



Governance Manual

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TABLE OF CONTENTS

PART 1: PURPOSE AND ADMINISTRATION		PAGE
1.1	PURPOSE	4
1.2	GLOSSARY OF TERMS	4
1.3	GOVERNANCE INSTRUMENTS	4
1.4	CHANGE PROCESS	6
PART 2: MEMBER ORGANIZATIONS, STAKEHOLDERS AND OTHER RELATIONSHIPS		
2.1	RUGBY ONTARIO RELATIONSHIPS	7
2.2	RUGBY ORGANIZATIONS	8
2.3	BRANCH UNIONS	8
2.4	RUGBY MATCH OFFICIALS SOCIETIES	9
2.5	FLETHER'S FIELDS & CANADIAN RUGBY FOUNDATION	9
2.6	GOVERNMENT OF ONTARIO	9
2.7	PROVINCIAL RUGBY UNIONS	10
2.8	EXTERNAL RUGBY ORGANIZATIONS WITH RUGBY PROGRAMS	10
PART 3: BOARD OF DIRECTORS		
3.1	GOVERNANCE STYLE	10
3.2	BOARD ROLES AND RESPONSIBILITIES	11
3.3	DIRECTOR'S CODE OF CONDUCT	11
3.4	BOARD ELIGIBILITY QUALIFICATIONS	11
3.5	BOARD NOMINATION AND ELECTION PROCESS	11
3.6	BOARD ORIENTATION	11
3.7	OFFICER ELECTION PROCESS	11
3.8	COMMITTEES	12
3.9	BRANCH COUNCIL	13
PART 4: BOARD-CEO RELATIONSHIP		
4.1	RELATIONSHIP STRUCTURE	13
4.2	DELEGATION TO THE CEO	13
4.3	CEO ROLES AND RESPONSIBILITIES	14
4.4	BOARD BRIEFINGS	14
4.5	RESULTS MONITORING	14
4.6	PERFORMANCE REVIEW	14
PART 5: MANAGEMENT POLICIES AND PROCEDURES		
5.1	FINANCE	15
5.2	PLANNING	17
5.3	COMMUNICATIONS	18
5.4	PROGRAM AUDITS AND EVALUATIONS	18
5.5	PROGRAM ADMINISTRATION	19

APPENDICES

A – Terms of Reference

- A1 – Terms of Reference Template
- A2 - Board of Directors
- A3 - Branch Council
- A4 – Finance & Audit Committee
- A5 – Governance Committee
- A6 – Human Resource Committee
- A7 – Nominations Committee
- A8 – Fletchers Fields / Canadian Rugby Foundation Committee
- A9 – Risk Management Committee
- A10 - High Performance Committee
- A11 - Player Welfare Committee
- A12 – Business Development Committee
- A13 – Schools/Education Committee
- A14 – Grassroots Development Committee
- A15 – Match Officials Committee
- A16 – Discipline and Appeals Committee*
- A17 – Competitions Committee*
- A18 – Awards & Hall of Fame Committee*

B – Directors Code of Conduct and related Policies

- B1 – Director’s Code of Conduct
 - B2 – Director’s Conflict of Interest Policy
 - B3 – Director’s Confidentiality Policy
-

C – CEO’s General Responsibilities

D – Governance Policies and Procedures (NEW)

- D1 – Annual Membership Renewal Policy
- D2 – Strategic Plan 2025-2028 Framework
- D3 – Annual Operational Plan Framework

1. PURPOSE AND ADMINISTRATION

1.1. Purpose

This Manual, which is an updated version of the one approved in March 2021, is intended to:

- Be the compendium for all documentation which collectively forms Rugby Ontario's governance structure;
- Demonstrate the complexity of the governance structure in terms of the inter-relationships between the Board of Directors and its multiple stakeholders; and,
- Provide clear guidance on the respective roles and responsibilities of the Board of Directors (Board), Chief Executive Officer (CEO), Committees and professional staff.

1.2. Glossary of Terms

The terms used in this Manual are defined in Article 1.1 of Rugby Ontario's Bylaw No.2.

1.3. Governance Instruments

Governance instruments may be grouped into the following 4 categories.

GROUP 1 – International, National and Provincial Instruments

1.3.1 Federal and Provincial Legislation

There are several acts and subordinate regulations with which Rugby Ontario must comply. The main legislation is the Not-for-Profit Corporations Act, 2010 (ONCA) which was proclaimed in October 2021, thereby replacing Ontario's Corporations Act, 1990. Rugby Ontario had until October 2024 to bring its By-Laws and Letters Patent into compliance with ONCA, and did so by May 2024.

1.3.2 World Rugby Regulations

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 the World Rugby website for details (www.world.rugby)

1.3.3 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 12, 2022. (See Rugby Canada website for its latest in governance issues – www.rugby.ca)

GROUP 2 - Rugby Ontario Legal Instruments

1.3.4 Letters Patent of Amalgamation

This document, dated January 1, 2019, constitutes The Ontario Rugger Union as a corporation without share capital and identifies its purposes. It requires the submission of annual returns under the Corporations Information Act, 1990 to remain valid and has been updated via the Articles of Amendment to comply with ONCA requirements by October 18, 2024.

1.3.5 Bylaw No.2

The revised Bylaw was ratified by the membership and took effect on May 9, 2024. The purpose of the revision was to reflect adjustments to Rugby Ontario's governance structure in response to Board decisions taken since the previous update, and to achieve full compliance with ONCA resulting from an independent legal review. Those sections of the previous Bylaw which were identified in the review as no longer needed in the ONCA-compliant Bylaw, but which remained valid, have been transferred into this Manual. For practicality, Bylaw references in this Manual are shown by their Article identifier.

GROUP 3 – Other Key Instruments

1.3.6 Rugby Ontario Strategic Plan 2022-2025

Ontario's Sport Recognition Policy requires Rugby Ontario to: 'have a Board-approved strategic plan for a minimum of 3 years. It should include a vision statement/mandate; strategic directions; an overview of current and future programs and activities; and risks and mitigation strategies. The current Plan was approved on February 13, 2022.

1.3.7 Rugby Ontario Governance Manual

The Governance Committee (ref. Appendix A5) is responsible for maintaining the manual and ensuring that updates are posted to the Rugby Ontario website on a timely basis.

1.3.8 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 updates are posted to the Rugby Ontario website on a timely basis.

1.3.9 Rugby Canada Policies

Rugby Ontario policies should align with relevant Rugby Canada Policies, notably the Safe Sport Policy Manual (March 2021); Privacy Policy (November 2020); Trans Inclusion Policy (January 2019); Age Banding Guidelines (undated); and Declaration and Release of Liability for Participation in Master's Rugby (January 2021) – refer to the Rugby Canada website for details.

1.3.10 Rugby Canada General Meeting Minutes

Resolutions, which are adopted by Members at a General Meeting of Rugby Canada are binding on Rugby Ontario, subject to appeal.

1.3.11 Ontario Ministry Responsible for 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. Its main source of direction is the Sport Recognition Policy for Provincial and Multi-Sport Organizations (August 2023).

GROUP 4 – All Other Rugby Ontario Instruments

1.3.12 Annual Operational Plan

Ontario's Sport Recognition Policy requires Rugby Ontario to submit operational plans for each year of its Strategic Plan specifying that it is 'to guide operations and align resources with the identified priorities', and 'should include performance measures, a financial budget and staffing requirements'. These annual plans are developed by the professional staff and recommended by the CEO for approval by the Board. In addition, they transform the priorities submitted to the CEO by the Board Standing Committees and Board Committees for implementing the Strategic Plan into more detailed, reportable activities which, in turn, become the foundation for the CEO-approved staff work plans.

1.3.13 Annual Budget

As implied by Article 8.4, the Board is authorized to approve Rugby Ontario's annual budget for the following year.

1.3.14 Service Agreements

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

1.3.15 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.

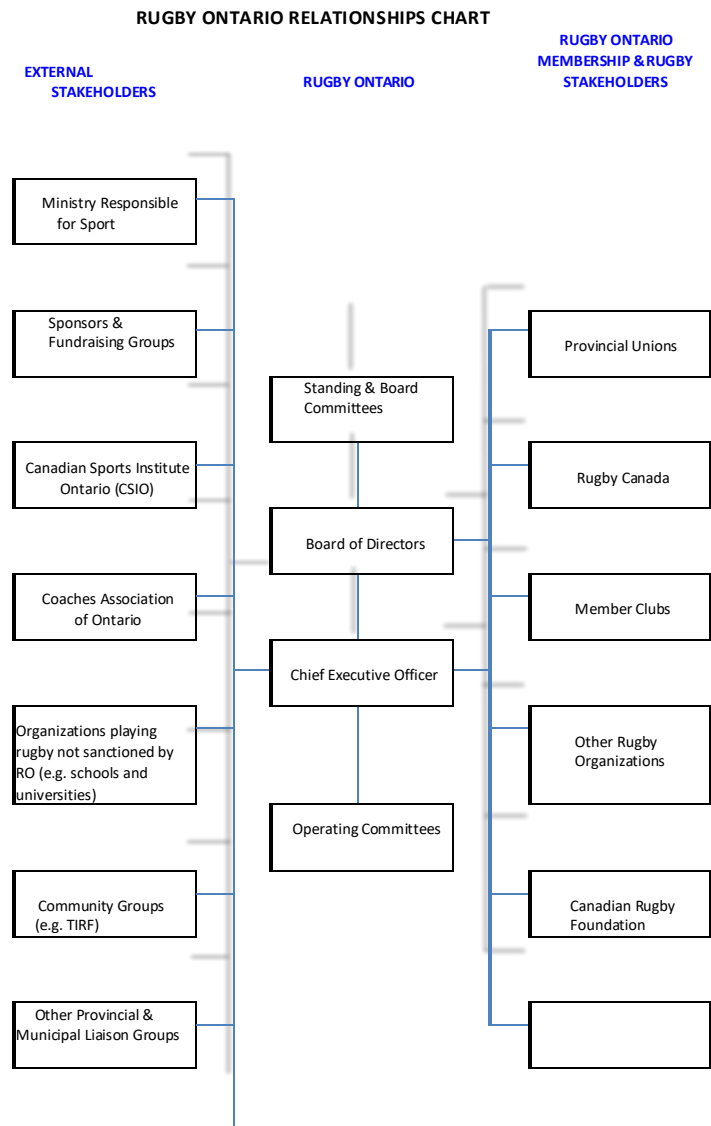
14. Change Process

The contents of this Manual should be updated as necessary. Proposed changes, which may be made by any Director or the CEO, are to be referred to the Chair of the Governance Committee for recommendation to the Board for approval. Previous versions should be retained by the CEO 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 the Rugby Ontario Relationships Chart below.



2.2. Rugby Organizations

The primary stakeholders to whom the Board is accountable are the Clubs and Branch Unions that meet the eligibility criteria and conditions of membership specified in Articles 1.1(u), 3.2 and 3.3; and are listed on the Rugby Ontario website. As specified in Article 3.1, they form a single class of membership – Member Rugby Organization. Under Articles 3.4 and 3.5, they are required to renew their membership and pay their dues each year “in accordance with the Governance Manual”.

Under Article 5.3, Members at Annual Meetings have the power to elect Directors; reappoint the incumbent auditor; and transact such other business prescribed by the Board or set out in this Manual. In keeping with previous bylaws, this includes:

- Approving the minutes of the previous Annual Meeting; the audit or review engagement report (which is less than an audit in that it gives some assurance that the financial statements are correctly stated); reports of the Board and professional staff; Registered Participant dues; Resolutions; and By-law amendments.
- Appointing a new auditor.
- On a non-binding basis, identifying business for the Board’s consideration.
- Restricting the Board’s borrowing powers.

Under Article 2.7, Members may request copies of the annual financial statements not less than 21 days in advance of the Annual Meeting.

Under Article 4.4, Members at Special Meetings have the power to approve special business. To date, they have been called to deal with specific urgent matters (e.g. raising Registered Participant dues to reflect changes in Rugby Canada’s dues structure; implementation of COVID-related health measures; and approving the Strategic Plan).

Under Article 4.14, each Member holds between 1 and 6 votes depending on its number of registered participants.

2.3. Branch Unions

The four 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. The Branch Union Chairs, or appointed delegates, form Rugby Ontario’s Branch Council (ref. Section 8.2). The Branch Council Chair is a full member of the Board.

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;
- Any Annual Service Agreement with Rugby Ontario is to be negotiated by no later than April 1st.

The assignment of Member Rugby Clubs to each Branch Union is shown on the Rugby Ontario website, along with their location and contact details.

24. Rugby Match Official Societies

The administrative activities related to Match Official recruitment, retainment and development are managed by the RO professional staff. Each Branch Union should have a Match Official Committee (Society) within its Branch Board governance structure. That Committee Chair, or designated representative, should be a full member of both the Branch Union Board/Executive and the Rugby Ontario Match Official Committee (Appendix 15).

25. Fletcher's Fields + Canadian Rugby Foundation

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. Although sold in September 2021, the facility has continued to be governed by a Board of Directors of Fletcher's Fields Limited, consisting of one representative from the six shareholder organizations, and who is authorized to operate the Fletcher's Fields facility through a lease-back agreement with the buyer until October 2024. The obligations of the corporation and its shareholders shall remain in effect until such time that Fletcher's Fields Limited is legally dissolved.

A Standing Board Committee (ref. Appendix A8) exists to ensure that Rugby Ontario's most valuable asset continues to be managed appropriately during the 3-year transition period.

2.5.1 Canadian Rugby Foundation – Rugby Ontario FFL Fund

In 2021, Fletcher's Fields Limited sold their land. Proceeds received by Fletcher's Fields Limited have been invested in the Canadian Rugby Foundation ("CRF"). The CRF, Fletcher's Fields Limited, Rugby Ontario and certain other parties have entered into a donation agreement (the "FFL Agreement"). Under the FFL Agreement a separate donor-advised fund agreement (the "Rugby Ontario FFL Fund") was established under a Memorandum of Agreement ("MOA"), as authorized by the Rugby Ontario Board of Directors, and which outlines the terms and conditions of the investment. These CRF funds are intended for re-investment in rugby activities in the province of Ontario. Rugby Ontario may receive an annual distribution of funds in accordance with the MOA and *Income Tax Act (R.S.C., 1985, c. 1 (5th Supp.))*.

26. 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. This information includes the personal details of all Directors and Officers – their address, when elected and Canadian residency. Management of this file is the responsibility of the CEO.

2.6.2. Ministry Responsible for Sport (Name of Ministry subject to change, but area of responsibility will not)

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. Provincial Rugby Unions

Rugby Canada is the governing body for rugby union in the country. Provincial bodies come under the Rugby Canada banner and holds jurisdiction within its own territory. For inter-provincial issues, 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. Of consideration is the inclusion of language introducing the new 'President's Council' and the Canadian Accord that is due to come into effect later in 2024.

2.8. External Organizations with Rugby Programs

Where rugby union is played outside the Rugby Ontario jurisdiction, Rugby Ontario may consider establishing and maintaining official relationships with the organization. For example, RO partners with TIRF (Toronto Inner-city Rugby Foundation) in specific projects and has service agreements with OFSAA, OUA and OCAA for the provision of Match Officials.

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.
- Actions taken independently of external influences.

3.2. Board Roles and Responsibilities

As specified in the Articles of Amendment, the Board may have a maximum of 11 Directors. Presently, it consists of 9 Directors:

- Four (4) Directors appointed by the Board to Officer positions (ref. Article 7.3)
- Four (4) Directors whose duties are established by the Chair
- One (1) who is the Branch Council Director (ref. Article 8.2).

The Board's Terms of Reference are shown in [Appendix A2](#) and are aligned with the meeting procedures described in Articles 6.1 – 6.11.

3.3. Director's Code of Conduct

Directors are required to sign a Declaration Form (ref. [Appendix B1](#)) at the start of their term of office, acknowledging that they have read the Code of Conduct and agree to abide by its provisions, which encompass the Board-approved Director's Conflict of Interest Policy (ref. [Appendix B2](#)) and Director's Confidentiality Policy (ref. [Appendix B3](#)).

3.4. Board Eligibility Qualifications

Candidates for election to the Board are required to have demonstrable and significant experience in at least two (2) of the following areas:

- Accounting, human resource management or legal designation.
- Communications, finance, fundraising, marketing, information technology, media or public relations.
- Government relations, planning, policy development or risk management.
- Sport administration at multiple levels.

3.5. Board Nomination and Election Process

Candidates are required to complete the Board Nomination Form (ref. Forms section of the Rugby Ontario website) and submit in accordance with the requirements indicated in Article 5.2. The election process and term limits are described in Article 5.3.

3.6. Board Orientation

At the Board Meeting immediately after the Annual Meeting, each newly-elected Director is required to sign the Code of Conduct Declaration Form and will be provided with information on Board communication procedures and other relevant material not accessible on the Rugby Ontario website.

3.7. Officer Election Process

The four (4) Officer positions are those of the Chair, Vice-Chair, Secretary and Treasurer. They are to be elected for a one-year term at the first meeting of the Board following the Annual Meeting (ref. Section 5.1). Given the roles and responsibilities of these positions, candidates should possess the relevant skill sets.

3.8 Committees

There are three categories of permanent Committees – Standing and Board Committees, which are authorized by the Board; and Operating Committees which are authorized by the CEO (ref. chart above). Their Terms of Reference are drafted in accordance with the template in Appendix A1 and approved on the recommendation of the Governance Committee. Following appointment, each Committee’s Chair, Members and Staff Liaison are to be posted to the Rugby Ontario website along with their Rugby Organization or other affiliation. In addition, the Board or CEO may establish Working Groups and appoint advisors to address specific, time-dependent issues.

3.8.1 Standing Committees

Standing Committees may be characterized as having a program management focus. Both the Chair, who is a Director, and the members are appointed by the Board. Generally, members are external ‘experts’ who are recommended by the Chair or the Branch Council.

3.8.2 Board Committees

<i>STANDING COMMITTEES</i> (Appendix)	<i>BOARD COMMITTEES</i> (Appendix)	<i>OPERATING COMMITTEES</i> (Appendix)
Board of Directors (A2)	High Performance (A10)	Match Officials (A15)
Branch Council (A3)	Player Welfare (A11)	Discipline, Appeals & Investigations (A16)
Finance & Audit (A4)	Business Development (A12)	Competitions (A17)
Governance (A5)	Education Liaison (A13)	Hall of Fame and Awards (A18)
Human Resource (A6)	Grassroots and Club Development (A14)	Build Belonging Legacy Committee (TBD)
Nominating (A7)		Youth Development (TBD)
Fletcher’s Fields Divestment (A8)		Minor Rugby (TBD)
Risk Management (A9)		Marketing and Communications (TBD)

Board Committees may be characterized as having a focus on growing the game in an evolving business, cultural and sport environment. The Chair, who is an external ‘expert’, and the members are appointed by the Board on the recommendation of the Board Chair and Branch Council. Committees have at least one (1) Director as a member. They are advisory in nature and, through their Chair, may make recommendations to the Board.

3.8.3 Operating Committees

These can be characterized as having a program and/or project delivery focus. The Chair, who is an external ‘expert’, and the members are appointed by the CEO.

The CEO may establish Working Groups and appoint Advisors to address specific operational issues beyond the scope of the established Operating Committees, typically within a limited time period.

3.9 Branch Council

The By-Laws (ref. Section 6.2) provide for the establishment of a Branch Council, and it operates as a Standing Committee of the Board. It comprises the four (4) Branch Union Presidents or their appointed delegates. The Council's Chair is a full RO Board member. It functions in accordance with the Board-approved Terms of Reference (ref. [Appendix A3](#)).

4. BOARD – CEO RELATIONSHIP

4.1. Relationship Structure

The linkages between the Board, Committees, CEO and professional staff 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 members 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 and procedures, 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 and procedures 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 staff members in exercising specified responsibilities, Directors and Committee Chairs may not task them. If, in the CEO's judgment, a request for staff involvement 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. 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 C](#).

The Board expects the CEO to manage the work environment in such a way that:

- The conditions are fair, dignified, organized and clear for all professional staff; and
- It operates in accordance with the policies and procedures specified in the RO 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 any emergency situations that may arise in the course of their duties.
 - ✓ Is maintained by the CEO and updated on a timely basis.

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. Results Monitoring

The purpose of results monitoring is to determine the degree to which the Annual Operational Plan, Budget, Board policies and other agreed goals are being accomplished. To this end, the CEO provides regular progress reports including:

- A semi-annual report on Operational Plan implementation to the Board;
- Quarterly financial statements to the Finance & Audit Committee; and
- A summary of new and emerging issues at each Board meeting.

4.6 Performance Review

The Human Resource 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 (3) years, as part of the evaluation process, the Committee may seek other confidential input in a carefully planned "360" review by inviting 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. The procedures by which these delegations are exercised are maintained and retained by the CEO.

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***. The CEO is responsible for determining the signing authorities that may be delegated to staff members; and sharing them with the Board Chair and Treasurer.

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 Board Chair/ Treasurer for signing contracts, and other financial instruments approved by the Finance and Audit Committee.
- Over \$25,000 by the CEO and/or Board Chair/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 the officer 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:

- Although the CEO has the discretion to undertake a Request for Proposal/Quote (RFP/RFQ) process, it should be a standard procedure for major suppliers.
- 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 two (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 no later than November 30, a preliminary budget for the next fiscal year shall be prepared by the CEO. 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. (i.e. The CEO sets a preliminary budget, the Finance Committee endorses, and the Board approves. Note: No Committee other than the Board has authority to approve budgetary implications.)

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

For audit purposes, Rugby Ontario's year-end 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 at 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 paragraph (a) above, and updating the inventory records accordingly. Assets that are not fully depreciated should be written off the books.

5.2. Planning

5.2.1 Strategic Planning

As specified in the previous Bylaw, the Board is required 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, in accordance with the Corporations Governance Manual". Also, the Board is responsible for notifying the membership of the development process including stakeholder consultations; responding to any queries on the approved plan; and determining if a mid-term update is required. The Board has delegated overall responsibility for implementing the Strategic Plan and reporting on implementation progress to the membership at each Annual Meeting to the CEO.

In support of these responsibilities, Appendix D2 shows the Board-approved development and implementation process, including the transition from the current (2022-25) cycle to the next one.

5.2.2 Operational Planning

The Board has delegated overall responsibility for the development and delivery of the Annual Operational Plan to the CEO. In support of this responsibility, Appendix D3 shows the Board-approved process, including the timely issuance of the Plan and Year-end Review to the membership.

5.3. Communications

5.3.1. Internal Communication Guidelines

The CEO is the conduit between the Board and professional staff for all governance, strategic, financial and other Board-related issues. This includes any position papers sent to the Board. If a Director or Committee Chair has any issue with a staff member or the staff as a whole, the complaint must 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 or Committee Chair.

5.3.2 External Communication Guidelines

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. To ensure that high standards and consistency on imaging, branding and messaging are met, all external memos, letters, articles, press releases and information pieces (that are intended for a public audience) are to be vetted through the CEO unless formally delegated to a staff member (e.g. Coordinator, Digital Media and Communications).

Generally, all communication with Rugby Canada's Board of Directors is to be handled by the Board Chair or CEO, and then disseminated to the Board and staff, as appropriate.

Correspondence with the press and media is to be directed to the Marketing and Communications Committee which liaises closely with the CEO on the content and timing of statements on behalf of Rugby Ontario. All such correspondence on sensitive matters, including the content and timing of statements on behalf of Rugby Ontario, are to be approved by the CEO in consultation with the Board Chair.

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 a timely basis 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 key information is posted to the site.

5.4. Program Audits and Evaluations

The Bylaw does not bestow any responsibilities on the Board or the CEO for conducting program audits or evaluations. From time to time, the Board may direct the CEO to ensure the integrity of programs by conducting spot audits and evaluations; and reporting the results to the Board.

Notwithstanding, the Governance and Risk Management Committees have the authority to review 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 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 Heritage, Sport, Tourism and Culture Industries in its Sport Recognition Policy for Provincial Sport/Multi-Sport Organizations.

Appendix A – SEE SEPARATE DOCUMENT APPENDICES A1-18

[Terms of References](#)

Appendix B1 – 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 Articles of Incorporation 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 S4.22. 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 B2) and Confidentiality Policy (ref. Appendix B3) 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 B2 – 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 B3 – 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 C - 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:

This section to be updated to align with CEO Performance metrics developed by the HR committee.

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.

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. To 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 regularly update the Board on team performance.

- **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 D1

Annual Membership Renewal Process

In accordance with the Rugby Ontario By-laws, Sec. 3.3 *Conditions of Membership* and Sec. 3.4 *Term of Membership*, the official process for the Branch/Club Annual Membership Renewal is described as follows:

1. Branch/Club Renewal

All Rugby Ontario branches and clubs must complete the Branch/Club Annual Membership Renewal Process to be in good standing. Only member organizations in good standing in the current fiscal year can begin the annual registration process for the next fiscal / membership year. The Annual Membership Renewal is completed online using a renewal form and payment platform through SportLoMo via a link provided by the Rugby Ontario Office. The timing of the commencement of the renewal process is at the discretion of the CEO, but is intended to begin in the month of December each year.

The following information will be required when completing the Branch/Club Annual Membership Renewal:

- Board & Executive contact details and roles including:
 - President, Vice President, Secretary, Treasurer, Registrar, Child Protection Officer, Risk Management & Safety Manager, Director of Rugby, Senior Men Director/Coach, Senior Women Director/Coach, Junior Boys Director, Junior Girls Director, Minor Programming Director, Training and Education Manager, Community/Development Manager, IDEA (Inclusion, Diversity, Equity & Accessibility) Lead, Website/Media Director, Rowan's Law Designated Person (Ontario Regulation here), and any other additional roles specific to your club.
[Note: This list may be amended from time to time]
- Club Corporation Number
- Club HST Number
- Acknowledgement of

The Branch/Club Annual Membership Renewal will include payment of the annual membership dues, which goes directly towards Rugby Canada's Directors & Officers Liability Insurance and Rugby Ontario's Annual Renewal. Full details on the D&O insurance can be found on Rugby Canada's website [here](#).

All contact details provided in the Branch/Club Renewal survey will be the contact information Rugby Ontario will utilize to connect with its members throughout the year.

2. Membership Categories Survey

Upon completion of the Branch/Club Annual Membership Renewal form and payment, each club will be provided a link (found in the automatic response email once payment has been processed for the Branch/Club Renewal) for a survey of the available participant membership categories that

will be made available through a separate process administered by the Rugby Ontario Office.

3. SportLoMo Passwords

As part of the renewal process, all club administrator passwords will be reset at the start of the next fiscal / membership year. Updated details will be distributed to clubs by Rugby Ontario with all required renewal information and details as described above.

Appendix D2

Strategic Plan 2025-2028 Framework

1. Current Situation

The Strategic Plan 2022-2025 is in the final months of its 4-year cycle. Its contents include:

- Vision and Mission statements
- Commitments and Values
- 5 Strategic Priorities, each with a set of Strategies and associated Key Targets
- 27 Strategies and 23 Key Targets

Its development methodology consisted of four phases:

- Review and Planning
- Data Collection and Engagement
- Strategy Development and Testing
- Membership Review and Approval

Implementation was achieved through the annual budget setting and operational planning processes.

2. Plan Development Framework

Phase I – Initiation (September-October)

Activity	Responsibility	Target Date
Establish Director-led Strategic Planning Working Group (SPWG)	Board	
Review previous strategic planning process	SPWG	
Develop Workplan for Board approval	SPWG	
Post-approval communication to membership via RO website	CEO	31/10/2024

Phase II – Information Gathering (October-December)

Activity	Responsibility	Target Date
Review progress in implementing current Strategic Plan		
Identify relevant strategies in Rugby Canada Strategic Plan 2024-2027	SPWG	
Design and distribute on-line survey to key stakeholders*	SPWG	
Draft 'Taking Stock' paper for stakeholder consultation session	SPWG	
Organize stakeholder consultation session (Hall of Fame weekend)	SPWG	
Finalize 'Taking Stock' paper for Board approval	SPWG	
Post-approval communication to membership via RO website	CEO	15/12/2024

* Board, Branch Council, Committee Chairs, senior staff, others?

Phase III – Strategy Formulation (January-May)

Activity	Responsibility	Target Date
Finalize Plan format	SPWG	
Prepare preliminary draft for Board workshop	SPWG	
Prepare discussion draft based on Board feedback	SPWG	
Distribute discussion draft to membership via RO website	CEO	
Organize 4 Branch Union 'town hall' sessions	Branch Council	
Prepare final draft based on town hall feedback for Board approval	SPWG	
Submit for membership approval at Annual Meeting	Board	30/4/2025

3. Plan Implementation Framework

Decisions Required:

- Should there be an automatic mid-period review (i.e. in Fall 2026) or should it be Board - determined?
- Is there a need for annual progress reporting separate from operational plan reporting?
- Is there a need to align the SP cycle (fiscal year) with the OP cycle (calendar year)?

Appendix D3

2025 Operational Plan Framework

1. Current Situation

2025 represents the first time since the pandemic that there is an opportunity to follow the process used to develop and implement the Operational Planning process.

2. Plan Development Framework

The Operational Plan is our key management planning document. Developed in conjunction with the annual Budget, and informed by a list of approved Annual Priorities, the Operational Plan is fully aligned to the organization's Strategic Plan, with Key Initiatives and Key Performance Indicators linked to all Strategic Objectives. Each Strategic Area of Focus (derived from the Strategic Plan) is separated into sections in the Operational Plan to create clear linkages for each department within the organizational structure to plan and report on annually.

The Budget development incorporates three levels of review: 1) internal management review, 2) Treasurer / Finance & Audit Committee review, and 3) Board review. Upon completion of the Budget review and feedback cycle, the final Operational Plan and Budget is presented for Board approval.

The Operational Plan and Budget forms the annual business plan of Rugby Ontario.

Timelines:

Activity	Responsibility	Target Date
Prepare draft department budgets for 2026	CEO	15/10/2025
Prepare draft operational plans for 2026	CEO	03/11/2025
Management completes internal reviews of draft budgets	CEO	03/11/2025
Submit draft 2026 Budget for Finance & Audit Committee review	CEO / Treasurer	08/11/2025
Management completes internal reviews of draft operational plans	CEO	15/11/2025
Receive/action Finance & Audit Committee feedback on budget	CEO / Treasurer	19/11/2025
Submit prelim 2026 Operational Plan & Budget for Board review	CEO	20/11/2025
Board approval of 2026 Operational Plan & Budget	Chair	30/11/2025
Prepare summary annual priorities presentation for members	CEO	15/12/2025
Provide report at Annual Meeting	CEO	30/04/2025

Procedure & Execution:

Managers are required to lead this process with their respective staff / direct reports. Using the designated software application, all departments are to complete the Operational Plan, specifically the areas that need to be drafted: Key Initiatives / KPIs / Timeline / Responsible/ Accountable / Budget Alignment / Key Partners. Budget templates will be shared.