



NAME: GOVERNANCE STYLE/PRACTICES NUMBER: B-1

TYPE: GOVERNANCE PROCESS APPROVED: SEPTEMBER 29, 2017
REVISED:

Relates to Bylaw:

The Board of Hockey Alberta is committed to effective governance of the organization; acting as stewards of the organization and considering the interests and influences of Members and other stakeholders to ensure the mission is achieved. They act as guardians of the vision, values and vision of Hockey Alberta. In all their actions, they respect and follow relevant legislation, Bylaws and Board policies.

In accordance with Bylaws 5.1(c), 6.1, 6.3 the Board is responsible for the business and affairs of Hockey Alberta; and delegates to the CEO the authority to manage and direct the operations of Hockey Alberta, subject to the authority of the Board.

The governance style of Hockey Alberta is characterized by:

1. Ensuring the vision, mission and values are at the forefront of all their deliberations and actions;
2. Strategic leadership that is future focused;
3. Encouragement of, and careful consideration of diverse perspectives;
4. Collective decision making, speaking with one voice;
5. Ensuring the interests of Members and other stakeholders are considered in making decisions in the best interests of the organization; and
6. Clear distinction of board and CEO roles and responsibilities.

The Board will:

1. Work with the CEO to establish the strategic direction for Hockey Alberta, establish key measures, and monitor progress regularly. The Board will ensure stewardship of the organization by overseeing the conduct of business, monitoring operations, and providing leadership that respects the organizational values, vision and mission, and strategic priorities.
2. Lead, inspire and guide Hockey Alberta through carefully written policies that reflect organizational values. Board policies will focus on ensuring future focused leadership and oversight of long-term strategies and goals for the organization. Program and administrative means will be delegated to staff through the CEO.
3. Accept group responsibility for excellence in governing, using individual Director expertise to enhance the ability of the Board as a group in governing and developing policy.



4. Govern with excellence by expecting all Directors to be prepared for meetings, attend meetings and events, use accepted policy-making principles, and respect the roles of all Directors. New Directors will be oriented in the Board's governance style and processes. The Board will regularly discuss opportunities for process improvement of their governance practices.
5. Monitor Board processes and performance at each meeting, discussing opportunities for improvement. The monitoring will specifically address the adherence of the Board to their policies.
6. Conduct an annual self-evaluation of the Board and use the results to strive for continuous improvement in governance practices and make changes that will contribute to governance excellence.

Individual Directors will contribute to governance excellence by:

1. Being honest, candid and respectful in interaction with other Directors, staff, Members and other stakeholders, and the public; and expecting the same from others.
2. Openly share their views and perspectives in Board discussions; and carefully listening and considering the views of others.
3. Supporting and encouraging each other to be effective Directors, and the CEO to be successful in his/her work.
4. Raising concerns they have about the work of the Board and/or how the Board is working together in practicing governance excellence; and expecting and respecting others who work with the board to do the same.
5. Providing constructive contributions to decision making, ensuring appropriate and credible processes accompany them.



NAME: BOARD/DIRECTOR JOB DESCRIPTION **NUMBER:** B-2
TYPE: GOVERNANCE PROCESS **APPROVED:** SEPTEMBER 29, 2017
REVISED:

Relates to Bylaws: 6.1, 8.1

The Board is ultimately responsible for managing the business and affairs of Hockey Alberta subject to the laws of Canada and Alberta, the Societies Act and the Bylaws. The Board will discharge its responsibilities directly, through Board Committees, and through delegation to management and volunteers. The Board will delegate operational activities to the CEO and ensure appropriate organizational performance through the establishment of clear expectations of performance. Directors will exercise care, diligence and skill; and will act honestly and in good faith for the best interests of Hockey Alberta. The following principles guide the work of the Board.

- A. The Board will focus their work in the following areas:
1. Establish and annually review the vision, mission, values and strategic directions of Hockey Alberta.
 2. Establish annually Board goals that guide the work of the Board for the coming year; evaluate these as part of the annual Board self-evaluation.
 3. Establish a climate and culture that values the skills and abilities of all Directors, encourages diversity of viewpoints, is future focused, enables the constructive engagement of all Directors, adds positive value to Members, stakeholders, and the community and fosters the work of the Board as a cohesive unit.
 4. Ensure the Board always speaks with one voice.
 5. Establish a thorough board orientation program for new and continuing Directors. Encourage Directors to participate in learning events and opportunities that will enhance their understanding of the role of Hockey Alberta and governance.
 6. Monitor and regularly review the Board's processes and performance at each meeting, including adherence to its policies. Conduct an annual self-evaluation of the Board and Directors, establishing goals and objectives for improvement.
 7. Establish clear boundaries of delegation for operations to the CEO and staff, set parameters of CEO decision making and reporting to the Board, hold the CEO accountable to provide evidence of progress in achieving the vision, mission, values and strategic plan. Approve processes, standards and metrics for the oversight of organizational performance.



8. Conduct an annual evaluation of the CEO based on the job description established by the Board (C-2) and any other special conditions established by Board policy or resolution.
 9. Support the CEO by providing strategic leadership and insight to his/her work.
 10. Connect to the membership and other stakeholders to obtain input into the work of the Board. Link and advocate to governments (municipal, provincial, federal) and other stakeholders in support of Hockey Alberta.
- B. Individual Directors will fulfill their duties in accordance with the Bylaws and all Board policies. Specifically, the policies on Code of Conduct (B-6) and Conflict of Interest (B-7) establish expectations for the manner in which Directors will conduct themselves in all matters related to Hockey Alberta.



NAME: **ROLE OF THE CHAIR, VICE CHAIR** **NUMBER:** **B-3**
TYPE: **GOVERNANCE PROCESS** **APPROVED:** **SEPTEMBER 29, 2017**
REVISED: **NOVEMBER 23, 2018**

Relates to Bylaws: 7.2, 7.3

- A. The **Chair** is responsible to ensure the integrity of Board activities, actions and processes, respecting the Bylaws and Board Policies in all that they do.
1. The Chair ensures that the Board operates in a manner consistent with its own policies, calling meetings and proposing agendas, restricting discussion content to those issues that clearly belong to the Board, and respecting Roberts Rules of Order.
 2. The Chair represents the Board to the Members, other stakeholders, and the outside community. The Chair is the official spokesperson for the Board unless the function is otherwise delegated.
 3. The Chair presides and chairs all General Meetings, Special Meetings, and Board Meetings of Hockey Alberta. The Chair represents Hockey Alberta at all Hockey Canada Member meetings.
 4. The authority of the Chair in making decisions is established in accordance with the Bylaws and Board policies except where the Board delegates authority to others. The Chair is authorized to use any reasonable interpretation of the provisions of the Bylaws and Policies.
 5. The Chair has no authority to supervise or direct the CEO except as delegated by the Board.
 6. The Chair will meet individually with each Director at least once a year to gather input related to improvement of Board performance and to maximize each Director's strengths and special talents.
 7. The Chair may delegate authority but remains accountable for its use.
 8. The Chair will ensure the Vice Chair is appropriately informed about Board issues, activities and actions.
- B. The **Vice Chair** is responsible to fill in for the Chair in their absence in accordance with Bylaw 7.3, assuming authority and accountability of the Chair's role. The Vice Chair must be aware of all of the Chair's responsibilities. The Chair ensures the Vice Chair is appropriately informed of current issues, activities and actions of the Board. The Vice Chair has no authority to act independently of the Chair unless specifically authorized by the Board.



NAME: CODE OF CONDUCT **NUMBER:** B-6
TYPE: GOVERNANCE PROCESS **APPROVED:** SEPTEMBER 29, 2017
REVISED:

Relates to Bylaws: 5.5, 5.14, 5.15

Code of Conduct

1. Directors will be ethical and responsible. They will treat one another, staff, Members, stakeholders and the public with respect and will deal fairly/ethically on matters relating to their role as a Director and representative of Hockey Alberta.
2. Directors will faithfully perform their duties and ensure they do not engage in any activities that may be injurious to Hockey Alberta. Failure to do so may result in their removal as a Director.
3. Directors will receive payment for reimbursement of reasonable expenses in accordance with Hockey Alberta policies. Director honoraria are established by the Membership at the Annual Meeting. Directors may provide goods and services to Hockey Alberta in accordance with the Conflict of Interest Policy (B-7).
4. Directors will not communicate any matter designated as confidential to anyone who is not entitled to this information and will respect the confidentiality of this information in perpetuity.
5. Directors will not attempt to exercise individual authority over any Board or Hockey Alberta business, except as identified in Board policies
6. Directors who interact with the CEO and staff recognize they have no authority over the CEO unless stated in Board policies or established by Board resolution.
7. Directors may not speak for the Board or Hockey Alberta in any interactions with the Members, other stakeholders, public, media or other entities.
8. Directors will make no formal or public evaluations of the CEO or staff outside of the official process.
9. Directors will refer employees to use of appropriate reporting lines within administration to bring their concerns to the Board.
10. Directors will be familiar with Board policies and with their fiduciary responsibilities, as outlined in legislation, Bylaws, and Board policies.



11. Directors will attend meetings of the Board and committees they serve on regularly and punctually. Directors will be well prepared for each meeting and for the discussion of all agenda items.
12. Directors will engage in educational activities that assist them in carrying out their responsibilities.
13. A Director who is going to be absent from a Board meeting is required to provide advance notification to the Chair. A Director who is absent without notice from two consecutive meetings of the Board, may be removed by Board resolution.

Handling Violations of the Code of Conduct

If there is a perceived violation between Directors, it is incumbent upon the involved individuals to attempt to resolve the conflict. If resolution is not reached, the individuals will engage the Chair in an attempt to reach resolution prior to engagement of the Board as a whole.

A Director who is formally alleged to have violated the Code of Conduct will be informed in writing of all the details surrounding the alleged breach and will be allowed to present their view of the alleged breach at the next Board meeting. Directors who are found to have violated the Code of Conduct may be subject to censure and removed from the Board



NAME: CONFLICT OF INTEREST

NUMBER: B-7

TYPE: GOVERNANCE PROCESS

APPROVED: SEPTEMBER 29, 2017

REVISED:

Relates to Bylaws: 5.14

1. No Director, or his/her spouse, spousal equivalent, or dependent child, will enter into any business arrangement with Hockey Alberta in which they are interested directly or indirectly except:
 - a. The business arrangement is in the best interests of Hockey Alberta;
 - b. The business arrangement has been approved by the Board;
 - c. On a written and competitive quotation basis;
 - d. Having declared any interest therein; and
 - e. The applicable Director refrains from voting on the matter.
2. The Chair will ask at the commencement of each meeting if any Director has a conflict of interest related to any item on the agenda. The Chair will rule unless a Director proposes a motion to the contrary. The minutes will record all declarations of conflict of interest.
3. Any Director having a potential conflict of interest will declare the details of that potential conflict before discussion of the question if it is determined there is a conflict, and in the case of a conflict absent himself/herself from the portion of the meeting during which discussion or voting affected by that conflict takes place.
4. A Director who abstains from participation due to conflict of interest is still included in determining quorum.
5. A Director will not use any information gained from their role as a Director for personal profit or for the profit of any other person.
6. A Director will not use their position to secure special privileges, favors or exemptions for themselves or any other person.