

Saskatchewan Cheerleading Association

Governance Policy



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Revisions in **RED** – approved **April 3, 2023**



Saskatchewan Cheerleading Association

Governance Policy

Purpose

The Governance Policy has been established by the Board of Directors of SCA to set out the processes that shall be implemented to ensure that consistent and high-level governance is maintained by the SCA Board of Directors in all areas and also not addressed by other policies such as: Code of Conduct, Confidentiality, Conflict of Interest, Discipline and Complaints, Alternate Dispute Resolution, Judging, Sanctioned-Events, Coaching, Privacy, Provincials Operations, Social Media, Finance Administration, Membership, Communications, etc.

SCA Identity

The SCA is the Saskatchewan Cheerleading Association. The SCA is responsible for governing the sport of cheerleading and performance cheer in Saskatchewan in conjunction with the National Sport Organization, Cheer Canada. This includes but is not limited to rules and regulations, policies and procedures, judging methodology and scoring system, membership insurance, safety standards, and promoting the growth of the sport.

1.1 Vision 2028

We are leaders in the growth and awareness of our sport, revered for governance, development, and performance.

1.2 Mission 2023

Building the foundation for cheerleading and performance cheer in Saskatchewan through education, collaboration, and competitive opportunities.

1.3 Values

Inclusion – Acknowledge, respect, and support diversity by providing equitable opportunities.

Sportsmanship – Respectful interactions from our community, upholding ethical and moral behaviour in all aspects of the sport.

Safety – Advocate safe and sustainable progression within our sport in an environment free from harassment and abuse.

Excellence – Promote skill development and high-performance pathways with a passion for innovation and leadership.

Roles and Responsibilities

1.4 Governing Roles

- The **Board of Directors** is responsible for governance and management of SCA:
 - Participation in all meetings and committees as required
 - Setting, reviewing, and approving the annual budget
 - Determining employee compensation including bonus payments
 - Governing policies and procedures
 - SCA Code of Conduct and Confidentiality Agreement
 - Employee vs Board control and duties
 - Coordinating the strategic plan
 - Transparent and accountable to stakeholders and partners for actions
 - Duties as set out in the Board Member Duties and Code of Conduct



- The **President** is responsible for
 - Meeting management
 - Coordinating the strategic plan
 - Monitoring the performance of SCA
 - Executive Director performance management
 - Signing officer of the association
 - Duties as set out in the Board Member Duties and Code of Conduct
- The **Secretary/Treasurer** is responsible for
 - Meeting minutes
 - Oversee and review monthly financial statements
 - Ensure SCA financial policies are followed
 - Oversee preparation of the annual audited financial statements
 - Present all financial statements as required
 - Signing officer of the association
 - Duties as set out in the Board Member Duties and Code of Conduct
- The **Executive Director** is an employee, and is accountable to the board for day-to-day management of SCA:
 - Day-to-day operations
 - Administrative policies
 - Coordination of the strategic plan
 - Approving financial amounts, as per the SCA budget
 - Duties as set out the job description

1.5 Committees

All Directors must volunteer to sit on at least one committee and may only sit on a maximum of two committees. If more support is required the SCA may seek additional resources from members in the community who are qualified due to their specific interest, knowledge, education, and experience. External resources appointed may also only sit on a maximum of two committees.

External resources for committees outside of the Board of Directors shall be appointed as follows:

- Nomination for a specific committee by a Director in good standing with the SCA
- Acceptance by the nominee willing to be appointed to the specific committee
- Motion and with a majority vote passed required at a SCA board meeting to confirm the resource

All committees must have at least one SCA Director. It is recommended that the committee Chairs be a Director, however it is acceptable that the Chair be a competent person on the committee who is willing to be the Chairperson, so long as the other members on the committee agree on the appointment.

1.5.1 Governance Committee

GOVERNANCE COMMITTEE TERMS OF REFERENCE	
NAME & TYPE	Governance Committee – Standing
PURPOSE	The purpose of the Governance Committee is to ensure that the Board fulfills its legal, ethical, and functional responsibilities through adequate governance policy development, recruitment strategies, training programs, monitoring of Board activities, and evaluation of Directors' performance.
COMPOSITION	The Committee shall at a minimum be composed of three persons, of whom at least one should have knowledge and experience of governance of not-for-profit Boards. This will include: <ul style="list-style-type: none"> • The Chair of the Board; • Two Directors who are not officers of the corporation;

GOVERNANCE COMMITTEE TERMS OF REFERENCE	
	<ul style="list-style-type: none"> • The Board may appoint up to 2 non-Directors to the committee who shall have knowledge and experience in governance of not-for-profit Boards; and • The Executive Director (ex-officio)
APPOINTMENT OF CHAIR	The Chairperson shall be a competent member on the committee, who is willing to be the chair and is agreed upon by the committee members.
DECISION-MAKING PROCESS	Decisions shall be made by majority vote.
AUTHORITY DELEGATED	The Committee shall make recommendations to the Board on governance matters such as (for example) policy review and development, by-law and constitution revisions, human resource related issues, etc. The Executive Director will serve in an advisory capacity to the Committee.
TIMEFRAME/ REPORTING/ DEADLINE/DISSOLUTION	The Committee will meet as needed, based on the workload assigned to it, either by the Board or the Executive Director. If the Executive Director requires that the Committee review or assist in the development of a policy, the Chair of the Board should agree to this work being assigned to the Committee, before the Committee undertakes any work. The Committee will report to the Board of Directors by forwarding minutes of its meetings to the Board. The Board will receive the minutes at the next regular meeting after the Committee's meeting. As a Standing Committee of the Board, there is no limit to its existence.
MEETINGS	The Governance Committee will meet as needed, but at a minimum, twice a year, or at the request of the Committee Chair.
STAFF SUPPORT	The Governance Committee will receive the necessary resources from SCA, to fulfill their mandate. It will also receive administrative support from the SCA.
COMMUNICATION WITH BOARD	The Committee Chair will report to the Board as needed, depending on the nature of the work undertaken by the Governance Committee.
COMMUNICATION WITH EXECUTIVE DIRECTOR	The Committee Chair will communicate with the Executive Director.
SPECIFIC AREAS OF RESPONSIBILITY	<p>The Governance Committee will perform the following key duties:</p> <ul style="list-style-type: none"> • Develop and recommend appropriate policies and procedures to ensure sound governance policies and practices are in place and recommend revisions as required, to assist the Board of Directors in fulfilling its oversight responsibilities; • Review periodically the adequacy and effectiveness of governance documents including the by-laws, policies, procedures, and committee terms of reference, making recommendations for change, as appropriate, to the Board of Directors; • Annual review of the size, composition, diversity, and structure of the Board of Directors and its committees with regard to competencies and skills of its members as related to the current needs of the Board, making recommendations to the full Board for appropriate adjustment;

GOVERNANCE COMMITTEE TERMS OF REFERENCE	
	<ul style="list-style-type: none"> • Ensure proper orientation, support and continuing education for the Directors; • Produce and keep current, documents needed for recruitment and education of current, new, and potential Directors; • Establish and maintain criteria to measure the performance of individual Directors and the Board of Directors as a whole; • Develop and oversee the annual performance review process for the full Board, the self-assessment by individual Directors and performance assessment of Board committees; • Maintain a watch for governance development, best practices, and other opportunities relating to non-profit Boards; • Support the Chair of the Board and Executive Director in their government relations function related to governance issues; • Additional duties as may be delegated to the Committee by the Board of Directors from time to time.

1.6 Finance Committee

FINANCE COMMITTEE TERMS OF REFERENCE	
NAME & TYPE	Finance Committee – Standing
COMPOSITION	<p>The Committee shall at a minimum be composed of the following who may vote and of whom at least one should have knowledge and experience of finance of not-for-profit Boards. This will include:</p> <ul style="list-style-type: none"> • a Secretary-Treasurer, who shall be a member of the Board of Directors; • Two Members of the Board of Directors who are not officers of the Corporation; • The Board may appoint up to 2 non-Directors to the committee who shall have knowledge and experience of finance for not-for-profit Boards; and • The Executive Director (ex-officio and non-voting) <p>The composition of the Committee shall be reviewed annually General Meeting.</p>
APPOINTMENT OF CHAIR	The Chairperson shall be a competent member on the committee, who is willing to be the chair and is agreed upon by the committee members..
DECISION-MAKING PROCESS	Decisions shall be made by majority vote. Tie votes shall be reported to the Board who shall decide the issue.
AUTHORITY DELEGATED	The Committee shall make recommendations to the Board on finance matters such as finance and investment policy review and development, by-law and constitution revisions, etc. The Executive Director will serve in an advisory capacity to the Committee.
TIMEFRAME/ REPORTING/ DEADLINE/DISSOLUTION	If the Executive Director requires that the Committee review or assist in the development of a policy, the Chair of the Board of Directors should agree to this work being assigned to the Committee, before the Committee undertakes any work. The Committee will report to the Board of Directors by forwarding minutes of its meetings to the Board of Directors. The Board of Directors will receive the minutes at the next regular meeting after the Committee's meeting. As a Standing Committee of the Board, there is no limit to its existence.

FINANCE COMMITTEE TERMS OF REFERENCE	
MEETINGS	The Committee will meet as needed, based on the workload assigned to it, either by the Board of Directors or as required by the Executive Director. The Finance Committee will meet as needed, but at a minimum, three times a year (April/May for the budget, June/July to meet with auditors and to conduct a six-month financial review) or at the request of the Committee Chair.
STAFF SUPPORT	The Finance Committee will receive the necessary financial and staff resources from SCA, to fulfill their mandate.
COMMUNICATION WITH BOARD	The Committee Chair will provide brief updates periodically and annually submit a written report to the Board of Directors detailing the activity of the Committee.
COMMUNICATION WITH EXECUTIVE DIRECTOR	The Committee Chair will communicate with the Executive Director.
SPECIFIC AREAS OF RESPONSIBILITY	<p>The Finance Committee will perform the following key duties:</p> <ul style="list-style-type: none"> • Assist in the development and recommend appropriate policies and procedures to ensure sound financial and investment policies and practices are in place and recommend revisions as required including the Committee Terms of Reference, to assist the Governance Committee of the Board of Directors in fulfilling its oversight responsibilities; • Participate in the review of the annual Financial Budget and the development of any long-term Financial Plans (i.e. rolling 5 years) and ensure that any Board of Directors approved staffing plan is properly funded; • Review every month the financial results of the organization that the Board of Directors has ultimate responsibility for (excluded would be any strategic partnerships that are administered by an outside group) and obtaining explanations for variances to the Board approved Budget; • Annual discussion with the external auditors prior to presentation to the Board of Directors regarding the result of their audit and any issues, findings or concerns that they wish to raise relating to the organization's staff, accounting records, accounting practices and system of internal control; • Ensure proper orientation, support and continuing education for the organization's staff involved in the accounting and finance function; • Produce and keep current, documents needed for recruitment and education of current, new, and potential individual members to serve on the Finance Committee; • Maintain a watch for accounting and finance policy development, and best practices; • Additional duties as may be delegated to the Committee by the Board of Directors from time to time.

1.7 Working Committees

WORKING COMMITTEES TERMS OF REFERENCE	
NAME & TYPE	Working Committees – As Needed
COMPOSITION	<p>The Committee shall at a minimum be composed of the following who may vote and of whom at least one should have knowledge and experience of the issue and of not-for-profit Boards. This will include:</p> <ul style="list-style-type: none"> • One Member of the Board of Directors who is an officer of the Corporation; • Two Members of the Board of Directors who are not officers of the Corporation; • The Board may appoint up to 2 non-Directors to the committee who shall have knowledge and experience of the issue and not-for-profit Boards; and • The Executive Director (ex-officio and non-voting)
APPOINTMENT OF CHAIR	The Chairperson shall be a competent member on the committee, who is willing to be the chair and is agreed upon by the committee members.
DECISION-MAKING PROCESS	Decisions shall be made by majority vote. Tie votes shall be reported to the Board who shall decide the issue.
AUTHORITY DELEGATED	The Committee shall make recommendations to the Board on operational or management matters, such as conferences, professional development, funding organizations, supply chain forums, partners, etc.
TIMEFRAME/ REPORTING/ DEADLINE/DISSOLUTION	If the Executive Director requires that the Committee review or assist in the development of a policy, the Chair of the Board of Directors should agree to this work being assigned to the Committee, before the Committee undertakes any work. The Committee will report to the Board of Directors by forwarding minutes of its meetings to the Board of Directors. The Board of Directors will receive the minutes at the next regular meeting after the Committee's meeting. As a Standing Committee of the Board, there is no limit to its existence.
MEETINGS	The Committee will meet as needed, based on the workload assigned to it, either by the Board of Directors or as required by the Executive Director.
STAFF SUPPORT	Working Committees will receive the necessary financial and staff resources from SCA, to fulfill their mandate.
COMMUNICATION WITH BOARD	The Committee Chair will provide brief updates periodically and annually submit a written report to the Board of Directors detailing the activity of the Committee.
COMMUNICATION WITH EXECUTIVE DIRECTOR	The Committee Chair will communicate with the Executive Director.

1.8 Reporting

1.8.1 Executive Directors Report

This is a written report provided for each meeting of the Board of Directors. The report is circulated in advance of the Board meeting. It is not read at the meeting the Executive Director responds to questions from the Directors and Directors about its contents. The Executive Director must report upon activities of committees which they chair.



1.8.2 Committee Reports

These are verbal or written reports provided as needed for meetings for the Governance, Finance, and Working Committees. The written reports are circulated in advance of the Board meeting. They are not read aloud at the meeting but the committee chairs do respond to questions from the Directors about their contents.

1.8.3 External Reports

The Board of Directors may, at any time, engage an independent third part to review any management or policy area of the organizations. The independent third part will report directly to the board on the organization and employee's adherence to approved policies or compliance with generally accepted management practices.

1.8.4 Board Review of Financial Statements

The Board of Directors will review periodic financial reports that highlight divergences from the approved priorities and the approved budget, as well as confirm other aspects of the budget are on track.

Director Conflict of Interest

Directors are required by law to use the utmost good faith in all their dealings involving the organization. Directors must exercise their powers bona fide in the best interests of the organization and not for any side purpose, special interest or other agenda. This duty to act honestly and in good faith is the Director's fiduciary duty.

In discharging their fiduciary duties, Directors are expected, when they are at the Boardroom table, to address their minds exclusively to the interests of the organization. Directors must not allow the judgment and advice that they are expected to provide to the organization to be impacted by extraneous factors - whether those be the financial interests of the Director or the interests of others they may be associated with.

1.9 Fiduciary Duty

1.9.1 Corporate Opportunity

Directors are not to take personal advantage (either directly or indirectly) of opportunities, which would otherwise be available to the organization. There can be no profit to a Director from a commercial opportunity, which a Director has by reason of his or her Directorship, or the knowledge it gives to the Director.

1.9.2 Contracts with the Organization

In order for there to be a valid contract between a Director and the Organization, the Director must make disclosure to the organization to be recorded in the minutes of a Board meeting prior to the contract coming into existence or as soon as the Director is aware of the contract.

This rule applies to contracts to which the Director is a party and to situations in which the Director is also a Director of or has a shareholding of significance in, the other contracting party.

If the contract is one that would not, in normal practice, come to the Board of the organization for approval, the Director is nonetheless required to make a disclosure to be entered into the minutes of a Board meeting. With limited exceptions, a Director must abstain from any discussion and voting in respect of any contract in which the Director has an interest.



Disclosure of a Director's interest in a material contract or transaction or proposed contract or proposed transaction shall be made in writing or shall be made during a properly constituted meeting of the Board:

- If made in writing, the disclosure shall be provided to the President who shall place such written disclosure in the minute book of the organization and shall provide copies of such disclosure to all Directors
- If made during a meeting of the Board, the Director involved shall request that such disclosure be entered in the minutes of the meeting. Such disclosure shall contain a description of the interest of the Director in the contract, transaction, proposed contract or proposed transaction. The amount of detail required in the disclosure depends, in each case, on the nature of the contract or proposed contract and the context in which it arises. The general rule, however, is that a Director's colleagues must be fully informed of the "real state of things"

Director Job Description

As a member of the Board, a Director acts in a position of trust and is responsible for the effective governance of the organization. In carrying out his or her responsibilities as a member of the Board of Directors, each Director owes a fiduciary duty to SCA and must ensure that he or she:

- Acts honestly and in good faith with a view to the best interests of SCA
- Exercises the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances

1.10 Mandate

In carrying out his or her mandate as a Director, each Director must:

- Exercise good judgment and act with integrity
- Maintain confidentiality of all information which is learned in his or her capacity as a Director
- Avoid conflicts of interest
- Disclose contracts or arrangements that the Director has an interest which may be in conflict
- Be an available resource to management and the rest of the Board
- Ensure that SCA operates according to best practices
- Support and encourage legal, ethical and credible business practices
- Act and function independently of management
- Be available for communications with the Chair and/or Executive Director between meetings

1.11 Effectiveness

To promote the effectiveness of Board and committee meetings, each Director must:

- Prepare for such meetings by reviewing the materials sent out in advance of the meeting
- Attend each meeting whenever possible
- Be in attendance for the full duration of the meeting, whenever possible
- Have acquired adequate information necessary for decision-making
- Participate fully and frankly in deliberations and discussions during the meeting
- Encourage and engage in free and open Board discussion
- Question senior management appropriately regarding strategy, operations and results
- Participate in evaluation processes as established and undertaken by the Board

1.12 Decision Making

In order to be able to make well-informed decisions, each Director shall:

- Remain knowledgeable about SCA's strategy, programs, and services
- Develop a thorough understanding of SCA's role
- Maintain an understanding of the regulatory, business, social and political environments in which SCA operates
- Maintain a business relationship with senior staff; with the understanding that the individual Director's do not direct staff
- Remain knowledgeable about SCA's programs, services and facilities

1.13 Succession Planning

Directors will be responsible for recording their responsibilities and duties in writing in order to compile succession planning documents for future members of the Board. Such information and documents must be turned over to the Board upon completion of term, and at times of recruitment for new Directors.

Authority of Executive Director

The Executive Director is the Board's official link to the organization of SCA. As such, the Executive Director is accountable for the organization's performance and exercises all authority transmitted to the Executive Director by the Board.

The Executive Director's job description, including duties and accountabilities, shall be set out in the Executive Directors employment contract, which will be reviewed and updated accordingly as required. Financial approval limits of the Executive Director shall be set out in the Delegation of Authority policy, approved by the Board.

1.14 Delegation to the Executive Director

The Board's job is generally confined to establishing broad policies for achievement of the mission, vision and objectives of the SCA. It delegates responsibility for execution of those policies and the implementation of plans to the chief executive officer, including subsidiary policy development necessary to fulfill these responsibilities. As such the Board of Directors shall:

- Direct the Executive Director to achieve certain results through the mission, strategic plan, business plan, policies, and corporate full value commitment
- Constrain the Executive Director to act within acceptable boundaries of prudence and ethics through the establishment of Operating Principles and milestones

No individual Director, officer, or committee has supervisory authority over the Executive Director. Information may be requested, but the Executive Director has the authority to refuse a request if he or she judges that it requires an unreasonable amount of staff time or is not in compliance with Board direction.

The Executive Director may not perform, allow, or cause to be performed any act which is contrary to explicit Board constraints. All Board authority delegated to staff is delegated through the Executive Director, so that the authority and accountability of staff is viewed as the authority and accountability of the Executive Director.

The Executive Director is authorized to establish all further procedures, make all decisions, take all actions, and develop all activities in conformity with the Board's policies. The Board may, by extending its policies, "un-delegate" areas of the Executive Director's authority, but will respect the Executive Director's choices so long as the delegation continues. This does not prevent the Board from obtaining information about activities in the delegated areas.



Should the Executive Director violate Board policy, he or she shall inform the Board immediately. Informing the Board is not a request for approval but a guarantee that violations are not kept from the Board. The approval or disapproval of any individual Director does not exempt the Executive Director from subsequent Board judgment of the action.

The Executive Director may speak on behalf of SCA as delegated by the Board.

1.15 Monitoring Executive Director Performance

The Board will track the performance of the Executive Director by monitoring compliance with Board policy, leaving the Board free to concentrate most of its time on creating the future rather than checking the past. The Board's monitoring activities will be based on its governance philosophy.

The purpose of such monitoring is to determine whether Board policies are being implemented and whether its goals are being achieved within the limitations it has set. The President, along with Directors, will perform an annual evaluation of the Executive Director's performance. The evaluation will use in part SCA's annual mandate goals as metrics.

1.16 Staff Treatment

The Executive Director shall ensure humane, fair, and dignified working conditions for all staff. Accordingly, the Executive Director shall:

- Prevent discrimination among employees other than by business-related criteria, individual performance, and qualifications
- Reasonably protect staff from unsafe, unhealthy, or illegal conditions
- Provide to the staff a clear set of personnel policies which govern working conditions, compensation, and benefits
- Establish job descriptions for all jobs and review those on an annual basis to ensure relevancy
- Provide staff training as needed
- Adhere to signed employment agreements
- Evaluate staff at least annually based upon pre-established criteria
- Post all job openings for staff
- Regularly inform Board about staff changes and hiring practices

1.17 Financial Condition

The Executive Director shall operate SCA in a prudent manner that ensures the long-term financial health of SCA. Accordingly, the Executive Director shall:

- Prevent SCA from incurring indebtedness, except as approved by the Board
- Prevent the misuse of restricted funds
- Settle payroll and debts in a timely manner, with assistance from appointed accountant and bookkeeping staff
- Ensure expenditures conform with the budget and Board-stated priorities
- Disclose fiscal activity to the Board

1.18 Risk Management

The Executive Director shall ensure that there is a risk management plan in place, and shall keep the Board informed about the plan and any impending risk. The Executive Director shall:

- Make certain that both risks and opportunities have been identified and evaluated
- Assess potential threats to the organization's image
- Assess risk to the organization's financial security and growth
- Provide regular, reliable, and comparable reports on the organization's progress