

Board Policy Manual

May 2023



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Nordiq Canada Governance – Introduction

Nordiq Canada is the national governing body for cross-country skiing in Canada. As the national governing body, Nordiq Canada is expected to serve many functions. The Canadian government provides substantial funding to support the delivery of these functions, which include:

- Governing all aspects of the sport within Canada
- Managing the high-performance system
- Selecting and managing the national team
- Implementing national initiatives to develop and promote cross-country skiing
- Sanctioning national level competitions
- Providing professional development for coaches and officials
- Proposing and supporting bids for international competitions in Canada

The ownership of Nordiq Canada is essentially the cross-country ski community in Canada, as represented by the provincial and territorial sports organizations (PTSOs). These PTSOs and those individuals who hold licenses entitling them to participate in races sanctioned by Nordiq Canada are defined by Nordiq Canada's by-laws as the voting 'Members' of Nordiq Canada.

The Members of Nordiq Canada elect a Board of Directors to represent them in identifying the goals for the organization and conducting the activities of the organization to achieve those goals. The Board, in turn, hires a CEO to lead a management team in carrying out the operations of Nordiq Canada.

The responsibilities and relationships amongst the Members, the Board and CEO of Nordiq Canada, the way the activities of Nordiq Canada are to be conducted and any specific Board policies in this regard are described in the Nordiq Canada Board Policy Manual.

Nordiq Canada's governance model substantially follows the Carver Policy Governance Model, which can be fundamentally summarized as follows:

The Board of an organization represents the Owners/Members and is accountable to the Members for ensuring the organization is successful in achieving its 'Ends', which reflect the intended results of the organization's efforts. Such Ends shall be established

by the Board and must identify who will benefit from such results and at what cost/priority in respect of the organization's resources.

The Board shall give the CEO broad authority to determine the 'means' by which such Ends may be effected, subject only to 'Executive Limitations,' which may be established by the Board and outline such Means that are unacceptable to the organization by virtue of ethics or prudence.

The Board shall focus on monitoring and evaluation of the organization's success in meeting its defined Ends. In this regard the Board's only direct connection to the operations of Nordiq Canada will be through the CEO. The Board shall endeavor to provide such advice and assistance as the CEO may request from time to time to support the efforts and expertise of organizational management. Otherwise the Board and the various Board Committees will effectively be focused on specific elements of the monitoring and evaluation process.

The CEO and the Board shall, on a regular basis, report to the Members on the results of the organization's activities.

The Nordiq Canada Board Policy Manual is made up of five parts:

- Introduction
- Board–CEO Relationship
- Governance Process
- Ends
- Executive Limitations

B.C.R. 1.0 – Global Board-CEO Relationship

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|--------------------------------|---|---------------|
| Board- CEO Relationship | B.C.R. 1.0- Global Board- CEO Relationship | |
| | Created/ Amended: | June 2016 |
| | Monitoring Schedule: | Annually: May |

1. The Board’s sole official connection to the operational organization, its achievements and conduct will be through a Chief Executive Officer, (CEO).

B.C.R. 1.1 – Unity of Control

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|--------------------------------|-------------------------------------|---------------|
| Board- CEO Relationship | B.C.R. 1.1- Unity of Control | |
| | Created/ Amended: | June 2016 |
| | Monitoring Schedule: | Annually: May |

1.1 Only officially passed motions /resolutions of the Board are binding on the CEO.

Accordingly:

- 1.1.1 Decisions or instructions of individual Board members, officers, or committees are not binding on the CEO except in rare instances when the Board has specifically authorized such exercise of authority.
- 1.1.2 In the case of Board members or committees requesting information or assistance without Board authorization, the CEO can refuse such requests that require, in the CEO’s opinion, a material amount of staff time or funds or is disruptive.

B.C.R. 1.2 – Accountability of the CEO

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| Board- CEO Relationship | B.C.R. 1.2- Accountability of the CEO | |
| | Created/ Amended: | September 2016 |
| | Monitoring Schedule: | Annually: May |

- 1.2 The CEO is the Board’s only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the Board is concerned, is considered the authority and accountability of the CEO.

Accordingly:

- 1.2.1 The Board will never give instructions to persons who report directly or indirectly to the CEO. From time to time the CEO may request Board members to assist staff members on particular issues based on specific needs and expertise. This type of interaction will only take place at the direct request of the CEO.
- 1.2.2 The Board will not evaluate, either formally or informally, any staff other than the CEO.
- 1.2.3 The Board will view CEO performance as aligned to, but not necessarily entirely defined by, the performance of the organization.

B.C.R. 1.3 – Delegation to the CEO

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| Board- CEO Relationship | B.C.R. 1.3- Delegation to the CEO | |
| | Created/ Amended: | June 2016 |
| | Monitoring Schedule: | Annually: May |

- 1.3 The Board will instruct the CEO through written policies, which prescribe the organizational Ends to be achieved, and describe organizational situations and actions to be avoided, allowing the CEO to use any reasonable interpretation of these policies.

Accordingly:

- 1.3.1 The Board will develop policies instructing the CEO to achieve specified results, for specified recipients at a specified relationship between cost and results. These policies will be developed systematically from the broadest, most general level to more defined levels, and will be called Ends policies. All issues that are not Ends issues as defined above are Means issues.
- 1.3.2 The Board will develop Executive Limitations that limit the latitude the CEO may exercise in choosing the organizational means. These limiting policies will describe those practices, activities, decisions and circumstances that would be unacceptable to the Board, even if they were to be effective. These policies will be developed systematically from the broadest, most general level to more defined levels. The Board will not prescribe organizational means of the CEO.
 - 1.3.2.1 Below the global level, a single limitation at any given level does not limit the scope of any foregoing level.
 - 1.3.2.2 Below the global level, the aggregate of limitations on a given level may embrace the scope of the foregoing level, but only if justified by the CEO to the Board's satisfaction.

- 1.3.3 As long as the CEO uses any reasonable interpretation of the Board's Ends and Executive Limitations policies, and the Board accepts that interpretation, the CEO is authorized to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities. Such decisions of the CEO shall have full force and authority as if decided by the Board.
- 1.3.4 The Board may change its Ends and Executive Limitations policies, thereby shifting the boundary between Board and CEO domains. By doing so, the Board changes the latitude of choice given to the CEO. But as long as any particular delegation is in place, the Board will respect and support the CEO's choices.

B.C.R. 1.4 – Monitoring of the CEO

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| Board- CEO Relationship | B.C.R. 1.4- Monitoring the CEO | |
| | Created/ Amended: | June 2016, May 2023 |
| | Monitoring Schedule: | Annually: May |

- 1.4 Systematic and rigorous monitoring of CEO performance will be against the expected CEO job outputs: accomplishment of the accepted interpretations of Board policies on Ends and organizational operation within the boundaries established in Board policies on Executive Limitations combined with an annual performance review.

Accordingly:

- 1.4.1 Monitoring is established to determine whether or not the expectations expressed in Board policies and agreed interpretations have been met. Information that does not disclose this level of information will not be considered to be monitoring information.
- 1.4.2 The CEO will provide the Board with the CEO's interpretation of the Board policies and the means by which that interpretation is being executed.
- 1.4.3 The Board will work with the CEO to define the data required for disclosing whether or not the CEO's interpretations have been accomplished using one or more of three methods: (a) by internal report, in which the CEO discloses the data to the Board; (b) by external report, in which an external, objective third party selected by the Board collects the data; and (c) by direct inspection, in which data are collected by the Board, a designated Board member or by designated Board members.
- 1.4.4 In every case, the Board will determine: (a) the reasonableness of the CEO's interpretations, using a "reasonable person test" rather than with

interpretations favoured by Board members or the Board as a whole. The Board is the final arbiter of reasonableness. The Board will also assess: (b) whether data demonstrate the accomplishment of the interpretation.

- 1.4.5 To enable the Board to effectively monitor and evaluate the CEO's success in achieving the Ends established by the Board, the CEO will deliver to the Board, annually in May a business plan for the new year which, for each prescribed End, will identify the principal activities intended to be undertaken in the new year and the desired results of such activities. The Ends monitoring report will include Ends policy interpretations extending at least three years into the future, which reflects the Strategic Plan, and quantitative evidence for the annual reporting period to reflect the Business Plan.
- 1.4.6 Such desired results will be specific, measurable targets, describing three levels of possible outcomes: one will be the minimum level regarded as acceptable; the second will be the desired realistic result; the third will be an optimistic or stretch target.
- 1.4.7 The CEO and the Board will agree on a reporting schedule and information for the CEO to provide an accounting to the Board for both results achieved and policy monitoring on an annual basis. Those Ends regarded by the Board as the highest priority will be reported on at each Board meeting; others will be on a basis to be agreed. Reports by the CEO will in all cases be in writing and delivered to the Board at least five business days before the meeting at which they are to be presented.
- 1.4.8 This reporting is critical to ensuring that the CEO and thus the organization is on track to achieving the Ends, as such this framework is a priority for the Board and CEO. The Board can monitor any policy at any time by any method but will normally use a routine schedule. The schedule is as follows:

| Policy | Method | Frequency | Month(s) |
|----------|----------|-----------|----------|
| Ends 3.0 | Internal | Annually | May |
| Ends 3.1 | Internal | Annually | May |
| Ends 3.2 | Internal | Annually | May |
| Ends 3.3 | Internal | Annually | May |

| Policy | Method | Frequency | Month(s) |
|---|--------------------|------------------|-----------------------------|
| E.L. 4.0 Global Executive Limitations | Internal | Annual | Nov/ Dec |
| E.L. 4.1 Treatment of Members, Registrants and Other Participants | Internal | Annual | December |
| E.L. 4.2 Treatment of Staff | Internal, Survey | Annual | December |
| E.L. 4.3 Financial Planning and Budgeting | Internal | Annual | June |
| E.L. 4.4 Financial Condition and Activities | Internal, External | Three times/year | June, November, February |
| E.L. 4.5 Emergency CEO Succession | Internal | Annual | December |

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|---|--------------------------------|------------------|-----------------------------|
| E.L. 4.6 Asset Protection | Internal, External | Three times/year | June, November, February |
| E.L. 4.7 Executive Limitations | Internal | Annual | December |
| E.L. 4.8 Communication and Support to the Board | Internal, Direct Inspection | Bi- Annual | September, February |
| E.L. 4.9 Ends Focus of Grants or Contracts | Internal | Annual | September |
| E.L. 4.10 Education | Internal | Annual | September |
| E.L. 4.11 Annual Business Planning | Internal | Annual | June |
| B.C.R. 1.0-1.5 | Survey | Annual | May |
| B.P. 2.0-2.11 | Internal/CEO/COO | Annual | February |

B.C.R. 1.5 – CEO Annual Performance Appraisal

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|--------------------------------|---|--------------------------|
| Board- CEO Relationship | B.C.R. 1.5- CEO Annual Performance Appraisal | |
| | Created/ Amended: | June 2016, May 2023 |
| | Monitoring Schedule: | Annually: April/May/June |

1.5 The Board shall annually review CEO performance based on the achievement of the annual target towards the Ends policies, and compliance with the Executive Limitations. and annual 360 review survey seeking feedback from: staff, Board members, Divisions and other key stakeholders.

1.5.1 The Board shall perform the 360-review survey annually in April of each year.

1.5.2 The HR Committee shall prepare, for the review of the Board in May and June each year, a summary snapshot of the Ends and Executive Limitations monitoring reports received over the previous year, re-capping or outlining all compliance and non-compliance determinations as reported by the CEO and as assessed by the board.

1.5.1.1 Further to this review and options outlined by the HR Committee, the Board may make appropriate compensation adjustments.

1.5.3 The HR Committee shall prepare, for the review of the Board, the final summary evaluation and the CEO Performance appraisal for the spring meeting.

1.5.4 The HR Committee shall provide a copy of the summary performance evaluation to the CEO after the Board's review at the spring meeting.

1.5.5 At the Board meeting in June:

- 1.5.5.1 The HR Committee shall chair the discussion of the CEO performance appraisal, including recommendations for the base salary compensation changes for the subsequent year.
- 1.5.5.2 The Board shall confirm that the performance appraisal is complete.
- 1.5.5.3 The Board shall review and approve modifications of the assessment criteria and process for the following year.
- 1.5.5.4 The Board shall approve any recommendations by the HR Committee regarding variable compensation for the CEO based on the annual performance appraisal.

G.P. 2.0 - Global Governance Process

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|---------------------------|---|--------------------|
| Governance Process | G.P. 2.0- Global Governance Commitment | |
| | Created/ Amended: | January 2017 |
| | Monitoring Schedule: | Annually: February |

- 2.0 The purpose of the Board, on behalf of Cross Country Ski de Fond Canada (Nordiq Canada) members, is to ensure that Nordiq Canada's Ends are achieved within the boundaries described in the Executive Limitations policies.

G.P. 2.1 – Governing Style

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| Governance Process | G.P. 2.1- Governing Style | |
| | Created/ Amended: | January 2017 |
| | Monitoring Schedule: | Annually: February |

- 2.1. The Board will govern lawfully with an emphasis on (a) outward vision rather than an internal preoccupation, (b) encouragement of diversity in viewpoints, (c) strategic leadership more than administrative detail, (d) clear distinction of Board and chief executive roles, (e) collective rather than individual decisions, (f) future rather than past or present, (g) proactivity rather than reactivity and (h) transparency.

Accordingly:

- 2.1.1. The Board will cultivate a sense of group responsibility. The Board, not the staff, will be responsible for excellence in governing. The Board will be the initiator of policy, not merely a reactor to staff initiatives. The Board will not use the expertise of individual members to substitute for the judgment of the Board, although the expertise of individual members may be used to enhance the understanding of the Board as a body.
- 2.1.2. The Board will direct the organization through the careful establishment of broad written policies reflecting the Board's values and perspectives. The Board's major policy focus will be on the intended Ends, not on the administrative or programmatic means of attaining those Ends.
- 2.1.3. The Board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policy making principles, respect of roles, and ensuring the continuance of governance capability. Although the Board can change its

governance process policies at any time, it will observe those currently in force scrupulously.

- 2.1.4. Continual Board development will include orientation of new Board members in the Board's governance process and ongoing Board discussion of process improvement.
- 2.1.5. The Board will allow no officer, individual or committee of the Board to hinder or be an excuse for not fulfilling group obligations.
- 2.1.6. The Board will monitor and discuss the Board's process and performance at each meeting. Self-monitoring will include comparison of Board activity and discipline to policies in the Governance Process and Board-CEO Relationship categories.

G.P. 2.2 - Board Job Description

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|---------------------------|---------------------------------------|------------------------|
| Governance Process | G.P. 2.2 Board Job Description | |
| | Created/ Amended: | January 2017, May 2023 |
| | Monitoring Schedule: | Annually: February |

- 2.2. Specific job outputs of the Board, as an informed agent of the ownership, are those that ensure appropriate organizational performance.

Accordingly, the Board has direct responsibility to create:

- 2.2.1. The link between the ownership and the operational organization.
- 2.2.2. Written governing policies that address the broadest levels of all organizational decisions and situations.
 - 2.2.2.1. Board-CEO Relationship: How power is delegated, and its proper use monitored; the CEO role, authority and accountability.
 - 2.2.2.2. Governance Process: Specification of how the Board conceives, carries out and monitors its own task.
 - 2.2.2.3. Ends: Organizational products, impacts, benefits, outcomes, recipients, and their relative worth (what good for which recipients at what cost).
 - 2.2.2.4. Executive Limitations: Constraints on executive authority that establish the prudence and ethics boundaries within which all executive activity and decisions must take place.
- 2.2.3. Assurance of successful organizational performance on Ends and Executive Limitations through the creation of an appropriate reporting framework defined in BCR 1.4.

2.2.4. The hiring of a qualified CEO, and if necessary, the termination of a CEO.

G.P. 2.3 – Agenda Planning

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| Governance Process | G.P. 2.3- Agenda Planning | |
| | Created/ Amended: | January 2017 |
| | Monitoring Schedule: | Annually: February |

2.3. To accomplish its job products with a governance style consistent with Board policies, the Board will develop and follow an annual agenda which: (a) completes a re-exploration of Ends policies annually, (b) continually improves Board performance through Board education and enriched input and deliberation and (c) ensures appropriate reporting from the CEO.

2.3.1. The planning cycle will conclude each year on March 31 so that administrative planning and budgeting can be based on accomplishing a one-year segment of the Board’s most recent statement of long-term Ends.

2.3.2. The Board planning cycle will start in April during the spring face-to-face session with the Board’s development of its agenda for the next year.

2.3.2.1. Consultations with the DCC, or other methods of gaining ownership input will be determined and arranged in the first quarter, to be held during the balance of the year.

2.3.2.2. Governance education, and education related to Ends determination, (e.g. presentations by demographers, advocacy groups, staff, etc.) will be arranged in the first quarter, to be held during the balance of the year.

- 2.3.3. Throughout the year, the Board will attend to required approvals agenda items as expeditiously as possible.
- 2.3.4. At any meeting, prior to which monitoring reports have been received, the Board will ascertain whether a majority of members judge the individual reports to have demonstrated fulfillment of a reasonable interpretation of the applicable policy.

G.P. 2.4 - Board Chair’s Role

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|---------------------------|------------------------------------|------------------------|
| Governance Process | G.P. 2.4- Board Chairs Role | |
| | Created/ Amended: | January 2017, May 2023 |
| | Monitoring Schedule: | Annually: February |

- 2.4. The Board Chair, a specially empowered member of the Board, assures the integrity of the Board's process.

Accordingly

- 2.4.1. The assigned result of the Board Chair’s job is that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
 - 2.4.1.1. Meeting discussion content will be on those issues that, according to Board policy, clearly belong to the Board to decide or to monitor.
 - 2.4.1.2. Information that is for neither monitoring performance nor Board decisions will be avoided or minimized and always noted as such.
 - 2.4.1.3. Deliberation will be fair, open, and thorough, but also timely, orderly, and kept to the point.

2.4.2. The authority of the Board Chair consists in making decisions that fall within topics covered by Board policies on Governance Process and Board-CEO Relationship, with the exception of: (a) employment or termination of a CEO and (b) where the Board specifically delegates portions of this authority to others. The Board Chair is authorized to use any reasonable interpretation of the provisions in these policies.

2.4.2.1. The Board Chair is empowered to chair Board meetings with all the commonly accepted power of that position, such as ruling and recognizing.

2.4.2.2. The Board Chair has no authority to make decisions about policies created by the Board within Ends and Executive Limitations policy areas. Therefore, the Board Chair has no authority to supervise or direct the CEO.

2.4.2.3. The Board Chair may represent the Board to outside parties in announcing Board-stated positions and in stating Chair decisions and interpretations within the area delegated to her or him.

2.4.2.4. The Board Chair may delegate this authority but remains accountable for its use.

2.4.3 Prior to development of Nordiq Canada's annual budget, the Board Chair develops and presents a budget to the Finance Committee for yearly Board face-to-face meetings (not inclusive of AGM), Board workshops, and Board ambassador work.

G.P. 2.5 - Vice Chair's Role

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| Governance Process | G.P. 2.5- Vice Chairs' Role | |
| | Created/ Amended: | January 2017, May 2023 |
| | Monitoring Schedule: | Annually: February |

- 2.5. The Board elects two Vice Chairs annually. The Vice Chairs assist the Board Chair with ensuring the integrity of Board processes and other duties to assist with guiding the Board as directed by the Board Chair.
- 2.5.1. One Vice Chair will assume the position of Interim Chair should the Board Chair be unable to continue in that role. The Vice Chair will be interim chair until a new Chair is elected at the next Board Meeting.
- 2.5.2. The Vice Chairs commit to participating in regular working meetings with the Chair and CEO to follow-up on action items and/or issues raised at Board Meetings.
- 2.5.3. The Vice Chairs will determine, between the Board Chair and themselves, what their roles will be, including who will assume the responsibilities as described in 2.5.1, based on experience and report back to the Board. The Board Chair and Vice Chairs will keep in mind Governance and Board secretarial strengths when determining who best fits each role.

G.P. 2.6 - Board Members' Code of Conduct

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|---------------------------|---|--------------------|
| Governance Process | G.P. 2.6- Board Members' Code of Conduct | |
| | Created/ Amended: | January 2017 |
| | Monitoring Schedule: | Annually: February |

2.6. The Board commits itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members.

2.6.1. Board members must have loyalty to the membership, and are ideally not conflicted by loyalties to staff, other boards or organizations, and personal interests of any Board member acting as a vendor or consumer of Nordiq Canada's services.

2.6.2. Board members must avoid conflict of interest with respect to their fiduciary responsibility.

2.6.2.1. There will be no self-dealing or business by a Board member with the organization. Board members will annually disclose their involvements with other organizations, with vendors, or any associations that might be or might reasonably be seen as being a conflict.

2.6.2.2. When the Board is to decide upon an issue, about which a Board member has an unavoidable conflict of interest, that member shall absent herself or himself without comment from not only the vote, but also from the deliberation.

2.6.2.3. Board members will not use their Board position to obtain employment in the organization for themselves, family members, or close associates.

Should a Board member apply for employment, he or she must first resign from the Board.

2.6.3. Board members may not attempt to exercise individual authority over the organization.

2.6.3.1. Board members' interaction with the CEO or with staff must recognize the lack of authority vested in individuals except when explicitly Board authorized.

2.6.3.2. Board members' interaction with public, press or other entities must recognize the same limitation and the inability of any Board member to speak for the Board except to repeat explicitly stated Board decisions.

2.6.3.3. Except for participation in Board deliberation about whether the CEO has achieved any reasonable interpretation of Board policy, Board members will not express individual judgments of performance of employees of the CEO.

2.6.4. Board members will respect the confidentiality appropriate to issues of a sensitive nature.

2.6.5. Board members will be properly prepared for Board deliberation.

2.6.6. Board members will support the legitimacy and authority of Board decisions, irrespective of the Board member's personal position on the issue.

G.P. 2.7 - Board Committee Principles

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| Governance Process | G.P. 2.7- Board Committee Principles | |
| | Created/ Amended: | January 2017 |
| | Monitoring Schedule: | Annually, February |

2.7. Board committees will seek to reinforce the wholeness of the Board’s job and not to interfere with delegation from Board to CEO.

Accordingly:

- 2.7.1. Board committees are to help the Board do its job, not to help or advise the staff. Committees ordinarily will assist the Board by preparing policy alternatives and implications for Board deliberation. In keeping with the Board’s broader focus, Board committees will normally not have direct dealings with daily operations.
- 2.7.2. Board committees may not speak or act for the Board except when formally given such authority for specific purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the CEO.
- 2.7.3. Board committees do not exercise authority over staff. Because the CEO works for the full Board, he or she will not be required to obtain approval of a Board committee before an executive action.
- 2.7.4. Board committees are to avoid over-identification with organizational issues in order to be able to monitor organizational performance on the relevant subject.
- 2.7.5. This policy applies to any group which is formed by Board action, whether or not it is called a committee and regardless whether the group includes Board

members. It does not apply to committees formed under the authority of the CEO.

G.P. 2.8 - Board Committee Structure

| Governance Process | G.P. 2.8- Board Committee Structure | |
|--------------------|-------------------------------------|------------------------------------|
| | Created/ Amended: | January 2017, March 2021, May 2023 |
| | Monitoring Schedule: | Annually: February |

2.8. A committee is a Board committee only if its existence and charge come from the Board, regardless whether Board members sit on the committee.

2.8.1. The Board will have these standing committees:

2.8.1.1. Governance Committee

- Purpose:** Guides the Governance Education process and governance processes including annual Board agenda development and review of Ends and Limitations.
- Composition:** The Committee shall have a minimum of three members of the Board, including the Board Chair or Vice-Chair, one of whom will Chair the committee. The CEO will be an ex-officio member.

2.8.1.2. Finance and Audit Committee

- Purpose:** Provide guidance and oversight of Nordiq Canada financial management including the identification of the corporate auditor.

Composition: The Committee shall be composed of a minimum of three members of the Board, to be appointed by the Board. Appointments of Board members to the Committee are for one-year terms, concluding at the time of the Annual General Meeting. The CEO will be an ex-officio member.

2.8.1.3. HR Committee

Purpose: Provide oversight of the Board CEO relationship; produce the CEO annual assessment and any other HR related matters relating to the CEO. Provide information and recommendations regarding compensation adjustments, and lead the selection/hiring of a new CEO when required.

Composition: The Committee will be chaired by the Board Chair and will include at least two other members of the Board.

2.8.1.4. Nomination Committee

Purpose: Responsible for soliciting nominations for the election of Independent Directors that represent a wide diversity of individuals that bring a strong range of skills to the Board of Directors.

Composition: It should be noted that composition of the committee could change during the course of the year . The Committee shall be composed of the current Chair of the Board (if not up for reelection), a former Chair of the Board (appointed by the Board), an Independent Director of the Board, one of the current Athlete

Directors, an appointee of the Women's Committee, two individuals, not from the same Division, to be appointed by the Division Chairs Council.

2.8.1.5 Safeguarding Committee

Purpose: To advise the Board in determining safeguarding policies as well as to advise on safeguarding issues, education, and best practice.

Composition: The Committee shall have a minimum of three members of the Board, including the Board Chair or Vice Chair, one athlete, one para-nordic representative, and one Division Chairs Council representative. The CEO or delegate will be an ex-officio member. The intent is to ensure diverse representation from groups who are traditionally marginalized and/or under-represented in cross-country skiing.

2.8.2. The Board may establish ad hoc committees as needed to advise the Board on specific policy areas.

2.8.3. Each committee, including ad hoc committees, will review/establish its own terms of reference annually and develop an annual work plan. Committee activities will be reported at each meeting of the Board. Unless otherwise defined in the standing committee definitions, each committee will be chaired by a member of the Board and may include other individuals as appropriate to conduct the committee business.

G.P. 2.9 - Cost of Governance

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|---------------------------|-------------------------------------|------------------------|
| Governance Process | G.P. 2.9- Cost of Governance | |
| | Created/ Amended: | January 2017, May 2023 |
| | Monitoring Schedule: | Annually: February |

2.9. In efforts to establish and maintain governance excellence, the Board commits to investing in the continued development of its members.

Accordingly:

2.9.1. Board skills, methods, and supports will be sufficient to assure governing with excellence.

2.9.1.1. Educational materials and on-going training will be available to new Board members and candidates for membership, as well as to maintain and increase existing member skills and understanding.

2.9.1.2. Outside monitoring assistance will be arranged so that the Board can exercise confident control over organizational performance. This includes, but is not limited to, fiscal audit.

2.9.1.3. Outreach mechanisms will be used as needed to ensure the Board's ability to listen to owner viewpoints and values.

2.9.1.4. Professional advisors to the Board may be retained at the cost of Nordiq Canada where the Board has resolved that it is advisable to do so.

- 2.9.2. Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of the organization's ability to operate.

G.P. 2.10 – Board Evaluation Measures

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| Governance Process | G.P. 2.10- Board Evaluation Measures | |
| | Created/ Amended: | January 2017 |
| | Monitoring Schedule: | Annually: February |

2.10. In efforts to establish and maintain governance excellence, the Board will establish and commit to an annual evaluation process.

Accordingly:

2.10.1. The Board will evaluate its performance regularly for its skills, the effectiveness of the Board meetings and committees, the performance of the Chair and annual attendance.

2.10.1.1. Immediately after the new Board is elected at the AGM the Chair of the Governance committee will gather an assessment of the skills and experience for the Board. This summary will be presented to the Nominations Committee as requested.

2.10.1.2. Annually, in the spring, The Board of Directors will be asked to complete the Director and Board Evaluation Survey. The results of this survey will be collected and compared to previous surveys to identify areas where performance is improving or decreasing. This information will be used to inform the governance agenda for the subsequent year.

2.10.1.3. Annually, in the spring, Directors will be asked to complete a survey to evaluate the performance of the Board Chair. This information will be used to educate the Chair and provided to the Nominations Committee.

2.10.1.4. Directors Attendance at meetings will be taken and provided to the nominations committee on an annual basis.

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| Governance Process | G.P. 2.11 – Nominations Committee Process | |
| | Created/Amended: | August 2019, May 2023 |
| | Monitoring Schedule: | Annually, February |

2.11 In order to ensure that there is a transparent and consistent process for seeking new Board Members, the Board will establish a nominations process.

Accordingly:

- 2.11.2 The Board of Directors will establish a standing Nominating Committee, understanding that the composition could change, depending on members' terms at both the NSO and PTSO levels. The composition of which is defined in the bylaws, and identified below:
- Board Chair (Chair)
 - Past-Chair of the Board
 - Athlete Representative
 - Representative from the Women's Committee
 - Two individuals, not from the same Division, to be appointed by the Division Chairs Council.

If the Chair of the Board is subject to re-election at the Annual Meeting for which nominations are being sought, the Chair will be replaced on the Nominations Committee by a Director who is not subject to re-election, to be appointed by the Board.

2.11.3 The Board Chair will convene a meeting in April to approve the call for nominations posting, review skill gaps and review the nominations approach with the Committee.

2.11.4 Nomination approach and timeline:

- Call for nominations posted mid-April and recruitment begins
- Nominations close mid-May
- Nominated candidates' names are posted on the Nordiq Canada website 30 days before Board elections at the AGM, which is typically mid-June
- Nominations Committee interview candidates Mid-May to early June
- Nominations Committee reviews interview notes and identifies a recommended slate of candidates for the Division Chairs Council
- Board Chair presents the process and recommended slate of candidates to the Division Chairs Council for consideration

2.11.5 Key Documents:

- Call for nominations posting
- Director skills and experience summary
- Interview guide
- Assessment criteria

Ends 3.0 - Global Ends Statement

| Ends | Ends 3.0- Global Ends Statement | |
|------|---------------------------------|-----------------------------------|
| | Created/ Amended: | June 2016, October 2017, May 2021 |
| | Monitoring Schedule: | See B.C.R. 1.4.8 |

3. Canadians value cross-country skiing and demonstrate best in class performance in all aspects of the sport. Results will be achieved at a level that reflects and justifies the resources invested.

Ends 3.1 - Excellence

| | | |
|-------------|-----------------------------|---|
| Ends | Ends 3.1- Excellence | |
| | Created/ Amended: | June 2016, September 2016, October 2017, August 2019, December 2019, May 2021 |
| | Monitoring Schedule: | See B.C.R. 1.4.8 |

- 3.1. Canadian cross-country skiing athletes, coaches and technicians exemplify a high standard of ethical behaviour and sportsmanship and achieve excellent results when participating in local, regional, national, and international competitions and events.
 - 3.1.1 Canada regularly wins World Championship, Olympic and Paralympic medals.
 - 3.1.2 Canada has a sustainable and growing cohort of developing World Championship, Olympic and Paralympic athletes.
 - 3.1.3 Athletes have a variety of training, education and competition options available that facilitate their development as high-performance skiers.
 - 3.1.4 Athletes are able to easily access their appropriate level and variety of competition within Canada, North America and abroad.
 - 3.1.5 Coaches, technicians and officials of all levels across Canada have the ability to access training and develop their skills and trade.

Ends 3.2 – Community Alignment and Development

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|-------------|-----------------------------------|---|
| Ends | Ends 3.2- Sport Leadership | |
| | Created/ Amended: | June 2016, October 2017, August 2019, December 2019, January 2020, May 2021 |
| | Monitoring Schedule: | See B.C.R. 1.4.8 |

- 3.2. Athletes and the ski community thrive in a collaborative environment exemplifying a culture of transparency, respect and humility.
 - 3.2.1 Divisions and Clubs have the resources they need to grow participation and help Canadians of all ages and capabilities learn to ski and/or continue their development.
 - 3.2.2 The ski community has the resources needed to participate equitably and safely.
 - 3.2.3 The ski community progressively works toward environmentally responsible practices.
 - 3.2.4 The ski community has a financially thriving and sustainable national sport organization.

Ends 3.3 – Participation and Communication

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| Ends | Ends 3.3- Sport Profile and Visibility | |
| | Created/ Amended: | June 2016, October 2017, August 2019, December 2019, December 2020, May 2021 |
| | Monitoring Schedule: | See B.C.R. 1.4.8 |

- 3.3. Canadians from all backgrounds recognize, embrace and participate in cross-country skiing, seeing it as the ideal outdoor winter sport to improve both fitness and health, and to have fun.
 - 3.3.1 Cross-country skiing participants reflect Canadian society.
 - 3.3.2 The profile of cross-country skiing in Canada is improved by hosting international events.
 - 3.3.3 The international ski community recognizes Canada as a leader in Nordic skiing.

E.L. 4.0 – Global Executive Limitation

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| Executive Limitations | E.L. 4.0- Global Executive Limitations | |
| | Created/ Amended: | June 2016 |
| | Monitoring Schedule: | See B.C.R. 1.4.8 |

- The CEO will not cause or allow any organizational practice, activity, decision, or circumstance that is either unlawful, imprudent or in violation of commonly accepted business or sport ethics.

E.L. 4.1 – Treatment of Members, Registrants, and Other Participants

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|------------------------------|--|-------------------------------|
| Executive Limitations | E.L. 4.1- Treatment of Members, Registrants, and Other Participants | |
| | Created/ Amended: | June 2016, Modified July 2018 |
| | Monitoring Schedule: | See B.C.R. 1.4.8 |

- 4.1. With respect to interactions with members, registrants or other participants, the CEO will not cause or allow conditions, procedures, or decisions that are unsafe, undignified, disrespectful, unnecessarily intrusive, or that fail to provide appropriate confidentiality or privacy.

The CEO will not:

- 4.1.1. Elicit information for which there is no clear necessity.
- 4.1.2. Collect, review, transmit or store information without protecting against improper access to the material elicited.
- 4.1.3. Allow members or registrants to be unaware of the current benefits and privileges of Nordiq Canada membership.
- 4.1.4. Allow members, registrants or other participants to be unaware of the ski community's expectations of behaviour and ethics.
- 4.1.5. Allow members, registrants or other participants to be unaware of the relevant core policies required by Sport Canada.
- 4.1.6. Allow National Ski Team camps and trips to proceed without qualified male and female representation on the coaching and/or support staff.

E.L. 4.2 – Treatment of Staff

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|------------------------------|-------------------------------------|------------------|
| Executive Limitations | E.L. 4.2- Treatment of Staff | |
| | Created/ Amended: | June 2016 |
| | Monitoring Schedule: | See B.C.R. 1.4.8 |

- 4.2. With respect to the treatment of paid and volunteer staff, the CEO will not cause or allow conditions that are unsafe, unhealthy, unfair, undignified or unclear.

The CEO will not:

- 4.2.1. Discriminate among or terminate employees on any basis other than individual performance and qualifications, except in cases of funding restrictions or reorganization.
- 4.2.2. Subject staff to rules that are not clear and available.
- 4.2.3. Subject staff to conditions of harassment, or any other condition that would create an unsafe or unhealthy workplace.
- 4.2.4. Leave staff without an effective, unbiased and, if desired, anonymous method to deal with grievances and/or concerns.
- 4.2.5. Subject staff to wrongful conditions, nepotism, or preferential treatment based on personal reasons.
- 4.2.6. Retaliate against any staff member for non-disruptive expression of dissent.
- 4.2.7. Allow staff to be unprepared to deal with emergency situations.

E.L. 4.3 – Financial Planning and Budgeting

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|------------------------------|---|--------------------|
| Executive Limitations | E.L. 4.3- Financial Planning and Budgeting | |
| | Created/ Amended: | May 2016, May 2023 |
| | Monitoring Schedule: | See B.C.R. 1.4.8 |

- 4.3. Financial planning for any fiscal year or the remaining part of any fiscal year will not deviate materially from Board’s Ends priorities, risk fiscal jeopardy, or fail to be derived from a multi-year plan.

The CEO will not allow budgeting that:

- 4.3.1. Risks incurring those situations or conditions described as unacceptable in the Board policy “EL 4.4 Financial Condition and Activities.”
- 4.3.2. Omits credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
- 4.3.3. Does not account for additional costs related to Board Governance.
- 4.3.4. Does not project a cash break-even or better financial result in any fiscal year.

E.L. 4.4 – Financial Condition and Activities

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|------------------------------|---|--|
| Executive Limitations | E.L. 4.4- Financial Condition and Activities | |
| | Created/ Amended: | June 2016, July 2018, July 2020, February 2020 |
| | Monitoring Schedule: | See B.C.R. 1.4.8 |

- 4.4. With respect to the actual, ongoing financial condition and activities, the CEO will not cause or allow the development of fiscal jeopardy or material deviation of actual expenditures from Board priorities established in Ends policies.

The CEO will not:

- 4.4.1. Expend more funds than have been received in the fiscal year to date unless the debt guideline (below) is met.
- 4.4.2. Incur non-trade debt in an amount greater than can be repaid within 365 days, unless approved by the Board.
- 4.4.3. Use any Contingency Reserve Funds unless approved by the Board.
- 4.4.4. Use any funds from the Safety in Sport Reserve, a protected component of the Contingency Reserve funds, for any purpose other than addressing complaints under the harassment policy and without the express permission of the Board Chair.
- 4.4.5. Use any funds from the Nordiq Canada Development Fund for operational purposes unless the funds are acquired and approved through the project application process established by the Nordic Canada Development Fund Committee.
- 4.4.6. Allow payroll and debts to be settled in an untimely manner.

- 4.4.7. Allow withholding or sales tax payments or other government ordered payments or filings to be overdue or inaccurately filed.
- 4.4.8. Make a single purchase or commitment of greater than \$200,000 unless included in the Budget or as may be approved by the Board. Splitting orders to avoid this limit is not acceptable.
- 4.4.9. Acquire, encumber or dispose of real estate.
- 4.4.10. Allow receivables to be unpursued after a grace period of 45 days.
- 4.4.11. Endanger the Registered Charitable Amateur Athletic Association status of Nordiq Canada.
- 4.4.12. Operate without providing the Board with a report of the financial variances of actual results from budgeted results at least twice a year.
- 4.4.13. Operate without promptly informing the Board of material changes to the financial condition of Nordiq Canada, or material deviation from the Budget or Business Plan.

E.L. 4.5 – Emergency CEO Succession

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|----------------------------------|---|------------------|
| Executive Limitations | E.L. 4.5- Emergency CEO Succession | |
| | Created/ Amended: | June 2016 |
| | Monitoring Schedule: | See B.C.R. 1.4.8 |

- 4.5. In order to protect the Board from sudden loss of CEO services, the CEO will have no fewer than one other designate sufficiently familiar with Board and CEO issues and processes to enable that person to take over with reasonable proficiency as an interim successor.

E.L. 4.6 – Asset Protection

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|------------------------------|-----------------------------------|------------------|
| Executive Limitations | E.L. 4.6- Asset Protection | |
| | Created/ Amended: | June 2016 |
| | Monitoring Schedule: | See B.C.R. 1.4.8 |

- 4.6. The CEO will not cause or allow Nordiq Canada assets to be unprotected, inadequately maintained or unnecessarily risked.

The CEO will not

- 4.6.1. Allow assets and the organization itself to be inadequately protected against property damage or loss.
- 4.6.2. Allow Directors and Officers insurance coverage to lapse or to fall below coverage of \$5 million.
- 4.6.3. Subject equipment to improper wear and tear or insufficient maintenance.
- 4.6.4. Unnecessarily expose the organization, its Board or staff to claims of liability.
- 4.6.5. Make any purchase: (a) where normally prudent protection has not been given against conflict of interest; or (b) of over \$20,000 without having obtained comparative prices, quality and value.
- 4.6.6. Allow intellectual property, information and files to be exposed to loss or significant damage.
- 4.6.7. Receive, process or disburse funds under controls that are insufficient to meet the member-appointed auditor's standards.
- 4.6.8. Compromise the independence of the Auditor or other external monitoring or advice.

- 4.6.9. Invest or hold operating capital in insecure instruments, including uninsured checking accounts and bonds of less than AA rating at any time, or in non-interest-bearing accounts except where necessary to facilitate ease in operational transactions.
- 4.6.10. Endanger Nordiq Canada's public image, credibility, or its ability to accomplish Ends.
- 4.6.11. Change Nordiq Canada's name or substantially alter its identity in the community.
- 4.6.12. Allow internal controls regarding accounting, purchase orders, invoice approvals and payment approvals to be overridden.
- 4.6.13. Fail to report to the Board and the Finance and Audit Committee any knowledge of a suspected or actual occurrence of fraud by any employee, contractor, supplier, partner or any other person.

E.L. 4.7 – Compensation and Benefits

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| Executive Limitations | E.L. 4.7- Executive Limitations | |
| | Created/ Amended: | June 2016, May 2023 |
| | Monitoring Schedule: | See B.C.R. 1.4.8 |

4.7. With respect to employment, compensation, and benefits to employees, consultants, contract workers and volunteers, the CEO will not cause or allow jeopardy to fiscal integrity.

The CEO will not:

- 4.7.1. Change the CEO's own compensation and benefits package. Changes to the CEO's compensation and benefits package are under the purview of the HR Committee of the Board and are part of the CEO's contract.
- 4.7.2. Promise or imply permanent or guaranteed employment.
- 4.7.3. Establish current compensation and benefits that deviate materially from the geographic or professional market for the skills employed.
- 4.7.4. Establish or change pension benefits so as to cause unpredictable or inequitable situations, including those that:
 - 4.7.4.1. Incur unfunded liabilities.
 - 4.7.4.2. Provide less than some basic level of benefits to all full- time employees, though differential benefits to encourage both performance and longevity are encouraged.
- 4.7.5. Expense for reimbursement any travel or other employment related expenses that are not incurred solely for the purpose of meeting the roles, duties and expectations of the position of CEO of Nordiq Canada.

E.L. 4.8 – Communication and Support to the Board

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|------------------------------|---|---------------------|
| Executive Limitations | E.L. 4.8- Communication and Support to the Board | |
| | Created/ Amended: | June 2016, May 2023 |
| | Monitoring Schedule: | See B.C.R. 1.4.8 |

4.8. The CEO will not permit the Board to be uninformed or unsupported in its work.

The CEO will not:

- 4.8.1. Withhold, impede, or confound information relevant to the Board’s informed accomplishment of its job.
 - 4.8.1.1. Neglect to submit monitoring data required by the Board in Board- Management Delegation policy “Monitoring CEO Performance” in a timely, accurate and understandable fashion, directly addressing provisions of Board policies being monitored, and including CEO interpretations consistent with Board- Management Delegation policy “Delegation to the CEO,” as well as relevant data.
 - 4.8.1.2. Allow the Board to be unaware of any actual or anticipated noncompliance with any Ends or Executive Limitations policy, regardless of the Board’s monitoring schedule.
 - 4.8.1.3. Allow the Board to be without decision information required periodically by the Board or let the Board be unaware of relevant trends.
 - 4.8.1.4. Allow the Board to be without decision information or professional advice required periodically by the Board or let the Board be unaware of relevant trends.

- 4.8.1.5. Present information to the Board in overly complex or lengthy forms or in a form that fails to differentiate between monitoring information and decision preparation information.
- 4.8.1.6. Let the Board be unaware of any incidental information it requires including anticipated media coverage, threatened or pending lawsuits and material internal changes.
- 4.8.1.7 Let the Board be unaware of financial variances of actual results from budgeted results at least twice a year, and material changes to the financial condition of Nordiq Canada, or material deviation from the Budget or Business Plan.
- 4.8.2. Let the Board be unaware if, in the CEO's opinion, the Board is not in compliance with its own policies on Governance Process and Board-CEO Linkage, particularly in the case of Board behaviour that is detrimental to the work relationship between the Board and the CEO.
- 4.8.3. Withhold from the Board and its processes logistical and clerical assistance.
 - 4.8.3.1. Allow the Board to be deprived of a workable, user- friendly mechanism for official Board, officer, or committee communications.
 - 4.8.3.2. Allow the Board to be deprived of appropriate settings and arrangements for Board and committee meetings.
- 4.8.4. Impede the Board's holism, misrepresent its processes and role, or impede its lawful obligations.
 - 4.8.4.1. Deal with the Board in a way that favours or privileges certain Board members over others except when: (a) fulfilling individual requests for information or (b) responding to officers or committees with respect to duties charged to them by the Board.

4.8.4.2. Allow the Board to do its work without the necessary items on its required approvals agenda. Necessary items are those decisions delegated to the CEO yet required by law, regulation, or contract to be Board- approved, along with applicable monitoring information.

E.L. 4.9 – Ends Focus of Grants or Contracts

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| Executive Limitations | E.L. 4.9- Ends Focus of Grants or Contracts | |
| | Created/ Amended: | June 2016 |
| | Monitoring Schedule: | See B.C.R. 1.4.8 |

- 4.9. The CEO will not enter into any grant or contract arrangements that fail to emphasize Ends achievement and the avoidance of unacceptable means.

The CEO will not:

- 4.9.1. Allow grant or contract recipients to be unaware of policies or restrictions that preclude imprudent, unlawful or unethical methods, behaviours or activities.
- 4.9.2. Make grant or contract arrangements with parties that do not have, in the CEO's opinion, the capacity to produce appropriate results.
- 4.9.3. Enter into contracts of over \$200,000 and/or have a meaningful impact on the image and/or brand of Nordiq Canada without final approval from the Board. Contracts aggregating \$200,000 over multiple years are included in this limitation.

E.L. 4.10 – Education

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| Executive Limitations | E.L. 4.10- Education | |
| | Created/ Amended: | June 2016 |
| | Monitoring Schedule: | See B.C.R. 1.4.8 |

4.10. Nordiq Canada recognizes the importance of supporting and integrating athlete academic pursuits as a critical component of the athlete development pathway in Canada.

The CEO will not:

4.10.1. Allow cross-country skiing sport leaders to discourage combining sport and education. In the Canadian cross- country skiing system, combining sport and education is supported and encouraged, and to imply otherwise or to undermine such efforts is not acceptable.

E.L. 4.11 – Annual Business Planning

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|------------------------------|--|---------------------|
| Executive Limitations | E.L. 4.11- Annual Business Planning | |
| | Created/ Amended: | June 2016, May 2023 |
| | Monitoring Schedule: | See B.C.R. 1.4.8 |

- 4.11. Annual business planning for any fiscal year will not deviate materially from Board’s Ends priorities and current and approved Strategic Plan priorities or risk fiscal jeopardy.

The CEO will not:

- 4.11.1. Avoid setting out interim goals in an annual Business Plan that aligns to, and identifies the path for achieving, the Board’s Ends priorities, in a manner that demonstrates the principal activities intended to be undertaken in the new year and their desired results.
- 4.11.2. Misalign the annual Business Plan with the annual Budget.
- 4.11.3. Avoid consultation with the Board, the Divisions, partners and other stakeholders as appropriate in formulating the annual Business Plan and performance targets.