

Volleyball Canada Board of Directors – Mandate

Nature, Roles and Responsibilities

1.1 The Volleyball Canada Board of Directors (the Board):

- a. derives its governing authority from the *Canada Not For Profit Corporations Act (the Act)* and Volleyball Canada's by-laws (the By-laws);
- b. is a governance board, responsible and accountable for overseeing and directing the management of the activities and affairs of Volleyball Canada, while delegating Volleyball Canada's operational management responsibilities to the CEO;
- c. oversees strategic planning, corporate governance, risk management, financial management and reporting, and human resources matters, including succession planning and appointing the CEO;
- d. will act in a manner consistent with Volleyball Canada's mission, vision and values, while complying with its Articles of Incorporation, the By-laws and the *Act*; and
- e. owes a fiduciary duty to Volleyball Canada to act in good faith and in its best interests at all times, while considering the legitimate interests of its members (Provincial and Territorial Associations) and all other relevant stakeholders including, athletes, staff, clubs, funding partners and sport regulators.

General Duties and Responsibilities

2.1 The Board's principal duties are as follows:

- a. Strategic Planning and Budgeting, including,
 - i. overseeing and approving Volleyball Canada's strategic plan, and
 - ii. approving an annual budget and operating plan;
- b. Self-Governance, including,

- i. being responsible for its own affairs, including Board composition, meeting schedules, creating a Board Mandate, Board succession, and developing orientation and training processes and materials for new directors and committee members
 - ii. approving governing documents and policies that address how the Board will carry out its tasks and responsibilities,
 - iii. establishing committees, mandates for committees and appointing the chair and members for committees,
 - iv. conducting annual assessments of the Board Mandate and making any required changes, and
 - v. conducting annual assessments of the Board, committees and individual Directors;
- c. Human Resources, for the matters set out below
 - i. recruiting, hiring and, if required terminating, the CEO,
 - ii. monitoring and assessing the CEO's performance, and determining the CEO's compensation,
 - iii. preparing a CEO succession plan, and
 - iv. carrying out a compensation review ensuring compensation practices are fair, competitive, and aligned with Volleyball Canada's mission and goals, while being fiscally responsible;
- d. Monitoring Operational Performance, including,
 - i. monitoring Volleyball Canada's progress towards its strategic goals and objectives and directing corrective action where necessary,
 - ii. ensuring comprehensive and accurate financial reporting that is in accordance with generally accepted accounting principles, including presenting annual audited financial statements to members,
 - iii. recommending external auditors to the members for approval and setting compensation for the approved auditors,
 - iv. ensuring that Volleyball Canada maintains sufficient financial resources to maintain sustainability, and
 - v. monitoring compliance with all significant policies and procedures; and

April 2, 2024

- e. Legal and Other Compliance, including,
 - i. providing oversight to ensure that Volleyball Canada meets all its legal obligations, and that all documents are properly prepared, approved and maintained, and
 - ii. providing oversight to ensure that Volleyball Canada complies with all requirements of regulatory and funding bodies, including being in compliance with all applicable legislation, the Canadian Sport Governance Code, and being consistent with the Universal Code of Conduct to Prevent and Address Maltreatment in Sport and with principles of diversity, equity and inclusion.