



CanBoat / NautiSavoir
Operated by
**Canadian Power and Sail Squadrons – Les escadrilles
canadiennes de plaisance**

Board of Directors – Terms of Reference and Mandate

CanBoat / NautiSavoir

Board of Directors – Terms of Reference and Mandate

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1. Definitions

Board: **Board** means the Corporation's Board of Directors.

Corporation: The **Corporation** refers to CanBoat / NautiSavoir which is operated by Canadian Power and Sail Squadrons – Les escadrilles canadiennes de plaisance.

Director: A **Director** is an individual elected by the members of the corporation to serve on the **Board of Directors**, which is responsible for overseeing the governance, strategic direction, and fiduciary responsibilities of the organization. Directors must act in the best interests of the corporation and comply with legal duties such as care, loyalty, and obedience.

Management: **Management** refers to the individuals (often staff or senior executives) responsible for the **day-to-day operations** of the organization. They implement the strategic direction set by the board and manage programs, finances, and personnel. Management is distinct from governance, which is the board's role.

Management Committee: A **Management Committee** is a group of senior leaders or executives within the organization who oversee operational decisions, strategy execution, and internal coordination. In smaller not-for-profits, this may include the Executive Director and department heads. This committee is not a board committee but operates under the authority delegated by the board or executive leadership.

Officer: An **Officer** is a person appointed by the board to carry out specific executive functions. Common officer roles include **Chair, Vice-Chair, Secretary, and Treasurer**. Officers may or may not be Directors, depending on the bylaws, such as the **CEO** and other key staff so designated as Officers by the board. They are responsible for executing board decisions and managing specific areas of the organization's operations.

Operational Committee: An **Operational Committee** is a committee formed to support the **execution of programs or services**, often composed of staff or volunteers. Unlike board committees, operational committees do not have governance authority. Examples include functional committees, event planning teams, or program advisory groups.

Operational Management: **Operational Management** refers to the **execution and supervision of the organization's daily activities**, including program delivery, financial management, human resources, and compliance. This function is typically led by the Executive Director or CEO and their team, under the strategic oversight of the board.

2. Purpose

The CanBoat / NautiSavoir Board of Directors is obliged to:

- Oversee all aspects of the CanBoat / NautiSavoir's Management and operations.
- Make decisions in its best interest, taking into account, the impact on Members and/or other stakeholders.

Current Focus: The Board currently approved strategic initiatives in the Annual Operating Plan and the Annual Budget presented by the NMD/CEO. These documents serve as the foundation and reference point for assessing the performance of the NMD/CEO.

3. Criteria for Board Membership

- Active membership in good standing with CanBoat / NautiSavoir.
- Professional competencies and experience as outlined below (Section 4).
- Required to actively participate and engage in Board business.
- Non-member as determined by the Board from time to time.
- Other requirements as listed in the Canada Not-for-Profit Corporations Act: 18 years or older, not to have been declared incapable, not a person who is an individual and not having the status of bankrupt.

4. Board Competency and Experience Composition

CanBoat / NautiSavoir has a competency-based Board. The following competencies and professional experience are important criteria in the selection and nomination process for Board Directors.

- Governance
- Financial
- Marketing / Sales
- Boater education/training
- Technology
- Non-member related industry

The list below refers to the additional skills and experience required by the Directors of the organization:

Contribute to and Align with Strategic Direction

- Understanding of the relationship between the purpose and values of CanBoat / NautiSavoir, its Mission, operating principles and its strategic direction.
- Knowledge and experience to assist in specific opportunities to address identified business objectives.
- Ability to advance solutions for the business requirements for implementation by the Management, operational functions, volunteers and staff of the organization.
- Knowledge and experience to assist and contribute to Board discussions.

- Knowledge and experience of strategic planning and delivery processes, including understanding of a business plan and annual operating plan and budget.
- Confidence to engage the Board members and align relative issues on respective Board and committee agendas.
- Experience of contributing to the achievement of objectives within time and resource constraints.

Communication

- The ability to put views across clearly and sensitively in a variety of settings, including advocating for CanBoat / NautiSavoir and its value proposition and offerings.
- The ability to understand the perspective of and share the voice of the stakeholders being impacted with a view to advancing the strategic initiatives.

Collaboration

- Respect and trust by peers and stakeholders.
- Experience in participating in and supporting strategic group discussions.
- Ability to work effectively and collaboratively at all levels of governance (Board, committees, and other governance tasks, roles and responsibilities).
- Awareness and acceptance of diverse views and opinions.
- Sharing specific and broader expertise, whilst being able to recognize expertise in others.
- Ability to reflect on one's own behaviour and impact on others.

5. Term of Appointment

- Directors shall be nominated by the Governance Committee for Board approval for an initial term of:
 - Three (3) year term (Members), renewable once
 - One (1) year term (non-member related industry) renewable on Board invitation
- Directors may have an option to reapply for a further term (through the formal governance process) subject to their alignment, value assessment and commitment to deliver value towards the Board's strategic objectives.
- "Ex-officio" Board positions or Board positions that are determined automatically due to an individual's position are prohibited under the Canada Not-for-profit Corporations Act.
- Interim appointments (including replacement following a resignation) are subject to approval of the Board upon recommendation of the Governance Committee. Nominations are approved based on the qualifications and experience of a specific individual and are not transferable. Any appointment that follows a resignation must be reviewed and recommended by the Governance Committee and approved by the Board prior to appointment by the Board or Membership vote.

6. Accountability

The Board of Directors is responsible for the success and sustainable continuance of the organization in alignment with the mission and according to the requirements of the Canada Not-for-profit Corporations Act, and any other federal or provincial legislation or regulation that may apply to the organization and its operations.

7. Meetings

There will be regular scheduled meetings (minimum of one per quarter). Ad hoc/special meetings of the Board may be called as necessary. Meeting attendance is mandatory, and dates/times will be set according to normal notice periods with exceptions as noted in the CanBoat / NautiSavoir Policies document.

Notice of each meeting and all documentation including but not limited to mandatory pre-reading materials, agendas, motions, minutes, presentations and reports shall be given to each member of the Board of Directors by electronic communication via the organization's approved platforms and applications normally at least ~~five (5)~~ seven (7) calendar days prior to the meeting.

For security and compatibility purposes, all members are required to use the approved platforms and applications of CanBoat / NautiSavoir for all Board business.

The quorum of the Board will be a simple majority of Directors.

8. Voting

Each Director is entitled to one (1) vote. The Chair will cast an additional deciding vote in the event of a tie.

Votes are to be recorded including the names and votes of each Director.

Abstentions must be stated with a reasonable explanation such as conflict of interest.

If any Director is unable to commit to, or a conflict exists with any item on the Board agenda or with their role as per the Conflict of Interest Policy, they must abstain from voting on that item.

9. Roles and Responsibilities

The Board is responsible for all aspects of the organization, including overseeing its operations and holding Management accountable for delivering on the Mission of the organization. Boards are required to make decisions that are in the organization's best interests. In reaching a decision, the Board must be able to demonstrate that it took into account the decision's impact on the Members and various other stakeholders.

Each individual Director on the Board has a fiduciary duty to the organization, which encompasses two main duties:

- Duty of care: to act with the competence and diligence that a reasonably prudent person would exercise in comparable circumstances.
- Duty of loyalty: to act honestly and in good faith in the best interests of the organization.

Other responsibilities of the Board include:

Leadership and Strategy

- To champion the CanBoat / NautiSavoir Mission and value proposition.
- To strategically collaborate and build trusted relationships with other Board members and industry organizations for increased impact.
- To monitor Board approved business plans through Objectives, Goals, Strategies and Measures (OGSM) process with Key Performance Indicator (KPI's) that address specific strategic goals and business requirements outlined in the Annual Operating Plan and Budget.
- To ensure strategies agreed to by the Board can be and are adopted by the operational Management and program delivery functions of the organization.

Innovation and Development

- To support identification of strategic initiatives and issues related to the Canadian boating sector that can have specific solutions that bring value to the boating community and CanBoat / NautiSavoir Members.
- To support solutions and programs for implementation by CanBoat / NautiSavoir in the Canadian boating community. These must be aligned with strategic priorities, identified and supported by a business plan that addresses the need and provides a reasonable plan and expectation of cost recovery with contribution to CanBoat / NautiSavoir financial objectives.
- To advocate and support the use and implementation of CanBoat / NautiSavoir education and services within respective communities. This may include, but not be limited to signing letters of support, meeting with government representatives, business community leaders or presenting at relevant regional or district meetings, conferences and events.

Role and duty within CanBoat / NautiSavoir and the Boating Community

- To commit to advancing safe boating standards and education.
- To advocate for safe boating standards, education and adoption in public.

Operating Principles and Practices

- To actively represent the members of the organization by being fully prepared for and attending all Board meetings.
- To be accountable to hold all other Board members accountable for their actions and commitments as agreed to during Board meetings.

- To participate in Board member evaluations.
- To represent and address the areas or functions on which basis they are appointed or assigned to by the Board.
- To deploy their specialist knowledge and well-developed professional network in fulfilling their Board roles and responsibilities.
- To support and encourage participation by other Members in CanBoat / NautiSavoir committees, education, events and initiatives within their local Branches, Regions and community at large to develop growth and awareness of CanBoat / NautiSavior.
- To participate in CanBoat / NautiSavoir committees, initiatives, surveys, events and activities as an ambassador of CanBoat / NautiSavior.
- To oversee that all statutory and regulatory requirements and filings are submitted as required by the federal, provincial and municipal authorities. (Role of the NMD/CEO).
- To participate in the annual strategic planning, Annual Operating Plan and Budget development, review and approval process.
- To commit to, fully support, and communicate final Board approved Strategic Plan, Annual Operating Plan, decisions and policies.
- To ensure that objections to any decisions of the Board with which a member disagrees are voiced, dissent is recorded and reasons for their position are provided.

10. Code of Conduct, Conflict of Interest and other Conditions

The CanBoat / NautiSavoir approach to Competition Law matters and conflicts of interest is that Board members should always seek to make the fullest and earliest declarations possible. It is preferable to over-declare than to risk a situation where compliance with the CanBoat / NautiSavoir Policies and government regulations is questionable or a perception that there might be non-compliance. In any situation where there might be doubts, a Director has identified an area of risk or concern, the Director must always seek advice from the Chair/Vice-Chair . Discussion should occur as soon as the deemed conflict has been realized and declared to CanBoat / NautiSavoir or to a Board member during a one-to-one pre-Board meeting or during the governance administrative portion of the Board meeting agenda and before commencing the business items of the Board meeting agenda.

Code of Conduct

The Board of Directors is committed to teamwork and effective decision-making. Towards this end Board members will:

- Endeavour to represent the broader interests of members and external stakeholders.
- Act honestly in good faith and always in the best interests of CanBoat /NautiSavoir.
- Encourage ethical and responsible decision making by the Board and Management.
- Exercise independent judgement.

- Speak up during discussions and not be afraid to share ideas and dissenting opinions.
- Board members should uphold the values of mutual respect, courtesy and professionalism.
- Fully support the decisions of the Board. Once a Board decision is made, support the decision even if one's own view is a minority one. Board members are not to disclose or discuss differences of opinion on the Board with those who are not currently on the Board. The Board should communicate externally with "one voice".
- Respect the confidentiality of information on sensitive issues, especially in personnel matters.
- Be an advocate for the organization and its Mission wherever and whenever the opportunity arises in their own personal and professional networks.
- Refrain from discussing the NMD/CEO and his/her performance with staff or other stakeholders without Board authorization.
- Disclose any conflict of interest on any issue (either by completion of the appropriate Conflict of Interest form, by writing to the Chair of the Board, or an oral declaration that is to be documented in the minutes when discovered during any discussion in any meeting of the Board or other meetings of CanBoat / NautiSavoir. Copies of these minutes are to be forwarded to the Chair of the Board.
- Abstain from voting on any issue or motion when a conflict arises including any matters related to the operational function that the Director may be responsible for outside the Board duties.
- A Director is required to sign an agreement that outlines where confidentiality in written and verbal communication with respect to governance discussions is to be respected.

Overarching Obligation to Act in Best Interests of CanBoat / NautiSavoir

A Director must have an understanding of the obligation of the Board of Directors to act in and vote on behalf of the best interests of the organization, and that obligation must override any individual interest or other organizational or functional interests.

Dealing with Direct and/or Indirect Conflict

- A Director must make a clear declaration of any other business interest of the Board member, where it would be proper for them to remove themselves from the discussion and decision-making process.
- A Director must demonstrate an understanding of the need to keep any declaration of interest under review on a current basis.

Confidentiality

- A Director must have an understanding of the need for confidentiality in respect of certain matters of CanBoat / NautiSavoir business , including where appropriate and necessary, withholding such confidential information from the Board members,

Management, other functional or operational teams, committees, regional or local organizations, Members and staff.

- A Director must understand that designated Confidential Information shared within the Board meetings, and in-camera deliberations may not be shared with anyone outside the Board until such time as it is cleared by the Chair/Vice-Chair for publication or dissemination beyond the Board.

11. Reasons for Resignation / Non-Renewal / Removal

The Board reserves the right to recommend to the Membership the removal of a Director from the Board for cause in the event of, but not limited to:

- Non-attendance at three or more consecutive Board meetings.
- Non-compliance with CanBoat / NautiSavoir Policies, By-laws, code of conduct, conflict of interest, competition or Canada Not-for-profit Corporations Act and Regulations.
- Breach of Confidentiality undertaking.
- Non-fulfilment of the Directors' roles and responsibilities.
- Non-participation in Board-sanctioned activities, events and workshops.
- Behaving in a manner that does not support the mandate and decisions of the Board.
- Behaving in a manner that is not aligned with the Mission and strategies of CanBoat / NautiSavoir or would bring discredit to the organization.

12. Equality and Diversity Issues

Directors must:

- Perform Board responsibilities and duties with values of respect, inclusion, fairness and transparency and what these might mean in a not-for-profit membership-based organization.
- Have the knowledge and understanding of general social, political and business landscape, across Canada and internationally.
- Have broad awareness of equality, diversity and inclusion issues in all dimensions.

13. Board Oversight of Risk

Effective Board oversight of organizational risk is to include:

- Ensuring that the Board Directors collectively:
 - Have sufficient diversity of experience .
 - Have a solid understanding of the organization's services and operating model, and regularly scan the external operating environment.
- Ensuring that:
 - ⊖ The organization's Strategic Plan has taken strategic risk into account.
 - The organization has a developed a risk/heat map which is updated annually.
 - The organization has a whistleblower policy and process.

- Ensuring that:
 - The organization has a business continuity plan, including communications accountability (internal and external) and the Board's role.
 - The organization is trained on the business continuity plan.
- Ensuring that:
 - All employees are trained on best practices for countering cyberattacks.
 - Management uses internal and external benchmarks to gauge the quality and quantity of the organization's services and the efficiencies and security of its systems and operations.
 - Management regularly reports to the Board on the organization's progress in meeting critical contractual obligations and on key organizational culture or health issues.

14. Key Board Officer Roles and Responsibilities

Board Chair

The Chair is an Officer of the Corporation and voting member of the Board of Directors. The Chair is accountable to the Board of Directors in his/her duties and responsibilities:

- To set the tone for the Board's work, to guide and facilitate the consensus process.
- To set and approve agenda in collaboration with the Secretary who is responsible for documentation and issuance of agenda, minutes and all associated materials according to notice periods established in Board Policies.
- To support, lead and promote CanBoat / NautiSavoir activities within the organization, as well as with external stakeholders including government bodies and the public.
- To Chair all Board meetings throughout the year, as scheduled by the Chair and the Board, and any ad hoc and special meetings as required.
- To act as lead CanBoat / NautiSavoir representative and presenter at selected industry and other external events and associations.
- To report to the Board of Directors as required.
- To attend and chair the Annual General Meeting and any Special Meetings of the Members of CanBoat / NautiSavoir.
- The terms of the Chair and Vice-Chair shall run concurrently with their terms on the Board.
- The Vice-Chair's specific and unique role is to support the Chair in their role, and act as Chair in the event of the Chair's absence for any reason.

Committee Membership

The Board Chair is an ex-officio member of all Board Committees and chairs the Human Resources Committee.

Board Vice-Chair

The Vice-Chair is an Officer of the Corporation and voting member of the Board of Directors. The Vice-Chair is accountable to the Board of Directors in his/her duties and responsibilities:

- Support the Chair in every way and carry out any duties for the Chair as delegated and/or when the Chair is unavailable.
- Carry out tasks or selected duties as may be assigned to the Vice Chair at the discretion of the Chair.

Secretary

The Secretary is an Officer of the Corporation and voting member of the Board of Directors. The Secretary is accountable to the Board of Directors in his/her duties and responsibilities and:

- The Secretary duties are supervised by the Chair/Vice-Chair of the Board.
- The Secretary is appointed by the Board on the recommendation of the Governance Committee.

Duties and Responsibilities

The Secretary shall work closely with the Board Chair/Vice-Chair and the NMD/CEO as required in the fulfillment of the following duties:

- The development and/or distribution of the notice, agenda and reports for Board of Directors' meetings and logistical arrangements if required.
- The accurate recording and distribution of the minutes of Board of Directors' meetings at the level of detail and in the format determined by the Board. Meetings are to be electronically recorded unless deemed to be in-camera or otherwise specified by the Chair.
- The creation and maintenance of an up-to-date Board planning calendar outlining scheduled meetings and key matters to be on the Board's agenda over the course of a year.
- The maintenance of an up-to-date list of Board members, their appointment dates and biographies, and other information as required by applicable laws.
- The maintenance of an up-to-date list of members and key stakeholders (internal and external) that the CanBoat / NautiSavoir Board and Officers are in communication with on a regular basis.
- The maintenance of a file or manual of By-laws, policies and other directives that result from Board decisions and that are systematically subject to Board review.
- An organized archive of Board of Directors' records and documents including the Corporation's Articles of Incorporation and Continuance, By-laws, Annual Reports,

position descriptions and Board resources. The outline of the archive is to be determined by the Board.

- The advertising of and logistical organization for the Annual General Meeting and any other Special Meetings of Members.
- Co-ordination and editing of the Annual Report to Members.
- The accurate recording and distribution of the minutes of the CanBoat / NautiSavoir Annual General Meeting and any Special Meetings of members.

Qualifications

- A high level of writing and word processing proficiency.
- Familiarity with the By-laws, Policies and procedures of CanBoat / NautiSavoir.
- Familiarity with the culture and decision-making practices of the leadership team (Board and NMD/CEO).
- The understanding of legal and governmental regulatory items that must take place or be filed at particular times and undertake to do these with the support of Staff.

Treasurer

The Board Treasurer is an Officer of the Corporation and voting member of the Board of Directors and appointed by the Board on recommendation of the Governance Committee. He/she is accountable to the Board for the fulfillment of the duties and responsibilities outlined below.

The Treasurer, like other Board members, has no authority to direct staff or take independent action on matters outside of the duties outlined unless given such authority by the Board.

Duties and Responsibilities

- The Treasurer will offer guidance to the NMD/CEO and Finance Lead in ensuring good fiscal planning, decision-making and oversight at a governance level.
- Oversees the development of high-level financial policies and their review by the Board.
- Assists in the preparation of the annual Budget aligned with the Annual Operating Plan and strategic priorities and its presentation to the Board for review.
- Ensures that the appropriate monthly, quarterly and annual financial statements are reviewed by the Board.
- Ensures that the Board regularly monitors the organization's financial performance and alerts it to any important discrepancies between planned and actual figures.
- Ensures that the organization maintains the appropriate financial books and records and that these are accurate and up to date.
- Ensures that government tax filings and remittances are submitted on a timely basis.

- Ensures that payroll and other liabilities are settled in a timely manner.
- Serves as a co-signer of cheques with at least one other signing Officer.
- Ensures that excess funds and reserves are properly held and invested.
- Verifies that donations are handled appropriately and that grants, and service delivery contracts are accounted for in accordance with the requirements of funders.
- Meets with the external auditor annually, or more often if needed, to identify any financial control and record-keeping problems or deficiencies and oversee action by the NMD/CEO and Financial Lead to address them.
- Recommends to the Board the need for a review or renewal of the auditing services provided.
- Assists the NMD/CEO and Board Chair with the development and presentation of the Annual Report.
- Presents or co-presents the organization's financial report and recommend appointment or reappointment of the auditor at the Annual General Meeting.
- Helps, along with the NMD/CEO, to keep the Board informed of important financial events, trends, and issues relevant to the organization.
- The Treasurer is automatically a member of the Audit Committee and co-leads the Budget development together with the NMD/CEO.

Qualifications

- Commitment to the organization's Mission and strategic directions.
- An understanding of, and experience with, good financial management and reporting practices.
- A professional accounting designation is an asset.
- An appreciation of the kind and level of financial information needed at a Board level to support decision making.
- An ability to commit the time required to fulfill the responsibilities described.

15. National Managing Director/Chief Executive Officer

The role of the National Managing Director/Chief Executive Officer (NMD/CEO) is filled by the executive leading the organization's business operations, reports to the Board of Directors and is directly supervised by the Board Chair. This executive is hired and evaluated by the Board, through the Human Resources Committee of the Board and is the only employee reporting to the Board. The NMD/CEO is expected to bring expertise and knowledge specifically relevant to the role and the organization.

The NMD/CEO is not a Director and does not have voting rights on the Board.

The NMD/CEO is invited to all Board meetings and is expected to attend and participate, including special meetings except for special meetings called by the Human Resources committee for the purpose of evaluation, compensation or other matters related to the NMD/CEO personally.

The NMD/CEO's role with the Board is to assist the Board in achieving the mandate and objectives as documented in the Strategic Plan, Annual Operating Plan and Budget with associated objectives and deliverables.

Specific functions of the NMD/CEO are:

- Provide resources (i.e. research) and subject matter expertise from the Operational functions and Committees to support the work of the Board.
- Coordinate the operations functions and committees to ensure the appropriate degrees of continuity and efficiency of operations.
- Ensure mandate focus and integrity by the operational functions and committees in line with the Annual Operating Plan, Budget and objective approved by the Board.
- Assist the Board in establishing agenda items, and relevant meeting presentations/materials.
- Provide project management leadership and support.
- Liaise with functional committee lead volunteers to ensure alignment with Board approved plans, budgets and objectives.
- Establish and maintain relationships with key stakeholders and key organizations including suppliers and industry partners.
- Monitor industry and competitive activity to identify potential opportunities or threats to CanBoat / NautiSavoir.
- Support Board Chair and Vice-Chair and other Board Directors and Committees in preparation for meetings and/or the management of issues that arise between operational functions.
- Ensure accuracy of reporting and fulfilment of Board action items as directed to the NMD/CEO and operational functions.

16. Board Evaluation

The Board will conduct regular evaluations according to an evaluation process to be developed at a later time.

17. Disclaimer

This document supersedes and replaces all prior versions, communications, or documents addressing the same subject matter. In the event of any inconsistency or conflict between this document and any other policies, procedures, or guidelines, this document shall be deemed the official and controlling version, except where otherwise required by applicable law or regulation.