

The Canadian Sport Institute Atlantic (CSI Atlantic) promotes excellence in sport by supporting high performance athletes and coaches training and living in Nova Scotia, New Brunswick, Newfoundland and Prince Edward Island. We provide world-class, multi-sport daily training environments for athletes and coaches through expert leadership, services and programs.

The CSI Atlantic operates within the Canadian Olympic and Paralympic Sport Institute Network (COPSIN); a network of seven institutes and centers throughout the country. For more information on the CSI Atlantic please visit www.cisatlantic.ca.

The CSI Atlantic operates with a policy governing board. That is, the board governs the organization by making policies that determine the long-term direction of the CSI Atlantic. Every board member owes a fiduciary duty to the CSI Atlantic and as such, acts honestly and in good faith, with a view to the best interests of the CSI Atlantic. The board hires and evaluates a Chief Executive Officer (CEO) to implement the board's policies and to manage the day-to-day business.

The following job description indicates expectations of a board member and can also be used to orient a new board member or evaluate current board members' effectiveness.

Board Structure and Responsibilities

Authority and Responsibility

The Board of Directors is the legal authority for the CSI Atlantic. As a member of the board, an Officer or Director acts in a position of trust for the community and is responsible for the effective governance of the organization.

Attributes & Requirements

Requirements of board membership include:

- General attributes include: knowledge of sport, business acumen, corporate and/or not for profit board experience, policy development, team player
 - A fiduciary duty to act in the best interests of the organization
 - As a whole, the Board should possess the following specific skills and experience (an individual Director is not expected to possess each of the key areas, but must possess more than one). Leadership, Government Relations, Funds Development/Advancement, Accounting & Finance, Legal, Strategic Change Management, Human Resources Management, Marketing/Communications, Entrepreneurship, International Sport Perspective, Political Capital, Paralympic Sport
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- Attendance at regularly scheduled board meetings (3 annually). You must notify the Board Chair prior to any meeting that you will be absent from. Failure to attend consecutive meetings may result in removal from the board at the discretion of the Board Chair.
 - Attendance at meetings of assigned committees including annual general meeting
 - Show willingness to serve on committees
 - Support of special events and fundraising
 - Review the bylaws and recommend changes to the membership
 - Review the board's structure, approve changes, and prepare necessary bylaw amendments
 - Approve and monitor policies and other recommendations received by the board, its standing committees and senior staff
 - Participate in the development of CSI Atlantic's organizational plan and annual review
 - Approve CSI Atlantic's budget
 - Approve the hiring, evaluating and release of the CEO including the CEO's employment contract, based on recommendation of the Executive and Governance Committee.
 - Assist in developing and maintaining positive relations among the board, committees, staff members and community to enhance CSI Atlantic's mission
 - Commit to the CSI Atlantic Strategic Plan
 - Sign and agree to comply with the CSI Atlantic Code of Conduct + Conflict of Interest Policy- *Appendix E*.
 - Re-sign an annual Code of Conduct + Conflict of Interest and update as potential conflicts arise.
 - Complete the CCES Safe Sport Training

Communication concerning the CEO and staff members should be brought forward to the Board Chair. Directors should not be directly engaging staff unless the staff member is supporting Board committee work.

Term

Directors shall be appointed for a term not to exceed two (2) years and may have their name re-nominated by their constituent group; Directors are eligible for re-appointment for up to three (3) successive terms. Movement between Director and Officer positions will reset term counts.

Appointment of Officers

The Directors shall elect Officers, a Chairperson, a Vice-chairperson, and a Treasurer who shall hold office for a term of up to two (2) years and are eligible for re-appointment for up to three (3) successive terms. The board may appoint such other Officers as they determine necessary, who shall have such authority and shall perform such duties as may from time to time be described by the board. One Director may hold at any time two offices.

Board Structure

The board will consist of eight (8) to fourteen (14) Directors who are elected by the Members at a general meeting. The Members must consider the mandate of the Society in electing its Directors and will, without being so restricted, try to ensure representation on the board from a single region. All appointments will be for two (2) year terms.

The CSI Atlantic Board of Directors consists of the following members:

- Chairperson (*Terms of reference outlined in Appendix A*)
- A representative appointed by each provincial Government (4)
- Member at large (athlete) (1)
- Treasurer (1)
- Members at large (up to 5) recruited for their varied experiences and skills
- Sport Canada (1) ex-officio
- CEO (1) ex-officio

The following Committees are presently in place:

A. Standing Committees (i.e. reporting to the Board):

1. Executive and Governance Committee: *Terms of reference outlined in Appendix B*

- Board Chair
- Member at Large
- Provincial Representative
- CSI Atlantic CEO

B. Audit and Risk Committee: *Terms of reference outlined in Appendix C*

- Treasurer (Chair)
- Member at Large
- Member at Large
- CSI Atlantic CEO

C. Workgroups identified by board as needed i.e.: strategic planning, by-laws review

Position	Name	Term	End of Term Date
Chair	Betty Dermer-Norris	1 st year of 5 th 2-year term	October 2027
Treasurer	Diane Mombourquette	2 nd year of 2 nd 2-year term	October 2026
Provincial Government representative- NS	Bill Greenlaw	Founding Member	Ongoing
Provincial Government Representative- NB	Jennifer Bent- Richard	Founding Member	Ongoing
Provincial Government Representative – PEI	John Morrison	Founding Member	Ongoing
Provincial Government Representative – NL	Andrew Wright	Founding Member	Ongoing
Sport Federation Representative	Troy Croft	1 st year of 2-year term	October 2027
Member at large (athlete)	Connor Fitzpatrick	2 nd year of 2-year term	October 2026
Member at Large	Alex Field	1 st year of 2 nd 2-year term	October 2027
Member at Large	Jillian D’Alessio	2 nd year of 2 nd 2-year term	October 2026
Member at Large	Bill MacMackin	1 st year of 4 th 2- year term	October 2027
Member at Large	Althea Arsenault Beal	1 st year of 2-year term	October 2027
Member at Large	Andre Gallant	1 st year of 2-year term	October 2027
Sport Canada Representative	Kelly Dearborn	Non-Voting Partner	Ongoing

Directors Code of Conduct and Conflict of Interest Policy

Introduction

(a) This Policy sets out the code of conduct expected of Canadian Sport Institute Atlantic (CSIA) Directors and Officers in assisting CSIA to promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest. It includes in *Appendix E* hereto the Annual Declaration form in which each Director or Officer must acknowledge in writing that he or she has read and agrees to comply with this policy.

General Conduct

A Director:

- (a) must be familiar with and comply with the duties and legal liabilities of Directors and Officers of not-for-profit corporations as set out in *Appendix D* hereto;
- (b) must avoid any behaviour that would bring CSI Atlantic into disrepute;
- (c) has a duty to act with the utmost honesty and good faith and must always act in the best interests of CSI Atlantic;
- (d) must exercise the care, diligence and skill of a reasonably prudent and informed person under comparable circumstances;
- (e) must not speak publicly on CSI Atlantic matters when or in such a way that the comments could be perceived to be an official representation of CSI Atlantic unless authorized to do so by the board or the president (but are otherwise encouraged to speak publicly on CSI Atlantic matters); and
- (f) must be aware of the identity of CSI Atlantic's sponsors, be supportive of their role as sponsors and refrain from displaying support for sponsors' competitors when involved in CSI Atlantic activities.

Conflicts of Interest

- (a) A conflict of interest arises where a Director or Officer has a direct or indirect interest, financial or otherwise, or has a duty that is in conflict with the performance of his or her duties owed to CSI Atlantic or is sufficient to influence or appear to influence that performance. Every board member is required to complete the CSI Atlantic Conflict of Interest Disclosure Form upon becoming a board member and on an annual basis thereafter. *See Appendix E.*
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- (b) A Director or Officer may not hold, nor an immediate family member hold, a
 - a. financial interest, directly or indirectly, or hold a management position in an
 - b. organization in a relationship with CSI Atlantic whereby that Director or Officer could in any way benefit the other organization by influencing the purchasing, sponsorship arrangements or other decisions of CSI Atlantic unless that interest has been fully disclosed in writing to the board.

- (c) When a Director or Officer perceives that he or she has a conflict or a potential conflict of interest, he or she must:
 - a. disclose the conflict or potential conflict to the Board Chair immediately and complete an updated CSI Atlantic Conflict of Interest Disclosure Form;
 - b. leave the Board meeting while the matter creating the conflict is being dealt with;
 - c. take no part in any discussion or voting with respect to the matter creating the conflict; and
 - d. not attempt to influence the Board in its dealing with the matter.

Gifts

A Director or Officer must not offer nor accept gifts or excessive entertainment or other benefits to or from CSI Atlantic sponsors or suppliers unless they are not intended to be and are neither in such form nor of such value to be taken for a bribe or other improper payment.

Outside Interests

A Director or Officer must not engage in activities or accept appointments or elections to office in any organization or association whose activities are, or are likely to be, in conflict with CSI Atlantic's activities or an embarrassment to CSI Atlantic without the prior written consent of the Chairman of the board.

Administration of this Policy

- (a) If an undisclosed conflict of interest arises involving Director or Officer, the Board Chair will investigate and either:
 - i) determine that a conflict or potential conflict exists and report his or her findings to the board; or
 - ii) refer the question to the Board for determination.

 - (b) A determination of the Board of Directors that a conflict of interest exists or may exist shall be final and binding on CSI Atlantic and each Director or Officer.
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CSI Atlantic Board of Directors – CEO Relationship

Function

The CEO is the senior executive position within the management structure of the CSI Atlantic. The two primary functions of this position are:

- to develop and recommend strategic direction and policy options for approval by the Board of Directors; and,
- to manage all organization operations toward the realization of the strategic direction within the approved policies

Accountabilities

General

- Provides the Board of Directors with sufficient background and data to support recommended strategic direction and policy options
- Reports operational results to Board of Directors in a timely manner
- Utilizes the individual skills of the board members in committee work to develop recommendations to the full Board of Directors
- Presents expenses incurred during organization business and in keeping with the terms of employment contract to the Chair for approval and reimbursement

Communication

- Is CSI Atlantic's principal public spokesperson
- Is responsible for all internal and external representations
- Insures that communication is consistent with mission, policy and strategic direction

Leadership

- Assumes ultimate decision making responsibility for operational issues, including all staffing
- Ensures compliance with all legal and regulatory requirements
- Mitigates risk to the organization in all areas including financial, operational, and safety

Business Operations

- Within approved budgets and policies, adds to, monitors, amends, and deletes, when necessary, CSI Atlantic's programs, services, and products to remain consistent with CSI Atlantic's strategic direction. Presents the Board of Directors with annual operational (and capital) budgets for its approval
 - Recommends extraordinary expenditures for board approval
 - Implements and manages approved budgets, reporting on a regular and annual basis to board
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Athlete/Coach Development

- Reinforces CSI Atlantic's role as a leader in the development of Canadian high performance sport
- Forms partnerships and alliances with other companies and organizations whose mission or strategic direction is aligned with CSI Atlantic's
- Monitors CSI Atlantic's investment in sport to insure performance and accountability

Relationships

Maintains effective relations with the following groups to achieve the strategic direction of CSI Atlantic:

Internal

- Board of Directors – reporting, information, approvals. The CEO reports directly to the Board Chair.
- Staff - directly manages and leads staff; establishes employment policies and practices for all staff that establish a productive working environment while respecting their health, well-being and desire for individual growth and achievement

External

- Clients – promotes customer loyalty which permits CSIA to fulfill its mission.
 - Governments and public interests – promotes their alignment with and support of CSI Atlantic's mission
 - Sports Community – positions CSI Atlantic as both a leader and a supporter of high performance within the organizations that govern sport in Canada
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Appendix A

Board Chairperson

Terms of Reference

Purpose/Mandate

The Chairperson shall be elected by the board and will fulfill a non remunerated position of responsibility to oversee the CSI Atlantic's Board of Directors.

Responsibilities

The role and responsibilities of the Chair shall include, but will not be limited to, the following:

- Acting as a liaison between the Board and the Organization's CEO, with an emphasis on policy-making functions,
- Ensuring that discussions at meetings relate to matters within the purview of the board and are not operational in nature,
- Promoting a thorough understanding by members of the board and senior management of the duties and responsibilities of the Board,
- Ensure the highest ethical standards are adopted and followed by the Board of Directors
- Provide a positive environment for collaboration of Board of Directors members and staff
- Recommending procedures to enhance the work of the Board and cohesiveness among Directors and Officers,
- Working with the CEO to ensure that the board is appropriately involved in approving strategy and supervising management's progress against achieving that strategy,
- Ensuring that Directors and Officers have had adequate opportunities to discuss issues without senior management present,
- Communicating to the CEO, as appropriate, the results of private discussions among the Directors and Officers,
- Overseeing an annual performance review and evaluation of the board and its members,
- Acting as an ambassador for the Institute
- Overseeing the annual board review process, and
- Performing such other functions as may be ancillary to the duties and responsibilities described above and as may be delegated to the Chair by the board from time to time.

The role and responsibilities of the Chair, in connection with meetings of the board, include, but shall not be limited to, the following:

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- Taking the principal initiative in scheduling meetings of the board,
 - Organizing and presenting the agenda for the board meetings such that,
 - all of the responsibilities assigned to the board are discharged on a timely and diligent basis, and
 - members of the board have input into the agendas,
 - Meeting facilitation
 - lead and facilitate Board of Directors meetings including developing agenda in conjunction with the CEO
 - lead and facilitate the Annual General Meeting including developing agenda in conjunction with the CEO
 - ensure Board of Directors committees are meeting objectives
 - monitoring the timeliness and deliverance of materials provided to the Board by staff in connection with the board's deliberations,
 - give board members the opportunity to declare any conflicts of interest prior to each meeting
 - ensuring that members of the board have sufficient time to review the materials provided to them and to fully discuss the business that comes before the board

Limitations of the Chair

The Chair shall not be expected to and shall not perform policy making functions other than in their capacity as Officer of the Institute. The Chair shall not have the right or entitlement to bind the Institute in their capacity as Chair. A Chair term is two (2) years and Chairs are eligible for re-appointment for up to three (3) successive terms.

Review and Amendments

These terms of reference will be subject to periodic review and may be amended with the consensus of the board.

Appendix B Executive and Governance Committee Terms of Reference

Purpose/Mandate:

The Executive Committee's responsibility is to oversee all CSI Atlantic activities and provide oversight to the CEO.

Responsibilities:

The roles and responsibility of the Executive Committee are as follows:

1. Provide input to the CSI Atlantic Strategic Plan:
 - Reviewing and tracking Strategic plans with CEO on behalf of Board of Directors
 - Providing opportunity for Board of Directors input to Strategic plan
2. Provide information to the board on:
 - Significant, material financial planning, management and reporting issues
 - Emergency items which may arise
3. Conduct review of CEO
 - Lead self-assessment process and performance review every year
 - Conduct 360 review process every 2 years
 - Recommend any changes to contract each renewal period
4. Provide support for Board of Directors committees
 - Ensure committees are meeting terms of reference
 - Engage new Board of Directors members in an orientation process

Composition:

The Committee shall have a maximum of four (4) members, including:

Chair:

- The Chair of the CSI Atlantic Board of Directors.

Committee Members:

- Two (2) additional Board of Director members

Ex-Officio Members (non-voting)

- Chief Executive Officer

Term:

The members of the Executive and Governance committee are selected by the Committee Chair and ratified by the Board of Directors. The term of each Committee member is one (1) year.

Meetings:

Committee Meetings will occur approximately 2 – 3 weeks prior to CSI Atlantic Board meetings. If required, the Executive and Governance Committee will meet once a year prior to CSI Atlantic Annual General Meeting.

Voting:

Each Committee Member will be entitled to one (1) vote. The culture of the Committee is to build consensus to obtain a unanimous vote. In the absence of a unanimous vote, recommendations to be made to the Board will be decided by majority vote. In the event of a tie, the Chair will have the deciding vote.

Quorum:

Quorum for the meeting will be a majority (ie. 50% plus one (1)) of the Committee members.

Accountability:

1. Recording of Minutes

- Minutes of the meetings will record time, date, participants of the meeting, and the recommendations to be forwarded to the board at the next scheduled meeting of the Board of Directors.
- Due to the potential sensitive and confidential nature of the discussions, minutes may not record the discussion leading to the recommendations. The Committee will track action items and details the deliverables, status and the anticipated completion date, as applicable.
- Minutes will be circulated to the Committee members.

2. Authority

- The Committee and has the authority to make recommendations to the board as required.
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Appendix C

Audit and Risk Committee

Terms of Reference

Purpose/Mandate:

The Finance and Audit Committee's mandate is to ensure that the board fulfills its legal, ethical, fiduciary, and functional responsibilities through sound financial policy and practices. The Audit and Risk Committee will have the responsibility to monitor CSI Atlantic's financial planning, management and reporting, including overseeing the annual external audit and will perform such other duties may be prescribed from time to time by the board.

Responsibilities:

The roles and responsibility of the Audit and Risk Committee are as follows:

1. Make recommendations for Board approval and/or deliver reports to the Board in the following areas:

- Annual operating and capital budget
- Annual audited financial statements
- Appointment of auditors
- Policies related to financial management and internal controls

2. Provide information to the Board on:

- Significant, material¹ financial planning, management and reporting issues
- Interim financial reports (prior to each BOD Meeting and ad hoc, as required)
- Reports from auditors and administration on internal control issues and other matters
- Annual review of Risk Registry/Matrix

3. Provide information related to the audit, such as:

- Review the audit tender process
 - Recommend the appointment of auditors
 - Communicate with the external auditors, if necessary, to ensure that:
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- i. CSI Atlantic has implemented appropriate systems to identify, monitor and mitigate significant business risk.
 - ii. The appropriate systems of internal control, which ensure compliance with CSI Atlantic policies and procedures, are in place and operating effectively
 - iii. CSI Atlantic's annual financial statements are fairly represented in all material respects in accordance with generally accepted accounting principles.
 - iv. Any matter that the external auditors wish to bring to the attention of the Board has been given adequate attention
 - v. The external audit function has been effectively carried out

4. Provide information related to the Reserve Fund, such as:

- Review proposed uses of the Reserve Fund
- Review and monitor the Reserve Fund balance
- Ensuring monies are returned to the Reserve Fund

Composition:

The Committee shall have a maximum of four (4) members, including:

Chair:

- The Chair will be the Treasurer of the CSI Atlantic Board of Directors.

Committee Members:

- Two (2) additional Board of Director members

Ex-Officio Members (non-voting)

- Chief Executive Officer

Term:

The members of the Finance and Audit Committee are selected by the Committee Chair and ratified by the Board of Directors. The term of each Committee member is one (1) year.

¹ Where *materiality* is defined as the relative or practical significance/importance of a specific amount or discrepancy and is typically expressed as a percentage of a total benchmark amount.

Meetings:

Committee Meetings will occur approximately 2 – 3 weeks prior to CSI Atlantic Board meetings. If required, the Finance and Audit Committee will meet once a year prior to CSI Atlantic Annual General Meeting.

Voting:

Each Committee Member will be entitled to one (1) vote. The culture of the Committee is to build consensus to obtain a unanimous vote. In the absence of a unanimous vote, recommendations to be made to the Board will be decided by majority vote. In the event of a tie, the Chair will have the deciding vote.

Quorum:

Quorum for the meeting will be a majority (ie. 50% plus one (1) of the Committee members.

Accountability:

1. Recording of Minutes
 - Minutes of the meetings will record time, date, participants of the meeting, and the recommendations to be forwarded to the Board at the next scheduled meeting of the Board of Directors.
 - Due to the potential sensitive and confidential nature of the discussions, minutes may not record the discussion leading to the recommendations. The Committee will track action items and details the deliverables, status and the anticipated completion date, as applicable.
 - Minutes will be circulated to the Committee members.
 2. Reporting
 - The Audit and Risk Committee will report its recommendations directly to the CSI Atlantic Board of Directors at each meeting of the Board. Quarterly financial reports will be provided to the Board of Directors and an annual report detailing the Committee's activities will be presented to membership, including the audited financial statements, audit report from the external audit firm.
 3. Authority
 - The Committee and has the authority to make recommendations to the Board as required.
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Appendix D

Duties and Legal Liabilities of Directors of Not-For-Profit Corporations

Duties of Directors

Directors and senior Officers are accountable for their actions to the organizations they serve, and often to the general public as well. Primarily they owe a duty of care to their organization and its members. The applicable standard of care is set out in common law and some of the applicable common law principles are summarized in the following paragraphs.

Duty of Knowledge – Directors must be aware of the requirements of the constitution and bylaws under which the corporation operates and comply with their terms with regard to both substance and timing.

Duty of Care – Directors and Officers must act in accordance with the minimum standard of care that a reasonably prudent person with the same knowledge and experience would exercise under similar circumstances and may incur personal liability where their conduct falls short of this criterion. Thus a higher standard of care is expected of those with particular expertise such as lawyers, accountants, physicians, social workers and business persons when addressing matters to which that expertise is relevant. The degree of diligence that a director must exercise may depend to some extent on the size and sophistication of the corporation. A director of an organization with professional management staff should not be expected to devote as much time and attention to everyday operations as a director of a smaller organization without the same human and professional resources. A Director who acts honestly, and meets the standards of conduct and care will not be liable for simple errors of business judgment.

Fiduciary Duty – A Director or Officer is in a fiduciary relationship to the organization. A fiduciary is anyone in a position of trust, and fiduciary duties require a director to act honestly and in good faith and in the best interests of the organization. A director or officer must avoid any situation in which this duty and self-interest come into conflict, must not take secret rewards, and must protect the corporation's confidential information.

Duty to Avoid Conflicts of Interest – A conflict of interest may arise where a person has a personal or financial interest in the same matter, or is a director of two corporations or organizations involved in the same transaction. A director who has a direct or indirect interest in a proposed contract that requires board approval must disclose this interest to the board at the meeting at which the matter first arises and not participate in or influence the decision making process.

A Director's Exposure to Legal Liability

A Director may be held personally liable for a variety of errors, omissions and wrongful acts that may be committed by the Company. There are over 200 statutes that govern or impose obligations and duties on Directors. The most common concerns relate to employee wages and remittances; a director may be held personally liable for unpaid employees' wages and salaries and for any amount of employee income tax and other source deductions, or HST and GST payments, including penalties, not remitted by the corporation, for a period of up to six months.

The Directors of the company are responsible for ensuring that it complies with applicable laws, its letters patent and its by-laws. Directors who disagree with a proposed action or decision of the board should protect themselves against potential liability by voting against the action or motion and making sure that the dissenting vote is recorded in the minutes of the corporation.

Members of a Board of Directors face exposure to liability for any of their own actions that are inconsistent with the duties owed by directors to the corporation they serve. This includes:

Criminal Liability – The Criminal Code of Canada defines criminal and quasi-criminal action of directors (e.g.: fraud or conspiracy by the director or by the organization) and includes consequences such as fines, imprisonment or both.

Civil Liability – Civil liability generally only results where a Director has personal participation in the offence or has authorized the offence.

Statutory Liabilities – Failure of Directors to comply with the provisions of the Canada Corporations Act may result in fines up to \$1000 and/or imprisonment up to 1 year.

Protection of Directors

Indemnification can be provided by the corporation in the form of compensation for any loss incurred for liabilities arising from the performance of his or her duties within the scope of his or her authority and as long as he or she has acted in good faith, except those arising from willfully negligent actions such as breaches of standards of care or statutes and suits lodged by the corporation itself against the Director. Currently, CSI Atlantic has the following indemnity provided to its Directors and Officers by the Bylaws:

The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and Officer, their heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer. The Corporation will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.

Appendix D Annual Declaration

I acknowledge that I have read and considered the CSI Atlantic Board of Directors Code of Conduct and acknowledge that I am required to comply with said policy.

Signed:

Dated:

I hereby declare the following in regard to the CSI Atlantic Board of Directors Conflict of Interest Policy.

- I have read the attached Policy.
- I acknowledge that I am required to comply with the said Policy.
- I have checked the appropriate box below and I hereby declare that all statements or declarations contained herein are true.
- Should my circumstances change I agree to complete an updated Declaration Form on a timely basis.

I currently have no conflict of interest, nor am I involved in anything that may be considered to be a perceived conflict of interest as defined in the Policy.

I wish to declare the following professional activities, or any activities, that are or could be viewed as a conflict of interest or a perceived conflict of interest in accordance with the Policy:

Activity to declare	Other organization(s) involved	Dates

Signed:

Dated: