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## LAND ACKNOWLEDGEMENT

Opportunity to acknowledge the traditional territories of the people of Treaty 7 region in Southern Alberta, which includes the Blackfoot Confederacy (comprising the Siksika, Piikani, and Kainai First Nations), as well as the Tsuuti'ina First Nation, and the Stoney Nakoda (including the Chiniki, Bearspaw and Wesley First Nations).

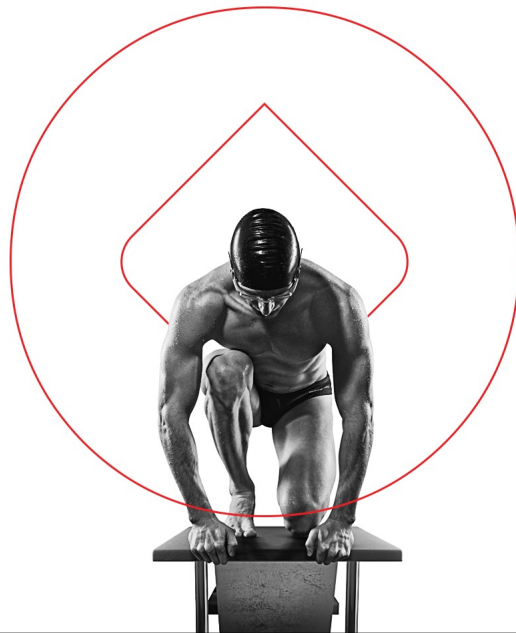
The City of Calgary is also home to Metis Nation of Alberta Region III.

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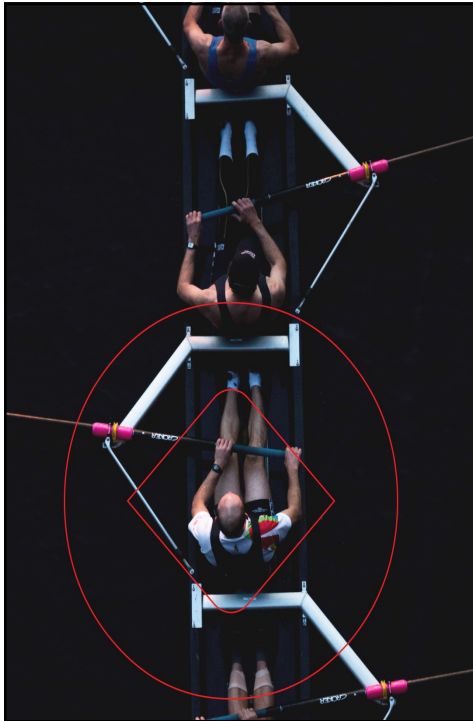
## WHO WE ARE: SPORT LAW

Our team loves working with sport leaders and organizations to help you achieve clarity and purpose.

- Leadership, Integral Coaching and Human Relations
- Legal Services
- Governance and Risk Management Solutions
- Planning and Financial Solutions
- Communications and Marketing Solutions
- Inclusive Solutions



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## AGENDA

- ◊ Welcome and Introductions
- ◊ Overview of Training Sessions
- ◊ Purpose of the Manual and Using the Manual
- ◊ Section II - Governance
- ◊ Section III and IV – Incorporating and Bylaws
- ◊ Section V and VI – Directors Responsibilities and Meetings of the Members
- ◊ Section VII - Committees
- ◊ Wrap up/Questions

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## TRAINING SESSIONS

- October 11<sup>th</sup>: Overview, Using the Manual, Governance and Governing Documents; Roles and Responsibilities – Board, Members and Committees  
*Cheryl Humphrey*
- October 18<sup>th</sup>: Human Resource Management, Programming and Financial Management  
*Robin Witty*
- October 25<sup>th</sup>: Complaint Management – including Process and Relevant Policies  
*Will Russell*

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## THE MANUAL

- Overview of a multiple topics to support the work of local and regional sport organizations.
- Tool to support groups in rebuilding, establishing or update/address emerging policy trends or gaps.
- Each section of the manual informs the following section.
- Each section provides:
  - Basic knowledge and information on the topic
  - Relevant Policies or Templates to incorporate the information

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## RECOMMENDED STEPS

- Step 1: Establish or review the Organization's Mission, Vision, and Values.
- Step 2: Establish or review the organization's strategic plan
- Step 3: Establish or review the organization's governance structure to implement the strategic plan
- Step 4: Determine whether or not to incorporate
- Step 5: Create/update the organization's bylaws, identify members and voting rights
- Step 6: Determine Director responsibilities and policies

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## RECOMMENDED STEPS – CONTINUED

- Step 7: Understand meetings of the Members
- Step 8: Establish Board and Operational Committees
- Step 9: Determine how to handle complaints
- Step 10: Understand how to manage staff and volunteers
- Step 11: Decide how to offer sport programming, determine opportunities and limitations for growth
- Step 12: Manage finances
- Step 13: Support sport programming and organization health with policies

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## STRATEGIC PLANNING

- An intentional process to help leaders map out and prioritize the most important strategies to allow the organization to better fulfill its mission over a defined period of time.
- Foundational plan for the organization
- Guides the work of the organization
- Ensures everyone is “rowing the boat in the same direction”
- Key Components: Values, Vision, Mission, Strategic Directions (Big Bucket Goals), Priorities (Objectives) to support the Strategic Directions.

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## LEADERSHIP MODEL: UNDERSTANDING ROLES AND RESPONSIBILITIES



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## CLARITY OF TERMS

### *Values*

Are the ***principles*** upon which the Organization is built.

They guide how we plan, how we operate, how we provide programs and services.

Answers the question: ***“What do we believe in?”***

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## CLARITY OF TERMS

### ***Vision***

A description of the Organization's ***desired future state.***

Answers the question: ***"Where do we want to be?"***

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## CLARITY OF TERMS

### ***Mission***

A brief statement of the Organization's ***purpose.***

Answers the question: ***"Why do we exist?"*** and ***"What, at the most basic level, do we do?"***

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## CLARITY OF TERMS

Express the desired outcomes of the Organization

Answer the question: “What do we want to accomplish?”

### *Strategic Directions*

(Strategic Directions, Pillars, Large Goals, Areas of Focus)

Ideally an organization will have 3

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## SECTION II - GOVERNANCE

### Governance:

“The processes and structures that a Board uses to direct and manage its general operations, programs and activities”

### Good Governance:

“... Is about having the right structures and processes to ensure you are achieving desired results and achieving them the right way”

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## BOARD PARADOX

- Many Board Members do not understand the difference between governance and management.
- A Board too involved in management may be “meddlesome”
- A Board too focused on governance may be “careless” in their oversight role.

Governance starts with the Board and is the responsibility of the Board

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## ORGANIZATIONAL FUNCTIONS



### GOVERNANCE

- ✓ Strategic Plan, Policy Setting etc.

### MANAGEMENT

- ✓ Preparing Budget, Supervising Staff and Programs etc

### OPERATIONS

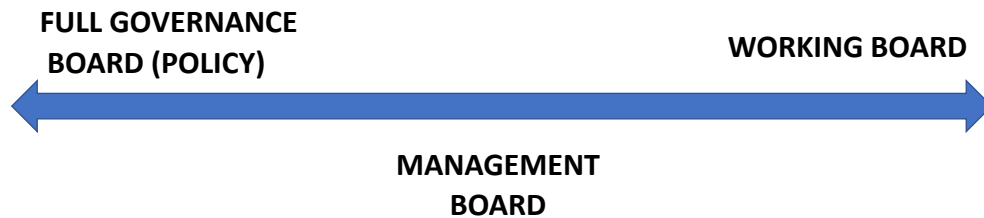
- ✓ Delivery of programs and services, creating newsletters, etc

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## HOW ARE YOU RESPONSIBLE?

### TYPES OF BOARDS



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## BASIC PRINCIPLES OF BOARDS

- The Board is a corporate body and acts as a single entity
- The Board speaks with one voice
- The Board speaks by developing, approving, monitoring and updating policy
- Board, committees and staff must work in partnership

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## SECTION III & IV – INCORPORATING AND BYLAWS

Why Incorporation?

- Provides the organization with its own identify separate from the identify of the initial Directors or founders of the organization.
- Limits Liability of Individuals – Directors/Founders
- Incorporated Organizations carry on
- Formalization of Rules

Societies Act of Alberta

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## CLARITY OF TERMS

CONSTITUTION vs

BYLAWS vs

POLICIES vs

RULES



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## CONSTITUTION

- Often used interchangeably with Bylaws – they are not the same thing.
- Alberta Societies Act does not have a Constitution, but does require organizations file a Certification of Incorporation
- Certificate of Incorporation
  - Short document
  - Sets the name
  - Outlines the purpose or objectives

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## BYLAWS

- Regulate the nature and legal incorporation of the organization
- Bylaws describe:
  - How to become a member
  - How Meetings of the Members and Meetings of the Directors occur
  - The powers of the Members and the Directors
  - How the Directors are Elected
- Changes to bylaws require:
  - Approval of the Board
  - Approval of the Membership through a Special Resolution

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## POLICY

- Provide a statement of belief/value/position, often used to manage risk or aid in organizational/program effectiveness
- Policies are approved by the Board of Directors, and members have little input into the creation or application of the policy
- The Board may delegate the responsibility of creating policies to Committees, and this is one way members can influence policy

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## RULE

- The Board or Administration may create rules for the operation of leagues, teams, events, equipment or activities
- Should exist separately from Policies
- Committees can be created to support input into the creation and implementation of rules

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## DEEPER DIVE INTO BYLAWS

- ◊ Bylaws Sections – page 14 of Manual
- ◊ How to use the Bylaw Template in the Manual – pages 15 – 25

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## SECTION V: DIRECTORS RESPONSIBILITIES

In the most simplistic sense, the Board has two main roles:

- ◊ To look after the organization
- ◊ To look after itself

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## LEGAL DUTIES OF A DIRECTOR

- ◊ Duty of Diligence
- ◊ Duty of Loyalty
- ◊ Duty of Obedience

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## DUTY OF DILIGENCE

What does this mean:

Act reasonably, prudently, in good faith and with a view to the best interests of the organization and its members.

Directors are expected to exercise the same level of care that a reasonable person with similar abilities, skills and experience would exercise in similar circumstances.

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## DUTY OF LOYALTY

What does this mean:

To not use one's position as a Director to further private interests.  
The interests of the organization comes first.

Implications:

- Director's involved in more than one organization may find they cannot be loyal to all organizations.
- Importance of disclosing a conflict, not taking part in discussions or influencing decision making
- The Board acts as one entity – regardless of how you voted as a Director

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## DUTY OF OBEDIENCE

What does this mean:

To act within the governing By-laws and within the laws and rules that apply to the organization.

The organization can act as a "private tribunal" – an autonomous body that has the power to write rules, make decisions, and take actions that affects its members and participants.

Have a further responsibility to ensure that fair and legal processes are put in place and followed.

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## ROLES AND POSITIONS

Directors: Elected by the Members of the organization  
Have a vote at a meeting of the Board

Officers: Some Directors may “hold office” as an Officer  
Typically - President, VP, Secretary, Treasurer  
Some organizations may have Officers who are not Directors, such as an Executive Director

Directors may be elected into their “office” or may be elected or appointed amongst the Elected Directors.

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## CONFLICT OF INTEREST

Any situation in which an individual’s decision making is, is perceived to be, or could be influenced by personal, family, financial, business, or other private interests.

If there is conflict of interest (or perceived conflict), the Director will remove themselves from the discussion and decision-making.

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## **POLICIES TO SUPPORT**

- ◊ Conflict of Interest – pages 34 – 37
- ◊ Director's Agreement - pages 38 – 40

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## **SECTION VI – MEETINGS OF THE MEMBERS**

- ◊ Types of Meetings
  - ◊ Annual General Meetings
  - ◊ General Meetings
  - ◊ Special Meetings - held for a specific purpose
- ◊ Meeting Procedures

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## MEETING AGENDA - AGM

Agenda is determined in advanced and circulated to the membership.

Includes:

1. Call to order
2. Establishment of quorum
3. Approval of the agenda
4. Approval of minutes of the previous Annual General Meeting
5. Presentation and approval of reports
6. Report of Auditors
7. Appointment of Auditors
8. Business as specified in the meeting notice
9. Election of new Directors
10. Adjournment

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## COMMON MOTIONS AT AN AGM

Motion to accept new Bylaws

Motion to appoint the auditor

Motion to accept the agenda

Motion to accept the previous minutes

Motion to accept a report

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## SECTION VII - COMMITTEES

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## GOVERNANCE COMMITTEES

- ◊ Shifts the responsibility from the entire Board to a smaller group of Directors or volunteers
- ◊ Given the authority to research and make recommendations that inform the Board's decision making
- ◊ Examples:
  - ◊ Nominations Committee
  - ◊ Governance Committee
  - ◊ Finance and Audit Committee
  - ◊ Risk Committee

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## OPERATIONAL WORKING GROUPS/COMMITTEES

- ◊ Involve volunteers in implementing the organization's strategies or programming.
- ◊ If ED is in place, the committee/working group is struck by the ED. In the absence of an ED, the board can strike a working group.
- ◊ Where a Management or Working Board exist, committees or working groups should consists of unbiased Directors, volunteers and subject matter experts.
- ◊ Examples of Operational Committees
  - ◊ Event or Tournament Committee
  - ◊ Coaching Committee
  - ◊ Officials Committee
  - ◊ Communications Committee

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## SUPPORTING TEMPLATES

- ◊ Nominations Committee – Terms of Reference  
(pages 49 – 52)
- ◊ Finance and Audit Committee – Terms of Reference  
(pages 53 – 54)
- ◊ Coaches Committee – Terms of Reference  
(page 55)

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## QUESTIONS?

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## WHAT'S AHEAD

October 18<sup>th</sup>: Human Resource Management, Programming and Financial Management

*Robin Witty*

October 25<sup>th</sup>: Complaint Management – including Process and Relevant Policies

*Will Russell*

## BURNING QUESTIONS?

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## CONTACT US

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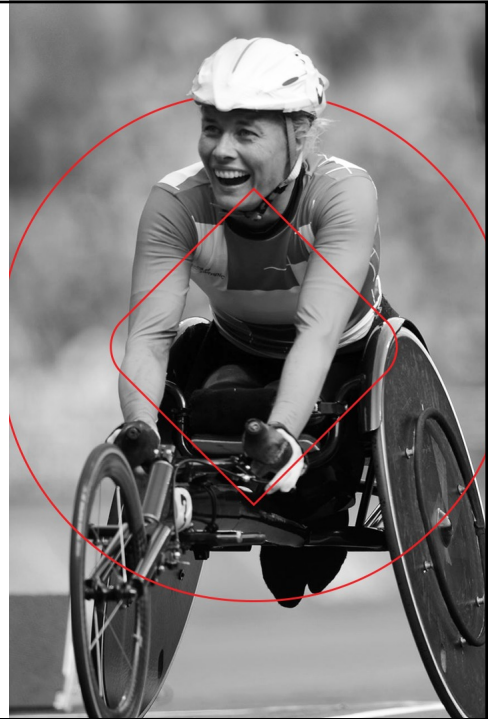
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 We know sport.

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