



BC RUGBY

GOVERNANCE MANUAL

Revised and Board Approved, May 13, 2025

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INTRODUCTION

INTERPRETATION

This manual should be read as a document that is supplemental and subject to the Bylaws. To the extent of any conflict between the terms and provisions of this manual and the Bylaws, the Bylaws shall be paramount and shall prevail in all instances.

DEFINITIONS

Unless the context requires otherwise, all capitalized terms used but not otherwise defined in this Governance Manual shall have the same meaning as set forth in the Bylaws.

AIM OF THIS MANUAL

The aim of this manual is to:

- clarify the organizational purpose, key metrics, structure, policies, and procedures of BC Rugby;
- provide clear guidance regarding the respective roles and responsibilities of the Board, Committees, the CEO, and BC Rugby staff;
- outline the key stakeholder relationships required to make the Purpose achievable;
- orient new Board members to current BC Rugby policies and their role as directors;
- reference all documentation which collectively forms BC Rugby's governance structure;

HIERARCHY OF GOVERNANCE INSTRUMENTS

There is a hierarchy of governance instruments by which BC Rugby must abide. Federal and provincial legislation, the Bylaws and Regulations of World Rugby and Rugby Canada, and BC Rugby's Constitution and Bylaws have precedence over Board policies and directives (including those set out in this manual).

LEVEL OF HIERARCHY	ENTITY RESPONSIBLE	DETAILS
1.1	Federal and BC Legislation	There are several Acts and subordinate regulations by which BC Rugby must comply; the main and primary Act is BC's Societies Act.
1.2	World Rugby Regulations	World Rugby, the world governing body for the sport of Rugby Union, has 24 regulations relating to the game, which are binding on National Unions and, by extension, BC Rugby. These regulations cover a wide range of topics including ownership of Clubs, antidoping, artificial playing surfaces, and insurance.
1.3	Rugby Canada Bylaws	As a Member Union of Rugby Canada, BC Rugby is required to comply with the conditions of membership specified in Section 2 of the Rugby

		Canada Bylaws. These include the rights of Members and payment of Registration Fees.
2.1	BC Rugby Constitution	Under the BC <i>Societies Act</i> , BC Rugby's Constitution gives the organization the powers to pursue the Purpose.
2.2	BC Rugby Bylaws	The Bylaws set out the rules by which BC Rugby is governed and the structure of the Board and the organization. The Bylaws can only be changed by a member vote on a special resolution at an AGM or SGM.
3.1	BC Rugby Governance Manual	This manual provides the framework for the Board to serve the Members and stakeholders. It references all governance policies approved by the Board, and resolutions adopted by the Members at the AGM. It also outlines the relationships between the Board, CEO and Committees.

Change Process

The contents of this manual are meant to be reviewed and updated annually or as otherwise considered appropriate. Proposed changes, which may be suggested by any Director or the CEO, are to be referred to the Chair of the Governance Committee for review and recommendation by the Governance Committee before being submitted to the Board for final review and/or approval. Once approved, the CEO shall be responsible for updating this manual and making an updated copy available by posting on the BC Rugby website and otherwise distributed as appropriate. The CEO shall maintain a record of changes made from time to time by retaining a "track change" or "blackline" comparison copy or other similar means of documenting the changes made.

PART 1: PURPOSE AND KEY METRICS

1. PURPOSE AND KEY METRICS

1.1 BC RUGBY PURPOSE

To grow, develop and manage the sport of rugby union throughout British Columbia by undertaking such roles, functions, responsibilities and actions, including establishing policies, strategies, implementation plans, services, relationships and communications campaigns, to best serve that purpose.

1.2 PURPOSE DEFINITIONS

Grow – to increase the number of players, coaches, referees, and other participants, contributors and supporters.

Develop – to improve the quality of players, coaches, referees, and other participants, contributors and supporters.

Manage – to support and strengthen the long-term viability, stability, sustainability, and success of Rugby in BC at local, regional and provincial levels.

1.3 KEY METRICS

Key metrics provide reliable and measurable information that track short and long-term progress towards achieving goals and benchmarks. The following minimum metrics are required to track BC Rugby activities.

GROW

BC Rugby should incorporate metrics that track players, coaches, referees and other contributors in BC by age, gender, region and club/school for the following:

- Total numbers.
- Recruitment rate.
- Retention rate.

It is recommended that these metrics be measured and communicated throughout the organization commencing in the upcoming playing year and to the Board on a quarterly basis.

DEVELOP

It is recommended that BC Rugby develop a strategy to identify and communicate throughout the organization measurable, reliable and meaningful metrics to measure success in improving the quality of players, coaches, referees and other participants, with the goal of implementation in the upcoming playing year.

MANAGE

It is recommended that BC Rugby develop a strategy to identify and communicate throughout the organization measurable, reliable and meaningful metrics to measure success in supporting and strengthening the long-term viability, stability and sustainability of Rugby in BC, with the goal of implementation in the upcoming playing year.

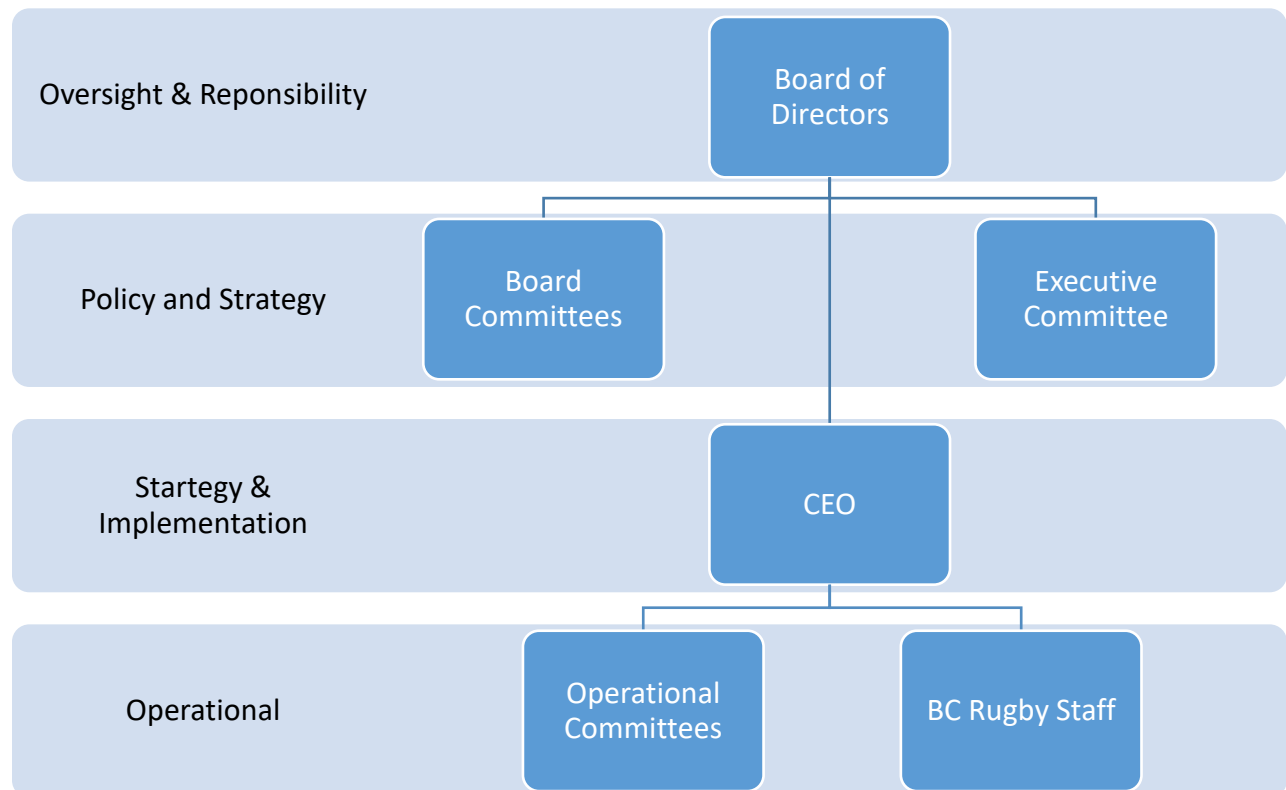
PART 2: ORGANIZATIONAL STRUCTURE

2. ORGANIZATIONAL STRUCTURE

2.1 BC RUGBY STRUCTURE

BC Rugby's organizational structure has been designed to achieve the Purpose. BC Rugby is led by a Board of Directors that are elected by the Voting Members and/or appointed by the Board on an interim basis. To deliver the Purpose, the Board may delegate authority along four areas of function but maintains the responsibility for management oversight:

- **Policy** – Establishing clear, compliant and fit-for-purpose guidelines that govern the decisions and actions of the Board, Committees, BC Rugby staff, Members and stakeholders.
- **Strategic** – Leading the direction, design, and sustainability of BC Rugby while anticipating future challenges and opportunities.
- **Implementation** – Managing plans and actions to implement strategic initiatives while resolving immediate challenges and opportunities.
- **Operational** – Utilizing skills, techniques, expertise, and character to deliver the outcomes of strategic plans.



PART 3: BOARD OF DIRECTORS

3. BOARD OF DIRECTORS

The powers and duties of the Board are set out in section 53 of the BC Societies Act and section 6.1 of the BC Rugby Bylaws. The management and control of BC Rugby is vested in the Board who may exercise all of the powers of the society that are not, by the Societies Act or the Bylaws, required to be exercised by the Members of BC Rugby at a general meeting.

A director of BC Rugby must, when exercising the powers and performing the functions of a director:

- (a) act honestly and in good faith with a view to the best interests of BC Rugby as a whole and not in any self-interest or in the interest of a specific Club or special interest group.
- (b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances. This includes being prepared for and attending Board and Committee meetings and participating in a meaningful way.
- (c) act in accordance with the BC Societies Act and the regulations by being vigilant to ensure BC Rugby is being properly managed and is complying with laws affecting BC Rugby.
- (d) subject to paragraphs (a) to (c), act in accordance with the bylaws of BC Rugby; and
- (e) must adhere to BC Rugby policies including the Code of Conduct.

The Board has overall responsibility for ensuring that BC Rugby fulfils its Purpose, as set forth in 1.1, and that BC Rugby honours and fulfils the mission statement, values and goals of BC Rugby, as set forth in the Strategic Plan. The current Strategic Plan is available on the BC Rugby website at:

<https://bcrugby.com/about-us/strategic-plan-annual-reports/> .

The Board has the responsibility to oversee and supervise the management of BC Rugby's activities and internal affairs. The Board acts collectively and exercises its powers and responsibilities as a group. Individual Directors have no power or authority to act on their own.

3.1 BOARD OF DIRECTORS COMPOSITION

The Voting Members may, by ordinary resolution from time to time, determine the number of Directors, but there shall be no fewer than 3 and no greater than 12 Directors.

The number of Directors is currently set at 10, each elected to serve a Term (the time period commencing on the date of election or appointment and expiring at the end of the second annual general meeting). The Board may add Interim Directors to provide expertise or fill a casual vacancy, whose term on the Board will extend no longer than the next held Annual General Meeting (AGM).

In accordance with section 6.2(a) of the Bylaws, to the extent it is reasonably practical with available volunteers, Board composition will reflect diversity of personal and professional perspectives, including diversity in genders, ages, regions, ethnicities, expertise, game variants, and levels of Rugby. Furthermore, at least one Director must reside in:

- (1) Vancouver Island
- (2) The Fraser Valley west of Hope (but excluding those listed in (3)) below

- (3) One of the cities or municipalities of Vancouver, Burnaby, West Vancouver and North Vancouver
- (4) British Columbia outside of the areas as described in (1), (2) and (3) above

In accordance with section 6.2(b) of the Bylaws, to the extent that it is reasonably practical, the directors comprising the Board will hold qualifications, expertise and/or high-level experience in the following areas:

- Organizational Leadership
- Canadian and/or British Columbian Law
- Education
- Sport Administration and/or Human Resources
- Not-for-profit sector
- Financial Literacy
- Risk Management and/or Insurance
- Marketing, Public Relations and/or Communications
- Commercial and Sponsorship
- Fund-raising and Planned To Give
- Diversity and Inclusions
- Recent International Player (10 years)

3.2 GOVERNING STYLE

The Board collectively and as individual Directors will govern BC Rugby according to the following principles:

- Strategic leadership rather than operational management.
- A long-term focus on the future of Rugby throughout BC.
- Ongoing monitoring of key growth, development, and management metrics.
- Ongoing attention to emerging external influences, risks, and opportunities.
- Open, timely, and clear communications with Members and stakeholders.

3.3 ROLES AND RESPONSIBILITIES

On behalf of its Members and key stakeholders, the role of the Board is to provide strategic leadership and stewardship to Rugby in British Columbia. In that regard, each Director accepts the following responsibilities:

- advocating for growing, developing, and managing the sport of Rugby in BC.
- developing the Purpose and other organizational policies and metrics and monitoring their relevance and effectiveness.
- contributing to, reviewing, and approving the Strategic Plan;
- reporting organizational progress to the Members;
- managing key stakeholder relationships;
- advancing organizational image and identity;
- providing ongoing financial leadership;
- developing the expertise of Board members;

- proactively managing emerging risks and opportunities;
- ensuring compliance with applicable laws;
- appointing, advising, mentoring and evaluating the CEO;
- attend all Board Meetings and attend all general meetings with Members, including the AGM;
- be an active member of at least one Board Committee; and
- dedicate at least 100 hours/year to Board and Committee initiatives.

3.4 OFFICERS OF THE BOARD

At a Board meeting at least one month prior to the AGM, the Board may nominate the Officers of the Board for the upcoming year: a President (every 2 years), Vice President (Governance) (every 2 years, alternating with Vice President (Finance)) and Vice President (Finance) (every 2 years alternating with Vice President (Governance)) from among the Directors. Information about nominated Officers should be circulated with the nomination package to the membership. At the first Board Meeting following the AGM, the elected Directors may appoint the Officers. One individual may hold more than one position as a BC Rugby Officer.

3.4.1 President

In accordance with the Bylaws, the President shall, when present, preside at all general meetings, and any meetings of the Board, sign all instruments which require the President's signature in accordance with the Bylaws or otherwise, represent BC Rugby at public or official functions, and have such other powers and duties as may from time to time be assigned to the President by the Board. The President shall be appointed for a two-year term by the Board, beginning immediately following an Annual General Meeting and ending at the end of the second following annual general meeting. A President may serve no more than two consecutive Terms, unless otherwise approved by the Voting Members by ordinary resolution. A detailed role description of the President can be found in Appendix 2.1.

3.4.2 Vice President (Governance)

In accordance with the Bylaws, the Vice President (Governance) if appointed shall oversee the governance and internal operations of BC Rugby. The Vice President (Governance) shall be appointed for a 2-year term, alternating with the Vice President (Finance), beginning immediately following the Annual General Meeting, and may serve up to (4) four consecutive Terms as Vice President (Governance) or in another officer position. A detailed role description of the Vice President (Governance) can be found in Appendix 2.2.

3.4.3 Vice President (Finance)

In accordance with the Bylaws, the Vice President (Finance) if appointed shall have banking, financial, audit and risk management oversight of BC Rugby and such other powers and duties as the Board may specify. A Vice President (Finance) shall be appointed for a 2-year term, alternating with the Vice President (Governance) beginning immediately following the Annual General Meeting, and may serve up to (4) four consecutive Terms in as Vice President (Finance) or in another officer position. The scope of oversight for this position also includes the Risk Register and Human Resources. A detailed role description of the Vice President (Finance) can be found in Appendix 2.3.

Past President – The immediate Past President shall be an officer for one year after the termination of their presidency. They are to provide advice to the President, the Board and executive officers.

3.5 DIRECTORS CODE OF CONDUCT

The Board is committed to ethical conduct in all areas of its responsibility and authority and ensuring that Directors maintain the confidentiality of information received in their capacity as Directors. To ensure full compliance, each Director is required to sign an Annual Declaration Form and Confidentiality Pledge (Appendix 2.6), acknowledging they have read the Code of Conduct (Appendix 2.5) and agree to abide by its provisions and to maintain the confidentiality of information received by them as Directors.

3.6 BOARD ELIGIBILITY

The Governance Committee will identify qualified individuals for nomination as Directors, following the rules outlined in Section 6 of the Bylaws. Candidates must have the time and inclination to contribute to the Purpose. Upon election or appointment to the Board, the new Director must relinquish the Presidency or equivalent senior executive position in a Voting Member organization.

3.7 BOARD DIRECTOR NOMINATION PROCESS

Directors are elected by the membership at the AGM and there are two ways an individual can be nominated for election to the Board of Directors:

- Any Individual Member may be nominated for election as a Director by a nomination in writing signed by the nominee, a duly authorized director or officer of one Member Club, and at least six Individual Members, that:
 - Contains the full name, address, and occupation of the nominee and a brief description of the qualifications and reason(s) of the nominee running for the position of Director; and
 - is received at the registered office of BC Rugby not less than 30 days before the general meeting at which the election is to take place.
- The Board may nominate any individual for election as a Director by board resolution at least 25 days prior to the AGM and circulate to the Members. The Governance Committee will declare to the Board its recommendations for nominees as Directors at least 28 days prior to the AGM and the Board will circulate its nominees as Directors to the Members at least 25 days prior to the AGM.

Each candidate must meet the requirements outlined in Bylaw 6.2.

3.8 BOARD ORIENTATION

Prior to the first full Board Meeting following the AGM, each new Elected Director will complete the orientation tasks outlined on the Board orientation checklist. A sample checklist is included in Appendix 2.7. They will also attend the new Director orientation, hosted by the President and CEO.

3.9 BOARD MEETINGS

The Board will meet at least six times a year, typically in July, September, November, January, March, and May, plus a meeting in February for approval of the Q3 financial statements and receiving a budget process update. Additional Board meetings may be called, as required. Directors are expected to prepare for and attend all Board meetings. Any meeting materials circulated in advance of the meeting should be read prior to the meeting. In the event a Director is unable to attend a meeting, the Director is expected to contact the President to be updated on discussions and action items arising from the meeting.

BC Rugby's financial year-end is March 31. Typically, the audited financial statements are completed in mid-May and approved by the Board by early June. The Annual General Meeting is held near the end of June. The following will be the procedures for Board Meetings:

- The CEO, with the direction from the Board Chair, will distribute to the Directors a draft Board Meeting calendar for the next 12 months at the first meeting following the AGM. It will include suggested dates for Board Committee meetings.
- At the first meeting, the Board will ratify meeting dates for the rest of the year.
- The President, in collaboration with the CEO, will circulate a draft agenda of topics at least six weeks prior to the Board meeting to ensure staff and committees have sufficient time to develop material conforming to the draft agenda for the Board meeting.
- Each Board agenda will have a section for Consent Agenda items which will include minutes of most recent Committee meetings, correspondence of interest to the Board, annualized calendar updates and current metrics.
- Committee Chairs, BC Rugby staff, and other Directors will submit any additional proposed agenda items to the President at least two weeks prior to each Board Meeting.
- Each Board and Committee agenda will include public and 'in camera' aspects of the meeting.
- The President will create and distribute the meeting's public and 'in camera' agendas at least one week prior to the meeting. The meeting agendas will provide details of motions, resolutions, and discussion/information items.
- Time may be allocated prior to meetings for guest presentations or Board training activities.
- The President will chair the meeting and will do so, as appropriate for the meeting, with reference to Roberts Rules of Order. Once a quorum is determined, the meeting will start promptly. The President will ensure discussions remain focused on the topics of the agenda.
- After reviewing the agenda at the start of the meeting, Directors will declare any conflicts of interest and will recuse themselves when that agenda item is being discussed.
- Meetings will be managed to foster dialogue over debate, with the goal to expand individual and collective understanding of the issue or decision.
- To the extent possible, voting should be via a simultaneous show of hands by all eligible to vote. In the event of a tie, the motion or resolution is defeated.
- Minutes from the public aspects of the meeting will be authorized and posted within ten business days of approval of the minutes at the following Board meeting.

Board meetings agendas will typically include, but are not limited to, the following topics at the scheduled meetings of the Directors.

July Board Meeting

- New Directors will have read the BC Rugby Bylaws, Board policies, and the Governance Manual prior to their first meeting.
- If not done immediately after the AGM or already appointed for a not yet completed term, Officers will be appointed as President, Vice President (Governance) or Vice President (Finance).
- Directors will sign the Code of Conduct Annual Declaration Form, and confidentiality pledge.
- Business emerging from the AGM will be addressed by the President.
- The Board reviews key performance metrics and identifies areas for improvement.
- A risk management assessment will be presented by the CEO.
- Emerging opportunities for BC Rugby will be discussed.
- Directors receive committee assignments.
- The Board and committee calendar for the next 12 months will be finalized.

September Board Meeting

- Updates to the Strategic Plan and key performance indicators will be presented by the CEO.
- The CEO updates the Board re: compliance with federal and provincial laws.
- Each committee reports on any proposed changes to the committee charter and provides a work-plan for the upcoming year for Board approval.
- An update on existing and emerging key stakeholder relationships will be presented by the CEO.
- The Board reviews and approves Q1 Financials.

November Board Meeting

- The Board Composition Plan will be ratified for the next calendar year.
- The CEO updates the Board re: compliance with federal and provincial laws.
- The CEO will present a risk management assessment.
- The Board reviews and evaluates the Q2 Financial Statements.
- Updates to the Governance Manual, and Board Composition Plan will be proposed by the Governance Committee Chair.
- Any proposed updates to any Board or Operating Policies will be presented by the CEO.

January Board Meeting

- A risk management assessment will be presented by the CEO.
- The Finance Committee provides an update on the projected year-end operating results.
- The draft Annual Operating Plan for the future year will be presented.
- Budget plans for the next fiscal year will be discussed by the Board.
- Updates to the Strategic Plan and key performance indicators will be presented by the CEO.

- Preliminary changes to the BC Rugby Bylaws and/or organizational structure (if any) will be proposed by the Governance Committee Chair.
- The Board Education Plan for the next year will be presented by the Governance Committee.

February Board Meeting

- The Board reviews and approves the Q3 Financial Statements.
- The CEO updates the Board re: compliance with federal and provincial laws.
- The Finance Committee provides an update on the projected year-end operating results.
- Finance Committee provides an update on the budget process.
- Finance Committee provides an update on the audit planning process.
- The Board will review the draft Annual Operating Plan for the coming fiscal year.

March Board Meeting

- A risk management assessment will be presented by the CEO.
- Changes to the BC Rugby Bylaws and/or organizational structure will be proposed by the Governance Committee Chair.
- Topics & allocations for annual Club Conversations/surveys are discussed and agreed.
- Board approval of the Annual Operating Plan for the upcoming year.
- Board to review the annual budget for the coming fiscal year as recommended by the Finance Committee and approve such budget with any required updates or amendments.

May Board Meeting

- Based on feedback from meetings with Member Clubs or other stakeholders, Board plans for changes to Bylaws and/or organizational structure will be revised.
- A risk management assessment will be presented by the CEO.
- The CEO updates the Board re: compliance with federal and provincial laws.
- The Board reviews with the Auditor:
 - the draft Management Representation Letter for the Audit;
 - the year-end Draft Audited Financial Statements; and
 - the draft audit findings letter from the Auditor.
- Updates to the Strategic Plan and key performance indicators will be presented by the CEO.
- The Board reviews its Key Metrics and identifies areas for improvement.
- The final draft of the BC Rugby Annual Report will be reviewed.
- CEO Annual Performance Review results and recommendations from the prior year will be presented.

- An evaluation of the collective Board and individual Director effectiveness will be presented by the Governance Committee Chair.
- Final changes to the BC Rugby Bylaws and/or organizational structure will be proposed by the Governance Committee Chair.
- Nominations for next year's new Directors will be proposed by the Governance Committee Chair for presentation at the next AGM.
- The Board approves the agenda for the Annual General Meeting and ensures contents and timetable for distribution are appropriate.
- Board and Operational Committee Chairs and members are identified for the coming year and approved.
- All changes to Committee Charters for the coming year are reviewed and approved.
- Rules of competition presented to the Board for approval

June Board Meeting

- The Board to receive the year-end Audited Financial Statements and discuss with the Auditor.
- Board to approve the Financial Statements and forward for inclusion on the Annual General Meeting materials.
- The Board to receive and review the Auditor's final Audit Findings Report.

PART 4: BOARD COMMITTEES

4. BOARD COMMITTEES

Board Committees are advisory groups designated by the Board to have authority for the governance, policies or strategic development of a key function, project or program. There are three types of Board Committees: a Standing Committee; a Sub-Committee; or an Ad Hoc Committee.

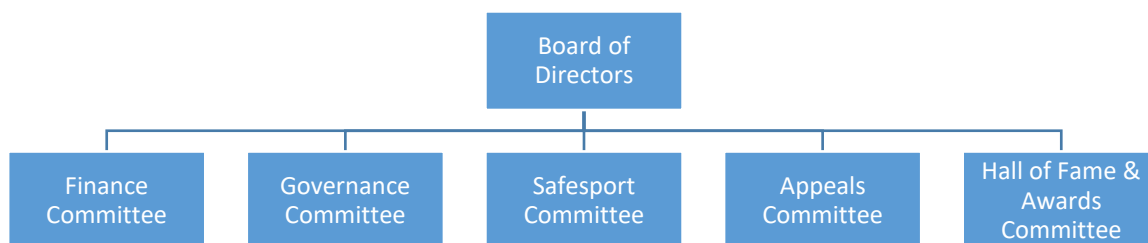
Board Committees are advisory in nature and report to the Board on a regular basis. Each Board Committee is Chaired by a Director and operated by committee members that are approved by the Board. When required or considered advisable, the CEO or their designate will join a Board Committee.

Any Director or Appointed Representative with relevant skills or experience can occupy a Board Committee seat with two exceptions. The Executive Committee is made up of the Officers of the Board, while the Appeals Committee remains independent from the Board.

The President is an ex-officio, non-voting member of each Board Committee other than the Appeals Committee and the Discipline Committee.

The Committees shall each report to the Board. The Board shall be responsible for overseeing the functions of all Committees and shall have ultimate authority over and responsibility for the actions and functions of each Committee.

BC Rugby's Standing Board Committees are illustrated in the chart below.



4.1 STANDING BOARD COMMITTEES

Standing Board Committees are permanent Board Committees intended to consider all matters pertaining to a designated subject on an ongoing basis. The following are the Standing Committees of the Board of BC Rugby.

4.1.1 Finance Committee

Chaired by the Vice President (Finance) with membership extended to the President, and the CEO, as ex-officio, non-voting members, and to any other individual with relevant skills or experience and who complies with the relevant BC Rugby Policies.

Responsible for assisting the Board in:

- Working in collaboration with the CEO to develop the Annual Operating Plan linking the Strategic Plan objectives to the annual budget.
- Reviewing the annual budget process and assumptions and recommending the annual budget to the Board.
- Monitoring the financial and budget performance, evaluating management's response to variances and recommending actions to address variances where risk and exposure is high.
- Overseeing the integrity of the organization's financial statements and the organization's accounting and financial reporting processes and financial statement audits.
- Overseeing compliance with legal and regulatory requirements associated with financial reporting and disclosure.
- Human Resources oversight and policy development.
- Monitoring and updating the organization's Risk Register.
- Overseeing the organization's banking function.
- Overseeing the adequacy of capital and sustainability of the organization's financial model.

4.1.2 Governance Committee

Chaired by a Director (preferably, but not necessarily, the Vice President (Governance)) with membership extended to any other individual with relevant skills or experience and who complies with the relevant BC Rugby Policies.

Responsible for supporting the Board of Directors by:

- Overseeing governance structure, policies and procedures and recommending modifications or updates when appropriate.
- Recommending nominees to the Board that sustain and enhance its composition requirements.
- Creation and operation of the nominating committee.
- Conducting a succession planning process for the Board chairperson and other Board leaders.
- Orienting and educating members of the Board.
- Managing the Board's annual performance review, including individual reviews.
- Reviewing new membership applications.
- Defining the competencies needed for resourcing future board and committee vacancies.

- Defining the process of recruiting prospective Board members.
- Conducting the process for recruitment of new directors including to search for and solicit prospective new candidates.
- Determining the best fit to complete the full board and committee structure for the coming year.
- Identifying and recruiting prospective candidates from British Columbia for nomination to the Board of Rugby Canada or Rugby Canada Committees.
- Making recommendations to the Board regarding British Columbia nominees to the Board of Rugby Canada or Rugby Canada Committees.

4.1.3 SafeSport Committee

Chaired by a Director with membership extended to any other individual with relevant skills or experience and who complies with the relevant BC Rugby Policies.

Responsible for supporting the Board of Directors by:

- Advising on providing strategic leadership so that clubs, teams and Members have the structure, knowledge, skills and resources to support safety in sport experiences.
- Advising on safe sport awareness and education, and the challenges to creating a safe sport environment.
- Providing education and resources to Member teams and clubs, so that everyone understands and plays their role in ensuring safety in sport.
- Ensuring that BC Rugby policies are aligned with the British Columbia Universal Code of Conduct (BC UCC), the Canadian Code of Conduct to Prevent and Address Maltreatment in Sport (UCCMS), the Red Deer Declaration – For the Prevention of Harassment, Abuse and Discrimination in Sport
- Reviewing and making recommendations on the BC Rugby Code of Conduct and Codes of Conduct for clubs, teams, coaches, officials, players and all Members.

4.1.4 Hall of Fame and Awards Committee

The Hall of Fame and Awards Committee is a committee of the Board of BC Rugby responsible for assisting the Board in fulfilling its oversight duties related to recognizing and celebrating achievements within the BC Rugby community, and such other tasks or functions as may be specified by the Board.

The committee will comprise at least three and up to eight BC Rugby Members or other persons with the requisite skills, expertise and diversity as required.

a) **General:**

- Ensure that all recognitions are conducted with integrity, transparency and in alignment with the values of BC Rugby.
- Ensure that the Hall of Fame and Annual Awards processes align with the Terms of Reference.
- Proactively nominate individuals from the BC Rugby community for provincial, national, and other significant awards as opportunities arise.

b) **Hall of Fame:**

- Actively seek and evaluate nominations, adhering to the Hall of Fame Terms of Reference, and a specified timeline to facilitate the induction event.
- Hall of Fame selection is capped at four inductees annually, barring exceptions approved by the Board.
- Submit the names and information on the proposed nominees to the Board for approval.
- Regularly review and propose updates to the Hall of Fame Terms of Reference to reflect the evolving diversity of the game and the rugby community.

c) **Annual Awards:**

- Actively seek and evaluate nominations for the Joan Spray and Jack Patterson awards in accordance with their Terms of Reference.
- Review and make recommendations for additional awards to recognize other noteworthy accomplishments
- Annually submit the names and information on the selected nominees to the Board for approval.
- Regularly review the Terms of Reference for the Annual Awards to ensure they remain inclusive and representative of the game, and the diversity of the rugby community.

d) **Rugby Canada and BC Sports Hall of Fame Nominations:**

- Annually identify and propose candidates for nomination to the Rugby Canada Hall of Fame and BC Sports Hall of Fame.
- Submit the names and information on the proposed nominees to the Board for approval.

e) **Stakeholders Subcommittee**

Chaired by a current or past Director with membership extended to individuals with relevant skills or experience and compliance with BC Rugby Policies. At least one Director should be on the Committee.

Responsible for assisting the Board of Directors by:

- Developing strategic relationships that support the Purpose;
- Assisting the Board with the development of stakeholder engagement strategies and guidelines;
- Overseeing the development and implementation of a stakeholder engagement and retention program;

- Assessing and improving the effectiveness of stakeholder engagement and retention practices; and
- Proposing policies and procedures that enhance stakeholder relationships and the reputation of BC Rugby.

4.1.5 Appeals Committee

Membership of the Appeals Committee is extended to individuals with relevant skills or experience and who are not Directors of the Board, nor members of any other Committees. The Appeals Committee governs the process and procedure for hearing of appeals and/or complaints. Any person or Member Club may present an appeal against a decision that directly affects them as outlined in the Appeals Policy.

4.2 SUB-COMMITTEES

As required, Sub-Committees may be formed to deal with a specific issue as it relates to a Standing Committee. The Standing Committee may make a formal request to the Board for the creation of the Sub-Committee. The Board must approve the Sub-Committee Charter. Upon completion of dealing with the specific issue, the Sub-Committee should be dissolved by the Board.

4.3 AD HOC COMMITTEES

If a specific issue needs to be addressed that doesn't naturally fall under a Standing Committee, the Board may create an ad hoc committee to address that issue. The Board must approve the Ad Hoc Committee Charter. Upon completion of dealing with the specific issue, the Ad Hoc Committee should be dissolved by the Board.

Any Ad Hoc Committee shall report to the Board unless otherwise determined by the Board in the Ad Hoc Committee's Charter.

4.4 Executive Committee

Membership consists of the Officers of the Board and the CEO. The Executive Committee is responsible for developing Board agendas, Board - CEO relations, CEO performance reviews and assisting the CEO in time-sensitive decisions between Board Meetings. The Executive Committee should have a standing weekly or bi-weekly meeting, preferably early in the week to review plans for the week ahead.

PART 5: MANAGEMENT COMMITTEES

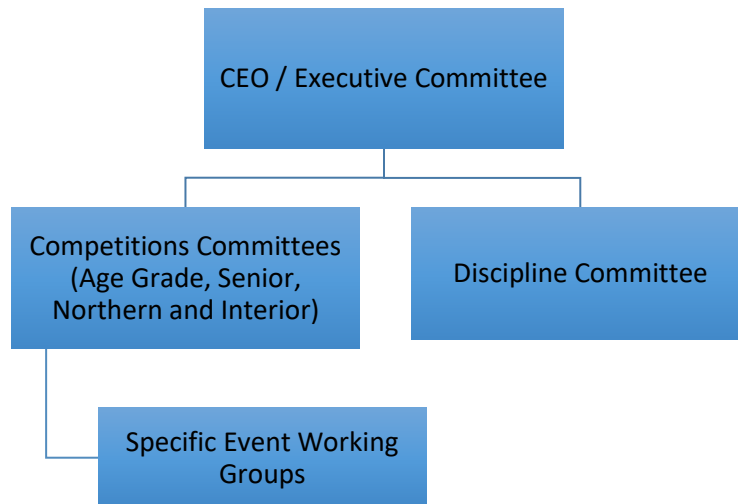
5. MANAGEMENT AND OPERATIONS

5.1 OPERATIONAL COMMITTEES

Except as specifically provided in sections 5.1.1 and 5.1.2, Operational Committees are advisory groups designated by the CEO to have authority and responsibility for an implementation or operational function, project, or program, and for providing guidance and support. The CEO is responsible for recommending the necessity of each operational committee and the roles and responsibilities of each such Committee for approval by the Board.

The Board is responsible for approving Operational Committee charters and appointing the chair of each Operational Committee. Operational Committees report directly to the CEO and may not exercise authority over an assigned staff member. In turn, the CEO will report to the Board in respect of the proceedings of Operational Committees on a timely basis. The Board shall provide oversight and direction to the CEO in respect of the actions and functions of the Operational Committees and shall have ultimate authority and responsibility in respect thereof.

The CEO (in consultation with the Board) has determined the following Operational Committees to be necessary, as illustrated in the chart below.



5.1.1 Competitions Committees (Age Grade Competitions Committee, Fall/Spring Senior Competitions Committee, Interior and Northern Summer Competitions Committee)

The Board shall approve the composition and Chair(s) of the Competitions Committees. Membership of these Committees is extended to representatives that reflect the diverse nature of BC Rugby competitions. These Committees shall oversee all BC Rugby competitions and events, and monitor and improve their individual and collective effectiveness to grow and develop Rugby in British Columbia. The Committees will provide expertise and perspectives on inter-Club competitions for their respective competitions across all regions.

The functions of the Competitions Committees are

- i) Review the structure and format of their respective competitions and make recommendations for changes and improvements.
- ii) Ensure that recommendations from the BC Rugby Safe Sport Committee and the BC Rugby Discipline Committee are considered when developing recommendations for the structure and format of competitions.
- iii) Ensure the feasibility of operations while collaborating with clubs to understand any limitations and challenges they may face.
- iv) Organise, administer and oversee the conduct of the respective competitions.
- v) In collaboration with clubs, review and make recommendations on scheduling principles to be applied in the development of the schedule.
- vi) Ensure proper communication of information to all stakeholders.

5.1.2 Discipline Committee

The Discipline Committee is formed in accordance with the Bylaws. The Board shall approve the composition and Chair of the Discipline Committee. BC Rugby's Competition & Membership Administrator shall be the staff member appointed to support this Committee.

The Discipline Committee supports BC Rugby by:

- Providing fair and timely rulings on individual, team, club, and any other Member's compliance to the Laws of the Game and Rules of Competition for BC Rugby competitions and events; and
- Maintaining a record of all rulings made by the Committee.

PART 7: GOVERNANCE POLICIES

6. BOARD/CEO RELATIONSHIP

6.1 GENERAL CONDITIONS OF THE RELATIONSHIP BETWEEN BOARD AND CEO

6.1.1 Board Provisions to the CEO

The Board will provide the CEO with:

- a clear organizational purpose, define key metrics that measure progress to that purpose, and management policies and procedures that define organizational direction and the boundaries within which the CEO is expected to operate;
- a clear strategic mandate, a clear role description, explicit and achievable expectations and outcomes, regular and honest performance feedback, and recognition for well-earned achievements;
- a regular review of future risk and opportunity, and a diversity of Board expertise for advisory purposes;
- regular meetings with Board Officers, in part to assure all Board and members meetings are well planned and relevant;
- clear reporting requirements, including the elements and regularity expected of each report;
- promptly provided annual performance reviews based on agreed-upon outcomes established one year earlier;
- a consistent and unified voice for BC Rugby, open and honest interactions, and a promise to be a good partner in the leadership of BC Rugby; and
- a delegation of authority to establish policies, make necessary decisions, take necessary actions, and develop all activities for the operations of BC Rugby, as long as such operations fit within the budget established by the Board and are consistent with the Bylaws and all relevant Board policies and procedures as outlined in this manual.

6.1.2 CEO Provisions to the Board

The CEO will provide the Board with:

- a professional and fully engaged commitment to achieve the Purpose and its key metrics;
- ongoing reporting regarding the implementation and effectiveness of the strategic plan and recommendations regarding any updates or modifications designed to achieve desired results consistent with the Purpose;
- an annual operating plan that defines key operations, implementations and budgetary requirements to achieve the outcomes of the strategic plan;
- leadership of the BC Rugby staff, Members and stakeholders in order to deliver annual operating plan outcomes that achieve the objectives of the strategic plan;
- an annual Report of BC Rugby achievements against the strategic plan;

- ongoing information regarding budgetary revenue and expenditures, key metrics, emerging issues, material achievements, and staffing or membership concerns;
- ongoing information and updates regarding the proceedings of operational committees;
- efforts to establish and maintain meaningful long-term relationships with key stakeholders to support BC Rugby's success;
- a respect for Board members, assistance in strategic and policy decisions, open and honest interactions, and a promise to be a good partner in the leadership of BC Rugby; and
- ongoing updates of strategies, policies and events of Rugby Canada and other Provincial Unions to ensure optimal alignment.

6.1.3 Other Conditions of the Board – CEO Relationship

- The Board retains the right to change the delegated responsibilities of the CEO or the parameters that shape those delegations.
- Each Director recognizes her/his individual role of policy management and strategic leadership and agrees to speak with the CEO only regarding strategic and implementation matters, unless authorized differently by the President.
- Situations may arise outside of the ordinary course of operations that require direct interaction between the Board and staff or stakeholders. The Board will ensure that BC Rugby staff and stakeholders have access to a direct channel of communication with the Board which may be relied on to address in a confidential manner concerns relating to proper adherence to policies or procedures established by the Board, breach of the code of conduct, conflict of interest, ethical issues, workplace standards, harassment, or other similar issues.
- With approval by a resolution of the Board, an Officer may delegate any duty of that office to the CEO, who has the discretion (but who must notify the Officer) to delegate that duty to another member of BC Rugby staff. This approval can be rescinded by a resolution of the Board.

6.2 ROLES AND RESPONSIBILITIES OF THE CEO

The CEO is the Board's primary connection to the operations of BC Rugby. Therefore, the CEO's performance is synonymous with BC Rugby's overall performance. The CEO's job description is a statement of performance expectations in three general areas:

- efficient and effective relations with the Board and Board committees;
- accomplishment of the annual operating plan within the annual budget, positively impacting the strategic plan goals and objectives; and
- efficient and effective operations within the directions and boundaries established by the Purpose, key metrics, policies and procedures.

The role description for the CEO can be reviewed in Appendix 3.1.

6.3 BOARD BRIEFINGS

The CEO is expected to keep the Board well informed about material risks, changes, and developments that influence our collective ability to achieve the Purpose and achieve the outcomes of the strategic plan. This includes, but is not restricted to:

- providing regular, clear, and concise summaries of BC Rugby recent and pending activities;
- informing the Board of emerging trends in Rugby, anticipated media coverage, threatened or pending lawsuits, and material external or internal changes;
- updating Board awareness of actual or anticipated material noncompliance of BC Rugby policies and procedures, and providing a suggested solution to the issue; and
- responding promptly to specific information requests from the President, Committee chairs and Directors.

6.4 CEO PERFORMANCE MONITORING AND REVIEW

6.4.1 Performance Monitoring

The purpose of performance monitoring is to determine the degree to which the strategic plan, annual operating plan, annual budget, policies and procedures, organizational operations, key relationships, human resources management and other agreed upon goals are being accomplished. Ongoing performance monitoring enables the Board to provide strategic direction in light of changing circumstances and to recognize good work as it is being done.

Performance monitoring will be done in a variety of ways, including:

- Internal Oversight – review of performance accomplishments or challenges primarily by the President/Executive Committee or by a Board Committee, or the Board as a whole, as determined appropriate by the Board;
- External Oversight – review of performance accomplishments or challenges with stakeholders or other third parties selected by, the Board;
- CEO Reports – review of performance accomplishments or challenges from a regularly scheduled CEO report, including:
 - (i) quarterly reports on the annual operating plan;
 - (ii) monthly financial reports to the Finance Committee;
 - (iii) CEO updates provided at Board Meetings.

6.4.2 CEO Performance Review

The Executive Committee must provide the CEO with an annual performance review. It is (ideally) to be completed no later than April 30. The evaluation should review the 12-month period ending March 31 and be based on the achievement of goals agreed to by the Executive Committee and the CEO. The CEO will not participate in any Board or Committee discussions regarding the review before it is completed.

The review will be developed from two perspectives: (1) the CEO will complete and submit a self-assessment of the prior year goal achievements, and (2) concurrently, the Executive Committee

will survey all Directors regarding the same prior year goals. The results of these two evaluations will form the basis of the formal meeting with the CEO. A written CEO Performance Review will be provided and both parties will sign off on its findings.

The President will report the results of the review at an *in camera* session during the next Board meeting, including recommendations relating to the CEO's compensation package and training. The Board will act on the recommendations as it deems appropriate. The Board's decisions will be promptly documented in a letter from the President to the CEO.

The CEO will draft a set of outcome-based goals for the year ahead, reflecting the Board's priorities and policies. These will be presented for review and approval at the July Board meeting each year and provide the structure for the following year's CEO Performance Review.

The Executive Committee will initiate at its discretion a midyear review, to be organized by the Vice President (Governance). This is an informal meeting of the Executive Committee to discuss progress towards achieving annual operating plan goals. All performance-related issues or changes to the CEO's performance goals should be documented in the minutes of the Executive Committee.

6.5 CEO – STAFF RELATIONS

BC Rugby is recognized for excellence as a not-for-profit employer. The CEO will hire, train, motivate, and terminate BC Rugby staff in a professional and respectful manner. BC Rugby staff compensation will be established within annually set budgets and will reflect current market conditions.

The CEO will conduct annual performance reviews on all BC Rugby staff. The process of review should involve annually-established work goals and outcomes, a self-assessment of achievements in each goal area, and the manager's assessment of those same goals. An informal midyear review of performance should also occur for all BC Rugby staff.

The CEO will maintain an employment manual that outlines all human resources and financial policies that govern the working conditions for BC Rugby staff. It will also act as a guide for appropriate Board/ BC Rugby staff interactions. The CEO will monitor all interactions with BC Rugby staff to ensure that working conditions are lawful, fair and respectful. If inappropriate interactions occur, the CEO must immediately take steps to protect BC Rugby staff and subsequently notify the President.

6.6 CEO TRANSITIONS

The Board has the authority to hire, train, motivate, compensate and terminate the CEO. The Board may ask the Executive Committee to explore options for succession planning.

Ideally, the CEO provides the Board with no less than three months' notice of her/his intent to leave the position. Similarly, the Board will ideally provide at least three-months' notice of its intent to terminate the CEO. The Board has the authority to appoint an interim CEO, if circumstances require one.

The outgoing CEO will be invited to participate in a formal exit interview with the President or a mutually-agreed-upon Director.

The incoming CEO's contract with BC Rugby will include a six-month probationary period of initial employment.

6.7 CEO RECRUITMENT PROCESS

If the CEO is being replaced, the Executive Committee will identify an appropriate team i.e. Search Committee to manage the recruitment process. Then the following steps will be followed by the Search Committee to identify a qualified replacement:

- Review and revise the CEO job description, ensuring that it reflects BC Rugby's priorities and requirements for the next five years, through consultation with BC Rugby staff, Members, stakeholders and Directors.
- Determine the resources required for recruitment of the new CEO such as the engagement of an executive search firm or other consultants.
- Post the job opportunity in line with BC Rugby's Recruitment Policy.
- Create a list of preferred candidates capable of fulfilling the new job requirements.
- Once the deadline for application submissions has passed, create a preliminary shortlist of candidates to interview.
- Identify a team of interviewers and create a common set of interview questions that form the framework of questions for each candidate.
- Interview shortlisted candidates and select 2 – 3 finalists for consideration.
- Create questions and simulations to dig deeper into the capacities of each finalist, introduce all finalists to the Board, and engage the whole Board in approving the final hiring decision.
- The Board selects a candidate and a backup candidate and makes an offer to the first choice.
- The President and Search Committee negotiates an agreement with the Board-selected candidate and brings it to the Board for ratification.
- Once an agreement is reached, contact unsuccessful candidates and confidentially inform the Board and staff.
- Formally announce the appointment of the new CEO in a meeting with staff and by issuing a press release and direct communication to key leaders (e.g. Rugby Canada, Provincial Rugby Unions & BC Club Presidents).
- Begin the onboarding process of the new CEO to the organization.

7. POLICIES

The following are BC Rugby's key governance and operations policies and current versions are all available on BC Rugby's website.

7.1 GOVERNANCE POLICIES

7.1.1 Code of Conduct

7.1.2 Dispute Resolution Policy

7.1.3 Appeals Policy

7.1.4 Conflict of Interest Policy

7.2 OPERATIONS POLICIES

7.2.1 Refund Policy

7.2.2 Gender, Equity, Diversity & Inclusion Policy

7.2.3 Risk Management Policy

7.2.4 Discipline Policy

7.2.5 Privacy Policy

7.2.6 Communications Policy

7.2.7 Selection Policy

7.2.8 Drug Free Policy

7.2.9 Recruitment Policy

7.2.10 BC Bears – Senior Player Selection Policy

7.2.11 BC Bears – Age-Grade Selection Policy

7.3 ADDITIONAL POLICIES

- The Board may add further governance or operations policies as it deems appropriate from time to time.

APPENDICES

APPENDICES

PART 1 – BC Rugby Bylaws

- 1.1 BC Rugby Bylaws

PART 2 - THE BOARD OF DIRECTORS

- 2.1 Role Description - President
- 2.2 Role Description - Vice President (Governance)
- 2.3 Role Description - Vice President (Finance)
- 2.4 Role Description - Director
- 2.5 BC Rugby Code of Conduct
- 2.6 Annual Declaration Form and Confidentiality Pledge
- 2.7 New Director Orientation Checklist

PART 3 – CHIEF EXECUTIVE OFFICER

- 3.1 CEO Role Description

PART 4 – CHIEF EXECUTIVE OFFICER

- 4.1 Key Stakeholders

APPENDIX 1.1 - BC RUGBY BYLAWS

Visit bcrugby.com/policies for the most up to date BC Rugby Bylaws.

APPENDIX 2.1 - BC RUGBY ROLE DESCRIPTION - PRESIDENT

TERM: A two-year term; elected by the Board; can serve a maximum of two consecutive two-year terms.

Key responsibilities:

- Advising and collaborating with the CEO to drive and measure progress towards our Purpose.
- Advising and collaborating with the CEO to develop and monitor performance in executing the strategic plan.
- Developing and managing the Board – CEO – staff working relationship
- Developing and managing relationships with sponsors and other key stakeholders.
- Coordinating and chairing all Board Meetings and meetings of the Members.
- Working with the Finance and Administration Committee to monitor and make recommendations on financial reporting and annual financial operating results.
- Working with the Finance and Administration Committee to manage budgets and meet budgetary goals.
- Coordinating and chairing regular meetings of the Executive Committee, including development of Board meeting agendas and ensuring Board Committees are addressing the appropriate issues and material.
- Working with the Governance Committee to ensure a diverse, well trained, and high-quality Board of Directors.
- Working with the Vice President (Governance) and Governance Committee to manage BC Rugby's governance structure, adherence to policies and board evaluations.
- Working with the Governance Committee to evaluate Board performance and sustain quality succession planning for all Board roles.
- Working with the Safesport Committee to fulfill its oversight duties related to safety in sport.
- Working with the Hall of Fame and Awards Committee to recognize Member excellence with the Hall of Fame selection process and other awards and recognition.
- Serving as the Board's spokesperson to local, national, and international organizations.
- Co-ordinating a continuous assessment of risk and opportunity for BC Rugby.
- Leading the ongoing oversight and annual performance evaluation of the CEO.
- Supporting the CEO with advice and mentorship.

KNOWLEDGE, SKILLS and EXPERIENCE:

- At least one year of BC Rugby Board experience.
- Knowledge of best practices in organizational design and executive leadership.
- Knowledge of best practices in strategic Board operations.
- A basic understanding of the diverse rugby community in BC.
- Demonstrated personal integrity, good judgment and discretion.
- Strong communication and conflict resolution skills.
- Experience in financial reporting, managing budgets and organizational sustainability.
- Experience in managing meetings.
- Availability and willingness to contribute the time and personal resources necessary to fulfil all the responsibilities of the role. The expected time commitment for the position is in excess of 400 hours per year.

INTERNAL RESPONSIBILITIES:

- Chair all Executive Committee, Board and Members' meetings
- Member (*ex officio*) of Finance and Administration, Governance, Safesport, Hall of Fame and Awards Board Committees

External Responsibilities

- Represent BC Rugby at Rugby Canada and World Rugby meetings.
- Maintain ongoing relations with BC Government sport organizations.
- Maintain ongoing relations with sponsors and stakeholders of BC Rugby.

APPENDIX 2.2 - BC RUGBY ROLE DESCRIPTION - VICE PRESIDENT (GOVERNANCE)

TERM: A two-year term, off-setting with the Vice President (Finance); appointed by the Board; can serve consecutive terms.

KEY RESPONSIBILITIES:

- In collaboration with the Vice President (Finance), carrying out all duties of the President during the President's absence.
- Collaborating with Board Committees to process emerging Committee information, motions and resolutions to the Board of Director agendas.
- Co-ordinating and chairing regular meetings of the Governance Committee, including development of the meeting agenda and recording minutes.
- Working with the Governance Committee to assure quality orientation of new Board members and a clear education plan for Directors.
- Supporting the CEO with advice and mentorship.

KNOWLEDGE, SKILLS AND EXPERIENCE:

- Knowledge of best practices in organizational design and executive leadership;
- Knowledge of best practices in strategic Board operations;
- A basic understanding of the diverse rugby community in BC;
- Demonstrated personal integrity, good judgment, and discretion;
- Strong communication and conflict resolution skills;
- Experience in managing organizational sustainability;
- Experience in managing meetings; and
- Availability and willingness to contribute time and resources. The expected time commitment for the position is in excess of 200 hours per year.

INTERNAL RESPONSIBILITIES:

- Member of the Executive Committee
- Chair of the Governance Committee
- Alternate Chair for Board Meetings and general meetings of the Members.
- Responsible for organizing annual and semi-annual CEO review.

EXTERNAL RESPONSIBILITIES

- Represent BC Rugby at Rugby Canada and World Rugby meetings as requested by the President.
- Identify new sponsors and key stakeholders for BC Rugby.

APPENDIX 2.3 BC- RUGBY ROLE DESCRIPTION – VICE PRESIDENT (FINANCE)

TERM: A two-year term, off-setting with the Vice President (Governance); appointed by the Board; can serve consecutive terms.

KEY RESPONSIBILITIES:

- In collaboration with the Vice President (Governance), carrying out all the duties of the president during the president's absence.
- Working with the President and CEO to establish, monitor and achieve a balanced budget in each fiscal year.
- Providing oversight for the design and performance of the finance function including maintaining and monitoring BC Rugby's financial policies, internal controls, records, including books of account, as is necessary to comply with the *Societies Act*.
- Working with the CEO on financial oversight to ensure legal and statutory compliance.
- Rendering financial statements to the Directors, Members, and others when required.
- Coordinating and chairing regular meetings of the Finance Committee, including development of the meeting agenda and recording minutes.
- Providing oversight on the engagement of the external auditor, including planning & delivery of the audit and the audit report.
- Providing oversight for BC Rugby's banking and cash management monitoring.
- Providing oversight for BC Rugby's risk management assessment & mitigation.
- Working with the CEO on strategic risk assessment and management.
- Supporting the CEO with advice and mentorship on financial risk and human resources matters.

KNOWLEDGE, SKILLS AND EXPERIENCE:

- Knowledge of best practices in accounting, cash management, risk management and revenue usage and generation;
- Strong financial leadership, management, and financial reporting skills;
- Experience in managing budgets and financial sustainability;
- Knowledge of best practices for effectively communicating relevant financial information to the Board and Members;
- Experience in good governance and managing meetings;
- Demonstrated personal integrity, good judgment, and discretion;
- Availability and willingness to contribute time and resources. The expected time commitment for the position is in excess of 200 hours per year.

INTERNAL RESPONSIBILITIES:

- Member of the Executive Committee
- Chair of the Finance and Administration Committee

EXTERNAL RESPONSIBILITIES

- Represent BC Rugby at Rugby Canada and World Rugby meetings as requested by the President.
- Maintain ongoing relations with BC Government sport organizations.

- Maintain ongoing relations with sponsors and stakeholders of BC Rugby.
- Maintain ongoing relations with the external auditors.

APPENDIX 2.4 - BC RUGBY ROLE DESCRIPTION - DIRECTOR

TERM: A two-year term; elected by the Membership; can serve up to three consecutive terms.

KEY RESPONSIBILITIES:

- Acting in the best interest of BC Rugby at all times, regardless of personal perspectives, affiliation, or circumstance.
- Collaborating with other Directors to effectively deliver the Purpose, strategic plan goals, policies, and procedures of BC Rugby.
- Regularly attending and contributing to BC Rugby Board Meetings and key meetings of the Members.
- Belonging and contributing to at least one of the Board Committees.
- Maintaining up to date knowledge of the BC Rugby Strategic Plan and the organizational structure, policies, procedures, roles and responsibilities, and operations that support it.
- Providing Clubs and other Members in your region with requested information about BC Rugby.
- Advocating for Members with constructive ideas that would further the Purpose and/or Strategic Plan of BC Rugby.
- Supporting the CEO with advice and mentorship.

KNOWLEDGE, SKILLS AND EXPERIENCE:

- A basic understanding of the diverse rugby community in BC;
- Demonstrated personal integrity, good judgment, and discretion;
- A preference for future planning and visioning rather than operations;
- Able to provide wise and reasoned counsel on a variety of issues;
- Expertise in at least one of the following: Organizational Leadership; Canadian and/or British Columbia Law; Sport Administration; the Education Sector; the Not-for-profit Sector; Financial Literacy; Risk Management and/or Insurance; Marketing, Public Relations and/or Communications; and Sponsorship and/or Fundraising
- Strong communication skills, including good listening skills and a willingness to express your point of view;
- An availability and willingness to contribute time and resources. The expected time commitment for a Director is in excess of 100 hours per year.

INTERNAL RESPONSIBILITIES:

- Membership in at least one of the following Board Committees: Finance and Administration Committee, Safesport Committee, Governance Committee, Hall of Fame and Awards Committee

EXTERNAL RESPONSIBILITIES:

- Represent BC Rugby at BC Rugby events.

APPENDIX 2.5 - BC RUGBY CODE OF CONDUCT

Visit bcrugby.com/policies for the most up to date Code of Conduct.

**APPENDIX 2.6 - BC RUGBY DIRECTORS CODE OF CONDUCT - ANNUAL DECLARATION FORM
AND CONFIDENTIALITY PLEDGE**

BC RUGBY CODE OF CONDUCT DECLARATION:

I acknowledge that I have read the BC Rugby Code of Conduct and agree to abide by its Provisions.

I understand that failure to do so may result in my suspension or expulsion from the Board.

Name of Director: _____

Signed: _____

Dated: _____

BC RUGBY - BOARD OF DIRECTORS CONFIDENTIALITY PLEDGE

I, _____ understand that, as a result of serving on the 2024-2025 BC Rugby Board of Directors, I may become aware of or be exposed to Confidential Information. I agree that:

1. "Confidential Information" means any information of or in the possession or control of BC Rugby I am made aware of or exposed to as a result of my work for BC Rugby, which (a) is not in the public domain and relates to the business or affairs of BC Rugby, (b) is proprietary to BC Rugby, or, (c) relates directly or indirectly to any of BC Rugby's Members (Board members, staff, Clubs, Players, Coaches, Officials, Managers, Athletic Therapists, Volunteers, Sponsors, or greater Community members).
2. I will not at any time disclose Confidential Information (a) to any BC Rugby Members, or (b) to anyone outside of BC Rugby except as expressly authorized by BC Rugby's President or CEO to receive Confidential Information, who do not have a need to receive Confidential Information.
3. When receiving or accessing Confidential Information, regardless of what form the Confidential Information may be in and however I may receive or access it, I will forever maintain Confidential Information in strict confidence, except as expressly authorized by BC Rugby or as required by law.
4. I am responsible for the appropriate business use of BC Rugby's information technology assets as expressly authorized for use by BC Rugby. Electronic data and paper-based files under my control or possession will not leave Canada, unless prior consent is provided by BC Rugby. I will use appropriate physical and technical security safeguards, such as the use of locked cabinets, passwords and anti-malware, to protect Confidential Information from unauthorized access.

5. I will access Confidential Information only to the extent required in order to provide services to BC Rugby.

<hr/> Signature	<hr/> Date
<hr/> Witness	

APPENDIX 2.7 - BC RUGBY BOARD ORIENTATION CHECKLIST

A new BC Rugby Director is expected to complete the following checklist of materials to be reviewed and activities prior to their first Board Meeting.

1. Read the BC Rugby Constitution, Bylaws and Code of Conduct. Written confirmation to be obtained from each new board members as to completion.
2. Read BC Rugby's Governance Manual, including the role descriptions, Committee Charters, policies and procedures, and other governance items in the Appendices.
3. Receive training for use of the BC Rugby Board computer infrastructure.
4. Attend an orientation meeting with the President, CEO and other new Directors to ask questions and discuss the role of the Board and Committees.

APPENDIX 3.1 - BC RUGBY ROLE DESCRIPTION - CHIEF EXECUTIVE OFFICER

REPORTS TO: Board

KEY RESPONSIBILITIES:

- Working with the Board to provide a multi-year strategic plan.
- Planning and implementing an annual operating plan, complete with key operational responsibilities, and budgetary requirements that deliver the key metrics outlined in the strategic plan.
- Leading and coordinating the BC Rugby staff in the delivery of annual operating plan outcomes.
- Coordinating the productivity of Clubs and Teams in the delivery of annual operating plan outcomes.
- Coordinating the productivity of organizations in the delivery of annual operating plan outcomes.
- Leading and overseeing the operations of BC Rugby to ensure finances and resources are managed effectively; this includes monitoring budget to actual financial performance, adequacy of cash flow, and the assessment of delivery of strategic objectives.
- Reporting to the Board Finance Committee, provide timely financial reports and projections, identify short and long-term risks to the financial well-being and sustainability of the organization.
- Report to the Board on a quarterly basis regarding the compliance of BC Rugby to all contractual and legislative responsibilities.
- Managing and maintaining the Risk Register, support Board and staff to complete risk assessments for events, programs and activities.
- Developing a diverse and sustainable revenue profile which includes having strong relationships with partners and sponsors.
- Coordinating the development and distribution to Members of an annual report of BC Rugby progress towards the Purpose and key metrics.
- Providing the Board with ongoing information regarding budget, key metrics, emerging issues, material achievements, and staffing or membership concerns.
- Providing advice and supporting the productivity of the Board and Committees, including developing reports and financial models and fostering external relationships that support the strategic plan. Working with the Board to establish meaningful long-term relationships with key stakeholders in the success of BC Rugby.
- Leading the delivery of all other rugby-related operational and implementation functions that support the Purpose and that are not mentioned above.

KNOWLEDGE, SKILLS AND EXPERIENCE:

- Bachelor's degree in commerce, sports management, or equivalent disciplines is preferred.
- 10+ years leadership experience; with a non-profit organization; with a member-based organization or in the sports and entertainment sectors is preferred.
- Experience playing, coaching or administration of Rugby is an asset; strong connection to the game and ability to bring people and programs together to deliver positive outcomes on the field.
- Ability to coordinate and develop pathways to high performance programs.
- Demonstrated experience managing operations within budget – strong business and financial acumen.
- Knowledge of, and a belief in, the Purpose.

- Experience in the development and delivery of longer-term Strategic Plans and annual operating plans that are designed to achieve a defined purpose.
- Well-developed board governance, communication and relationship skills, and understanding and alignment with equity, diversity and inclusion principles.
- Experience with hiring, managing, and inspiring an office team.
- Experience with policy development and interpretation.
- Successful experience in managing strong Board relations.
- Marketing and brand development experience.
- Strong communication and presentation skills.
- Skills for agenda development and meaningful meeting management.

INTERNAL RESPONSIBILITIES:

- Lead all BC Rugby strategic planning and operational delivery.
- Development and delivery of the annual operating plan and annual report.
- Attend and present at all Board and membership meetings. Serves as secretary for Board meetings.
- Member of the Executive, Finance, Governance, Safesport and Hall of Fame and Awards committees.
- Provide leadership and mentorship to the BC Rugby staff, ensuring they are empowered and resourced to achieve annual work plans; provide guidance in determining priorities for all individual deliverables and ensure staff deliverables support the strategic objectives.
- Act as a conduit between Board/committees and staff for initiatives, priorities and operating results.

EXTERNAL RESPONSIBILITIES

- Represent at Rugby Canada and World Rugby operational meetings.
- Attend Rugby Canada annual and semi-annual and periodic meetings with President and other Board representatives
- In co-operation with the Board President, represent, advocate and promote BC Rugby in its dealings with Rugby Canada and other Provincial Unions.
- Maintain ongoing relations with BC Government sports groups and counterpart provincial sports organizations.
- Work collaboratively with sponsors and stakeholders of BC Rugby to maintain strong and healthy relationships.

APPENDIX 4.1 - KEY STAKEHOLDERS

1. BC Government

The Provincial Government provides funding for sport and sport event hosting through the Ministry of Tourism, Arts and Culture and the Ministry of Finance, specifically the Gaming Policy and Enforcement Branch. The Ministry of Tourism, Arts and Culture's support for British Columbia's sport system is routed through viaSport, who is responsible for allocating funding to Provincial Sport Organizations (PSOs) based on organizational effectiveness and demonstrated ability to positively impact participation, coach and officials development and high-performance outcomes.

2. viaSport

With funds from the BC Government through the Ministry of Tourism, Arts and Culture, viaSport administers sport-related grant programs that encourage sport participation and healthy living, develop high-performance athletes, and improve sport and recreation programs. BC Rugby currently receives core funding and excellence funding from viaSport and is required to report against that funding on a semi-annual basis.

Additionally, viaSport offers several targeted grant programs, such as the Hosting BC grant program which is open to receive applications at several times through the year to support sporting events that facilitate economic and community development. To learn more, visit viasport.ca/grants.

3. Sport BC

BC Rugby is a member organization of Sport BC, which offers services and programs to build the capacity of its sport federation members and advocates on their behalf to improve the landscape for organized sport in BC.

Currently, BC Rugby utilizes Sport BC's financial services (i.e. payroll services and benefits program) and participates in the annual Sport BC President's Award which recognizes a long-standing volunteer, nominated by BC Rugby, within our community.

Sport BC also manages and administers the BC Amateur Sport Fund which BC Rugby utilises to receive charitable donations.

4. Rugby Canada

BC Rugby is one of ten Provincial Rugby Unions that comprise the membership of Rugby Canada. Under Rugby Canada's Bylaws, to be a Member in good-standing, BC Rugby shall, "*ensure that Registration Fees prescribed by the Union from time to time are paid to the Union, directly or indirectly, by the Participants who engage in the sport of rugby primarily in its Province.*"¹

¹ Rugby Canada Bylaw 2.6

As a member of Rugby Canada, BC Rugby is, "entitled to have up to three (3) delegates attend Member Meetings"² and, with more than 5,000 registered participants as of the conclusion of the last registration year preceding the Member Meeting, "shall be entitled to exercise 6 votes"³ to:

- Approve minutes of meetings
- Determine registration fees for participants
- Appoint the public accountant and authorize the Board to determine the accountant's remuneration
- Elect Provincial Directors
- Approve the nomination of General Directors and Players Directors
- Approve Bylaw amendments

5. Provincial Rugby Unions

BC Rugby maintains a close working relationship with the nine other Provincial Rugby Unions and seeks to work collaboratively with them in recognition of the need to have strong participation across the country in order to strengthen Rugby nationally. We regularly collaborate with our Western Canadian counterparts at the age-grade levels and keep open channels of communications with our Eastern Canadian counterparts, in particular Rugby Ontario with respect to matters of national importance to Rugby.

6. First Nations Organizations

In the summer of 2009, three founding organizations, the First Nations Health Council (FNHC), the BC Association of Aboriginal Friendship Centres (BCAAFC) and the Métis Nation BC (MNBC), signed a historic agreement to form the Indigenous Sport, Physical Activity & Recreation Council (iSPARC), pledging to work together and develop a multi-year implementation process. BC Rugby seeks guidance, funding and collaboration from iSPARC on an annual basis.

7. Educational Institutions

BC Rugby recognizes the critical role of educational institutions, both directly and indirectly. Under the auspices of BC School Sport and USports respectively, BC secondary schools and universities deliver rugby programs and participate in intra- and inter-provincial competitions. While autonomous from BC Rugby, these organisations have a vested interest in the training and deployment of officials and coaches.

8. Commercial and Individual Sponsors

A sponsor will receive a right or benefit provided by BC Rugby in return for cash or for discounted or free products or services. Through the Stakeholders Committee, BC Rugby identifies key assets that have presenting or supporting rights available for sponsors. BC Rugby also utilises areas of high spend (e.g. travel, playing kit) to gain sponsorship for competitive or discounted pricing or other tangible benefits for BC Rugby.

Sponsors are also promoted through BC Rugby communications.

² Rugby Canada Bylaw 2.2

³ Rugby Canada Bylaw 3.6(e)

9. Charitable Donors

BC Rugby receives charitable donations from donors, as individuals or as an organization, through the BC Amateur Sport Fund. The donor is not entitled to direct how that money is spent or to claim any right of association with BC Rugby. Donors receive a charitable tax receipt which is issued by Sport BC, who administer the BC Amateur Sport Fund.

10. Municipal Governments

The majority of sport fields that can host the game variants of Rugby are owned, operated and managed by municipal governments. Many municipal governments facilitate and limit field bookings by assigned seasons for each sport. For example, the City of Vancouver issues permits for the Meraloma Rugby Club to use Connaught Park for August through to mid-March. BC Rugby recognizes the role that municipal governments play with respect to the clubs and will assist in these relationships where possible.

11. Regional Rugby Unions

BC Rugby has five Regional Unions in the province. They represent various geographic regions in, Vancouver Island (VIRU), Vancouver Coastal (VRU), Fraser Valley (FVRU), Thompson/Okanagan (TORA), Northern BC (Aurora Wolves). These groups are affiliate members and are advocates for the clubs in their region. They are responsible for organizing and entering teams into BC Rugby's regional competitions, for example the PRCs, or Dunbar Keg.