



Board of Directors Nomination Package 2024

Overview of Sail Canada

Established in 1931, Sail Canada is the national governing body for the sport of sailing. We are committed to excellence in performance, developing our leaders and training our sailors. The pursuit of Olympic success fuels our focus not only on our Team athletes but also on Canada's next generation of performance sailors, and all the partners, clubs and coaches who support them.

This culture is strewn throughout all that we do. Sail Canada believes that everyone should experience what sailing has to offer and everyone can sail. With the valued support from our partners, the Provincial/Territorial Sailing Associations and our member clubs and schools, sailing is promoted in all its forms. From dinghies to keelboats, cruising to navigation, windsurfing to powerboating and parasailing, we set standards and deliver programs for Canadians of all ages and abilities. Facilitating programs from home pond to podium – we set sail to win and sail for life.

Sail Canada is recognized as the National Sport Organization by World Sailing to represent the 10 Provincial/Territorial Sailing Associations, over 1,000,000 recreational and high-performance athletes, nearly 400 member organizations, and over 1,500 active coaches and instructors in Canada.

Sail Canada's vision is that Sailing will be a leading lifelong recreational and competitive sport in Canada, inspired by exceptional achievements from Canadians sailing in the world and international competitions. Our mission is to foster the development and promotion of sailing in Canada, providing quality services and programs to clubs and sailors, through communication and collaboration with our stakeholders. We strive to ensure integrity, adaptability, collaboration, respect, inclusiveness, accountability and demonstrate leadership through our interactions with members and stakeholders of the organization, as well as the wider sailing community.

Sail Canada's governance model consists of a member-elected Board of Directors who provide oversight and strategic direction to the organization. The Board is accountable and reports to the members. The Chief Executive Officer is appointed by the Board and is responsible for the overall management and supervision of the operations of Sail Canada.

Overview of the Sail Canada Board of Directors

The Sail Canada Board of Directors provides the governance and strategic direction for the Association. The members of the Board bring an array of skills, expertise and sailing experience to fulfill their responsibilities.

The Board of Directors is a governance board and has the fiduciary duty to act honestly and in good faith, to exercise their authority within the constraints of the position, to disclose conflicts of interest, avoid any breaches of confidence, and hold in confidence the transactions and affairs of Sail Canada and its members.

Directors must understand and demonstrate a commitment to the organization's mission and programs; keep up to date with issues and trends that affect the organization; prepare for meetings by reading agendas, minutes, reports and other documentation required to actively participate in them; attend meetings regularly; contribute skills and knowledge by participating actively in meetings and committee work; make inquiries when clarification or more information is needed; understand and monitor the organization's financial affairs; understand and be in compliance with Conflict of Interest Policy; understand and maintain confidentiality; ensure the organization is complying with all legal and regulatory requirements and has a process to identify and mitigate risks; and be willing to contribute, to one's capacity, to support fundraising imperatives.

Furthermore, the Board oversees Sail Canada by specifically:

- Approving the vision, mission, values and strategic direction of the Corporation;
- Approving policies and procedures to deliver the programs and services of the Corporation;
- Providing continuity for the Corporation by maintaining its financial health, approving budgets and monitoring the performance of the Corporation;
- Engaging a CEO to manage and oversee the operations of the Corporation;
- Maintaining positive relationships with stakeholders; and
- Performing any other duties from time to time as may be in the best interests of the Corporation.

Board Structure & Procedure

As outlined in Section 4 of Sail Canada's By-Laws, the Board will consist of a minimum of five (5) and a maximum of nine (9) Directors. The composition is as follows:

- Seven Directors, elected by the Members at the annual meeting to serve a term of three (3) years, to a maximum two (2) three-year terms in succession (subject to below);
- A Chair, who shall be one of the seven Directors, and shall be elected by the Board at the first meeting after the prior Chair's term concludes. The Chair's term will be 2 years regardless of the time remaining of their Director term, and will be up for re-election to the Board as a Director by the Members at the end of their term as Chair. A Chair will be eligible to be re-elected as Chair for a maximum of two 2-year terms.
- Two Athlete Directors, who self-identify as different genders, elected by all currently carded Canadian Sailing Team Athletes to serve for a one-year term, with no limit on the number of terms in succession. The Athlete Directors must be a person currently on a national team, or competing at the international level, or a person who is retired and was a member of a national team or competed at the international level not more than eight years previously.

There will be two Director at large positions up for election at the 2024 Sail Canada Annual General Meeting to be held on or about October 30, 2024. One Director has completed a second and final three year term and one Director has finished a first, three year term.

Directors must be able to commit time and effort through the year, and throughout their term, to meetings, committees, and email correspondence. Regular Board meetings are held eight (8) times per year (typically in October, November, February, March, April, May, August, and September). There may be up to two face-to-face meetings per year, occurring after the AGM in October, and after the Semi-Annual Director's Meeting in April. The remainder of the meetings occur virtually/over conference call. Meetings are approximately 2-3 hours in length and are held after business hours (after 6 p.m. Eastern).

New Directors will take part in a Board Orientation Program following their appointment, providing information regarding the makeup of Sail Canada's Staff and Membership, Finances, Board Duties, Board Committees, CEO Oversight, Strategic Planning, and Board Meeting Best Practices.

Director Eligibility

Per Section 4.3 of the By-Laws, a candidate for election to the Board shall be:

- 18 years of age or older;
- Have the power under law to contract;
- Be a resident of Canada;
- Does not have the status of bankrupt;
- Have not been declared incapable by a court in Canada or another country;
- Supported by at least two (2) voting Members of Sail Canada, or the approval of the Nominating Committee.

In addition, Directors should have competencies, such as those identified and referenced in this document. This year, the Board has examined the professional skills and background of the existing Directors and has determined that the following skills are desired:

- Strong financial literacy and expertise, with previous treasurer experience, preferred
- Government and public relations experience
- Fundraising and sponsorship supporting Not-For-Profit organizations

These skill sets would enhance the Board and we encourage people who are eligible with such backgrounds to apply. The Nominating Committee also seeks to ensure that there is reasonable representation of official languages, regions, and abilities among candidates.

Director Nomination & Election Process

For the 2024 Director election, members will be electing candidates to fill a number of positions, as previously outlined. All announcements will be sent by electronic means on or before the dates outlined below and will be posted prominently on the Sail Canada website by 12 p.m. the following business day.

The key timeline is as follows:

Before May 1st, 2024

The Nominating Committee will issue a call for nominations that includes the number of positions to be elected and the expertise sought, as detailed above.

Before September 1st, 2024

The Nominating Committee will announce the list of nominations received to date and will issue a second call for nominations due by September 10th.

Before September 30th, 2024

The Nominating Committee will announce the list of nominations received to date, accompanied by a brief biography of each candidate. The list of candidates must include all nominations received for each position and may include more than one person for each position.

On or about October 30th, 2024

Director election occurs at the Sail Canada AGM.

In advance, or at the AGM, each candidate will have the opportunity to speak briefly to the membership and recommend to them as to why they would be a suitable candidate for the Board. This statement will be made through a pre-recorded video or in person. The process is still to be determined for this year and will be announced to all candidates and the membership well in advance of the AGM.

The membership of Sail Canada consists of Sailing or Yacht Clubs, Provincial/Territorial Sailing Associations and Special Organizations. Each Sailing Association and Special Organization shall have one vote. Each Club will be provided with a number of votes based on their membership as follows:

- (i) 5-100 members – 1 vote
- (ii) 101-200 members – 2 votes
- (iii) for each additional 100 members – 1 additional vote per 100 members

Members must exercise their vote as a block of votes. Members can nominate a proxy to exercise their vote on their behalf if they are not able to be present. This must be done in advance of the AGM.

As there are two directors-at-large being elected, the number of votes will be doubled to reflect these two positions and each member will select two candidates in the first round.

There must be no more than 4 directors at large who self-identify as the same gender and the election process will ensure that this occurs. Subject to the gender diversity requirements any candidate(s) who secures a vote from a majority of the voters in a round will be declared elected. A minimum of one

candidate will be dropped off the ballot each round, either by being elected or if no one is elected, then the candidate with the lowest number of votes will drop off the ballot. If more than one candidate secures the lowest number of votes then that (those) candidate(s) will drop off the ballot. In the event that there are no more positions available for a gender identity, all remaining candidates who identify as that gender will no longer be eligible to be voted for.

With any subsequent rounds of voting, the Member will be able to vote up to the number of open positions. In the event of a tie, there may be an additional round of voting required to break the tie. The Election will proceed with voting as necessary until two candidates are selected. Should one person be elected prior to the final round of voting, that person will drop off the ballot, having secured one of the open positions.

Next Steps

We recommended all interested persons review the applicable Sail Canada by-laws, as described and discussed previously in this information package and available on the Sail Canada website (www.sailing.ca).

Interested persons should send their name, contact information, and completed *Nominee Bio* to the Nominating Committee at sailcanada@sailing.ca.

The *Nominee Bio* template is available on the Sail Canada website (www.sailing.ca), or can be obtained by e-mail by request to the Nominating Committee as sailcanada@sailing.ca.

Once submitted, you can expect to receive a confirmation of your nomination via e-mail within 5__ working days.