



ONTARIO SPORT NETWORK
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The Provincial Sport Organization Council, operating as Ontario Sport Network

BOARD OF DIRECTORS' ROLES, RESPONSIBILITIES and GENERAL INFORMATION

The Provincial Sport Organizations Council (operating as Ontario Sport Network) ("OSN") encourages those interested in serving on its Board of Directors to speak with a member of the Nominating Committee.

Background Information

Ontario Sport Network is a not-for-profit, non-partisan organization incorporated in the Province of Ontario in 1998. Ontario Sport Network represents the collective interests of its membership and other key stakeholders. Ontario Sport Network is committed to working with the public and private sector and both existing and identified partners to assist in strengthening the sport and physical activity sector in Ontario. The OSN has a sound governance structure and a by-law which conforms to the *Not-for-profit Corporations Act, 2010*. This board model incorporates the following:

- Nine individuals elected to the board of directors by the members
- Staggered terms of three years each
- The officers of the OSN (i.e. the Chair, Vice-Chair, Secretary and Treasurer) are appointed at the first meeting of the Board of Directors after each annual meeting of members ("AGM")

The Role of the Ontario Sport Network Board of Directors and Level of Authority

By law, the Board has the authority to manage or supervise the management of the OSN. The Board, as a collective, is responsible for determining policy; for protecting the long-term growth and health of the OSN; for monitoring and evaluating the goals of the OSN; for approving the budget and for authorizing and taking responsibility for the sustainability of the OSN. Each individual director is individually and jointly responsible with each other director for the decisions taken by the Board.

Board Functions and Responsibility

Board functions include but are not limited to:

- Strategic Planning
- Financial Management
- Organization Mission and Long Term Goals
- Human Resource Management
- Management of Committees

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Key Responsibilities include but are not limited to:

- Policy Creation and Implementation
- Evaluation of Programs
- Approval of Budgets
- Community Relations
- Personnel Performance Appraisal and Hiring
- Approval of Financial Statements
- Chair standing or ad-hoc committees as required

Board Composition

The Board shall be comprised of individuals who have:

- An interest in the development and growth of amateur sport in Ontario.
- An awareness of the issues within the sport and physical activity sector.
- A commitment to the membership and to the OSN's mission, goals and objectives.
- Strong leadership skills.
- The ability to assist in the development of governance and organizational strategies, policies and practices.
- The capability and the enthusiasm to cope with changing values in sport and their implications for the vision and future of the OSN.
- The ability to deal assertively in the deliberation of issues pertaining to the organization's values and vision.
- The ability to work in a team environment and a willingness to delegate and allow others to make decisions.

Minimum Requirements

Candidates should, at a minimum, have the following attributes:

- A demonstrated interest in the OSN's goals and objectives.
- Specific experience, interest in and /or knowledge of at least one area of the OSN's operations: administration, finance, human resources, program development and delivery, marketing and/or public relations.
- Commitment to attend Board meetings, to serve as Board Liaison to at least one Committee and to participate in the OSN's activities.
- A willingness to participate in Board orientation and training activities and to adhere to Board duties and responsibilities as outlined in the corporate legislation governing the OSN, its articles and its by-laws.

Additional Requirements

Once elected, directors are required to sign the OSN's Code of Conduct, Confidentiality Agreement and Conflict of Interest Guidelines.

Officers Duties

Duties – The duties of the Officers are as follows:

- (i) Chair of the Board – The chair of the board, if one is to be appointed, shall be a Director. The chair of the board, if any, shall, when present, preside at all meetings of the Board and of the Members. The chair of the board shall have such other duties and powers as the Board may specify.
- (ii) Vice-Chair of the Board – The vice-chair of the board, if one is to be appointed, shall be a Director. If the chair of the board is absent or is unable or refuses to act, the vice-chair of the board, if any, shall, when present, preside at all meetings of the Board and of the Members. The vice-chair shall have such other duties and powers as the Board may specify.
- (iii) President – If appointed, the president shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The president shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation.
- (iv) Secretary – If appointed, the secretary shall attend and be the secretary of all meetings of the Board, Members and committees of the board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
- (v) Treasurer – If appointed, the Treasurer shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Corporation; whenever required, the Treasurer shall render to the Board an account of all such person's transactions as Treasurer and of the financial position of the Corporation.

Time Commitment

Directors are expected to attend, to the greatest extent possible, all Board and Members Meetings and specific events important to the promotion of the OSN, including, but not limited to:

- Board Meetings 4 – 5 meetings annually
- Annual Members Meetings
- Special Meetings of Members (as needed)
- Committee Meetings As per respective committee terms of reference
- Ontario Sport Network Ontario Sport Forums Held monthly, second Wednesday
- Professional Development Events As scheduled
- Special Events As scheduled

Length of Term

The term of each director is three years, unless an individual is appointed or elected to fill a vacancy created by the departure of another director. In those circumstances, the term of the replacing director will be for the remainder of the term of the departing director.

Information specific to 2022: The OSN is setting up staggered elections. As a result, for the next three or four years, the terms of the current directors are staggered between one and three years. However, except for situations where a vacancy is filled, as noted above, the term of each new director will be three years.

Compensation of Directors

Directors of the OSN serve on a volunteer basis. Directors do not receive wages, stipends or honorariums. The OSN will reimburse directors for reasonable expenses incurred during the performance of each director's duties; however, any such expense reimbursement will be approved by the Board ahead of any such expense reimbursement.

Election Process

Nominations for election as a director are sent out ahead of the annual meeting of members, based upon the OSN's nomination policy. Except for filling vacancies, directors are elected by the members at each annual meeting, at which an election is needed.

Next Steps

Each candidate for election as a director must complete a nomination form and consent to not only being nominated, but consent to being a director of the OSN if elected.

It is important for each candidate for election to attend the annual meeting at which they are standing for election so that they can speak to the Members about why they want to be a director of the OSN, what skills they may have to complement the skills of the other directors, and what objectives within the OSN's strategic objectives, the individual wishes to accomplish during the individual's time as a director of the OSN.