible to the membership for supervising and managing the activities and affairs of the corporation.

There are legal requirements of being a Director of an incorporated body in Canada. There are expectations that the incorporated body is being well managed by the Directors, and that laws are being followed. For example:

- The Canadian Not-for-Profit Corporations Act states that Directors have a duty to:
 - act honestly and in good faith with a view to the best interests of the corporation
 - exercise the care, diligence and skill that a reasonably prudent person

- disclose any conflict of interest, and
- comply with the Act, articles, Bylaws and any unanimous members agreements
- Under the Income Tax Act, Directors are jointly liable for any employee income tax deductions not properly made and remitted, including for two years after ceasing to be a Director.

The list below provides a broader explanation of the traditionally accepted duties of Directors serving on a Not-for-Profit Board

- **Duty of Knowledge**
 - Should know and understand:
 - Fundamental purpose of organization and internal governance mechanisms (Bylaws)
 - Policies and practices of the organization
 - Mission, values and vision into action through the Strategic Plan
- **Duty of Skill & Prudence**
 - Act with practicality, act cautiously and anticipate any probable consequences of the course of action
- **Duty of Diligence**
 - Act in the best interests of the organization and must be as fully informed as is reasonably possible
 - Act prudently and reasonably to preserve the integrity and reputation of the organization
- **Duty to Manage**
 - Apply the Bylaws, appoint & supervise staff, establish policies and provide guidance, comply with legal requirements, acquire adequate knowledge of the business and functioning of the organization
- **Fiduciary Duty**
 - Act honestly and in good faith
 - Subordinate every personal interest to those of the organization
 - Avoid acting in such a way that personal interests conflict with the interests of the organization
- **Duty as Trustees of Charitable Organizations**
 - Must adhere to requirements of the Income Tax Act
- **Duty with Investments**
 - Policies must have an acceptable level of risk
 - Regular reporting should be a requirement
- **Duty re: Delegation by Directors**
 - May delegate tasks to committees, task forces and working groups, but delegation doesn't relieve liability. Directors are still responsible for resultant actions and to maintain a supervisory role
 - Policies or Terms of Reference must contain sufficient detail
 - Directors must ensure that external experts have the qualifications for the task
- **Duty to Adhere to Scope of Authority**
 - Can only act within scope of authority as designated by Canada Not-for-Profit Corporations Act, the Bylaws, and common law
 - Can engage in permitted activities of organization and scope of own authority as Board

- **Duty to Avoid Conflict of Interest**
 - A person may not profit from the position of Director at the expense of the organization
 - Possible conflicts of interest should be declared early to the whole Board
 - Should not participate in discussion or decision or influence in any way if there is a true or perceived conflict
 - a conflict may also occur when a person who is a Director of two organizations is involved in the same transaction / area of discussion, and the Director owes fiduciary duty to both organizations

3.2 Director Job Descriptions

Job Descriptions have been created for each position on the Board. They describe the general functional responsibilities of all Directors, and the specific positional responsibilities for individual Directors. Each Director should read all of the job descriptions so that they understand the scope of work of the whole Board, as well as their own particular area of responsibility.

3.3. Meetings of the Board of Directors

Directors are expected to attend all meetings of the Board, or to provide reasonable notice if unable to attend. Directors are expected to maintain at least 80% meeting attendance over the course of a year.

Directors are expected to prepare for each meeting by reviewing the Minutes from the previous meeting and reading reports and documents circulated before a meeting.

Directors cannot assign proxy votes to other Directors on their behalf. However, if a Director cannot attend a meeting, they are encouraged to speak with the Chair beforehand to provide their opinion or insight into areas that will be discussed.

Many of the meetings of the Board take place by teleconference.

3.4 Directors and the Membership

Orienteering Canada is accountable to its association members, individual registrants and club registrants. The Provincial and Territorial Orienteering Associations are not directly accountable to Orienteering Canada even though it may be thought that there is a hierarchical path from the national to the provincial / territorial levels. This is not an uncommon membership structure in Canadian sport, and it can create interesting relationships if the national sport organization is trying to launch new initiatives or track program activity within provincial and territorial jurisdictions.

The Orienteering Canada Vice President is tasked with being the on-going liaison with the provincial and territorial association members, but each Director should be approachable by members or registrants at events or competitions.

Directors need to be knowledgeable about programs and services to the extent that general questions can be answered, or referred to the correct committee or Director.

Concerns that are raised by registrants or issues that are apparent to a Director through conversation with registrants should be reported to the President or, if from an association member, to the Vice President, for their follow-up as necessary.

3.5 Opportunities for Personal Development

Directors should have an appreciation for, and a general understanding of areas and topics around which decisions will be made during any Director's term. These will likely include topics like program development, how to be an effective Board, dealing with staff, financial management and good governance. Many Directors take the opportunity of sitting on a national board to increase their own knowledge about not-for-profit businesses, sport development or sport management. Directors interested in attending conferences, workshops or other events should speak to the President or Executive Director to discuss budget and what the Director could bring back to the organization from the experience. Examples of opportunities that may be of interest to Directors are listed below.

Petro-Canada Sport Leadership Conference – this annual conference is managed by the Coaching Association of Canada, but includes workshop streams on sport management, sport participation and sport performance. It moves around the country and usually attracts about 750 national and provincial / territorial staff and volunteers. The November 2013 Conference will be in Calgary.

Canadian Sport for Life Conference – this annual conference attracts about 400 staff and volunteers from recreation, community sport, provincial / territorial associations and national sport organizations to discuss sport development in Canada. It is usually held in late January / early February in the Ottawa - Gatineau area.

Local Opportunities – most major communities and cities have local Volunteer organizations. These organizations often offer workshops and resources that will help improve your skill set as a Director. Other opportunities may also be found through Continuing Education offerings from universities, colleges or local school districts. The provincial/territorial government departments responsible for sport may also have relevant training and events. An example would be the annual Alberta Sport, Recreation, Parks and Wildlife Leadership Summit.

4. INSTRUMENTS OF GOVERNANCE AND AUTHORITY

4.1 Canada Not-for-Profit Corporations Act

Orienteering Canada was originally incorporated under the Canada Corporations Act, R.S. 1985, c., C-44, as amended. However, in 2011, a new Canada Not-for-Profit Corporations Act came into force, with full compliance required by October 2014. As an incorporated body, Orienteering Canada has to comply with the Act, or in the transition phase, with the Canada Corporations Act under which it originally incorporated.

4.2 Constitution and Bylaws

The Constitution and Bylaws is the incorporation document of Orienteering Canada. The Bylaws provide the internal laws for the organization, and while they cannot be in conflict with the Canada Not-for-Profit Corporations Act, the Bylaws can be directive in areas where the Act is silent, or can add requirements on top of those in the Act (ie: eligibility requirements for a Director).

The Board of Directors governs Orienteering Canada by virtue of their elected positions, but is accountable to the membership.

4.3 Rules of Order

Orienteering Canada has adopted Roberts' Rules of Order (current edition) as the authority for meeting conduct not otherwise specified in the Act and /or the Bylaws of the corporation.

4.4 Policies and Procedures

Further internal rules have been created in the form of Policies to provide direction and fairness to decisions to be made, action to be taken or operations to be managed.

Examples of Orienteering Canada Policies can be found on the website:

- Policy against Doping in Sport
- Policy to address Discrimination and Harassment
- Policy regarding Equity and Access
- Policy regarding Official Languages
- Policy regarding Athlete Centredness
- Coaches Code of Conduct
- Athlete Agreement and Athlete Handbook
- Appeal Policy
- High Performance Program – Social media guidelines
- Insurance information
- Donation policy (regarding charitable tax receipts and fund-raising by provincial and territorial associations and their member clubs.)
- Expense Reimbursement policy and Expense Reimbursement form
- Orienteering Canada Levies
- Discipline Policy – including the code of conduct

4.5 Strategic Plan

The 2011 – 2015 Strategic Plan has been developed with goals established, strategic priorities set, and key strategies determined to help to move toward the Vision and meet the Mission Statement of the corporation. The Strategic Plan drives the program and service activities of Orienteering Canada, and provides the framework for advancing the sport. The board is responsible for on-going monitoring of the plan, and communicating the plan and its achievements to the members and registrants.

Strategic Planning Goals:

1. Top 10 nation at JWOC and WOC in 10 years based on relays and increased number of top 20, top 30 and top 40 individual performances.
2. To increase the number of participants in orienteering events
3. To develop a progressive and organized plan at all levels for athletes, coaches and officials
4. To increase the organizational capacity through increasing the number of volunteers and to double the size of the annual budget

As 2015 comes closer, the Board will be very involved with the development of the next Strategic Plan for Orienteering Canada.

5. THE BOARD’S RELATIONSHIP WITH ORIENTEERING CANADA COMMITTEES

Orienteering Canada has a number of committees tasked with specific aspects of the work required to achieve the Strategic Plan and properly govern the corporation. Each committee has an approved Terms of Reference with which all Directors should be very familiar.

All committees are guided procedures which apply to all committees. These procedures are on the “committees” page on the orienteering.ca website.

5.1 Standing Committees

- Coaching Program
- High Performance
- Officials Program
- Sass Peepre Junior Development
- Technical
- Nominations
- Finance and Audit Committee
- Governance Committee
- Human Resource Committee

5.2 Ongoing Special Committee

- Celebration, Awards and Recognition
- Long Term Athlete Development
- Mountain Bike Orienteering
- New Participant Recruitment
- Ski Orienteering

5.3 Ad Hoc Special Committees

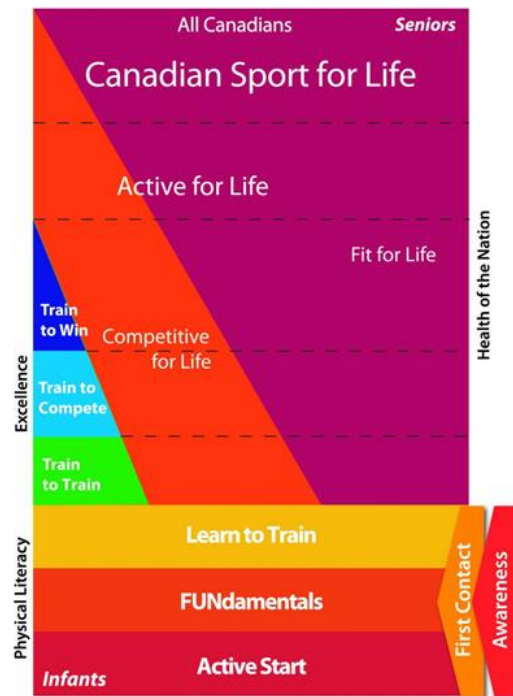
The Board of Directors may also create an Ad Hoc Special Committee to undertake specific shorter-term projects. Ad Hoc committees also require Terms of Reference.

6. CANADIAN SPORT SYSTEM

6.1 Canadian Sport for Life - www.canadiansportforlife.ca/

Canadian Sport for Life (CS4L) is a national movement to improve the quality of sport and physical activity in Canada. Canadian Sport for Life links sport with education, recreation and health and aligns community, provincial and national programming. Funded National Sport Organizations are being supported through Sport Canada funding to develop a Long-Term Athlete Development Plan (LTAD) based on the Canadian Sport for Life framework and principles. This is a seven-stage training, competition and recovery pathway guiding an individual’s experience in sport and physical activity from infancy through all phases of adulthood.

Sport organizations are adjusting their introductory, development, performance and lifetime programming to follow effective growth and development principles. These changes better align with the stage appropriate and age appropriate pathway for participants and athletes through some or all of Active Start, Fundamentals, Learn to Train, Train to Train, Train to Win and Active for Life components. The Canadian Sport for Life framework is shown below.



6.2 Canadian Sport Policy - www.pch.gc.ca/pgm/sc/pol/pcc-csp/index-eng.cfm

The first Canadian Sport Policy was launched in 2002, primarily driven by Sport Canada but with the support of the provinces and territories. The development work was done over a two year period and involved numerous consultations at the regional, provincial / territorial and national levels, with hundreds of Canadians providing input and opinions.

The 2002 to 2012 policy had four pillars and goals:

- Enhanced Participation - by 2012 a significantly higher proportion of Canadians from all segments of society are involved in quality sport activities at all levels and in all forms of participation.
- Enhanced Excellence - the pool of talented athletes has expanded and Canadian athletes and teams are systematically achieving world-class results at the highest levels of international competition through fair and ethical means.
- Enhanced Capacity - the essential components of an ethically based, athlete/participant-centred development system are in place and are continually modernized and strengthened as required.
- Enhanced Interaction - the components of the sport system are more connected and coordinated as a result of the committed collaboration and communication amongst the stakeholders.

On June 28, 2012, it was announced by the Honorable Bal Gosal, Minister of State (Sport) that the new Canadian Sport Policy 2012 (CSP 2012) has been endorsed by provincial and territorial government

Ministers. The new CSP 2012 builds on the original policy but also provides a broader scope through the acknowledgment that sport has a role in community and social development.

The CSP 2012 Vision is to have by 2022, a dynamic and innovative culture that promotes and celebrates participation and excellence in sport.

The CSP 2012:

- Provides improved recognition of all contexts and forms of sport participation (introduction, recreational, competitive and high performance)
- Incorporates sport for development – sport as a tool for community building, social and economic development and the promotion of positive values
- Promotes intentional approach to ensure realization of sport’s benefits

6.3 Sport Canada - Sport Funding Programs - www.pch.gc.ca/eng/1267375779921/1268413494851

Sport Canada is housed within the Department of Canadian Heritage and works with National Sport Organizations, provincial and territorial governments and many other national level service organizations to “enhance opportunities for all Canadians to participate and excel in sport. This is achieved by enhancing the capacity and coordination of the Canadian sport system, encouraging participation in sport and enabling Canadians with talents and dedication to achieve excellence in international sport.” (*Sport Canada website*)

As also outlined on the Sport Canada website, “the Sport Support Program (SSP) is the primary funding vehicle for initiatives associated with the delivery of the Canadian Sport Policy. The SSP funding is aimed at developing athletes and coaches at the highest international levels; providing sound technically-based sport programming for all athletes; increasing the number of Canadians from all segments of society involved in sport, and advancing Canadian interests and values in Canada and abroad. This funding is provided to eligible organizations in support of programming that supports the goals of the Canadian Sport Policy.”

Nationally funded organizations are required to meet the eligibility requirements noted in the Sport Funding and Accountability Framework (SFAF). Funding is also available through the Hosting Program and the Athlete Assistance Program. In 2011-2012, over \$198M was distributed to National Sport Organizations, Multi-Sport Organizations, Provincial and Territorial Governments through bilateral agreements and to major events hosted in Canada.

Official Languages funding support is also available to National Sport Organizations through Canadian Heritage.

7. ADDITIONAL RESOURCES OF INTEREST

There are a number of national organizations that have information that may be of interest to Directors of Orienteering Canada.

7.1 Sport Matters Group - <http://www.sportmatters.ca>

Sport Matters Group (SMG) is a voluntary group of leaders who come together to talk about the important contribution that sport makes to society and to collaborate in advancing sport and public policy. It has been instrumental in creating collaborative opportunities to provide input into the Canadian Sport Policy 2012, government support for the work of sport in developing communities and

excellence and many other initiatives over the past 10 years. SMG members include over 60 National, Provincial & Multisport Organizations. Orienteering Canada has participated in lobby day organized by Sport Matters in which leaders from the sport, recreation and health sectors meet with federal politicians to advocate for support for sport and recreation.

Orienteering Canada is a contributor to Sport Matters.

7.2 Sport information Resource Centre (SIRC) - <http://www.sirc.ca>

Sport Information Resource Centre (SIRC) is a treasure trove of information and resources that serves the educational needs of organizations and individuals involved in or responsible for the development of sport and fitness in Canada and around the world.

Online Sport Management resource topics include Sport Administration and Sport Governance. www.sirc.ca/governance is particularly useful.

7.3 Imagine Canada - <http://library.imaginecanada.ca>

Imagine Canada “supports and strengthens charities and non-profits so they can, in turn, support the Canadians and communities they serve.

- We strengthen the sector’s collective voice
- We act as a forum and meeting place, and
- We create an enabling environment in which organizations contribute to building stronger communities”

The Imagine Canada Non-Profit Library is an online resource for people who work for or volunteer for charities and non-profit organizations in Canada. The library includes Imagine Canada’s own research as well as reports and research from a number of sources on a variety of topics including Boards, governance, planning, philanthropy, and volunteerism.

7.4 Volunteer Canada - <http://volunteer.ca/>

“Volunteer Canada is the national voice for volunteerism in Canada. Since 1977, the organization has been committed to increasing and supporting volunteerism and civic participation through ongoing programs, special projects and national initiatives, by developing resources and by engaging in research and training across the country.”

Volunteer Canada recently updated the “*Canadian Code for Volunteer Involvement*”, which provides standards and principles on:

1. The Value of Volunteer Involvement
2. Principles of Volunteer Involvement
3. Organizational Standards for Volunteer Involvement