

**WORLD ALLSTAR
FEDERATION
STRATEGIC PLAN
2023-2026**

ACKNOWLEDGEMENT

The WASF would like to thank all the stakeholders involved in shaping the strategic plan. We believe that cheer athletes will be better served because of the willingness to work together to foster a sports system where the athlete's voice is represented, respected and coach driven.

Members of the Strategic Planning Committee:

_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

A message to Members of The WASF:

“Our organization is committed to cheer and dance. We recognize the contributions the cheer and dance athlete makes to our country's sports culture, both socially and economically.

This is why we are proud to stand behind our athletes and ensure they have the support they need to perform at their very best, whenever and wherever they compete. They are a tremendous source of pride and have the power to inspire us—especially our young people—to get active, take part in sports and go after their podium dreams.

WASF represents the voice of US cheer coaches, owners, and athletes. It advocates for our competitors and promotes the kind of opportunities that contribute to their success, both on and off the mat, and plays an important role in nurturing athlete development from the ground up.

We commend members of WASF on all the support they will provide our coaches. and congratulate them on their contributions to the “2023-2026 Strategic Plan”.

A word from The WASF:

“Almost 100 years ago, cheerleaders started performing in a new sport. Today, we want to take and remember that performance and create a true full-bodied competitive unaffiliated sports experience for the athlete that has not existed before.

From the leadership and foresight of our WASF coach founders, we seized the opportunity to build our strategic vision for 2023-2026 quadrennial. To excel in our mission with limited resources, we have narrowed our focus for the next four years to three strategic areas: leadership, advocacy, and organizational excellence.

Through extensive consultation with coaches from among our ranks, designated athlete representatives, science leaders and other systems stakeholders, we have reviewed the way we wish to engage our athlete's vision of an athlete-centered sports system. What we have learned is reflected in this document.

The 2023-2026 strategic plan charts the beginning of our next 4 years and identifies the key performance indicators that will keep us focused and accountable while allowing our athletes in our sports system to scrutinize the delivery of our objectives. From now to 2026, WASF will:

- 1. Identify, develop and deliver important coach leadership resources, foster and build leadership opportunities when possible for coaches, and celebrate coach leadership and achievements;*
- 2. Continue to advocate for the collective voice of the WASF's coaches, judges, owners, and participants from its position as the only independent coach-athlete voice in the USA: and*
- 3. Focus inward on our corporate governance and financial sustainability to carry out our objectives, while meeting the high standards of organizational excellence athletes expect and deserve from their coaches.*

WASF believes that sport is integral to our culture and that coaches are role models who inspire us as a country. To address the changes in our rapidly evolving sports environment which directly impact and influence our coaches' development, it is critical the coaches' voice is central to athletes and is as accurate and independent as possible. It is also critical to put the athlete's voice front and center and to continue to cultivate methods in keeping them safe.

On behalf of the WASF and staff, we are proud to present our 2023-2026 strategic plan and are confident this plan will continue to nurture our coach and athlete members.

INTRODUCTION

Over the past 4 months, WASF has engaged its founding members in a systemwide dialogue to determine its priorities for 2026. We are now developing the strategic plan encompassing 2023-2026.

The resulting plan that encompasses the knowledge and vision of hundreds of voices — both past and present — sets clearly defined, outcome-focused objectives.

The creation of the WASF 2023-2026 Strategic Plan was championed by senior management and a core group of coaches and board members tasked with developing and executing the strategic planning process and providing recommendations to the board.

The strategic planning committee relied heavily on coaches' and athletes' input to ensure the strategic objectives of the organization remained athlete-centered.

OUR ROLE IN THE SYSTEM

The World Allstar Federation is the only fully incorporated and most inclusive coaches, athletes and industry-leading organization in the cheer industry.

As a new organization, WASF represents all including scholastic, allstar, collegiate, and recreational coaches, now and in the future, all athletes, regardless of discipline, all gym owners regardless of size and industry supporters. Coaches, athletes and gym owners who become members of WASF or coaches who have retired from a coaching position are considered member alumni of WASF.

OUR STORY

WASF serves an important and unique purpose in the cheer industry. Led by a committed group of current and retired individuals - WASF benefits from a rich history.

Over four decades ago, the industry started with profit at the forefront. The future is now being forged by passionate trailblazers who came together to challenge the current system. The new methods and systems we propose are groundbreaking, and athlete-centric and will provide hundreds of athletes with opportunities to not only compete in an independent system but contribute in several important ways.

WASF will invest in coach and athlete leadership development through effective representation and education. The organization will create resources to build and formulate both coach and athlete feedback mechanisms across the independent cheer system. As a result of strengthening strategic partnerships both within and outside the system, WASF will continue to pioneer innovative ways to ensure inclusive decision-making by informing, educating, and advocating for an athlete-centered system.

MISSION, VISION & VALUES

An important component of the 2023-2026 Strategic Plan was a review of the WASF organization's foundational statements: its mission, vision, and values. WASF also took this opportunity to review these statements by engaging their leaders in meaningful dialogue. This renewal process also serves to increase the level of understanding that members had of the organization's core mandate, the values it believed in most, and the vision it set out to achieve.

OUR MISSION, OUR EXISTENCE

As the collective voice for independent cheer, WASF influences a sports system that empowers our coaches and athletes to achieve their full potential on the mat and beyond.

OUR VISION, OUR ASPIRATIONS

The collective coach, athlete, and owner's voice is a central part of decision-making in an athlete-centered sports system. WASF's approach is unparalleled in the cheer industry.

OUR VALUES, OUR BELIEFS

WASF promotes and lives the following athlete-focused values in our work and through our actions:

LEADERSHIP

Maximize their abilities to lead by example, inspire others to excel, and effect positive change where they live, work and play when equipped with the necessary skills and opportunities.

COURAGE

Influence positive change to ensure the rights of participants are supported and respected when formal representation structures are in place and collaborative culture is fostered within the support system. The WASF empowers.

TRANSPARENCY

Excel when communication is honest and frequent. Full participation, collaboration and open dialogue with all stakeholders lead to superior results on the mat and beyond.

EXCELLENCE

Thrive in a high-performance culture rooted in diversity, inclusion, innovation, and integrity.

STRATEGIC PLANNING PROCESS

- I. Strike Strategic Planning Committee (SSPC)
 - SSPC Terms of Reference (TOR)
 - Board Approval of SSPC TOR's
- II. Complete analysis of organizational Strengths, Weaknesses, Opportunities & Threats (SWOT)
- III. Draft objectives, strategy & key performance Indicators
- IV. Gather Input From Stakeholders
 - A. Review of stakeholder's input
 - B. Stakeholder input consolidation
 - C. Prioritize & identify strategic directions based on stakeholder's input
 - Strategic directions
 - Board approval of strategic directions

- Strategic plan draft
- Develop Strategic Plan
- Board approval of Strategic Plan

V. 2022 Member Survey Interview & Focus Groups

- A. Past Board Member / Alumni Interviews
- B. Partner Interviews

VI. Mission, Vision, Values

- A. Review of Mission, Vision, Values
- B. Board approval of Mission, Vision, Values

VII. Leadership

- A. Develop and deliver best-in-class coach leadership education and resources to build sport system capacity and foster top performance on and off the mat.

VIII. Strategy / Action

IX. Key Performance Indicators By the 2022 Year's End

- A. Formatted system-wide coach representation
 - Identify, develop, and deliver resources
 - Deliver leadership training
 - Identify, develop, facilitate and promote leadership opportunities

X. Execute Leadership Awards (also Athlete leadership recognized and celebrated)

- A. WASF Leadership Awards
- B. Coach Social Responsibility Awards
- C. Coach Representative Award, Additional WASF Sport Awards
- D. Each Coach Leadership Award has its own presenting sponsor

XI. Representation

Ensure sports system stakeholders have the tools and structure necessary to support an athlete-centered environment promoting the holistic development of its participation in a safe and healthy manner.

STRATEGY 2022

Key Performance Indicators By the 2022 Year's End

STRATEGY / ACTION

- A. Strengthen the collective voice of cheer athletes
 - Identify cheer athletes
 - Educate and inform cheer athletes
 - Consult cheer athletes
 - 100% Athlete Representatives to be contacted by phone / in person annually
 - 100% of National Teams are engaged by ACWASF through in-person meetings/ conference calls annually
- B. Use the collective voice to effect change:
 - Engage and mobilize National Team athletes and sport system stakeholders
 - Athlete Health and Safety is a system-wide priority where the athlete's voice is valued in the development and execution of best practices
- C. Develop ACWASF recommended Coaching Report Card
- D. ACICF to release a position paper on at least 2 issues identified by cheer athletes every year

ORGANIZATIONAL EXCELLENCE

Maximize the financial and operational performance of our business, of partners we invest in, and of the system, to ensure we provide the maximum possible value to our members and the WASF system.

Key Performance Indicators By the 2022 Year's End

STRATEGY / ACTION

- A. Foster and maintain a responsible fiscal culture and oversight of spending within the staff and the Board of Directors
- B. A healthy percentage of increase in the overall budget
 - Percentage of funding comes from memberships, donations
 - Percentage of funding comes from Corporate Partnerships
- C. Risk Management
 - Policy

- Risk mitigation procedures

D. Human Resources

- Board succession planning is deliberate
- Board and staff professional development is structured

E. Transparency & Accountability

- Regular communication with WASF members
- Reporting on Strategic Plan progress to WASF members
- Evaluate and update policies annually
- Implement the Board of Director's professional development plan
- Complete Board of Directors performance reviews and exit interviews
- Establish Board Advisory Committee
- Report quarterly to Athlete Council
- 100% of policies are up-to-date
- Risk Registry is up-to-date
- Board members' skill sets are evaluated semi-annually and directors are provided with professional development opportunities budget permitting
- Board members undergo an annual performance review
- Board member exit interviews are conducted
- Board Advisory Committee meetings take place quarterly
- Annual Report is presented to members before AGM

OUR STRATEGIC APPROACH

Guided by our strategic plan, WASF will endeavor to completely change the independent cheer sports system by committing to the following actions:

We commit to having a clear vision for an athlete-centered sports system by:

We commit to empowering and celebrating our coaches and athletes by:

We commit to providing coach leadership education through:

- Understanding challenges in supporting coach leadership development and formal coach representation structures and building best practices to implement and support them across all national and multi-sport organizations, including the high-performance sports system.
- Understanding the needs and rights of members within the system and advocating on behalf of them both individually and collectively.

- Facilitating engagement and collaboration across the sports system between the coach voice and system gate stakeholders to achieve shared performance objectives.
- Identifying, developing, and advancing current coach practices through the provision of world-leading resources in consultation.
- Increasing the capacity of our partners to ensure the needs and rights of coaches and athletes are entrenched in cultural procedures and policies, and:
- Promoting the achievements of our members as they develop their skills in key roles within the sports community and beyond.
- The WASF forum in collaboration with sports system stakeholders.
- Investing in support systems to guide members through pertinent processes, policies, and procedures as part of their journey.
- Ensuring the athlete's voice is represented within the decision-making process regarding current issues in the development of new incentives having a direct or indirect impact on athletes.

ATHLETE-FOCUSED

We are focused on the needs and expectations of higher-level athletes as well as the recreational and developmental levels.

SYSTEM-LED

We focus on the system attributes that best impact the collective achievement of shared objectives.

PERFORMANCE DRIVEN

We hold ourselves and others accountable and seek continuous improvement.

CONCLUSION

Sport is dynamic – as is this plan.

There is a deep desire from the cheer industry to see WASF flourish.

Through the 2022 Strategic Plan, we are committed to becoming more purposeful and making positive changes for our members. The organization will do fewer things and do them exceptionally well.

WASF can benefit from many voices in the shaping of the strategic plan. And like those voices, this plan is a living, dynamic document that will grow and evolve with the organization; providing a solid foundation for planning between now and 2026.

Recommended reading and Resources for WASF Board of Directors

GOOD POLICIES, GOOD GOVERNANCE: A GUIDE FOR SPORT ORGANIZATIONS

By

Rachel Corbett and Hilary A. Findlay

CONTENTS

- 1 – Introduction
- 2 – Governance
- 3 – Constitution and Bylaws
- 4 – Organizational Structure & Committees
- 5 – Policy Writing
- 6 – Conflict Management

INTRODUCTION

The amateur sport system in Canada generates significant economic activity and produces important social, cultural, and health benefits for its participants and Canadian society. As well, this system is run largely by volunteers who, over the years, have had to become increasingly sophisticated and skilled in the business of leading and managing voluntary organizations. Today's volunteer leaders in the sport and recreation sector require knowledge in marketing, business, personnel management and Information technologies as well as in dispute resolution, risk management and law.

This handbook is one in a series covering a wide range of legal issues which affect non-profit sports and recreation organizations. Written primarily for volunteers and administrators, this series helps sports and recreation organizations improve decision-making, steer clear of disputes and better understand and resolve disputes.

What are governing documents?

In this handbook, the term "governing documents" refers to the constitution, bylaws and policy documents that an organization uses to govern itself. Taken together, these documents form the "contract" between the organization and its members. This contract provides the organization with the legal authority to establish and enforce the rights, privileges and obligations of membership. At first glance, governing documents may appear to be boring and unimportant, but they determine how a non-profit organization makes decisions that affect people and are thus essential to everything that a non-profit organization is and does.

Over the years, we have found that disputes occur because of organizations:

- Do not set out policies for dealing with something,
- Set out policies but they are incomplete, vague or contradictory,
- Set out policies but then choose not to follow them, or
- Have policies that do not fit with their culture, realities or resources

This handbook is about policies, and in particular, about policies relating to governance and decision-making. Good governance is an essential element of risk management and good governance begins with ensuring that the necessary governing documents are in place. This handbook explains the legal basics of governing documents, gives practical ideas for improving and interpreting governing documents; and provides some suggestions for managing disputes and avoiding conflict relating to governing documents and organizational decision-making.

GOVERNANCE

All non-profit organizations are governed by volunteer boards. Boards are comprised of individuals who are elected or appointed to act as representatives of the membership or constituency that the organization serves. A governing board of directors is the legal entity having authority for and responsibility over the organizational structure that has been created to fulfill the organization's goals

The work of every governing board can be divided into five areas:

- Policy — Governing board establishes plans, policies and procedures for the organization;
- Programs — Governing board designs, implements and evaluates programs to meet the needs and interests of its membership;
- Personnel — Governing board ensures that there are adequate volunteer and staff resources to carry out the work of the organization;
- Finance — Governing board obtains and manages the necessary financial resources to support the work of the organization,
- Advocacy — Governing board interacts and communicates with members, partner organizations, government funding agencies, and the greater community in which the organization exists.

The governing board's role in carrying out these functions is primarily one of developing, approving, monitoring, reviewing and updating policy. This role can be referred to as the role of governance. The actual tasks of implementing policy to carry out the work of the organization are tasks for committees, staff and volunteers. These are the roles of management and administration and governance and management are not the same, even though at various

times the same individuals may be involved in performing both tasks. However, they will be doing so while wearing different hats; at the board table, an Individual is a board volunteer charged with the responsibility of governance, while at the committee table or in other volunteer roles, the individual is a service volunteer charged with the management and administrative responsibilities.

Creating policy is the primary role and function of a governing board. Policies for nonprofit organizations can be divided into three categories.

- Framework policies — Are written statements of the vision, values, beliefs, mission, and mandate of the organization:
- Governance policies — Are the legal documents relating to incorporation and policies relating to organizational structure; to roles, responsibilities and duties of the board, staff, committees and volunteers, to the awarding and revoking of privileges of membership; and to dispute resolution; and
- Operational policies — These are policies relating to the operational details of programs, personnel, finance and advocacy.

Framework policies and operational policies are substantive policies that are usually quite specific to the organization. For example, statements about the vision, values, and mission of a rugby club will be quite different from similar statements for a ski club.

Likewise, operational policies will be closely tied to the specific programs, finances and staffing structure of the specific organization. A single handbook could not convey all the knowledge that would be necessary to prepare a good framework and operational policies for a wide variety of organizations.

Governance policies, on the other hand, tend to be more procedural than substantive in nature and some of their elements can be generic, regardless of the type or size of the organization. For example, the bylaws for a skating club might be very similar to the bylaws for a community recreational facility. Similarly, committee terms of reference, codes of conduct and discipline procedures, appeal policies and systems for dispute resolution may contain similar procedural elements regardless of the type of organization or the sports discipline. Some common themes and principles are running through all governance policies, regardless of the type of organization, and many of these can be described in a single handbook.

Governance policies are the focus of this handbook, and the next five (5) sections offer practical suggestions for improving governing documents, making committees more effective, writing clear policy documents and managing conflict within the organization.

Governance

The Concise Oxford Dictionary provides three different but related definitions of the word "govern". To govern means to:

“constitute a law, rule, standard or principle for something, have conducted for the policy, actions or affairs of something, or sway, rule, Influence or determine something”

In other words, governing (or governance) means setting the rules for an organization, carrying out the affairs of the organization according to the rules and occasionally exercising the necessary leadership to steer the organization when the rules don't apply or when there is a dispute about the rules.

In a non-profit organization, governance is the job of the elected board of directors. The board exercises its governance function through governing documents and through developing, approving, implementing, monitoring, reviewing and updating policy.

CONSTITUTION AND BYLAWS

Sports organizations are private tribunals that have the power to write rules, make decisions and take actions that affect their members. At law, tribunals:

- Are private, legal entities,
- Write their own rules;
- Have a legal responsibility to follow their own rules; and
- Can, and typically do, write rules which impose obligations and responsibilities on members

The vast majority of sports organizations are independent, private entities and are thus tribunals. To understand the sports organization's legal duties as a tribunal, one must understand two important principles: The notion of a contract, and the notion of duty of fairness. These two principles were first expressed in the famous 1950s court case, *Lee v. The Showmen's Guild of Great Britain*, and are explained briefly below.

Contract

As private legal entities, sports organizations derive their authority from their constitution, bylaws, policies, procedures, rules and regulations. Taken together, these are the governing documents of the organization and form a "contract" between the organization and its members. This contract provides the organization with the legal authority to establish the rights, privileges and obligations of membership. When an individual joins the organization and becomes a member, he or she accepts the authority and terms of this contract. As in any contract, the parties to the contract are expected to adhere to its terms and failure to do so may result in a breach of contract. In serious matters, such a breach of contract may give rise to disputes for which there may be legal remedies.

Duty of Fairness

"Procedural fairness" is a legal term and has a specific legal meaning. Being fair in organizational decision-making means meeting, at a minimum, these three requirements:

- Having the authority to decide in the first place, where this authority is set out in the governing documents;
- Ensuring the person affected by the decision has a reasonable opportunity to present his or her case; and
- Ensuring the decision-maker listens fairly to both sides and reaches a decision that is not tainted by bias

The principles of contract and procedural fairness work together, in that a non-profit organization must interpret and implement its governing documents, that is, its contract with its members, in a manner that meets three minimum requirements of procedural fairness. Failure to do so may lead to disputes and in extreme, legal action with costly legal consequences and a lasting legacy of negative feelings and it will.

Are a constitution and bylaws the same thing?

The terms constitution and bylaws are often used interchangeably. Technically, they are not the same thing. When an organization incorporates, it must submit two different documents: the first is an application for incorporation, which includes a short document setting out the name of the organization and its purposes; and the second is a more detailed document setting out how the organization will govern itself.

Depending on the legislation under which an organization incorporates, the first document is called "Letters Patent" (under the Canada Corporations Act), or a variation of the term "Objects of Incorporation" or "Purposes of Incorporation". In some provinces, including British Columbia, this first document is called a "Constitution" This second document which sets out the procedures the organization will use to govern itself is called "bylaws".

People sometimes use the term constitution to refer to the first document, the second document, or both documents together. In this handbook, the term "constitution" is used to refer to the first document (a statement of the name and purposes of the organization) while the term "bylaws" is used to refer to the second document.

The non-profit organization's governing documents are critical to the organization's smooth functioning and to the achievement of its objectives. These documents set out the organization's purpose, create its structure, give it authority and set out all the rules by which the organization governs itself and its members.

The constitution and bylaws are the most important of these critical governing documents. Although dry and boring to read and frequently overlooked, they are the foundation of the organization's contract with members, provide the organization with the legal authority to enforce the rights and obligations of membership, and are the nonprofit organization's most important written document.

What should be in a Constitution?

A written constitution is a simple document setting out the name of the organization and its purposes, or objectives. In some jurisdictions, there are additional requirements for

the constitution, such as statements that the organization is non-profit, that its directors will serve without remuneration, and that upon dissolution of the organization its assets will be transferred to another non-profit entity.

Written constitutions are fairly straightforward, although great care should be taken in setting down on paper the purposes, or objectives of the organization. Once registered, these purposes will determine the mandate of the organization, and its scope of legal authority and risk management responsibility.

Broadly worded purposes will give the organization the authority to pursue different activities as its needs dictate but will also widen the organization's corresponding responsibilities and liability. Narrowly worded purposes will restrict the scope of responsibility but may not provide the needed flexibility to change with the times. How purposes are stated may also influence the organization's success in obtaining or maintaining charitable status, organizations should contact Revenue Canada when drafting purposes or when considering any changes to them.

The remainder of this section is devoted to bylaws. The more complex of the two documents which an organization must register when it incorporates.

Non-profit organizations are created through incorporation under a variety of statutes, both provincial and federal. Although there is a slight variation from one statute to another, all are fairly similar in their minimum requirements for registering a corporation or a society. These statutes also specify the minimum provisions which must be in an organization's bylaws. Typically, these provisions include:

- Rights and obligations of membership including how members are admitted and how they may be expelled,
- Procedures for holding meetings of the directors and members, including quorum and rights of voting;
- Election, appointment` powers. duties, remuneration and removal of directors and officers;
- Audits of accounts;
- Execution of contracts;
- Borrowing powers,
- Preparation and custody of minutes of meetings and books and records; and
- methods for changing bylaws

All bylaws must set out these minimum provisions. Alone and properly worded, these provisions may provide a satisfactory minimal framework for governing an organization.

In reality, many bylaws for non-profit organizations go overboard into unnecessary detail on committee design and structure, committee names, mandates, directors and officers' job descriptions, staffing structure and program areas Of the organization. The result is a complex and internally inconsistent document not meeting the organization's current needs.

A case for lean bylaws

John Carver, a guru of non-profit governance and author of the book, "Boards that Make a Difference", has this to say about bylaws:

"Bylaws are best kept lean. Include only items that establish basic structure and empowerment of the board. Whatever can legitimately be put into policy should be omitted from the bylaws . . . With the single exception of [those committees which are required by legislation], all committee descriptions can be omitted from the bylaws and covered in board policy . . . Bylaws are for the membership and the board, not for staff. All material relating to staff can be omitted."

Bylaws represent the will of the membership and can only be changed by the membership acting as a whole. This is a cumbersome, expensive and time-consuming process and having to do it frequently results in inefficiency and ineffectiveness. Given an organization's committee structure, staffing needs and program areas may all change as the organization adjusts to a changing external environment, including decreases in conventional sources of funding, it makes sense to keep bylaws lean and mean.

Lean bylaws are bylaws that contain minimum requirements of legislation as well as clauses to delegate power to the board, committees and members to carry out the work of the organization. Lean bylaws should not contain references to staff, organizational structure, committees, job descriptions or programs. Provided the organization is governed by a balanced and competent board, all of these are better expressed as written policy which is separate from the bylaws and may be revised by the board as external circumstances dictate,

Common weaknesses in bylaws

"Who" is a member is not clearly defined, nor is the procedure for how to "become a member"; the scope of the organization's authority over members is fuzzy

Powers of the board are not expressed explicitly and delegation of the board's power is not properly authorized

Bylaws allow members, directors and officers to be removed by archaic provisions ("tyranny of the majority"), in effect reducing penalties and discipline to a "popularity contest"

Bylaws require the membership to approve all policies—this is old-fashioned, cumbersome, inefficient and ineffective

"Member in good standing" is not well defined—the power of the organization to enforce obligations of membership is limited

In addition to the minimum provisions which are required by legislation, an ideal set of lean bylaws would include these provisions:

- An express statement of the power of the board, including the power to delegate its power to others,
- A concise definition of who is a member and how one becomes a member, so it is clear who is subject to the organization's authority;

- The clear direction that disputes will be handled according to policies established by the organization (these policies would include discipline procedures, appeal procedures and provisions for alternative dispute resolution techniques), and
- Clear and fair procedures for removing members, directors, officers and others from positions of leadership.

Ideally, bylaws should be kept under 10 pages: if they are any longer, few people will be interested in reading them. They should be clearly and plainly written, using ample headings and subheadings so that the applicable sections can be referenced quickly.

A suggested structure for bylaws is the following: (note that sections of bylaws are usually referred to as Articles, although they don't need to be).

Article 1: General

This brief section would set out the name of the organization, location, governing legislation and possible definitions of key terms that are used throughout the bylaws such as Act, Director, Member, Ordinary Resolution, Registrar, Special Resolution, etc

Article 2 Membership

Categories of Membership

Qualifications for Membership

Admission of members

Definition of member in good standing

How membership dues are established and changed

How members may withdraw

How members may be removed from membership

Article 3 Governance

Board composition

Board powers

How Board is elected or appointed

Filling a vacancy on the Board

How Board members may resign or be removed

Meetings of Board

Committees of the Board (a generic reference only)

Titles and duties of officers

Indemnification of directors and officers

Article 4 Meetings of Members

Annual Meeting

Other meetings

Notice for meetings

Quorum for meetings

Voting at meetings

Article 5 Finance and Management

Fiscal year

Auditors

Signing authority and execution of contracts

Borrowing powers

Article 6 Dissolution

What happens when the organization dissolves

Article 7 Amendment of bylaws

How bylaws are changed

The remainder of this section of the handbook gives suggestions for improving the wording of certain sections of bylaws that are particularly important to good governance.

Defining the power of the board

Powers of the board are set out in what is termed "enabling clauses"—clauses in bylaws that explicitly give power to the board and allow the delegation of this power to others. Enabling clauses clarify who makes what decisions—the details of how decisions will be made should be left to written policies.

The following is an example of a clause expressly describing the power of a board:

"Except as otherwise provided in the Act or this bylaw, the Board has the powers of the Association and may delegate any of its powers, duties and functions. Without limiting the generality of the foregoing

- The Board may make policies, procedures and rules for managing the affairs of the Association;
- The Board may make policies, procedures and rules relating to the discipline of members, and shall have the authority to discipline members accordingly;
- The Board may make policies, procedures and rules relating to the management of disputes within the Association and shall have the authority to deal with all disputes accordingly;
- The Board may establish committees, appoint members of committees, and delegate any of its powers, duties and functions to any committee,
- The Board may appoint or employ such Persons as it deems necessary to carry out the work of the Association; and
- Except as provided in the Act, the Board shall have the authority to interpret any word, term or phrase in this bylaw which is ambiguous, contradictory or unclear "

Member in good standing

In many bylaws, a member is deemed to be in good standing when he or she pays dues. For example, the bylaws of a diving association read: "An athlete, coach, official, associate or

diving club shall be deemed to be a member in good standing upon payment of registration fees". Wording such as this means that, regardless of members' actions or behaviors, by simply paying dues they remain entitled to all the rights and privileges of membership.

A better approach is to define in good standing more broadly, as follows:

"A member shall be deemed to be in good standing provided it has paid membership dues as prescribed by the Association and it is not subject to a disciplinary investigation or action of the Association".

This gives the organization the power to properly enforce the obligations of membership and to ensure that the rights of privileges of membership are fairly allocated to those members who uphold the values, principles and policies of the organization.

Expulsion of members

A non-profit organization should always have the power to expel a member for conduct that is harmful to the organization or its membership. Traditionally, bylaws have allowed members to be expelled for failing to pay dues, or on the affirmative vote of the majority of either the board or the membership. The first reason for expelling a member serves as a strong incentive for payment of dues and is quite acceptable. The second reason is not acceptable, because the decision to expel a member may be reduced to an arbitrary decision based on a simple "popularity contest", or the "tyranny of the majority". In other words, if enough people don't like someone, they can be forced to leave the organization.

Keeping in mind the two principles of a tribunal (that it has a contract with its members and that its decisions about its members should meet the minimum requirements of procedural fairness), the affirmative vote measure should be eliminated. The organization should have the power to discipline members according to its well thoughtful policies relating to discipline, appeals and dispute resolution. Such policies would respect the requirements of fairness by ensuring that the member being disciplined has the opportunity to present his or her case and that the decision is based on legitimate reasons, rather than being arbitrary or biased.

A good clause reflecting this fair approach is the following:

"Expulsion of Members:

- A member may be suspended for failure to pay membership dues within 30 days of the beginning of the membership year:
- A member may be expelled if dues remain unpaid for a further 30 days;
- Notwithstanding expulsion from membership, a former member remains liable for any membership dues owing before the expulsion; and in addition to suspension or expulsion for failure to pay membership dues, a member may be suspended, expelled or otherwise disciplined by the Association's policies and procedures relating to discipline of members."

Admission and Qualifications of Members

Admission of membership should not be automatic upon payment of membership dues- otherwise, an organization is compelled to accept anyone as a member, including individuals who may have been a problem in the past or have the potential to harm the organization in the future. As a private entity, a non-profit organization has the power to limit or restrict membership by establishing minimum membership qualifications, provided these qualifications are not discriminatory, hinder human rights legislation and are consistently (not arbitrarily) enforced it is always a good idea to authorize the Board on behalf of the entire membership of the organization, to control the admission of members. The suggested wording is the following:

"Admission of Members:

- No organization or individual shall be admitted as a member unless:
- It satisfies the qualifications for membership as stated in these bylaws;
- It has made a written application for membership in the form prescribed by the Board;
- It has been approved as a member by the Board; and
- It has paid membership dues as determined by the Board "

This clause would need to be interpreted in conjunction with a section that described the qualifications of membership. Depending on the nature of the organization, a clause describing qualifications may need to be worded very carefully. For example, a coalition of disabled sports organizations might be concerned that their voting membership should represent the unique interests of disabled sports organizations, not the broader interests of able-bodied sports organizations which provide limited activities for disabled athletes.

In this situation, the qualifications for membership could be restricted. In the following scenario, the disabled sports society's members include individuals (Officers and Individual members) and organizations (Provincial Members and Associate Members):

"Qualifications for Membership:

- **Officer**—An individual who is a member in good standing of a Provincial Member, which is, in turn, a member in good standing of the Society, is eligible to be elected or appointed as an Officer, and shall have one vote at meetings of members;
- **Provincial Member**—Provincial organizations which have as their primary purpose serving the sport and fitness needs of disabled people, which have memberships comprised primarily of disabled Individuals and their families, and which are Incorporated with the Registrar is eligible to be a Provincial Member, and shall have one vote at meetings of members;
- **Associate Member**—An organization or group which supports the purposes of the Society is eligible to be an Associate member, where an Associate Member may participate in the affairs of the Society but may not vote at meetings of members,

- **Individual Member**—An Individual who supports the purposes of the society is eligible to be an Individual Member, where an individual may participate in the affairs of the Society but may not vote at meetings of members."

In the above structure, the qualifications for Provincial Member allow the society to restrict membership to organizations devoted exclusively or primarily to disabled sports, and the qualifications for Officer restrict this category of membership (as well as the important leadership position of officer) to individuals who have experience with disabled sports organizations. Any other group or individual which seeks membership can do so under the remaining two categories, although they will not have a vote at meetings of the members of the organization.

Conflict of Interest

The term "conflict of Interest" refers to situations where the personal interests of a director, or another person in a decision-making position with a non-profit organization, are in conflict or could be perceived to be in conflict, with the broader interests of the organization and its membership under law, a director must put the interests of the organization first—when a conflict of interest exists, the director may be unable to fulfill this duty.

The traditional approach to dealing with such conflicts was to eliminate the conflict. This usually meant that the director had to resign and thus no longer owed a legal duty to the organization. The prevailing modern view, and the one which is required by most legislation, is to disclose the conflict and then proceed with decision-making under certain safeguards which would ensure that the Interests of the organization prevail over the interests of the individual.

A suggested clause that would set out these safeguards in bylaws is the following.

“Conflict of Interest—A Director, Officer or member of a committee who has an interest in a proposed contract or transaction with the Society shall disclose fully and promptly the nature and extent of such interest to the Board, shall refrain from voting or speaking in a debate on such contract or transaction, shall refrain from influencing the decision on such contract or transaction, and shall otherwise comply with all requirements of the Act regarding conflict of interest.”

Committees

Written bylaws must refer to those committees which are required by legislation, such as an executive committee or a nominating committee. However, all other committees should be referenced generically, so that the organization can establish such committees as are needed to do its work, without needlessly amending the bylaws each time a new committee is established, existing committees are merged, or a committee is disbanded.

Some good general wording for bylaws to enable the creation of committees is the following:

“Committees—The Board may establish such committees as it deems necessary for managing the affairs of the Society

Terms of Reference—The Board shall establish terms of reference and operating procedures for committees and may delegate any of its powers, duties and functions to any committee

Appointment and Removal—The Board may appoint any Individual to any committee and may remove any member of any committee vacancy—When a vacancy occurs on any committee the Board may appoint a qualified individual to fit the vacancy for the remainder of the committee's term

With this wording, the board of an organization can establish committees that are appropriate to its changing needs and circumstances.

Bylaws should be specific to your organization's mandate, needs and circumstances

All provincial government departments responsible for registering corporations, as well as Industry Canada (the federal department responsible for registering federal corporations) provide, free of charge, copies of templates of bylaws that can be used when incorporating an organization. These are generic models designed to cover the basic requirements of a wide variety of organizations. Some organizations use these to Incorporate, while others borrow another organization's bylaws and then simply change the name and other specific details. Some organizations may even pay a lawyer to prepare and register a set of bylaws.

None of these three approaches is recommended Bylaws that are general enough to work for a dog fanciers club, an art gallery or a sexual assault center are not suitable for a sports organization. The only time one should consider using a generic set of bylaws is as an interim step to obtain corporate status while custom-written bylaws are being prepared by the founding directors for registration soon after.

As for lawyers writing bylaws, John Carver has this to say:

“It is best that legal counsel not write bylaws, but only review the board’s product. Attorneys are classified to opine on the legality and risk exposure of bylaws, but are not qualified to determine how the board wishes to be.”

The next section of this handbook discusses committees in further detail, including the importance of written terms of reference which are an essential tool in directing the work of committees.

ORGANIZATIONAL STRUCTURE AND COMMITTEES

A constitution and bylaws are expressions of an organization's purposes and a statement of the procedures an organization uses to govern itself. The term "organizational structure" refers to how a board, committees and staff are organized into units to carry out the work of the organization and fulfill its purposes:

Boards will vary in size and composition and their members may be elected from the membership at large, elected by certain components of the membership, appointed by certain components of the membership, or a combination of any or all of these methods.

Committees may include an executive committee, standing committees, subcommittees and ad-hoc committees such as project committees and task forces.

Staff may include a CEO or Executive Director who has full or partial authority to implement the policies of the board and manage the affairs of the organization, or an administrative staff person who performs administrative tasks under the direct supervision of the board, committees and volunteers.

An organization's structure will depend on the age, size, culture and resources of the organization. For example, small local organizations tend to have smaller boards elected from the entire membership and fairly simple committee structures. These organizations will tend to be volunteer-driven and their boards may meet frequently and may operate both as governing boards (responsible for policy-making) and as administrative boards (responsible for management).

Organizations that have jurisdiction over a large geographic area (such as a provincial sports governing body) will tend to have boards that are partly elected from the membership and partly appointed from different regional associations and will tend to have less frequent board meetings because of the high cost of bringing people together. Such organizations may also have strong executive committees to carry out much of the board's work between meetings of the board.

Lastly, well-established organizations with large memberships will tend to have a complex structure with large boards and many different layers of member representation and committees.

There is no right or wrong way to design a board so that it operates most efficiently and effectively, as much will depend on the culture and history of the organization. However, from the perspective of improving governance, decision-making and conflict resolution, there are preferred ways to design an organization's committees. The board of an organization does its work primarily through its committees, and the effectiveness and efficiency of a board is a direct reflection of the effectiveness and efficiency of the board's committees.

What happens when a committee's authority is unclear?

Disputes relating to team selection and athlete discipline often make it painfully apparent that a committee's scope of authority was unclear. For example, a board usually establishes selection criteria for a team, and then gives an individual such as a coach or a committee the authority to apply the criteria and make selections. When it does this, the board cannot then decide to overturn the selection decisions. Likewise, the coach or committee cannot change the criteria for selection that have been approved by the board.

In the matter of discipline, it should be very clear who has authority to impose sanctions or penalties for misconduct—an individual such as a coach, a committee

such as a discipline panel, or the board based upon a recommendation from an individual or a committee? Whoever is given the authority must exercise it, and do so properly.

At the extreme, confusion about decision-making authority can give rise to legal challenges. The most well-known of these is perhaps the case of *Kane v. Canadian Ladies Golf Association*. In this case, then amateur golfer Lorie Kane challenged the authority of a Canadian Ladies Golf Association committee to alter the selection criteria for an international team.

The court accepted her argument that while the committee had the authority to apply criteria to make team selections, it did not have the authority to change or add to the criteria—this was a decision that only the board of directors was authorized to make.

Small, volunteer-driven organizations will often base their organizational structure on programs or activities which the organization undertakes. In this model, the board creates committees to deal with program areas such as fundraising, recreational activities, youth programs, adult programs, marketing and sponsorship, facility maintenance and operations, communications and newsletters, special events, insurance and risk management, nominating and recruitment, etc. Under this model, over time, the number of committees will become cumbersome and alternative structures will need to be considered.

As organizations grow larger, more mature and more sophisticated, their boards tend to assume a greater policy governing role and staff and committees tend to assume greater management responsibilities. The maturing organization usually finds it can be more effective if its committees are organized around governance functions. For example, Part 1 of this handbook described the five functions of a governing board (policy, programs, personnel, finance and advocacy), these same five functions are an ideal starting point for designing an organization's board and committee structure.

Using this governance framework, a workable and effective board and committee structure would consist of the following (note that the names of the committees are not important, although their functions are).

A Board of Directors—Has the responsibility for policy functions, including policies related to each governance area identified below;

A Programs Committee—Would deal with all aspects of the organization's programs, including marketing;

A Personnel Committee—Would deal with all aspects of human resources, including staff issues and volunteers,

A Finance Committee—Would deal with all aspects of finances including fundraising, budgeting and financial monitoring. and

An Advocacy Committee—Would deal with all aspects of communications, public relations, and government relations

The organization can also have an Executive Committee to assist the board in its policy development role, deal with board Issues in between meetings of the Board, and deal with urgent issues which require swift action.

These five committees are standing committees of the Board and each has a fairly high degree of autonomy to deal with issues within their subject area and to recommend policy to the board on these issues Ideally, each committee would be chaired by a member of the board so a single individual is serving on both the board and committee who can provide an important communication link between the two. Each committee could also be assisted by sub-committees or ad-hoc committees to deal with discrete tasks or issues, and each committee could also have administrative staff support (where the organization has paid staff)

An organizational structure based on governance functions is almost always preferable to a structure based on programs for the simple reason that it continually reminds boards of their governance role A policy governing role for a board, as opposed to managing, administering or operational role, requires tremendous mental discipline from board members it is a rare policy governing board that does not, at one time or another and without intending to, stray into operational areas. The clear allocation of administrative work related to each governance function among a small number of standing committees serves to remind boards that their focus, as a board, is to develop, approve and monitor policies.

Authority of committees

Without detailed written terms of reference, most committees are unclear about their authority to make decisions. This vagueness can lead to confusing roles and responsibilities, which may in turn lead to conflict.

A committee's terms of reference should be very clear about the authority which is being delegated to the committee Committees can have four different degrees of authority, listed below in order from the least authority to the most authority.

Limited advisor to the board—Committee investigates or researches something, and reports to the board The board then makes a decision.

Active advisor to the board—Committee investigates or researches something, and suggests action in the form of a recommendation to the board. The board may accept, reject or modify the recommendation.

Limited agent of the board—In advance, the board gives consent to the committee to do certain things, within limits or parameters, Anything outside these parameters must come back to the board for prior approval.

Active agent of the board—Board gives the committee authority to take action. The committee reports to the board what it has done, for information, after the fact.

Governance isn't improved just by setting up and naming standing committees—it is also necessary that the committees perform their work properly. Committees are the workhorses of the board and good committees are those which have been given clear authority, responsibility, resources and direction by the board This is done through written terms of reference which express the following:

- **Name** of the committee
- **Mandate** (a statement of the committee's general purpose)
- **Key duties** (four or five key tasks that the committee will perform each year)
- **Authority** (the committee's decision-influencing and decision-making roles)
- **Composition** (who is on the committee)
- **Appointment** (how people are named to the committee)
- **Meetings** (how many, how often, how they are called)
- **Resources** (the budget and staff assigned to the committee)
- **Objectives** (a statement of desired achievements over a prescribed timeframe against which the committee's performance may be measured)
- **Evaluation** (how the committee and the board will evaluate the committees' progress)
- **Reporting** (in what form and how often the committee will report to the board)
- **Review** of terms of reference (how often the board will review the terms of reference)

POLICY WRITING

This handbook has stated repeatedly that the purpose of governing boards is to develop, approve, implement and monitor policy, and in particular, policy relating to governance and decision-making. Clear written policies reduce uncertainty and confusion and encourage transparent and consistent actions. Policy writing is an essential component of decision-making and governance and this section offers some suggestions for improving written policy.

A well-written policy is clear, concise, complete and consistent. Good policy is also very readable, with the document making ample use of headings, subheadings and bullet points. Writing policy is not easy—but preparing written policies is the most important thing that a governing board will do. Boards should therefore consider quite explicitly their policy development and policy-writing process. This includes considering who will write policies (the board itself, a committee, a staff person, or a volunteer) as well as considering getting outside help with the writing of the organization's more complex policies. Furthermore, no policy is a static document simply taking up space in a binder or manual; policies are to be used, reviewed and revised as needed.

There are five essential rules of policy writing:

Be clear—Write the policy in plain language so that is understandable to everyone. Make it a practice of having an outsider review a draft of a written policy, to see if they understand it. If someone from outside the organization and unfamiliar with a sport can understand the document, most of the organization's members will likely also.

Be concise—Don't use three words where one will do. Richard T. Sherman, a Civil War general is said to have written "In closing, I apologize for the length of this letter but I

didn't have time to write a shorter one". Writing concisely takes effort and time, but the end product is well worth it.

Be consistent—Terms and phrases must be used consistently throughout a policy document. For example, if the policy refers to "tournaments" in one section, don't use a different term such as "competitive events" in another. Likewise, don't call athletes "players" in one place and "participants" in another. A policy must be consistent in its use of terms, as lack of consistency will often lead to disputes.

Be complete—The policy must anticipate every circumstance and must cover every aspect of an issue. There can't be gaps, holes or loose ends. The policy must cover procedural steps from the beginning to the end. For example, a selection policy should always address what happens in the event of injury, and a harassment policy should always address what happens when a complaint is withdrawn.

Be friendly to the reader—Clarity, conciseness and consistency will make a policy easier to understand, but the format and layout will make it easier to read. Use titles, headings, subheadings, and bullet point lists wherever possible.

This handbook is about governance policies. Policies can be written for every conceivable situation relating to an organization's programs, finances, personnel and advocacy functions. However, key policies relating to an organization's governance are:

- Constitution and bylaws,
- Committee structure and associated terms of reference for committees;
- Eligibility and selection (these are policies that deal with awarding the rights and privileges that a member enjoys);
- Conduct, discipline and harassment (these are policies that deal with revoking the right and privileges that a member enjoys) ;
- Appeals, mediation, and arbitration (these are policies that deal with disputes over the allocation of rights and privileges), and
- Conflict of interest (these are policies to deal with situations of conflict between individual interests and the organization's broader interests)

Apart from the first two types of policies described above which have been discussed earlier in this handbook, all of the above governing policies can be organized around a common framework or template. This outline can be a useful guide in writing a policy.

Policy Template

Purpose of the policy—A brief statement of the reason for the policy. Although the purpose or objective of a policy may be quite evident at the time the policy is written, several years later when the people who prepared the policy are no longer with the organization, the policy's purpose may be less clear.

Scope and application of the policy—A clear statement of the jurisdiction of the policy. That is what activities, what situations and what individuals the policy applies to. Policies usually

apply to members or some component of members, but they can also be written to apply to any Individuals or groups taking part in the organization's activities. Including those who are not members

Exclusions from the policy—Where appropriate, it may be useful to reinforce the jurisdiction of the policy by stating what activities, situations and Individuals the policy does not apply to. For example, a personnel policy might apply to full-time, part-time and casual staff of the organization but would not apply to coaches or instructors. An appeal policy might apply to certain types of decisions but not to the “rules of the game”.

Policy “scheme”—Most important part of the policy and sets out in logical, rational and step-by-step detail who does what, when and how. This part of a policy might consist of several sections and might represent the largest component of the written document. When writing this component of a policy, presume nothing—the scheme should be seamless with no gaps, omissions or surprises.

Preview and approval of the policy—The date the policy was approved should be noted, and the timelines, responsibilities and procedures for reviewing the policy should be included.

Lastly, if a policy is complex it might be useful to include a list of definitions. Defining terms just once, in the beginning, can save space and improve the internal consistency of the policy. Once defined, the term should then be capitalized throughout the remainder of the policy document so the reader knows that the term is defined.

An example of a policy relating to conflict of interest, which roughly follows the above template and also demonstrates clear, concise writing and a reader-friendly format, is shown on page X of this handbook.

SHALL, MUST, WILL—Be clear about mandatory and discretionary terms when writing policies

Probably no single detail in policy has given rise to more disputes of interpretation than the improper use of mandatory and discretionary terms. Words such as “shall”, “must” and “will” indicate that an action is mandatory, in other words, what the policy stipulates must be done regardless of the circumstances. Words such as “may” and “can” indicate that the action is discretionary—in other words, what the policy stipulates may be done, or may not, depending on how someone exercises their discretion in the circumstances

There are numerous examples of how these terms have created problems for sports organizations. In one case, an organization's discipline policy stated that “A discipline matter shall go to an in-person hearing before a panel of three individuals” whom all happened to live in different parts of the province. The result was that a simple discipline matter, which could have been dealt with fairly using documentary submissions or possibly a telephone conference call, ended up forcing all the participants to meet in person at a great financial expense.

A second example involved an organization's harassment policy which stated that “The harassment officer [a person within the sports organization] shall investigate the complaint”.

Nowhere else in the governing documents or any other policy was there a provision that allow' the board or the officer to delegate this task to someone else.

In this case. The complaint was very serious and the internal harassment officer didn't have the skills to conduct the investigation The organization needed the flexibility to appoint an independent, skilled investigator but the policy documents did not allow this option.

A third example involved a misconduct matter where the policies of the organization stated that a certain type of sanctions would apply to a certain type of misconduct. There was no opportunity to apply a lesser or greater sanction depending on the circumstances. In this case, there were significant factors that weighed in favor of a stiffer penalty, but the discipline panel could not impose it because the policy wording was so restrictive.

Listed below are some points to consider when writing other governance policies

Conduct, discipline and harassment

Sports organizations have, or at least should have, codes of conduct governing players, parents, coaches, officials, participants and other members. Many sports organizations also have harassment policies because they are required by government funding agencies or national sports governing bodies, or have incorporated harassment into existing codes of conduct. Some organizations also have discipline policies that describe procedures for making decisions about conduct matters and determining punishment for misconduct. Ideally, all three policies (code of conduct, discipline harassment) should be carefully prepared so that they link with and reinforce each other in fact, they can be integrated into a single document:

- **Code of conduct**—Statement of the standard of behavior that is expected of all members;
- **Discipline policy**—Set of procedures describing how the organization will determine if there has been a breach of the code of conduct, and if so, how it will deal with such a breach (including who does what, when and how), and
- **Harassment**—Treated as a conduct and discipline issue and is thus incorporated into the above two sections of the policy

These are some points to consider when writing these policies, keeping in mind the template set out earlier:

Application and scope

- The scope of the policy should be clearly described—the organization should have the jurisdiction to discipline members as well as any participants in its programs, sanctioned activities and events (even those who might not, technically, be members as defined in the bylaws);
- The policy should allow anyone (from within or outside the organization) to report a breach of the code of conduct or to make a complaint about misconduct;

Minor v. major misconduct

- Policy should have simple and elaborate mechanisms for dealing with minor matters misconduct and major matters, respectively (harassment and abuse would almost always be major infractions);
- If the issue is serious, the policy should be flexible enough to allow the organization to appoint an independent investigator less serious matters can be investigated using internal people;
- For allegations of very serious misconduct the policy should allow Immediate suspension pending an investigation and hearing—in such extreme cases, the risk management responsibilities of the organization will usually outweigh the rights of the Individual being suspended;
- Policy should contain separate provisions for dealing with discipline matters during competition,

Format of Hearing

- Policy should allow flexibility for an in-person hearing, a telephone hearing, a documentary hearing or a combination of these methods and should specify who has the discretion to determine the format for such a hearing;

Panel

- The discipline matter should be reviewed and decided by a panel, not all of whom need to be members of the organization--on serious matters the help of a skilled, outside person can be useful.
- Policy should give the panel the authority to abridge or extend timelines, as needed;

Decision

- The panel's decision should be in two parts—the first part should be a determination as to whether there was a breach of the code of conduct, while the second part should be a separate decision as to appropriate penalties in the event there was a breach;
- The panel should have the option of considering a range of penalties after weighing aggravating and mitigating circumstances,

Other

- The policy should contain appropriate disclosure and confidentiality provisions;
- The policy should allow decisions of the Panel to be appealed through the organization's appeal and dispute resolution policies.

Selection

- Selection to a representative team is one of the greatest privileges of sport. At the high-performance level, such decisions may make or break an athlete's career. Thus

it is not surprising that many team selection decisions have been challenged, and some have gone to court.

- A good selection policy is clearly written and explicitly describes the criteria which will be used to make decisions, and who will have authority for these decisions.
- The following items should also be included in the policy:

Purpose and authority

- A statement of the purpose of the selection—Whether it is for a pool of athletes from which subsequent selections will be made, or is it for a team for a specific event;
- Goals for the team or program—Especially important if the goal is not necessarily to select the strongest team but to rebuild or develop a team or give experience to younger players,
- Authority for selection—State clearly who has approved the process and criteria and who will make the decisions;

Criteria

- Criteria to be eligible to be considered for selection—Example, any residency or nationality requirements or a requirement the member be in good standing;
- Criteria to be selected—Should be as objective as possible, but where subjective, the policy should include some guidelines for applying the criteria;
- After selection, criteria or requirements to be met to remain selected usually, relate to levels of fitness and compulsory participation in certain events and team activities;
- Timeline and process for selection—The "scheme" which will be used;

Exceptional Circumstances

- Exceptions to the selection policy, if any (for example, Injury or matters which lie outside the control of the organization or the athlete);
- Procedures for dealing with unexpected circumstances—some, such as injuries, can be anticipated but others cannot, therefore the policy could include a provision for dealing with exceptional circumstances;

Other

- The policy should allow appeals of selection decisions by the organization's appeal and dispute resolution policies

Dispute resolution policies

- The organization's most important policy relating to dispute resolution is a policy for appeals of decisions. All organizations should have an appeal policy. This policy should be very clear about what types of decisions may be appealed, and what are permitted

grounds for an appeal. An appeal should never be allowed just because someone doesn't like a decision, nor should an appeal be based on a decision's merits. Decisions that are properly made are a direct reflection of policy and should not be open to challenge—if the outcome of implementing a policy is not satisfactory, then the policy may need to be revised through the normal policy-making process.

- Appeals are intended to correct errors in decision-making, and should be allowed only when there is an allegation that such a procedural error occurred. Such procedural errors include the organization:
 - Making a decision for which it did not have authority or jurisdiction;
 - Failing to follow procedures laid out in its bylaws or approved policies;
 - Making a biased decision,
 - Exercising its discretion for an improper purpose; or
 - Making a grossly unreasonable decision (that is, a decision that could not be supported by the evidence),
- A good appeal policy also allows the flexibility to determine the format of the appeal hearing—whether in person, by telephone, by written documents or by some combination. The policy should be very clear about the authority of the appeal panel—normally the panel should be allowed to make only those decisions that the original decision-maker also had the power to make. Ideally, where an error in decision-making has occurred and where the error is correctable, the panel should send the matter back to the original decision-maker. The panel should substitute its own decision only where the panel is satisfied that an error occurred and such error cannot be corrected.
- Finally, like policies for discipline, the appeal policy should allow timelines to be extended or abridged according to the circumstances. For example, an appeal on a selection issue may need to be completed in a matter of hours or days and the panel should have the authority to run an appeal according to tight timelines.
- Other dispute resolution policies are those relating to mediation and arbitration disputes. These are discussed in the next part of this handbook.

ABC SPORTS ORGANIZATION CONFLICT OF INTEREST POLICY

1. **Purpose**—The purpose of this policy is to clarify how ABC will handle decisions or transactions which give rise to a real or perceived conflict of interest between individual interests and the broader interests of the organization's members.
2. **Application**—This policy applies to directors, officers, employees, committee members, volunteers and other decision-makers within ABC.
3. **Statutory obligations**—ABC is incorporated under the British Columbia Society Act and is governed by the Act in matters involving a real or perceived conflict between the personal

Interests of a director or officer (or other individual involved in decision-making or decision-influencing roles) and the broader interests of the society

4. **Conflicts involving directors, officers and other decision-makers**—Decisions or transactions which involve a real or perceived conflict of interest by a director, committee member or volunteer may be approved by ABC provided:
 - The nature and extent of the individual's interest is immediately and fully disclosed to the body which is considering or making the decision,
 - After disclosure, the decision or transaction is properly approved,
 - The interested Individual abstains from any involvement in discussing or voting on the proposed decision or transaction,
 - The interested individual is not Included in the determination of quorum for the proposed decision or transaction, and
 - The decision or transaction is in the best interests of the corporation.
5. **Conflicts involving employees**—ABC shall not restrict employees from accepting other employment, contracts or volunteer appointments during the term of their employment with ABC, provided:
 - Employment, contract or volunteer appointment will not diminish employee's ability to perform work contemplated in their employment agreement w/ABC,
 - ABC is notified in writing of the employee accepting other employment, contract or volunteer appointment and gives written approval, and
 - At ABC's sole discretion, the employment, contract or volunteer appointment does not represent a conflict with the employee's role, responsibilities and duties with ABC.
6. **Enforcement**—A breach of any provision in this policy may give rise to discipline by ABC's Code of Conduct and Discipline Policy.
7. **Review and Approval**—This policy was approved by the Board of Directors on September 15, 1998, and reviewed by the Executive Committee on an annual basis.

CONFLICT MANAGEMENT

In the introduction, it was noted that non-profit organizations get into trouble because:

- They do not have policies for dealing with something;
- They have policies but they are incomplete, vague contradictory,
- They have policies but then choose not to follow them; or
- They have policies but they don't fit with their culture, realities or resources

Policies, or lack of policies, are often the initial reason for conflict, but conflict can escalate as a result of personalities, poor communication and volunteers' lack of knowledge in key areas including Individual rights. Procedural fairness and interpretation and implementation of policy Many volunteers also lack basic dispute management and leadership skills.

The most effective way for dealing with conflict in organizations is to prevent it from occurring in the first place. This can often be achieved by planning and ensuring that governing documents and key policies are sound and that the board, committees, volunteers and staff implement them properly.

When a dispute does arise, common ways to address the dispute include:

- Relying upon the internal policies of the organization to hear the respective sides of the dispute and to make a decision as to which side will prevail;
- Where internal policies are lacking, look to policies of the parent sports organization Including provincial or national sports governing bodies; where appropriate;
- Seeking the assistance of government representatives or elected officials;
- Gaining public support through coverage in the media; or
- At the extreme, seeking recourse in the courts.

Some additional options for resolving conflict which are often more appropriate and desirable include various techniques of alternative dispute resolution, or ADR. A wide range of ADR techniques can be used for disputes ranging from business matters to divorce and custody issues to neighborhood disagreements. In the sports and recreation sector, the following three techniques are the most common and are being used more and more frequently:

Negotiation—Process where two parties in dispute work together without outside help to reach a mutually agreeable settlement;

Mediation—Process where an independent, neutral third person helps parties in a dispute reach a mutually agreeable settlement by facilitating negotiations between them; and

Arbitration—Process where the parties refer their dispute to a mutually acceptable, knowledgeable, independent person to determine a settlement The parties usually agree beforehand to be bound by the arbitrator's decision.

In almost all cases, the above techniques are simpler, less costly, less adversarial and more timely than legal action in the court system. In many cases, they are also preferable to taking a dispute to the media or the government. As well, disputes are messy and referring a dispute to an outsider may mean that positive internal relationships and clear communication channels are preserved. Remember, no organization wants to lose valuable members for good.

Where does one find mediators and arbitrators?

Every province in Canada has mediation and arbitration organizations, and many lawyers now include mediation and arbitration as part of their standard legal services. Some provinces are also offering sports arbitration and mediation services There is a national sports arbitration and

mediation program which draws upon a national network of over 60 mediators and arbitrators with sports interests and backgrounds, who provide their services to non-profit sports organizations for reasonable fees.

Dispute resolution within an organization can be enhanced by having the proper policies which keep a dispute from getting out of hand, going public or ending up in court. Policy tools are:

- Bylaws that give the board explicit power to Implement policies for dispute resolution and a statement that all disputes will be dealt with accordingly;
- Unambiguous, clearly written policies to guide all decision-making about granting and revoking of rights and privileges, that is, policies for eligibility, selection,
- Conduct, discipline, harassment, conflict of interest;

An appeal policy to review decision-making where and when procedural errors may have occurred,

A policy which Indicates that at any time any dispute may be referred to mediation, where suitable for the issue in dispute and where the disputing parties consent (keep in mind that mediation isn't a solution to every problem, as some disputes, such as selection, simply do not lend themselves to a mediated resolution);

- A policy that states that beyond the appeal level, all disputes will be referred to independent, binding arbitration, and
- A provision in the policy that prohibits any member from pursuing a dispute in court until all other internal and independent remedies, as set out above, have been exhausted This may also be called a "privative clause" and even though a person always has the right to take a matter to court when a procedural error has occurred, such a clause will restrict the basis on which a court challenge may be made.

In summary, effective dispute management consists of four elements.

1. Prior planning—ensuring that governance policies are sound,
2. Proper execution—interpreting and implementing policies properly;
3. Appeals—implementing a sound appeals policy, and
4. Intervention—considering the services of an independent mediator or arbitrator.

SPORT ORGANIZATION—ALTERNATIVE DISPUTE RESOLUTION (ADP) POLICY

Preamble

ABC supports the principles of Alternative Dispute Resolution (ADPI) and is committed to the techniques of mediation and arbitration as effective ways to resolve disputes with its members and avoid the harm of litigation.

Mediation

Opportunities for mediation may be pursued at any point in a dispute where it is appropriate and where the disputing parties agree that such a course of action would be mutually beneficial

Arbitration

In the event a dispute persists after internal avenues of decision-making, appeals and/or mediation have been exhausted, opportunities for arbitration may be pursued. Where the continuing dispute relates to the appeal panel has made a decision that was outside its jurisdiction, having failed to follow proper procedures, or having made a decision that was influenced by bias, such a dispute may be dealt with through binding arbitration before an independent arbitrator who is acceptable to the parties in the dispute.

Legal Action

No action or other legal proceeding shall be commenced against ABC in respect of a dispute unless ABC has failed to participate in the arbitration by this policy.

This policy was approved by the Board of Directors on _____.