



GOVERNANCE POLICY

August 28, 2023

POLICY STATEMENT

Judo Canada follows a policy governance model that outlines a clear delineation of roles and responsibilities between the Board of Directors (“Board”), the Chair, General Secretary, Treasurer, and Officers, Committees and the Chief Executive Officer (“CEO”). This Policy shall always be in compliance with Judo Canada’s By-Laws, Canadian laws and regulations as amended or enacted from time to time. In the event of a discrepancy between this Policy and the By-laws, the By-laws will prevail.

APPLICATION

This policy applies to Judo Canada’s Board of Directors, Judo Canada’s Committees and Judo Canada’s CEO and staff.

The Board of Directors of Judo Canada is accountable to the membership for competent, conscientious, and effective governance. The Board will direct, control, and inspire the organization through the careful establishment of strategic direction and written policies reflecting the organization’s values.

Judo Canada’s Chair is responsible for the stewardship of the Board. As such, the Chair represents the leadership of the Board and maintains a mission focus, ensuring benefits to the members and maintaining the integrity of governance.

Directors shall fulfill their respective roles and responsibilities as defined by Judo Canada’s By-Laws and their terms of reference as amended from time to time.

The Committees of Judo Canada play an advisory role and report to the Board of Directors or the CEO, as determined in each Committee’s terms of references.

The CEO is responsible for the day-to-day management of the affairs of Judo Canada, supervision of other staff members, and the execution of the organization’s strategic plan.

THE BOARD OF DIRECTORS

The statutes providing for incorporation of Judo Canada require Directors to supervise the management of the affairs of the organization. In addition to this mandate the governing authority of the Board is set out in Judo Canada’s By-Laws. Directors are trustees of the organization and have the responsibility to oversee the organization’s business, to monitor results and endeavour to ensure that all major issues affecting the business and affairs of the organization are given proper consideration.

It is the primary responsibility of the Board to ensure that the assets and resources of the organization are properly managed. The Board of Directors focuses on establishing the strategic direction and the results to be achieved by the organization. Although it must delegate the organization’s management responsibilities to the CEO, the Board shall retain the role of steward of the organization.

In carrying out their functions, the Directors must:

- exercise at least the level of care and diligence that a reasonable person would exercise in similar circumstances

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- act honestly at all times, in good faith and in the best interests of the corporation, as opposed to their own personal interests.

The Board will concentrate its efforts on the following:

- Establish Judo Canada's Mission, Vision, Values and monitor progress towards strategic desired and expected results.
- Prepare governing documents and organizational policies that, at the broadest levels, address:
 - Develop governance process – how the Board carries out and monitors its own tasks
 - Ensure good Board/Committee/Staff Relationships – how the Board maintains positive relations among the Board, Committees, and staff, and how the Board delegates authority to and holds Committees and staff accountable for their duties
 - Monitor the organization's ethical values and behavior – these are the boundaries of prudence and ethics within which all activities and decisions will take place
- Recruit, hire and supervise the CEO; ensure ongoing evaluation of the CEO's performance, competence, and integrity; set the CEO's compensation package; support the CEO.
- Remain informed about Judo Canada's activities.
- Advocate and liaise with the Federal Government and General Public.
- Oversee, in accordance with the SDRCC requirements, the mechanisms for mediation of disputes, appeals and independent arbitration.
- Adopt the UCCMS on a standalone basis and ensure that all of Judo Canada's policies and procedures are interpreted and applied in a manner consistent with the UCCMS.
- Assess the Board's performance and effectiveness and accountability; monitor and assess the Board's processes
- Present annually to the membership an audited financial statement and a review of Judo Canada's progress toward the achievement of stated strategic expected outcomes.
- Ensure Judo Canada maintains sufficient financial resources to function effectively.
- Fulfill any responsibilities required by law.
- Undertake its activities and responsibilities in the best interests of Judo Canada

Each Director is a representative of Judo Canada and shall speak for the organization only on clearly defined policy matters. In addition, they shall defend the organization or its operations against criticism. Justified criticism shall be brought to the attention of the appropriate person or the Board, when appropriate.

Directors have no direct operational authority. An individual Director has no authority to commit the organization to any action or policy. All Directors shall abide by all the decisions of the Board.

Directors must be Independent as defined in Judo Canada's By-Laws: having no fiduciary obligation to anybody for the sport of Judo at the national or provincial level, receiving no direct or indirect material

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benefit from any such party, and being free of any conflicts of interest of a financial, personal, or representational nature.

Directors shall refrain from being in a conflict of interest (CI) situation, declare in writing if they are in a CI situation and shall not be involved in discussions and decisions related to the CI situation as per Judo Canada's *Conflict of Interest Policy*.

Directors may be deemed ineligible to serve as a Director if they are not Independent.

A Director who would not be considered Independent will be considered Independent once they resign from or terminate the circumstance that gives rise to the non-independence.

THE OFFICERS

Judo Canada's Officers are the Chair, General Secretary, Treasurer, and CEO. The Officers, in addition to the general duties and liabilities of Directors and Officers, have additional responsibilities as outlined in the By-laws.

THE CHAIR

Judo Canada is dependent upon a skilled and effective Chair and the Chair must have a positive working relationship with the CEO.

Judo Canada's Chair is responsible for the stewardship of the Board of Directors. As such, the Chair represents the leadership of the Board and maintains a mission focus, ensuring benefits to the members and maintaining the integrity of governance.

The Chair of Judo Canada forms the working link between the Board and the CEO. In partnership with the CEO, the Chair may direct the CEO on a course of action on behalf of the Board. The Chair's working relationship with the CEO sets the tone for the relationship with the Board and serves as a model for the behavior for other Board members toward the CEO.

The Chair is accountable to the Board and acts on the Board's behalf between Board meetings – consulting and taking actions as required. As such, the Chair must be a leader; networking and advocating on behalf of Judo Canada.

The Chair/CEO Relationship

1. The Chair will be the primary point of contact for the Board. While respecting their own responsibilities – the Chair to lead the Board and the CEO to manage the operational activities – they will work as partners to serve the success of the organization.
2. The Board expects that in establishing an effective working relationship between the CEO and the Board, the Chair will:
 - Focus the CEO and Board on key goals, strategies, and accountabilities, making sure everyone understands who is responsible for whom and for what.
 - Respect the role of the CEO and work through those situations where the line between

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management and governance is not clear.

- Avoid territorial behaviour with the CEO when issues are not easily defined as either a Board or staff responsibility and communicate candidly about the situation and adjust their approach accordingly.
 - Understand that the success of the Chair/CEO relationship is measured by the impact on Judo Canada and not by the strength of their personal relationship.
3. Debate and disagree behind closed doors but maintain a consistent and united front on important issues, particularly when making public appearances where the two should speak with one voice.
 4. Avoid conflict that ensues from neglecting or abdicating their own duties or encroaching on the other's areas of responsibility.
 5. Support each other by ensuring they are informed of the other's domain.
 6. Guard against developing a special or confidential relationship that tests the boundaries of ethical practice.

The Responsibilities of the Chair

- To make the Board stronger by suggesting appropriate governance practices, keeping the Board mission focused, engaged, and inspired, speaking with prospective Board candidates and providing orientation to new Directors.
- Create healthy and productive relations between the CEO and Board by establishing clear personal and professional boundaries around the interactions between the two.
- Demonstrating optimism, inclusiveness, integrity, and respect in relationships, provide an environment conducive to discussion and open questioning.
- Manage the flow of information between the CEO and the Board so that it acknowledges the Board's information needs and acknowledges the contributions of others.
- Oversee an annual Board review process
- Seek out opinions of other Board and Board Committee members and ensure their concerns are dealt with by the Board or brought to the CEO's attentions.
- Set an example of the respectful balance between, passion for the organization and dogmatic views.
- In consultation with the Board and CEO, delegate responsibilities to Directors and Committees.

The Chair may not perform, or cause to be performed, anything that may be considered unlawful, unethical, or immoral in violation with Judo Canada's Code of Conduct, the UCCMS or other Policies or inconsistent with the funding source requirements or franchise/regulatory organizations on executive authority.

Any breach of a Judo Canada's policies by the Chair must be reported in writing to the Board, to guarantee that no violation has been kept from the Board.

BOARD COMMITTEES AND OPERATIONAL COMMITTEES

The actions of the Board are guided by policies researched, developed, and overseen by Committees established by the Board.

Board Committees are struck to aid the process of governance, not management. Board Committees are in place to delve into more detail than the Board as a whole. The Committees prepare truly Board-level policy issues, but not in areas that have been delegated to staff, so as not to compromise the clear accountability linkage between the Board and the CEO.

The Board may appoint such committees as it deems necessary for managing the affairs of the Corporation and may appoint members of committees or provide for the election of members of committees, may prescribe the duties and terms of reference of committees, and may delegate to any Committee any of its powers, duties, and functions.

The Board will establish a Nominations Committee to oversee the solicitation and receipt of nominations for the election of the Directors. The committee will also be responsible for vetting potential candidates, evaluating a candidate's skills and expertise, determining a candidate's independence as per these Bylaws, and making recommendations to the membership about elections. The Committee will have an odd number of members with the objective that the committee is respected, credible, and representative. The Nominations Committee will have responsibilities and authority at the discretion of the Board.

The Board will establish a Governance and Ethics Committee to recommend matters for approval by the Board as they relate to governance and/or ethics. The Governance and Ethics Committee will have responsibilities and authority at the discretion of the Board.

The Board will establish an Audit and Finance Committee to be chaired by the Treasurer, to recommend matters for approval by the Board as they relate to finances and audits. The Audit and Finance Committee will have responsibilities and authority at the discretion of the Board. Vacancy – When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.

The Chair will be an ex-officio and non-voting member of all Committees of the Corporation.

The Board may remove any member of any Committee at any time and for any reason.

No Committee will have the authority to incur debts in the name of the Corporation.

Operational Committees shall be created and appointed by the CEO and report to the CEO.

A specific Terms of Reference that outlines the following must guide the formation and role of each Committee:

- Mandate
- Key Duties
- Authority
- Policy Responsibility
- Composition

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- Appointment
- Meeting structure and schedule
- Resources
- Objectives/Deliverables
- Evaluation & Reporting

The Board of Directors may be required, from time-to-time, to create ad-hoc Committees to aid the process of governance. Board Committees must not be assigned tasks that oversee, become involved in, or advise management or operational function unless otherwise authorized or requested by the CEO, by the Board in absence of the CEO or in exceptional circumstances.

A Director, Officer or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation will disclose fully and promptly the nature and extent of such interest to the Board or Committee in writing, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest.

THE CHIEF EXECUTIVE OFFICER (CEO)

Judo Canada is dependent upon a skilled, effective, and supported CEO and on a positive working relationship between the Chair the Board and the CEO. The role of the CEO is to manage the operations of the organization.

The Board is responsible for selecting, hiring and, when it deems necessary or desirable, terminating the CEO. In selecting the CEO, the Board must be satisfied that the candidate has the skills, experiences and qualifications that the Board considers appropriate to best serve the interests of Judo Canada.

Judo Canada realizes that for effective governance there must be a sound working relationship and clarity of roles between and among the Board, the Chair, and the CEO. For the governance of Judo Canada to be effective the CEO must work with the Board to clarify the distinction between management and governance. This relationship, well-conceived, will form the basis for good governance. However, this working relationship requires effort and ongoing attention.

The CEO/Board Relationship

1. The CEO, as the delegate of day-day management responsibilities, is the only staff member who reports to the Board. The Board may only communicate with staff is through the CEO.
2. The CEO has the delegated authority for day-to-day administration and management of staff. The CEO receives clear expectations from the Board. The CEO does not need the Board's further permission to act in exercising this authority.
3. The CEO may, at their discretion, strike and determine the mandate of Operational Committees, including to assist the CEO and / or staff on operational and technical matters
4. On operational matters, the CEO may seek advice from individual Directors or Board Committees, however; none of these, excluding the Chair, have the power or authority to provide formal direction.

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5. The CEO is bound only by decisions of the Board, except in instances where the Board has specifically authorized such exercise of authority to the Chair, or one of its Directors, or a designated Committee.

The Responsibilities of the CEO

1. It is the CEO's responsibility, with full encouragement of the Board, to provide leadership in shaping the vision, defining priorities, developing policies and creating a sense of forward momentum and forward action, while recognizing that this process cannot be carried out in isolation of the Board or Judo Canada's partners.
2. The CEO will develop, for the approval of the Board, an annual plan and budget, inclusive of annual goals and performance measures that demonstrate how the Board's approved strategic plan will be implemented and evaluated.
3. It is the CEO's responsibility to keep the Board well informed. In general, this will be done through reports that document progress of the strategic plan and provision and explanation of relevant materials for Board meetings. The CEO is expected to be candid in sharing information about the problems and successes of the organization, allowing the Board to make responsible, informed decisions on behalf of Judo Canada.
4. The CEO, with assistance from Judo Canada's staff, will provide the Board with a quarterly written certification of the following:
 - a. all required remittances (be they for deductions at source, sales tax, or any other government remittances) have been made;
 - b. all other payments for which Directors are personally liable have been made; and
 - c. confirmation that all insurance coverage (including Directors and Officers liability insurance) approved by the Board is in full force and effect and all premiums have been paid.
5. The CEO, with assistance from Judo Canada's staff, will also provide the Board with a quarterly written update of the following:
 - a. descriptions of any breaches of material agreements;
 - b. descriptions of the status of any claims or lawsuits threatened or initiated against Judo Canada (and a status update of each);and
 - c. descriptions of any material risks to Judo Canada (financial and otherwise).
6. The CEO will, with Board authority, direct the administration and management of Judo Canada. In doing so, the CEO will; a) exercise fiscal prudence, b) practice sound risk management, c) adhere to existing Judo Canada policies and procedures and d) develop and recommend Judo Canada policies and positions, outlining their implications for Board consideration.
7. The CEO is not a Director but, per the By-laws, is an Officer with duties described in the By-laws. The CEO may not perform, nor cause to be performed, anything unlawful, nor anything in breach of Judo Canada's by-laws or policies.

Approved by Board on August 25, 2023