



## Title: Board Policy

**Section:** Swim BC Governance Policies

**Date of Approval:** January 22, 2025

**Approved by:** SBC Board of Directors

**Next Review:** January 2028

### Policy Statement

1. The purpose of this policy is to delineate the roles and responsibilities of the Board of Directors of Swim BC ("the Board"). Additionally, this policy provides a framework for accountability between Board Members and the membership at large.

### Authority of the Board of Directors

2. As per the Swim BC bylaws, the Board approves, directs and establishes all matters of policy, procedure, budgeting, audited financial statements, and strategic planning.

### Board Structure

3. The term of office of Directors will normally be three (3) years. However, the Board may by Board Resolution determine that some Directors' positions will have a term of less than three (3) years, the length of such to be determined by the Directors in their discretion, but only for the purposes of amending the alignment of Board terms to ensure a voting majority does not vacate office in a single year.
4. Per the Swim BC bylaws, the President and Secretary are to be appointed within 21 days of the AGM. The President and Secretary are appointed by the Board of Directors.

### Role of Directors

5. A Director must meet high standards of conduct and diligence in carrying out his or her responsibilities to Swim BC. Under well-established principles, these standards are:
  - a) Duty of Care: The duty of care describes the level of competence expected of a Director and is commonly expressed as the duty of "care that an ordinarily prudent person would exercise in a like position and under similar circumstances." This means that a Director owes the duty to exercise reasonable care when he or she makes a decision as a steward of Swim BC.
  - b) Duty of Loyalty: The duty of loyalty is a standard of faithfulness; a Director must give undivided allegiance to the organization when making decisions affecting Swim BC. Other than a general sharing of "best practices" or an approved sharing of policies, a Director cannot use information obtained through his or her position for purposes other than the best interests of Swim BC.
  - c) Individual Director Responsibilities
    - i. Expectations of Directors:
      - fulfill all responsibilities in an impartial manner and to the benefit of the organization at all times;
      - act professionally and demonstrate support of Swim BC;
      - refrain from criticizing the Board's actions to others once a majority decision has been taken;
      - be informed about Swim BC's mission, services, policies and programs;
      - follow all Swim BC policies, including but not limited to Conflict of Interest, Criminal Record and Screening Policy, Equity and Access Policy, and Code of Conduct and Ethics Policy;
      - Complete all required Via Sport training and education, including but not limited to *Commit to Kids* via the Canadian Centre for Child Protection within 60 days of joining the Board;
      - build a collegial working relationship with other Directors and staff that contributes to consensus.
    - ii. Meetings & Committees:
      - regularly attend Board and important related meetings and Board functions such as special events;
      - volunteer for committees and assignments, and complete them thoroughly and on time;



- make a serious commitment to actively participate in committee work;
  - be a cooperative member of assigned committees.
- iii. Swim BC Organizational Improvement:
- be an active participant in the Board's annual evaluation and planning efforts;
  - suggest possible nominees to the Board and its committees who can make significant contributions to the work of the Board and Swim BC;
  - be willing to develop additional complementary skills (e.g. solicitation of funds; recruitment of Directors; understanding financial statements; understanding program areas);

### **Board Meeting Attendance**

6. The President will set a meeting schedule for the upcoming year within 30 days of the AGM, recognizing that meeting schedules are subject to change.
7. Directors are expected to attend all board meetings in a 12-month period. If a Board member is absent for more than 35 percent of the scheduled meetings, then as per Swim BC bylaws, the Board may put forth a special resolution to the membership of Swim BC to remove the Director.
8. A Director may be absent with notification when the Director has advised the President at least 48 hours in advance that they are unable to attend a meeting. It is incumbent upon the Director to review the subject matter of that meeting.

### **Orientation and Acquired Knowledge**

9. Any Director, whether elected or appointed to the Swim BC Board of Directors will be provided with Board training and orientation applicable to their position and experience.
10. Directors are expected to have a basic knowledge of the roles and responsibilities of committees of the Board as defined in those committees Terms of Reference.
11. Directors are expected to avail themselves of training opportunities offered by Swim BC, to enhance their effectiveness on the Board.

### **Discipline and Removal of a Director**

12. Any removal of a Director must meet the requirements of the Bylaws of Swim BC

### **Committees**

13. Committees of the Board: are established and responsible to the Board and are permanent, ongoing functional committees of Swim BC. These Committees are:
  - a) Finance Committee
  - b) Human Resources Committee
  - c) Policy & Governance Committee
  - d) Nominations Committee