



## **BOARD OF DIRECTORS**

## **CALL FOR NOMINATIONS & INFORMATION GUIDE 2019**

May 2019

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## **TABLE OF CONTENTS**

SECTION 1 - OVERVIEW & BACKGROUND INFORMATION.....	3
SECTION 2 - DIRECTOR ROLES & RESPONSIBILITIES.....	6
SECTION 3 - QUALIFICATIONS & CORE COMPETENCIES OF ELECTED DIRECTORS.....	9
SECTION 4 - CANDIDATE NOMINATION FORM.....	10

## **SECTION 1 – OVERVIEW & BACKGROUND INFORMATION**

Wrestling Canada Lutte (WCL) has produced this guide to describe how individuals can be elected to WCL's Board of Directors (BOD).

### **WRESTLING CANADA LUTTE**

WCL is the national sport governing body for Olympic style wrestling in Canada. Among its responsibilities, the association selects and prepares Canada's teams that participate in international competitions including Continental Championships, World Championships and major multi-sport Games.

The National Office of WCL, in partnership with provincial and territorial wrestling organizations, provides a number of core services and programs to its members, in carrying out its mission. In addition, the National Office often plays a leadership role in advancing the sport of wrestling both domestically and internationally.

WCL subscribes to the following six long-term strategic goals that it will continue to work towards achieving:

- Coordinating and assisting wrestlers, coaches, managers, trainers and officials in the pursuit of excellence in wrestling, regionally, provincially, nationally and internationally.
- Promoting the sport of amateur wrestling in Canada through its members and to the public at large.
- Unifying the sport of wrestling by providing the necessary leadership.
- Encouraging and developing the widest participation and highest proficiency in Olympic wrestling in Canada.
- Managing and governing the organization according to best practices and industry standards.
- Improving the skill and technical knowledge of wrestlers, coaches, managers, trainers and officials in Canada.

### **Vision**

*To be a leading wrestling nation through the growth and development of wrestling in Canada and through consistent international podium success.*

### **Mission**

A mission statement clearly articulates what the organization does and for whom it serves. It provides a connecting force to remind stakeholders what the organization stands for.

*In cooperation with our members and partners, WCL provides leadership and support to athletes, coaches, officials and support staff in the pursuit of national and international podium success.*

## Values

Values are statements of belief that express what an organization most believes in. Values serve as a connecting force that can guide how decisions are made within organizations. As passionate champions for their sport, the WCL Board, staff and members are proud to live these values everyday – on and off the mat:

### *Passion:*

- *We instill the love of wrestling in everything we do*
- *We go the extra distance*

### *Respect:*

- *We embrace and accept our individual differences*
- *We show consideration for one another*

### *Excellence:*

- *We strive for continuous improvement*
- *We compete to win*

### *Integrity:*

- *We are accountable for our actions*
- *We stand up for what we believe in*

## BOARD OF DIRECTORS

Under Canada's *Not-For Profit Corporations Act* (NFP Act), each Director must be elected by the Members and appointed Directors are severely restricted. WCL's Board consists of a President, ten elected Directors from specific regions and stakeholder groups, and one optionally appointed Independent Director.

WCL's Board of Directors is a governance board providing oversight for the strategic direction for the organization. The Board is also empowered to approve policies and procedures relating to Members and Registered Participants, appoint committees and resolve disputes.

## COMPOSITION

The Board will consist of 10 to 12 Directors, as follows:

1. A President, elected by the Members at the Annual Meeting to serve a term of two years;
2. Six Directors elected by Class 'A' Members at the Annual Meeting to serve terms of two years, provided that at least one Director will be elected from each of the following four regions: (i) BC and YT, (ii) AB, and NT, (iii) SK, MB and NU, and (iv) QC, NB, NS, NL and PE, and two Directors will be elected from region (v) which is ON.
3. Four Directors elected by Class 'B' Members at the Annual Meeting to serve terms of two years, provided that one Director will be elected from each of the four stakeholder groups: Athletes, Officials, U SPORTS Coaches and Club Coaches; and

4. One Independent Director who is appointed by the Board following the Annual Meeting to serve as a Director until the next Annual Meeting. The BOD will consider qualifications and core competencies but will also take into account any upcoming events or activities that may require specific or special skills of a particular individual.

The President is directly elected by the Members to serve as President, however all other Directors are elected without portfolio. All Directors may be asked to chair or participate on Committees, approve WCL policy, advise staff, attend conferences, represent WCL, and are required to participate in at least four Board meetings each year.

These ten Directors are subsequently eligible for the other two appointed "Officer" positions (Treasurer and Secretary) and the Board will vote amongst themselves to determine who fills which portfolio. The Board may also choose to fill these positions with a non-Director and in this case that individual would attend meetings of the Board but would not be entitled to vote.

#### 2019 Election of Directors

- 2-year term – Director at Large (Coaches)
- 2-year term – Director at Large (U SPORTS Coaches)
- 2-year term – Director at Large (AB/NT)
- 2-year term – Director at Large (ON 2)
- 2-year term – Director at Large (NB/QC/NS/NL/PE)
- 2-year term – President

#### 2020 Election of Directors

- 2-year term – Director at Large (Athletes)
- 2-year term – Director at Large (Officials)
- 2-year term – Director at Large (BC/YT)
- 2-year term – Director at Large (SK/MB/NU)
- 2-year term – Director at Large (ON 1)

#### **TIME COMMITMENT / MEETINGS**

Elected Directors are expected to commit the necessary time required to perform Board and Committee (if applicable) duties.

On average, WCL has 4-5 Board Meetings per year. Typically 4 teleconference Board Meetings (2-3 hours each) and 1-2 in-person Board Meeting (1-2 days).

## **SECTION 2 - DIRECTOR ROLES & RESPONSIBILITIES**

(subject to change)

### **OVERVIEW**

The Board of Directors' primary role is to govern by providing leadership and direction for Wrestling Canada Lutte in pursuit of its vision and mission. The Board is elected by the membership of Wrestling Canada Lutte and is ultimately accountable to the membership for competent stewardship that will ensure the long-term viability of Wrestling Canada Lutte.

Good governance requires maintaining a clear distinction between the functions of the Board and the functions of management. The Board of Wrestling Canada Lutte delegates to an Executive Director the responsibility to manage the day-to-day operations of Wrestling Canada Lutte in accordance with Board direction and policies. The Executive Director is guided in this task by a Management Team and assisted by staff and committees composed of volunteers.

Good governance also requires that the Board follow the principles of governance endorsed by Sport Canada, namely:

1. Recognizing high standards of ethical behaviour as a core principle in all governance activities;
2. Demonstrating commitment to Wrestling Canada Lutte's vision, mission, values and strategic plan;
3. Promoting clarity of roles and responsibilities within Wrestling Canada Lutte's governance structure;
4. Providing continuity for Wrestling Canada Lutte by ensuring financial health and appropriate human resources; and
5. Being transparent and accountable to members and others, for outcomes and results.

### **BOARD OF DIRECTORS**

#### **General Role of the Board of Directors:**

1. Maintain authority over, and responsibility for, the systems and structures employed by Wrestling Canada Lutte to direct and manage its general operations;
2. Approve strategies, plans and policies that guide Wrestling Canada Lutte and provide direction for management and committees;
3. Ensure that longer-term strategic plans and annual operating plans for Wrestling Canada Lutte are in place;
4. Ensure that there are sufficient and appropriate human and financial resources for Wrestling Canada Lutte to accomplish its work;
5. Fulfill all legal requirements that pertain to Directors, including avoidance of conflict of interest;
6. Remain attentive to the evolving needs of Wrestling Canada Lutte's membership and key stakeholders; and

7. Operate as a unified corporate body, speaking with one voice through formal motions adopted at its meetings.

#### **General Responsibilities of the Board of Directors:**

1. Act reasonably, prudently, in good faith and with a view to the best interests of WCL and its Members;
2. Place the interests of WCL first and not use one's position as a Director to further private interests;
3. Act within the scope of the governing policies of WCL and within the scope of other laws, rules and regulations that apply to WCL;
4. Keep WCL business private and not discuss certain matters with people outside of WCL unless with prior approval of the Board;
5. Support the decisions of the Board, even if they may not personally agree with the decisions and might not have voted to support the decision;
6. Act as a member of a designated committee as appointed by the Board;
7. Keep all appropriate individuals and committees informed as required through normal reporting and communication channels;
8. Perform such other duties as may from time to time be established by the Board
9. Act in a manner that promotes a positive and professional public image
10. Devote their full time and attention during volunteers hours to the business and interests of WCL
11. Schedule volunteer hours in order to accommodate the changing needs of WCL which may require evening and weekend work

#### **Other Responsibilities of the Board of Directors:**

1. Accountability
2. Financial Oversight
3. Board Governance
4. External Relations

#### **MANAGEMENT TEAM**

The Management Team is an executive group governed by an approved Terms of Reference, composed of the President and two other Directors, holding appropriate portfolios and having appropriate expertise, appointed by the Board on an annual basis to serve as the interface between the Board and the Executive Director. The Management Team meets as required and liaises regularly with the Executive Director to provide direction and support. The Management Team may make operational and administrative decisions on behalf of the Board if necessary. The Management Team will have full authority of the Board to act in urgent situations, and will perform such other duties as the Board may prescribe.

## **OFFICERS**

### **Role and Responsibilities of the President:**

1. Keeps the Board focused on advancing the vision, mission and strategic plan of Wrestling Canada Lutte;
2. Ensures the Board develops strategies, plans and policies to guide Wrestling Canada Lutte;
3. Ensures that the Board attends to its internal governance functions, including those relating to the orientation of new Board members and to the Board's evaluation of its own performance;
4. Leads the Management Team, which provides direction and support to the Executive Director, and ensures that the relationship between the Board and Executive Director remains positive, constructive and professional at all times;
5. Plays a leading role in communicating externally the vision, mission and values of Wrestling Canada Lutte, and providing information about Wrestling Canada Lutte's activities that is consistent with the views of the Board of Directors;
6. Represents Wrestling Canada Lutte at meetings and events of United World Wrestling;
7. Serves as ex-officio member of all Wrestling Canada Lutte committees;
8. Prepares, with the Executive Director, the agenda and related documents for meetings of the Board of Directors and of the members, and ensures such meetings are conducted in accordance with the Articles, Bylaws and any other applicable policies; and
9. Chairs meetings of the Board, the Management Team and the members.

### **Role and Responsibilities of the Secretary:**

The Secretary is responsible for issuing notices of meetings of the Board and of members in accordance with the Articles and Bylaws, and the recording and maintenance of proper minutes of the proceedings of all meetings. The Secretary also ensures that the voting credentials of members are in order at the Annual Meeting and will perform such other duties as may be assigned from time to time by the Board, the President or the Executive Director.

### **Role and Responsibilities of the Treasurer:**

The Treasurer is responsible for overseeing relevant financial matters of Wrestling Canada Lutte, ensuring that proper accounting records as required by legislation are maintained, ensuring the deposit of all monies received in Wrestling Canada Lutte 's bank account, ensuring the appropriate disbursement of funds, ensuring the Board is provided with a regular account of financial transactions and the financial position of Wrestling Canada Lutte, advising the Executive Director on preparation of the budget, and such other related responsibilities and duties as may be directed from time to time by the Board of Directors.



## SECTION 3 - QUALIFICATIONS & CORE COMPETENCIES OF ELECTED DIRECTORS

Directors shall fulfill all requirements of the *Canada Not-for-Profit Corporations Act* and the [WCL Bylaws](#).

Directors of WCL commit themselves to ethical, businesslike and lawful conduct, including proper use of authority and decorum when acting as Board members. Accordingly, Directors must be able to represent unconflicted loyalty to the interests of all WCL Members. This accountability supersedes any conflicting loyalty such as to advocacy or interest groups, and membership on other Boards. It also supersedes the personal interest of any Director acting as a participant in WCL's services, or having a family member who is a participant in WCL services.

Directors will be recruited based upon their demonstrated ability to contribute significantly to the leadership of WCL and to fulfill their statutory fiduciary responsibilities. The core competencies that ideally will be reflected in the Board as a whole are:

- Risk Management & Compliance
- Financial & Audit
- Revenue Generation & Fundraising
- Marketing & Sponsorship
- Communications & Public Relations
- Legal
- Human Resources
- Strategy & Policy Development
- Executive Leadership & Management
- Ethics & Integrity
- Policy & Governance
- While not essential, sound knowledge of the Canadian sport system, and/or of the sport of wrestling

All candidates for election as a Director will complete and submit a **Candidate Nomination Form**.

NOTE: Any nomination of an individual for election as a Director must be supported by at least two Members, one of which must be a Provincial and Territorial Wrestling Association with which the nominee is affiliated; and must include the written consent of the nominee.