

Fitness NB Board of Directors Manual

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Fitness NB Board of Directors Manual

Preface

This Director's manual has been developed in order to prepare members of the board for their role. As board members, you will need to keep yourself as up to date on all matters pertaining to Fitness New Brunswick (FNB). Often times you are subject to questions from club owners/operators, members and the general public, therefore it is the responsibility of all board members to read carefully all minutes (committee and board) and other information that will be circulated.

If you have any questions, or need assistance with any matter related to Fitness NB, contact the Executive Director.

Volunteerism

Congratulations on joining the ranks of the hundreds of thousands of people across the country who give of themselves to help not-for-profit organizations fulfill and meet their goals. You will find your new role as a volunteer with Fitness NB both rewarding and challenging.

Voluntary service at the board level cannot be taken lightly. Besides legal implications, board members must consider the moral and ethical contract they undertake with both their membership and their organization, regardless of whether they are appointed or elected. Your function as a board member cannot be accomplished through the occasional attendance at meetings. A substantial amount of time must be spent preparing for board meetings, carrying out board tasks, and completing any committee responsibilities that you undertake. This may mean some personal sacrifice of time, business interruptions and possibly minor out-of-pocket costs.

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The Board of Directors

Objective

The objectives of Fitness NB are as follows:

- To promote the growth of fitness leadership in New Brunswick.
- To provide quality and consistent communication services to members.
- To act as a medium for exchange of members' views and concerns.
- To represent members' views and concerns to appropriate bodies.
- To provide visionary leadership, promotions, and assistance to members.

The Board

The Directors of the Board are representatives of the members. The board is elected to develop and oversee the implementation of policy necessary to safeguard and advance the interests and objectives of Fitness NB. A board is a team whose success depends heavily on the commitment and performance of the individual members.

Insurance

FNB purchases insurance through Sport NB for Directors & officers Liability and Commercial General Liability insurance. A copy of the Certificate of insurance is posted on the Board of Directors Page.

Management (Constitution Article 6)

The management of Fitness NB shall be vested in a Board of Directors (hereinafter called the "board") consisting of not more than 10 voting members of Fitness NB and 2 ex-officio voting board members.

The incoming Executive shall be elected at the conclusion of the AGM and shall take over office at the completion of the AGM. Any Executive positions that remain vacant after the Executive election shall be appointed at the first board meeting following the AGM. This meeting to be held within one month of the AGM.

The length of term for an officer of the board shall be for two years with the ability to serve a maximum of three consecutive terms. After such time the member may not re-offer until one full year has elapsed.

In order to maintain regular turnover of the board half of the director positions will be designated to begin and end in even numbered years and half will be designated to begin and end in odd numbered years.

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The board shall have the right to fill any board vacancy occurring in the interim of the annual general meeting. The person(s) filling such vacancies shall serve the remainder of the term of the vacated office and during that term will be acclaimed by membership at the

Areas of Responsibility

There are seven areas for which the board is responsible. It is important to remember that each director is also individually accountable for these roles.

1. Policy Formulation and Determination

A policy can be defined as a broad guideline that influences and directs present and future jurisdiction. There are three distinct phases to the policy development role of the board. They are:

- Policy Formulation
- Policy Determination
- Policy Implementation

Policy Formulation – Is broad in its definition, including anything from a simple suggestion to a formal recommendation. Anyone who is involved in an issue at hand may bring forth a suggestion for consideration.

Policy Determination – Only the Board of Directors has the authority to accept or reject formal policy proposals. To determine policy, the Board may request information from appropriate sources to influence their decision making process, but the final voting process involves only those members who officially make up the board.

Policy Implementation – May be carried out by staff, some of the board members, committees, members, volunteers, or any combination of these.

2. Government Advocacy

Advocacy can occur at two levels. The first is by helping to create a favorable image with stakeholders regarding current activities of the association. The second is to carry out change through appeal to a higher authority (ie. government, umbrella organizations, etc.). Boards and their members may be called on to act directly in this role.

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3. Public Relations

It is each board member's responsibility to promote the organization to the community and educate stakeholders and enlist support. Each board volunteer should participate in at least one of the following activities:

- Appear as a spokesperson or speaker on behalf of Fitness NB.
- Appear as a representative.
- Influence local or regional authorities through correspondence or networking.

These activities must only be executed within approved guidelines for public relations activities by those directors with appropriate skills.

Please note: The Fitness NB office staff must be contacted prior to any contact a board member may have with the media on behalf of the association.

4. Planning

A critical activity of the board is long range and strategic planning as well as ensuring that annual operational planning is effective. The board ensures that planning processes are rigorous, future-focused, and integrated. It must be confident that the operations reflect the intent of the plans, except as modified by current issues and trends.

5. Legal Compliance

The board is legally liable for ensuring that the organization complies with the law. The following are samples of the functions necessary to do this:

- Developing and maintaining relevant articles of incorporation (Constitution).
- Keeping suitable records and safeguarding documents.
- Reporting to the government.
- Evaluating the chief staff officer.
- Evaluating the attainment of the association's goals.

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6. Resource Management and Development

Financial – The financial activities of the board include the allocation and acquisition of funds and the careful monitoring and auditing of the associations budget and organizational spending. This might involve the board in such activities as investment recommendations and the development of contracts, contract approval, and wage/benefit program approval.

Human Resources – The board has the responsibility for its own healthy perpetuation. Each board Member should participate in identifying and recruiting capable members to the organization.

Staff Relationships - The board should develop an effective working relationship with the office staff. Conflicts that arise must be negotiated quickly, and communication must occur often and freely between the board volunteers and the employees. The board is also responsible for the development of personnel policies within the organization to ensure that staff are treated reasonably and fairly.

7. Evaluation

There are many areas that the board must evaluate regularly. These include:

- Policy development and strategic planning – reviewed annually.
- Program success and stakeholder or member satisfaction – monitored on a periodic basis.
- Board and standing committee performance – reviewed annually.

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Responsibilities:

Executive Committee: (President, President-Elect, Treasurer)

President

- Shall have served a minimum of 4 months as the President Elect or served one term as a director on the FNB Board.
- Shall serve a two year term. *(As ratified by membership October 27, 2018)*
- Shall be chief executive officer of Fitness NB.
- Shall preside at all meetings.
- Shall sign all documents requiring his/her signature; cheques, membership cards, etc.
- Shall perform all duties incident to his/her office.
- Shall, in partnership with the Executive Director provide leadership in the areas of administration, program, planning, and recruitment.
- In addition to the power conferred on him/her by the constitution and by-laws, the President may in case of emergency exercise all duties and powers of the Board of Directors. Such actions must be taken to the Board of Directors within 15 days for their approval or rejection.
- Executive Director's performance review annually.

President-Elect

- Shall be elected by majority vote at the first meeting of the Board of Directors after the Fitness NB Annual General Meeting.
- Shall have served a minimum of 8 months as an FNB director. *(As ratified by membership October 27, 2018)*
- Shall serve a minimum of 8 months during the second year of the President's term. *(As ratified by membership October 27, 2018)*
- Shall be vested with all powers and duties of the President in the President's absence.

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Treasurer

- Shall be elected by majority vote at the first meeting of the Board of Directors after the Fitness NB Annual General Meeting.
- Shall hold a one year term.
- May be re-elected.
- Shall report all financial statements to the members of the board at each meeting.
- Shall work closely with all officers, board members and staff to manage the fiscal affairs of Fitness NB.
- Shall be responsible to work closely on the Fitness NB Annual Budget with the Executive Director.

The Board of Directors

The Board of Directors shall have the authority to review and establish, annually, such standing, program, and ad hoc committees as are required to effectively operate the affairs of the association, including a review of the terms of reference for each committee and their authority levels.

The chairpersons of each committee shall be appointed by the President and shall be ratified by the Board of Directors.

All committees shall be required to keep minutes of such committee meetings as are held and forward said minutes to the Board of Directors within fifteen days. Additionally, each committee shall be required to submit an Annual Report to the Annual General Meeting of Fitness NB.

The President shall establish such other Ad Hoc Committees as the need arises and these shall cease to be committees of the board upon completion of their mandate and presentation of their final report to the Board of Directors.

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Committees

Leadership Training

- Certification Courses
- Policies

Continuing Education and Membership Support

- Conference/PD days
- Membership Forums
- Policies

Marketing and Communication

- Facebook, Website
- Tradeshows
- Brochures
- Policies

Board Governance

- Board succession
- Policies

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Role of the Executive Director

Administration

- Policy formulation with the Board of Directors.
- Establishment of goals and objectives with the Board of Directors.
- Serve as staff to all standing and ad hoc committees.
- Implementation of board policies and procedures.
- Ensure agency legal compliance.
- Fiscal planning with appropriate board members.
- Budget development.
- Cost control.

Personnel

- Recruitment and hiring of all agency staff.
- Staff development.
- Salary administration.
- Termination.
- Staff organization.
- Staff evaluation.
- Preparation of personnel policies for board consideration.

Program

- Evaluate existing programs with Board of Directors.
- Develop new programs with appropriate committees for board consideration.

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Policy/Community Relations

- Interpret the agency’s goals and services to various public’s including: Board, staff, members, volunteers, contributors, other non-profit agencies, inquiring public and the media.
- Supervise the creation of the agency’s annual reports, press releases, media events and special literature in cooperation with appropriate Board committees.

Fundraising

- Oversee the board approved funding plans.
- Appropriate participation in all fund raising activities including personal approaches, speaking engagements, and membership activities.

Level of Authority

Reports to:	President of the Board
Works with:	Board of Directors, Executive, all Committee Chairs and Members
Supervises:	Membership Services Staff, student interns.
Partners with:	Province of N.B. Department of Tourism, Heritage and Culture and other associated Provincial Organizations
Outside N.B.:	The National Fitness Leadership Association and Other Provincial Councils

Power of Decisions

The Executive Director will be an ex-officio member of all committees, and in consultation with the President, has sufficient authority to take measures which are necessary in the daily management of the organization in accordance with the budgetary limitations, orientations, policies and programs in force. Beyond these limits, the Executive Director is required to have decisions approved by the Executive Committee.

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The Board Meetings

Meetings (Constitution Article 7)

The annual meeting of Fitness NB, to which all voting members shall be invited and of which two weeks public notice shall be given by a posting on the FNB website and via member email and this meeting shall be held on or before the last day of November. Twenty-five voting members shall constitute a quorum.

The board shall meet or teleconference at least four times a year at such times as are decided by the Executive Committee.

At any meeting of the board, 50% plus one of the members and the President or the President Elect in the absence of the President shall constitute a quorum.

Preparation and Conduct

The board meeting is a group dynamic process and as in any meeting, each member tends to adopt a certain role. Some people like to be heard, others like to play “devil’s advocate”, and some sit quietly listening to the exchange of ideas. However, for a productive board meeting all members need to take an objective and active role. The following are some general guidelines that will promote success in board members and at meetings:

1. Review the agenda, minutes of the last meeting, and all relevant information prior to the meeting. Be informed of the background of issues in order to discuss them responsibly.
2. Insist on adequate preparation from the staff.
3. Know and understand the roles and responsibilities of the board, committees and staff members.
4. Understand the purpose of the meeting and plan how you can contribute.
5. Attend and actively participate in all meetings.
6. When responsible for an agenda item, come professionally prepared. Ensure that all documents are sent to the Fitness NB office three weeks in advance of the meeting.
7. Adhere to the agenda unless the chair opens the floor for discussion of other items.

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8. Don't hesitate to make pertinent suggestions or constructively disagree, but remember to keep comments short, to the point and well heard.
9. Respect each board member when they have been given the floor by the chair. Remember that you will be given your chance to have the floor for comments as well.
10. Learn about the dynamics of effective teams and meetings and employ the techniques.
11. Represent the views and interests honestly and accurately for the entire membership of the association not just for one segment. Remember, you are making decisions on behalf of all members and should try to serve them to the best of your ability.
12. Accept promotion or special projects only if you are confident that you will do well for the organization.
13. Play an active role in the fund raising process where applicable.
14. Try to become involved in committee work if your time permits.
15. Endorse the collective decisions of the board publicly even if you don't share them personally. Be an advocate and not a complainer outside of the board room.
16. Most importantly remember that you hold a position of trust. Any issue discussed within the realm of your responsibilities as a board member must remain confidential and should not be discussed outside of the meeting.

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FITNESS NB BOARD OF DIRECTORS POLICIES AND PROCEDURES

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Policy #: 13001B **Board of Directors Reimbursement for Meetings**

Date approved by Board: January 14, 2019

Rationale: As outlined in the Board of Directors Handbook, FNB will pay expenses such as travel, and accommodations to board members when an overnight stay is required for any meeting including the AGM.

Policy: **Skype:** To ease the financial costs associated with face to face meetings and conference calling. The option of participating by Skype **or conference calling** will be utilized at the discretion of the FNB executive and ED.

Travel: Travel costs will be reimbursed to BOD members that live one way in excess of 20 km from their home to the meeting/AGM location.
Board members traveling from the same location will share a vehicle.

Travel will be reimbursed at \$0.25 per km round trip from the directors' place of residence to the Meeting/AGM location. (Approved Jan. 14, 2019)

Where a shared vehicle is available and a board member decides not to travel in this vehicle there will be no travel reimbursement. If the board member is not able to share for a valid reason, that member will inform the ED at least two days prior to the meeting and a decision to reimburse will be made in consult with the ED and/or President/Treasurer. (Approved Jan. 14, 2019)

For face to face meetings; if more than one director resides out of the province then those directors will travel together. If that is not an option then those that can travel together will attend the meeting in person and the other(s) not available to share the travel will attend via conference call or Skype. (Approved Jan. 14, 2019)

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Meals: Provided at meetings by Fitness NB as appropriate according to meeting timeline. *When travel requires the board member to eat meals on the road the costs will be reimbursed in accordance with the current Sport NB rate. For 2018 on going this is Breakfast \$7.50, Lunch \$10.50 and Dinner \$19.50 (inclusive of HST).*

*** The meal allowance will be updated according to the current Sport NB reimbursement rate. (Approved Jan. 14, 2019)*

Accommodations:

When an overnight stay is required for board meetings/AGM, BOD members will have one night accommodations paid on his/her behalf. Rooms will be booked two to a room so FNB can maximize its resources. Arrangements for accommodations will be made by, and paid in advance, by the FNB office.

The President and ED if they so choose will, as part of their benefits, each have a room to his/herself.

If a board member requests a special booking for their accommodations (i.e. non shared room) the board member will be responsible for making their own room arrangements. The board member will be responsible for paying for the full room amount in advance and FNB will reimburse the board member for half of the nightly room rate **(including taxes)**.

The hotel of choice in New Brunswick is the Comfort Inn because FNB receives a discounted rate as a member of Sport NB. If the room booking is made at a location that is a higher rate than that of the FNB choice the reimbursement will be at the Comfort Inn Rate (including applicable taxes). (Approved Jan. 14, 2019)

Please note: An Expense Reimbursement Form along with official receipts must be submitted to the FNB office in order to receive payment.

Effective: Retroactively September 1, 2018

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Policy #: 13002B **Cost Recovery at Annual Summit**

^{17.}
Date approved by Board: **September 27, 2013**

^{18.}
Rationale: The members of the FNB Board of Directors have been given the option to volunteer at the annual conference. As a thank you for the time volunteered, FNB has in the past covered the cost of their accommodations at the Summit.

Policy: Board members volunteering during the annual Summit will have night's accommodation covered. Meals available to the conference delegates will be included. Meals not included in the conference will be the responsibility of the board member. FNB will also waive the Board member's registration fee to the conference.

If the board member chooses not to volunteer, they will be required to pay their Summit registration fee and accommodations.

Because board members are required to attend the AGM travel will be covered as per policy 13001B

Effective: **September 30th, 2013**

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Policy #: 13003B **FNB Membership Fee**

Date approved by Board: **December 16, 2013**

Rationale: Because FNB has very limited financial resources, board members must volunteer their services. One benefit that the organization can offer in return is to waive the FNB membership while the individual serves on the Board of Directors.

Policy: In recognition of the dedication and time commitment made as a board member, the FNB membership will be waived for all elected or appointed board members beginning at the upcoming annual renewal period and will continue during all subsequent terms of office.

This is exclusive of all additional FNB certification fees such as liability insurance.

If a board member resigns during his/her term in the first half of the annual renewal period (April 1 to September 30), the full FNB membership will be paid to FNB.

If the board member resigns during his/her term in the second half of the annual renewal period (October 1 to March 31), the pro-rated membership will be paid to FNB.

Effective: December 16, 2013

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Policy #: 13004B **Resignations**

Date approved by Board: December 16, 2013

Rationale: On occasion, an individual will step down from their position on the Board of Directors during their term.

Policy: When a Board Member decides that they will be stepping down from their position, a formal written letter of resignation must be submitted to the FNB office which states the reason and the effective date. This letter will be copied and forwarded to the Board of Directors, with the original letter to be kept on file at the office.

The resignation will be acknowledged and noted at the following BOD meeting.

Effective: **December 16, 2013**

Resignation and Retirement from the Board (Bylaws Article 4)

The duties of all other officers and directors shall be such as their terms of their engagement call for or the Board of Directors requires them.

Article 4.0 Resignation and Retirement from the Board

Any member of the board may retire by giving one month's notice. Additionally, any member of the board who is unjustifiably absent for 50 % of the scheduled board meetings in one year shall forfeit his or her membership on the board and the position shall be filled as described in the constitution article 6.4.

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Policy #: 18005B **Base fees for FNB courses**

Date approved by Board: January 17, 2018

Rationale: As per policy 13003B rational and in keeping with recognition of the dedication and time commitment as a volunteer board member.

Policy: Any current board member in good standing will be eligible for a basic course fee cost reduction of 50% after serving an initial duration of 6 months.

Effective: **November 18, 2017** (Proactively)

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Final Thoughts

Some Final Words of Advice

There is no place in a directors' meeting for secret ballots except when used as part of an election process. In all other votes, every director should have the right to know how every other director voted.

Association boards will from time to time discuss salaries, bids, major purchases, etc. Directors need to remember that specifics should not be discussed outside the board room and that board minutes are not public documents.

Cliques have no place in any association. The director who constantly allies his/her vote with another member is really not being fair to those who elected him/her in the reasonable belief that he/she would be their own person.

Remember that as a director your obligation is to act and vote in the best interest of the total organization and not to the region or group which appointed you.

The final piece of advice is to enjoy your experience as a Fitness NB Board Member. Be involved, informed, committed, loyal and participating. If you are, along with your fellow board members, you will have a great and unforgettable experience!

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