



Governance Manual

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1. PURPOSE AND ADMINISTRATION

1.1. Purpose

The aim of this manual is to:

- Reference all documentation which collectively form Rugby Ontario's governance structure;
- Enable Rugby Ontario's Board of Directors and membership to understand the complexity of the governance structure in terms of the inter-relationships between the Board and its multiple stakeholders; and
- Provide clear guidance on the respective roles and responsibilities of the Board and the Rugby Ontario Office;

1.2. Definitions

For convenience, the following terms have been used throughout the Manual:

- **Board** means Rugby Ontario's Board of Directors
- **Director** means an individual elected or appointed to serve on the Board
- **Member** means a rugby organization that has been admitted as a member of Rugby Ontario
- **RO Office** means the CEO and staff hired to provide services to the Board and Members or on their behalf

1.3. Hierarchy of Governance Instruments

As indicated by the chart below, there is a hierarchy of governance instruments. Government legislation, the By-Laws and Regulations of rugby's governing bodies and Rugby Ontario's Letters Patent and By-Laws all have precedence over Board policies and directives.

LEVEL 1

1.1 Federal and Provincial Legislation

There are several acts and subordinate regulations with which Rugby Ontario must comply. The main one is Ontario's proposed Not-for-Profit Corporations Act, 2010 (ONCA).

1.2 World Rugby Regulations Relating to the Game

World Rugby (formally the International Rugby Board (IRB)) has approved 24 regulations, which are binding on national unions and, by extension, Rugby Ontario. These regulations cover a wide range of topics including ownership of clubs, anti-doping and insurance (refer to section 3 of the World Rugby Handbook on the World Rugby website for details).

1.3 Rugby Canada By-Laws

As a Member of Rugby Canada, Rugby Ontario is required to comply with the conditions of membership specified in section 3 of its By-Laws. These include payment of dues for all participants registered with Rugby Ontario.

LEVEL 2 - All Rugby Ontario Instruments

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2.1 Letters Patent

This article of incorporation constitutes The Ontario Rugger Union as a corporation without share capital. It was issued by the Ontario Ministry of Consumer and Corporate Relations in 1987 and requires the submission of annual returns under the Corporations Information Act to remain valid.

2.2 General By-Laws

Rugby Ontario's By-Laws were approved on December 7, 2014.

LEVEL 3 – Rugby Ontario Instruments unless otherwise stated

3.1 Strategic Plan

The Board will maintain a multi-year plan designed to identify the goals of the Corporation and strategies for accomplishing them

3.2 Annual Priorities

The Board in consultation with the Office and Committee Chairs establishes the annual goals for Rugby Ontario in November of the preceding year. They are derived from the longer-term goals and strategies identified in the Strategic Plan and provide direction for the development of the Annual Operational Plan and Annual Budget (see 4.1 and 4.2 below).

3.3 Governance Manual

As noted in section 1.1, this Manual references all documentation, which collectively form Rugby Ontario's governance structure. The Board's Governance Committee is responsible for maintaining the manual and keeping it updated on a timely basis to reflect policy decisions taken at Board meetings and resolutions adopted by the Members at General Meetings.

3.4 Program Administration Manual

This Manual references all policies and procedures pertaining to the management and administration of Rugby Ontario's competitions, programs and services. The CEO is responsible for maintaining the Manual and keeping it updated on a timely basis.

3.5 Rugby Canada General Meeting Minutes

Resolutions, which are adopted by Members at a General Meeting of Rugby Canada and recorded in the approved minutes, may be considered to be binding on Rugby Ontario subject to appeal.

LEVEL 4 – All Rugby Ontario Instruments

4.1 Annual Operational Plan

The Annual Operational Plan is developed by the Office and approved by the CEO. As specified in the By-Laws, it sets out the priorities for the organization (staff and committees) and provides the foundation for more detailed work plans in achieving the outcomes identified in the Strategic Plan.

4.2 Annual Budget

The By-Laws authorize the Board to approve Rugby Ontario's annual budget for the following year with the exception of participant dues, which require membership approval at a General Meeting.

4.3 Service Agreements

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These are negotiated with other organizations on an annual basis.

4.4 General Meeting Minutes

Resolutions, which are adopted by Members at a General Meeting of Rugby Ontario and recorded in the approved minutes, provide direction to the Board and/or the CEO.

4.5 Office Administration Manual

This Manual is designed to consolidate all policies and procedures pertaining to the operations of the RO Office particularly in the areas of Finance and Human Resources. The CEO is responsible for maintaining the Manual and keeping it updated on a timely basis.

4.6 Board Action List

This list represents a good management practice by which the Board can efficiently track progress in implementing actions and decisions taken at Board meetings and recorded in the minutes.

1.4. Change Process

The contents of this Manual are meant to be frequently reviewed and refined. Proposed changes, which may be made by any Director the CEO, are to be referred to the Chair of the Governance Committee for review and recommendation before being submitted to the Board for approval.

To facilitate the Board's approval of changes, the following process is to be followed. When text is recommended for deletion, it is shown in ~~strike-through~~ format. Proposed new text is underlined. Each paragraph of the manual with a proposed change should be preceded by its # sign so that it can be quickly located. All changes should remain in "Track Changes" version pending Board approval. Once approved, the manual should be updated as soon as possible. The previous version(s) should be retained by the CEO for future reference, if needed, for up to seven (7) years.

The appendices may be updated by the CEO without referral to the Board for approval, except in cases where Board approval is required (e.g. Board Committee Terms of Reference).

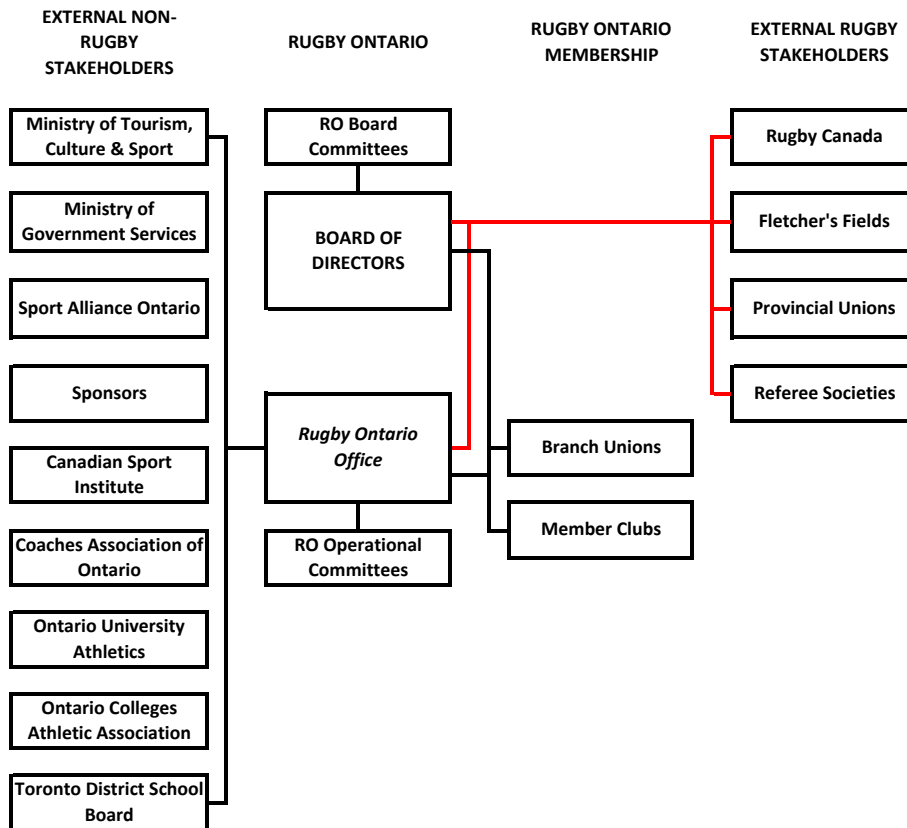
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2. MEMBER ORGANIZATIONS, STAKEHOLDERS AND OTHER RELATIONSHIPS

2.1. Organizational Relationships

The linkages between the Board, Office, Committees, Members, Stakeholders and other organizations are depicted in [Appendix A1](#) (2015 Internal/External Organizational chart).

2015 Internal/External Organizational Chart



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2.2. Rugby Clubs

The primary stakeholders to whom the Board is accountable are the Members listed in [Appendix A2](#). The By-Laws require these organizations to re-apply for membership each year "in a manner prescribed by the Board". Approval requires a majority vote of the Board.

Under the By-Laws, Members in good standing at General Meetings have the power to:

- Appoint and remove an Auditor.
- Approve the minutes of previous meetings; reports of directors, committees and task forces; participant dues; By-Law amendments; and resolutions.
- Elect directors.
- On a non-binding basis, identify business for the Board's consideration.
- Request copies of the annual financial statements (which must be provided at least 21 days before the meeting).
- Restrict the Board's borrowing powers.

Each club holds between 1 and 6 votes depending on its number of registered participants.

2.3. Branch Unions

Under the By-Laws, Branch Unions are recognized as Rugby Organizations, requiring them to meet the same membership criteria as rugby clubs. Their powers and obligations are the same as those identified above for rugby clubs except that they have only a single vote at General Meetings and their Chairpersons or appointed delegates are members of Rugby Ontario's Branch Council.

As a condition of membership, Branch Unions must comply with Board policies. Two policies relevant to how Branch Unions administer the game within their geographic area are:

- Re-assignment of rugby clubs between Branch Unions requires Board approval;
- Annual Service Agreements to be negotiated between Rugby Ontario and each Branch Union by no later than 1st April.

The assignment of rugby clubs to each Branch Union is shown in [Appendix A2](#) along with the municipalities that define their geographic area.

2.4. Rugby Referees' Societies

There are three (3) Branch Referees Societies in Ontario. The administrative activities related to referee recruitment and development is managed by the RO Office. Society members provide refereeing services to Rugby Ontario, its Members and Stakeholders, subject to compliance with Rugby Ontario Policies and Procedures.

2.5. Fletcher's Fields

Since 1971, Rugby Ontario has been one of six equal shareholders in Fletcher's Fields Limited, the others being the Aurora Barbarians, Markham Irish, Toronto Nomads, Toronto Saracens

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and the Toronto Scottish. It is a not-for-profit facility operated by an independent Board of Directors. It is important to note that the facility "shall not be sold or mortgaged" without the unanimous decision of its Directors (including each Club's appointed Director) and the approval of Rugby Ontario.

In order to remain in good standing, Rugby Ontario is required to:

- Appoint one Director.
- Bear an equal share of compensating for pitch maintenance should there be insufficient funds generated by the facility's activities.
- Play all designated home games at the facility subject to exceptions being applied for in writing and approved by the Board of Fletcher's Fields. Non-compliance will result in the imposition of penalties.

Rugby Ontario has the right to:

- Use its designated pitch, parking facilities and clubhouse subject to the terms and provision of the By-Laws.
- Appoint one Director.
- Vote at General Meetings as one of the six (6) shareholders including electing non-appointed Directors.

Each year, Rugby Ontario, through its CEO, negotiates a Hosting Agreement with the President of Fletcher's Fields. The agreement details the responsibilities of each party at specific events in such areas as (a) field and facilities; and (b) gate and parking.

Rugby Ontario recognizes Fletcher's Fields as one of its most valuable assets. To manage that asset appropriately, the Board of Directors has formed a Fletcher's Fields Advisory Committee.

2.6. Government of Ontario

2.6.1. Ministry of Government Services

Under the Corporations Information Act, as an incorporated entity, Rugby Ontario is required to file changes to the information required by the Ministry within fifteen (15) days of their occurrence or risk being found in non-compliance and subject to penalties. In addition to the location of the RO Office, this information includes the personal details of two (2) senior officers (e.g. the Chairperson and Secretary) and three (3) other Directors – their address, when elected and Canadian residency. The form containing this information must be kept in the Office and be available for examination.

2.6.2. Ministry of Tourism, Culture and Sport

Rugby Ontario, along with other provincial sports organizations receiving base funding from the Ministry, is required to comply with the program's comprehensive set of terms and conditions including the submission of an annual report.

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In addition, Rugby Ontario may apply for additional funds for special projects that fall within the Ministry's guidelines.

2.7. Rugby Canada

Rugby Ontario is one of the 10 provincial rugby unions, which are Members of Rugby Canada. Under Rugby Canada's By-Laws, to be a Member in Good Standing, Rugby Ontario "shall ensure" that registration fees are paid "indirectly or directly" by Ontario-registered participants "in the method of payment and within the timelines prescribed by Rugby Canada." It is important to note that, with around 10,000 registered participants, this obligation places a significant administrative burden and responsibility on Rugby Ontario especially as any violation will lead to loss of its Good Standing status.

As a Member, Rugby Ontario is entitled to appoint up to three (3) delegates to attend Member Meetings and use its assigned six (6) votes (having > 5000 Registered Participants) to:

- Approve minutes of meetings.
- Determine registration fees for participants.
- Appoint the public accountant and authorize the Board to determine his/her remuneration.
- Elect Provincial Directors.
- Approve the nomination of General Directors and Players Directors.
- Approve By-Law amendments.

In addition, Rugby Ontario is entitled to:

- Receive (but not approve) financial statements and the public accountant's report.
- Appoint one person to the General Director Nominating Committee.
- Nominate one or more candidates to be elected as a Provincial Director.
- Submit a written request for a Special Meeting.

In addition, Rugby Ontario's relationship with the national union is influenced by several other ongoing mechanisms:

- A Member Relations Agreement which is a negotiated, non-binding commitment for both parties to provide a wide range of technical and non-technical services.
- Formal letters of agreement covering the financial and administrative details of Rugby Ontario's participation in national competitions and festivals.
- Business sessions held in advance of Members' Meetings.
- A Rugby Canada Board meeting expanded to include Provincial Union participation.
- Quarterly teleconferences on finance matters involving Provincial Union Treasurers and CEOs.
- Monthly teleconferences between the Rugby Canada Office and their Provincial Union counterparts.

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2.8. Provincial Rugby Unions

Memoranda of Understanding (MOU) may be used as a mechanism to formalize the conditions under which Ontario-based teams and players participate in competitions and teams administered by other Provincial Unions, and vice versa.

Rugby Ontario has opportunities to discuss issues of mutual concern with its provincial counterparts during Rugby Canada meetings.

2.9. Educational Establishments

Whilst Rugby Ontario has no jurisdiction over rugby organized and played in educational establishments, Rugby Ontario may enter into formal agreements with educational establishments subject to compliance with Rugby Ontario Policies and Procedures.

2.10. Sponsors

Rugby Ontario may enter into formal agreements with sponsors subject to compliance with Rugby Ontario Policies and Procedures.

3. BOARD OF DIRECTORS

3.1. Governing Style

The Board collectively and Directors individually will approach their responsibilities in a way that emphasizes:

- A forward-looking vision in keeping with the Strategic Plan.
- Encouragement of and respect for diversity in viewpoints.
- Leadership rather than program management.
- Pro-active and innovative approaches to policy development rather than ones that merely react to emerging issues or abdicate responsibility by delegating to others.
- Accountability to Stakeholders by accomplishing organizational objectives and obligations in a competent, conscientious and effective manner.
- Discipline in terms of attendance; preparation for meetings; speaking with one voice to stakeholders and the public; and avoiding any tendency to stray from or undermine established Board policies and procedures.

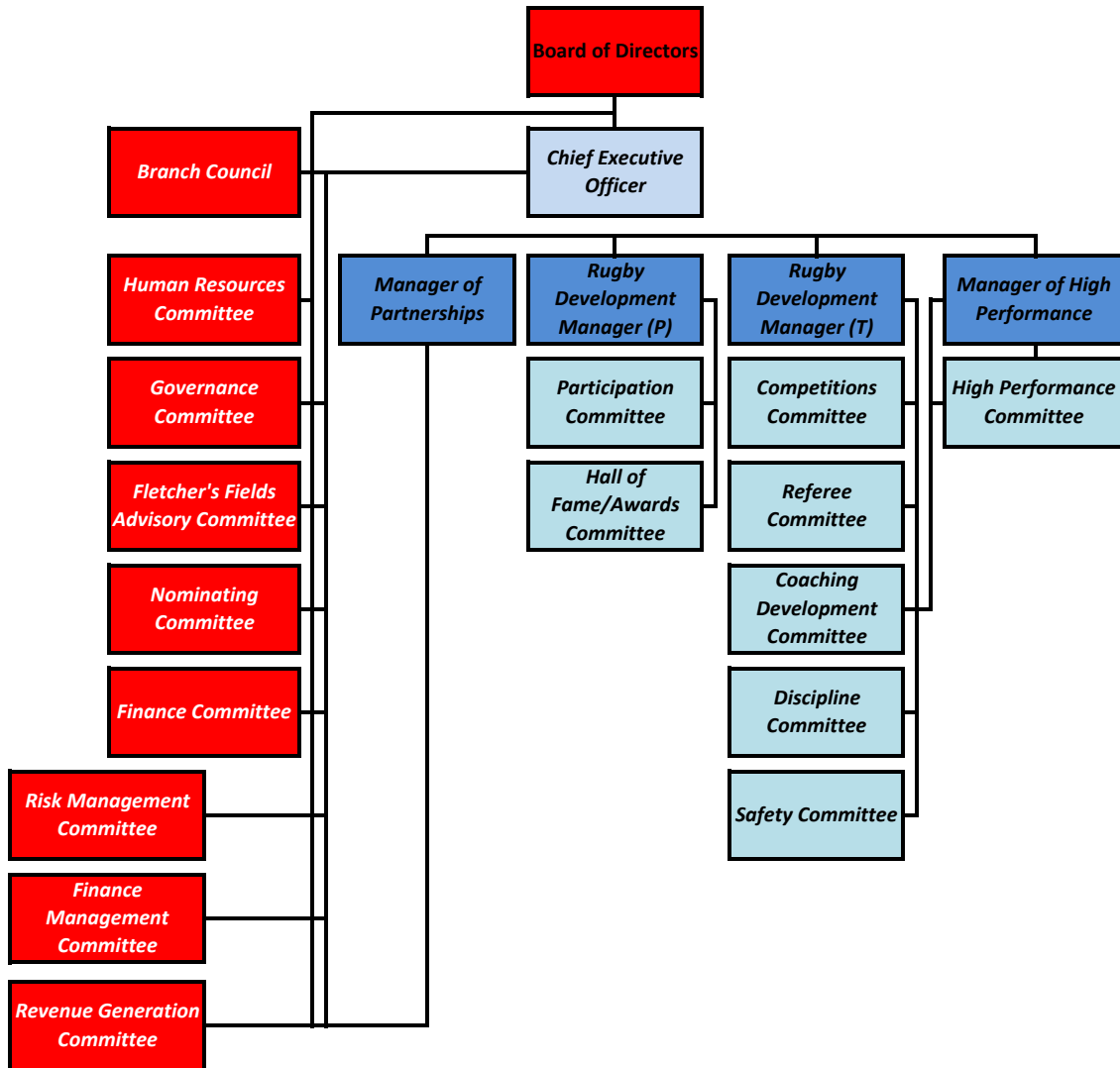
A clear separation from the program delivery role and responsibilities of the Office through the provision of direction and performance monitoring.

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3.2. Board Structure

The linkages between the Board, RO Office and Committees are depicted in [Appendix A3](#) (Rugby Ontario Committee Structure).

RUGBY ONTARIO COMMITTEE STRUCTURE



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3.3. Roles and Responsibilities

3.3.1. The Board of Directors

The Terms of Reference for the Board are shown in [Appendix B1](#).

3.3.2. Chairperson

Under the By-Laws, the Chairperson has the following general responsibilities:

- Preside at all meetings of the Members and the Board.
- Act as the Corporation's official spokesperson.
- Establish the responsibilities of the Directors other than those prescribed for the Officers in the By-Laws.
- Perform such other duties as may from time-to-time be determined by the Board.

3.3.3. Vice Chairperson

Under the By-Laws, the Vice-Chairperson is expected to:

- Carry out the duties of the Chairperson in the Chairperson's absence.
- Perform such other duties as may from time-to-time be determined by the Board.
-

3.3.4. Treasurer

Under the By-Laws, the Treasurer is expected to:

- Maintain and keep such financial records as are necessary to comply with Ontario's Not-for-Profit Corporations Act (ONCA) and other applicable legislation;
- prepare an annual budget;
- Advise the Board on borrowing and investing;
- Submit the annual financial statements to the Board for approval;
- Present the budget and annual financial statements at the Annual Meeting or as required by the Members or the Board; and
- Perform such other duties as may from time to time be determined by the Board.

3.3.5. Secretary

Under the By-Laws, the Secretary is expected to:

- Attend meetings of the Members and the Board;
- Record the minutes of the meetings;
- Make available such minutes in a format and via a medium as determined by the Board;
- Be responsible for giving notice to Members and Directors of all meetings;
- Be the custodian of all books and records of the Corporation; and
- Perform such other duties as may from time to time be determined by the Board.

3.3.6. Directors

As noted in 3.3.2 above, the responsibilities of the Directors are determined by the Chairperson.

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3.4. Directors Code of Conduct

The By-Laws specify the Standard of Care and Conflict of Interest requirements expected of directors. To ensure full compliance, the Board established a Code of Conduct and a requirement for directors to sign an Annual Declaration Form (refer to [Appendix C1](#)) acknowledging that they have read the Code and agree to abide by its provisions, which encompass the Board-approved Conflict of Interest Policy (refer to [Appendix C2](#)).

3.5. Board Eligibility Qualifications

Candidates for election to the Board, must meet the eligibility criteria specified in Section 4.3 of the By-Laws.

In addition, candidates must possess one or more of the following attributes and skills:

- Accounting, human resource management or legal designation.
- Significant experience in communications, finance, fundraising, marketing, media or public relations.
- Significant experience in government relations, planning, policy development or risk management.
- Significant experience in sport administration at multiple levels.

3.6. Board Nomination Process

Candidates must complete the Board Nomination Form as referenced in [Appendix F4](#), and submit in accordance with the requirements indicated in By-Law 4.6.

3.7. Board Orientation

Prior to the first full Board Meeting after the Annual Meeting, each newly-elected Director will receive a formal orientation.

3.8. Officer Election Process

The four Officer positions are those of the Chairperson, Vice-Chairperson, Secretary and Treasurer. They are to be elected for a one-year term at the first meeting of the Board following the Annual Meeting.

Given the roles and responsibilities of the positions listed in sections 3.3.2/3/4/5 above, candidates should possess some or all of the following characteristics:

Chairperson/Vice Chairperson

- Good understanding of Rugby Ontario's Governance and Operational issues.
- Strong managerial and leadership skills.
- Ability to commit the time required to perform the many and varied duties.
- Excellent interpersonal skills.

Treasurer

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- Thorough understanding of financial reports.
- Ability to communicate financial information and concepts.
- Ability to brief the Board on Rugby Ontario's financial position and emerging issues at each meeting.
- Ability to articulate the Board's financial questions to the RO Office.
- Ability to explore financial options and decisions for long-term goals.
- A professional accounting/financial designation

Secretary

- Attention to detail.
- Strong written and verbal communication skills.
- Ability to navigate the By-Laws and other governance instruments.

3.9. Board Meetings

This section identifies a number of practices from Article IV of the By-Laws which complement the procedures specified in the Board's Terms of Reference (refer to section 3.3.1 above).

- Call of Meeting – A meeting of the Board will be held at any time and place as determined by the Chairperson, or by written requisition of at least three (3) Directors.
- Notice – Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least seven (7) days prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.
- Number of Meetings – The Board will hold at least four (4) meetings per year.
- Quorum – At any meeting of the Board, the quorum will be five (5) Directors.
- Voting – Each Director is entitled to one vote. Voting will be by a show of hands, written or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favour of the resolution. In the event of a tie, the resolution is defeated
- Closed Meetings – Meetings of the Board will be closed to Members and other individuals except by invitation of the Board.
- Meetings by Telecommunications – A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting.

3.9.1. Protocol for Motions

The Board has adopted protocols for motions based on Robert's Rules of Order.

3.10. Committees

There are two categories of Committees - Board Committees and Operational Committees.

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3.10.1. Board Committees

Board Committees deal with corporate issues and are chaired by a Director with the CEO or his delegate providing the necessary liaison and assistance from the RO Office. They are advisory in nature and through their Chair may make policy recommendations to the Board. The committees are as follows:

- **Risk Management Committee**, (a sub committee of the Finance Committee) which is chaired by the Treasurer (or his designate) – refer to [Appendix B4](#) for the Terms of Reference.
- **Branch Council**, which is chaired by a Director and comprising, the Branch Union Presidents or their appointed delegate – refer to [Appendix B5](#) for the Terms of Reference.
- **Finance Committee**, which is chaired by the Treasurer (or his designate) – refer to [Appendix B6](#) for the Terms of Reference.
- **Finance Management Committee**, (a sub committee of the Finance Committee) which is chaired by the Treasurer (or his designate) – refer to Appendix B18 for the Terms of Reference.
- **Fletcher's Fields Advisory Committee**, which is chaired by a Director – refer to Appendix B16 for the Terms of Reference
- **Governance Committee**, which is chaired by a Director – refer to [Appendix B7](#) for the Terms of Reference.
- **Human Resources Committee**, which is chaired by the Chairperson and comprising up to five directors including all Officers – refer to [Appendix B2](#) for the Terms of Reference.
- **Nominating Committee**, which is a Standing Committee chaired by a Director who is not seeking election – refer to [Appendix B3](#) for the Terms of Reference.
- **Revenue Generation Committee**, (a sub committee of the Finance Committee), which will be chaired by a delegate of the Treasurer – **refer to Appendix B17 for the Terms of Reference**

3.10.2. Operational Committees

Operational Committees deal with program implementation. The CEO or his delegate provide the necessary liaison and assistance to facilitate the work of each committee. These committees, which are advisory, report directly to the CEO. Unless authorized by the CEO, a committee may not exercise authority over its assigned staff member. As a minimum, the Board requires the following Operational Committees to be established:

- **Coaching Committee** – refer to [Appendix B8](#) for the Terms of Reference.
- **Competitions Committee** – refer to [Appendix B9](#) for the Terms of Reference.
- **Discipline, Appeals & Investigations Committee** – refer to [Appendix B10](#) for the Terms of Reference.
- **Hall of Fame & Awards Selection Committee** – refer to [Appendix B11](#) for the Terms of Reference.

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- **High Performance Committee** – refer to [Appendix B13](#) for the Terms of Reference.
- **Participation Committee** – refer to [Appendix B12](#) for the Terms of Reference.
- **Referee Committee** – refer to [Appendix B14](#) for the Terms of Reference.
- **Safety Committee** – refer to [Appendix B15](#) for the Terms of Reference.

3.10.3. Terms of Reference (TOR)

The designated Chair should review TOR for their Board Committee as soon as possible and submit any recommended changes to the Chair of the Governance Committee for Board approval.

TOR recommended by the Governance Committee for new Board Committees should be drafted as soon as possible and submitted for Board approval by its designated Chair using the template shown in [Appendix F2](#).

3.10.4. Membership Process

The Board determines Committee Chairs and Members, as follows:

- Committee Chairs
Board Committees - The Chairperson appoints the Chairs from among the Directors.
- Committee Members
Board Committees – Except for the Branch Council (where membership is pre-determined), Committee Members are appointed by the Committee Chair in consultation with the Board.

3.10.5. Advisors and Task Forces

In addition to establishing committees, the Board or CEO may appoint advisors and task forces to increase the level of knowledge and depth of available expertise beyond that provided by committees on specific topics, typically within a limited time period. The appointed personnel should have demonstrated expertise in the subject matter to be examined. The CEO may assign a senior staff member to assist the advisor or task force in their work which should be specified in the form of approved Terms of Reference.

4. BOARD – OFFICE RELATIONSHIP

4.1. Organization Structure

The linkages between the Board, Committees and the Office are depicted in [Appendix A1](#).

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4.2. Delegation to the CEO

4.2.1. General Conditions

The Board is generally responsible for establishing high-level policies while their implementation and subsidiary policy development is delegated to the CEO subject to the following conditions:

- As delegation is through the CEO, any further delegation to staff is considered to be under the authority and accountability of the CEO.
- The management policies and procedures direct the CEO to achieve certain results and define the acceptable boundaries of prudence and ethics within which the CEO is expected to operate.
- The CEO is authorized to establish all further policies, make all decisions, take all actions, and develop all activities as long as they are consistent with any reasonable interpretation of the Board's policies documented in this Manual.
- In changing its policies during any meeting, the Board may change the parameters of the delegation given to the CEO. In such cases, as long as any particular delegation remains in place, the Board will respect and support the CEO's choices.
- Except when authorized by the CEO to incur some amount of staff involvement in the exercise of their duties, neither Directors nor Committee Chairs have authority to task staff. They may request staff involvement but, if such a request—in the CEO's judgment—requires a material amount of staff time or funds or is disruptive, it may be refused and renegotiated.
- The Board will clearly identify its reporting requirements and frequency of reports to the CEO.
- The Board may revoke, withdraw, alter or vary its delegated authority as it sees fit.
- The CEO reports to the Board.

4.2.2. Delegated Duties

At the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duty of that office to the Chief Executive Officer who has the discretion to designate to another member of the staff.

4.3. Roles and Responsibilities of the CEO

As the Board's single official link to the operational arm of the organization, CEO performance may be considered to be synonymous with organizational performance as a whole. Consequently, the CEO's job description is a statement of performance expectations in two broad areas: (a) accomplishment of the Annual Operational Plan; and (b) efficient operations within the boundaries of prudence and ethics established in the Board's policies and procedures. The CEO's Job Description may be found in [Appendix D1](#).

The Board expects the CEO to manage the Office environment in such a way that the working conditions are fair, dignified, organized and clear for all staff. The RO Office will operate in accordance with written personnel policies which:

- Clarify rules for all staff including the CEO's interpretation of their application.

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- Provide for effective handling of grievances.
- Protect against wrongful conditions (e.g. preferential treatment for personal reasons).
- Provide for staff to raise any concerns in confidence and without fear of discrimination.
- Prepare staff to deal with emergency situations, if they arise in the course of their duties.

4.4. Board Briefings

With respect to providing information and counsel to the Board, the CEO (or designate) is expected to keep the Board well-informed about matters essential to carrying out its policy duties. Accordingly, the CEO (or designate) should:

- Inform the Board of relevant trends, anticipated adverse media coverage, threatened or pending lawsuits, and material external and internal changes, particularly changes in the assumptions upon which any Board policy has previously been established.
- Always present such information in as clear and concise a format as possible.
- Relate to the Board as a whole except when fulfilling reasonable individual requests for information or responding to Directors or Committees duly charged by the Board.
- Report immediately any actual or anticipated material non-compliance with a policy of the Board, along with a suggested remedy.
- Submit monitoring data required by the Board in a timely, accurate and understandable fashion.

4.5. CEO Performance Monitoring and Review

4.5.1. Performance Monitoring

The purpose of monitoring is to determine the degree to which the Annual Operational Plan, Board Policies and other agreed goals are being accomplished. Requests for reports that do not meet this requirement are not considered to be for monitoring purposes. Performance monitoring should use a minimum of Board time so that meetings can be forward-looking rather than reviewing the past. It may be undertaken in several ways:

- Internal oversight: Discovery of compliance information by a Director, a Committee, or the Board as a whole. This includes reviews of documents, activities or circumstances that allow a "prudent person" test of policy compliance.
- External oversight: Discovery of compliance information by a third party who is selected by and reports directly to the Board (e.g. the auditor). Such reports must assess executive performance only against legal requirements or policies of the Board, with suggestions as to how the organization can improve itself.
- CEO reports: The CEO provides reports designed to measure progress in achieving the Annual Operational Plan, Board policies and other agreed goals. These include:
 - Quarterly reports on Operational Plan implementation to the Board
 - Monthly financial statements to Audit Committee
 - CEO updates at each Board meeting

4.5.2. Performance Review

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The Human Resources Committee must formally evaluate the CEO's performance annually (refer to [Appendix D2](#)). The Committee Chair should ensure that it is completed no later than 90 days after the end of the calendar year, with any delays being due only to exceptional circumstances.

The evaluation must cover performance over the full calendar year and be based on the achievement of goals that the Committee and CEO formally agreed to. Ideally, these should be negotiated immediately following the previous year's performance interview but, if this is impracticable, no later than 60 days after the start of the calendar year.

The Committee's evaluation will be based on the CEO's written self-assessment using Rugby Ontario's Performance Evaluation Form (refer to [Appendix F3](#)) and any written input from Board members who are not on the Committee. THESE DOCUMENTS WILL BE CONFIDENTIAL TO THE COMMITTEE AND THEIR CONTENTS MUST NOT TO BE SHARED IN ANY WAY, INCLUDING VERBALLY, WITH OTHERS. If, for any reason, there is reason to suspect a breach of confidentiality, the Committee will initiate an investigation following established procedures.

These documents will form the basis of the Committee's formal meeting with the CEO. After the meeting, the Committee will complete its portion of the Performance Evaluation Form and provide to the CEO for review and sign-off. When both parties have signed their acceptance of the evaluation, the Chair will report on the results of the review, including any recommendations on the CEO's compensation and training (related to personal performance goals), at an in-camera session of the Board. The Board will then act upon the recommendations, which will be promptly documented in a letter to the CEO by the Committee Chair.

Following this process, the CEO will be asked to draft a set of output-oriented goals for the year ahead reflecting Board policies and priorities. These will be discussed at a full Board meeting with the final set of goals documented in the Board minutes. They will become the primary basis for determining the CEO's performance at the end of the next year.

At least every three years, as part of the evaluation process, the Committee shall invite other confidential input in a carefully planned "360" review. It should invite confidential feedback from among staff, directors, the Branch Council, Rugby Canada, the Auditor, the Ministry and other key stakeholders who have regularly interacted with the CEO.

The Committee will initiate a mid-year review. This will be less formal than the year-end evaluation and is intended to provide both parties with an opportunity to assess progress in meeting milestones in the Annual Operational Plan as well as negotiate any new goals due to emerging Board priorities. Any performance-related issues or changes to the CEO's goals must be formally documented in a letter from the Committee Chair.

4.6. Board - Staff Interactions

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The CEO is expected to hire, train, motivate, compensate and terminate staff in a professional and caring fashion. The salary envelope will be set through the annual operational budget setting process and reflect current market conditions. Benefits will include those contained in the standards Sport Alliance Ontario package. The CEO must perform annual performance reviews on all senior managers and expect managers to do the same with direct reporting staff. The results of such reviews are confidential and may be shared on a confidential basis only with the Chair of the Human Resources Committee upon request.

The CEO must maintain an Office Administration Manual that documents all human resource and financial policies and procedures governing the working conditions in the RO Office. While the majority of the Manual's contents may be expected to detail interactions within the RO Office, it should also be used as a guide for appropriate Board-staff interactions. Accordingly, it must be accessible to directors (via the Dropbox).

For those items that have implications for the Board, the CEO is responsible for bringing them to the attention of the Human Resources Committee, which, in turn, will either endorse them or refer them to the Board for approval. For significant changes, the CEO should consider referring them to competent legal counsel before approval or referral to the Committee.

The CEO may monitor Board-staff interactions to ensure that working conditions do not become unlawful, unfair, discriminatory or undignified. Where, after preliminary investigation, such instances are believed to exist, the CEO must, in addition to taking all reasonable steps to protect staff from such conditions, immediately notify the Committee Chair.

4.7. CEO Transitions

By-Law 4.29(d) provides for the Board to employ a CEO under contract, thereby implying that it has the authority to remove, replace and determine the level of remuneration. The Board may ask the Chair of the Human Resources Committee to explore options related to transition in the form of evolving roles (e.g. due to a new governance structure) and succession planning.

Ideally, the incumbent CEO should give the Board a three-month notice of intent to leave the position. Any need for an acting or interim CEO will be determined by the Board based on recommendations submitted by the Committee Chair.

The outgoing CEO may be given a paid role, but only with the approval of the new CEO in consultation with the Officers and the Board. He will be invited to participate in an Exit Interview with the Committee Chair or another individual, not necessarily a Board member, who is acceptable to both parties.

5. MANAGEMENT POLICIES AND PROCEDURES

5.1. Finance

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5.1.1. General

Through the recommendations of its Finance Committee, the Board has delegated responsibility for implementing most of its financial policies to the CEO. These delegations are listed below. The procedures by which the CEO exercises these delegations are documented in Part 1 of the Office Administration Manual, which is maintained by the CEO and retained in the Office.

5.1.2. Banking

The banking business of the Union shall be transacted with such Canadian chartered bank(s), trust company (companies) which is (are) a member of the Canadian Deposit Insurance Corporation or other firms or corporations whose deposits are similarly protected.

5.1.3. Signing Authority

The following table outlines the signing authority for all contracts, purchase requests, payments (on-line or off-line), documents or any instruments in writing (including the submission of government grants) requiring the signature of the Union. Multiple contracts/payments wit/to one vendor in a fiscal year will be considered in sum, not individually as it relates to policy below.

Chart #1 – Authority limits for signing contracts, purchase orders, expense claims and any other document/instrument requiring signature

Signatory	Budgeted	Unbudgeted
CEO & Chairman or Treasurer	Above \$150,000 ⁽²⁾	Above \$25,000 ⁽²⁾
	Up to \$150,000	Up to \$25,000 ⁽¹⁾
CEO	Up to \$15,000	Up to \$5,000
Managers	Up to \$2,000	n/a

(1) with approval of the Finance Committee

(2) with approval of the Board of Directors

** in all of these incidences above these purchases are predicated on the purchase rules set in policy below and a well as the Rugby Ontario purchase order process

Chart #2 – Authority limited for payments (on-line/off-line, purchase on Visa)

Signatory	Budgeted	Unbudgeted
CEO & Chairman or Treasurer	Above \$15,000	Above \$5,000 ⁽¹⁾
CEO & Manager (2)	Up to \$15,000	Up to \$5,000

(1) as long as unbudgeted purchase was previously approved by authorized body in chart in #1

(2) Manager(s) designated by the CEO

No signing officer may authorize a payment made out to his/her name except for direct deposit payments for payroll when payroll amount is pre-approved.

5.1.4. Purchase Policies

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All purchases for the organization must be made using the following purchase rules as well as following signing authority levels as per policy 5.1.3

Chart #3 – Authority limited for payments (on-line/off-line, purchase on Visa)

	Budgeted	Unbudgeted
Purchase order required (1)	\$1,000+	all
3 quotes required (2)	\$3,000+	\$3,000+
RFQ/RFP process (2) (3)	\$10,000+	\$10,000+

(1) Following the Rugby Ontario purchase order process

(2) Unless CEO waives the requirement

Contracts signed as a result of an RFP/RFQ may not exceed three years, except where approved by the Board. A renewal after three-years may be permitted upon review, but no more than one renewal can be signed without going back to market through the RFP/RFQ process

Rugby Ontario will not enter into a multi-year contract with an exclusivity clause without the approval of its Board.

5.1.5. Financial Statements

The Treasurer must present a detailed statement, duly audited, of the receipts and expenditures of the preceding year and of the assets and liabilities of the Union as at its last year-end to the Board for Directors for approval and to the membership for information.

In keeping with sound internal control practices, quarterly financial statements, with budget comparisons and quarterly forecasting, should be prepared no later than four (4) weeks after the month ending, by the management team and reviewed by both Financial Management Sub-Committee (FMSC) and the Audit Sub-Committee (ASC). Once endorsed by the two committees, the quarterly statements will be provided to the Board for approval. Comparative financial statements are required for year-end reporting. Once approved, the quarterly financial statements will be published to the Membership and the Treasurer will be responsible to answer any questions on them.

5.1.6. Budgets

By the end of October of each year, a preliminary budget for the next fiscal year will be prepared by the CEO within input from the Senior Management Team and Chairs of the Committees. Prior to its presentation to the Board, the Financial Management Sub-Committee must endorse the proposed annual operating budget. The Board must be provided adequate time to review the budget prior to its presentation at the November Board meeting where it will either be approved as the final budget or conditionally approved subject to compliance with the Board's specific direction.

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Financial Document	Creates	Reviews	Endorses	Approves
Annual Budget	SMT	CEO	ASC & FMSC	Board
Monthly Financials	CEO	SMT	n/a	n/a
Quarterly Financials	CEO	SMT	ASC & FMSC	Board
Quarterly Forecasting	SMT	CEO	ASC & FMSC	Board
Annual Financials	CEO	Auditor	Auditor; ASC & FMSC	Board

ASC – Audit Sub-Committee; FMSC – Financial Management Sub-Committee

SMT – The Professional staff senior management team

The Board is responsible for the approval of the budget and the review the quarterly forecasting each quarter. The CEO is responsible for authorizing and monitoring expenses and revenues within the approved budget. Individual Directors and Committee Chairs may provide recommendations but do not have the authority to approve expenditures.

5.1.7. Audited Statements

The organizations year-end, for audit purposes, is December 31. The accounts are audited annually and their correctness ascertained by the Auditor who is an accredited accountant. The Audited financial statements should be distributed to Members.

5.1.8. Fixed Assets

The RO Office is responsible for identifying, recording and tagging fixed assets (with the exception of small items, valued less than \$1,500) and reconciling the fixed assets sub-ledger to the general ledger. The RO Office will also reconcile fixed asset additions to the general ledger control accounts regularly. New assets should be listed and tagged immediately after receiving.

The RO Office should be notified immediately of any asset transfers and disposals and the inventory records updated accordingly. Assets not fully depreciated should be written off the books.

5.2. Planning

5.2.1. Strategic Planning

By-Law 4.33 requires the Board to “maintain a multi-year plan designed to identify the goals of the Corporation and the strategies for accomplishing them”. The Board has delegated overall responsibility for implementing Rugby Ontario’s membership-approved Strategic Plan

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to the CEO and, through his report to the Annual Meeting, updating the membership on implementation progress.

5.2.2. Operational Planning

Under By-Law 4.34, the Board is responsible for setting the yearly priorities for Rugby Ontario. These priorities provide the direction for the Annual Operational Plan, which is developed and maintained by the CEO. The Plan also serves as the instrument by which the CEO implements the Strategic Plan and is the basis for the more detailed work plans of the professional staff. The Plan is approved by the Board and presented to the membership.

The Plan is developed as the main deliverable in a rolling, 12-month planning and priority-setting cycle (refer to [Appendix E1](#)). Part of the cycle should involve consultations with the key stakeholders including feedback from the membership at Annual and Special Meetings.

5.3. Communication

5.3.1. Internal Communication Guidelines

The CEO is the conduit between the Board and staff in the RO Office for all governance, strategic, financial and other Board-related issues. This includes any position papers, etc. sent to the Board. If a Director has any issue with a staff member or the staff as a whole, the complaint should be routed through the CEO and not to the staff member(s) directly. The same applies if a staff member has a concern with a Director.

Board Committees report directly to the Board through their Chairs while Operational Committees report to the Board through the CEO.

5.3.2. External Communication Guidelines

All external memos, letters, articles, press releases and information pieces, etc. (that reach a large and public audience) are to be vetted through the RO Office (typically the Communications Coordinator) to ensure that high standards and consistency on imaging, branding and messaging are met. There needs to be a continued and joint effort to ensure that rugby administrators work together, speak the same message and continue to maintain a high standard level of professionalism with their external communications.

Generally, all communication between Rugby Canada's Board of Directors and Rugby Ontario is to be handled by the Chairperson of Rugby Ontario (or the Vice-Chairperson or CEO acting on his behalf) and then disseminated to the Board and staff, as required.

Correspondence with the press and media is to be directed to the Communications Coordinator, who will liaise closely with the CEO on the content and timing of statements on behalf of Rugby Ontario. When it comes to areas regarding sensitive matters, all correspondence with the press and media, including content and timing of statements on behalf of Rugby Ontario, must be approved by the CEO in consultation with the Chairperson.

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5.3.3. Document Repositories

To facilitate internal and external communications, the CEO is responsible for maintaining the following documents on the Rugby Ontario website:

- Annual Operational Plan
- Application Forms
- Assignment of Members to Branch Unions (and Municipalities)
- By-Laws
- Calendar of Events
- Financial Statements
- Governance Manual
- Minutes and reports of Annual and Special Meetings
- Minutes of Board meetings
- Operations Manual
- Register of Committees and their membership
- Register of 'Who to Contact' (identifying where all inquiries are to be directed)
- Strategic Plan

The CEO is also responsible for maintaining a secure electronic repository for Directors to access relevant data and reports on a timely basis; and notifying them whenever new key information is posted to the site. This repository should contain all of the above documents as well as the following documents:

- Agreements between Rugby Ontario and other organizations
- Board Action List
- Branch Union By-Laws/Constitutions
- Director/Officer information filed under the Corporations Information Act (Form 1)
- Fletcher's Fields By-Laws
- Insurance Contracts
- Letters Patent of the Ontario Rugger Union
- Ministry Base Funding Program Terms and Conditions
- Minutes of Branch Union Annual General Meetings
- Minutes of Committee meetings
- Minutes of Fletcher's Fields meetings
- Office Administration Manual
 - Part 1 – Finance
 - Part 2 – Human Resources
- Provision of Service Agreements with rugby and other sports organizations
- Rugby Canada documents not posted to the Rugby Canada website

5.4. Program Audits and Evaluations

The By-Laws do not bestow any responsibilities on the Board for conducting program audits or evaluations. From time to time, the Board may direct the CEO to take the necessary steps

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to ensure the integrity of programs by conducting spot audits and evaluations, and reporting the results to the Board. Notwithstanding, the RO Safety Committee reserves the right to audit any Rugby Ontario program or program elements.

5.5. Program Administration

The CEO is responsible for overseeing the delivery of all Rugby Ontario's programs. This is primarily achieved through monitoring compliance with Rugby Ontario's Operations Manual which documents all policies and procedures for the programs and related operations over which Rugby Ontario has jurisdiction.

All new and revised policy changes require approval by the Board of Directors before taking effect. All new and revised procedure changes require the approval of the CEO before taking effect, in accordance with Section 6 of the RO Operations Manual.

5.6 Conflict of Interest Policy

It is in the best interest of Rugby Ontario to be aware of and properly manage all conflicts of interest and appearances of conflict of interest. This Conflict of Interest Policy is designed to help Directors, Officers, Staff and Volunteers of Rugby Ontario identify situations that present potential conflicts of interest and to provide Rugby Ontario with a procedure to appropriately manage conflicts in accordance with legal requirements and the goals of accountability and transparency in Rugby Ontario's operation.

A conflict of interest may exist when the interests or potential interests of any Director, Officer, Staff, Volunteer or that person's close relative, or any individual, group, or organization to which the person associated with Rugby Ontario has allegiance, may be seen as competing with the interests of Rugby Ontario, or may impair such person's independence or loyalty to Rugby Ontario. A conflict of interest is defined as an interest that might affect, or might reasonably appear to affect, the judgment or conduct of any director, officer, staff member or volunteer in a manner that is adverse to the interests of Rugby Ontario.

This policy is not designed to eliminate relationships and activities that may create a duality of interest, but to require the disclosure of any conflicts of interest and the adherence to the policies and provisions relating to conflict of interest outlined herein for Directors and Officers in Appendix C1 (Director's Code of Conduct) and C2 (Director's Conflict of Interest Policy) and the policies and provisions defined in the Rugby Ontario Operations Manual.