Lacrosse Canada

Governance Manual

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A. FOUNDATIONAL STATEMENTS

Articles

Statement of Purpose

The Corporation has as its exclusive function the promotion of the sport of lacrosse on a nation-wide basis in Canada. In furtherance of this function, the purposes of the Corporation are to:

- Promote and perpetuate the game of lacrosse as Canada's national summer sport;
- Serve as the governing body for the sport of lacrosse in Canada;
- Be an official representative of Canadian lacrosse to other national and international governing bodies;
- Foster growth and development of lacrosse in Canada, and assist Members in the development of the game within their jurisdictions;
- Foster growth and development of lacrosse internationally;
- Establish standards for, provide sanction of, and oversee competitions over which the Corporation has jurisdiction;
- Establish and publish the rules and regulations of the game of lacrosse;
- Host international lacrosse competitions and events;
- Manage a national team program and select national teams to represent Canada in international competition; and
- Receive money and other property, by gift, bequest, fees or otherwise, and to apply same in furtherance of these purposes.

The Corporation may carry on related business activities in furtherance of these purposes, such as selling merchandize related to lacrosse and to national teams, and engaging in limited non-partisan political activities.

Mission and Authority

1. The mission of Lacrosse Canada is to promote, develop and preserve the sport of Lacrosse and its heritage as Canada's National Summer Sport, working with our partners, to ensure that opportunities exist for individuals to participate and achieve excellence.

2. The affairs of Lacrosse Canada are conducted on a day-to-day basis, guided by the Articles of Continuance, bylaws, policies, and regulations.

3. It is the responsibility of all Members, the Directors and the Staff, to follow Lacrosse Canada's Articles of Continuance, bylaws, policies, and regulations.

4. Should conflict arise between the Regulations and either the Articles of Continuance or the bylaws of Lacrosse Canada, the Articles of Continuance and bylaws shall govern, subject to the applicable federal legislation.

Bylaws

Lacrosse Canada’s bylaws are available here: Lacrosse Canada Bylaws

B. BOARD ORIENTATION / EVALUATION

<u>Director's Guide</u>

This guide informs Lacrosse Canada's Directors about their legal responsibilities and provides practical suggestions for managing risk and minimizing personal liability. Directors need to understand these risks so that they can act reasonably and appropriately. The purpose of this Guide is to raise awareness of the legal risks facing Directors and offer Directors some practical suggestions for minimizing these risks.

Who is a Director?

A Director is an individual who is a member of Lacrosse Canada's Board. The responsibility of the Board is to provide leadership and direction to Lacrosse Canada and to govern its affairs on behalf of its Members and the Canadian lacrosse community.

Directors are elected or appointed to their positions on the Board in accordance with Lacrosse Canada's bylaws. Directors may also be Officers, and an Officer fulfills certain corporate roles and functions. Officers can also be senior staff persons. Directors and Officers have a relationship of "trust" with the Members, and it is from this trust relationship that certain important legal duties arise.

Legal duties of Directors

The basic responsibility of Directors is to represent the interest of the Members in directing the affairs of Lacrosse Canada, and to do so within the law. This legal duty is described in statutes (such as the *Canada Not-for-Profit Corporations Act*) and has been expanded and interpreted in the common law.

In representing the Members of Lacrosse Canada and acting as their "trustee", Directors have three basic duties:

a) The **duty of diligence**: this is the duty to act reasonably, prudently, in good faith and with a view to the best interests of Lacrosse Canada and its Members.

b) The **duty of loyalty**: this is the duty place the interests of Lacrosse Canada first, and to not use one's position as a Director to further private interests.

c) The **duty of obedience**: this is the duty to act within the scope of the governing policies of Lacrosse Canada and within the scope of other laws, rules, and regulations that apply to Lacrosse Canada.

Duty of diligence

Diligent Directors always act prudently and in the best interests of Lacrosse Canada. When exercising their duties as Directors, they are expected to exercise the same level of care that a reasonable person with similar abilities, skills and experience would exercise in similar circumstances. If a Director has a special skill or area of expertise, such as an accountant or lawyer would have, they may have a duty to achieve a higher standard of care that corresponds to their professional abilities.

Directors have a responsibility to act cautiously and to try to anticipate the consequences of their decisions and actions before they undertake them. They are honest and forthright in their dealings with each other, with Members and with the public. They are well-informed about the activities and finances of Lacrosse Canada. They have an obligation to foresee potential risks inherent in a situation, and to take reasonable steps to manage those risks.

Duty of loyalty

Directors are required to put the interests of Lacrosse Canada first. These interests will always take precedence over any other interest, including a Director's personal interest. As well, Directors who are involved in more than one organization within the lacrosse community may find that they cannot be loyal to both.

Loyal Directors will avoid putting themselves in a situation of a conflict of interest, and when this is unavoidable, they will act properly in disclosing the conflict and ensuring that they play no part in discussing, influencing or making decisions relating to that conflict.

Confidentiality is also an important aspect of the duty of loyalty. Directors have an obligation to keep Lacrosse Canada business private, and to not discuss certain matters outside the Board. Confidential matters may include information about personnel, clients served by Lacrosse Canada, Lacrosse Canada's finances, or legal matters.

A Board acts as one entity. Loyal Directors support the decisions of the Board, even if they might not personally agree with the decision and might not have voted to support the decision in the board meeting.

Duty of obedience

Lacrosse Canada is an autonomous organization that has the power to write rules, make decisions and take actions that affect their Members and registrants. Legally, private organizations are recognized as having a contractual relationship with their Members. This relationship is defined in Lacrosse Canada's governing documents, which include its bylaws, policies, rules and regulations.

Directors have a duty to comply with Lacrosse Canada's governing documents, and to ensure that staff and committees of Lacrosse Canada do as well. The duty of obedience extends to ensuring that governing documents remain current and accurate, and overseeing the process that is used to amend and update governing documents.

Directors also have a duty to obey external laws and rules that are imposed upon Lacrosse Canada. A wide range of laws and statutes apply to Lacrosse Canada and the obedient Director ensures that Lacrosse Canada complies with all of these.

Liability of Directors

A Director who fails to fulfill their duties as outlined above may be liable. The term "liability" refers to the responsibility for the consequences of conduct that fails to meet a pre-determined legal standard. Usually, the term "consequences" refers to damage or loss experienced by someone and being responsible for such consequences means having to pay financial compensation.

Liability arises in the following three situations:

a) Statute - a law is broken. The consequences are payment of a fine, having restrictions placed on one's rights or privileges, or imprisonment.

b) Contract - A contract is breached or violated, where a contract is a legally enforceable promise between two or more parties. The consequences are correcting the breach through some form of performance or service, or financial compensation.

c) Tort - an act, or a failure to act, whether intentionally or unintentionally, causes injury or damage to another person. The consequences are payment of a remedy in the form of financial compensation.

Regarding statutes, there are a variety of statutes that impose liability on Directors in specific circumstances relating to managing the affairs of Lacrosse Canada. Thus, Directors have specific statutory obligations relating to:

a) The election and appointment of Directors and Officers

b) Calling meetings of Members

c) Paying taxes to government and submitting employment-related remittances

d) Keeping minutes of meetings of Directors and Members

e) Reporting and disclosing prescribed information about Lacrosse Canada to authorities and to the government

f) Paying wages and salaries

g) Maintaining a safe workplace

h) Activities of Lacrosse Canada that cause pollution or other environmental damage

Directors are responsible for ensuring that Lacrosse Canada's contractual obligations are fulfilled. This includes contracts with employees and independent contractors.

Directors are responsible for ensuring that they, as well as Lacrosse Canada's volunteers and staff, do not behave negligently. Negligence refers to the duty that we all have to ensure the safety of those persons affected by our actions. Directors, volunteers and staff are at all times expected to act in a reasonably diligent and safety-conscious manner so that others affected by their actions (fellow employees, volunteers, participants, clients, and the public) will not face an unreasonable risk of harm.

The concept of negligence also applies to "wrongful acts" – these are errors, omissions, actions or decisions that harm others, not through damaging their property or their physical person, but through interfering with their rights, opportunities or privileges. Wrongful acts relate primarily to how Directors govern Lacrosse Canada, manage its funds, supervise its staff, and make decisions that affect members, clients and the public.

Avoiding Liability Through Risk Management

There is risk inherent in everything we do. Volunteers, employees and Directors of Lacrosse Canada must always be mindful of risks – this means examining situations cautiously and thinking ahead about the potential consequences of decisions and actions. Most people manage risks most of the time, and they do so instinctively. However, it is always a good idea to think about risks and risk management more systematically.

The process of risk management is a three-part activity. It involves:

a) First, looking at a situation and asking what can go wrong and what harm could result?

b) Second, identifying practical measures we can take to keep such harm from occurring.

c) Third, if harm does occur, identifying practical measures we can take to mitigate its impacts and pay for any resulting damage or losses.

The practical measures that can be used to manage risks fall into four categories:

a) Assume the risk – decide that the risk is minor and do nothing

b) Reduce the risk – find ways to change people's behaviour or the environment in which people work so that the degree of risk is reduced

c) Avoid the risk – choose *not* to do something

d) Transfer the risk – accept the risk but transfer the liability associated with it to someone else through a written contract

Lacrosse Canada will face different risks and will plan and implement different measures to deal with these risks. The practice of risk management is based on common sense and is linked to the concept of "standard of care" because the measures that are taken to manage risks are usually those would be taken by any other prudent and reasonable person having the same skills, knowledge, and experience. These measures will tend to revolve around training and educating staff and volunteers; enforcing reasonable rules; inspecting and maintaining facilities and equipment; screening and supervising staff; properly documenting meetings and decisions; and meeting all statutory reporting requirements.

The final section of this guide provides some practical measures that Lacrosse Canada, and individual Directors themselves, can take to manage the risks and liabilities faced by a Director. The next section deals with insurance – a common risk management measure and one that is particularly important in minimizing with Director's liability.

Directors and Officers Liability Insurance

Insurance is one of many techniques used to manage risks – it involves transferring the liability associated with a risk to another party by means of a written contract. In the case of insurance, the party that the risk is transferred to is the insurance company, and the written contract is the insurance policy. Transferring risks through written contracts is a very common business practice.

Directors and Officers insurance is like general liability insurance and covers costs that the Directors and Officers of an organization might become legally obligated to pay as a result of damages to another party. However, unlike a general liability insurance policy that covers losses arising from physical injury or property damage, Directors and Officers liability insurance covers only those losses arising from the Director's own "wrongful acts".

In such an insurance policy, a wrongful act is defined as an error, misstatement, misleading statement, act, omission or other breach of duty by an insured person in his or her insured capacity. The purpose of this insurance is to provide the financial backing for the indemnity that the organization provides to its Directors.

Directors and Officers insurance policies vary, and there is no standard level of coverage. Importantly, many of these policies exclude coverage for:

a) Directors acting outside the scope of their duties as they are described in this guide, including any actions that are dishonest, fraudulent or criminal

b) Breach of contract, including wrongful dismissal of employees

c) Fines and penalties under a statute or regulation

d) Complaints under a human rights code, including a complaint of discrimination, harassment or sexual harassment

Protecting yourself as a Director

There is no substitute for knowledgeable governance and thoughtful risk management, and Lacrosse Canada managing its affairs in a conscientious and responsible manner will reduce its Directors' liability risks considerably. Nonetheless, the following practical tips will be helpful to all Directors.

Before accepting a nomination to be a Director with Lacrosse Canada, you should:

a) Think about your reasons for becoming a Director. Be sure you have the time, interest and commitment to do the job well.

b) Learn as much as you can about Lacrosse Canada. What is its mission? What activities does it undertake? How is it perceived in the community?

c) Read the written job description for the position of Director.

d) Educate yourself about your legal duties as a Director.

e) Look at the composition of the entire Board, and satisfy yourself that it can govern effectively and provide competent direction to committees, staff and volunteers within Lacrosse Canada.

f) Confirm that the organization indemnifies its Directors (either through its bylaws, through policy, or by means of a written contract) and that it carries Directors and Officers liability insurance. Ask about the scope of coverage and any exclusion(s) to this insurance.

Once you have been elected or appointed as a Director, managing your personal liability risks is an ongoing process. The following guidelines will help you to take steps to manage these risks as they relate to issues such as policy, finances, meetings, personnel, and training.

Meetings

a) Attend meetings, be prepared to discuss the items on the agenda and participate fully in decision-making.

b) Provide your reports to the Board in written form.

c) Ensure that minutes reflect abstentions from votes, votes for and votes against motions.

d) If you have any real or perceived conflict of interest, declare it when the issue first arises and do not vote, participate in or influence the decision-making process. Have your disclosure recorded in the meeting minutes.

e) Do not rush important decisions. Ensure that Directors receive meeting materials in ample time to digest them. If important information is lacking, postpone the decision until this information can be obtained.

f) Keep your own personal copies of key documentation and minutes of controversial meetings.

Finances

a) Take an interest in finances by reviewing regular financial reports, and approving and monitoring Lacrosse Canada's annual budget.

b) Use a professional, independent accountant to perform an annual audit of Lacrosse Canada's finances.

c) Know who is authorized to sign cheques and for what amount.

d) Don't be shy about asking questions and seeking clarification on financial matters from staff.

e) With the assistance of your auditor, develop a list of statutory reporting requirements and assign a staff person or Director to monitor that these requirements are being fulfilled.

Contracts

a) Ensure that all contracts Lacrosse Canada enters are carefully reviewed by staff or by counsel.

b) When Lacrosse Canada partners with other entities on joint projects, or enters into agreements, be sure that all terms and conditions are clearly expressed in a written contract and that risks and liabilities are appropriately shared.

Policy

a) Ask for a copy of Lacrosse Canada's policies. If Lacrosse Canada does not have policies develop a work plan for staff (or others, as appropriate) to prepare them.

b) Be familiar with the content of Lacrosse Canada's bylaws. If they are out of date, or no longer adequately reflect the mandate and activities of Lacrosse Canada, then undertake to update them.

c) On important matters and for decisions that have the potential to adversely affect someone, ensure that Lacrosse Canada's policies are adhered to as written. If the policy is unsuitable for dealing with the circumstance, then take steps to change the policy for the future.

d) Commit staff and volunteer time and financial resources to developing risk management policies.

Personnel

a) Ensure that all staff and volunteer positions have written job descriptions.

b) Insist that organization develop a clear personnel policy and ensure that staff evaluations are performed at least annually or as required by the policy.

c) Be sure that suitable screening measures are in place for those staff and volunteer positions that involve interaction with youth or other vulnerable persons in unsupervised settings.

Insurance

a) Ask for copies of Lacrosse Canada's insurance policies and become familiar with their scope of coverage.

b) Consider asking the insurance broker to meet with the Board and make a brief presentation on these policies.

Training

a) Support professional development for staff and training for volunteers.

b) Encourage the board to also engage in training. Bring in a Board development instructor or a facilitator to help the board improve its effectiveness.

c) Offer Directors training opportunities in association with Board meetings or meetings of the Members.

d) Commit resources to the development and updating of Board and staff orientation materials.

e) Leave aside a short portion of every Board meeting to allow the Board to evaluate its effectiveness in conducting the meeting and making governance decisions.

General

a) If you suspect that something is not right, go with your intuition and check it out! Be curious. Remember, as a Director you will be held responsible for circumstances and situations you ought to have known about, whether you actually did know about them.

b) Do not speak negatively about Lacrosse Canada to the public. Publicly support the Board's decisions, even if you might have voted against the majority of Directors.

c) If Lacrosse Canada needs to deal with a complex matter in which staff or Directors lack expertise, consider the services of an outside professional (for example, lawyer, financial advisor, human resources consultant, risk management specialist, engineer).

Summary

The purpose of this guide is to inform Directors of the legal dimensions of their voluntary contribution. An informed Director is a more confident and competent Director.

The most widely available, most effective, and least expensive risk management technique is common sense. Lacrosse Canada can capitalize on this common sense by recruiting capable board members and well-qualified staff, providing an orientation program for all new people, writing clear job descriptions and sound policies, supporting professional development at all levels of Lacrosse Canada, and creating an organizational culture that emphasizes and rewards risk management thinking and behaviour.

<u>Director's Agreement</u>

THIS AGREEMENT CONFIRMS that the undersigned has been appointed or elected as a Director of Lacrosse Canada and agrees as follows:

Conditions Precedent

1. The Director agrees that they may be required to pass screening procedures – including potentially obtaining a satisfactory criminal record check – as determined by Lacrosse Canada. The Director further agrees that they will renew such check upon the request of Lacrosse Canada. Lacrosse Canada's Board of Directors (or designate), in its sole discretion, will determine whether such offences pose an unacceptable risk to the safety and security of Lacrosse Canada.

2. The Director agrees to provide notification to Lacrosse Canada of any offences disclosed as a result of such criminal record check, or of which it becomes aware through any other means.

3. The Director agrees to follow all applicable conduct standards of Lacrosse Canada, including the *Universal Code to Prevent and Address Maltreatment in Sport* (UCCMS). Further, the Director agrees to the jurisdiction of the Canadian Centre for Ethics in Sport (CCES) and the Canadian Safe Sport Program (CSSP), including by signing any required consent forms.

Responsibilities of the Director

4. The Director will comply with the **Board Charter / Roles and Responsibilities**.

Duty of Diligence

5. The Director will:

   a) Act prudently and in the best interests of Lacrosse Canada.

   b) Exercise the same level of care that a reasonable person with similar abilities, skills and experience in similar circumstances.

   c) Act cautiously and try to anticipate the consequences of their decisions and actions before they undertake them.

   d) Act honestly and forthright.

   e) Take reasonable steps to manage foreseeable risks.

Duty of Loyalty

6. The Director will:

a) Put the interests of Lacrosse Canada first which will take precedence over any other interest, including their own personal interests.

b) Avoid putting themselves in a situation of a conflict of interest.

c) Act properly in disclosing a situation of a conflict of interest and ensure they play no part in discussing, influencing or making decision relating to that conflict.

d) Keep Lacrosse Canada business private and not discuss certain matters with people outside of Lacrosse Canada.

e) Promptly disclose any conflicts of interest.

Duty of Obedience

7. The Director will:

    a) Comply with Lacrosse Canada's governing documents and ensure that staff and committees do as well.

    b) Ensure Lacrosse Canada's governing documents remain current and accurate.

    c) Obey external laws and rules that are imposed upon Lacrosse Canada.

Expenses

8. Lacrosse Canada will reimburse Directors for any expenses in accordance with Lacrosse Canada's usual business practices and financial policy upon receipt of an expense claim and applicable receipts, in accordance with Lacrosse Canada's policies.

Termination

9. This Agreement will terminate upon:

    a) The expiration of the Director's term.

    b) The Director resigning.

    c) The Director is found by a court to be of unsound mind.

    d) The Director becomes bankrupt.

    e) The Director is removed by way of resolution in accordance with Lacrosse Canada's bylaws.

Confidentiality

10. The **Director** will not, either during the period of their involvement as a Director or any time thereafter, disclose to any person or organization any Confidential Information acquired during their period of involvement as a Director with Lacrosse Canada, unless expressly authorized to do so.

11. The Director will not publish, communicate, divulge or disclose to any unauthorized person, firm, corporation, third party or parties any Confidential Information or any part thereof, without the express written consent of Lacrosse Canada.

12. All files and written materials relating to Confidential Information will remain the property of Lacrosse Canada and upon termination of involvement as a Director with Lacrosse Canada or upon request of Lacrosse Canada, the Director will return all Confidential Information received in written or tangible form, including copies, or reproductions or other media containing such Confidential Information, immediately upon such request.

Conflict of Interest

13. The Director will comply with Lacrosse Canada's policies for conflict of interest.

Proprietary Rights

14. Copyright and any other intellectual property rights in all written material (including material in electronic format), software, databases, trademarks, patents, logos, trade names, brands and other works produced by the Director will be owned solely by Lacrosse Canada, who will have the right to use, reproduce or distribute such material and works, or any part thereof, for any purpose it wishes.

15. The Director will not use, reproduce or distribute such material or works, or any part thereof, without the express written consent of Lacrosse Canada.

Interpretation

16. This Agreement will be interpreted in accordance with the laws of the Province of Ontario.

General

17. No failure or delay by Lacrosse Canada in enforcing any right or remedy in this Agreement will be construed as a waiver of any future exercise of such right or remedy.

18. The Parties have sought or obtained, or have had the opportunity to seek and obtain, independent legal advice concerning the matters in this Agreement, and execute this Agreement knowingly and voluntarily.

19. This Agreement constitutes the sole and entire agreement between the parties, and supersedes any previous agreements, understandings and arrangements between the parties. Any amendments hereto are enforceable only if in writing and signed by each of the parties.

20. If any portion of this Agreement is deemed by any court of competent jurisdiction to be illegal or unenforceable, then the remaining provisions of this Agreement will remain in full force and effect notwithstanding.

21. The **Director** herby agrees to abide by the terms and conditions outlined in this Agreement. To evidence this agreement, the Director has signed this Agreement.

Director

______________________________ ___________________________

Name (print), signature Date

Board Skills Matrix

The Board Skills Matrix is an internal spreadsheet to be used by the Nominations Committee to evaluate the Board.

Board of Directors – Self-Evaluation

Directors are encouraged to regularly review their own performance and their contribution to the organization. This self-evaluation tool should be administered to Directors by the Nominations Committee and tabulated by staff or an independent third party. A summary of the results can be distributed to Directors. The results of the self-evaluation tool will identify strengths and weaknesses of the Board as a whole and of the Directors as individuals.

Circle the response that best reflects your opinion. The rating scale for each statement is:

Strongly Disagree (1); Disagree (2); Agree (3); Strongly Agree (4).

Board Operation	**Strongly Disagree**	**Disagree**	**Agree**	**Strongly Agree**
The organization complies with the *Canada Not-for-profit Corporations Act* and other applicable legislation	**1**	**2**	**3**	**4**
The Board approves the organization's policies and procedures	**1**	**2**	**3**	**4**
The Board approves the Terms of Reference for the organization's committees	**1**	**2**	**3**	**4**
Directors are actively involved with the development of the organization's strategic objectives	**1**	**2**	**3**	**4**
Directors are aware of each of their responsibilities	**1**	**2**	**3**	**4**
Directors communicate with each other effectively	**1**	**2**	**3**	**4**

The Board is aware of the financial position of the organization	**1**	**2**	**3**	**4**
The Board works well with Members	**1**	**2**	**3**	**4**
The Board works well with other Lacrosse organizations and other national sport organizations	**1**	**2**	**3**	**4**
The Board works well with sponsors and other funders	**1**	**2**	**3**	**4**

OVERALL RATING (add the circled numbers)

r Poor (10-20) r Satisfactory (21-33) r Excellent (34-40)

Board Meetings	**Strongly Disagree**	**Disagree**	**Agree**	**Strongly Agree**
Meeting agendas are provided on time to all Directors	**1**	**2**	**3**	**4**
Reports are provided on time to all Directors before meetings	**1**	**2**	**3**	**4**
The Chair chairs meetings effectively	**1**	**2**	**3**	**4**
Directors are given appropriate opportunities to contribute and participate at meetings	**1**	**2**	**3**	**4**
All Directors come to meetings prepared	**1**	**2**	**3**	**4**
All Directors respect confidentiality of Board business and Board deliberations	**1**	**2**	**3**	**4**
All Directors always declare any conflicts of interest	**1**	**2**	**3**	**4**
All Directors support the majority decisions of the Board and speak with a unified voice	**1**	**2**	**3**	**4**
All Directors conduct themselves in a manner in line with the organization's policies (e.g., the *Code of Conduct and Ethics*)	**1**	**2**	**3**	**4**
The Board makes decisions objectively and collaboratively in the best interests of the organization	**1**	**2**	**3**	**4**

OVERALL RATING (add the circled numbers)

r Poor (10-20) r Satisfactory (21-33) r Excellent (34-40)

Myself as a Director	**Strongly Disagree**	**Disagree**	**Agree**	**Strongly Agree**
I am aware of what is expected of me as a Director	**1**	**2**	**3**	**4**
I read the records of proceedings, Committee reports, and all agenda items before each meeting.	**1**	**2**	**3**	**4**
I participate on Committees as requested or appointed	**1**	**2**	**3**	**4**
I am familiar with the organization’s bylaws and policies	**1**	**2**	**3**	**4**
I understand the organization’s financial position	**1**	**2**	**3**	**4**
I always declare any conflicts of interest	**1**	**2**	**3**	**4**
I support Board decisions when they are made even when I do not agree with them	**1**	**2**	**3**	**4**
I represent all Members	**1**	**2**	**3**	**4**
I understand my legal duties as a Director	**1**	**2**	**3**	**4**
I am a valuable member of the Board	**1**	**2**	**3**	**4**

OVERALL RATING (add the circled numbers)

r Poor (10-20) r Satisfactory (21-33) r Excellent (34-40)

Board of Directors – Skills Assessment

Would you consider yourself (select yes or no):

- CEO of a significant corporation – YES / NO
- A top executive or leader – YES / NO

Rate your level of commitment, skill or expertise in each of the following areas. Place an X in the appropriate box. Please be honest.

	High (3)	Medium (2)	Low / NA (1)
Corporate Governance			
Legal			
Finance / Professional designation			
Risk Management			
High Performance Sport – Athlete, Coach, Sport Science			
Governance Relations and Public Policy			
Marketing, communications, PR in a digital world			
Philanthropy and fundraising			
Talent / People management			
Business transformation and revenue generation			
Information technology / data management			

Not-for-profit / charitable organizations			
Athlete experience (in the past 8 years)			
International Sport			
Lacrosse Canada			

Other Questions:

1. How many years have you served on the Board?
2. What is your gender identity? (male, female, other)
3. What language(s) do you speak?
4. Do you self-declare as any of the following: visible minority, person with disability, member of an ethnic or cultural group, indigenous, LGBTQ+, other?
5. What is your location? (Directors may select more than one location to reflect current circumstances)

Interview:

Directors may be interviewed to determine core Director attributes. Results from the self-evaluation (above) may also determine these attributes.

C. NOMINATION / ELECTION PROCEDURES

Terms of Reference – Nominations Committee

Name	**Nominations Committee**
Mandate	The Nominations Committee is a standing committee of the Board of Lacrosse Canada, established under Article 7.2 of the Lacrosse Canada bylaws. It is responsible for assisting the Board and Members of Lacrosse Canada by identifying and recommending eligible candidates for volunteer positions on the Lacrosse Canada Board of Directors as per the Lacrosse Canada nomination process and by identifying and recommending eligible candidates for volunteer position within World Lacrosse as per the World Lacrosse nomination process. It is an advisory Committee, and its decisions and recommendations are not binding upon any Member or upon Lacrosse Canada.
Key Duties	The Committee will perform the following key duties: • Ensure that the nomination process as outlined in the Lacrosse Canada's procedures is followed fairly. • Ensure that candidates for election consist of a diverse selection of individuals; including athletes, visible minorities, geographic residence, and gender identity • Endorse at least a minimum of one candidate per vacant position to be elected on the Lacrosse Canada Board of Directors or within World Lacrosse • Solicit nominations from for individuals to be considered for a position on the Lacrosse Canada Board of Directors or within World Lacrosse. • Explain to potential candidates their duties and responsibilities as members of the Board of Directors prior to elections at the Annual Meeting. • Obtain from each candidate a written consent to the nomination prior to elections at the Annual Meeting.

	• Ensure the nomination includes a statement describing how they are Independent (or how they will become Independent within thirty (30) days following their election • To ensure that 40% of the Directors identify as the minority gender identity, the Nominations Committee will determine the gender identity of each Director on the Board whose term is not expiring at the meeting of the Members.
Authority	The Committee will exercise its authority in accordance with the bylaws and additional provisions as are set out in these Terms of Reference or as otherwise provided by the Board. The Committee, with approval from the Board, may establish sub-committee to deal with specific issues in relation to the mandate of the Committee.
Composition	The Committee will be composed of two members of the Board of Directors, and three members from the Member Council. Members of the Committee will serve one-year terms, which may be renewed by the Board. The Members of the Committee will determine who will act as Chair of the Committee. The Board may remove any member of the Committee at any time, for any reason. The Nominations Committee will be appointed by the Board of Directors. The Lacrosse Canada Executive Director shall be an ex-officio and non-voting member of the Nominations Committee.
Meetings	The Committee will meet by telephone, by electronic means or in person, as required. Meetings will be at the call of the Chair.
Resources	The Committee may receive the necessary resources from Lacrosse Canada to fulfill its mandate, subject to the approval of the Board. The Committee may, from time to time, receive administrative support from Lacrosse Canada.

Reporting	Status reports at a meeting of the Board, or full reports at a meeting of the Members, shall be presented by the Chair. Status reports will be delivered to the Board on a quarterly basis, or as requested by the Board.
Approval and Review	The Board will review these Terms of Reference on a regular basis, with input from the Committee as required.
Other	[insert other notes specific to the Committee]

Nominations Process

1. Preferred candidates for the Board of Directors must be identified by the Nominations Committee at least 30 days in advance of the Annual Meeting. Nominations will be circulated to the membership 21 days prior to the Annual Meeting and elections will take place at the Annual Meeting.

2. The Nominations Committee shall take into consideration candidates who adequately represent the constituency served by Lacrosse Canada and make recommendations with respect to any vacancies.

3. All interested candidates must provide a resume of skills, qualifications and experience to the Director position they are seeking nomination for. The Candidate will also include a statement describing how they are Independent or how they will become Independent within thirty (30) days following their election if necessary.

4. If there are no nominations for which an election is to be submitted within the timelines, an individual may be nominated from the floor of the Annual Meeting.

5. An individual may be nominated for not more than two (2) offices, but if they are elected to the office upon which the first vote is taken, the nomination shall not be considered upon for the second office for which they were nominated.

6. A Nomination Form for Candidates to the Board must be completed and signed by the nominee stating their willingness to stand for the office as set out in the nomination.

7. Nominations for office shall be removed by the Chair of the Nominations Committee upon receiving a signed written notice from a nominee that the nominee is no longer willing to stand for the office for which they were nominated.

8. Candidates for vacancies must meet the eligibility criteria of the Lacrosse Canada bylaws. The Nominations Committee, prior to the Annual Meeting shall

   a) Explain to potential candidates their duties and responsibilities as members of the Board of Directors;

   b) Obtain from each candidate a written consent to the nomination; and,

   c) Identified preferred candidates comprising of at least a minimum of one candidate per vacant position.

HOW CANDIDATES ARE NOMINATED

Lacrosse Canada's bylaws describe how the Board of Directors is composed. The Board must have the following positions:

- Athlete Director
- Indigenous Director
- Eight (8) Directors-at-Large
- The Athlete Director and the Indigenous Director will be nominated in accordance with Article 5.2 of the Lacrosse Canada bylaws.

To comply with the requirements of the *Canadian Sport Governance Code*, the Officer positions are elected by the Board itself.

Individuals must complete the **Candidate Qualification Form** by the deadline established by the Nominations Committee and it must signed by the individual who is being nominated. Candidates must also submit a cover letter describing their intention to be nominated and their résumé.

Lacrosse Canada's Nominations Committee will review each nominee's documents to ensure that the individual is eligible and will reach out to each individual to discuss how they will be presented to the Members. Nominees who the Nominations Committee believes are ineligible will be given the opportunity to demonstrate their eligibility upon the nominee's request.

INDEPENDENCY AND GENDER IDENTITY QUOTAS

Per the bylaws, at least 40% of the Directors serving on the Board must identify as the minority gender identity.

Also, at least 40% of the Directors must be Independent.

ADMIN@LACROSSE.CA
LACROSSE.CA
360 KING ST W, UNIT 102
OSHAWA, ON L1J 2J9

LACROSSE CANADA
CROSSE CANADA

APPLICATION FORM FOR BOARD OF DIRECTORS CANDIDATE

CANDIDATE'S PERSONAL INFORMATION

NAME: ___________________________________

OCCUPATION:_____________________________

ADDRESS: _______________________________

PHONE:__________________________________

CITY, PROVINCE: _________________________

EMAIL:__________________________________

POSTAL CODE: ____________________________

Social media accounts (including account identities):

CANDIDATE'S ATTESTATION AND SIGNATURE

By signing below I, __ acknowledge and attest that:

PRINT Full Name

1. I am willing to serve as a Director
2. I am qualified to act as a Director in accordance with Lacrosse Canada bylaws
3. If elected, I will divest myself of any active executive position within a Member organization including, without limitation, a position on the board of directors of that Member, or any executive position within a club, league or team within thirty (30) days of being elected
4. I have declared any perceived conflicts of interest that might be created by my election as a Director in accordance with Lacrosse Canada's Conflict of Interest Policy.

5. I authorize Lacrosse Canada to conduct a review of my social media accounts and to perform reference checks.

6. I am aware that any information provided in excess of the requested items will not be reviewed by the Nominating Committee.

Candidate Signature: ___________________________

Date:____

Nominee Evaluation Metric

Name of Candidate: ____

1. General Attributes and Specific Skills.

   Candidates receive one point for each ‘High’ ranking and half a point for each ‘Medium’ ranking – to a maximum of fifteen points.

Category Total / 15

2. Experience with sport organizations.

   Evaluate the candidate’s response. Candidates score higher if they identify experience serving in multiple roles (Director, official, coach, athlete, volunteer, etc.) and in multiple sports.

Category Total / 5

3. Experience with Lacrosse Canada.

   Evaluate the candidate’s response. Candidates score higher if they identify experience serving in multiple roles (Director, official, coach, athlete, volunteer, etc.) and for a lengthy period of time (10+ years).

Category Total / 5

4. Experience being a Director and with voluntary and community organizations.

   Evaluate the candidate’s response. Candidates score higher if they identify experience serving with multiple organizations, in multiple capacities, and for a lengthy period of time.

Category Total / 5

5. Skills and Competencies

   Evaluate the candidate’s response. Candidates score higher if they identify skills and competencies that would be useful for Lacrosse Canada’s governance, leadership, financial status, strategic direction, etc.

Category Total / 5

6. Conflicts of Interest

   Evaluate the candidate’s response. Candidates score higher if they do not identify potential conflicts of interest.

Category Total / 3

7. Résumé

   Evaluate the candidate’s résumé. Candidates score higher if they have experience, education, certification, and training that demonstrate their general attributes and specific skills, and if they appear to have the time commitment required to serve as a Director. Review the Board Assessment Tools (if administered). Does the Candidate have skills and experience that the Board currently needs?

Category Total / 12

Calculate the total score. Provide comments or questions on a separate page.

TOTAL SCORE / 50

D. MEMBERSHIP

1. Membership is described as per the Lacrosse Canada bylaws.

2. **FEES**

   a) *Annual Base Membership Fee*

      i. Annual base membership fees of Members payable to Lacrosse Canada shall be set by the Board of Directors annually and shall be paid to Lacrosse Canada Head Office at least fifteen days prior to the Annual Meeting in each year.

      ii. The Annual Base Membership Fees are:

         A. for Members with less than 650 registered players, $700.00 per annum.

         B. for Members with 650 and more but less than 1,000 registered players, $1,400.00 per annum.

         C. for Members with 1,000 or more registered players, $2,100.00 per annum.

   b) *Annual Registered Player Fee*

      i. Registered Players: All categories of individual athletes engaged in organized lacrosse activities under the control of, or sanctioned by, Lacrosse Canada or its Members.

      ii. Registered Player Fees: Registered Players shall pay a fee by category, to be determined by the Board of Directors, to Lacrosse Canada to access and support services, privileges and programming developed and to be developed by Lacrosse Canada for the sport of lacrosse in Canada.

      iii. The Members shall file with Lacrosse Canada Head Office by October 1st of each year, the Registered Players within their jurisdictions in each of the Disciplines. This report shall provide the number of Registered Players in all categories.

         A. Failure to file the Registered Players to Lacrosse Canada Head Office by the deadline will result in a fine not to exceed $1000.

      iv. The annual fee per Registered Player shall be set at $30.00. This fee shall be paid to Lacrosse Canada Head Office by the deadline set in February by the office and forwarded to the Members.

c) *Operating Levy*

i. The Operating Levy will be equal to the amount needed to maintain Lacrosse Canada's basic business operations, if necessary, due to financial hardship.

ii. Each Member shall pay a portion of the Operating Levy based upon their percentage of the sum of the Discipline votes for which each Member is eligible according to participant registration numbers for the previous year. The amount of the Operating Levy is calculated as follows:

A. Members total Discipline votes divided by the total of all Discipline votes for all Members times the amount of the Operating Levy.

iii. The amount of the per vote levy will be approved, when a levy is deemed necessary by the members at the Annual Meeting and shall be payable by a date established by the Board of Directors in the following year.

A. Members must have all invoices and debts to Lacrosse Canada fully paid or have made payment arrangements with the Head Office to be considered in good standing and eligible to vote at any general meeting of Lacrosse Canada.

3. **Requirements**

a) To become a Member, applications must include the following:

i. names and addresses of all directors;

ii. designation of the official mailing address and contact name for the Members ;

iii. the Member's bylaws (and Articles/Constitution, when applicable);

iv. the jurisdictional area of the Member if other than provincial boundary;

v. the number of registered players residing in the jurisdictional area broken down by Discipline and category;

b) All requirements must be met before the membership may be accepted.

c) Once accepted as a Member, the following requirements must be met in order to remain a member in good standing:

i. comply with the Articles, bylaws, and Regulations of Lacrosse Canada;

ii. submit a copy of the amendments to the Member's bylaws and/or constitution as such amendments are made;

iii. Each Member shall send a copy of the minutes of its Annual General Meeting, including the names of its directors for that year, to Lacrosse Canada Executive Director not later than the first day of March in each year.

iv. notify Lacrosse Canada in writing within fourteen (14) days of any change in name and/or address of a contact and send an updated list of their Board of Directors as made available;

v. submit a list of tournaments and other events as soon as possible;

vi. submit a listing of all active coaches and officials on an annual basis who participate under the jurisdiction of the member;

vii. pay debts to Lacrosse Canada as per the due date, or the negotiated payment schedule.

d) Each Member must have a permanent bond on deposit with Lacrosse Canada to act as a guarantee of performance and compliance with the bylaws and Regulations of Lacrosse Canada.

i. The current bonds are:

A. for Members with less than 650 registered players, $1,000.00.

B. for Members with 650 and more registered players, $2,000.00;

ii. The Permanent Bond may be deemed to be the Performance Bond required by the Disciplines for each team attending a national championship.

iii. To remain in Good Standing, an Member must maintain its Permanent Bond at its full value. If it has been depleted by Lacrosse Canada for cause, the bond must be replenished to the required amount no later than thirty (30) days after notice of a deduction.

iv. The Permanent Bond may be depleted for the following causes:

A. fines levied by Lacrosse Canada against a Member that are unpaid after sixty (60) days from the written notice of the fine.

B. fines levied by Lacrosse Canada against a club, team, or individual representing an Member at a national championship that are unpaid after sixty (60) days from written notice of the fine.

4. **PRIVILEGES OF MEMBERSHIP**

a) Members shall be entitled to:

i. a copy of the Articles of Continuance, bylaws, and Policies, Procedures, and Regulations of Lacrosse Canada upon request;

ii. the right to apply for hosting of national championships or tournaments and World Lacrosse international events;

iii. the opportunity to take part in national programs;

iv. the opportunity to enter teams into national championships or tournaments;

v. attend meetings of the Members of Lacrosse Canada;

vi. regular mailings by post or email;

vii. register players and participants with Lacrosse Canada, subject to all fees and assessments;

viii. other privileges as determined by the Board from time to time.

E. ORGANIZATION

<u>Board Charter / Roles and Responsibilities</u>

GOVERNANCE POLICY

Overview

The primary role of the Lacrosse Canada Board of Directors is to govern by providing leadership and direction for Lacrosse Canada in pursuit of its vision and mission. The Board is elected by the membership of the Lacrosse Canada and is ultimately accountable to the membership for competent stewardship that will ensure the long-term viability of Lacrosse Canada.

Good governance requires maintaining a distinction between the functions of the Board and the functions of Disciplines, committees and staff. It also requires that the Board follow the principles of sound governance endorsed by Sport Canada, namely:

a) Recognizing high standards of ethical behaviour as a core principle in all governance activities;

b) Demonstrating commitment to Lacrosse Canada's vision, mission, values and strategic plan;

c) Promoting clarity of roles and responsibilities within Lacrosse Canada’s governance structure;

d) Providing continuity for Lacrosse Canada by ensuring financial health and appropriate human resources; and

e) Being transparent and accountable to members and others, for outcomes and results.

This Policy establishes roles and responsibilities for the Board of Directors. Separate Terms of Reference are also available for Standing Committees and Working Groups.

General Role of the Board of Directors

- Maintain authority over, and responsibility for, the systems and structures employed by Lacrosse Canada to direct and manage its general operations;
- Oversee the development of strategies, plans and policies that guide Lacrosse Canada
- Ensure that longer-term strategic plans and annual operational plans for Lacrosse Canada are in place;

- Ensure that there are sufficient and appropriate human and financial resources for Lacrosse Canada to accomplish its work;
- Fulfill all legal requirements that pertain to Lacrosse Canada and its Directors;
- Remain attentive to the changing needs of Lacrosse Canada's membership and community;
- Participate in the governance of the Canadian Lacrosse Foundation in accordance with the Foundation's bylaws; and
- Operate as a unified corporate body, speaking with one voice through formal motions adopted at its meetings.

Responsibilities of the Board of Directors

Accountability:

a) Is accountable to Lacrosse Canada's membership and abides by its decisions and directives– more particularly, the membership will have the authority to elect directors, appoint the Auditor, and approve amendments to Articles and bylaws.

b) Maintains the trust and support of Lacrosse Canada's membership;

c) Ensures that Lacrosse Canada operates within all applicable laws, rules and regulations;

d) Ensures that the overall governance, organizational and staffing structure facilitates the pursuit of Lacrosse Canada's strategic plan;

e) Ensures that policies and procedures exist to identify and monitor principal organizational risks; assess risks and determine what risks are acceptable to Lacrosse Canada; and ensure that appropriate measures are in place to manage such risks.

f) Ensures effective reporting of Lacrosse Canada activities to stakeholders, funders and regulators on a timely and regular basis; and

g) Ensures that Lacrosse Canada operates in accordance with high ethical standards.

Selection, Support and Evaluation of Executive Director (ED):

a) Selects the ED, determines the ED's compensation, and sets out in clear terms the ED's authority, responsibilities and accountability;

b) Provides support to the ED to enable them to carry out their responsibilities;

c) Develops and employs effective procedures for the monitoring and evaluation of the ED, and as required, for the ED's termination;

d) Conducts a formal evaluation of the ED on an annual basis; and

e) Makes provision for the ED's continuing professional development.

<u>Financial Oversight:</u>

a) Governs Lacrosse Canada with a view to its long-term financial health, by safeguarding Lacrosse Canada's assets and resources;

b) Approves Lacrosse Canada's audited year-end financial report, annual operating budget, and other financial reports as required, and presents these to the membership for approval;

c) Appoints a Finance and Audit Committee to assist the Board in fulfilling its financial oversight responsibilities;

d) Provides every support to the ED to ensure that they can carry out their responsibilities of financial analysis and effective utilization of Lacrosse Canada's financial resources;

e) Approves policies that implement sound financial controls for Lacrosse Canada and ensures policy compliance by Disciplines, committees and staff;

f) Ensures that an effective relationship is maintained between Lacrosse Canada and all funding agencies and financial partners; and

g) Approves major financial decisions and actions.

<u>Board Governance:</u>

a) Governs in accordance with Lacrosse Canada's Articles of Incorporation, bylaws, this Policy and any other applicable governance policies of Lacrosse Canada;

b) Approves any changes to the Articles of Incorporation or bylaws for subsequent ratification by the membership;

c) Approves and updates other Lacrosse Canada policies, including those pertaining to risk management, conflict of interest, and member conduct;

d) Approves a detailed Terms of Reference for all committees and working groups to assist Lacrosse Canada in carrying out its work and pursuing its mandate, provided these Terms of Reference are consistent with the mandates and powers of such entities as stated in the bylaws;

e) Determines the policies, procedures and norms governing Board meetings;

f) Appoints persons to sign all contracts, documents, cheques or like instruments, at least one of whom will be an Officer;

g) Assesses the performance of the Board and its Directors on an annual basis; and

h) Provides an orientation and training program for new Directors.

External Relations:

a) Develops policies regarding the conduct of relationships with external agencies, corporate partners and community;

b) Develops policies regarding the protection and enhancement of Lacrosse Canada's image and reputation.

c) Actively participates in the activities of the Canadian Lacrosse Foundation on fund raising and financial matters.

d) Approves appointments and/or nominations of Lacrosse Canada staff or volunteers to external bodies, including World Lacrosse; and

e) Approves the selection of Lacrosse Canada representatives to attend national and international events and competitions.

Executive Limitations Policy

Definitions

1. The following term applies in this Policy:

   a) ***Employee*** – an individual that is employed by Lacrosse Canada on a full-time, part-time or term basis, and who is not the Executive Director.

Purpose

2. The purpose of this Policy is to develop limits on the actions of the Executive Director to ensure compliance with the direction provided by the Board. The Policy is intended to give clear direction so that the Executive Director may conduct the operations of the association effectively and efficiently.

Application of this Policy

3. This Policy applies to the Executive Director of Lacrosse Canada and, indirectly, to the committees, volunteers and staff that report to the Executive Director.

Limitations

4. The following are the general limitations on the actions and activities of the Executive Director:

   a) The Executive Director must not cause or allow any practice, activity, decision or organizational circumstance that is unlawful, imprudent, unethical, or in violation of industry accepted business standards or sport ethics or that operates outside federal/provincial/territorial laws; and

   b) The Executive Director must not significantly alter the organizational direction of the association without the express consent of the Board.

Financial Conditions and Activities

5. With respect to Financial Conditions and Activities, the Executive Director must not cause, or allow the development of, fiscal jeopardy or a material deviation of actual expenditures from Board priorities as established by the Board. Accordingly, the Executive Director must not:

   a) Expend more funds in the fiscal year than have been received (including accounts receivable), unless authorized by a deficit budget plan approved by the Board;

b) Indebt the organization in an amount greater than can be repaid by certain, unencumbered revenues by the end of the fiscal year, unless such indebtedness is part of a budget or operational plan approved by the Board;

c) Use any long-term reserves except as approved by the Board;

d) Allow tax payments or any other government payments or filings to become overdue or be inaccurately filed;

e) Allow credit card payments to become overdue so that credit cards attract interest charges;

f) Operate without the required approvals of all cheques, contracts, documents, or any instruments in writing requiring the signature of Lacrosse Canada; and

g) Use restricted contributions for any purpose other than that designated by the contributor or jeopardize receipt of committed contributions.

6. Financial Conditions and Activities must be monitored as follows:

a) Quarterly financial statements must be reviewed by the Board and be received by the Board within one month of the end of the previous quarter. Quarters are determined with reference to Lacrosse Canada's fiscal year.

b) The Executive Director must ensure that the Board is kept informed and that the appointed Auditors are aware of these limitations prior to the annual review.

c) The Executive Director must ensure that the Board is informed of overspending on Lacrosse Canada programs.

Business and Financial Planning

7. With respect to business and financial planning, the Executive Director must not cause or allow budgeting for all or any part of a fiscal year that is not consistent with the generally accepted accounting practices. Accordingly, the Executive Director must not:

a) Allow Lacrosse Canada to operate without an annual budget and operational plan that demonstrates progress towards the strategic plan as referenced to the expected outcomes and objectives enumerated in the strategic plan; and

b) Fail to present a business plan and budget to the Board at least fourteen days prior to a Board Meeting convened to consider the Business Plan and Budget.

8. Business and Financial Planning must be monitored as follows:

    a) Annually by the Board at the first Board meeting each calendar year.

    b) Material change must be monitored any time and on an exceptional basis.

Asset Protection

9. With respect to asset protection, the Executive Director must not allow the tangible and intangible assets of Lacrosse Canada to be unprotected, inadequately maintained, or unnecessarily risked. Accordingly, the Executive Director must not:

    a) Fail to conduct an annual assessment of risk and ensure that the organization has in place property, liability, and cancellation insurance at levels comparable to other similar-sized NSOs;

    b) Operate without maintaining an inventory of all property valued at over $300.00 and Lacrosse Canada capital property as necessary for insurance purposes;

    c) Operate without a minimum of $2,000,000 in Officers' and Directors' liability coverage insurance and general liability coverage for staff and volunteers;

    d) Operate without adequate protection of intellectual property, proprietary material or content and files from loss or significant damage;

    e) Acquire, encumber or dispose of real estate property (land or building); and,

    f) Invest Lacrosse Canada liquid and operating capital in anything other than Canada Deposit Insurance Corporation (CDIC) insured accounts.

10. Asset Protection must be monitored as follows:

    a) Subsections 9a) through 9d) inclusive, by annually providing evidence of current insurance policies and schedules demonstrating adequate levels of coverage. This must be conducted at the first Board meeting after insurance renewal.

    b) Subsections 9e) and 9f) by exception reporting.

Treatment of Staff, Contractors and Volunteers

11. With respect to the treatment of staff, contractors and volunteers, the Executive Director must not cause or allow conditions, procedures or decisions which are unsafe or discriminatory.

12. Accordingly, the Executive Director must not:

    a) Operate in the absence of written and Board approved human resources policies and procedures; and

    b) Discriminate or allow discrimination against a staff member or volunteer for non-disruptive expression of dissent.

13. Treatment of Staff, Contractors and Volunteers must be monitored on an exception basis.

Compensation and Benefits

14. With respect to employment, compensation and benefits for employees, contractors and volunteers, the Executive Director must not cause or allow jeopardy to fiscal integrity. Accordingly, the Executive Director must not:

    a) Operate without periodic review by an independent consulting firm, or committee of the Board, to ensure that compensation program falls within a reasonable range of competitive practices for comparable positions among similarly situated organizations; and,

    b) Fail, from time to time, to propose to the Board for approval, a compensation and benefits schedule for all employees except the Executive Director, consistent with the delegation of authority.

    c) Fail to establish and ensure current job descriptions are available for all jobs and to evaluate each staff person at least annually based upon pre-established criteria, consistent with the delegation of authority.

    d) Fail to provide job training as needed for staff and offer opportunities for professional development training.

    e) Fail to establish the principles that give guidance to staff when performing their duties.

    f) Fail to inform the Board of all contract staff agreements that are required that are not supported within the existing budget.

15. Compensation and Benefits must be monitored annually.

Communication and Support to the Board

16. With respect to communication and support to the Board, the Executive Director must not allow the Board to operate in the absence of applicable documentation and information. Accordingly, the Executive Director must not:

a) Fail to provide, in a timely fashion, deliveries of notable Lacrosse Canada announcements or communications to the Board prior to the dissemination to the Membership or general public;

b) Fail to provide all items on the Board's agenda delegated to the Executive Director;

c) Fail to ensure the necessary administrative support for successful Board activities or Board involvement in Lacrosse Canada events;

d) Fail to communicate to the Board the appointment of an Acting Executive Director when not on active duty for a period of longer than two (2) days (e.g. illness, annual leave); and/or

e) Fail to advise the Board if, in the Executive Director's opinion, the Board is not in compliance with its own policies and procedures.

17. Communication and Support to the Board must be monitored as follows:

a) For subsections 18a) through 18d), immediately as required; and

b) For subsection 18e), quarterly.

Emergency Executive Director Succession

18. With respect to the Executive Director and staff succession, the Executive Director must protect Lacrosse Canada and the Board from unforeseen or sudden loss of such services. Accordingly, the Executive Director must not:

a) Operate without a contingency for the Executive Director's unexpected long-term absence or incapacity.

b) Operate without a designated second-in-command;

c) Allow staff to be uninformed of the issues and processes of the operation of Lacrosse Canada and its Board; and

d) Operate without a short-term and long-term staff successions plan.

19. Emergency Executive Director Succession will be monitored by the President of the Board on an ongoing basis.

Public Image

20. With respect to public image, the Executive Director must not cause or allow uncontested operational conditions, procedures, opinions or decisions by Staff or volunteers that jeopardize the public image of Lacrosse Canada.

21. Accordingly, the Executive Director must not:

a) Operate without communications and public relations operational procedures;

b) Permit the use of Lacrosse Canada resources to participate in or express an opinion about unrelated political, social or economic issues;

c) Permit any type of presentations that conveys or portrays information that is contrary to policy;

d) Authorize anyone other than the designated Director to speak "on behalf of the Board" unless the Board designates this responsibility to the Executive Director;

e) Allow any non-standard use of Lacrosse Canada logos and proprietary marks; and

f) Change Lacrosse Canada's name or substantially alter its identity or brand/event image.

22. Public Image must be monitored on an exception basis.

Partnerships and Alliances

23. With respect to partnerships and alliances, the Executive Director must not operate without encouraging corporate and public involvement in Lacrosse Canada's initiative, to help maximize efficiencies and effectiveness in the use of resources to better achieve the Board's strategic plan. Accordingly, the Executive Director must not:

a) Operate without appropriate input from Members, staff, stakeholders and volunteers when developing means for achieving the strategic plan; and,

b) Allow corporate sponsorship or partnerships with any organization whose principles, practices or products are inconsistent with Lacrosse Canada's policies or core values.

24. Partnerships and Alliances must be monitored on an exception basis.

Disputes, Grievances and Appeals

25. With respect to disputes, grievances and appeals, the Executive Director must not cause or allow conditions, procedures or decisions that disallow individuals from filing a complaint or appeal. Accordingly, the Executive Director must not:

a) Let the Board be unaware of situations where, in the Executive Director's opinion, the Board is not in compliance with its own policies or is operating in the absence these policies; and

b) Fail to advise the Board of situations operating without a complaint/appeal policy for volunteers, staff and contractors.

26. Disputes, Grievances and Appeals must be monitored on an exception basis.

<u>Conflict of Interest Policy</u>

1. *Policy Statement*

   a) Lacrosse Canada is committed to the values of ethical conduct, integrity and honesty. Good governance requires an avoidance of conflict of interest, and the regulation of conflict of interest is necessary to promote good governance practices.

2. *Purpose*

   a) The purpose of this policy is to describe how individuals involved in Lacrosse Canada shall conduct themselves in matters relating to real or perceived conflicts of interest, and to clarify how Lacrosse Canada will make decisions in situations where conflicts of interest may exist.

3. *Definition of Conflict of Interest*

   a) A conflict of interest is a situation where an individual, or the organization they represent or has an interest in, has a real, potential or perceived, direct or indirect competing interest with Lacrosse Canada's activities. This competing interest may result in the individual, or entities in which they have an interest, being in a position to benefit from the situation or in Lacrosse Canada not being able to achieve a result which would be in the best interest of Lacrosse Canada.

   b) Conflicts of interest include both pecuniary and non-pecuniary interests. A pecuniary interest is an interest that an individual may have in a matter because of the reasonable likelihood or expectation of financial gain or loss for that individual, or another person with whom that individual is associated. A non-pecuniary interest may include family relationships, friendships, volunteer positions in associations or other interests that do not involve the potential for financial gain or loss.

4. *Application*

   a) This policy applies to directors, officers, committee members, program volunteers and other volunteers who are involved in decision-making or decision-influencing roles within Lacrosse Canada (hereafter referred to as "Representatives" of Lacrosse Canada).

5. *Statutory Obligations*

   a) Lacrosse Canada is incorporated under the *Canada Not-for-Profit Corporations Act* (the "Act") and is governed by the Act in matters involving a real or perceived conflict between the personal interests of a director or officer and the broader interests of the corporation.

b) Under the Act, any real or perceived conflict, whether pecuniary or non-pecuniary, between a director's or officer's interest and the interests of Lacrosse Canada must at all times be resolved in favour of Lacrosse Canada.

6. *Additional Obligations*

a) In addition to fulfilling all requirements of the Act or its successor, Lacrosse Canada and its Representatives will also fulfill the additional requirements of this policy. Representatives of Lacrosse Canada shall not:

i. Engage in any business or transaction, or have a financial or other personal interest that is incompatible with their official duties with Lacrosse Canada, unless such business, transaction or other interest is properly disclosed in accordance with this policy;

ii. Knowingly place themselves in a position where they are under obligation to any person who might benefit from special consideration, or who might seek, in any way, preferential treatment;

iii. In the performance of their official duties, give preferential treatment to family members, friends or colleagues, or to organizations in which their family members, friends or colleagues have an interest, financial or otherwise;

iv. Derive personal benefit from information that they have acquired during fulfilling their official duties with Lacrosse Canada, where such information is confidential or is not generally available to the public.

v. Engage in any outside work, activity or business or professional undertaking that conflicts or appears to conflict with their official duties as a representative of Lacrosse Canada, or in which they have an advantage or appear to have an advantage on the basis of their association with Lacrosse Canada;

vi. Use Lacrosse Canada's property, equipment, supplies or services for activities not associated with the performance of official duties with Lacrosse Canada;

vii. Place themselves in positions where they could, by virtue of being a Representative of Lacrosse Canada, influence decisions or contracts from which they could derive any direct or indirect benefit or interest; or

viii. Accept any gift or favour that could be construed as being given in anticipation of, or in recognition for, any special consideration granted by virtue of being a Representative of Lacrosse Canada.

7. *Disclosure of Conflict of Interest*

   a) On an annual basis (by January 1 in advance of the SAM) all directors, officers, committee members, program volunteers and other volunteers who are involved in decision-making or decision-influencing roles will complete a written statement disclosing any real or perceived conflicts that they might have. See: **Conflict of Interest Declaration Form**.

   b) At any time that a Representative of Lacrosse Canada becomes aware that there may exist a real or perceived conflict of interest, they shall immediately disclose this conflict to the Director Administration or Executive Director of Lacrosse Canada, as appropriate.

   c) Any person who is of the view that a Representative of Lacrosse Canada may be in a position of conflict of interest may report this matter to the Director Administration or Executive Director for Lacrosse Canada, within 60 days of the alleged conflict.

8. *Resolving Conflicts in Decision-making*

   a) Questions about decisions or transactions that may involve a real or perceived conflict of interest that have been reported or disclosed by a Representative of Lacrosse Canada shall be considered and decided upon by the Committee or Board of Lacrosse Canada to which the question relates, within 60 days of the disclosure, provided that:

      i. The nature and extent of the Representative's interest has been fully disclosed to the body that is considering or making the decision and this disclosure is recorded in the minutes of that body's meetings;

      ii. The Representative does not participate in discussion on the matter giving rise to the conflict of interest, unless the body considering the matter votes to allow such participation;

      iii. The Representative abstains from voting on the proposed decision or transaction;

      iv. The Representative is not included in the determination of quorum for the proposed decision or transaction; and

      v. The decision or transaction is in the best interests of Lacrosse Canada.

9. *Enforcement*

   a) Failure by a Representative to adhere to this policy may be referred to discipline and/or removal from their position.

DECLARATION OF CONFLICT FORM

Name: ___________________________________

Lacrosse Canada Position/Role: ____________________________________

(See Lacrosse Canada Conflict of Interest Policy)

☐	*I declare that, to the best of my knowledge, I am fulfilling my obligation to advise Lacrosse Canada, under the Conflict of Interest Policy, by stating that I have no circumstances - real or perceived, that place me in a Conflict of Interest position with my position/role with Lacrosse Canada; or*
☐	*I declare that, to the best of my knowledge, the circumstances described below, depending on circumstances, may place me in a Conflict of Interest position with my position/role with Lacrosse Canada, however by truthfully providing the below information and obtaining approval from Lacrosse Canada to continue, I am fulfilling my obligation to advise the Lacrosse Canada of any real or perceived potential conflict of interest situations.*

Please describe/list all your current situation(s) or potential Conflict of Interest. Include any lacrosse positions/roles/affiliations/companies, either (Lacrosse Canada, Member or non-Lacrosse Canada/Member sanctioned); company names and numbers; or name of company/associations you may be affiliated with below and the type of work being performed (use a separate sheet if required.)

By signing below I acknowledge that I have read, understand and agree to abide by Lacrosse Canada's Conflict of Interest Policy and that the information contained in this declaration is true and correct to the best of my knowledge. I also understand that to knowingly fail to disclose any potential real or perceived conflict situation that I may be subject to disciplinary action as determined by the Lacrosse Canada. *I also agree to notify Lacrosse Canada immediately should my circumstances change or any situation/action arise that may be perceived as a potential conflict of interest prior to my next declaration.*
Signed by: Date: YYYY-MM-DD

World Lacrosse Nominations Procedure

1. All nominations for World Lacrosse Committees or Board positions must be sent to Lacrosse Canada office for submission to World Lacrosse. All nominations must be sent to Lacrosse Canada office two (2) weeks prior to the World Lacrosse deadline.

    a) For Committee positions the respective Lacrosse Canada Board, in consultation with the Executive Director will review the nomination to ensure the individual is in good standing and the individual represents the values of Lacrosse Canada.

    b) For World Lacrosse positions, at International events hosted in Canada, nominations must be sent to Lacrosse Canada Board of Directors for review and approval. The Board will ensure the individual is in good standing and the individual represents the values of Lacrosse Canada, including that they are not subject to any eligibility or participation restrictions with the organization.

<u>Terms of Reference – Finance and Audit Committee</u>

Name	**Finance and Audit Committee**
Mandate	The Finance and Audit Committee is a standing committee of the Board of Lacrosse Canada. It is responsible for assisting the Board of the Lacrosse Canada in fulfilling its oversight responsibilities related to corporate auditing and reporting, financial policies and strategies, and financial risk management. It is an advisory Committee and its decisions and recommendations are not binding upon any Member or upon Lacrosse Canada.
Key Duties	The Committee will perform the following key duties: • Advise the Board of Lacrosse Canada on the compliance with legal and regulatory requirements. • Determine the adequacy of Lacrosse Canada's internal financial controls and procedures for financial reporting to the Board, members and funding agencies. • Develop and oversee the implementation of financial policies to safeguard Lacrosse Canada's assets and revenue streams. • Review and approve the scope of the annual audit and audit fees to be paid and recommend annually to Lacrosse Canada's Members the appointment of the auditor. • Ensure that any problems, issues or concerns raised by the auditor are promptly and satisfactorily addressed by the Board and staff. • As required, receive reports and advise the Board on any material government investigation, litigation, contractual dispute or legal matter. • Advise the Board on Lacrosse Canada's risk management and insurance policies and programs. • Work with staff to review and assess budgets and advise on budget recommendations to the Board of Directors. The Board of Directors approves the annual budgets.

	• Review financial reporting of national properties, including but not limited to national championships and national teams. • On an ongoing basis provide expertise to enhance the quality of Board discussion on financial matters and facilitate effective Board decision-making in this area. • Such additional duties as may be delegated to the Committee by the Board from time to time. The Committee will have the authority, with the approval of the Board of Directors and at the expense of Lacrosse Canada, the services of outside resources, including legal counsel or other experts.
Authority	The Committee will exercise its authority in accordance with the bylaws and additional provisions as are set out in these Terms of Reference or as otherwise provided by the Board. The Committee, with approval from the Board, may establish sub-committees to deal with specific issues in relation to the mandate of the Committee. Its decisions and recommendations are not binding upon any Member or upon Lacrosse Canada.
Composition	The Committee will be composed of four members of the Board who are appointed by the Board at the Annual Meeting or by email ballot, if necessary, between meetings of the Board. At least one member of the Committee will be a CA, CGA, CMA or its equivalent or will be financially literate as such qualifications is interpreted by the Board in its business judgment. The Chair of the Committee will be selected by the President. Members of the Committee will serve terms of one to two years, as determined by the Board of Directors.
Meetings	The Committee will meet by telephone, by electronic means or in person, as required. Each member of the Committee will have one vote, including the Chair Meetings will be at the call of the Chair.

Resources	The Committee may receive the necessary resources from Lacrosse Canada to fulfill its mandate, subject to the approval of the Board. The Committee may, from time to time, receive administrative support from Lacrosse Canada.
Reporting	Status reports at a meeting of the Board, or full reports at a meeting of the Members, shall be presented by the Chair. Status reports will be delivered to the Board on a quarterly basis, or as requested by the Board.
Approval and Review	The Board will review these Terms of Reference on a regular basis, with input from the Committee as required. These Terms of Reference were approved by the Board of Directors of Lacrosse Canada on DATE.
Other	[insert other notes specific to the Committee]

Terms of Reference – Governance and Ethics Committee

Name	**Governance and Ethics Committee**
Mandate	The Governance and Ethics Committee is a Standing Committee of the Board of Lacrosse Canada. The purpose of the Lacrosse Canada Standing Committee on Governance and Ethics is to facilitate Lacrosse Canada's ongoing compliance with all statutory and regulatory instruments governing its affairs and ensure alignment of Lacrosse Canada's policy and governance frameworks with Not-for-Profit Discipline best practices. The Governance and Ethics Committee is responsible for providing ongoing advice to Lacrosse Canada Board of Directors on all matters related to enactment, interpretation, application, or revision of policies, guidelines, bylaws and other governance tools and frameworks, established by Lacrosse Canada, its Members, the Government of Canada, its ministries, agencies, funding partners, international athletic organizations, and other parties, as may be applicable. In conducting its activities, the Governance and Ethics Committee shall combine and balance proactive efforts to identify and explore opportunities for enhancements to Lacrosse Canada's existing policy and governance frameworks, with issue-specific tasks that the Board may from time to time direct the Governance and Ethics Committee to undertake. It is an advisory Committee, and its decisions and recommendations are not binding upon any Member or upon Lacrosse Canada.
Key Duties	The Governance and Ethics will perform the following key duties: • Providing recommendations to the Board on all matters pertaining to Lacrosse Canada's policy and governance frameworks and instruments; • Drafting the language of new, or amendments to the existing policy instruments recommended by the Governance and Ethics Committee for the Board's consideration; • Undertaking policy and legal research on matters pertaining to Lacrosse Canada's policy and governance frameworks and instruments, or those enacted or contemplated by its partners;

	• Developing policy options and articulating the anticipated implications of discrete courses of action underlying the options considered; • Selecting and commissioning qualified third parties to undertake research, render expert opinions, or provide other services that the Governance and Ethics Committee may reasonably require; • Liaising with Members on matters related to the Governance and Ethics Committee's ongoing work, where the Governance and Ethics Committee deems engagement to be beneficial ahead of making recommendations to the Board; • Provide opinions and recommendations to the requesting party on questions related to consistency with Lacrosse Canada bylaws of policy or program decisions made or contemplated by Lacrosse Canada's standing committees, or any material third-party agreements or transactions contemplated by the Board, its committees, and Lacrosse Canada's staff. • Performing periodic "policy housekeeping" audits of completeness, external compliance, consistency or continued appropriateness of provisions comprising Lacrosse Canada bylaws and other policy and governance documents and frameworks. • Ensuring completeness, currency, and adequate implementation of Lacrosse Canada's risk management frameworks • Coordinating identification, outreach and introduction to the Members of qualified and experienced candidates for potential Board and/or standing committee positions. • Facilitate orientation, support and continuing professional education for the Directors. • Develop and oversee the annual performance review process for the full Board, and performance assessment of Board committees and recommend corrective actions if need be; • Develop and recommend to the Board performance measurement policies, frameworks and standards for Lacrosse Canada staff, suppliers and contractors. • Maintain a horizontal scan/global watch for governance development, best practices, and other opportunities relating to

	non-profit Boards and other PSOs that could lead to growth and improvement of the activities of the Board and Lacrosse Canada. • Support the President and Executive Director in their government relations function related to governance issues. • Regularly review and ensure the adequacy of Lacrosse Canada's Code of Conduct provisions applicable to Directors. • Perform other duties consistent with the Governance and Ethics Committee's purpose and mandate as may be requested by the Board from time to time. • to make formal recommendations to the Board of Directors as to the proposed courses of action related to matters within its mandate. • to initiate on its own motion policy and legal research and analysis activities pertaining to the existing policy and governance instruments utilized by Lacrosse Canada; • to request cooperation in the ongoing initiatives from Chairs of the Board's standing and ad-hoc committees as may deemed necessary in fulfilling its mandate; • With the authorization of the Board of Directors, retain the services of and authorize payments for services rendered by professional third-party providers retained by the Governance and Ethics Committee in the process of conducting its activities.
Authority	The Committee will exercise its authority in accordance with the bylaws and additional provisions as are set out in these Terms of Reference or as otherwise provided by the Board. The Committee, with approval from the Board, may establish sub-committees to deal with specific issues in relation to the mandate of the Committee.
Composition	The Governance and Ethics Committee shall be comprised of a Chairperson and no less than two additional members, all selected by the Board. The maximum number of committee members shall be seven, including the Chairperson.

	All members, including the Chairperson shall serve a term of one year, and such terms may be renewed to a maximum of six consecutive terms; The Board may remove any member of the Committee at any time, for any reason.
Meetings	The Governance and Ethics Committee shall meet by telephone, by electronic means or in person, as required. Meetings will be set at the call of the Chair in consultation with the committee membership. The committee meetings shall be considered to have quorum when 2/3 of the membership are present at the meeting; To maximize the efficiency of its operations, the Governance and Ethics Committee shall be permitted to utilize electronic voting on matters before it. Meeting will be at the call of the Chair.
Resources	The Governance and Ethics Committee may receive resources from Lacrosse Canada to fulfill its mandate, subject to the approval of the Board. The Governance and Ethics Committee may, from time to time, receive administrative support from Lacrosse Canada.
Reporting	The Governance and Ethics Committee's Chairperson or a member designated by the Chairperson, shall report on the results of the Governance and Ethics Committee's work during Lacrosse Canada's Annual General Meting, or another annual event as may be designated by the Board. In reporting the results, the Governance and Ethics Committee shall gauge its effectiveness on the basis of qualitative and/or quantitative performance measures established at the time of review of its initial priorities or amended at later junctions as may be agreed upon between the Board and the committee Members. Annual reporting shall include the reporting on the Governance and Ethics Committee expenditures for the relevant fiscal period (if any).

	<u>Manner of Providing Recommendations</u> The Governance and Ethics Committee's recommendations to the Board shall be provided in written form; The recommendations shall articulate the following considerations, as relevant: i. background and context of the initiative(s) on which the advice is being provided; ii. scope and nature of research and analysis activities undertaken; iii. options considered along with their anticipated implications; iv. rationale for options recommended. v. alignment with the strategic plan, the Board's risk management documentation, and other fundamental elements of Lacrosse Canada governance framework. Subject to privacy and confidentiality concerns, the Governance and Ethics Committee's recommendations shall be available to Members for reference within 21 business days from the date of their formal issuance, in both official languages.
Approval and Review	The Board will review these Terms of Reference on a regular basis, with input from the Governance and Ethics Committee as required.
Other	In fulfilling its mandate, the Governance and Ethics Committee and its members shall be guided by the principles of transparency, good governance, and evidence-based decision making. For clarity, the existence of Governance and Ethics Committee shall not prevent other Lacrosse Canada committees, the Board, and Lacrosse Canada employees from issuing, implementing and enforcing policies within the scope of their respective mandates and responsibilities.

Terms of Reference – Member Council

<table>
<tr><td>Name</td><td>Member Council</td></tr>
<tr><td>Mandate</td><td>The Member Council is constituted under Article 4 of the bylaws. The Member Council is responsible for maintaining effective communication between and among Members and Lacrosse Canada, and for advising the Board, Disciplines and Working Groups of Lacrosse Canada on matters of importance to the development of the sport of lacrosse at the community and provincial/territorial level.

It is an advisory Committee, and its decisions and recommendations are not binding upon any Member or upon Lacrosse Canada.</td></tr>
<tr><td>Key Duties</td><td>The Member Council will perform the following key duties:
Review recommendations of Lacrosse Canada operating committees and working groups, advising the Board and staff on operational implications at the community and provincial/territorial level.
Upon request, provide input on technical matters, including policies, rules and regulations proposed by the Board.
Exchange information and best practices, relay information from the Lacrosse Canada Board or committees, and collaborate on inter-member matters.
Provide organized input into plans, policies and programs of Lacrosse Canada and engage fully in the development of Lacrosse Canada strategic plans in accordance with Lacrosse Canada's process and timetable.
Assist with the coordination and implementation of Lacrosse Canada plans, programs and policies within Members.
Identify Member, league, club or other community issues that should be brought to the attention of Lacrosse Canada Board, Lacrosse Canada committees or staff.
Carry out such additional duties as may be agreed to by Lacrosse Canada Board and Member Council from time to time.</td></tr>
</table>

	Individual members of the Member Council are expected to maintain regular communications with their respective Member.
Authority	The Committee will exercise its authority in accordance with the bylaws and additional provisions as are set out in these Terms of Reference or as otherwise provided by the Board. The Committee, with approval from the Board, may establish sub-committees to deal with specific issues in relation to the mandate of the Committee.
Composition	The Member Council will be composed of one (1) representative appointed by each Member. Each Member will have the discretion to determine the method of appointment of its representative, and the term to be served. A Member may change or remove its representative from the Member Council at any time. Each Member will notify Lacrosse Canada in writing of the appointment of its representative and of any change of representative. The representative shall not be a paid employee of the Member(s). Representatives to be appointed to the Member Council must be volunteer role within their Member, knowledgeable about Member governance and policy issues, responsive to requests for written input, and available to participate in Member Council meetings. The Member Council will be chaired by a Director at Large, appointed by Lacrosse Canada Board. The Lacrosse Canada Executive Director, or a designate, will participate as an observer in all meetings of the Member Council.
Meetings	Each Member will exercise one vote at meetings of the Member Council. The Member Council will meet at least twice per year by means of telephone or electronic means. Meetings will be at the call of the Chair, who will ensure that any meeting held is the three-week period before a Lacrosse Canada Board meeting so that the Chair may provide input to the Board on Member Council activities and issues.
Resources	The Committee may request resources from Lacrosse Canada to fulfill its mandate, subject to the approval of the Board.

	The Committee may, from time to time, receive administrative support from Lacrosse Canada. Travel arrangements for any meetings, if any, will be arranged exclusively by the members of the Member Council, at their expense.
Reporting	Status reports at a meeting of the Board, or full reports at a meeting of the Members, shall be presented by the Chair. Status reports will be delivered to the Board on a quarterly basis, or as requested by the Board.
Approval and Review	The Board will review these Terms of Reference on a regular basis, with input from the Committee as required, and provide updates that are consistent with the mandate and powers of the Member Council as stated in the bylaws.
Other	Any provisions of Lacrosse Canada's bylaws as they relate to the Member Council will also apply. [insert other notes specific to the Committee]