



BOARD OF DIRECTORS TERMS OF REFERENCE

1. Purpose

Sask Sport Inc. (Sask Sport) is a volunteer-driven, non-profit organization that serves the amateur sport community and operates Sask Lotteries – the main fundraiser for sport, culture and recreation in Saskatchewan.

The purpose of the Sask Sport Board of Directors (Board) is to provide leadership, direction and oversight regarding the activities associated with Sask Sport and its subsidiary organizations:

- Administration Centers for Sport, Culture and Recreation (1989) Inc.
- Give Kids a Chance Charity Inc.
- National Sport Trust Fund – Sask Division
- Saskatchewan Lotteries Trust Fund for Sport, Culture and Recreation
- Sask Sport Distributors Inc.
- Western Canada Lottery – Saskatchewan Division Inc.

2. Composition

The Board is composed of a minimum of eight members and a maximum of 13 members, including:

- Chair
- Vice Chair Lotteries
- Vice Chair Sport
- Vice Chair Trust Fund
- Secretary/Treasurer

Board members are representatives of the membership and reflect the rich and growing diversity of Saskatchewan. It is recognized that diverse perspectives, experiences and backgrounds provide for optimal board performance.

3. Responsibilities

The following are required responsibilities of the Board to ensure successful governance.

3.1 Board of Directors

Board members are stewards of Sask Sport, committing to:

- Enrich Saskatchewan communities through sport, culture and recreation.
- Ensure Sask Sport's four values—Integrity, Teamwork, Inclusivity and Community—are infused throughout the organization's culture, decision-making and operational activities.

The Board will:

- Approve a strategic planning process and work with the Chief Executive Officer (CEO) and senior management to set the strategic direction including the mission, vision, values and organizational priorities.
- Review and approve strategic objectives, performance indicators, annual operating plans and capital and operating budgets.
- Recruit, select, determine compensation and approve succession plans for the CEO.
- Delegate responsibility for management of the organization to the CEO.
- Monitor and evaluate the CEO's performance.
- Oversee risk management. Ensure there are systems and processes to identify and manage strategic and operational risks. Annually review the plan to minimize and mitigate the risks.
- Approve board and operational policies.
- Establish committees and advisory groups. Review and approve the mandates, composition and annual work plans. Monitor results.
- Ensure effective board recruitment, nomination, orientation, development and evaluation processes.
- Elect the Chair, Vice Chairs and Secretary/Treasurer.
- Ensure the organization demonstrates leadership and integrity.
- Address and support its membership and community needs.
- Foster good relationships with stakeholders.
- Demonstrate accountability to members, stakeholders and the public.
- Ensure that legal requirements are met.
- Assure the financial responsibility of the organization. Assess performance compared to budget and ensure proper financial controls are in place and followed.
- Establish policies and procedures to safeguard the organization from fraud and risk.

3.2 Chair

The Chair reports to the Board and is an ex officio member of Sask Sport's committees, any subcommittees and subsidiaries' boards.

The Chair will:

- Preside at all Annual General Meetings, Special Meetings of the membership and board meetings.
- Provide leadership to help the Board do its work and accomplish its objectives.
- In collaboration with the CEO, determine the agenda for all board meetings, Annual General Meetings and Special Meetings.
- Act as counsel to the CEO.
- Be the Board's primary liaison with the CEO.
- Lead the CEO's performance review.
- Be the Sask Sport representative.
- Perform such other duties, functions and responsibilities as assigned by the Board and/or approved by the membership.

3.3 Vice Chairs

A Vice Chair will preside at meetings in the absence of the Chair and will assume the functions at that time.

3.3.1 Vice Chair Lotteries

The Vice Chair Lotteries supports the Chair and CEO by working toward organizational goals and acting as the organization's primary spokesperson regarding Sask Lotteries related business.

The Vice Chair Lotteries will:

- Report on the key activities and recommendations of the Lotteries Division to the Board, as required.
- Ensure the development of a work plan for the Lotteries Division.
- Represent the organization at various events to promote Lotteries (including media conferences, winners' cheque presentation ceremonies, lottery-funded events, etc.).

3.3.2 Vice Chair Sport

The Vice Chair Sport supports the Chair by working toward organizational goals and chairing the Sport Committee meetings.

The Vice Chair Sport will:

- Provide leadership to help the Sport Committee do its work and accomplish its objectives.
- Determine the agenda for all Sport Committee meetings.

- Report on the key activities and recommendations of the Sport Division to the Board.
- Ensure the development of a work plan for the Sport Division.
- Represent the organization at various public and member events to promote the sport federation.

3.3.3 Vice Chair Trust Fund

The Vice Chair Trust Fund supports the Chair by working toward organizational goals and chairing the Trust Fund Committee and Sask Lotteries Community Funding Committee meetings.

The Vice Chair Trust Fund will:

- Provide leadership to help the Trust Fund Committee do its work and accomplish its objectives.
- Determine the agenda for all Trust Fund Committee meetings.
- Report on the key activities and recommendations of the Trust Fund Division to the Board.
- Ensure the development of a work plan for the Trust Fund Division.
- Represent the organization at various public events to promote Sask Lotteries as the main fundraiser for sport, culture and recreation in Saskatchewan.

3.4 Secretary/Treasurer

The Secretary/Treasurer supports the Chair by working toward organizational goals and chairing the Audit Committee meetings.

The Secretary/Treasurer will:

- Provide leadership to help the Audit Committee do its work and accomplish its objectives.
- In collaboration with the Chief Financial Officer, determine the agenda for all Audit Committee meetings.
- Report on the key activities and recommendations of the Audit Committee to the Board.
- Ensure proper financial reporting, along with the Auditor's report, is presented to the membership.
- Carry forward to the Audit Committee any concerns raised about the internal control systems of Sask Sport.
- Be responsible for providing and maintaining records and accounts and such investments as the Board directs.
- Ensure financial reports are presented at each board meeting regarding the finances and operating balance.
- Be responsible for notices of meetings, minutes and reports, and membership registrations and communications.

The Sask Sport Chair, Vice Chairs and Secretary/Treasurer must not be a President or Chair of an organization that is eligible for funding from Sask Lotteries Trust Fund for Sport, Culture and Recreation.

3.5 Committees

Board members may be appointed to Sask Sport committees and/or sub-committees (listed below), which meet approximately three to six times per year.

- Audit Committee
- Governance Committee
- Sport Committee
 - Sub-committees of the Sport Committee:
 - Adaptive Sport Advisory Committee
 - Future Best and Awards Committee
 - Indigenous Sport Leadership Council
 - Provincial KidSport Committee
- Trust Fund Committee
 - Sub-committees of the Trust Fund Committee:
 - Sask Lotteries Community Funding Committee
 - Sport Funding Committee

All committee decisions and appointments are subject to approval by the Board.

The Board will approve the terms of reference of any required committees, provide resources for committee functions and ensure committee reporting procedures.

The Board will approve Sask Sport volunteer representation on external boards and committees.

4. Term

Board members are elected for a three-year term and may stand for re-election for a second three-year term.

Any vacancy to occur may be filled by appointment by the Board. Such an appointee will hold office until the next Annual General Meeting, at which time, the vacancy may be filled by election for the unexpired term of office.

No person may serve on the Board more than two full terms, saving that service on the Board for a partial term will not be calculated for the purpose of this restriction.

5. OPERATIONS

5.1 Meetings

Board members are expected to attend the following meetings (frequency and duration are approximations):

- Board - six times per year, up to three hours per meeting
- Annual General Meeting - one day in June
- Appointed committees and/or sub-committees

A board member who has been absent from three board meetings in a twelve-month span may be removed from the Board.

Board members are welcome to attend all committee meetings of Sask Sport. Board members planning on attending committee meetings to which they are not appointed, should communicate their intent to the Committee Chair and are ex officio and have no vote on committees to which they have not been appointed. Expenses incurred by visiting board members attending committee meetings to which they are not appointed will be at the board member's own expense.

All voting and Board business will be conducted in-person, or by an alternate Board-approved method.

5.2 Voting

The Board will make decisions through formal vote. Each board member will have one vote. In the event of a tie, the Chair will vote.

If consensus is not met, all perspectives will be included in the meeting minutes.

The Board may, as deemed necessary, invite advisors to attend meetings; however, these individuals will be non-voting representation.

5.3 Quorum

Quorum will consist of a majority of the number of voting members.

5.4 Resources

Board members will receive orientation and the Board of Directors Resource Manual.

Sask Sport employees provide the Board and committees with administrative support (Ex. Drafting of agendas and reports, coordination of meetings, preparation of meeting documents, taking meeting minutes, etc.).

5.5 Remuneration

Board members are reimbursed for their expenses in accordance with Sask Sport's policies.

5.6 Conflict of Interest

Conflict of Interest: Any situation where a board member has an opportunity to promote a private or personal interest for themselves or some other person, which results or appears to result in the following:

- An interference of their responsibilities with the Board
- A gain or an advantage by virtue of their position with the Board

Due to the nature of board members' responsibilities, it may be, in some cases, necessary to restrict their activities to ensure that a conflict of interest does not exist or appears to exist.

The Conflict of Interest Policy is available upon request.

6. OTHER

6.1 Confidentiality

The contents of meetings are always confidential until the contents have been released through the proper channels.