



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 and Interpretation of Terms

For convenience, terms which are used throughout this Manual are defined in Appendix A. Consistent with the By-Laws, terms which are expressed in their masculine and singular form also imply the feminine and plural forms.

1.3. Hierarchy of Governance Instruments

As indicated by the chart below, there is a 4-level 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 influence management instruments approved by the Board or CEO.

LEVEL 1 – International, National and Provincial Instruments

Federal and Provincial Legislation

There are several acts and subordinate regulations with which Rugby Ontario must comply. Until such time as the Not-for-Profit Corporations Act, 2010 (ONCA) is proclaimed, the main one continues to be Ontario's Corporations Act, 1990. As the Government has committed to a 24 month notice period before proclamation, ONCA cannot take effect before mid-2020.

World Rugby Regulations Relating to the Game

World Rugby 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).

Rugby Canada By-Laws

As a Member of Rugby Canada, Rugby Ontario is required to comply with the conditions of membership specified in its By-Laws, the current version of which took effect on April 16, 2016.

LEVEL 2 - Rugby Ontario Legal Instruments

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, 1990 to remain valid.

By-Laws

The revised By-Laws were ratified by the membership and took effect on 23 April 2017. The purpose of the revision was to reflect minor adjustments to Rugby Ontario’s ONCA-compliant governance structure that took effect in December 2014.

LEVEL 3 – Other Key Instruments

Rugby Ontario Strategic Plan 2017-2020

The By-Laws require the Board to “approve and monitor the implementation of a multi-year plan designed to identify the goals of the Corporation and strategies for accomplishing them” (ref. Section 4.33). The current strategic plan was approved by the Board on 15 February 2017.

Rugby Ontario Annual Priorities

The By-Laws require the Board to “set the yearly priorities for the Corporation” (ref. Section 4.34). Ideally, the priorities should be derived in consultation with the CEO, Branch Council and Committee Chairs; aligned with the longer-term goals and strategies identified in the Strategic Plan; and finalized in September of the preceding year so as to provide direction for the development of the Annual Operational Plan and Annual Budget (see Level 4 below).

Rugby Ontario Governance Manual

This Manual references all documentation which collectively form Rugby Ontario’s governance structure. The Board’s Governance & Nominations Committee is responsible for maintaining the manual on a timely basis.

Rugby Ontario Operations 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 ensuring that timely updates are provided on the Rugby Ontario website.

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.

Ontario Ministry of Tourism, Culture and Sport - Directives and Policies

As part of its mandate to fund and oversee Provincial Sport Organizations, the Ministry imposes annual and periodic results-based reporting requirements on Rugby Ontario.

LEVEL 4 – All Other Rugby Ontario Instruments

Annual Operational Plan

The Annual Operational Plan is developed by the RO Office and approved by the CEO and the Board of Directors. It transforms the Board-approved Annual Priorities for the organization into more detailed priorities for the RO Office and committees in

implementing the Strategic Plan; and is the foundation for the CEO-approved staff work plans.

Annual Budget

The By-Laws authorize the Board to approve Rugby Ontario’s annual budget for the following year (ref. Section 4.29) with the exception of Registered Participant dues, which are determined by the Members at an Annual or Special Meeting (ref. Section 3.11).

Service Agreements

These are negotiated by the CEO with other organizations on an annual basis.

Annual and Special Meeting Minutes

Resolutions, which are adopted by Members at an Annual or Special Meeting, and recorded in the approved minutes, provide direction to the Board and/or the CEO.

Human Resources Policy and Procedure Manual

This Manual consolidates all policies and procedures pertaining to the working environment in the RO Office. The CEO is responsible for maintaining the Manual and ensuring that it is updated on a timely basis.

Board Action List

The Secretary is responsible for maintaining this List which enables the Board to efficiently track progress in implementing actions and decisions taken at Board meetings and recorded in the approved 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 or the CEO, are to be referred to the Chair of the Governance & Nominations Committee for review and recommendation before being submitted to the Board for approval.

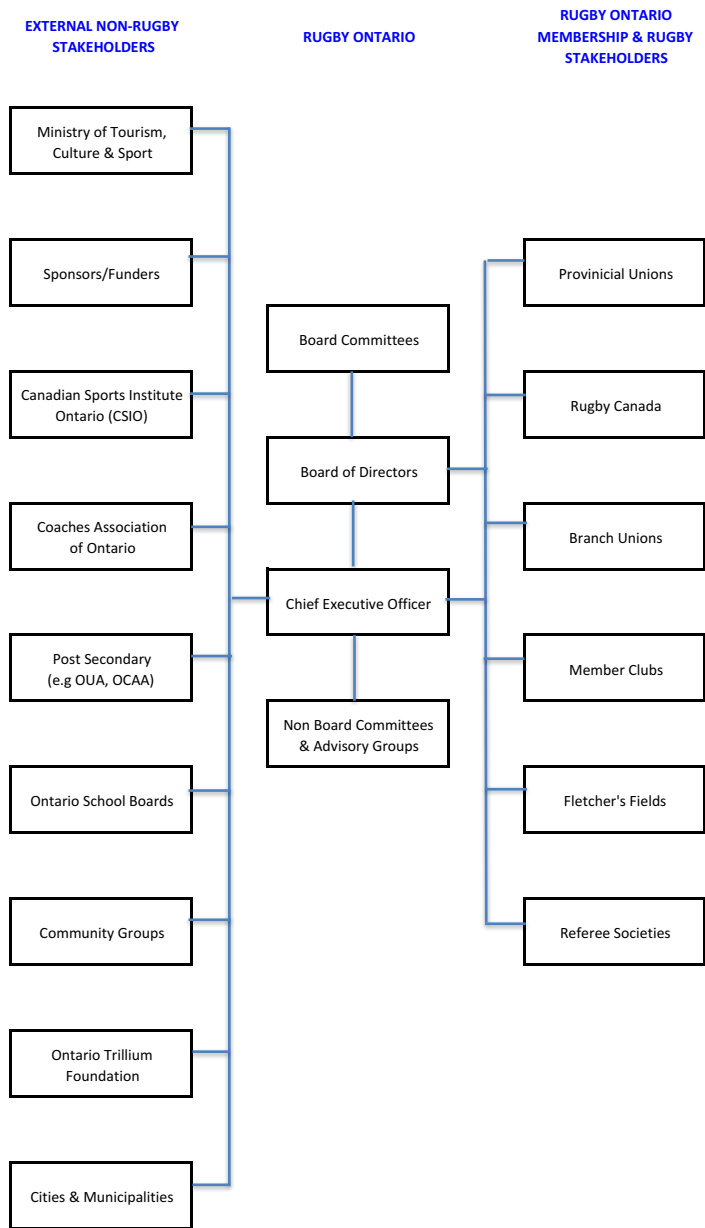
To facilitate the Board’s approval of changes, the following process is to be used. When text is recommended for deletion, it is shown in ~~strike-through~~ format. Proposed new text is underlined. Each paragraph of the manual with a proposed change should be preceded by its # sign so that it can be 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.

2. MEMBER ORGANIZATIONS, STAKEHOLDERS AND OTHER RELATIONSHIPS

2.1. Rugby Ontario Relationships

The linkages between the Board, CEO, Committees, Members, Stakeholders and other organizations are depicted in in the Rugby Ontario Relationships Chart below.

RUGBY ONTARIO RELATIONSHIPS CHART



2.2. Rugby Clubs

The primary stakeholders to whom the Board is accountable are the Members listed on the Rugby Ontario website. The CEO is responsible for maintaining this list and ensuring that it is updated on a timely basis. The By-Laws require these organizations to re-apply for membership each year “in a manner prescribed by the Corporation” (ref. Section 2.2c). Approval requires a majority vote by the Board, or delegated committee or individual (ref. Section 2.2k).

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

- Appoint and remove an Auditor.
- Approve the minutes of previous Annual and Special meetings; reports of directors, committee chairs and appointed advisors; Registered 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 Annual and Special Meetings, and their Chairpersons or appointed delegates are members of Rugby Ontario's Branch Council (ref. Section 6.2).

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 which should be negotiated between Rugby Ontario and each Branch Union by no later than 1st April.

The assignment of Member Rugby Clubs to each Branch Union is shown on the Rugby Ontario website, along with the municipalities that define their geographic area and the city/town in which they are located.

2.4. Rugby Referees' Societies

There are three (3) Branch Referees' Societies in Ontario. The administrative activities related to referee recruitment and development are managed by the RO Office. Society members provide refereeing services to Rugby Ontario, its Membership and other Rugby Stakeholders, subject to compliance with the policies and procedures specified in the Rugby Ontario Operations Manual.

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 and the Toronto Scottish. It is a not-for-profit facility which is governed by a Board of Directors consisting of one representative from the six shareholder organizations, and may only be sold or mortgaged with their unanimous consent.

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.

In addition to appointing a director, Rugby Ontario has the right to:

- Use its designated pitch, parking facilities and clubhouse subject to the terms and provision of the Fletcher’s Fields By-Laws.
- Vote at Fletcher’s Fields General Meetings as one of the six (6) shareholders, including the election of 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 ensure that the asset is managed appropriately, the Board maintains an Ad Hoc Committee to provide advice in a timely manner.

2.6. Government of Ontario

2.6.1. Ministry of Government and Consumer 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 all Directors and Officers – their address, when elected and Canadian residency. The form containing this information must be kept in the RO Office and be available for examination.

2.6.2. Ministry of Tourism, Culture and Sport

Rugby Ontario, along with other provincial sports organizations, receives Ontario Amateur Sports Funding (OASF) from the Ministry, and is required to comply with the program’s comprehensive set of terms and conditions which are specified in its Sport Recognition Policy for Provincial Sport/Multi-Sport Organizations. 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 the largest 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” (ref. Section 2.6).

As a Member, Rugby Ontario is entitled to:

- Appoint up to three (3) delegates to attend Rugby Canada Member Meetings.

- Use its assigned six (6) votes (having > 5000 Registered Participants) to:
 - Approve minutes of Rugby Canada meetings;
 - Determine registration fees for participants;
 - Appoint the Auditor and authorize the Board to determine his remuneration;
 - Nominate one or more candidates to be elected as a Provincial Director.
 - Elect Provincial and General Directors; and
 - Approve By-Law amendments.
- Receive (but not approve) financial statements and the Auditor’s report.
- Appoint one person to the General Director Nominating Committee.
- 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.

2.8. Provincial Rugby Unions

Memoranda of Understanding (MOUs) 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. The signatory for any such MOU is the CEO and is an authority which may not be delegated.

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

2.9. External Organizations with Rugby Programs

Whilst Rugby Ontario has no jurisdiction over rugby organized by Ontario school boards, post-secondary educational associations, community groups, cities or municipalities, Rugby Ontario may enter into formal agreements with these organizations, subject to compliance with the policies and procedures specified in the Rugby Ontario Operations Manual.

3. BOARD OF DIRECTORS

3.1. Governing Style

The Board collectively and Directors individually are expected to 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 strong adherence to and support of established Board policies and procedures.
- Recognition of the separate roles and responsibilities of the CEO/staff, and the Board.

3.2. Roles and Responsibilities

3.2.1. Board

The Terms of Reference for the Board are shown in **Appendix B1**. They incorporate the procedures specified in Article IV of the By-Laws.

3.2.2. Chairperson

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

- Preside at all meetings of the Members and the Board;
- Act as the Corporation's official spokesperson; and
- Establish the responsibilities of the Directors other than those prescribed for the Officers.

3.2.3. Vice Chairperson

Under the By-Laws, the Vice-Chairperson is expected to carry out the duties of the Chairperson in the Chairperson's absence.

3.2.4. Treasurer

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

- Maintain 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; and
- Present the budget and annual financial statements at the Annual Meeting or as required by the Members or the Board.

3.2.5. Secretary

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

- Attend meetings of the Members and the Board;
- Record the minutes of the meetings and make them available in a format and via a medium as determined by the Board; and
- Be responsible for giving notice to Members and Directors of all meetings.

3.2.6. Directors

As noted in 3.2.2 above, the responsibilities of the Directors are determined by the Chairperson.

3.3. Director's Code of Conduct

The By-Laws specify the Standard of Care (ref. Section 4.27) and Conflict of Interest (ref. Section 7.12) 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 (ref. **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 (ref. **Appendix C2**) and Confidentiality Policy (ref. **Appendix C3**).

3.4. Board Eligibility Qualifications

Candidates for election to the Board are required to meet the eligibility requirements as outlined in **Appendix E** of this Rugby Ontario Governance Manual.

3.5. Board Nomination Process

Candidates are required to complete the Board Nomination Form (refer [to Forms section of the Rugby Ontario website](#)), and submit in accordance with the requirements indicated in Section 4.6 of the By-Laws.

3.6. Board Orientation

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

3.7. Officer Election Process

The four (4) 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 these positions, candidates should possess the relevant skill sets.

3.8 Committees

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

3.8.1 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 recommendations to the Board. The committees are as follows:

- **Finance & Audit Committee**, which is chaired by the Treasurer (or his designate) – ref. **Appendix B2** for the Terms of Reference.
- **Governance & Nominations Committee**, which is chaired by a Director – ref. **Appendix B3** for the Terms of Reference.
- **Human Resources Committee**, which is chaired by a Director ref. **Appendix B4** for the Terms of Reference.
- **Risk Management Committee**, which is chaired by a Director – ref. **Appendix B5** for the Terms of Reference.

3.8.2 Non-Board Committees

Non-Board Committees deal with program implementation and operational effectiveness. The CEO or his delegate provides 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. The CEO may establish such committees where deemed appropriate in accordance with the Terms of Reference template in Appendix B7.

3.8.3 Board Committee Terms of Reference (TOR)

The designated Chairs are to review the TOR for their Committee as soon as possible after their appointment and submit any recommended changes to the Chair of the Governance & Nominating Committee for review and Board approval.

The TOR for a new Board Committee is drafted by the Governance & Nominating Committee and submitted for Board approval using the template shown in **Appendix B7**.

3.8.4 Appointment Process for Board Committees

The Board determines Committee Chairs and Members, as follows:

- Committee Chairs are appointed by the Chairperson from among the Directors; and
- Committee Members are appointed by the Committee Chair in consultation with the Board.

If requested by a Committee Chair, the CEO assigns a member of the RO Office to support the Committee as its non-voting Secretary.

3.8.5 Ad Hoc Committees, Working Groups and Advisors

In addition to establishing committees, the Board or CEO may appoint Ad Hoc Committees, Working Groups and Advisors 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. For any Ad Hoc Committee, Working Group or Advisor appointed by the Board, upon request, the CEO assigns a manager in the RO Office to provide support. The task is to be specified in the form of a Statement of Work approved by the Chairperson unless delegated to the CEO.

3.8.6 Branch Council

The By-Laws (ref. section 6.2) provide for the establishment of a Branch Council. It is chaired by a Branch Union president, and comprises the Branch Union Presidents or their appointed delegates, and a non-voting Board Member appointed by the Board – ref. **Appendix B6** for the Terms of Reference.

4. BOARD – CEO RELATIONSHIP

4.1. Relationship Structure

The linkages between the Board, Committees and the RO Office are depicted in section 2.1.

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 in the RO Office is considered to be under the authority and accountability of the CEO.
- The Board's policies and procedures documented in this Manual 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 involve a staff member in the exercise of specified responsibilities, Directors and Committee Chairs may not 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 or renegotiated.
- The Board clearly identifies its reporting requirements 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 Board and Officer Duties

At the discretion of the Board or an Officer, and with approval by Ordinary Resolution of the Board, the Board or any Officer may delegate any duty of that office to the CEO who has the discretion to further delegate to another staff member (ref. Section 5.3 of the By-Laws). The CEO maintains a list of all delegated duties.

4.3. CEO Roles and Responsibilities

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 budget; and (b) efficient operations within the boundaries of prudence and ethics established in the Board's policies and procedures. The CEO's General Responsibilities in the form of Key Objectives may be found in **Appendix D1**.

The Board expects the CEO to manage the RO Office environment in such a way that the working conditions are fair, dignified, organized and clear for all staff. The RO Office operates in accordance with the policies specified in the Rugby Ontario Human Resources Policy and Procedure Manual which:

- Clarify rules for all staff including the CEO's interpretation of their application.
- Provide for effective handling of grievances.
- Provide for staff to raise any concerns in confidence and without fear of discrimination or retaliation.
- 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.
- Report immediately any actual or anticipated material non-compliance with a policy of the Board, along with a suggested remedy.

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 and budget, Board policies and other agreed goals are being accomplished. To this end, the CEO provides reports designed to measure progress in achieving the Annual Operational Plan and budgets, Board policies and other agreed goals. These reports may include:

- Quarterly reports on Operational Plan implementation to the Board;
- Quarterly financial statements to the Finance & Audit Committee; and
- CEO updates at each Board meeting.

4.5.2. Performance Review

The Human Resources Committee formally evaluates the CEO's performance annually subject to the following conditions:

- It is completed no later than 90 days after the end of the calendar year.
- It covers performance over the full calendar year
- It is based on the achievement of goals that the Committee and CEO formally agreed to.

The Committee's evaluation is based on the CEO's written self-assessment using Rugby Ontario's Performance Evaluation Form and any written input from Board members who are not on the Committee. THESE DOCUMENTS WILL BE CONFIDENTIAL TO THE COMMITTEE AND THEIR CONTENTS ARE 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 is to initiate an investigation following established procedures.

These documents form the basis of the Committee's formal meeting with the CEO. After the meeting, the Committee completes its portion of the Performance Evaluation Form and provides to the CEO for review and sign-off. When both parties have signed their acceptance of the evaluation, the Chair reports 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 then acts upon the recommendations, which are promptly documented in a letter to the CEO by the Committee Chair.

Following this process, the CEO drafts a set of output-oriented goals for the year ahead, reflecting Board policies and priorities. These are discussed at a full Board meeting with the final set of

goals documented in the Board minutes. They 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 may 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 also undertakes a mid-year review. This is less formal than the year-end evaluation and is intended to provide both parties with an opportunity to (a) assess progress in meeting milestones in the Annual Operational Plan; and (b) negotiate any new goals due to emerging Board priorities. Any performance-related issues or changes to the CEO's goals are to be formally and promptly documented in a letter from the Committee Chair.

5. MANAGEMENT POLICIES AND PROCEDURES

5.1. Finance

5.1.1. General

Through the recommendations of its Finance & Audit 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 maintained by the CEO and retained in the RO Office.

5.1.2. Banking

The banking business of the Union shall be transacted with Canadian chartered banks or trust companies which are members of the Canadian Deposit Insurance Corporation, or other firms or corporations whose deposits are similarly protected.

5.1.3. Signing Authority

The CEO has signing authority for all contracts, payments (on-line or off-line), documents, or any instruments in writing (including the submission of government grants) requiring the signature of Rugby Ontario ***provided that they are clearly identified line items in the Board-approved Annual Budget***. It is the responsibility of the CEO to determine the signing authorities that may be delegated to managers in the RO Office.

For unbudgeted items up to and including those items in excess of the board-approved budget the CEO has sole signing authority up to \$5,000. Above \$5,000, dual signing authority is required as follows:

- Up to \$25,000 by the CEO and/or Chairperson/ Treasurer for signing contracts, and other financial instruments approved by the Finance & Audit Committee.
- Over \$25,000 by the CEO and/or Chairperson/Treasurer for signing contracts, and other financial instruments approved by the Board

Payments with one vendor in a fiscal year are to be considered in sum. No signing officer may authorize a payment made out to his name except for direct deposit payments for payroll when the payroll amount is pre-approved.

5.1.4. Purchase Policies

All purchases are to be made in accordance with (a) the signing authority levels referenced above; and (b) the following purchasing guidelines:

- A Request for Proposal/Quote (RFP/RFQ) process may be undertaken by the CEO at his discretion.
- Unless approved by the Board, contracts signed as a result of a RFP/RFQ may not exceed two (2) years. A renewal after two (2) years may be permitted upon review, but no more than one renewal is to be signed without repeating the RFP/RFQ process.
- Rugby Ontario shall not enter into a multi-year contract in excess of (2) years without the approval of the Board.

5.1.5. Financial Statements

The Treasurer shall present a detailed statement, duly audited, of (a) the receipts and expenditures of the preceding year, and (b) the assets and liabilities of Rugby Ontario as at its last year-end, to the Board for approval, and to the membership for information.

In keeping with sound internal control practices, quarterly financial statements, with budget comparisons and quarterly forecasting, are to be prepared no later than six (6) weeks after the month ending, by the CEO and reviewed by the Finance & Audit Committee. Once endorsed, the quarterly statements shall be provided to the Board for approval. Comparative financial statements are required for year-end reporting.

5.1.6. Budgets

By the 31st of October of each year, a preliminary budget for the next fiscal year shall be prepared by the CEO with input from staff. Prior to its presentation to the Board, it shall be endorsed by the Finance & Audit Committee. The Board is to be provided adequate time to review the budget prior to its presentation at the scheduled November Board meeting where it is either approved as the final budget or conditionally approved subject to compliance with the Board's specific direction.

The Board is responsible for approving the budget and the review of the quarterly forecasts. 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

Rugby Ontario's 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. Once approved, the annual audited financial statements shall be published to the membership and the Treasurer shall answer any questions on them.

5.1.8. Fixed Assets

The CEO is responsible for:

- (a) Identifying, recording and tagging fixed assets (with the exception of small items, valued less than \$1,500);
- (b) Reconciling the fixed assets sub-ledger to the general ledger;
- (c) Reconciling fixed asset additions to the general ledger control accounts regularly. New assets are to be listed and tagged immediately after their receipt; and
- (d) Notifying the Treasurer of any asset transfers and disposals subject to 5.1.8 (a) above, and the inventory records updated accordingly. Assets that are 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 “approve and monitor the implementation of a multi-year plan designed to identify the goals of the Corporation and the strategies for accomplishing them”. The Board is also responsible for notifying the membership of the consultation process and for responding to any queries on the approved plan.

The Board has delegated overall responsibility for implementing Rugby Ontario’s approved Strategic Plan 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 CEO and presented to the Board and the membership.

The Operational Plan represents the main deliverable of a rolling, 18-month planning cycle which starts with the Board’s priority-setting and budget planning (in October of the previous year), and ends with the CEO’s results-oriented report to the Annual Meeting.

5.3. Communications

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 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 directly. The same applies if a staff member has a concern with a Director.

5.3.2 External Communication Guidelines

All external memos, letters, articles, press releases and information pieces (that are intended for a 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 liaises closely with the CEO on the content and timing of statements on behalf of Rugby Ontario. All correspondence with the press and media on sensitive matters, including content and timing of statements on behalf of Rugby Ontario, are to be approved by the CEO in consultation with the Chairperson.

5.3.3 Document Repositories

To facilitate internal and external communications, the CEO is responsible for;

- ensuring that all key work instruments documenting how Rugby Ontario conducts its business, are maintained on the Rugby Ontario website.
- maintaining a secure electronic repository for Directors to access relevant data and reports on a timely basis; and
- notifying Directors whenever new key information is posted to the site.

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

Board Committee Chairs may undertake reviews of program elements that fall within the scope of their responsibilities. Those that are broader in scope may be forwarded by the Board to the CEO, if linked to program delivery, or to the Risk Management Committee.

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 the Rugby Ontario 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 not directly related to program delivery require approval by the Board before taking effect. These include some 15 operational and non-operational policy areas identified by the Ontario Ministry of Tourism, Culture and Sport in its Sport Recognition Policy for Provincial Sport/Multi-Sport Organizations.

Appendix A
Glossary of Terms

- a) *Auditor* – the person appointed by the Members at an Annual Meeting to audit Rugby Ontario’s books, accounts and records.
- b) *Board* – Rugby Ontario’s Board of Directors.
- c) *Business days* – days excluding weekends and statutory holidays.
- d) *Chair* - the individual appointed to head a Committee.
- e) *CEO* - Chief Executive Officer.
- f) *Days* – days including weekends and statutory holidays.
- g) *Director* – an individual elected or appointed to serve on the Board.
- h) *Ex-Officio* – membership or appointment by virtue of an individual’s office.
- i) *Member* – a Club, Branch Union, or other Rugby Organization that has been admitted as a Member of Rugby Ontario.
- j) *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution.
- k) *RO Office* – the CEO and staff hired to provide services to the Board and Members, or on their behalf.
- l) *Rugby Ontario* – the name under which the Corporation operates.
- m) *Working Group* – a small group of individuals appointed to address a particular issue and make recommendations on its findings.

Appendix B1

Terms of Reference - Board of Directors

Authority

The authority for these Terms of Reference derives from Article IV of the By-Laws.

Purpose

To exercise the powers of the Corporation as specified in Sections 4.28 to 4.34 of the By-Laws.

Membership

The Board consists of eight (8) Directors and the [non-voting] CEO.

Reporting

The Board reports to the membership at Annual and Special Meetings, and to the Ontario Ministry of Tourism, Culture and Sport through the CEO.

Term of Office

Directors are elected for terms of two (2) years and may serve up to four (4) consecutive terms after which there must be a break of one (1) term.

Voting

Each Director has one (1) vote. Voting is by a show of hands, written or orally, unless a majority of Directors present request a secret ballot. Directors may not vote by proxy. Resolutions are to be decided by a majority of the votes cast by those present. If there is a tie, the resolution is defeated.

Quorum

Five (5) directors is a quorum for the transaction of business. If present, the Chairperson is the Chair; in his absence, the Vice-Chairperson becomes the Chair. If neither is present, the Directors present may choose one of their number to be the Chair.

Frequency of Meetings

The Board meets as often as determined by the Chairperson, or by a written request from at least three (3) Directors, but not less than four (4) times a year.

Notice of Meetings

At least seven (7) days written notice is required unless all Directors waive notice, or if those absent consent to the meeting being held in their absence.

Participation in meetings may be in person, by videoconference or by telephone conference call. In such cases, the technology must permit all persons participating in the meeting to communicate with each other *simultaneously and instantaneously*.

Agenda

Agenda items are to be forwarded to the Secretary unless delegated to the CEO in accordance with Section 5.3 of the By-Laws seven (7) days prior to the next meeting date so that they may be forwarded to the Board within five (5) days of the scheduled meeting. No prior approval of the agenda is required.

Protocol for Motions

The Board has adopted practices for motions based on the current edition of Robert's Rules of Order, a copy of which is to be retained in the RO Office.

Closed Meetings

Meetings are closed to Members and other individuals except by invitation of the Board.

Minutes

The minutes are to be recorded by the Secretary unless delegated to the CEO in accordance with Section 5.3 of the By-Laws. The draft minutes should be submitted to the Board within seven (7) days of the meeting for their review and approval at the next scheduled Board meeting. The minutes should include a summary of action items (with responsible director and target dates identified) and a list of forward agenda items. No minutes shall be taken at in-camera meetings.

Retention of Minutes

All approved minutes are to be retained in the RO Office.

Posting of Minutes

The approved minutes are to be posted on Rugby Ontario's website within seven (7) days of their approval.

Approval of Terms of Reference

Date approved by Board: March 25, 2018

Appendix B2

Terms of Reference - Finance & Audit Committee

Authority

The authority for these Terms of Reference derives from Article VI of the By-laws.

Purpose

To provide financial leadership and significant oversight in all matters related to fiscal planning, budgeting and spending. The Committee will make recommendations for Board approval in the areas of annual operating and capital budgets, annual audited or reviewed financial statements, appointment and assessment of auditors and policies related to financial management.

Membership

Membership will consist of the Chair (who shall be the Board-elected Treasurer's designate) and four to six members with financial/audit experience, appointed by the Chair. Candidates must have financially related designations like CMA, CFA or MBA and/or have a history in performing financial analysis.

Ex-officio member is the Rugby Ontario Chief Executive Officer or their appointed delegate (non-voting).

Lines of Authority/Reporting Accountability

The Chair reports directly to the Board of Directors through the Treasurer.

Terms of office

Until the following year's Annual Meeting. Terms may be renewed without restriction.

Quorum

The majority of the voting members present forms a quorum. If the Chair is not present the meeting must be rescheduled.

Decision-Making/Voting

Decisions shall be made by consensus with each member having one vote. In the event of a tie, the resolution is defeated.

Frequency of Meetings

Meetings shall be held a minimum of 4 times per year (ideally each quarter) or more frequently at the call of the chair. Meetings may be in person or via teleconference.

Agenda

Agenda items shall be forwarded to the Chair and Ex-Officio member within seven (7) days prior to the next meeting date. The Ex-Officio member of the committee shall forward the agenda to the committee members within five (5) days of the next scheduled meeting.

Minutes

The minutes shall be taken by Ex-officio member and must be approved (via e-mail or conference call vote) within 30 days of the meeting. Board approval is not required.

Retention of Minutes

Approved minutes will be retained in the RO Office and posted to the RO Dropbox for the information of Board members. There is no requirement to post them on Rugby Ontario's website.

Scope of the Committee:

1. To monitor the financial affairs (revenue, expenses, assets and liabilities) of Rugby Ontario and making timely reports to the Board and the Members.
2. To provide advice to the Board on Rugby Ontario's annual operating budget and provide timely reports on performance regarding the budget.
3. To make recommendations as to the management of assets and debt.
4. To oversee the management of the Audit process.
5. To ensure all filings and submissions to government are in the best interests of Rugby Ontario and adhere to legal requirements.
6. To provide visibility into key Rugby Ontario program performance through enhanced financial analysis.

Responsibilities of the Chair:

1. To chair all meetings of the Committee.
2. To determine how issues referred to the Committee should be handled.
3. To comply with all approved budgeting, financial & planning policies and procedures.
4. To raise any unresolved concerns about the application of finance and audit procedures with the CEO as required.
5. To liaise as required with other Committees on related issues that have implications for that portfolio.

Approval of Terms of Reference

Date Approved by the Board: March 25, 2018

Appendix B3
Terms of Reference - Governance & Nominations Committee

Authority

The authority for these Terms of Reference derives from Article VI of the By-Laws.

Purpose

To provide ongoing review and recommendations to enhance the quality of directors, to ensure that the necessary skill-sets and diversity are present and to plan for succession to ensure the future viability of the Board. The committee's focus will be on the following areas dependent upon Board needs at any specific time:

1. Board Roles and Responsibilities
2. Ongoing Board Education
3. Board Effectiveness
4. Nominations and Elections Process
5. Board and Committee Evaluations

Membership

The membership consists of a Chair (appointed by the Chairperson from among the Directors) and four (4) other members (appointed by the Committee Chair in consultation with the Board). Individuals should be visionary and strategic and have:

- a) The respect of the Board;
- b) Wide contacts in the community;
- c) Relationship building skills;
- d) Good judgement and integrity; and
- e) A good understanding of the needs of the Board and Rugby Ontario.

The (non-voting) Committee Secretary is a manager in the RO Office designated by the CEO.

Lines of Authority/Reporting Accountability

The Chair reports directly to the Board.

Term of Office

Members are appointed for a two-year term and may be re-appointed for a further two-year term.

Decision Making/Voting

With the exception of the Committee Secretary, each member has one (1) vote. Any vote is to be decided by a majority of those present. If there is a tie, the resolution is defeated.

Quorum

A minimum of three people are to be present and only committee members may attend. In the absence of the Chair, then those present may select a Chair from amongst them.

Frequency and Notice of Meetings

Meetings are held at least twice a year, or more frequently, at the call of the Chair. At least three (3) days notice is required unless waived unanimously by the committee members. Meetings may be in person or via teleconference.

Agenda

Agenda items should be forwarded to the Chair and Secretary at least five (5) business days prior to the next meeting date. The Agenda should be forwarded to all committee members within two (2) business days of the next meeting date.

Minutes

Decisions and action items are recorded by the Secretary and approved (by e-mail or conference call) within five (5) business days of the meeting by the committee members.

Retention of Minutes

Approved minutes are retained in the RO Office and posted to the Rugby Ontario Dropbox for the information of Board members. There is no requirement to post them on Rugby Ontario's website.

Scope of the Committee

1. Board Roles and Responsibilities
 - Assess and anticipate the competencies and qualifications needed for Board and Board Committee composition;
 - Annually review the Board's Terms of Reference; and
 - Work with the CEO to harmonize Board-Office roles and responsibilities.
2. Ongoing Board Education
 - Design and oversee an orientation process for new Board members; and
 - Design and implement an ongoing program for Board education.
3. Board Effectiveness
 - Maintain the Governance Manual and monitor compliance with its governance policies and requirements;
 - Continuously review and monitor compliance with the By-Laws;
 - Monitor Board effectiveness and propose as appropriate, changes in Board structure, roles and responsibilities;
 - Provide ongoing support and counsel to the Board as needed;
 - Review Board practices surrounding member participation, conflict of interest, confidentiality etc., and recommend amendments as needed;
 - Conduct Board, Director and committee evaluations on a regular basis;
 - Assess the implications of changes in provincial legislation and Rugby Canada's by-laws and policies for Rugby Ontario's governance structure;
 - Consider ways to increase Member interest in the governance of Rugby Ontario; and
 - Assist Members with the revision of their governance structures, if requested.

4. Nominations and Elections Process

- Assess the Board and committee needs in terms of the skill sets required on a regular basis;
- Plan for succession on both the Board and Board Committees;
- Recruit qualified candidates to serve on the Board and Board Committees through a rigorous and transparent nominations process;
- Vet and approve potential candidates for Board and Board Committee positions;
- Design and implement an elections process; and
- Review the nominations and elections processes annually to ensure that they are up-to-date and meet the needs of Rugby Ontario.

Responsibilities of the Chair

1. To chair all meetings;
2. To have ongoing communication with the Chairperson, CEO, Chairs of Board Committees and the Branch Council regarding ways to improve Board effectiveness;
3. To be available to Members as needed;
4. To annually review all Board Committee Terms of Reference and submit to the Board for approval; and
5. To submit proposed changes to By-Laws and governance policies and requirements to the Board for approval.

Approval of Terms of Reference

Date Approved by the Board: March 25, 2018

Appendix B4

Terms of Reference - Human Resources Committee

Authority

The authority for these Terms of Reference derives from Article VI of the By-laws.

Purpose

To manage sensitive human resource matters related to the CEO and other staff in the RO Office, on behalf of the Board. The scope includes, but is not limited to, CEO recruitment, compensation and benefits, performance reviews and annual goals; referrals of any workplace health and safety issues; unresolved problems in the area of staff relations; and advising the CEO or other managers within Rugby Ontario through review of human resources organizational structure and effectiveness through periodic reviews with industry standards.

Membership

The Committee consists of the four (4) Officers. The Chair is the Chairperson of the Board. The Board may appoint a person not on the Board but with recognized human resources expertise as a non-voting advisor to the committee.

Lines of Authority/Reporting Accountability

The Chair reports directly to the Board.

Terms of office

Members are appointed until the following year's Annual Meeting. Terms may be renewed without restriction.

Decision-Making/Voting

Decisions shall be made by consensus with each member having one vote. Any votes are to be decided by a majority of those present. In the event of a tie, the resolution is defeated.

Quorum

Three (3) voting members present, one of whom must be the Board Chairperson or Vice-Chairperson, is a quorum.

Frequency of Meetings

The Committee meets as often as required

Notice of Meetings

At least three (3) days notice is required unless waived unanimously by the members. The date is to be determined by the Chair. Meetings may be in person or via teleconference.

Agenda

Agenda items shall be forwarded to the Chair.

Minutes

Decisions and action items should be recorded by the secretary and approved by those present via e-mail within five (5) days of the meeting.

Submissions to the Board

Items which require referral to the Board for decision or direction in either an open or in-camera session should be in the form of a written motion with relevant background information provided.

Retention of Minutes

All minutes are to be considered confidential to the Committee and retained by the Secretary for the balance of the year. At the year-end, they are to be given to the CEO in a sealed envelope clearly marked 'Confidential', for retention.

Scope of the Committee:

1. To recommend compensation and benefits strategies to the Board.
2. To determine the CEO's annual compensation and benefits package in accordance with the approved strategy.
3. To recommend a CEO recruitment strategy to the Board.
4. To manage the CEO recruitment process in accordance with the approved strategy.
5. To recommend CEO appointments to the Board.
- ~~6.~~ To manage the CEO's annual performance review.
7. To conduct exit interviews of the CEO and senior staff.
8. To resolve any workplace health and safety referrals.
9. To address any staff relations problem brought to the Committee's attention.
10. To develop or amend Human Resources policies for Board approval.
11. To recommend changes to the CEO's job description.
12. To address incidents of non-compliance involving the Board's Code of Conduct.
13. To review the effectiveness of the organizational structure and to conduct periodic reviews in accordance with industry standards regarding human resources issues.

Responsibilities of the Chair:

1. To ensure compliance with the Terms of Reference.
2. To seek Board action, direction or approval on appropriate matters referred by the committee.
3. To brief the Board on an as-needed basis on committee actions and decisions.
4. To submit amendments to the Terms of Reference to the Board for approval.

Specific responsibilities of Committee members

To respect the confidentiality of all proceedings

Approval of Terms of Reference

Date approved by the Board: March 25, 2018

Appendix B5

Terms of Reference - Risk Management Committee

Authority

The authority for these Terms of Reference derives from Article VI of the By-laws.

Purpose

To advise the Board on the risks involved in the conduct of its affairs, and strategies for mitigating them.

Membership

Membership will consist solely of the Chair. The Chair identifies advisors who have recognized expertise in areas relevant to managing the risks of playing and administering rugby in Ontario, including child protection, insurance, legal liability, ethical matters and public relations.

Advisors participate on an as-needed basis and there is no limitation on the length of their participation. The Committee Secretary is a RO staff member designated by the CEO. To ensure effective coordination and avoid overlap of responsibility, the designated staff member should also be the ex-officio Secretary of the RO Safety Committee (which is a Non-Board Committee).

Lines of Authority/Reporting Accountability

The Chair reports directly to the Board.

Term of office

The Chair is appointed until the following year's Annual Meeting. The term may be renewed without restriction.

Mode of Operation

The Committee deals only with issues referred to its Chair by the Board, Executive Committee, Chair of a Standing Committee or the CEO. Once received, the Chair refers the issue to one or more advisors with recognized expertise in the relevant area(s) and seeks their input within five (5) days, if possible. Based on this input, the Chair prepares a Risk Report within five (5) days which is forwarded to the issue's originator, the advisor(s) providing input, the CEO and other directors or Committee chairs who may be impacted by the advice. There is no obligation on the part of the referral body or other interested parties to accept or act upon the advice.

Retention of Risk Reports

All reports are to be maintained at the RO Office and available to Directors.

Scope of Committee:

1. To identify risk management goals for inclusion in the Annual Operational Plan;
2. To provide timely advice on issues referred to the Committee;
3. To notify the Board of potential liability exposure associated with areas of Rugby Ontario operations where there may be non-compliance with approved Rugby Ontario policies and procedures, or Federal or Provincial Law;
4. To identify items to be posted on a Risk Management page of the Rugby Ontario website;
5. To submit amendments to the Terms of Reference to the Board for approval.

Responsibilities of Chair

1. To comply with all approved budgeting, financial & planning policies and procedures;

2. To liaise as required with other Board or Non-Board Committees on related issues that have implications for that portfolio;
3. To raise any unresolved concerns about the application of the risk management procedures with the Board or the CEO as required.

Approval of Terms of Reference

Date approved by the Board: March 25, 2018

Appendix B6

Terms of Reference - Branch Council

Authority

The authority for these Terms of Reference derives from Article IV of the By-laws.

Purpose

To provide sound and timely feedback and advice to the Board on issues and trends relating to the development and administration of rugby in the Branch Unions and their clubs.

Membership

Membership consists of the Presidents (or the President's appointed delegate) of the four (4) Branch Unions and a Board member (non-voting). The Chair is a Branch Union Director elected from among the Branch Union members.

Advisors may participate on an as-needed basis at the invitation of the Chair.

Lines of Authority/Reporting Accountability

The Branch Council provides feedback and advice to the Board through the CEO.

Quorum

Three of the four Branch Presidents (or their appointed delegates), and the RO Board member are required to be present.

Decision-Making/Voting

Each Branch Union President (or his appointed delegate) have one vote. Advice to the Board, in the form of written recommendations, require a minimum of 75% support to go forward.

Frequency and Notice of Meetings

Meetings are to be held a minimum of four (4) times per year or more frequently at the call of the Chair. In the case of an urgent matter impacting on two or more Branch Unions, a Branch President may request the Chair to call a meeting. At least three (3) days' notice is required unless waived unanimously by the members. Meetings may be in person or via teleconference.

Agenda

Agenda items are to be forwarded to the Chair and Council Secretary within seven (7) days prior to the next meeting date. The agenda is forwarded to the committee members within five (5) days of the next scheduled meeting.

Scope of the Committee:

1. To provide feedback on plans and other matters with implications for rugby organizations within their Branch Unions;
2. To identify emerging governance issues and participation trends;
3. To provide recommendations on the annual priorities of Rugby Ontario; and
4. To provide strategies for resolving inter-branch disputes and/or issues which are beyond the scope of operational program committees.

Responsibilities of the Chair:

4. To chair all meetings;

5. To determine how issues referred to the Council should be handled;
6. To report to the membership at the Annual Meeting on all Branch Union matters occurring during the year and their implications; and
7. To raise any unresolved concerns about Branch Union matters with the Board as required.

Approval of Terms of Reference

Date approved by the Board: March 25, 2018

Appendix B7

Committee Terms of Reference Template

Authority

The authority for these Terms of Reference derives from Article VI of the By-laws

Purpose

[This should be a high-level statement linked to specific Board direction or strategies contained in the Strategic Plan]

Membership

[refer to section 3.9.4]

Lines of Authority/Reporting Accountability

The Chair reports directly to the Board or CEO. *[refer to sections 3.9.1/2]*

Term of Office

This may be to the next Annual Meeting, or a 2-year term which may be extended by a further 2-year through re-appointment

Decision Making/Voting

With the exception of the Secretary, if assigned from the RO Office, each member has one vote. Any votes are to be decided by a majority of those present. If there is a tie, the resolution is defeated.

Quorum

A majority of voting members present is a quorum. If the Chair is absent, then those present may select a Chair from amongst them.

Frequency of Meetings

The Committee meets at least twice a year, or more frequently, at the call of the Chair.

Notice of Meetings

At least three (3) days notice is required unless waived unanimously by the members. The date is to be determined by the Chair. Meetings may be in person or via teleconference.

Agenda

Agenda items are to be forwarded to the Chair and Secretary within five (5) days prior to the next meeting date. The Secretary forwards the agenda to members within two (2) days of the next scheduled meeting.

Minutes

Decisions and action items are to be recorded by the Secretary and approved by the committee at its next meeting or, if meetings are infrequent, within 60 days (by e-mail). Board/CEO approval is not required.

Submissions to the Board/CEO

Items which have implications beyond the committee's approved Scope are to be submitted by the Chair to the Board or CEO, as appropriate, for decision or direction. They are to be in the form of a written motion with relevant background information provided.

Retention of Minutes

All approved minutes are to be maintained in the RO Office; copies are to be deposited in the drop-box for the information of directors. There is no requirement to post them on Rugby Ontario's website.

Responsibilities of Committee Chairs

- To ensure compliance with the Terms of Reference.
- To comply with all approved budgeting, financial & planning policies and procedures.
- To provide a results-oriented report to the Annual Meeting.
- To liaise as required with other directors on issues that have implications for other portfolios.
- To present unresolved issues to the Board or CEO, as appropriate, for decision/direction.
- To submit proposed amendments to the Terms of Reference to the Board or CEO, as appropriate, for approval.

Responsibilities of Non-Board Committee members

- To represent the views of their constituents at the meetings.
- To report committee decisions and actions to their constituents.

Scope of the Committee:

To be identified by the Committee at its first meeting. For clarity, it may also identify what is outside its scope.

Approval of Terms of Reference:

Date approved by the Board:

Appendix C1

Director's Code of Conduct

In accordance with the By-Laws, Directors shall:

1. Act honestly and in good faith with a view to the best interests of the Corporation.
2. Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances by:
 - Actively participating in Board and assigned Committee meetings.
 - Attending major Rugby Ontario events whenever practical to do so.
 - Avoiding any behaviour that would bring Rugby Ontario into disrepute.
 - Being collaborative and open to change when dealing with the different perspectives of Board members and stakeholders.
 - Being supportive of Rugby Ontario's sponsors and refrain from displaying support for their competitors when involved in Rugby Ontario events.
 - Bringing forward stakeholder concerns with suggestions as to how they might be addressed.
 - Complying with all Board policies and procedures, including but not limited to the Board's Conflict of Interest Policy and Confidentiality Policy.
 - Ensuring that Rugby Ontario complies with applicable legislation, its Letters Patent and its By-Laws.
 - Only speaking publicly on rugby matters in such a way that the comments may be perceived to be an official representation of Rugby Ontario if authorized to do so by the Board.
 - Refraining to engage in activities or accepting appointments/elections to office in any organization whose activities may conflict with Rugby Ontario's role as the governing body for rugby throughout Ontario, without the prior written consent of the Board.
 - Supporting Board decisions that benefit rugby in Ontario as a whole even when such decisions may be perceived as not being in the best interests of their 'home' rugby organizations.
 - Treating discussion and voting on motions at Board meetings as confidential, except to the extent that they are documented in the Board-approved minutes.
3. Comply with the Board's Conflict of Interest Policy.

Compliance Procedure

If a violation of the Code of Conduct, including an undisclosed conflict of interest arises involving a director, the Board is required to investigate in an in-camera meeting, as specified in Section 4.24 of the By-laws. A determination of the Board that a violation exists or may exist shall be final and binding on Rugby Ontario and the director.

Annual Declaration

I acknowledge that I have read this Code of Conduct, the associated Conflict of Interest Policy (ref. Appendix C2) and Confidentiality Policy (ref. Appendix C3), and agree to abide by their

provisions. I understand that failure to do so may result in my suspension or expulsion from the Board.

Name of Director: _____

Signed: _____

Dated: _____

Appendix C2
Director's Conflict of Interest Policy

1. Definitions

- 1.1. An “**interest**” may be personal or those of a close friend, family member, business associate, corporation or partnership in which you hold a significant interest, or a person to whom you owe an obligation.
- 1.2. A "conflict of interest" is any situation where your interests could influence or appear to influence your ability to:
 - a) Act in Rugby Ontario's best interests.
 - b) Represent Rugby Ontario fairly and impartially.
- 1.3. An "indirect benefit" is a benefit that:
 - a) Is derived by a close friend, family member, business associate, a corporation or partnership in which you hold a significant interest or a person to whom you owe an obligation.
 - b) Advances or protects your interests although it may not be measurable in money.
- 1.4. A “**designate**” is a person that may be appointed by the Board to be its representative on specified conflict of interest matters.
- 1.5. “**Rugby Ontario information**” is information that is acquired solely by reason of involvement with Rugby Ontario and is under an obligation to be kept confidential.

2. General Obligations

- 2.1. Unless authorized to do so by the Board or its designate, you may not:
 - a) Act on behalf of, or deal with Rugby Ontario in any matter where you are in, or appear to be in, a conflict of interest; nor
 - b) Use your position, office or affiliation with Rugby Ontario to pursue or advance your interests as defined in paragraph 1.1.
- 2.2. The "appearance of a conflict of interest" occurs when a reasonably well-informed person could have a perception that you are acting on behalf of Rugby Ontario to promote your interests as defined in paragraph 1.1.
- 2.3. You shall formally disclose a conflict of interest to the Board as soon as it becomes known. If you do not become aware of the conflict until after a matter is concluded, you are still required to make the disclosure without delay.
- 2.4. If you are in doubt about whether you are or may be in a conflict of interest, you should promptly request and comply with the advice of the Board or its designate.
- 2.5. Unless otherwise directed, you must immediately take steps to resolve the conflict or remove the appearance that it exists, by:

- a) Promptly declaring to the Board any conflict of interest as defined by this policy and asking that such declaration be recorded in the minutes.
- b) Excusing yourself from the portion of the meeting where the matter giving rise to the conflict of interest is being discussed.
- c) Refraining from all discussion of the matter giving rise to the conflict of interest, at any meeting of the Board, or elsewhere.
- d) Refraining from voting on the matter giving rise to the conflict of interest, at any meeting of the Board.

2.6. In addition, you may not:

- a) Use your relationship with Rugby Ontario to confer an indirect benefit to another party as defined in 1.3(a).
- b) Directly or indirectly benefit from any business activity involving Rugby Ontario except in unique situations authorized by the Board.

3. Using Rugby Ontario Property and Information

3.1. You must have authorization from the Board or its designate to:

- a) Use, for personal purposes, property owned by Rugby Ontario.
- b) Purchase Rugby Ontario property unless it is through channels of disposition equally available to the public, and you are not involved in some aspect of the sale.

3.2. You may not take personal advantage of an opportunity available to Rugby Ontario unless:

- a) It is clear that Rugby Ontario has irrevocably decided against pursuing the opportunity, and
- b) The opportunity is equally available to members of the public.

3.3. You may not use your position with Rugby Ontario to solicit or transact business any Rugby Ontario stakeholder for business in connection with any interest as defined in paragraph 1.1.

3.4. You may use Rugby Ontario information only for Rugby Ontario purposes. It must not be used for your personal benefit.

3.5. You must protect Rugby Ontario information from improper disclosure and report any incidents of misuse to the Board or its designate.

3.6. You may divulge Rugby Ontario information if you are authorized by the Board or its designate to do so, and the person has a lawful right to access it.

3.7. If you are in doubt about whether Rugby Ontario information may be released, you should promptly request and comply with advice from the Board or its designate.

4. Rules about Gifts

- 4.1. You may accept a gift made to you because of your involvement in Rugby Ontario in the following circumstances:
 - a) The gift has no more than token value.
 - b) It is the normal exchange of hospitality or a customary gesture of courtesy between persons doing business together.
 - c) The exchange is lawful and in accordance with accepted ethical practice and standards.
 - d) The gift could not be construed by an impartial observer as a bribe, pay off, or improper or illegal payment.
- 4.2. You may not use Rugby Ontario property to make a gift, charitable donation or political contribution to anyone on behalf of Rugby Ontario. Any gift requires the authorization of the Board or its designate.
- 4.3. Directors are to be especially cognizant of conflicts of interest in any involvement with special events, including international matches, and ensure that their actions comply with the Code of Conduct. Directors with a concern regarding potential conflicts are permitted to bring them forward for adjudication by the Board of Directors.

Appendix C3
Director's Confidentiality Policy

1. Definition

"**Rugby Ontario information**" is information that is acquired solely by reason of involvement with Rugby Ontario and is under an obligation to keep confidential. This includes any information, and know-how concerning the past, present and contemplated services, products, processes, and procedures for and of providing, marketing, distributing and selling goods or services related to the business of Rugby Ontario, including, without limitation, information, knowledge or data relating to training programs, manuals, designs, compilation of information, data, databases, programs, plays, methods, techniques, equipment or machines, customer/member information, their names, contact information, preferences and skills.

2. General Obligations

2.1 Unless authorized to do so by the Board or its designate, you may not at any time:

- a) Disclose any Rugby Ontario Information to any person, firm, association, syndicate, joint venture, partnership or corporation; or
- b) Use any Rugby Ontario Information other than in the ordinary and usual course of the business of Rugby Ontario.

2.2 Upon ceasing to be a Director, or at any other time upon request of the Board, you are to:

- a) Immediately return any Rugby Ontario Information in your possession including, without limitation, paper and electronic copies, and notes based thereon, whether prepared by yourself, other Directors or the RO Office; and
- b) Not retain any copies or other reproductions or extracts thereof.

2.3 If you are in doubt about whether you are or may be non-compliant with this policy, you should promptly request and comply with the advice of the Board or its designate.

Appendix D1 CEO General Responsibilities

Reporting to the Board, the CEO will:

- Provide the vision, leadership, strategy and general management skills necessary to help grow the sport of rugby in Ontario. This will include ongoing refinement and implementation of a strategic plan to advance Rugby Ontario's vision and strategic objectives; promoting new sources of funding; building new marketable events; expanding the ages and locations of rugby participation in Ontario; and improving the development of high performance athletes graduating from Ontario to the international stage (making Ontario a significant Centre for development of high performance rugby players).
- With a strong background in sport management, fundraising and leading a large volunteer base, develop, refine and lead a motivated management team to ensure that overall fundraising, "grow the game" and high performance initiatives are achieved.
- Maintain an open and communicative relationship with the Board, including the provision of informal and formal updates on Rugby Ontario's performance, management direction and decisions.
- Represent Rugby Ontario to all stakeholders in the rugby community which includes our members, Rugby Canada, the Branch Unions, Fletcher's Fields and the various government bodies, as required.

Key Objectives:

The key objectives of the CEO mirror those of Rugby Ontario:

1. Help complete the articulation of a compelling vision and mission for Rugby Ontario

The CEO continually sets and reinforces a clear vision about where Rugby Ontario is headed through actions to:

- **Create and disseminate** a clear vision of what Rugby Ontario does and how it will successfully grow the game.
- **Leverage** research and experience to adjust Rugby Ontario's core strategy and **evaluate** its execution to help accelerate rugby into one of the highest growth sports in the province.
- **Read and react** to signals in the provincial (as well as national and global) sports landscape to ensure that any further refinements of Rugby Ontario's direction are proactive rather than reactive.

2. Lead the day-to-day operations of Rugby Ontario

The CEO provides direction on all operating matters and is accountable for overseeing the existing business, managing revenue and funding sources to ensure the continued operation of Rugby Ontario; and ensuring that objectives are achieved in a responsible and cash flow neutral manner. This includes:

- **Operational Management** - providing diligent, day-to-day oversight of all material cash management decisions and related actions with a goal of optimizing overall expenditure.
- **Financial and Scorecard Reporting** - preparing a detailed and accurate financial

update/forecast as well as reporting on key operating metrics to the Board on a quarterly basis. The commentary accompanying the updates should highlight decisions and/or actions taken in the prior quarter in support of achieving the stated goals.

3. Identify and secure new sources of funding

The CEO should identify existing and potential funding sources to increase their engagement and their support of the sport in Ontario. The CEO will need to quickly establish credibility with existing government agencies and major funding sources to successfully advocate on behalf of all rugby stakeholders in the province through:

- **Effective communications** - The CEO will have relevant experience; be a credible, informed resource and leader; be available to facilitate fundraising where necessary; be able to align and adjust fundraising activity ahead of need; and keep funding sources funders informed and engaged.
- **Government stewardship** – The CEO will ensure that Rugby Ontario is well positioned in the public funding arena; and builds relationships and credibility with key influencers and decision-makers to sustain access to existing funding sources and increase opportunities to expand government funding.
- **Event creation and management** – The CEO will have relevant experience creating and growing major events as both a funding source and promoting community engagement. The first major event being re-introduced is the Magnificent 7's rugby tournament, which is expected to become a marquee fixture in Ontario and a major fundraising source. Other marketable events need to be identified and operationalized.

4. Accelerate the growth of grass roots rugby (heavy emphasis on minor and junior development)

Growing the base of players and fans is critical to the long-term development of rugby in the province and has the support of all levels of rugby administration from Rugby Canada to the club level. The CEO will work closely with staff and community stakeholders to help accelerate the development of a broader base of young athletes playing rugby through:

- **Community engagement** - The CEO should have relevant experience growing a stakeholder base either through sport, business or other form of “movement”.

5. Leadership and team building

In addition to attracting and retaining top talent, the CEO is responsible for ensuring the right people are in the right seats doing the right things to advance the needs of Rugby Ontario. The CEO will demonstrate team guidance and leadership; and set the tone and style of management for Rugby Ontario's employees through:

- **Talent Assessment** – The CEO will evaluate, assess and evolve the deployment of existing staff to achieve organizational objectives; ensure that all roles are clearly defined and understood, including measures for success; identify any roles that need to be re-organized; act decisively on poor performers, especially those negatively impacting others; and update the Board on team performance monthly.
- **Talent Retention** – The CEO will identify key functions and skill sets within the existing team to maximize retention of key employees.
- **Talent Attraction** – The CEO will identify key functions and skill sets essential to the evolution and success of Rugby Ontario; and make all reasonable efforts to attract

new resources needed to further its needs.

- **Mentorship & Coaching** – The CEO will coach key employees in their ongoing development and leverage of their strengths and abilities towards the benefit of Rugby Ontario; demonstrate leadership; and empower the management team to use their leadership skills.

6. Help establish a successful Centre of Excellence (CoE) in Ontario for the development of high performance rugby players

A CoE is essential to develop Ontario athletes and promote them to the national ranks. Ontario has over 40 percent of the rugby players in Canada and, in order to provide the training facilities necessary to their development, local facilities are required to maximize participation and supply needed depth to national teams. The CEO will take a major role in the planning and development of the CoE through actions taken to:

- Identify and procure a location.
- Institute a planning and development committee to drive the project.
- Establish relationships and partnerships with corporate and individual sponsors and donors; multi-level governments; and rugby stakeholders.
- Identify required facilities and structure budgeting and controls.
- Develop collaboration with compatible sports organizations and community bodies.
- Establish management structures and systems for the CoE.

7. Lead the continuing development of high performance operational Committees, recruiting professionally relevant volunteers

The CEO will demonstrate the following attributes:

Essential Business Skills:

- A confident and professional communicator
- Ability to create, communicate and enforce a clear vision of what Rugby Ontario does and how it serves its stakeholder community.
- Knowledge and history of a broad range of sports – from grass roots to high Performance.
- Strength and professional maturity to deal with multiple stakeholders and agendas; and navigate complex relationships e.g. government funding sources.
- Ability to understand financial statements and key drivers.
- Proven ability leading a team – establishing priorities and goals, measuring and providing feedback.
- Proven ability to identify team member strengths and weaknesses; and assign responsibilities where they will add the greatest value – a masterful delegator.
- Strong history recruiting high performance volunteers and advisors; and effectively leveraging them to help drive organizational objectives.

Key Personal Qualities.

- Passion for sports with a “builder” mentality.
- Natural connector and relationship builder.
- Likes to be outside the office meeting with stakeholders and the broader community that they serve.
- More of a leader than a manager – has an inspiring vision and capable of persuading staff, Board and volunteers to follow it.

- Competent in all of the key functional areas to effectively direct staff and support resources to achieve program objectives.
- Optimistic and positive attitude.
- Capable of seeing past the obstacles and helping the team effectively overcome them.
- Capacity to create a positive culture and make Rugby Ontario a fun and desirable place to work.

Appendix E Director Eligibility

This document defines the qualities, skills, expertise, experience, and diversity requirements of individuals considered for election to the board of directors of Rugby Ontario. Its purpose is to support the Nominations Committee’s mandate to identify, vet and nominate qualified candidates. This document will be updated from time to time by the Governance Committee.

For an individual to be considered and nominated for election, they must:

1. Have the following qualities and characteristics prescribed by the Governance Committee:
 - a. Be passionate about rugby
 - b. Be able and willing to devote adequate time and energy
 - c. Have a track record of active participation in board or equivalent proceedings at other organizations
 - d. Be committed to Rugby Ontario’s vision and mission
2. Demonstrate at the ‘advanced’ or ‘expert’ level at least one of the skills listed as ‘mandatory’ in the ‘Skills Matrix’ plus at least one of the skills listed as ‘desirable’. In each case the skill must be one that is lacking on the board in respect of the given nomination cycle at the ‘advanced’ or ‘expert’ level.

The board should also be populated to achieve diversity, including in gender, race, language, and geography.

Skills Matrix

Mandatory

Enterprise Risk Management
Financial / Accounting Expertise
Human Resources
Issue / Crisis Management
Government Relations
High Performance Sport
Legal / Governance
Strategic Planning

Desirable

Domestic Rugby
Fundraising / Sponsorship
Insurance
Media Relations
Sport Marketing
Technology
Program Development

Each of the incumbent directors will complete a skills self-assessment on an annual basis, prior to the Annual General Meeting. This self-assessment will identify the individual’s demographics as well as their level of competence in each mandatory and desirable skill. Aggregated results will be shared with the Nominations Committee to identify current and upcoming skill or demographic gaps based on term expiry.

Skills Descriptions

Mandatory Skills:

Enterprise Risk Management

- Risk management experience in evaluating and mitigating the risks faced by an organization. Ability to identify key risks to the organisation in a wide range of areas

including legal, operational, liability and compliance, as well as monitor and implement risk and compliance systems.

Financial / Accounting Expertise

- Experience in financial analysis, forecasting, risk, audit oversight, or internal controls. Understanding of financial reporting.

Human Resources

- Experience guiding and managing the overall provision of human resources services, policies, and programs, including recruitment, retention, training and development, performance evaluation and compensation.

Issue / Crisis Management

- Experience in crisis planning and management procedures for an organisation, including roles and responsibilities, information management processes, decision-making protocols, and communication/co-ordination requirements.

Government Relations

- Experience influencing and advocating to governmental or non-governmental organizations particularly at the federal and provincial levels. Ability to support relationships with international, national, and local funding partners and other stakeholders.

High Performance Sport

- Involvement in elite level sport as owner or manager of a national, international or professional organization. Understanding of the inner workings of top-tier sport.

Legal / Governance

- Legal knowledge and analytical skills. Understanding of fiduciary duties and responsibilities, governance principles and practices.

Strategic Planning

- Experience developing and leading strategy, including literacy on social trends, risks, and opportunities for the organization. Experience overseeing the development and execution of a strategic plan.

Desirable Skills:

Domestic Rugby

- Connected to and knowledgeable of the domestic rugby landscape. Understanding of the sport funding models and competition formats. Ability to effectively engage and communicate with local stakeholders.

Fundraising / Sponsorship

- Experience in spearheading fundraising planning and activities and directing and leading major fundraising or sponsorship initiatives.

Insurance

- Knowledge of insurance industry business fundamentals, including products, distribution, actuarial concepts, and risk analysis.

Media Relations

- Experience in organizing and overseeing media relations activities and ensuring effective communication with stakeholders, media, and the public. Expertise in developing campaigns, strategies, and programs related to social media.

Sport Marketing

- Experience in the advertising of sport and sport associations, the use of sporting events, sporting teams and individual athletes to promote various products or the promotion of sports to the public to increase participation.

Technology / Innovation

- Experience with the design and implementation, or oversight of the design and implementation, of enterprise-wide information technology systems, data analytics, privacy and cybersecurity strategy and policies.

Program Development

- Experience in the design and delivery of sport-specific programming, from grassroots opportunities to high performance activities for a variety of audience.

For more information regarding Rugby Ontario's Governance practices, policies & procedures, please contact info@rugbyontario.com or visit our website at: www.rugbyontario.com