

TUC Board of Directors; Responsibilities, Roles, and, Expectations

The Toronto Ultimate Club (TUC or Club) Board of Directors is comprised of up to fifteen (15) individuals, who must be TUC members in good standing, who have been elected by the membership at the TUC Annual General Meeting (AGM). One does not need to have any special skill set to be on the Board; though the Club does benefit from a varied set of skills and experience.

TUC is a not-for-profit, membership driven organisation. It is important that Board members are active, engaged, and, willing to offer their personal KSAP's (Knowledge, Skills, Abilities, and, Passion) to the Club. In spite of the not for profit status; Board members are still bound by all laws of Ontario and Canada in their responsibilities and the performance of their duties. Board members are legally and morally responsible for every aspect of the operation of the Toronto Ultimate Club on behalf of its Membership.

The day-to-day operation and management of the TUC is delegated to a set of Employees and Contractors; The Executive Director (ED), The Manager, Member Service (MMS), the Administration and Events Coordinator (AEC), and a part-time bookkeeper. In addition to full responsibility for the Club, Directors act as visionaries, problem solvers, listeners, policy makers, and, ambassadors for the Club both among its membership and to external third parties. The Board's Executive, including the President, Vice President, and, Secretary, has signing authority for the Club.

There are a number of roles and responsibilities that TUC Board members are expected to fulfill during their two year term. This document provides an overview of The TUC's organizational structure, operational structure, general expectations of Board Members, and, the responsibilities and roles of Board positions.

Operational Structure

Notwithstanding the Boards complete liability and responsibility for the TUC, currently the day-to-day operation and management of the Club has been assigned to various managerial positions (ED, MMS, AEC). Any and all Employees and Contractors retained by the Club are responsible to the Board of Directors and similarly the Board of Directors is responsible for any and all Contractors retained by the Club. The Toronto Ultimate Club relies primarily on volunteers from its membership, and retains the services of Employees and Contractors to fulfill specific contracted deliverables and manage operations under the direction of the Board.

Currently, the management and fulfillment of both the AEC and MMS Contracts are assigned as a responsibility of the ED on behalf of the Board to allow for a responsive, dynamic, and, fluid operation of the TUC on a day-to-day basis.

Board Executive Positions

President:

Elected by the Board for one year at the first Board Meeting following the TUC AGM.

The face of TUC (communicates with other leagues/communities/ODSA/UC et al); approves league offerings and finances (including audit); represents the Board of Directors to the membership, consults regularly with ED to ensure smooth operation of Club, participates in discussions with provincial and national governing bodies. A member of the Executive Committee. Engages in emergency meetings and/or decision making if required. Acts as the liaison between Board Members at Large and the Executive Committee when necessary.

Vice President:

Elected by the Board for one year at the first Board Meeting following the TUC AGM.

Assumes the above roles of the President in the absence of a President or as requested by the President. Member of the Executive Committee and engages in emergency meetings and/or decision making if required.

Secretary:

Elected by the Board for one year at the first Board Meeting following the TUC AGM.

Works with TUC staff to keep all accounting and books up to date/done (including audit); updates budget to the Board at end of summer and year. Acts as Chair of the Finance Committee.

Member of the Executive Committee and engages in emergency meetings and/or decision making if required.

The Secretary records minutes of Board meetings and confers with the President and the ED prior to releasing them. Ensures that the approved minutes are posted on the TUC web site.

Other Board Positions

Director-At-Large:

All other members of the Board who serve in addressing the long-term goals of the Club and who also serve on at least one of the Club Standing Committees.

Board Standing Committees

- **Executive Committee:** at request of the Chair are empowered to act between Board meetings, in good faith and in times of crisis. Committee consists of President, Vice President, and Secretary.
- **Human Resources Committee:** monitors and evaluates performance of TUC managers, establishes performance benchmarks for TUC managers, responsible for recruiting and hiring staff
- **Operations Committee:** monitors daily operations of the Club, works with ED to solve immediate crisis or emergencies
- **Finance Committee:** led by Secretary, monitors Club finances and approves large financial expenditures and the budget

Ad-Hoc Committees

Ad-hoc committees can be created by the Board at any time by a Motion that passes with a majority vote of the Board. Current ad-hoc committees include;

- **Governance Committee:** review TUC business practices and ensure that they are in line with the newly revised Not-For-Profit Corporations Act of Ontario
- **Women's Committee:** participate in initiatives to increase female participation, identify goals, and act as liaison to TUC Board on womens decisions and activities.
- **Strategic Plan Committee:** monitors progress of the Club in relation to goals and objectives set forth in the Strategic Plan, works with ED to identify new goals

Board Member Responsibilities

- **Duty of Loyalty:**
 - o You have a legal obligation to refrain from any conduct that may negatively impact the Club .
- **Duty of Care:**
 - o You have a legal obligation to act in good faith for the Club and make every reasonable, personal, effort to understand the .ongoing operation and management of the Club. In addition to your best effort to review and understand all information presented, and, attend and participate in every Board meeting, the TUC by-laws cause automatic removal from the Board for non-attendance of 4 consecutive meetings unless otherwise over-ruled by the Board.

There are approximately 10 Board meetings each year, roughly 4-6 weeks apart from October – April and roughly 5-6 weeks apart from May – September. You are expected to attend the majority of these meetings.

- **Conflict of Interest;**
 - o You are legally required to declare any potential conflicts of interest that may exist generally or that may arise due to specific matters before the Club at any given time. Once declared to the Board you may be permitted to continue to act in your capacity as a Board Member or be recused at the discretion of the Board.
- **Confidentiality**
 - o You are expected and bound by the law to keep Club and Board information confidential and are required to complete a TUC Confidentiality Agreement when joining the Board.
- **General Expectations and Roles of Board Members**

Board Meetings and Proceedings;

- o Attend all Board Meetings (if possible)

- Review all distributions and materials prior to Board meetings
- Actively participate in Board Meetings, as governed by Robert's Rules of Order in representing the Membership and guiding the direction of the Club.
- Develop and or discuss and vote on motions brought before the Board, that may include;
 - Operational decisions,
 - Long term strategic decisions
 - Directives to Committees to examine and report on specific issues,
 - Directives to Employees/Contractors in developing information or implementing new procedures and or deliverables for the Board and or Club.

Committees;

- Participate on a minimum of one (1) Board Standing Committee, which include; Human Resources (HR), Finance (FIN), and Operations (OPS),
- Ideally also participate on Ad Hoc Committees of interest to you which may typically including; Strategic Planning, Governance, Women's.
- Possibly Chair a Committee and provide Committee Reports on progress/updates at each Board meeting.

Leadership and Problem Solving;

- Identify solutions to major issues and as a group prepare reports for the Board on how these solutions can be achieved
- Identify and develop ideas and opportunities that serve the best interests of the membership
- Remain mindful of Board deliverables that are required throughout the course of the year (see Board Deliverables document)
- Represent the Club to external Parties and represent the Board to the TUC membership

Represent the TUC;

- Where required, attend meetings outside of Board meetings. For example, a meeting with the leadership from Ultimate Canada, or a local Sports Council Summit, and report back to the Board on the issues raised and meeting outcomes.

TUC Board; meetings and Procedures

TUC Board meetings are scheduled and called by The President. Typically, regular Board meetings are schedule well in advance to avoid any time conflicts for Board Members. Special or Emergency and or other Board Meetings may be called by the Executive Committee as required.

At most Board meetings a meal and one drink is provided to each Board member. Should a Board member wish to order additional drinks or an expensive menu item they will be expected to pay for these additional expenses.

TUC Board Meetings are governed by Robert's Rules of Order, which can be found online.

Typical Board Meeting Agenda's will include;

- Adoption of past meeting minutes into the official record.

- Reports from the Executive, the Executive Director, and, Committees.
- Other reports from Board members in representation of the Board to external parties.
- Motions put before the Board by individual Board Members or Committee Chairs.

Ideally, all reports, motions or other items to be dealt with at a Board meeting will have been provided in advance to the Chair in written format and including all appropriate supporting data and or documentation and distributed to Board members.

Motions before the Board will be moved and seconded. The mover will then be permitted to speak to the motion, followed by the seconder. All other Board members may choose to speak to the motion by so indicating that desire to the Chair who will manage the order of speakers. In speaking to a motion, Board members may express opinions, ask questions about the substance of the motion etc. Procedural questions and or Points of order may be raised at anytime pursuant to Robert's Rules.

Upon completion of the discussion the Chair will call the question and Board members will be asked to vote on the motion; in favour, against, or, abstentions.