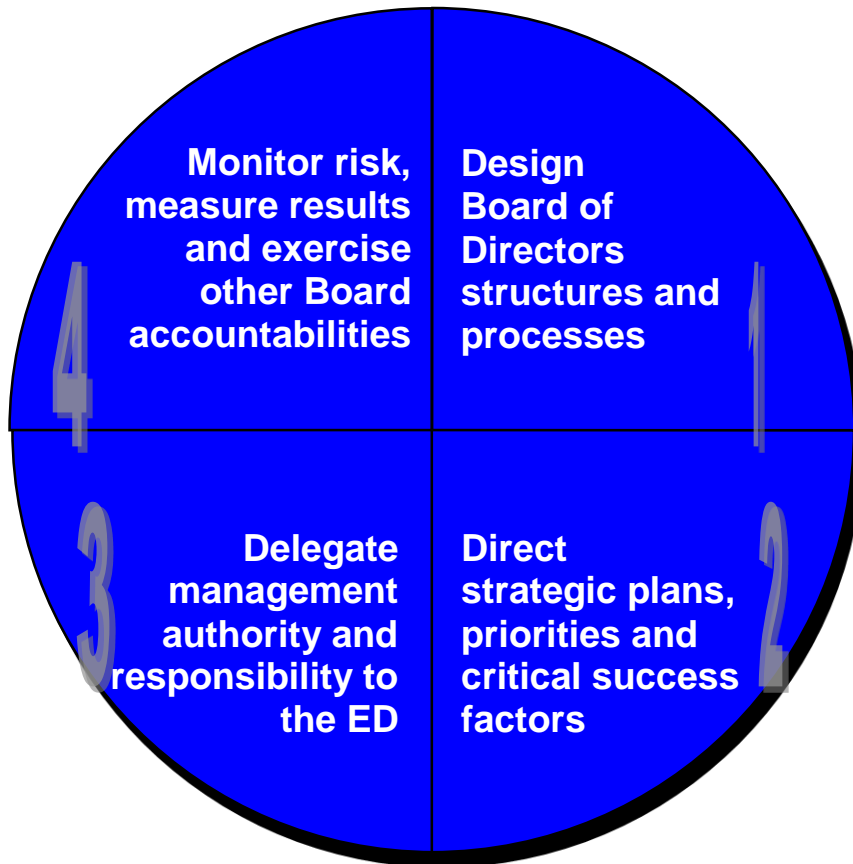




Dive Sask Governance Manual Workbook



Updated June 2015

Dive Sask Board Governance Manual

Table of Contents

GS Governance Structure

GS1 – Roles

- GS1 – 1 Role of the Board
- GS1 – 2 Role of the Committees
- GS1 – 3 Role of the Chair, Vice Chair
- GS1 – 4 Role of the Individual Director

GS2 – Relationship Descriptions

- GS2 – 1 Board of Directors/Members
- GS2 – 2 Financial Audit Committee/Board
- GS2 – 3 Governance Committee/Board
- GS2 – 4 Relationship Review Committee/Board
- GS2 – 5 Nominating Committee/Board
- GS2 – 6 Board Chair/Board
- GS2 – 7 Vice-Chair/Board
- GS2 – 8 Secretary/Board
- GS2 – 9 Committee Chair/Board
- GS2 – 10 Board Director/Board

GP Governance Processes

GP1 – Board Processes

- GP1 – 1 Election of Officers and Committee Chairs
- GP1 – 2 Board Meetings
- GP1 – 3 *In Camera* Sessions
- GP1 – 4 E-mail Meeting Protocol
- GP1 – 5 Telephone Meeting Protocol

- GP1 – 6 Board Meeting Preparation
- GP1 – 7 Meeting Procedures
- GP1 – 8 Consensus and Voting
- GP1 – 9 Conflict of Interest
- GP1 – 10 Conflict Resolution
- GP1 – 11 Governance Manual Changes
- GP1 – 12 Expenses
- GP1 – 13 Minutes, Recording, Distribution
- GP1 – 14 Staff and Guest Attendance
- GP1 – 15 Communication with Staff

GP2 – Strategic Planning Process

- GP2 – 1 Historical Context
- GP2 – 2 Values
- GP2 – 3 Beneficiaries
- GP2 – 4 Services
- GP2 – 5 Places
- GP2 – 6 Vision
- GP2 – 7 Mission
- GP2 – 8 Priorities
- GP2 – 9 Strategic Goals
- GP2 – 10 Critical Success Factors

GP3 – Delegating Authority to the ED

- GP3 – 1 Relationship Description, ED
- GP3 – 2 ED Limitations/Expectations
 - GP3 – 2.1 Tactical and Financial Planning
 - GP3 – 2.2 Financial Condition - Operational Funds
 - GP3 – 2.3 Capital Expenditures & Assets
 - GP3 – 2.4 Restricted or Donor-designated Funds
 - GP3 – 2.5 Operation of Bank Accounts
 - GP3 – 2.6 Staff and Volunteer Treatment
 - GP3 – 2.7 Board Governance Support
 - GP3 – 2.8 Monitoring and Managing Internal and External Risk

GP4 – Monitoring and Measuring

- GP4 – 1 Monitoring ED Limitations/Expectations
- GP4 – 2 Monitoring Critical Success Factors
- GP4 – 3 Monitoring Schedule
- GP4 – 4 Measuring Strategic Outcomes
 - GP4 – 4.1 Outcome Indicators
 - GP4 – 4.2 Measuring Process
- GP4 – 5 Monitoring Board Performance and Annual Relationship Reviews
 - GP4 – 5.1 Board Governance Reviews
 - GP4 – 5.2 Internal Board Relationship Reviews
 - GP4 – 5.3 Governance Committee/Board Relationship Review
 - GP4 – 5.4 ED/Board Relationship Review
- GP4 – 6 Accountability to Government Authorities
- GP4 – 7 Accountability to Members
- GP4 – 8 Accountability to Other Stakeholders

Board Monitoring and Measuring Calendar

Committee Calendars and Documents

Appendix A – Introduction to the Relationship Model™

Appendix B – Definitions of Terms

GS GOVERNANCE STRUCTURE

GS1 – ROLES

GS1 – 1 Role of the Board

The role of the Board of Directors is to direct and control the entire organization through the process of governance. It designs its own governance policies, creates and maintains the strategic plan, delegates management authority to the ED and monitors performance and measures results.

The main focus of the Board is on strategic planning. The basic strategic question for the Board of Dive Sask to answer is, “**What services shall Dive Sask deliver to which people in what places and in what order of priority?**” and “What outcomes do we expect the delivery of our services to have in the lives of people?”

The Board’s role in governance also includes the processes of accountability:

- Monitoring ED compliance with limitations and expectations policies,
- Monitoring the ED’s risk management
- Measuring strategic results achieved by management (staff),
- Satisfying requirements of regulatory authorities and
- Fulfilling the Board’s responsibility to all its stakeholders.

GS1 – 2 Roles of the Committees

The primary role of the committees is to assist the Board with its governance, not to govern on the Board’s behalf.

The committees monitor staff’s compliance with the Board’s limitations and expectations policies. The committees also assist the Board with planning and measurement in the areas of each committee’s mandate.

The committees advise when asked by staff, but do not manage or direct staff unless authorized to do so by the Board. The committees may assist the Board in identifying indicators by which strategic results can be measured.

GS1 – 3 Roles of the Chair and Vice Chair

The role of the Chair is to lead the process of decision-making. The Chair shall be objective and impartial and shall not lead the discussion to a predetermined conclusion.

The Chair shall ensure that each Director has ample opportunity to give an expression of his/her own opinion and shall ensure that no Director dominates the discussion or demonstrates inappropriate behavior.

The Vice Chair shall follow these same principles of leadership in the decision-making process.

GS1 – 4 Role of the Individual Director

The primary role of the individual Director is to participate in the process of governance. Directors study information and decision-making materials, participate in discussion and debate and share in the decision-making process by reaching consensus or voting.

Individual Directors have no authority to act on behalf of Dive Sask as individuals except by specific delegation from the Board.

GS2 – RELATIONSHIP DESCRIPTIONS

GS2 – 1 The Board of Directors/Members Relationship Description

1. AUTHORITY

The Board's sources of strategic/operational authority are the members of Dive Sask. Other stakeholders – the donors, the strategic partners and the clients – have a voice in determining the future, but without vote.

The Board's sources of legal/regulatory authority are the governmental authorities where Dive Sask is registered and where its services are delivered. National and regional organizations of which Dive Sask is a member may also have regulatory authority (Diving Plongeon Canada, Sask Sport).

The Board's sources of moral authority are the members of Dive Sask and the appropriate government agencies and departments.

2. LIMITATIONS OF AUTHORITY

In exercising its moral authority and its legal and regulatory authority, the Board may not cause or allow Dive Sask to be in violation of the laws in the countries where it is registered and operates (the City of Regina, the Province of Saskatchewan and the Dominion of Canada).

In exercising its strategic/operational authority the Board may not cause or allow Dive Sask to be in violation of the Bylaws of Dive Sask.

3. RESPONSIBILITIES

The responsibilities of governance of the Board are to:

- Design the Board's structure and governance processes
- Provide strategic leadership by determining Dive Sask's values, beneficiaries and services, vision, mission and priorities
- Delegate management authority and responsibility to the Executive Director (ED)
- Monitor risk management and performance and measure strategic results.

4. EXPECTATIONS

The expectations of the Board are described in its strategic plans and in the annual strategic goals of Dive Sask and in the annual tactical goals of the Board.

In fulfilling its strategic and operational responsibility the Board shall seek and respect the counsel of its stakeholders in its strategic planning process and in its governance of the strategic mission and priorities.

5. ACCOUNTABILITIES

The Board is accountable to the members of Dive Sask and to the appropriate governmental and regulatory authorities.

The Board's accountability will be exercised by the submission of required documentation to government authorities and by clear and true reporting to all of its stakeholders: members, employees and volunteers, donors, strategic partners and clients.

- Government of Canada
 - Income Tax Return (T2)
- Government of Saskatchewan
 - Annual Return
 - Audited Financial Statement
- Members and Employees
 - Annual Report
 - Audited Financial Statement
 - Access to Board minutes
- Sask Sport
 - Audited Financial Statement
 - Annual Strategic Plan and Budget
 - Sport Profile and Follow Up
 - MAP Grant Policies
- Diving Plongeon Canada
 - Annual Report
 - Membership lists

GS2 – 2 Financial Audit Committee/Board Relationship Description

1. AUTHORITY

The Financial Audit Committee shall be appointed annually by the Board of Directors and shall function with the authority of the Board within the terms of its relationship.

Membership shall consist of not less than three (3) persons. Members shall have financial competencies relevant to the Committee's responsibilities.

Except for the Committee Chair the members of the Committee may be selected from persons who are not members of the Board of Directors.

A quorum shall be a majority of members.

2. LIMITATIONS OF AUTHORITY

The Committee may not, without additional authorization by the Board:

- Manage the day-to-day operations of Dive Sask
- Give management direction to the ED or his/her staff
- Monitor management performance not covered in financial limitations policies
- Request reports not required for the monitoring of financial limitations policies
- Enter into conflict of interest.

3. RESPONSIBILITIES

As a committee supporting the Board in financial matters, the Committee shall:

- Review ED financial limitations policies and recommend changes to the Board of Directors
- Monitor financial limitations policies in accordance with the monitoring schedule
- Monitor risk indicators associated with critical risk factors
- Receive action plans from the ED when financial limitations policies and risk indicators are violated and report significant violations to the Board
- Consider and recommend to the Board the appointment of external auditors and their remuneration
- Review the external auditors' management letter and management's response
- Review financial reports submitted to regulatory agencies.

4. EXPECTATIONS

The Committee shall meet not less than 4 times per year, not later than thirty (30) days following the end of any quarter of the fiscal year.

Members of the Committee are expected to attend all meetings of the Committee. Attendance may be by telephone or other electronic means.

The Committee shall provide copies of the financial limitations policy and risk indicator monitoring reports to each Director in a timely manner.

5. ACCOUNTABILITIES

The Board of Directors is accountable to the Committee for:

- Providing the authorization and resources required for the responsibility
- Ensuring the assistance of the ED.

The Committee shall report the following to the Board of Directors in writing at the first Board meeting of the fiscal year:

- Dates of meetings and committee member attendance
- Summary of financial policy recommendations for the year
- Summary of monitoring of financial limitations policies.

The Board of Directors and the Committee shall confirm or renegotiate the relationship description annually.

GS2 – 3 Governance Committee/Board of Directors Relationship Description

1. Authority

The Governance Committee receives its authority from the Board of Directors to assist the Board with governance matters. The appointment of the Committee shall take place

annually at the first meeting of the Board of Directors following the Annual General Meeting.

The Governance Committee shall consist of not less than three (3) members of the Board. Members of the Committee shall hold office until the conclusion of the first meeting of the Board of Directors following the Annual General Meeting. A quorum for Committee meetings is three (3) members.

The Governance Committee may also choose to add one additional member who is not a member of the current Board to help with the Board Nomination process.

2. Limitations of Authority

Without additional authority the Governance Committee may not:

- Give management direction to the ED or his/her staff
- Violate the limitations of the Bylaws
- Establish or change policies of the Board.

3. Responsibilities

The Committee is responsible for:

- Nominating prospective Directors for election to the Board
- Designing and conducting a program of orientation for new Directors
- Monitoring the Board's performance in governance
- Reviewing current Bylaws and governance policies and recommend revisions and additions to the Governance Manual
- Co-ordinating a program of governance education and skill development for the Board and its members

4. Expectations

In fulfilling its responsibilities, the Committee is expected to:

- Complete each new Director orientation before the new Director's second regular Board meeting
- Maintain the monitoring schedule listed in the Governance Manual
- Review the Bylaws and Governance Manual annually
- Ensure there is a process for evaluation and coordination of committee assignments for Board approval.

Members of the Committee are expected to attend all meetings of the Committee. Attendance may be by telephone or other electronic means.

5. Accountability

The Board of Directors is accountable to the Committee for:

- Providing the authorization and resources required for the responsibility
- Ensuring the assistance of the ED and Staff Team.

The Committee is accountable to the Board of Directors for:

- Fulfilling its responsibility within the time expected

Dive Sask Governance Manual June15

- Providing a final report to the Board of Directors at the conclusion of its mandate, including:
 - Dates of meetings and committee member attendance
 - Summary of policy recommendations and changes for the year
 - Summary of monitoring activities.

The Board of Directors and the committee shall confirm or renegotiate the relationship description annually.

GS2 – 4 Relationship Review Committee/Board of Directors Relationship Description

1. Authority

The Relationship Review Committee receives its authority from the Board of Directors to assist the board with monitoring internal and external relationships. The appointment of the Committee shall take place at the first meeting of the Board of Directors after the Annual General Meeting.

The Relationship Review Committee shall consist of not less than three (3) members of the board, one being the Chair. Members of the Committee shall hold office until the conclusion of the first meeting of the Board of Directors following the Annual General Meeting. A quorum for Committee meetings is three (3) members.

2. Limitations of Authority

Without specific authority from the Board of Directors, the Relationship Review Committee may not:

- Give management direction to the ED or his/her staff
- Violate the limitations of the bylaws
- Monitor staff and volunteer relationships not included in the Critical Risk Factors
- Conduct the review of its own committee chair/board or committee/board relationship.

3. Responsibilities

The Committee is responsible for:

- Conducting the relationship reviews that are internal to the board
- Conducting the ED/Board relationship review
- Monitoring relationships with staff, volunteers, clients and customers as required by the Critical Risk Factors
- Monitoring relationships with regulatory authorities, strategic partners and other stakeholders (Canada Revenue Agency, Sask Sport, Saskatchewan Corporations Branch, Diving Plongeon Canada).
- Reviewing current governance relationship descriptions and recommend revisions and additions to the Governance Committee

4. Expectations

In fulfilling its responsibilities, the Committee is expected to:

- Maintain the monitoring schedule listed in the Governance Manual
- Review annually each relationship included in its area of responsibility.

Members of the Committee are expected to attend all meetings of the Committee. Attendance may be by telephone or other electronic means..

5. Accountabilities

The Board of Directors is accountable to the Committee for:

- Providing the authorization and resources required for the responsibility
- Ensuring the assistance of the ED and the Senior Management Team.

The Committee is accountable to the Board of Directors for:

- Fulfilling its responsibility within the time expected
- Providing a final report to the Board of Directors at the first Board meeting of the year, including:
 - Dates of meetings and committee member attendance
 - Summary of recommendations for the year
 - Summary of monitoring activities.

The board of directors and the committee shall confirm or renegotiate the relationship description annually.

GP2 – 6 Board Chair/Board Relationship Description

1. AUTHORITY

The Board Chair receives his/her authority by the election of the Board of Directors.

The Board Chair is authorized by the Board to provide the leadership of the process of governance.

The Board shall provide the Board Chair with the resources required for that process.

2. LIMITATIONS OF AUTHORITY

In the fulfillment of the responsibilities of this position the Board Chair may not:

- Take any action not authorized by the Board of Directors
- Direct the decision making process towards any specific outcome
- Make or second a motion, or vote on a motion, except in case of a tie vote.
- Give management direction to the ED or his/her staff
- Cause or allow the Board of Directors to be in violation of the limitations of its authority
- Prevent any proposal from any Director from being considered.

3. RESPONSIBILITY

The responsibilities of the Board Chair are to lead the processes of governance, including:

- Preparation of the agenda and chairing the meetings of the Board
- Designing and maintaining Board structure and process
- Strategic planning
- Delegating authority and responsibility to the Executive Director
- Monitoring performance and risk and measuring strategic outcomes

The Chair shall act as an official spokesperson of Dive Sask to the stakeholders and the public.

4. EXPECTATIONS

The expectations of this position shall include:

- Preparation for and attendance at every meeting of the Board of Directors
- Ensuring the flow of all relevant governance information to the Directors
- Ensuring that all decisions are documented accurately in minutes, policies and other documents
- Conduct that is consistent with the values of affirmation, involvement and servant leadership.

5. ACCOUNTABILITIES

Accountability in this relationship is mutual.

The Board of Directors is accountable to the Board Chair for:

- Providing all the authorization and resources required for the responsibilities
- Providing an annual review of the Board Chair's performance
- Negotiating reasonable expectations of the Board Chair's responsibility
- Expressing affirmation, involvement and servant leadership in its relationship with the Board Chair.

The Board Chair is accountable to the Board of Directors for:

- Performance with respect to the negotiated expectations
- Compliance with the limitations of authority of the position.

Scheduled at pre-determined annual intervals, the relationship review shall be lead by the Relationship Review Committee.

It shall include a:

- Review of the authorization and resources provided and values expressed to the Board Chair
- Review of the Board Chair's performance towards expectations of the responsibilities of the relationship
- Negotiation of expectations for the next planning period
- Review of the authorization and resources required for the next period, including plans for professional development.

GS2 – 7 Vice Chair/Board Relationship Description

1. AUTHORITY

The Vice Chair receives his/her authority by the election of the Board of Directors.

While serving as acting Board Chair, the Vice Chair shall function within the Board Chair/Board relationship description.

The Vice Chair may become the acting Board Chair at the request of the Board Chair or the Board itself.

The duration of service as acting Board Chair shall be determined at the time of the appointment.

2. LIMITATIONS OF AUTHORITY

While serving as acting Board Chair the Vice Chair is subject to the limitations of authority for the Board Chair.

3. RESPONSIBILITIES

While serving as acting Board Chair the Vice Chair carries the responsibilities of the Board Chair.

When not serving as acting Board Chair the Vice Chairs shall assist and support the Board Chair in accomplishing his/her tasks.

4. EXPECTATIONS

While serving as acting Board Chair the expectations to the Vice Chair are as for the Board Chair.

5. ACCOUNTABILITIES

While serving as acting Board Chair the accountabilities for the Vice Chair are as for the Board Chair.

GS2 – 8 Board Secretary/Board Relationship Description

1. AUTHORITY

The Board Secretary receives his/her authority by the election of the Board of Directors. The Board Secretary shall be elected from among the members of the Board.

The Board Secretary is authorized by the Board to record the actions and decisions of the Board in the official minutes of the Board.

The Board shall provide the Board Secretary with the material resources required for that process, including the authorization to appoint or employ a recording Secretary for the purpose of taking minutes during the Board meetings.

2. LIMITATIONS OF AUTHORITY

In the fulfillment of the responsibilities of this position the Board Secretary may not:

- Record any action not authorized by the Board of Directors
- Give management direction to the ED or his/her staff
- Cause or allow the Board to be in violation of the limitations of its authority.

3. RESPONSIBILITIES

The responsibilities of the Board Secretary are to:

- Manage the recording of minutes, notes and action lists at Board meetings
- Document all decisions accurately in minutes, policies and other documents
- Distribute minutes, documents and notices of meetings to the Directors in a timely manner.

4. EXPECTATIONS

The expectations of this position shall be negotiated in the annual review of the Board Secretary/Board relationship and shall include:

- Preparation for and attendance at every meeting of the Board
- Timely flow of all relevant information to the Directors, including Board minutes and changes to the documents of the Board.

5. ACCOUNTABILITIES

Accountability in this relationship is mutual. The Board is accountable to the Secretary for providing the authorization, resources, affirmation, involvement and servant leadership required for the successful realization of the responsibilities of the position.

The Secretary is accountable to the Board for performance with respect to the negotiated expectations and for compliance with the limitations of authority of the position.

The components of this working relationship shall be reviewed at pre-determined intervals at the initiation of the Board and shall include a:

- Review of the authorization and resources provided and values expressed to the Secretary
- Review of the Secretary's performance towards expectations of the responsibilities of the relationship
- Negotiation of expectations for the next planning period
- Review of the authorization and resources required for the next period, including plans for professional development.

GS2 – 9 Committee Chair/Board Relationship Description

1. AUTHORITY

Dive Sask Governance Manual June15

The Committee Chair receives his/her authority by the election of the Board of Directors.

The Committee Chair is authorized by the Board to provide the leadership of the committee process.

The Board shall provide the Committee Chair with the material resources required for that process.

2. LIMITATIONS OF AUTHORITY

In the fulfillment of the responsibilities of this position the Committee Chair may not:

- Take any action not authorized by the Board of Directors
- Give management direction to the ED or his/her staff
- Cause or allow the committee to be in violation of the limitations of its authority.

3. RESPONSIBILITY

The responsibilities of the Committee Chair are to:

- Lead the committee process including the preparation of the agenda and chairing the meetings of the committee
- Ensure that all decisions are documented accurately in minutes, policies and other documents
- Ensure that the Board's expectations of the committee are fulfilled.

4. EXPECTATIONS

The expectations of this position shall be negotiated in the annual review of the Committee Chair Board relationship and shall include:

- Preparation for and attendance at every meeting of the committee
- Flow of all information relevant information to the committee members
- Conduct that is consistent with the values of Dive Sask.

5. ACCOUNTABILITIES

Accountability in this relationship is mutual. The Board is accountable to the Committee Chair for providing the authorization, resources, affirmation, involvement and servant leadership required for the successful realization of the responsibilities of the position.

The Committee Chair is accountable to the Board for performance with respect to the negotiated expectations and for compliance with the limitations of authority of the position.

The components of this working relationship shall be reviewed at pre-determined intervals at the initiation of the Board and shall include a:

- Review of the authorization and resources provided and values expressed to the Committee Chair
- Review of the Committee Chair's performance towards expectations of the responsibilities of the relationship

- Negotiation of expectations for the next planning period
- Review of the authorization and resources required for the next period, including plans for professional development.

GS2 – 10 The Director/Board Relationship Description

1. AUTHORITY

The Director is authorized by virtue of his/her election to the Board of Directors. Once elected the source of authority is the Board of Directors.

The Board of Directors shall provide costs of Board meetings, including travel and accommodation, Directors' liability insurance, Board materials and resources for governance orientation and training.

2. LIMITATIONS OF AUTHORITY

Without specific authority from the Board, an individual Director may not:

- Speak officially on behalf of the Board or organization
- Enter into any legal or financial agreement on behalf of Dive Sask
- Give direction to the ED or the management of Dive Sask.

3. RESPONSIBILITY

The responsibility of each Director is to:

- Participate in the governance process of the Board
- Share in the responsibilities of the Board of Directors as defined in the Board/stakeholder relationship description
- Represent accurately and support the official positions and decisions of the Board when interacting with the stakeholders and the public.

4. EXPECTATIONS

Each Director is expected to:

- Participate in an orientation program in the Relationship Model™ and the Bylaws, Governance Manual and Strategic Plan of Dive Sask
- Read reports and study materials provided for preparation of Board meetings
- Attend all Board meetings and meetings of committees of which s/he is a member or to indicate to the Board or Committee Chair the reason for his/her inability to attend
- Participate actively in discussion and the decision making process
- Display personal conduct that reflects the values of Dive Sask.

5. ACCOUNTABILITIES

Accountability in this relationship is mutual.

The Board is accountable to the Director for providing the authorization, resources, affirmation, involvement and servant leadership required for the successful realization of the responsibilities of the position.

Dive Sask Governance Manual June15

Each Director shares in the Board's accountability to the stakeholders for achieving strategic results and in governing Dive Sask with due diligence and integrity and to governments for compliance with all relevant laws and regulations.

Each Director is accountable to the Board and to the government's regulatory body under whose laws Dive Sask is registered, for handling the finances of Dive Sask with integrity.

The Director is accountable to the Board for performance with respect to the negotiated expectations and for compliance with the limitations of authority of the position.

The components of this working relationship shall be reviewed at predetermined intervals at the initiation of the Board and shall include a:

- Review of the authorization and resources provided and values expressed to the Director
- Review of the Director's performance towards expectations of the responsibilities of the relationship
- Negotiation of expectations for the next planning period
- Review of the authorization and resources required for the next period, including plans for professional development.

GS2 – 11 The Club Rep/Board Relationship Description

1. AUTHORITY

The Club Rep is authorized by virtue of his/her election to the Board of Directors. Once elected the source of authority is the Board of Directors.

The Board of Directors shall provide costs of Board meetings, including travel and accommodation, Club Reps' liability insurance, Board materials and resources for governance orientation and training.

2. LIMITATIONS OF AUTHORITY

Without specific authority from the Board, an individual Club Rep may not:

- Speak officially on behalf of the Board or organization except as a carrier of information to his/her particular club in matters agreed to by the Board of Dive Sask
- Enter into any legal or financial agreement on behalf of Dive Sask
- Give direction to the ED or the management of Dive Sask.

3. RESPONSIBILITY

The responsibility of each Club Rep is to:

- Participate in the governance process of the Board
- Share in the responsibilities of the Board of Directors as defined in the Board/stakeholder relationship description
- Represent accurately and support the official positions and decisions of the Board when interacting with the stakeholders and the public.

- Make the Board of Directors aware of any information from their respective club that would impact the Strategic direction of Dive Sask
- Be a communication link between the Board of Dive Sask and the Board of their club

4. EXPECTATIONS

Each Club Rep is expected to:

- Participate in an orientation program in the Relationship Model™ and the Bylaws, Governance Manual and Strategic Plan of Dive Sask
- Read reports and study materials provided for preparation of Board meetings
- Attend all Board meetings and meetings of committees of which s/he is a member or to indicate to the Board or Committee Chair the reason for his/her inability to attend
- Participate actively in discussion and the decision making process
- Display personal conduct that reflects the values of Dive Sask.

5. ACCOUNTABILITIES

Accountability in this relationship is mutual.

The Board is accountable to the Club Rep for providing the authorization, resources, affirmation, involvement and servant leadership required for the successful realization of the responsibilities of the position.

Each Club Rep shares in the Board's accountability to the stakeholders for achieving strategic results and in governing Dive Sask with due diligence and integrity and to governments for compliance with all relevant laws and regulations.

Each Club Rep is accountable to the Board and to the government's regulatory body under whose laws Dive Sask is registered, for handling the finances of Dive Sask with integrity.

The Club Rep is accountable to the Board for performance with respect to the negotiated expectations and for compliance with the limitations of authority of the position.

The components of this working relationship shall be reviewed at predetermined intervals at the initiation of the Board and shall include a:

- Review of the authorization and resources provided and values expressed to the Club Rep
- Review of the Club Rep's performance towards expectations of the responsibilities of the relationship
- Negotiation of expectations for the next planning period
- Review of the authorization and resources required for the next period, including plans for professional development.

GP GOVERNANCE PROCESSES

The governance processes are divided into four separate areas. They reflect the four distinct areas of responsibility of the Board.

GP1 – BOARD PROCESSES

In these processes the word “shall” means the action is required. The word “may” means the action is optional. The words “may not” mean the action is not permitted.

GP1 – 1 Election of Officers and Committee Chairs

Elections for the office of Chair, Vice Chair, Secretary and committee chairs shall be held annually at the first Board meeting of the fiscal year. All elections are for a one-year term, commencing at the end of the meeting at which the election took place.

Nominations for officers may take place at the same meeting where elections are held. Nominees shall agree to their nomination. When a nominee is absent from the meeting where the nominations and elections take place, that nominee shall have agreed to the nomination in writing prior to the meeting.

Elections may be by written ballot upon request of any one director. The Chair shall appoint two members of the Board as scrutinizers. They shall report the election results to the Chair who shall announce them to the Board. Following the announcement of election results, the ballots shall be destroyed.

The Chair, Vice Chair, Secretary, or any committee chairs, may be removed from office by a two-thirds majority vote of the remaining Directors.

GP1 – 2 Regular and Extraordinary Board Meetings

The Board shall meet at least four times per year. The dates, venue and duration of the year’s meetings shall be determined at the first meeting of the fiscal year by majority vote.

Changes to dates, venue and duration may be made by majority vote at any time before the meeting being changed.

Meetings may be held by video conference provided all members have access to video conference equipment. The video conference meeting shall follow the same procedure as when meeting in person.

The Board Chair or any three members of the Board may call an extraordinary meeting of the Board with a minimum of 48 hours notice.

The quorum for meetings of the Board of Directors shall be 3 Directors.

GP1 – 3 *In Camera* Meetings

An *in camera* meeting of the Board is a meeting that is open only to those specific persons whom the Board allows to attend.

The Board Chair or any Board member or group of members may request an *in camera* session of the Board. The request may be made in advance or at any time during the meeting where the *in camera* session is to be held.

The Board may approve any motion to meet *in camera* and may do so by simple majority vote, after the following information has been tabled and discussed:

- The agenda item to be discussed,
- The reason for the request for the *in camera* session,
- The person or persons, if any, who shall be excused or invited to attend,
- The assurance that no violations to Board policy or human rights will occur.

An *in camera* session shall be limited to one agenda item, unless specified in the Board's motion to approve the *in camera* session.

In camera sessions shall be used sparingly.

The *in camera* session may not be electronically recorded. Notes may not be made.

The details of discussion during discussion shall remain confidential. Documents deemed confidential shall be returned to the Board Chair. Except for one copy to be filed under terms of confidentiality, the returned documents shall be destroyed.

Decisions made and action taken during an *in camera* session shall be recorded in minutes following the guidelines of policy GP1 – 13 Minutes.

GP1 – 4 Email Meeting Protocol

Protocol

The Board of Directors may conduct an official meeting of the Board of Directors via e-mail (E-meeting) for the purpose of transacting business on behalf of the association.

E-meetings may not be initiated unless each member of the Board has a functioning computer equipped with a modem, email software and connectivity to the other participants.

No E-meeting may exclude any member of the Board unless that member has excused himself from the E-meeting.

An E-meeting may have no more than one agenda item. The agenda item shall appear in the subject line of each e-mail exchanged during the meeting.

In order to reach a decision a motion shall be made and seconded. Discussion of the motion shall follow. When the vote is called by the Chair, each Director shall record his/her vote for or against or his/her decision to abstain from voting.

Dive Sask Governance Manual June 15

Each E-mail meeting shall have a beginning date/time and an end date/time established at the beginning of the E-meeting. The E-meeting may conclude before the established end time/date or may be extended to another specific end time/date by the Chair or at the request of any two Directors.

Minutes of the E-meeting shall be circulated and approved at the next meeting of the Board of Directors.

The Role of the Board Chair

The Board Chair shall:

- Initiate each E-meeting, acting alone or at the request of any committee or any two members of the Board.
- Establish each conference with an identifying code, agenda name, beginning and ending date/time.
- Insure that e-mail addresses of all participants are current and that all e-mails related to the E-meeting are addressed to all participants.
- Announce the outcome of the decision-making process of the E-meeting within five days of the end date of the E-meeting.

The Board Chair may:

- Negotiate an alternative to initiating an E-meeting when one is requested but may not refuse a request from a committee or any two Directors.
- Involve the guest participation of a non-Director, e.g. specialist, legal counsel, etc. The Board Chair shall determine the beginning and end of such participation and shall declare the same to all participants.

The Role of Directors

When an E-meeting is called, each Director shall:

- “Sign in” before the published beginning time/date to indicate participation in the E-meeting.
- Participate in every E-meeting even if only to say that s/he has no comment.
- Vote on the motion or indicate his/her decision to abstain from voting

GP1 – 5 Telephone Meeting Protocol

Protocol

The Board of Directors may conduct an official meeting of the Board of Directors via telephone for the purpose of transacting business on behalf of Dive Sask. Decisions taken at such meetings shall have the same authority as decisions made at a personally attended meeting.

Notice of the meeting shall be given at least 48 hours before the meeting, unless all of the directors agree to waive this requirement. No meeting may exclude any member of the Board unless that member has excused himself from the telephone meeting.

Dive Sask Governance Manual June15

The Board Chair shall initiate each telephone meeting, acting alone or at the request of any committee or any three members of the Board.

The Board Chair may involve the guest participation of a non-Director, e.g. specialist, legal counsel, etc. The Board Chair shall determine the beginning and end of such participation and shall declare the same to all participants.

Login information shall be provided to each Director when the telephone meeting is called. Each Director shall enter the meeting promptly using the number and code provided.

The meeting shall follow the same procedure as when meeting in person.

Minutes of the telephone meeting shall be circulated, approved, and signed at the next meeting of the Board of Directors.

GP1 – 6 Board Meeting Preparations

The Board Chair shall prepare a proposed agenda, having consulted the Executive Director.

A complete information packet shall be delivered to each Director not less than three to seven days before the meeting.

Agendas shall be structured to include the four broad areas of the Board's responsibility:

- Board Structure and Process
- Strategic Planning
- Delegating Authority to the ED
- Monitoring and Measuring

GP1 – 7 Meeting Procedures

The Chair shall determine the protocol for the presentation of information and for discussion by Directors. In order to determine the need for and the content of the motion, discussion may occur on a subject before a specific motion is made and seconded. Motions shall be made and seconded before debate on the specific motion may begin. The motion shall be recorded by the recording Secretary and read aloud before discussion commences.

Amendments or substitute motions or changes in wording require a motion and a second after the original motion has been seconded. The amendment, motion to substitute or to change wording shall be decided by vote before the amended, substituted or modified motion is put to the vote.

Unless otherwise specified in this governance manual, meeting procedures shall follow the most recent edition of *Robert's Rules of Order*. The Board Chair shall appoint a parliamentarian to monitor the meeting procedures.

GP1 – 8 Consensus and Voting

Decisions may be made by consensus. (cf. Appendix B) When a decision is made by consensus, the minutes shall record the action with “It was agreed that...” or “It was agreed by consensus that...”

When consensus is not possible, decisions shall be made by voting. A simple majority is required to pass a motion unless otherwise specified in the Bylaws.

A show of hands is sufficient, but a Director may call for a count which then shall be taken and recorded. Any member may call for a written ballot by making a motion to that effect

GP1 – 9 Conflict of Interest Policy

The purpose of this policy is to identify and manage potential conflicts of interest between a Director and Dive Sask.

If any Director has any personal or corporate interest in any matter other than the best interest for the welfare of Dive Sask of which s/he is a Director, there is a potential conflict of interest.

The Role of the Director

Each Director shall:

- Examine the Board agenda for potential conflicts of interest
- Notify the Board Chair before the meeting of the potential conflict
- Declare the potential conflict at the beginning of the meeting where the matter appears on the agenda
- Abstain from discussion on the agenda item unless invited to do so by the Chair
- Abstain from voting on the agenda item unless invited to do so by the Chair
- Excuse him/herself from that portion of the meeting if asked to do so by the Board Chair or the Board.

The Role of the Board Chair

The Board Chair shall:

- Advise the Board of any potential conflicts of interest that have been declared
- Call for potential conflicts of interest at the beginning of each meeting
- Determine whether the Director is in conflict in the matter
- Determine the role of the Director during the discussion of the agenda item in which there is a potential conflict.

The Role of the Board

In cases where the potential conflict is unclear or undeclared the Board shall:

- Decide whether the matter should be handled as a potential conflict of interest
- Decide the appropriate course of action to deal with an undeclared conflict
- Record the potential conflict and related actions in it minutes.
-

GP1 – 10 Conflict Resolution - See *Dispute Resolution Policy in Operations Manual*

GP1 – 11 Governance Manual Changes

The review of the Governance Manual shall take place at the first Board meeting each year. The Governance Committee shall prepare the review at a meeting prior to this Board meeting.

Changes to any part of this Governance Manual may be made at any meeting of the Board of Directors by consensus or by majority vote.

A copy of the Governance Manual shall be issued to each Board member annually.

GP1 – 12 Director Expenses

Board meeting venue costs, Director and Staff travel costs and the cost of accommodation at Board meetings or retreats are the responsibility of Dive Sask.

GP1 – 13 Minutes, Recording, Distribution, Approval

The Board minutes are the only official record of Board action. All decisions and actions recorded in the official minutes shall be considered as official action of the Board. Decisions and actions not recorded in minutes shall not be considered official.

The Board Secretary shall submit the Board minutes to the Board Chair within one week following the Board meeting.

The minutes shall be approved at the next Board. Once approved, they shall become the official record of action taken at the previous Board meeting. The signed copy of the minutes shall be filed in the official Minute Book kept in the corporate office.

GP1 – 14 Staff and Guest Attendance

The Board may invite any person to attend its meetings as a guest observer, presenter or participant. Also, a member may request permission to attend a Board meeting. Normally, the Chair shall approve such visitors.

Permission to speak or participate in discussion shall be the prerogative of the Chair. The Board may also approve the presence and level of participation of visitors by vote.

Visitors may be invited to sit in a separate area reserved for them.

GP1 – 15 Communications with Staff and Volunteers

Individual Directors are free to communicate with any members of the staff and volunteers at any time. In doing so the following guidelines shall be followed:

- Information may be requested provided no financial resources or significant time is required of the staff to provide the information.
- Advice may be freely offered provided that it is understood that such advice is not regarded as management direction.
- The ED shall be copied in communication that may affect the management of his/her staff and volunteers.

GP2 – STRATEGIC PLANNING PROCESS

Because of rapid changes in opportunity and in the cultural and political environment in which we work, the strategic plan shall be reviewed and revised annually at the same time each year.

Consultation with all stakeholders is the vital component to a strategic plan that will inspire donors, clients, staff, and volunteers to commit themselves to the success of the plan. That consultation shall remain a regular component of each annual planning process.

The components of the strategic plan that require annual review and possible revision by and approval of the Board are beneficiaries, services/needs, vision, mission, priorities, strategic goals and critical success factors.

The values that brought people together into Dive Sask are the least likely to change and may be reviewed at longer intervals as determined by the Board.

GP2 – 1 Strategic Context

GP2 – 1.1 Historical Factors – to be completed

The significant events and milestones in the formation and development form the historical context in which strategic planning takes places and changes over time.

- 1976 - Dive Sask was incorporated
- Olympians in 19??
- 19?? - Provincial coach hired
- 19?? – Removed provincial coach position, clubs began to operate independently
- 19?? – Sask First program
- 19?? - Financial problems forced carefully controlled operations
- 2001 - Leadership changed - more collaborative approach
- 2006 - Sask Sport Coaching Grant allowed Dive Sask to partner with 2 clubs to hire 2 Full time coaches to work in partnership as Provincial coaches
- Team Sask concept re-established
- 2009 – name changed to Dive Sask and new logo created
- 2010 - Transitioned to Policy Governance model using the Relationship Model
- Board Planning became more strategic and staff (ED and HP coaches) focused on operations

GP2 – 1.2 Environmental Factors

This section summarizes the significant factors from an environmental scan that will shape the strategic direction for the next planning period. These factors may fall into the following and other categories:

- Political
- Economic
- Cultural

The factors that emerge from the environmental scan may form the agenda of discussions at Board meetings during this planning period and may determine the specialists who are invited to meetings to assist the Board to discuss future strategic directions.

A SWOT analysis will also be used to identify Dive Sask's internal strengths and weaknesses and external opportunities and threats.

- Increased Social media presence
- Changing government priorities
- Participation emphasis
- Changing demographic - Age, first nations, new Canadians
- Financial prosperity in Saskatchewan
- Football stadium – how will it impact sport funding/visibility
- Awareness of obesity issues
- Technology
- Many activity options -try many things
- Helicopter parents - safety, involvement
- Fitness of parents

GP2 – 2 Values

The men and women of Dive Sask share values that bring us together into a working relationship. Organizational values may change slightly over time. The Board may review and revise the values statement from time to time.

VALUE	BEHAVIOUR
Athlete Centric	Needs of the athlete always come first Opportunities available for participation at all levels
Integrity & Honesty	Respect opinions of all members Transparent Accountable
Respect	Confidential Considerate Value worth of all members Diplomatic
Fair Play	Consistency Follow the Rules Equal Opportunity
Innovation	Risk based Think outside the box Embrace new technologies and ideas
Excellence	Professional & realistic goal setting High standards of performance in every area
Teamwork	Collaborative Collective decision making Shared responsibility
Safety	Physical and emotional standards and boundaries

GP2 – 3 Beneficiaries, Strategic Partners, and Stakeholders

Beneficiaries are the categories of individual or groups that form the clients who benefit from the services of Dive Sask. They may be described by need, age, type of individual or organization or other categories that are mutually exclusive. They may be divided further to identify internal beneficiaries, e.g. staff and volunteers, and external beneficiaries, e.g. clients, their families, other organizations, etc.

Strategic partners are those organizations with whom we share some part of our mission. While they are not direct recipients of our mission, some financial resources may be allocated to them, so that they are able to deliver on our behalf the services we offer to our beneficiaries. Strategic partners may also be the source of funding for providing services on their behalf that are consistent with our strategic priorities.

Stakeholders are individuals and groups who may be directly impacted by Dive Sask but who themselves are not direct recipients of Dive Sask's services, e.g. government, suppliers, other organizations, etc.

PRIMARY BENEFICIARIES

- Competitive athletes
- Recreational athletes
- Coaches
- Judges
- Clubs

OTHER BENEFICIARIES

- Parents
- Volunteers

OTHER STAKEHOLDERS & PARTNERS

- DPC
- Sask Sport
- Districts & Municipalities
- Facilities

GP2 – 4 Services

A fundamental basis of the strategic planning process is identifying what services we shall provide. The strategic services are distinguished from programs which are the tactical component that the staff develops to deliver the services.

	Instruction	Funding	Policy	Insurance	Advocacy	Communication
PRIMARY BENEFICIARIES (First priority)						
Comp Athletes	*	*	*	*	*	*
Rec Athletes	*		*	*		*
Coaches	*	*	*	*	*	*
Judges	*	*	*	*	*	*
Clubs	*	*	*	*	*	*
OTHER BENEFICIARIES						
Parents						*
Volunteers			*	*		*
OTHER STAKEHOLDERS						
DPC						*
Sask Sport						*
Districts						*
Facilities					*	*

GP2 – 5 Places

Places are the geographical references in which the services are delivered. They may be expressed by regions, countries or places within countries.

Dive Sask is committed to providing service in at least 5 districts within Saskatchewan as defined by Sask Sport

GP2 – 6 Vision

Vision is a statement of what we want the future effect of the services of Dive Sask to be. It is challenging and expresses the hope for the future that lies just beyond the strategic planning "horizon". The Board shall review the vision statement annually as part of the strategic planning process.

Diving is a highly visible, dynamic and rewarding sport in our communities. Our high standards of excellence and integrity position Dive Sask as a recognized leader at all levels of diving, coaching, officiating, volunteerism and administration

GP2 – 7 Mission

The mission statement is the most concentrated expression of what strategic purposes Dive Sask exists to accomplish in order to achieve its vision. The Board shall review the mission statement annually. It may change from time to time to reflect changes in need and opportunity.

***Dive Sask** is committed to develop and promote safe diving and opportunities for self-fulfilment and the pursuit of excellence at all levels.*

GP2 – 8 Priorities

The Board shall review and revise its strategic priorities annually to determine how best to allocate limited resources to fulfil its mission.

ADMINISTRATION

The efforts of the leaders of Dive Sask (staff, volunteers, Board) will be productive and effective and will support the vision and mission of Dive Sask.

CAPACITY AND PARTNERSHIPS

The Board of Dive Sask will work in partnerships with its member clubs and key partners to offer sound organizational governance, shared vision for Grassroots and High Performance success, and healthy interactive relationships.

PARTICIPATION

Athletes, coaches, and officials throughout Saskatchewan will have opportunities to participate in the sport of diving at a Grassroots level – to experience safe diving for fun, fitness and recreation

EXCELLENCE

Athletes, coaches and officials (clubs) will have the opportunity to participate in the sport of

Diving at an Elite level

GP2 – 9 Strategic Goals

Strategic goals are statements that express the degree to which Dive Sask hopes to realize their outcomes within the planning period. They are based on the outcome indicators. The Board shall set strategic goals annually as the final step in the strategic planning process. No strategic goals exist at the present time.

Note: Strategic goals refer to the SMART goals that are specific, measurable, achievable, relevant to the mission and priorities and time-limited. They deal with the “what” Dive Sask seeks to do, rather than the tactical goals that deal with “how” management seeks to accomplish the mission and priorities.

ADMINISTRATION

The efforts of the leaders of Dive Sask (staff, volunteers, Board) will be productive and effective

CAPACITY

The Board of Dive Sask will work in partnership with its member clubs and key partners to offer sound organizational governance, shared vision for Grassroots and High Performance success, and healthy interactive relationships.

Dive Sask will be a financially stable and fiscally responsible organization with at least \$100,000 in reserves

The Board of Directors will govern the association in a sound, productive and effective manner

The leaders of Dive Sask will maintain liaisons with other agencies and partners who assist in our ability to govern and grow our sport

Saskatchewan parents of children under 10 will be aware that the sport of Diving offers opportunities for fun, fitness and the pursuit of excellence

Members of the Saskatchewan diving community will be connected by an effective communication network

Participants in our diving programs will be recognized and rewarded

The Board and Staff of Dive Sask will seek out innovative, forward thinking approaches to the development of partnerships, programs and resources

PARTICIPATION

Athletes, coaches, and officials throughout Saskatchewan will have opportunities to participate in the sport of diving at a Grassroots level – to experience safe diving for fun, fitness and recreation

Our clubs will have sufficient numbers of recreational and competitive coaches to coach ongoing programs

The coaches in the Recreational and Pre Competitive programs will be trained, competent, and certified to NCCP standards

Our regional and provincial level officials will be trained and certified as per the DPC Officials program and are actively judging at Rec and Pre Comp meets

We will have members in communities throughout Saskatchewan (at least 20 communities and 5 districts) participating in grassroots programs

Children and youth considered as under-represented populations (ie First Nations, persons with disabilities) will have opportunities to participate in the sport of diving

Athletes at a regional and provincial level (LTD, Tier 2 & 3) will experience the challenge and success of competition

EXCELLENCE

Athletes, coaches and officials (clubs) will have the opportunity to participate in the sport of Diving at an Elite level

Clubs will have sufficient numbers of High Performance Coaches to lead Elite programs

- minimum 1 full time HP Coach and 1 full time Ass't coach at each club

High Performance Coaches will be certified at an appropriate NCCP level and will participate in further training and development

High Performance Officials will be recruited, trained, mentored and given opportunities for growth and development at Provincial and National competitions

- minimum 4 National officials

Athletes and Clubs will experience success in qualifying to attend and compete at National Championships

- 2 Qualifying meets will be held in Saskatchewan each year
- minimum of 16 athletes will qualify for Jr Nationals
- minimum of 4 athletes will qualify for Sr Nationals
- 75% of those attending Nationals will qualify for at least one final
- More than 1 athlete will contribute to a Provincial total of at least 3 medals
- 2 clubs in Top 10 and 1 club in Top 5 at National Championships

Athletes will receive high quality training opportunities that will increase their technical skills

HP athletes will experience increased confidence and success at elite level competitions

- 2-4 athletes on Jr Nat team each year
- 1 athlete wins medal at Jr Pan Ams in 2015 and 2017
- 1 athlete on Sr Nat team by 2018

HP Athletes will receive funding to help as they pursue their goals

Dive Sask will provide Sports Medicine and Science opportunities to assist athletes in their elite development.

Note: The Strategic Plan belongs to the Board. The Tactical Action Plans belong to the staff and can be found in the Multi Year Planning Document and in the Operational Policy Manual

GP2 – 10 Critical Success Factors

The Strategic Plan is completed with a list of those factors in the management of Dive Sask's service delivery that are critical to the success of its Vision and Mission.

10.1 Critical Tactical Directions

These are the important tactical (operational) matters that will be required during this planning period. They may include real estate, building, major renovation, investments, endowments, systems or other major efforts. These do not form the Mission itself but are critical to its success.

10.2 Critical Risk Factors

These form the bridge between the strategic governance of the board and the tactical management of the Executive Director. Identifying the critical risk factors allows the board to monitor the Executive Director's management of risk without becoming directly involved in management.

Critical risk factors may address the following subjects among others.

Relationships

- Relationships with members/donors/funding sources
- Relationships with regulatory authorities
- Relationships with staff/volunteers
- Relationships between Board/staff volunteers
- Strategic alliances
- Staff/volunteer recruitment, retention, development
- Values

Processes

- Governance
- Management
- Planning – strategic/tactical
- Services/programs/products
- Communication
- Marketing/fundraising
- Monitoring and measuring

Finance/Infrastructure

- Operating funding
- Financing (operating credit)
- Financial management
- Capital needs
- Reserves
- Buildings and property
- Systems/equipment

After the critical success factors have been identified, the Board shall identify and maintain current indicators and measurements that form a risk/success continuum. In order to avoid extra work, these indicators may be selected from those already in use by management to manage risk.

Risk Management Report on File- reviewed and updated annually

GP3 – Delegating Authority and Responsibility to the EXECUTIVE DIRECTOR

The Board of Directors shall delegate all authority and responsibility for management of Dive Sask's infrastructure and for fulfilling the strategic mission and goals to the Executive Director (ED). The Board shall instruct the ED of all limitations of the authority and expectations of responsibility being delegated in written Limitations/Expectations Policies. No limitations or expectations may be assumed or implied. Limitations/Expectations Policies may be added, modified or deleted as required from time to time.

The Board shall hold the ED singularly accountable for all performance related to the management of Dive Sask's infrastructure and for performance of strategic mission and priorities. S/he is also accountable for compliance with limitations of authority and expectations of responsibility. The ED is the only person accountable directly to the Board.

The Board shall request all information for strategic planning, monitoring performance and measuring results for Dive Sask's infrastructure directly from the ED, who may delegate the requests to the appropriate staff members. The Board may with the ED's consent make such requests directly.

The Board may in exceptional circumstances delegate temporary authority and responsibility to other staff members. In such cases the ED shall be informed of the authority and responsibility being delegated and of its recipient and duration. The Board may not hold the ED accountable for management performance or strategic or tactical results in such cases.

GP3 – 1 ED/Board Relationship Description

1. AUTHORITY

The Executive Director functions with authority from the Board of Directors to be the Chief Executive Officer of Dive Sask.

The Board shall provide budgeted resources required for the successful fulfillment of the responsibilities of the position.

Resources delegated to the ED include paid and volunteer human resources, financial resources for operations and a personal compensation package.

2. LIMITATIONS OF AUTHORITY

The ED may not operate outside the parameters described in the:

- Executive Director limitations of authority policies
- Strategic plan agreed by the Board of Directors
- Limitations of legal and regulatory authorities.

3. RESPONSIBILITIES

It is the ED's responsibility to lead the processes of planning, resource development and management of Dive Sask. Specifically s/he shall:

- Develop and manage the human resources of Dive Sask in order to achieve the mission of Dive Sask.
 - Make recommendations to the Board regarding needed staffing positions, job descriptions, work plans, etc.
 - Provide annual performance evaluations to all staff members
 - Ensure all staff members are receiving appropriate professional development opportunities and resources
 - Ensure all employees have up-to-date signed contracts

- Develop and manage the financial resources of Dive Sask in order to achieve the mission of Dive Sask.
 - Manage day to day bookkeeping operations including arranging for annual audit
 - Manage the investment portfolio of all surplus and reserves
 - Keep appropriate accident, liability, and property insurance in place
 - Assist the Board with revenue development

- Provide the Board with organizational information it needs for its governance responsibilities, including strategic planning, infrastructure, resource development, monitoring performance and measuring strategic results
 - Quarterly financial statements
 - Future financial forecasts
 - Membership statistical reporting
 - Sask Sport correspondence related to risk factors or strategic direction
 - DPC correspondence related to risk factors or strategic direction
 - Other???

- Develop and maintain healthy relationships between the Board of Directors and the stakeholders, including members, staff and volunteers, clients and regulatory authorities
 - Act as liaison with Sask Sport, DPC, municipalities, member clubs, staff and other partners
 - Oversee the recognition of members through Awards programs such as Dive Sask annual awards, Sask Sport monthly and annual awards, Sask Sports Hall of Fame awards, Diving Canada awards, and others as appropriate
 - Act as resource base for member clubs in areas of Organizational development, human resource issues, risk management and discipline issues
 - Keep up to date membership lists
 - Develop and manage a communication plan including monthly enews, media releases, and rural newsletter

- Prepare tactical and financial plans in compliance with the strategic plan and ED limitations and expectations policies
 - Present to the Board a long term operational plan (3 years) and an annual operational plan, including budget and calendar, that has been developed in partnership with other staff members and committees

- Monitor and manage the current operational plan
- Submit plan and budget to Sask Sport as required
- Submit annual Follow Up report to Sask Sport as required

4. EXPECTATIONS

The expectations of the responsibility for this position are contained in the:

- Governance manual
- Strategic plan
- ED's tactical goals

The ED is also expected to:

- Model and promote Dive Sask's values and the values of affirmation, involvement and servant leadership
- Maintain and develop teamwork at all levels of Dive Sask
- Ensure that the relationships between Dive Sask and its stakeholders are open and co-operative.

5. ACCOUNTABILITIES

Accountability in this relationship is mutual. The Board is accountable to the ED for providing the authorization, resources, affirmation, involvement and servant leadership required for the successful realization of the responsibilities of the position.

The ED is accountable to the Board for performance with respect to the negotiated expectations of the position within the limitations of authority of the position and for behaviour consistent with the values of affirmation, involvement and servant leadership.

The components of this working relationship shall be reviewed annually at the initiation of the Board of Directors and shall include a:

- Review of the authorization and resources provided and values expressed to the ED
- Review of the ED's performance towards expectations of the responsibilities of the relationship including the progress towards strategic goals and the ED's personal tactical goals
- Negotiation of tactical goals and other expectations for the next year
- Review of the authorization and resources required for the next year, including plans for professional development.

GP3 – 2 Executive Director Limitations and Expectations Policies

Limitations and expectations policies are the means by which clear limitations of the authority and expectations of responsibilities negotiated with the ED are communicated to him/her and his/her respective staff. Normally, these policies shall be prepared by the Board or one of its committees with the involvement of the ED and brought to the Board for approval. The Board may also prepare these policies directly whether or not they deal with matters covered by a committee.

The development of these policies shall be monitored annually by the Board or one of its committees. They shall ensure that limitations to the authority and expectations of the responsibilities of the ED are added, modified or deleted in such a way that the Board remains in control of management through governance. All limitations and expectations policies shall be approved by the Board and recorded in this manual. Limitations or expectations not documented in these policies may not be assumed or implied.

GP3 – 2.1 Tactical and Financial Planning

Limitations

With respect to tactical and financial planning, the ED may not:

- Plan for the expenditure of more operational or capital funds than are reasonably projected to be received in the year(s) included in the plans
- Submit a Budget and Sport Profile to Sask Sport that has not been approved by the Board of Directors

Expectations

With respect to operational and financial planning, the ED is expected to enable the Board to fulfill its fiduciary responsibilities and maintain its integrity in financial matters. Accordingly, the ED is expected to create a tactical or financial plan which:

- Is complete within one month before the end of the fiscal year
- Complies with the strategic plan and priorities in its allocation of resources
- Takes into account the advice and direction of Technical staff
- Contains enough detail to enable accurate monitoring, including accurate projections of income and expenditure, the separation of capital and operational items, cash flow and audit trails
- Anticipates need for a contingency plan if revenue projections are reduced

GP3 – 2.2 Financial Conditions

Limitations

With respect to operating Dive Sask in a sound and prudent financial manner the ED may not allow Dive Sask to be put at risk financially, or cause the Directors to be in violation of their fiduciary responsibilities. Accordingly s/he may not:

- Expend more operational funds than have been received in any financial year,
- Expend funds on operations not included in the Strategic Plan
- Expend funds in ways that violate Sask Sport requirements
- Transfer funds from spending blocks in excess of 10% without notifying the Board

Expectations

With regard to the management of Dive Sask's finances, the ED is expected to:

- Maintain all of Dive Sask's accounts in a timely manner in compliance with generally accepted accounting practices
- Notify the Board in a timely manner of any financial event which could affect the financial security of Dive Sask
- If the financial condition violates these limitations, provide a plan for regaining compliance at the same time that the violation of limitations is reported
- Continue to comply with the Tactical and Financial Planning policy in any revision of the plans

GP3 – 2.3 Capital Expenditures and Assets

Limitations

With respect to proper control of capital expenditures the ED may not incur capital expenditure:

- In excess of funds specifically given as restricted funds
- For items which are not required for the normal operations.
- Which, while otherwise fulfilling the two foregoing, exceed \$1000 per expenditure

Expectations

The ED is expected to report all purchases when this policy is monitored.

Additionally, the ED is expected to:

- Maintain a reasonable level of property and liability insurance
- Take all reasonable steps to minimize fraud, losses and liability claims
- Maintain net assets above a level sufficient to meet Dive Sask's liabilities
- Plan for the replacement of depreciating capital assets

GP3 – 2.4 Restricted or Designated Funds

Limitations

With respect to the restricted funds and assets the ED may not spend restricted funds for a purpose other than that for which they were restricted

Expectations

The ED is expected to consult the donor before disposing of or moving restricted assets outside of the restriction before the end of its normal economic life.

GP3 – 2.5 Banking Operations

In order that the Board may comply with its responsibility regarding the operation of bank accounts the ED may not:

- Open, close, or amend a bank account in the name of Dive Sask
- Enter into a loan or overdraft agreement on behalf of Dive Sask.
- Issue cheques with fewer than two authorized signing officers, one of whom is a member of the Board

GP3 – 2.6 Staff and Volunteer Treatment

Limitations

In relating to staff and volunteers the ED may not:

- Impose work expectations on any staff member that have not been negotiated, agreed and confirmed in writing
- Contravene current human rights, employment standards, and other legislation.
- Hire and/or fire staff without approval of Board of Directors

Expectations

In relating to the Board of Directors, staff, volunteers and other stakeholders, the ED is expected to demonstrate the values of affirmation, involvement and servant leadership.

In relating to staff and volunteers the ED is also expected to:

- Respond to staff and volunteer concerns promptly
- Recommend adequate financial compensation for the level of responsibility the person holds
- Provide annual performance evaluations which indicate areas of success and/or concern in the employee's individual job performance
- Ensure each staff member has a written Relationship Description and clear work plan including goals and timelines
- Report any Human Resource issues related to the HP Coaches to the respective clubs as per the Tri-Party agreement
- Report any significant HR issues to the Board of Directors

GP3 – 2.7 Board Governance Support

In supporting the Board's governance process the ED is expected to:

- Attend all Board meetings
- Ensure that monitoring information is made available to the Board or committee in a timely, accurate, understandable and comprehensive manner
- Comply with the regulatory guidelines set out in current legislation.

GP3 – 2.9 Monitoring and Managing Internal and External Risk

Limitations

In monitoring and managing risk the ED may not:

- Cause or allow risk to exceed the limits negotiated with the Board in the Critical Risk Factors
- Allow any club to employ a coach who has not completed the Respect in Sport online module and/or who has not presented a recent Criminal Record Check as per the Dive Sask Risk Management policies

Expectations

In monitoring and managing risk, the ED is expected to:

- Work with the Board and its committees to identify areas of risks and indicators to assess risk
- Negotiate limits of risk tolerance for each risk indicator
- Prepare internal reports for the Board or its committees to monitor risk according to the monitoring schedule
- Notify the Board or the appropriate committee of any risk not covered by the Critical Risk Factors that may harm Dive Sask, its ministry or its stakeholders
- Identify, manage and monitor all critical strategic and operational risks, putting plans in place to address known exposures
- Focus on reputation management through continuous assessment of external and internal vulnerabilities, ensuring that public goodwill is preserved in all respects
- Manage in compliance with GP3 – 3 Management Policies.

GP4 – MONITORING AND MEASURING

GP4 – 1 Monitoring Executive Director Limitations/Expectations

The Board shall perform the monitoring of the ED's compliance with the limitations of authority and expectations of responsibility unless the monitoring is delegated to the committee in whose area the limitations of authority apply.

Monitoring may be assigned to a committee and may take one or more of the following forms:

- Internal Report (verbal or written report from the ED or his/her designate)
- Internal Audit (documentation review by the Board or a committee)
- External Audit (documentation review and report by an external third party)

GP4 – 2 Monitoring Critical Risk Factors

The Board shall perform the monitoring of the critical risk factors listed in the strategic plan on a quarterly or annual basis, depending on the nature of the indicators used in monitoring them. Each critical success factor may have multiple indicators. The limit of acceptable risk for each indicator shall be predetermined in negotiation with the ED and recorded in Board policy here.

<p style="text-align: center;"><i>DIVE SASK CRITICAL SUCCESS FACTORS</i></p>
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<p style="text-align: center;"><i>Risk Management Report on File – monitored annually</i></p>

GP4 – 3 Monitoring Schedule

The Board or the appropriate committee shall establish and maintain an annual schedule of this monitoring process for each of the limitations and expectations policies and critical risk factors. They may be monitored monthly, quarterly or annually at the direction of the Board, depending on the nature of the limitations and expectations policies and indicators of critical risk factors.

The schedule for monitoring ED compliance with limitations and expectations policies and the monitoring committee shall be as follows:

- | | | |
|---|-----------|-----|
| • GP3 – 2.1 Tactical and Financial Planning | Quarterly | F/A |
| • GP3 – 2.2 Financial Condition | Quarterly | F/A |
| • GP3 – 2.3 Capital Assets | Annually | F/A |
| • GP3 – 2.4 Capital Expenditure | Annually | F/A |
| • GP3 – 2.5 Restricted and Designated Gifts | Annually | F/A |
| • GP3 – 2.6 Banking Operations | Annually | F/A |
| • GP3 – 2.7 Stakeholder Treatment | Annually | R/R |
| • GP3 – 2.8 Board Governance Support | Quarterly | Gov |

The schedule for monitoring critical risk factors shall be:

Note: This schedule will match the critical risk factors and their indicators described in GP4 – 2 above.

GP4 – 4 Measuring Strategic Outcomes

As part of its duty the Board of Directors shall measure the strategic outcomes of its efforts to fulfil its mission and priorities.

See Strategic Plan

GP4 – 4.1 Outcome Indicators

The Board of Directors shall identify indicators of strategic outcomes that shall be the basis of setting strategic goals that are specific, measurable, achievable, relevant to the mission and priorities, and time-limited (S.M.A.R.T.).

The Indicators shall be reviewed on an annual basis and revised where necessary as part of the strategic planning process.

See Strategic Plan

GP4 – 4.2 Measuring Process

The Board shall measure the progress toward the strategic goals on an annual basis as part of the strategic planning process. On the basis of this measurement and evaluation of strategic results the Board may make revisions to priorities and strategic goals for the following year.

GP4 – 5 Monitoring Board Performance and Annual Relationship Reviews

As part of its accountability process, the Board shall have its own performance reviewed and shall monitor the performance and shall complete annual relationship reviews for the ED and the committees to which it has delegated authority and responsibility.

Accountability in all relationships is mutual. The source of authority is accountable to the recipient of authority for providing the authorization, resources, affirmation, involvement and servant leadership required for the successful realization of the responsibilities of the position.

The recipient of authority is accountable to the source of authority for performance with respect to the negotiated expectations and for compliance with the limitations of authority of the position being reviewed.

The components of this working relationship shall be reviewed at pre-determined intervals at the initiation of the source of authority and shall include a:

- Review of the authorization and resources provided and values expressed by the source of authority to the recipient
- Review of the recipient's performance towards expectations of the responsibilities of the relationship including the progress towards tactical goals

- Negotiation of tactical goals and other expectations for the next planning period
- Review of the authorization and resources required for the next period, including plans for professional development.

Copies of all annual relationship reviews shall be distributed to all members of the Board.

GP4 – 5.1 Board Governance Performance Reviews

Since the members do not normally perform a review of their relationship with the Board of Directors, the Board shall conduct an annual review of its own performance in governance. The Board may assign this review to the Governance Committee. The Board or Committee may use self-directed performance reviews annually and an external review at least once every five years.

GP4 – 5.2 Internal Board Relationship Reviews

The Relationship Review Committee shall lead the review of the following relationships with the Board of Directors:

- Chair, Vice Chair and Secretary - annually
- Financial Audit Committee – annually
- Governance Committee – annually
- Committee Chairs – annually
- Board Director – after the first year of each term of office

At least one of the reviewers shall attend one meeting of the committee being reviewed during the year under review.

GP4 – 5.3 Relationship Review Committee/Board Relationship Review

The Board Chair and two members of the Board who are not members of the Relationship Review Committee shall review the Relationship Review Committee/Board relationship annually.

GP4 – 5.4 ED/Board Relationship Review

The annual review of the ED/Board relationship shall be delegated the Relationship Review Committee and the Board Chair.

GP4 – 6 Accountability to Government Authorities

The Board shall ensure that all documents required by the government are filed in accordance with all applicable regulations.

The Board shall further ensure that Dive Sask complies with all municipal laws, the laws of Saskatchewan, and the laws of Canada.

GP4 – 7 Accountability to Members

The Board shall report fully and accurately the annual measurements of strategic results to each member of Dive Sask in a timely manner in its annual report.

GP4 – 8 Accountability to Other Stakeholders

The Board shall report fully and accurately the results of its annual measurements of strategic results to the donors and an audited financial statement. The Board shall also make available relevant information to the clients and primary beneficiaries of Dive Sask's services through an annual report that shall be made available in a timely manner.

DIVE SASK Annual Board Calendar

The Executive Director will present a report outlining progress towards outcomes at every meeting.

KEY ACTIVITY	WHEN
Annual General Meeting <ul style="list-style-type: none"> ▪ Annual Report including reporting of progress toward strategic outcomes 	JANUARY
Board Meeting #1 <ul style="list-style-type: none"> ▪ Officer and Committee Elections ▪ Board Orientation ▪ Review Governance Process Policies ▪ Report on Internal/External Relationship Descriptions ▪ Review Financial Limitations & Forecasts 	JAN - following AGM
Board Meeting #2 & Board Retreat <ul style="list-style-type: none"> ▪ Review ED Limitations and Expectation ▪ Review Risk Assessment ▪ Strategic Planning (determine strategic priorities) ▪ Review budget and staff operational plan for upcoming year 	JUNE
Board Meeting #3 <ul style="list-style-type: none"> ▪ Review Year End Projections ▪ Plan Member Meeting ▪ Review ED Limitations and Expectations ▪ Review Performance Results 	SEPTEMBER
Board Meeting #4 <ul style="list-style-type: none"> ▪ Member Club Joint Meeting ▪ Review Year End Actual ▪ AGM Planning and Board Nominations ▪ ED Performance Evaluation ▪ Staff & Volunteer Treatment ▪ Board and Committee Evaluations ▪ Review Bylaws 	NOVEMBER
Other Monitoring and Exercising Board Accountabilities Activities	As Scheduled

DIVE SASK – MEASURING & MONITORING CALENDAR

Monitoring Component	Frequency	Method	Who	Perpetual Agenda	MONTH											
					Jan AGM #1	Feb	Mar	Apr	May	Jun Retreat #3	Jul	Aug	Sep #3	Oct	Nov Awards #4	Dec
Staff /Volunteer Treatment Limitations	Annually	Internal Audit Staff/Volunteers	Relationship	Informal											X	
Executive Director Performance Evaluation	Annually	Internal Report/Audit Evaluation Tool	Board or Committee												X	
Review ED Limitations	Annually	Internal/External Sask Sport FU	Board										X			
Review Internal Relationship Descriptions	Annually	Internal	Relationship		X											
Review External Relationships	Annually	External – Document Compliance	Relationship		X											
Financial & Banking Limitations	Annual	Internal/External Audit-Financial Statements	Audit		X											
Financial Position	Quarterly	Internal/External Audit-Financial Statements	Audit		X					X			X		X	
Board Member Evaluations	Annually	Internal Evaluation Tool	Governance												X	
Tactical Plans	Quarterly	Internal Report	ED/All Board		X					X			X		X	
Governance Process Policies	Annually	Internal Report	Governance	Informal	X											
Bylaws Review	Annually	Internal	Governance												X	
Measuring Outcomes (Strategic Results)																
Progress Toward Outcomes Clients/Stakeholder	Annually	Surveys / Focus Groups	Board													Club Meeting
		Membership stats, performance stats	Board										X			

COMMITTEE DOCUMENTS

COMMITTEE TASK LISTS AND NEEDED DOCUMENTS

AUDIT COMMITTEE

GOVERNANCE COMMITTEE

- Board Orientation Format
- Board Orientation Checklist
- Board Process & Structure Review

RELATIONSHIP COMMITTEE

- Relationship Risk Assessment



DIVE SASK

AUDIT COMMITTEE

COMMITTEE TASK	DOCUMENTS	CALENDAR
Present Audited Financial Stmt	Audit	Jan
Financial Position	Current Financial Stmt	Quarterly
Review Finance and Banking Limitation Policies	Governance Manual	Jan
Recommend Auditor		Jan
Review Investment Portfolio	Investment Stmts	Nov
Entire Board:		
Review ED Limitations	Governance Manual	June
Review Financial Forecast	ED provides estimates	June
Review Progress towards goals	ED Report	Quarterly
	Member Survey	June – Sep
	Review Stats	Nov
Strategic Plan Review and Update		Every meeting



GOVERNANCE COMMITTEE

DIVE SASK

COMMITTEE TASK	DOCUMENTS	CALENDAR
Review Governance Process Policies	Governance Manual	January
Review Bylaws	Bylaws	November
Board Evaluation	Board Governance Process and Structure Review – filled out by each Board Member	November
New Member Orientation	Orientation of New Board Members, Sample Board Orientation Format, Board Orientation Checklist	Ongoing
Governance Education	Governance Matters	As needed
Entire Board:		
Review ED Limitations	Governance Manual	June
Review Progress towards goals	ED Report	Quarterly
	Member Survey	June – Sep
	Review Stats	Nov
Strategic Plan Review and Update		Every meeting



BOARD GOVERNANCE REVIEW

Please review Board Structures and Processes using the following ratings:
(To be completed annually in November)

- | | |
|--|---|
| 1 = Needs Improvement | 2 = Satisfactory, just meets expectations |
| 3 = Good, sometimes exceeds expectations | 4 = Excellent, often exceeds expectations |

BOARD STRUCTURES

BOARD COMPOSITION, NOMINATION AND SUCCESSION	
The Board uses a clearly defined and scheduled process to nominate/recruit potential Directors.	
As part of the recruiting/nominations process, the Board or one of its committees conducts a skills audit to assess the skills reflected by the existing Board. Deficiencies are then incorporated into the qualifications required for recruiting/nominations.	
The Board has an articulated succession plan for the ED in order to identify potential successors.	
The Board has an articulate succession plan for the Chairs of all standing committees of the Board.	
The Board has an articulated succession plan for the Board Chair which includes a maximum term limit for the Chair.	
Director reappointment is subject to performance audit against pre-determined indicators of performance.	
RESPONSIBILITIES AND PROCESSES OF THE BOARD AND COMMITTEES	
The Board has produced a publicly available document, eg by-laws and a governance manual that describes Board responsibilities, terms of reference and accountability.	
The Board devotes 25% or more of annual Board meeting time to long term strategic planning issues.	
The Board has a recorded set of objective criteria against which it evaluates Board effectiveness annually or more frequently.	
The Board uses a strategic plan against which to establish and review at least annually, organizational goals and milestones of achievement.	
Staff and volunteers are regularly and directly involved in Board strategic planning.	
The Board has approved a risk management plan that includes a process to identify and minimize risks to the organization's sustainability.	
CODE OF CONDUCT AND ETHICS	
Within the Board there is a formalized process by which Board members' potential conflicts of interest may be declared and evaluated by the Board and/or Governance Committees.	

The Board has a publicly available Code of Ethics by which it is governed that includes a process to review adherence to the Code.	
BOARD ORIENTATION AND DEVELOPMENT	
The Board schedules an annual training and orientation event to promote team building and review annual responsibilities.	
By-law and governance manual reviews are done annually	
RESPONSIBILITIES OF THE CHAIR AND DIRECTORS	
The Board publishes a document, eg Governance Manual or other publication, outlining responsibilities of the Board Chair	
The Board schedules key actions such as filing the Annual Return to Corporations Branch, budget approval, and scheduling / holding the Annual General Meeting	
All Directors have read and are familiar with the conditions of the Funding Agreement with Sask Sport	
The Board and/or Governance Committee sets minimum meeting attendance requirements for all Directors.	
The Board regularly offers members educational/upgrade opportunities to ensure members can stay current with latest industry/governance issues.	
DIRECTOR ASSESSMENT PROCESS	
All Directors are evaluated annually against a pre-determined set of performance indicators.	
AUDIT COMMITTEE	
The Board has a Financial/Audit Committee with clear responsibilities to ensure fiduciary responsibility.	
BOARD INFORMATION AND COMMUNICATION	
The Board ensures required reports (4/year) are completed on time and describe organizational performance for its community of stakeholders.	

BOARD PROCESSES

COMMUNICATION	
Board members are free to express their opinions even when they differ from the majority opinion.	
Board members have sufficient information to govern effectively.	
All board members speak to agenda items that require decisions.	
DECISION MAKING	
Motions are read aloud before the final decision is made.	
Our board members are well-prepared for decision-making.	
Decisions are made by consensus even when they are formalized by voting.	
CONFLICT RESOLUTION	
Our board seeks to resolve conflict related to agenda issues that require decisions.	
Our board works to resolve interpersonal conflict among the board members.	
Conflicting views within our board produce a higher quality decision.	
PLANNING	
We scan the environment in which we work by having people with specialized expertise speak to our board at meetings.	
We devote time to some aspect of strategic planning at each of our meetings.	
Our board takes proactive control of the strategic planning process.	
DELEGATION	
We negotiate clear expectations of strategic results with our ED.	
Our board defines clear limitations for the authority we delegate to our ED.	
We communicate clear indicators to our ED for monitoring the risk associated with management.	
MONITORING AND MEASURING	
We monitor the ED's management of risk using measurable indicators.	
We know the state of our financial condition.	
We have clear ways of determining the degree to which we are successful in our Mission.	

BOARD ORIENTATION FORMAT

1. Introductions

Overview of Organization

- Mission & Vision
- Overview of programs & services

2. Explain and Discuss

- Meeting formats- agendas, reports, meeting attendance- both full board and committee
- Committee assignments and reporting
- Board role and relation to staff

3. Review Documents

- Review board orientation package for understanding
- Review Policy and Procedures
- Review codes of conduct, conflict of interest and other board ethics
- Financial Management and reporting- how and when this happens

4. Collect Data

Ensure you have complete information on everyone including:

- Address
- Telephone- Home & Work
- Fax number
- E-mail address
- Best time to contact
- Best time for meetings- although if they have accepted a position they have already agreed

BOARD ORIENTATION CHECKLIST

General information to provide prospective new member	
Brief history of the organization	
Organizational / Board / Staff structure (org chart)	
Copy of constitution & by-laws	
Vision & mission of the organization	
Strategic priorities, goals and objectives	
Summary of the programs and services	
List of Board members / staff and their contact information	
Review roles and responsibilities	
Reviewed Board member's role	
Reviewed Executive's / Officers' role	
Reviewed staff roles	
Reviewed committees and their roles	
Discussed expectations for and of new Board members	
Policies and Procedure	
Provided new members with Board policies and procedures	
Reviewed Board policies and procedures with new Board members	
Financial Management	
Discussed Budget process	
Provide current year's budget	
Provided a copy of up-to-date audited financial statements	
Provided a copy of most recent annual report	
Other information to consider	
Provided copies of minutes from previous Board meetings	
Gave a tour of facilities and offices	
Provided brochures and other promotional materials	
Had new Board members sign required paper work (i.e. Oath of Confidentiality, MOU regarding roles and responsibilities etc.)	



RELATIONSHIP COMMITTEE

COMMITTEE TASK	DOCUMENTS	CALENDAR
Review Internal Relationships Descriptions (Board, Staff, Clubs, Volunteers)	Governance Manual	Jan
Review External Relationships (Sask Sport, Govt of Sask, DPC, Clubs)	Relationship Risk Assessment Forms (Sask Sport, DPC, Clubs), Sask Sport Follow Up	Jan
Review Internal Relationships (Board, Staff, Volunteers) including ED Performance Review	Relationship Review Forms for ED (Reviewer and Job Holder)	Nov
Review Staff/Volunteer Treatment Limitations	Governance Manual	Nov
Entire Board:		
Review ED Limitations	Governance Manual	June
Review Progress towards goals	ED Report	Quarterly
	Member Survey	June – Sep
	Review Stats	Nov
Strategic Plan Review and Update		Every meeting

Relationship Risk Assessment

This self-directed survey is designed to enable a board to monitor the risk associated with the working relationships which we have with other organizations. The organizations may be funding or regulatory organizations, unions or strategic partners.

Circle the word that most closely describes your assessment of the statements below.

The subject of this assessment is our relationship with **(Organization)**

1. How much authority each party has in the relationship is agreed by both parties.

Strongly agree	Agree	Neither agree nor disagree	Disagree	Strongly disagree	No opinion
----------------	-------	----------------------------	----------	-------------------	------------

Comments: _____

2. The expectations of one another's responsibility are agreed by both parties.

Strongly agree	Agree	Neither agree nor disagree	Disagree	Strongly disagree	No opinion
----------------	-------	----------------------------	----------	-------------------	------------

Comments: _____

3. Communication within the relationship is effective.

Strongly agree	Agree	Neither agree nor disagree	Disagree	Strongly disagree	No opinion
----------------	-------	----------------------------	----------	-------------------	------------

Comments: _____

4. Communication between us is documented clearly in writing.

Strongly agree	Agree	Neither agree nor disagree	Disagree	Strongly disagree	No opinion
----------------	-------	----------------------------	----------	-------------------	------------

Comments: _____

5. If/when there is conflict in this relationship, it is resolved in a timely manner.

Strongly agree	Agree	Neither agree nor disagree	Disagree	Strongly disagree	No opinion
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Dive Sask Governance Manual June 15

Appendix A

Introduction to the Relationship Model™

1.0 RELATIONSHIPS

People live and work within relationships. Relationships are the human operating system. In order to make our lives and our work successful and fulfilling, we need to apply the natural principles of relationships by establishing the values, structures and the processes of relationships throughout our organization.

In the Relationship Model™ values, structure and processes form the basis of governance, leadership, management and service delivery. The roles of governance, leadership and management differ, but the principles that underlie them are the same. There is a continuity of design from Dive Sask's membership to the point where the clients receive the services.

A successful working environment is one in which there is a balance between the fulfillment of the individuals doing the work and the fulfillment of the people for whom the work is done. The organization itself is like the fulcrum of a seesaw that supports the dynamics of the process of maintaining this delicate and dynamic balance of fulfillment benefiting both staff and clients.

Putting emphasis on healthy relationships means investing a great deal of attention on the values, the structures and the processes that make up relationships. We have all observed that healthy and fulfilled men and women are more productive than unhealthy, dysfunctional people are.

Understanding how to build and maintain healthy working relationships is critical for successful management of human and financial resources. The basic design of relationships is disarmingly simple. Yet the application of these values, structures and processes is a lifelong experience, and a complex one at that. It is necessary to maintain a focus on the design of relationships in order to succeed at living out the Relationship Model™.

1.1 VALUES

Our values determine our behavior. In order to have an effective organization, all who work together must share the same values. When values are shared there is a built-in tendency to be able to work with the same operating system -- within the same structure and with the same processes. There are many categories of values and many values in each category. The list of our values is as long as we want it to be. In the Relationship Model™ we have identified three core relationship-oriented values. Together they form the foundation of successful working relationships.

1.1.1 Affirmation

Affirmation is fundamental to healthy and productive relationships. Affirmation is the most elemental of all values. It encourages, builds, enables, empowers and ensures the fulfillment of each individual in Dive Sask. It encourages calculated risk. Affirmation enables mistakes to fuel a learning culture instead of a blame culture. Our affirmation of ourselves and others is the most significant factor influencing the structure and the processes of our relationships.

1.1.2 Involvement

Involvement affirms the unique contribution of each individual in the organization. It means that people are involved in the decision-making process, especially in matters where they are personally affected. Involvement increases ownership and commitment, making individual fulfillment and organizational effectiveness more likely. It unlocks enormous potential through synergy, and allows organizations to effect change more effectively.

1.1.3 Servant Leadership

Servant leadership is a quality that characterizes those who are the source of authority to others in a relationship-oriented organization. Servant leadership includes such values as care, concern, valuing the worth of others, service and support. Servant leadership can be demonstrated by anyone who is in a position of authority in an organization. In any organization everyone has some authority. We often think of authority in a “top-down” manner. Our organizational charts, which place the “highest” level of authority at the “top”, suggest the opposite of the kind of authority that supports those above. A better organizational “chart” is the image of the tree where those with the most authority support those above.

1.2 STRUCTURE

1.2.1 Authority

Authority includes authorization, resources (human and financial resources, information and time) and competencies. As in a tree nutrients rise to nourish the entire tree and its fruit, authority flows upwards to the top of Dive Sask to empower its people to produce services for the clients. Authority at any level in Dive Sask is always limited by the person or group who is delegating authority to others.

1.2.2 Limitations of Authority

Limitations are the elements of a relationship that define the boundaries of authority and therefore the extent of our freedom in fulfilling our responsibility. Limitations are normally expressed in negative terms. In an organization defining limitations of authority eliminates the need for returning to the source of authority repeatedly for permission to act. Limitations may be adjusted to maintain a balance between authority and responsibility.

1.2.3 Responsibility

Responsibility is the broad description of the purpose for a position within Dive Sask. It is usually contained in the relationship description of an individual or a group. Healthy relationships always balance authority and responsibility. Responsibility is further defined by the expectations of the responsibility.

1.2.4 Expectations of Responsibility

Expectations are the adjusting components of responsibility. In a relationship-oriented organization expectations are negotiated, not imposed, in order to achieve a balance with the authorization and resources that are available. They are usually expressed in the form of goals, standards and specific tasks. Goals may be strategic or tactical. Standards may range from the minimum quality we expect of one another to the quality to which we aspire.

1.2.5 Accountability

Accountability is the monitoring and measuring component of a relationship. The first role of accountability is to monitor the balance of authority and responsibility in each relationship and to monitor compliance with limitations and expectations. The second role is to measure strategic and tactical results. The annual relationship review is the primary opportunity for accountability. Often given a negative connotation, accountability in The Relationship Model™ gives an opportunity for recognition and learning as well as correction. It is a neutral concept.

1.3 PROCESS

Process is critical to the success of any group. The six core processes of governance are:

- Communication
- Decision-Making
- Conflict Resolution
- Strategic Planning
- Delegating Authority and Responsibility
- Monitoring and Measuring

SUMMARY

The Relationship Model™ offers the most natural means of giving an effective design to our organization. No major paradigm shift is required. At the same time we will realize how important it is to use the conceptual framework that this model offers when we build a governance structure and when we process information.

1.4 PRINCIPLES

The combination of values, structure and process may be synthesized into ten basic principles that define The Relationship Model™. Using these principles as a checklist can assist the Board to verify that the values, structures and processes used within Dive Sask are consistent with the Relationship Model™. The checklist can also assist the Board to identify weaknesses and to give guidance toward making adjustments that will improve relationships and productivity.

1.4.1 The organization seeks a balance between the fulfillment of the needs of the clients and the personal fulfillment of the staff and volunteers.

1.4.2 The affirmation, involvement and servant leadership of every individual and group at every level in Dive Sask are vital to the success of Dive Sask.

1.4.3 Authority, responsibility and accountability are the primary components of all relationships. Limitations of authority and expectations of responsibility are the secondary components.

1.4.4 Circles of authority and responsibility are defined clearly and are maintained equal in size by negotiating limitations of authority or by expectations of responsibility.

1.4.5 The Board of Directors, acting on information from all stakeholders, is responsible for strategic planning: defining beneficiaries, services/needs, vision, mission and priorities, monitoring performance and measuring results.

1.4.6 The ED is responsible for managing the delivery of services to the clients in accord with Board-stated priorities and for achieving the strategic goals within the limitations of the authorization and resources available.

1.4.7 Each individual has a share in responsibility for creating, owning, understanding and implementing the mission of Dive Sask.

1.4.8 Decision-making proceeds from shared values, vision and mission, not unilaterally from the Board or the ED. Decisions are made as close as possible to where they are implemented.

1.4.9 The organization is results oriented. Indicators of results are identified. Strategic and tactical goals are set in balance with available resources. Results are measured.

1.4.10 Accountability is mutual. The source of authority is accountable to the recipient for providing adequate authorization and resources. The recipient is accountable to the source for achieving results.

Appendix B Definition of Terms

Note: Definitions that appear in *italics* have their own entry elsewhere in this appendix. Words beginning with capital letters are technical terms in the Relationship Model™. Their meaning is specific and may differ from other common uses of the words.

Accountability – the third primary component of a direct working relationship. It is the positive process of monitoring progress and measuring results. *Authority (with Limitations)* and *Responsibility (with Expectations)* are the other primary (and secondary) components.

Affirmation – the first and most influential core value in the Relationship Model™. Affirmation is the expression of the high value we place on each individual in any circumstance. It may take the form of respect, sensitivity, compassion or forgiveness. Affirmation encourages, builds, enables, empowers and ensures the fulfillment of each individual in Dive Sask. Our Affirmation of ourselves and others is the most significant factor influencing the structure and processes of our relationships.

Authority – the first component of a relationship. Authority at any level in Dive Sask is always limited by the person or group who is delegating authority to others. In the Relationship Model™ the *Circle of Authority* includes *Authorization*, *Resources* and *Competencies*. Power, when used in a positive sense, is synonymous with authority.

Authoritarian – the name given to the value system on the continuum of values related to the use of authority. With this value system “might is right” and obedience produces rewards. An Authoritarian value system can result in abuse of power and harm to healthy relationships.

Authorization – one of three components of the circle of authority along with resources and competencies. Authorization may be thought of as the act of sharing power, i.e. having “the keys to the car.” It is delegated by the source of authority at the point of hiring and ends when the working relationship ends.

Beneficiaries – the groups of people whom the members through the *Board of Directors* choose to serve. Beneficiary groups may be described by their type and by their geographical location. Direct Beneficiaries are distinguished from *Stakeholders* who are indirect beneficiaries of the mission. See also *Target Group*, a synonym of Beneficiary.

Board Chair – a member of the *Board of Directors*, elected by the Board primarily to lead the process of governance. The Board Chair may also represent Dive Sask to other organizations, to the stakeholders and to the government authorities. The *Board Chair* receives authority and responsibility from the Board and is accountable to the Board. The Chair normally has no *Authority* or *Responsibility for Management*.

Directors – see *Directors*.

Board of Directors – the governing body of an *Organization*. Elected by its members, the *Board of Directors* receives its authority from its members and the government. *Responsibilities* include designing and implementing its own structure and process, directing strategic priorities, delegating management authority and responsibility to the staff. The Board also monitors performance and measures strategic results.

Bylaws – the official document stating the relationship among the members of an *Organization* and between the members of the *Organization* and its *Board of Directors*. *The Bylaws* may be changed only by action of the members and forms the basis of the *Governance Manual*.

CEO – an acronym for the Chief Executive Officer of an *Organization*, a generic description for the person in the leadership position of the *Organization*. The acronym itself may also be used as the title for the position.

Charity – a charitable organization, sometimes called a *Not-for-profit* (or non-profit) *Organization*. A charity exists by the authority and support of its stakeholders and the authority of the government of the country in which it is based. See also *Not-for-profit Organization*, a synonym.

Circle of Authority – see *Authority*.

Circle of Responsibility – see *Responsibility*.

Committee – a group designated by the *Board of Directors* to assist the Board with the development of governance policies and with monitoring the *ED* compliance with the *Limitations* and *Expectations* policies of the Board. Committees have a singular responsibility to assist with *Governance* and have no responsibility for management except by special authorization from the Board.

Competencies – the underlying characteristics of people that make them successful at certain tasks. Competencies include skill, knowledge, experience, values, attitudes, and self-perception.

Consensus – an official form of decision-making in which the Board agrees without a vote on a decision or a course of action. Consensus may be recorded in the minutes with the words “It was agreed...” Consensus may be unanimous, if every Director agrees with the decision. Consensus also exists when some Directors agree with the decision while others prefer a different decision but express a willingness to support the decision of the majority or plurality. Consensus is not achieved when one or more *Directors* do not agree to support the decision of the majority or plurality. In this case the decision-making process must default to a vote by the *Directors* present.

Critical Success Factors – the factors that the Board determines are critical to the fulfillment of the Mission of Dive Sask. They are factors that relate to the management of Dive Sask that would typically fall within the *ED*'s circle of responsibility. Critical Success Factors form the final component of the Strategic Plan and form a bridge between the strategic and the tactical (governance and management) functions. The *ED* is expected to address the Critical Success Factors in the *Tactical* Plans, enabling the Board to express monitor the *ED*'s management of risk without becoming involved in managing as a Board function.

Directors – members of the *Board of Directors*. Directors have been entrusted by those who elected or appointed them with the direction and governance of Dive Sask. The emphasis on the word “Director” is on the authority component of governance. Directors are individually accountable to the stakeholders and governments for their personal behavior and collectively accountable to them for their governance of Dive Sask. Directors are sometimes referred to as Directors.

ED – the Chief Executive Officer of Dive Sask, hired by the *Board of Directors* primarily to lead the process of managing the infrastructure, including strategic planning and achieving the strategic goals

within the limits of the authority delegated by the Board. The ED receives authority and responsibility from the Board and is accountable to the Board. The ED has no authority or responsibility for governance and is not a member of the *Board of Directors*.

Expectations – one of two secondary components of a relationship. Expectations are associated with responsibilities and are usually expressed in the form of goals, standards and specific tasks. The quantifiable expectations may be expressed in *S.M.A.R.T* goals. The qualitative expectations may be expressed as minimum standards and standards to which we aspire.

Forgiveness - is the expression of affirmation in a relationship that has become broken. It allows us to accept the offending party even though there is no hope of return of what was taken by the offending party: money, health, reputation, life. Forgiveness sets the forgiving person free from hate and the need for retaliation.

Goals – an expression of the *Expectations of Responsibility*. Goals may be *Strategic* or *Tactical* and are always negotiated by the source and the recipient of delegated authority to assure the balance between authority and responsibility. *S.M.A.R.T*. Goals are **S**pecific, **M**easurable, **A**chievable, **R**elevant to the *Mission* and **T**ime-limited.

Governance – the process by which a *Board of Directors* maintains control of its responsibility. Governance involves designing Board structure and process, directing *Strategic Priorities*, delegating *Authority* and *Responsibility* and measuring and monitoring results. Governance is a more effective method of control than management for larger and more complex organizations. The *Board of Directors* is accountable to the *Stakeholders* for achieving *Strategic Outcomes* and to the appropriate government agency or department for remaining within the limitations of law.

Governance Manual – the manual that describes the *Values, Structure* and *Processes* of *Governance* for an *Organization*. This manual is within the authority given to the Board by its members in the *Bylaws* of Dive Sask. The Board has the authority to approve and revise the Governance Manual as necessary.

Healthy Relationship – a working relationship is healthy when a balance exists between the *Authorization, Resources* and *Competencies* on the one hand and the *Expectations* expressed in goals and standards on the other. In the case of an entire organization, the relationship between the staff and the clients is healthy when client satisfaction (productivity) and staff fulfillment (satisfaction) are in balance.

Involvement – the second core value in the Relationship Model™. Involvement allows people the freedom of expression of ideas, thoughts and feelings about all matters that affect them. Involvement produces a sense of ownership for those who have *Responsibility* related to what they helped to shape and plan. It is directly related to the degree of *Accountability* people accept for their work.

Justice - is the acknowledgement by the offending party, or a third party with authority in the matter, of the wrong that was committed. Justice includes a fair compensation for what can be repaid. Repayment can take one or more forms: acknowledgment, apology, amends, restitution, fine, imprisonment or capital punishment.

Laissez-faire – the name given to a value system on the continuum of values related to the use of *Authority* in an *Organization* where conflict tends to be avoided or denied. To varying degrees, this

value system exhibits lack of clarity on roles and responsibilities. Traditions and assumptions are more common than policies and goals. In its extreme form, *Laissez-faire* is identified by a complete abdication of *Authority*.

Leadership – the process of enabling individuals and groups to express their values, realize their potential for service and personal fulfillment. Leadership is characterized by being affirming, involving and supporting. All individuals in the *Organization* have an opportunity to provide leadership to others.

Limitations – the limiting and defining element of delegated *Authority*. Limitations are normally expressed in negative terms to create the *Circle of Authority*, which defines clearly the freedom we have in fulfilling our responsibility. Defining Limitations of Authority eliminates the need for returning to the *Source of Authority* repeatedly for permission to act.

Management – the process by which the staff transforms the *Strategic* direction of the *Board of Directors* into services and programs that benefit the stakeholders. Management works within the defined *Circle of Authority* to fulfill the expectations of its *Circle of Responsibility* and is accountable to the *Board of Directors* both for *Strategic Outcomes* and for remaining within the *Limitations of Authority*.

Minutes – the official record of the *Board of Directors*, containing the result of the *Governance* process in the form of policies and *Strategic* decisions, as well as exceptional management decisions. The Board minutes are the only way the Board communicates its decisions and directions to the staff through the *ED*.

Mission – a term given to the statement that contains the core reason for the *Organization's* existence. The Mission statement makes reference to the *Target Groups*, the *Services* and sometimes the geographical location where the *Organization* works

Model – a design that provides the framework for a *Board of Directors* and the *ED* to develop the *Structure* and *Process* (form and function) of *Governance* and *Management* for the *Organization* to fulfill its *Mission*.

Not-for-profit Organization – a type of *Organization* in which the purpose is to deliver products and *Services* to clients, not for profit, but as an expression of the values of the members and *Stakeholders*. Sometimes called “non-profit” the *Organization* may generate a surplus even though that is not its *Mission*.

Organization – a generic name given to a corporate entity or *Charity*. The term includes the entire *Organization* including the membership, Board and staff.

Policies – Policies are the expression of the Board *Governance* process. There are four types of policies in the Relationship Model™:

1. Board *Structure* and *Process*
2. *Strategic* direction,
3. Delegating *Authority* and *Responsibility* to the *ED*
4. Board *Accountability* (monitoring and measuring).

Process – the third element of a direct working relationship. The six core processes of a working relationship are: Communication, Decision-making, Conflict-resolution, Planning, Delegating and Accountability (Monitoring and Measuring)

Recipient of Authority – a term that designates the flow of *Authority* in a working relationship. The phrase is distinguished from the *Source of Authority* who delegates *Authority* and *Responsibility* to the Recipient of Authority and to whom the Recipient of Authority is accountable.

Reconciliation - is the restoration of a broken relationship which can only be achieved after forgiveness, justice and repentance have been experienced by both parties in the broken relationship. It is the weld that unites brokenness.

Relationship Model – a name describing a model focusing on the *Values, Structure, and Processes* of relationships in an *Organization*. Usually used to distinguish from an authoritarian structure, a relationship-centered structure is based on the three core values of affirmation, involvement and support. The three core components of a relationship are *Authority, Responsibility* and *Accountability*. Secondary components are *Limitations of Authority* and *Expectations of Responsibility*. The model is realized through the processes of *Governance, Leadership, Management* and service delivery.

Repentance & Amends - are the willing expressions of an offending party to "right the wrong". It may take the form of an apology, public acknowledgement, financial compensation, time. These expressions may precede or follow forgiveness.

Resources – the second of three components of the *Circle of Authority*. Resources may be human and financial resources, information or time. See also *Authorization* and *Competencies*, the other two components of the *Circle of Authority*.

Responsibility – the second component of a relationship. Responsibilities within an organization are typically described in a committee relationship description or an individual relationship description. Responsibility is further defined by *Expectations* of the Responsibility.

Servant Leadership – the third core value in the Relationship Model™. Servant Leadership is the power of being lifted up by the *Source of Authority* instead of being put down. Servant Leadership seeks the well-being and fulfillment of the *Recipient of Authority* as an end in itself, not merely as a means to the end of greater productivity or client satisfaction.

Services – the term used to describe the strategic services that an *Organization* offers in order to meet the needs of its *Target Groups*. The Services are delivered through Programs that the *ED* and the staff develop to deliver them effectively and efficiently.

S.M.A.R.T. – an acronym describing the five characteristics of a goal. A S.M.A.R.T goal (strategic or tactical) is Specific, Measurable, Achievable, Relevant to the Mission and Time-limited.

Source of Authority – a term that describes the flow of *Authority* in a working relationship. Intended to replace the term "boss" which reflects an Authoritarian value system, *Authority* and *Responsibility* flow from the Source of Authority to the *Recipient of Authority*. *Accountability* flows in the opposite direction, back to the Source of Authority

Stakeholders – individuals and groups who have a “stake” in Dive Sask, similar to the shareholders in a for-profit corporation. In a *Not-for-profit Organization* they include the members, donors, strategic partners and the clients of Dive Sask. Stakeholders are the “owners” of the not-for-profit. The *Board of Directors* consults the individuals within these groups for *Strategic* direction and is accountable to them for the strategic results of the *Organization*. The term encompasses both the direct beneficiaries of the services and those who benefit indirectly.

Strategic – describes the focus of the Board’s responsibility, the “what” of an organization. This includes defining the *Values, Target Groups, Services, Vision, Mission, Priorities, Strategic Outcomes* and Goals. The result of all the Board’s strategic direction to the staff is contained in the Strategic Plan of the *Organization*.

Strategic Outcomes - benefits or changes experienced by the *Target Groups* (individuals, populations or communities) that are delivered by the services of Dive Sask. They are broad-based statements that describe a changed state in behavior, skills, knowledge, attitudes, values, condition and/or other attributes. Strategic Outcomes contribute to the realization of Dive Sask’s *Vision*. They are also known as strategic benefits or strategic results.

Structure – the second element of a direct working relationship. Structure includes five components: *Authority, Limitations of Authority, Responsibility, Expectations of Responsibility* and *Accountability*.

Tactical – describes the focus of *Management* responsibility, the “how” of an *Organization*, including the development and management of programs for delivering the services directed by the Board, the process of budgeting and financial management and the management of staff and volunteers.

Target Groups—the groups of people whom the *Stakeholders*, through the *Board of Directors*, choose to serve. They are the direct *Beneficiaries* of Dive Sask’s *Services*. Target groups may be described by their type and by their geographical location.

Values – a complex set of convictions held by the members of a charitable organization. Values include many levels: core beliefs and personal values, interpersonal relationship values and organizational values. People display their values by their behavior.

Vision – a futuristic and idealistic view of what can result from realizing the mission of the *Organization*. A vision stays just beyond the strategic planning horizon, drawing, encouraging and challenging the *Organization* towards its potential. The focus is on the difference that the *Organization* will make in the world, not on the *Organization* itself.