



Suite 301-333 Terminal Avenue, Vancouver, BC V6A 4C1
p: 604-568-1135 | f: 604-568-1639 | e: info@canadasnowboard.ca | www.canadasnowboard.ca

Memo To: Board of Directors
Copy To: Provincial and Territorial Associations
From: Steven Hills
Subject: Election of Officers and Directors of Canada-Snowboard
Date: 12 December, 2010

Background

On 05 May, 2010, a special General Meeting was held that amended a number of provisions of the Canada-Snowboard Governing By-Law. Included in these changes were the composition of, and election procedures for, the Board of Directors.

Under the amended By-Law, the Board of Directors consists of:

- ☞ The Chairperson, who shall be elected at the Annual General Meeting.
- ☞ The Vice-Chairperson, who shall be elected at the Annual General Meeting.
- ☞ The Treasurer, who shall be elected at the Annual General Meeting.
- ☞ One Director At Large, who shall be elected by the athlete members of the High Performance Program.
- ☞ Four Directors At Large, who shall be elected at the Annual General Meeting.
- ☞ Such other non-voting Directors, to a maximum of three, as the Board of Directors may itself appoint; and
- ☞ The Chief Executive Officer, who shall be an *ex officio* non-voting Director, and who shall serve as Secretary.

All Directors shall ordinarily be elected for terms of office of two (2) years. There shall be no limit on the number of times a Director may be re-appointed or re-elected to the same position.

Current Situation

The current Chairperson (Michael Gray) and the current Treasurer (Guy Poupart) are completing their two year terms, and elections need to be held for these positions at the 12 January, 2011 AGM conclusion (recessed from 24 November, 2010). The current Vice-Chairperson (Louise Matthews) was elected in 2009 for a two year term, and an election for this position does not need to be held on 12 January. The position of Secretary (currently filled by Flynn Seddon) has been eliminated as an elected position, and will be filled by the Chief Executive Officer on an *ex officio* basis.



The Director At Large positions are new, and elections need to be held on 12 January, 2011. The Director At Large elected by the HPP athletes will be chosen by a separate process, so an election does not need to be held on 12 January.

The Chairperson, Treasurer, and one other Director At Large are ordinarily elected in even numbered years, so the elections for these positions on 12 January will be for two year terms. All other elected Directors shall ordinarily be elected in odd numbered years. The elections for the other three Directors At Large will be for one year terms.

Nominations Committee

The Canada~Snowboard Nominations Committee consists of:

- ☞ Louise Matthews (Chairperson)
- ☞ Cathy Astofooroff
- ☞ Mary-Frances Carter
- ☞ Steve Fairbairn
- ☞ Steven Hills (Secretary)

The role of the Nominations Committee is to ensure that there is at least one qualified candidate standing for election for each position.

The Nominations Committee will issue a preliminary report on Friday, 07 January. If necessary, it will issue a supplementary report on Wednesday, 12 January prior to the meeting. It will present its final report at the meeting.

Nomination Process

Nominations are invited for the following positions:

- ☞ Chairperson
- ☞ Treasurer
- ☞ Director At Large (2 year term)
- ☞ Director At Large (1 year term)
- ☞ Director At Large (1 year term)
- ☞ Director At Large (1 year term)

An outline of the responsibilities for these positions is provided below.

All candidates for election must meet the following criteria:

- ☞ They must be not less than eighteen (18) years of age, with power under law to contract.
- ☞ They must be Individual Members in good standing of Canada~Snowboard and their provincial or territorial snowboard association.

In addition, candidates for the Director At Large positions must be nominated by a Canada~Snowboard Member Organization (i.e. a provincial or territorial snowboard association) in good standing.

Candidates for the positions of Chairperson and Treasurer may be nominated by any member of Canada~Snowboard in good standing, including themselves. Candidates for these positions must submit a **Nomination Form** (available at www.canadasnowboard.ca) to me as Secretary of the Nominations Committee (steven@canadasnowboard.ca). Nominations may also be

made from the floor during the 12 January meeting, but only those nominations submitted on or before Wednesday, 05 January will be circulated for information prior to the meeting.

Candidates for the positions of Director At Large must be nominated by a Canada~Snowboard Member Organization (i.e. a provincial or territorial snowboard association) in good standing. Either the candidate or p/tsa must submit a **Nomination Form** to me as Secretary of the Nominations Committee (steven@canadasnowboard.ca). The submission must include confirmation from the p/tsa of its nomination of the candidate. Nominations may be made from the floor during the Wednesday, 12 January meeting, but only those nominations submitted before Wednesday, 05 January will be circulated for information prior to the meeting.

Election Process

The elections will be held during the 12 January, 2011 Annual General Meeting Resumption. The election will commence at 5:00 pm PST and be conducted on-line via Elluminate.

Elections will be held in the following order:

- ☞ Chairperson
- ☞ Treasurer
- ☞ Director At Large (2 year term)
- ☞ 3 Directors At Large (1 year term)

Each candidate for a position will be provided with a two minute opportunity to address the meeting.

Votes will be cast through the Elluminate messaging system to the Returning Officer, who will be appointed by the meeting.

Candidates who are unsuccessful in one election may subsequently be nominated for another position.

Please do not hesitate to contact me if you have any questions.

Steven Hills
604.910.3284
steven@canadasnowboard.ca

Responsibilities of Directors and Officers

Chairperson

The Chairperson shall preside at all General Meetings of Canada~Snowboard and all meetings of the Board of Directors.

She or he shall supervise the affairs and operations of the organization, and shall provide advice and guidance to the Chief Executive Officer with respect to the management of the affairs of the organization.

She or he shall see that all orders and resolutions of the Board are carried into effect. The Chairperson shall sign all documents requiring his or her signature, and have the other powers and duties from time to time prescribed by the Board or incident to his or her office.

She or he shall serve, in an *ex officio* capacity, on each Standing Committee of the Board.

Treasurer

The Treasurer shall have the custody of the funds and securities of Canada~Snowboard.

She or he shall keep or shall cause to be kept full and accurate accounts of all assets, liabilities, receipts, and disbursements of Canada~Snowboard in the books belonging to the organization and shall deposit, or cause to be deposited, all moneys, securities, and other valuable effects in the name and to the credit of Canada~Snowboard in such chartered bank, credit union, or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board of Directors from time to time.

He or she shall disburse, or shall cause to be disbursed, the funds of Canada~Snowboard as may be directed by proper authority, taking proper vouchers for such disbursements, and shall render to the Chairperson and Directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and of the financial position of the organization.

He or she shall also perform such other duties as may from time to time be directed by the Board of Directors.

Directors At Large

The primary role of the Directors At Large is to serve as knowledgeable and participating members of the Board of Directors in fulfilling that body's role to establish and monitor the mission, values, vision, core strategies, and policy statements of Canada~Snowboard as these are set out in the organization's Statement of Purpose.

Directors At Large are also required to help fulfill the Board's role to ensure the effective management and fiduciary responsibility of the organization.

Each elected Director other than the Chairperson shall serve on at least one of the three Standing Committees of the Board:

- ☞ Finance and Audit Committee.
- ☞ Nominations Committee.
- ☞ Governance Committee

A general outline of the responsibilities of all Directors consists of the following:

- ☞ Be prepared for, attend, and take an active part in all meetings of the Board and Standing Committees.
- ☞ Establish the strategic purpose and values of the organization.
- ☞ Exercise financial oversight and fiduciary responsibility for the organization on behalf of its members.
- ☞ Exercise risk management oversight on behalf of the organization.
- ☞ Establish formal and informal reporting requirements between the Board and Committees of the Board and between the Board and the CEO.
- ☞ Establish, approve, and review policies, particularly those related to governance of the organization or its members.
- ☞ Avoid real or perceived conflicts of interest.
- ☞ Engage in developmental activities to improve Board performance and ensure "best practices" in Board procedures.
- ☞ Review the performance of Board members and of the Chairperson of the Board.
- ☞ Respect the authority of the Chair, and exercise only such authority as is granted individually or collectively by Board governance policies.
- ☞ Respect the relationship between the Board and CEO, and the authority of the CEO over management of the organization.
- ☞ Ensure that only the Chairperson of the Board or the CEO speaks publicly on behalf of Canada~Snowboard, unless another spokesperson has been specifically authorized by the Board.
- ☞ Establish clear performance criteria (including key results and time frames) for the periodic evaluation of the performance of the CEO.