



Governance Charter

Skate Canada Board of Directors

Version: October 25, 2018 - Update to Board approved Charter.

Prepared by: Governance Committee on behalf of the Board of Directors

1. Purpose

This Governance Charter establishes a governance structure and defines key organizational elements of the Skate Canada Board of Directors. This Charter describes how Skate Canada will be governed in order to ensure integrity, accountability, relevance, effectiveness, and sustainability. The adopted governance principles reflect the organization's core values and vision.

This Charter is a living document and may evolve over time to reflect changes in the organization and its strategic environment. As such, this Charter should be read in the context of the Board's Strategic Intent and Organization Bylaws.

2. Governance Approach and Structure

2.1. Governance Charter Background

According to the Institute on Governance, governance "determines who has power, who makes decisions, how other players make their voices heard and how account is rendered." A fundamental role of a Board is to define governance for the organization in which they oversee and establish policies and practices according to the governance philosophy and structure established.

There are a range of models a Board can adopt in articulating its governance philosophy and approach. The Skate Canada Board of Directors has examined several Board philosophies, models and styles. The Charter that follows articulates an engaged policy governance model which the Board has chosen as it feels it best fits the values of the organization and needs of the membership.

An engaged policy Board provides insight, advice and support to the CEO and management team. Responsible for overseeing the CEO and Skate Canada performance, the Board conducts discussions about key decisions facing Skate Canada, seeks out expertise to add value to decisions and defines the roles and behaviours required by the Board and boundaries of CEO and Board responsibilities.

Through this Governance Charter, the Skate Canada Board of Directors adopts this approach to governance and puts this into action through its governance structure, responsibilities, policies, delegation of authority to the CEO, and in how it operates in its daily activities.

2.2. The Skate Canada Definition of Governance

Within the Board's September 2012 Governance Discussion session, the Board agreed on a definition of governance:

The systematic manner in which the organization will determine our strategic direction, engage with and direct our CEO and monitor the achievement of results that is consistent with the values, needs and aspirations of the collective membership.

Adopting this definition implies that, as a Board, we must:

- Understand the needs of our membership and stakeholders.
- Articulate the strategic direction with which to guide the organization.
- Establish specific agreements (i.e. policies) to guide behaviours and activities.
- Create accountability mechanisms that measure progress toward the set vision and strategy.
- Oversee the organization's Management in achieving this vision.

Accordingly, the Board has agreed to document the norms of behaviour of an engaged policy Board which will serve as the principles by which the Board will approach fulfillment of its governance role on behalf of the organization:

- The Board sets the strategic direction of the organization in line with its memberships' values, needs and aspirations.
- The Board speaks with one voice.
- The CEO is the one employee of the Board.
- Board committees are created to assist the Board in doing its work and, as such, have strategic responsibilities and are responsible for operational oversight.
- The Board's committees serve as a link to the organization's senior management and members on strategic matters.
- Outcomes to achieve its strategic direction are clearly defined by the Board and will serve as the priorities for the organization to pursue.
- Accountabilities and expectations are clearly defined in achieving the set outcomes.
- Formal processes are established and utilized in measuring performance.
- The Board operates in a manner that keeps confidential matters private as an independent, but strategically connected body to the organization.
- The Board and CEO operate in a collaborative environment towards achieving the vision and strategic outcomes of the organization.

In summary, the Skate Canada Board of Directors approaches its task of governing with a style that emphasizes outward vision, encourages diversity of viewpoints, focuses on strategic leadership more than administrative detail, and operates with a clear distinction of Board and Management roles.

2.3. The Skate Canada Vision, Mission, and Values

The vision, mission, and values for the Skate Canada Board are as follows.

2.3.1. Vision

Inspiring all Canadians to embrace the joy of skating.

2.3.2. Mission

Skate Canada will be a leader in the delivery of skating programs and have a continuing legacy of champions.

2.3.3. Values

Being Active for Life - Skating instills a love of physical activity that contributes to the health and happiness of all who participate.

Building Life Skills - Goal-setting, discipline, perseverance, and lessons about competing with integrity, winning fairly and losing gracefully are skills that are valuable in all aspects of life.

Engaging Community - Pursuing learning and attaining goals in the company of others creates a sense of community and a willingness to give back to one's larger community.

Fostering Creativity - The collaborating process between coach and athlete, instructor and skater, ice and movement is integral to self-expression.

Pursuing Excellence - Excellence is being the best skater, competitor, coach, official, administrator or leader you can be.

2.4. Board Role in Governance

To foster good governance practices that follow the agreed-upon governance principles, the Skate Canada Board of Directors focuses on results and outcomes (defined by the vision, mission, and values statements), rather than management and operations, and provides strategic oversight of the organization. As the Board is responsible to its membership, all governance practices established are done so as to ensure the Board and organization as a whole acts in the best interests of its membership as a whole.

In order to serve as an effective governance body with oversight of the organization and its members, the Board of Directors plays three distinct roles:

1. **Direction Setting.** Shaping the direction for the organization and leading and inspiring the organization in its pursuit of that vision.
2. **Strategic Planning.** Ensuring the organization's leadership, resources, and finances in place are commensurate with the vision.
3. **Strategic Monitoring and Evaluation.** Monitoring performance against the set direction and ensuring prompt corrective action when needed.

In fulfillment of these roles, the Skate Canada Board commits to the following:

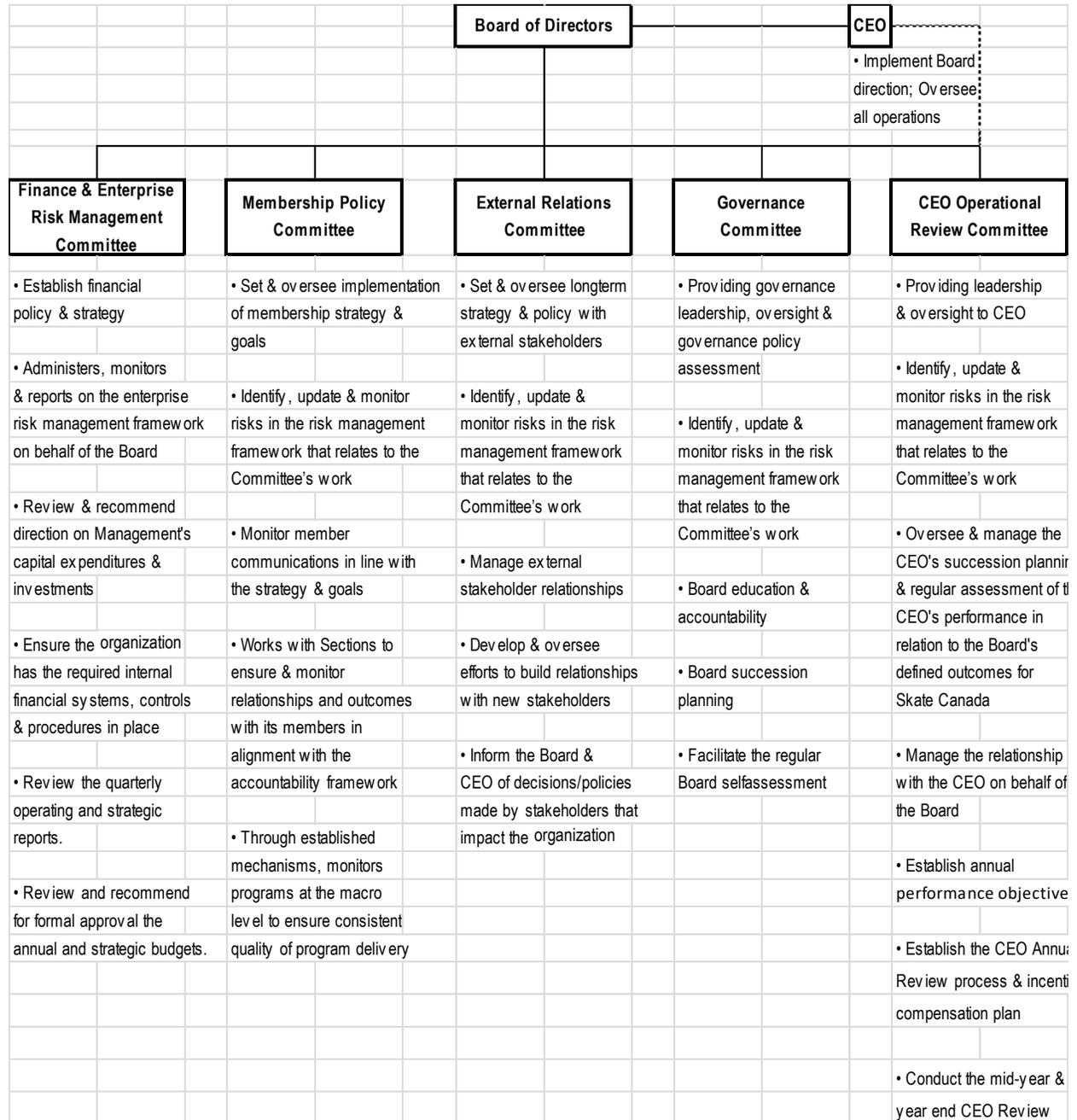
- Establishing a clear framework to provide strategic direction to the organization.
- Delegating responsibility to the CEO to carry out this direction.
- Monitor the CEO's performance in relation to the Board's direction.
- Establish clear roles and accountabilities of Board Committees through Committee Terms of Reference.

The Board and its Directors are accountable to the organization’s membership and employees for competent, conscientious and effective fulfillment of these roles. It will allow no Director, individual or Committee of the Board to usurp this role or hinder this commitment.

2.5. The Skate Canada Governance Structure

2.5.1. Skate Canada Governance Structure

The Skate Canada governance structure is illustrated below.



The Board of Directors has Terms of Reference for each Committee to define its respective duties, responsibilities and authorities.

Within this structure, **the Board of Directors essentially serves as the Strategic Planning Committee** as it is responsible for strategic oversight of the work of each of the Committees and, taking into account all information and work completed within each Committee and by the CEO, develops the strategic direction for the organization.

The CEO also uses operational sub-committees to enhance the skills and competencies within the organization and leverage volunteers in achieving the operational goals and responsibilities. The Board provides direction to the CEO and delegates him/her with the responsibility to direct operational matters in an effort to achieve the set goals for the organization. As a vital part of the organization, the Board encourages using volunteers and these sub-committees as required.

2.5.2. Common Committee Rules

In alignment with the Board's governance philosophy, Board Committees are established to assist and enhance the Board's ability to carry out its responsibilities. Use of Committees shall never interfere with delegation from the Board to the Chief Executive Officer.

The Board maintains responsibility for all decisions and activities of all of its Committees. No Board Committee is intended to usurp the Board's authority; rather, to enhance the Board's efficiency and effectiveness in fulfilling its roles and responsibilities.

As such, Committees must adhere to the following set of rules:

1. Board Committees may not speak or act for the Board, except when formally given such authority for specific and time-limited purposes. Authority will be carefully stated in order not to conflict with authority delegated to the CEO or to the President or Chair of the Board.
2. Board Committees are established to help the Board. Committees will assist the Board by preparing policy alternatives and implications for Board deliberation.
3. Board Committees cannot exercise authority over staff. Where staff-related questions or issues arise, Committees are responsible for informing the Board (on strategic matters) or Management (on operational matters), who will deliberate and decide on the appropriate action for addressing the question/issue.
4. No Committee has the power to alter the policy of the organization or the duties or practices of the Management or staff of the organization.
5. Working on behalf of the Board, Board Committees and its members operating in this capacity must be in good standing with the Board and meet the definition of independence (as outlined in section 3.5 below). Committee members are responsible to report changes in their status on either to the Board.

All Committee Chairpersons are responsible for leading their respective Committees, ensuring all activities follow common committee rules, and providing updates to Management (on operational matters) and the Board (on strategic matters).

2.6. Commitment to Developing and Training Directors

In order to fulfill the Board's role as an engaged policy board and ensure the Directors, individually and collectively, are fulfilling their responsibilities, the Board is committed to developing and training its

members. In addition, the Board is committed to ensuring members of the Sections Coordinating Committee are educated on governance.

Board members will be identified who can jointly fulfill a set of skills and expertise required to guide and assist Skate Canada in pursuing and achieving its strategic direction and outcomes. To complement this, the Board is committed to enhancing the capacity of its Directors by:

- Providing orientation to new members.
- Identifying throughout the course of action areas where additional training may be required to help Directors fulfill their roles in strategic monitoring and oversight.

2.7. Board of Directors Review

The purpose of the review will be to ensure long term effectiveness and efficiency of the Board through its: 1) composition; 2) functioning; 3) policies and processes; and 4) establishment and functioning of its Committees.

3. Authority and Responsibilities

3.1. Board Role and Authority

Powers granted to the Board are outlined in the Skate Canada Bylaws. This includes:

- Setting and monitoring the accomplishment of the vision, mission, values and strategic direction.
- Ensuring Skate Canada's financial health.
- Making policies:
 - governing the management of the affairs of Skate Canada,
 - relating to the discipline of Members and Registrants, and
 - relating to the management of disputes within Skate Canada

3.2. Individual Director Roles and Responsibilities

3.2.1. Director Roles

Directors, as members of an engaged policy Board:

- Understand the organization's vision, mission, strategic direction, outcomes, and programs.
- Monitor the CEO's performance in relation to the Board's direction.
- Ensure all activities completed within and on behalf of the organization are done in accordance with the law, regulations and the constitutional documents and policies of the organization.
- Maintain a high level of personal integrity and ethical conduct.
- Keep confidential those matters of a private nature that come before the Board.

3.2.2. Director Responsibilities

In order to fulfill their role as a member of the Board, Directors have the following key duties:

- Regularly attending Board meetings.
- Are prepared for Board meetings by reading and understanding the agenda package before the meeting.
- Reading and understanding the Minutes of Board meetings and the Minutes of any Committee assignments.
- Are aware of the background and content of the Board's policies.

- Building a collegial working relationship that contributes to constructive discussions and decisions of the Board.
- Actively participating in Board meetings, ensuring all points of view and stakeholder perspectives are shared to ensure effective decision making.
- Understanding the organization's strategic direction, outcomes and programs and how they are decided and implemented.
- Regularly assessing the ever-changing strategic environment within which the organization operates in order to effectively contribute to the development of the organization's strategic direction, plans and monitoring of outcomes.
- Participating as a member or chair Board Committees (Finance and Enterprise Risk Management, Membership Policy, External Relations, Governance, CEO Operational Review).
- Approving, where appropriate, policy and other recommendations received from the Board, its standing committees and/or senior staff.
- Participating in reviewing quarterly and annual financial results for the organization and ensuring, through the oversight of the Finance and Enterprise Risk Management Committee, the reports are accurate and in accordance with accepted accounting principles.
- Inquiring where clarity does not exist or interpretation is required of the Board's direction. The Board encourages open dialogue and approaches the pursuit of the Board's vision and expected outcomes as a partnership between the Board and the CEO.
- Avoiding the substance or appearance of conflict of interest that could adversely influence objectivity in conducting the business of the Board.
- Being certain that policies are clearly identified and understood, and that the Board acts on them as a whole rather than action by a small group of individuals.
- Annually, through the CEO Operational Review Committee, evaluating the performance of the CEO and approving compensation in accordance with his/her performance.
- Understanding the difference between Management and Board functions, Management and Board roles, and policy and implementation.
- Insisting that all Committee business that affects the Board be forwarded in writing ahead of the Board meeting.
- Avoiding self-serving policies.
- Recognizing that staff have other responsibilities besides its work with the Board. Directors do not ask for information requiring extensive research without first consulting with the CEO and giving consideration to the time and work element relative to the usefulness of the results.

3.3. President/Chair of the Board Role

Within the framework of the functions performed by the Board of Directors, the Board Chair also has specific roles to play. The President is the Chair of the Board of Directors and serves as the only official spokesperson of the Board to outside parties and is the only Board member authorized to speak for the Board, other than in specifically authorized instances.

The Board Chair also coordinates the activities of the Board of Directors. In particular, the Chair ensures that the Board is continually operating at an engaged policy governance level through its agendas, discussions, and decisions.

In particular, the Board of Directors provides the Chair of the Board with the following authority:

- Leading and facilitating the Board's governance model and processes, ensuring all Board activities are consistent with and reinforce the Board's philosophy and approach to governance.

- Planning and organizing all activities of the Board, including:
 - Calling and arranging meetings of the Board of Directors.
 - Setting the agenda together in consultation with the Chairs of each Committee and CEO.
 - Chairing Board meetings with all the commonly accepted power of that position (e.g. ruling, recognizing).
 - Ensuring that Directors receive precise, clear and complete information in good time.
 - Monitoring Board member attendance and performance at meetings.
 - Ensuring that sufficient time is arranged to discuss and reflect on all issues.
 - Ensuring that Board functions are completely and equally delegated to Board Committees.
 - Maintaining contact with Committee Chairs, helping them to stay on track and monitoring whether they need any additional support.
- Facilitating a positive Board culture, among Directors as well as between the Board and CEO.
- Providing leadership to and mentoring Board members and the CEO.
- Representing the Board to outside parties either in simply announcing Board stated positions or in stating Board Chair decisions and interpretations within the area delegated to him/her.
- Working closely with the CEO by:
 - Serving as the Chair of the CEO Operational Review Committee.
 - Maintaining a positive relationship with the CEO and ensuring, through the CEO Operational Review Committee, the CEO has the information required to understand and implement the Board's direction.
 - Maintaining open communications with the CEO regarding pertinent issues that could impact the development or achievement of the organization's strategic direction.
 - Participating in the development of the organization's vision, strategic agenda, and business plan to facilitate communication and understanding between management and the Board.
- Ensuring, together with the Governance Committee, that the performance of the Board and Board Committees are assessed on a regular basis.
- Performing other responsibilities assigned by the Board.

Taken together, the authority of the Chair of the Board consists only in making decisions on behalf of the Board, which fall within and are consistent with the Board's role and responsibilities and maintain the desired Board – CEO Relationship. The Board Chair has no authority to make decisions beyond policies created by the Board.

3.4. Code of Conduct and Ethics

The Skate Canada Board of Directors is charged with acting in alignment with the organization's values at all times when representing and acting on behalf of the organization. As such, the members of the Skate Canada Board of Directors must adhere to the following:

- Maintaining a level of behaviour that is above the level of behaviour expected of the organization's members and staff.
- Adhering to the law within all activities.
- Being reliable in commitments made to and on behalf of the Board.
- Refraining from misusing the Board position and the information, benefits and stature that is inherent in the position.
- Keeping confidential matters private that are discussed or become known as a result of holding the position on the Board.
- Consistently acting honestly in fulfillment of the duties of the Board.

- Supporting and fostering an honest and respectful environment that respects the various perspectives and opinions of the Board.

The Board delegates its authority to the CEO in ensuring all organization members, volunteers and staff adhere to the Code of Conduct and subsequently provide a safe and fair environment for all. This is to be achieved through implementation of appropriate policies and monitoring activities by the CEO and his/her staff.

3.5. Independence

In order to fulfill the role of the engaged policy Board, Directors must operate with an independent mind. Together, operating as an independent body is key to governing as an engaged policy board on behalf of the Skate Canada organization. Therefore, the Board has adopted the following definition of independence for its Directors:

An independent Director meets the following criteria:

- is not an employee of the organization;
- is not affiliated with an employee of the organization; and
- is not affiliated with the organization or any of its partners.

Similar to Rule 2502, not affiliated means not being closely related or not having the livelihood or perceived livelihood dependent upon an employee of the organization or any of its partners.

3.6. Board Relationship with Members

3.6.1. Member Communications

The Board is committed to maintaining good communications with its members. Communicating with and obtaining the membership's views on key aspects of the organization are paramount to its success. The Board's linkages with membership comes primarily through the CEO and the Membership Policy Committee.

The Board encourages its members to have strong dialogue with the organization's membership and encourages participation at general meetings and through the organization's staff and Senior Managers.

3.6.2. Member Complaints

Charged with oversight of a membership organization, Skate Canada Directors may often hear complaints from individual members. Complaints are a form of member feedback. As such, Directors should always remind the complainant to utilize the organization's Membership Complaints Policy.

4. Selection of Board and Committee Members

4.1. Selection of Board Members

Under the current governance model, the Board of Directors takes an active role in filling Board vacancies should they arise. The Board utilizes a Nominating Committee to oversee this process on behalf of the Board. The Nominating Committee is a sub-Committee of the Governance Committee. The election of the President/Chair and Directors will take place at the Annual Meeting.

4.1.1. Vacancies

Where the position of a Director or President/Chair becomes vacant for whatever reason before its term is complete, the Board may appoint a qualified person to fill the vacancy until the next Annual General Meeting.

4.1.2. Other Appointments

The Board may appoint one or more Directors, who shall hold office for a term expiring not later than the close of the next Annual General Meeting. The total number of Appointed Directors may not exceed one-third (1/3) of the number of Elected Directors elected at the previous Annual Meeting.

4.1.3 Guests

The President, on behalf of the Board, may approve periodic or regular attendance of a guest(s) at Board meetings.

4.1.4. Resignation or Removal of Directors

A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board.

The office of Director shall be automatically vacated:

1. if the Director is found by a court in Canada to be of unsound mind;
2. if the Director is found guilty of a relevant criminal offense;
3. on death or permanent disability that prevents carrying out the duties of a director; and
4. if the Director declares bankruptcy.

A Director may be removed by Ordinary Resolution of the Members, provided that the Director has been given notice of and the opportunity to be heard. If the Director is removed and holds a position as an Officer, the Director will automatically and simultaneously be removed from the position as an Officer.

4.2. Selection of Committee Membership

The Board Chair shall appoint persons to be chairs of all Board Committees.

All Committee Chairs are responsible for recruiting members of their Committee in consultation with the President/Chair of the Board. Chairs look for members who, as a whole, have the skills and competencies to fulfill the role of their respective Committee and are in good standing with the Board. In this process Committee Chairs have the opportunity to appoint up to three (3) non-Board members to the Committee where there are identified gaps in skills/competencies among Board members. Potential candidates for each Committee will be identified with reference to a Committee competency matrix and in consultation with the members of the Board.

Due to the confidential nature of the work of the CEO Review Committee, membership of this Committee will consist solely of Board members.

4.3. Duration of Service

The President/Chair will hold office for four (4) years. A President/Chair may serve a second consecutive term of two (2) years after serving the initial four-year term as President/Chair. A President/Chair may not serve longer than six (6) years in succession.

An Elected Director will hold office for two (2) years. An Elected Director may not serve more than three (3) consecutive terms.

An Elected Director who has served three (3) consecutive terms, or a President/Chair who has served consecutive terms of four (4) years and two years (2) will be eligible for nomination to a vacant position if there has been a period of two (2) years between the Annual General Meeting at which his/her term limit was reached and the Annual General Meeting at which the individual would again be a candidate.

An Elected Director is eligible for nomination as President/Chair at any time including immediately following the services of his/her three (3) consecutive terms as Elected Director.

An Elected Director (including President) elected to serve a partial term will, upon completion of the partial term, remain eligible to serve three (3) consecutive two-year terms as Elected Director.

5. Board – Chief Executive Officer Relationship

Please also refer to the Skate Canada Board – CEO Relationship Policy

5.1. Delegation to the Chief Executive Officer

The Skate Canada Board of Directors sets the desired strategic direction and outcomes for the organization. As the CEO is the sole employee of the Board, he/she is accountable for implementation of the Board's direction. The Board is committed to supporting the CEO in his/her interpretation of the set direction and achieving the desired strategic outcomes.

As such, the Board has established the following guidelines in delegating authority to the Chief Executive Officer:

1. All Board authority delegated to staff is delegated through the CEO, so that all authority and accountability of staff is considered to be the authority and accountability of the CEO.
2. Board policies direct the CEO in achieving specified results, for specified recipients and costs, and provide boundaries and ethics within which to act in pursuit of the set results. The CEO is authorized to establish all further policies, make all decisions, take all actions and develop all activities as long as they are consistent with any reasonable interpretation of the Board's policies. The Board will also establish monitoring and accountability policies and processes to regularly ensure the CEO is operating within these set boundaries when carrying out Board direction.
3. Only the Board has authority over the CEO. The CEO reports to the Board through the Board Chair, who represents the Board. No Board member, Director or Committee has authority over the CEO.

5.2. Chief Executive Officer Role

As the Board's single official link to the operating organization, the CEO is accountable for all organizational performance and exercises all authority transmitted into the organization by the Board.

Chief Executive Officer performance will be considered to be synonymous with organizational performance as a whole. Performance will be monitored by the CEO Operational Review Committee on a regular basis on behalf of the Board.

5.3. Delineation of Responsibility

The Board of Directors and the CEO are both responsible for establishing and maintaining a strong Board – CEO partnership. Respect, communication and honouring the different responsibilities are the basis for the trust that is essential to be an effective governing/leadership team.

While the Board is generally accountable for establishing strategic policies, implementation is delegated to the Chief Executive Officer. It is expected that the Board and the CEO carry out their individual roles within a spirit of collaboration and partnership.

The following table highlights the delineation of accountabilities and responsibilities of the Board and the Chief Executive Officer in relation to the Board’s role in governance.

Task	Board Role	Chief Executive Officer Role
Direction Setting	<ul style="list-style-type: none"> • Establish strategic direction and outcomes in consultation with the CEO. • Ensure that stakeholder interests are represented in the mission, vision and strategic direction. • Be knowledgeable about future member and stakeholder needs, interests and expectations. • Ensure that the strategic direction meets current and future member and stakeholder needs. • Establish and follow policies that define Board, CEO, staff, and member roles in policy development and decision making. 	<ul style="list-style-type: none"> • Provide input into the strategic direction and outcomes set by the Board. • Anticipate and articulate future trends and needs of the organization and its members and stakeholders. • Inform the Board about emerging issues that relate to strategic planning. • Ensure that the organization's operations and budgets are aligned with the strategic direction and outcomes. • Ensure all organization activities and decisions support and align with the Board's direction. • Regularly report to the Board on the progress toward accomplishing the strategic direction and outcomes.
Strategic Planning	<ul style="list-style-type: none"> • Build a strategic plan that sets the broad directions towards accomplishing its mission. • Ensure the CEO has the necessary financial resources to achieve the objectives set. • Direct the CEO as a Board, not as individual Directors. • Keep the CEO informed of major issues and questions. • Approve plans set forth by the CEO. 	<ul style="list-style-type: none"> • Develop proposals to the Board for critical directional decisions and major resource allocation. • Ensure plans proposed to the Board are representative of member views and expectations. • Keep all Board members informed of issues, major events and matters of organization risk.

Strategic Monitoring and Evaluation

- Provide ultimate review and approval on major decisions.
- Clearly identify accountability measures by which the Board, CEO and organization will be measured against.
- Review the process and progress of implementation of key initiatives vis a vis established milestones and objectives.
- Refer member complaints and comments to CEO; listen impartially.
- Require regular periodic reports to monitor the status of fiscal and risk management metrics, as set by the Board.
- Ensure resources and leadership for execution are in place.
- Guide and monitor progress of execution.
- Keep all Board members informed of major events and issues that arise.
- Provide the Board with necessary recommendations for adjusting the strategic direction in light of changes in the strategic environment.
- Regularly report the fiscal condition and achievement of risk management initiatives of the organization.
- Maintain an understanding of the impact of strategic policies and decisions on membership and stakeholders to inform future development and decisions.

6. Functioning of the Board

6.1. Frequency

Meetings of the Board of Directors are called by the Board Chair and are held at least quarterly, with additional meetings called by the Board Chair as required. As well, at least every four years the Board holds a Board strategic planning session. Additional meetings are called by the Chair of the Board at the request of at least two Directors as required. At the discretion of the Board Chair, Board meetings may be cancelled if there are no pressing matters to discuss. Meetings may be held in person, via teleconference, or video conferencing.

Committees of the Board meet according to their approved annual workplan.

6.2. Preparation

The Board Chair creates the agenda for Board meetings following consultation with the Committee Chairs and the CEO. He/she ensures Directors are provided with sufficient notice prior to each meeting, which should be no less than seven (7) days.

The Board Chair ensures all Directors have the information required with adequate time to complete proper preparation for each meeting.

6.3. Procedure and Quorum

Meetings of the Board are presided over by the Chair of the Board. The Chair ensures the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization:

- Meeting discussion content will only be those issues, which according to Board policy, clearly belong to the Board to decide, not the Chief Executive Officer.
- Deliberating will be timely, fair, orderly and thorough, but also be efficient, limited to time and kept to the point.
- Robert's Rules of Order are generally observed.

The Board cannot validly conduct business unless the majority of its members are present or represented. A majority of the Board shall constitute a quorum.

In the majority of cases, Board decisions are made by consensus. In the event of a vote, decisions will be passed by a majority of votes. Should there be a tie in the vote, the Board Chair will provide the deciding vote.

6.4. Confidentiality

Directors are not permitted to utilize the information obtained through their position on the Board for external purposes. Directors are also prohibited from discussing confidential Board conversations, information and deliberations with the organization's Senior Management or membership. All members of the Board have an obligation to handle all confidential information obtained through and subsequent to their tenure on the Board with care.

6.5. In Camera Sessions

As part of normal procedure, the Board and its Committees will use in camera sessions to confidentially discuss certain matters. In camera sessions may be used as regular course of business within Board/Committee meetings and may also be called impromptu should confidential items need to be discussed solely among Board members. Board members are responsible to keep these matters confidential and follow the Board's In Camera Policy in utilizing these sessions.

6.6. Minutes

Minutes reflecting the Board agenda, information provided, options for consideration, voting and decisions of the Board will be prepared by the Secretary of the Board. The intended content and purpose of the minutes is to provide a high-level summary of the discussions, outline decisions made, and report on action items resulting from said discussions and decisions. The goal of the minutes is to ensure documentation of key points, discussions and Board decisions.

These minutes will be provided to all Board members for review no longer than fourteen (14) days subsequent to a Board meeting. Should a Director refuse to approve the minutes, a mention of the refusal will be made in the next Board meeting minutes.

7. Governance Charter Review

This Charter will be reviewed at least annually by the Board Governance Committee in the light of experience, evolving circumstances and environment, and member feedback.