



# **BOARD OF DIRECTORS — JOB DESCRIPTIONS**

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**November 19, 2024**

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## POLICY STATEMENT

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Judo Canada is incorporated under the Canada Not-for-profit Corporations Act and is bound to its requirements. The Board will set the strategic direction for the organization, be responsible for the hiring of a CEO to manage **JUDO CANADA** operations, and to provide ongoing oversight.

## PURPOSE

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The governing authority for the Board of Directors is set out in Judo Canada's By-Laws. As members of the Board, directors are trustees under the law and have responsibility to oversee the conduct of the business, to monitor results and to endeavour to ensure that all major issues affecting the business and affairs of the organization are given proper consideration.

## APPLICATION

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It is the primary responsibility of the Board to ensure that the assets and resources of Judo Canada are properly managed. The Board of Directors will set the strategic plan for Judo Canada and approve the results to be achieved by the organization.

While the Board will delegate the organization's management responsibilities to the CEO, the Board shall retain accountability and responsibility for the entire organization.

### **Responsibility of all directors:**

- Establish the Judo Canada strategic plan and monitor progress towards desired results;
- Prepare governing documents and organizational policies that address:
  - Governance Process – how the Board carries out and monitors its own tasks;
  - Board/Committee – how the Board delegates authority and maintains positive relations among its board, councils, committees and staff;
  - Ethical Values and Behaviour – these are the boundaries of prudence and ethics within which all activities and decisions will take place;
  - Risk Management – Ensuring effective management, including but not limited to financial, legal, and human risk management.
- Recruit, hire and supervise the Chief Executive Officer (CEO), complete evaluations of the CEO's performance, competence and integrity, and set the CEO's compensation package;
- Advocate and liaise with the federal government and general public;
- Ensure mechanisms for mediation of disputes, appeals and independent arbitration are in place;
- Assess the Board's performance and effectiveness;

## Board of Directors – Job Descriptions

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- Present an audited financial statement annually to the membership;
- Ensure Judo Canada maintains sufficient financial resources to maintain sustainability;
- Fulfill any responsibilities required by legislation and by-laws.
- Develop an accountable, transparent, rational and clear governance structure that allows the Board to engage in discussions of the mission, strategy and results.
- Clearly separate the Board oversight and monitoring responsibilities from the operations of Judo Canada;
- Govern and maintain policy oversight responsibilities of Judo Canada, consistent with the by-laws;
- Develop and maintain clearly defined linkages between the organization and its members.

### Chair Specific Responsibilities

- The Chair will be the primary point of contact for the Board. While respecting their own responsibilities – the Chair to lead the Board and the CEO to manage the operational activities – they will work as partners to serve the success of the organization.
- To make the Board stronger by suggesting appropriate governance practices, keeping the Board mission focused, engaged, and inspired, speaking with prospective Board candidates, and providing orientation to new directors.
- Create healthy and productive relations between the CEO and Board by establishing clear personal and professional boundaries around the interactions between the two; reprimanding those that overstep bounds or show disrespect for colleagues, and demonstrating optimism, inclusiveness, integrity and respect in relationships.
- Manage the flow of information between the CEO and the Board so that it acknowledges the Board's information needs and acknowledges the contributions of others.
- Seek out opinions of other Board and Board Committee members and ensure their concerns are dealt with by the Board or brought to the CEO's attentions.
- Set an example of the respectful balance between passion for the organization and dogmatic views.
- In consultation with the Board and CEO, delegate responsibilities to Directors and Committees

### General Secretary Specific Responsibilities

- Responsible for the documentation of all amendments to the Corporation's By-laws;
- Ensure that all official documents and records of the Corporation are properly kept, cause to be recorded the minutes of all meetings;
- Prepare and submit to each meeting of the Members and other meetings a report of all activities since the previous meeting of the Members or other meetings;

## Board of Directors – Job Descriptions

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- Give due notice to all Members of the meeting of the Members of the Corporation;
- Perform such other duties as may from time to time be established by the Board.
- May be asked to represent Judo Canada at IJF and/or PJC Congress.
- Liaise with IJF and/or PJC for all communications sent by the IJF and/or PJC.

### **Treasurer Specific Responsibilities**

- Chairs the Audit and Finance Committee.
- Keep proper accounting records as required by the Act, will cause to be deposited all monies received by the Corporation in the Corporation's bank account;
- Supervise the management and the disbursement of funds of the Corporation;
- When required will provide the Board with an account of financial transactions and the financial position of the Corporation;
- Prepare annual budgets, will oversee, and supervise office staff;
- Perform such other duties as may from time to time be established by the Board.

## LIMITATIONS

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Unless authority is delegated from the Board, an individual director has no authority to commit the organization to any action, policy or financial expenditure and has no direct operational authority.

All directors shall abide by all the decisions of the Board.