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## **Good Governance Orientation and Board Management of Karate Canada**

The goal of this document is to provide more information on shared expectations, roles, and responsibilities of Karate Canada leadership. This document will also provide some background on how the board functions within the Karate Canada organizational chart and how the board (governance) interacts with Operational and Sport-Technical leadership.

### **Strategic vs. Operational Board**

Karate Canada is a 'strategic' board, not an 'operational' board. In other words, the board does not concern itself with the day-to-day management of Karate Canada, nor does it act in any supervisory capacity of staff, contractors, or volunteers. The board, instead, entrusts the running and management of Karate Canada to the Executive Director (ED). This is very different from most PTSO (provincial territorial sport organization) boards or community boards that often must rely on their directors to be very active with daily management items - an operational board. Instead, the KC board concerns itself with oversight of the federation through reporting from the Executive Director (ED), finance committee, governance committee, and various operational committees as required. The Board develops and monitors its strategic plan (vision), financial management, policy development/adjustment as well as recommended committee appointments. The board evaluates the Executive Director yearly and is responsible for the hiring of a new ED should it be necessary.

### **Communication Structure within the Three Pillars of Karate Canada – Governance, Operations, Sport-Technical**

Karate Canada consists of three pillars – Governance, Operations and Sport-Technical. These three pillars must act in concert, communicate effectively, and work together. Siloing of programs is to be avoided at all costs. How the Board interacts, supports, and communicates with the other pillars in Karate Canada is extremely important.

As previously mentioned, it is important to note that individual directors have no authority over staff, referees, athletes, coaches, contractors, or volunteers unless required by position, committee, or other assignment and then, only in coordination with the ED.

The KC board communications pathway is as follows:

Board ↔ Executive Director ↔ Government/External relations and Reporting / Financial Management and Budgeting / Operational Committees / Staff (including Sport-Technical) / Contractors / Volunteers / Budget management / Day to day operations etc.



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### **Speaking on behalf of Karate Canada**

Normally, the Executive Director will speak on behalf of Karate Canada regarding operational programs, Sport Canada, Canadian Olympic Committee (within COC programming), members (PTSO) and registrants. The Board Chair (or designate) will generally speak on behalf of Karate Canada regarding international relations as well as at COC governance meetings. Please note, no other member of Karate Canada (Board or Staff) has the authority to speak on behalf of KC unless specifically authorized to do so.

### **Board member vs Member vs Registrant**

The board is made up of professionals who bring needed skill sets for governance oversight to Karate Canada. A background in karate is helpful, but not required as KC is a modern sport federation incorporated under the laws of Canada. A Member is a PTSO (only members vote, move or approve motions at AGMs), while a Registrant is anyone registered to Karate Canada through their PTSO.

### **Conflict of Interest – Perceived vs Actual**

Conflict of Interest (CI) is the enemy of any board. Decisions tainted with CI serve to undermine a board's authority and image. When it comes to conflicts of interest, appearance is as important as reality. Disclosure and the monitoring of conflict of interest, real or perceived, is important. It is for this reason that Karate Canada has a robust CI policy for its Board, Staff, Committee Members, and Referees regarding the KC National Selection events.

### **Privacy, Confidentiality, Decorum**

Board members are professionals and must conduct themselves accordingly in written and verbal interactions. Board members do not engage in ad hominem attacks, sarcasm or innuendo. We debate policy and direction, not personality. KC does not record, nor report, how individual directors vote. Only the decision of the board is recorded. When the board votes, no matter the decision, directors are expected to support the decision and move forward.

While many of us are “Karate-ka” and respect the tenets of “Karate-do”, please note that we do not use karate ‘titles’ in verbal communication or written correspondence. Board members are expected to interact on a first name basis at meetings.



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### **Safe Sport**

All Board members are a signatory to Safe Sport and must complete various Safe Sport and governance education components as required. All board members must understand, respect, and observe the principles of Safe Sport. All board members are encouraged to become intimately familiar with all aspects of Safe Sport, Abuse Free Sport, the UCCMS and associated items. The safety of our athletes, volunteers and registrants is the top priority of the Board.

<https://sportintegritycommissioner.ca/uccms>

### **Fiduciary Duties of Care, Loyalty, and Obedience**

Board members have a fiduciary duty to Karate Canada. In general, the three main fiduciary duties for a volunteer Board member are:

#### **Duty of Care**

Duty of Care describes the level of competence and judgment expected of a board member. This is commonly expressed as the obligation to provide the level of care that an ordinarily prudent person would exercise in a similar position and under similar circumstances.

A “reasonably prudent” person would exercise reasonable care when making decisions as a federation steward. Therefore, a fiduciary is responsible for ensuring that they’re well-informed and fully understand issues surrounding their decisions. In a practical sense, this requires:

- Being interested in, and informed about, Karate Canada’s mission, goals, and plans.
- Preparation before board and committee meetings (e.g., reviewing agenda, reports, etc.).
- Active participation in meetings.
- Remaining alert to potential concerns and problems.
- Asking for more information as required before making decisions.
- Investigating irregularities and/or violations in the governance of the organization.

#### **Duty of Loyalty**

A Duty of Loyalty revolves primarily around board members’ self-interest and the potential conflict this can create. When a board member is making decisions affecting the organization, the organization must have their undivided allegiance. This means not only in decision-making on behalf of Karate Canada, but also that a board members may



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never use information obtained for personal gain. Rather, they must always act in the best interest of the organization.

Every board member's compliance with KC's policy surrounding conflicts of interest starts with full disclosure of any potential conflicts, to avoid the appearance of impropriety. This offers the governance committee or board an opportunity to review and evaluate potential conflicts and resolve any issues that may arise before related decisions come under consideration. When a conflict of interest does arise, the affected director has an obligation to recuse himself or herself from participating in the discussion and/or decision.

### **Duty of Obedience**

Duty of obedience is about respecting the limits of the Board's power and using that power to help the organization fulfill its mission. For a board member this would include the obligation to follow policies and procedures established by the board, to follow the proper protocol for decisions and meetings, and to adhere to the board's expectations of conduct, integrity, and confidentiality while also respecting and obeying the law.

In other words, directors have a duty to make decisions that serve the purpose of upholding and perpetuating Karate Canada's mission (Strategic Plan). That means guiding decision-making to help keep the federation on course toward its stated objectives. Board members need to be ready to question initiatives, investments, or other plans that could degrade or derail the mission.

### **Roles and Responsibilities**

#### **Role and Responsibilities of the Board Chair:**

- Chairs the Board of Directors
- Prepares, with the assistance of the Executive Director, the agenda and related documents for meetings of the Board and meetings of Members. Ensures such meetings are conducted in accordance with the articles, bylaws, and provisions of this policy and any other applicable policies
- Ensures decisions of the Board are carried out
- Keeps the Board focused on advancing the vision, mission and strategic plan of Karate Canada by using regular assessments of progress in conjunction with the Executive Director



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- Ensures the Board develops strategies, plans and policies to guide Karate Canada and informs the board of all relevant information in a timely fashion
- Ensures that the Board attends to its internal governance functions, including those relating to the orientation of new Board members and to the Board's evaluation of its own performance
- Ensures the relationship between Governance, and Operational management remains positive, constructive and professional while representing the collective will of the Board in communicating with the Executive Director
- Plays a leading role in communicating the vision, mission and values of Karate Canada, and information about Karate Canada's activities that is consistent with the views of the Board of Directors
- Acts as the Delegate and represents the collective will of the Board to international and national bodies as required
- Serves as an ex-officio member of all Karate Canada Committees.

### **Duties of Directors**

The Directors have the responsibility for setting direction, establishing policy, and overseeing/monitoring the overall success of federation through its Strategic plan and other markers. Directors must:

- Attend meetings of the Board and actively participate in decision-making.
- Be an advocate for the organization
- Serve on at least one (1) Board Standing Committee or Sub-Committee
- Read and understand the financial statements and otherwise assist the Board in fulfilling its fiduciary responsibility
- Fulfill the duties of Care, Loyalty and Obedience
- Participate in regular assessments to improve Board performance
- Participate in strategic planning activities
- Avoid conflicts of interest with themselves and/or the organization
- Participate in the organization's conferences and meetings

### **Athlete Directors (2)**

The Athlete Directors fill a unique role as they are elected exclusively by the athletes. Athlete Directors have the same rights and obligations as every other director. It is acknowledged that from time to time the Athlete Director(s) may have an inherent CI



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regarding various items related to national team policy. Karate Canada views the input of the athletes, at all levels, as crucial to its continued success.

### **Role and Responsibilities of the Executive Director**

The Executive Director is the most senior employee of the Corporation and is responsible to the Board of Directors for the management of the operations of Karate Canada. The Executive Director is responsible for:

- Operational implementation and management of the strategic plan
- Development and monitoring of the operating plan
- Development and implementation of the budget
- Hiring and management of KC personnel
- Oversight of Operational Committees
- Implementation of policies developed by the Board of Directors
- Overall operational management of Karate Canada
- The communication conduit between the operational side of Karate Canada and the Governance side of Karate Canada

### **Spending Authority, Contracting and Reporting**

Karate Canada Budgets are created by the Executive Director with the assistance of the Board Treasurer, Finance Committee, staff and various committees. Budgets are reviewed by the Finance Committee and Treasurer and ultimately approved by the Board. The responsibility for the management of approved budgets is with the ED. No individual director has any personal authority to spend KC funds without prior approval from the ED, nor can an individual director bind KC to any contract.

Karate Canada provides audited financial statements to its members and to registrants via online posting, along with minutes of Annual General Meetings. Financial oversight and monitoring is through the Treasurer and Finance Committee.

Karate Canada maintains separate financial management, indemnity and reimbursement policies to guide the ED and Board in the management of these items.