



POLICY ON ORGANIZATIONAL STRUCTURE & COMMITTEES

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DEFINITIONS

The following terms have these meanings in this Policy:

- a) *Member Groups / Members* - As outlined in Bylaw #6
- b) *Board of Directors / BOD / Directors* - As outlined in Bylaw #22.
- c) *Management Team* - As outlined in Bylaw #49.
- d) *Board Standing Committee* - A committee established by the Board in accordance with the bylaws to deal with specific areas of concern to the Board. Board Committees do not have authority to make decisions on behalf of the Board. Board Committees should be Chaired by a member of the Board. Board Committees should be comprised of members of the Board, unless otherwise specified in the terms of reference. The Board should name the Chairs of each Board Committee at a meeting following the election of directors at the Annual Meeting of Members. Board Committees report to the BOD and Members.
- e) *Program Advisory Committee* - A committee reporting to the Executive Director, as the delegated authority of the Board, in the management of operations. Program Advisory Committees function at the operational level supporting staff by providing recommendations through technical expertise. They are delegated to work towards specific mandates within organizational policy and strategic plans. The Executive Director is responsible for naming Chairs in consultation with the Management Team. A staff member will be designated to each Program Advisory Committee by the Executive Director in an active leading capacity, as an ex-officio, non-voting member. Program Advisory Committee report to the BOD and Members through the Executive Director.
- f) *Working Group* – A group assigned is an ad hoc group of subject-matter experts working together to achieve specific goals. Working Groups may be assigned by a Committee Chair, on an as needed basis. Such groups will have a specific terms of reference and timeline for operation.

PURPOSE

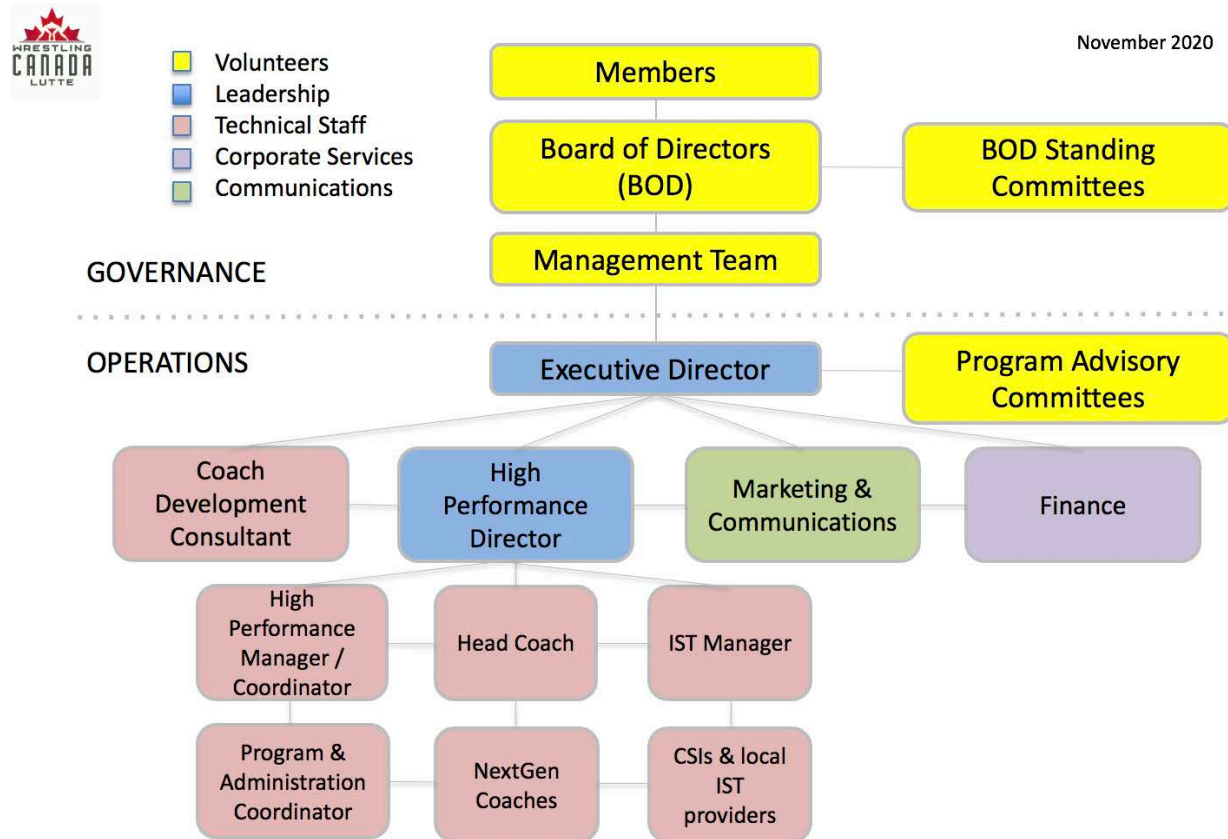
To ensure a clear understanding of Wrestling Canada Lutte’s organizational structure, and more specifically the roles and responsibilities of WCL groups and committees.

SCOPE AND APPLICATION OF THIS POLICY

This Policy applies to all identified individuals as defined above.

WCL ORGANIZATIONAL STRUCTURE

Diagram 1: WCL Organizational Structure



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. Maintain and regularly review the WCL Risk Registry;
5. Ensure that there are sufficient and appropriate human and financial resources for Wrestling Canada Lutte to accomplish its work;
6. Fulfill all legal requirements that pertain to Directors, including avoidance of conflict of interest;

7. Remain attentive to the evolving needs of Wrestling Canada Lutte's membership and key stakeholders;
8. Operate as a unified corporate body, speaking with one voice through formal motions adopted at its meetings.
9. Monitor and evaluate the Executive Director's Performance Management process (hiring, evaluation, succession planning, etc).
10. Oversight and monitoring of accountability agreements.
11. Provide a reliable channel to express a voice and perspective on issues that impact members and stakeholders.

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. Risk Management
5. Strategic Planning
6. 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, as well as oversight on committee reporting. 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.

COMMITTEES

The following are Committees of Wrestling Canada Lutte:

Governance Level

A – Board Standing Committees:

- Nominations Committee
- Finance and Audit Committee
- Governance and Planning Committee
- Athlete Council

Operations Level

B - Program Advisory Committees:

- High Performance Advisory Committee
- Events & Hosting Advisory Committee
- PTSO Council
- Sport Development Advisory Committee
- Coach Development Advisory Committee
- Alumni & Recognition Advisory Committee
- Marketing & Communications Advisory Committee
- Coaches Council