

Canoeing Ireland – Corporate Governance

1 INTRODUCTION

Canoeing Ireland (CI) is the national body responsible for the management, coordination, development and promotion of canoeing in the Republic of Ireland (ROI). CI represents the interests of canoeists to all sections of government, the public; is committed to the provision of the highest standards of competition, safety and coaching, and the opportunity to participate at all levels. Canoeing Ireland is a limited company (without share capital) primarily governed by its Memorandum and Articles of Association ("the Articles"). It is the recognised National Governing Body (NGB) for the sport in the Republic of Ireland. CI is a relatively small NGB in terms of resources (personnel, financial etc.), operations and activities. As the organisation entrusted with promoting paddle sports in Ireland, Canoeing Ireland draws on the efforts of a large body of voluntary personnel; it is important to set out the roles and responsibilities of the pertinent boards (Board of Management), committees (Executive; Tech/Sub Committees) and personnel. Many sports organizations rely on scarce resources particularly finance and personnel, so it is imperative that members are informed about the sources and uses of such resources.

Governance has been defined as *the dynamic interaction between people, structures, processes and traditions that support the exercise of legitimate authority in provision of sound leadership, direction, oversight and control of an entity in order to ensure that its purpose is achieved and that there is proper accounting for the (ethical) conduct of its affairs, the (efficient) use of resources and the results of its activities*. This policy document sets out and explains Canoeing Ireland's governance procedures and processes. It is designed to inform and update members (and/or aspiring members) on governance arrangements. The business of Canoeing Ireland is managed and its powers exercised, by a Board of Management ("the Board") and an Executive Committee ("the Executive"). The members of the Board and Executive are collectively known as Officers of Canoeing Ireland ("the Officers"). In preparing this document, the principles and practice of governance in national and international sports bodies (mainly in Canada, UK, Australia and the US) was reviewed, to provide insights for the evolution of the Canoeing Ireland governance. In addition, reference is also made to the good governance principles published and promoted by the European Commission.

2 CANOEING IRELAND - mission, vision, objectives

The Irish Canoe Union was formed in 1960 and is recognised by the Irish Sports Council (ISC) and the Olympic Council of Ireland (OCI) as the national governing body (NGB) for canoeing in the Republic of Ireland. It is affiliated with the International Canoe Federation (<http://www.canoeicf.com/icf/>) and the European Canoe Association (<http://www.canoe-europe.org>

europe.org/). CI also works closely with Canoe Association of Northern Ireland (CANI) in promoting canoe sports on the island of Ireland.

- CI mission
 - To develop and grow canoe sport in all its diversity in Ireland, through its membership and affiliated clubs and organisations.
- Vision
 - CI seeks to be a world class organization with the capacity to deliver the highest standards of competition, training, coaching and opportunities to participate, by maintaining a quality approach to governance and management of all aspects of its activities
- CI aims to attain the following objectives:
 - Promote canoeing in all its forms and facilitate equity in participation
 - Represent the interests of club and individual members
 - Support individual and affiliated club development
 - Organise and assist with the promotion and management of competitive and recreational canoeing events
 - Select, train, and administer competitors to represent Ireland at international events (competitive and otherwise).
 - Arrange and provide instruction in canoeing skills and techniques, along with the establishment and conduct of a system of tests and qualifications, and the promotion of safety
 - Issue national guidelines, make regulations for all forms of canoeing as appropriate and encourage the observance by canoeists of a code of conduct.
 - Support administrative or legislative measures which will enhance canoeing facilities, preventing the introduction of any practice which may be injurious to the sport
 - Create and promote among the public (using appropriate publicity and education tools), an informed view of the value and importance of canoeing in all its forms
 - Provide and supply information and advice to members by means of books, periodicals, seminars and information events as well as web-based media
 - Provide services as far as possible and appropriate for other organisations, clubs and persons interested in or associated with the sport and recreation of canoeing.

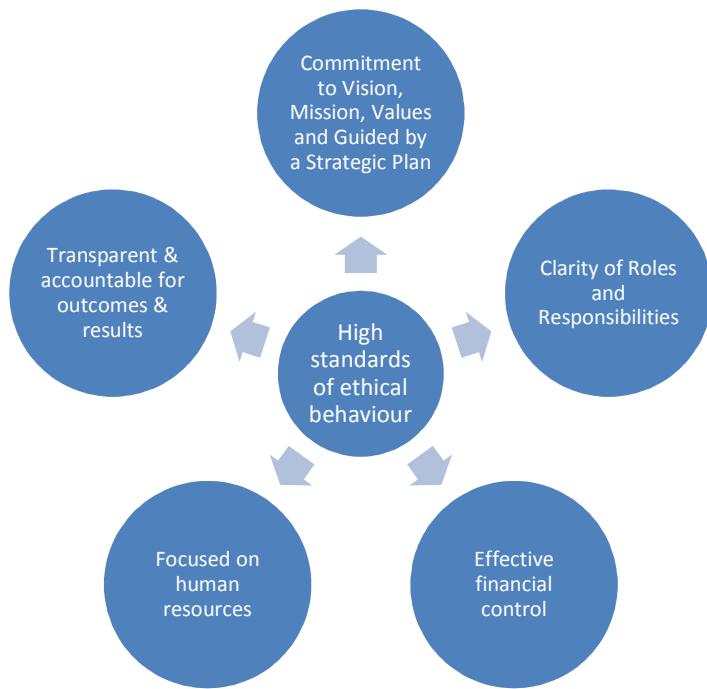
3 PRINCIPLES UNDERPINNING CI GOVERNANCE

Governance continues to be a ‘hot topic’ in the business domain which is largely due to corporate failures and/or unethical behaviour by some executives. Effective governance is about achieving desired results in a manner consistent with *organizational values* and accepted social norms. As an organization serves its clients and the community, governance involves making judgments about how well or poorly the organization is doing and then

making choices about how it can be more effective. The Sport Canada 2011 framework (Figure 1 below) establishes five governance principles to facilitate sports organizations identify whether they are operating in an effective matter. At the core is the expectation that sport leaders and board directors will model the highest standards of ethical behaviour at all times, with 5 principles flowing from the core element as follows:

- i. Commitment to mission and guided by a strategic plan
- ii. Clarity of roles and responsibilities
- iii. Effective financial control
- iv. Focus on human resources (including volunteers)
- v. Transparent and accountable for outcomes and results

Fig 1: Governance Principles (Source: Sport Canada, 2011)



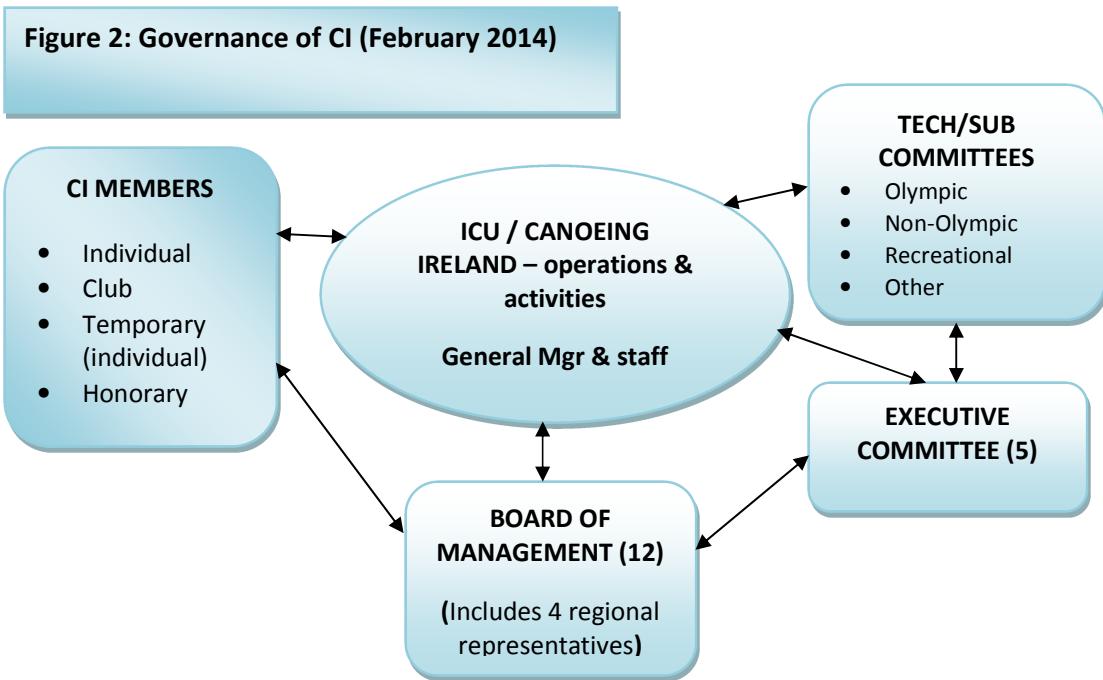
This document employs the Sport Canada framework to assess and inform CI governance (Board, Officers responsibilities, financial control etc) arrangements. However, ongoing development is needed on specifics, such as CI vision, mission, planning and communication processes, transparency and accountability of outcomes.

4 CANOEING IRELAND - Governance

The Board of Directors (BoD) in an organization is the primary group entrusted with and accountable for leadership and governance. The fundamental legal duties of a non-profit

board and its members individually have been summarized as follows: (i) duty of care, (ii) duty of loyalty and (iii) duty of obedience. In addition, emphasis is also placed on the *core* and *fiduciary* responsibilities of the Board. Putting arrangements in place to oversee an organization's management performance is the *core* responsibility of a Board, while the *fiduciary responsibility* infers that the organization's resources/assets are treated as a trust, and are used in a reasonable, appropriate and legally accountable manner.

Canoeing Ireland's operations and activities are overseen by the Board of Management, the members of which are ultimately responsible to the membership. Figure 2 illustrates the CI reporting links between the parties involved.



CI has the following membership classes - (i) member(s) registered by a CI registered club (ii) Individual member (iii) temporary individual and (iv) Honorary (iii & iv - granted by the Board). Membership privileges are set out in the Articles of Association.

At the ADM, the membership of the Board of Management is elected by members. The procedures for the nomination and election of CI Board of Management members are set out in the Articles of Association (paras 44-48). As per the CI Articles of Association (see section 6), day-to-day management is facilitated through the Executive Committee and the General Manager and staff.

- **Technical / Sub Committees**

CI has eight technical committees (*sub-committees of the Board*) covering the main canoe disciplines at competitive, training and leisure levels which support the organization in its operations, activities and events. These committees shall have common *terms of reference*, setting out how they operate / conduct their affairs and report directly to the Board. The sub-committees are as listed on Table 1.

Table 1: Technical Committees (Feb 2014)

<input type="radio"/> Marathon	<input type="radio"/> Sprint
<input type="radio"/> Paddle Surf	<input type="radio"/> Wild water
<input type="radio"/> Slalom	<input type="radio"/> Polo
<input type="radio"/> Freestyle	<input type="radio"/> Training

The Technical/Sub Committees cover elite (Olympic) and non-elite disciplines along with training and recreational /canoeing events (e.g. Liffey Descent).

5 BOARD OF MANAGEMENT (BoM)

Governance is the task of setting organization goals, direction and limitations, and accountability frameworks, while **Management** refers to the allocation of resources and overseeing day to day operations of the organisation. Members of the CI Board of Management (*regardless of nomination or designation*) have collective responsibility to ensure that a good governance culture pervades, to pursue CI objectives and actively contribute to the organization's success. In accordance with the Articles of Association, the CI Board is required to meet at least four times between an Annual Delegate Meeting.

- **Board Membership**

All CI fully paid up members aged 18 years and above are eligible for membership of the Board of Management. As approved at the CI ADM in April 2013, the Board of Management ('the Board') comprises 12 members as follows:

- President (Chair of the Board)
 - Secretary
 - Treasurer
 - 2 members
 - Representatives from each region: Dublin, Leinster, Munster and Connaught/Ulster (4)
 - Representative from High Performance, Competition and Recreational (3)
- THE EXECUTIVE

The transition to regional representation on the Board (*independent of discipline pursued*) with each of the regions' (Dublin, Munster, Connaught/Ulster and Leinster) delegates

nominating individuals to seek election to the Board will be completed at the 2014 ADM. The duration of each Board member's membership is 2 years with an option of completing three terms (6 years – A/A para 45). The Executive Committee comprises 5 members - President, Hon. Secretary, Hon. Treasurer and two elected members who are referred to as CI Senior Officers.

- ***Board role and responsibilities***

Governance is a central responsibility of a Board, yet the typical board's work goes beyond that of governance alone. For example, it is common for Boards and their members to also serve as ambassadors who build relationships and generate goodwill towards the organization. In other situations, members of the Board may act as trusted advisors and consultants who offer guidance and serve as a sounding board for the President. The CI Board fulfils the following roles:

- Determines and articulates CI mission and values
- Reviews and decides on CI's strategic direction, supporting budgets to be approved by members
- Monitors CI performance and takes action, if necessary
- Assesses and develops the Board's performance, competence and effectiveness
- Oversees CI Financial and Risk management, ensuring that CI has adequate funds and resources to implement its plans
- Sets and reviews CI policies (health and safety, competition selection and appeals, education and training etc) and protocols
- Ensures CI's organizational integrity and accountability
- Enhances CI's credibility and public image

In their capacity as CI Officers, board members are expected to:

- Be ethical, businesslike and lawful when acting as Officers
- Act in the interests of Canoeing Ireland and canoeing generally
- Manage conflicts of interest to protect the reputation of the sport and CI
- Engage fully in the collective consideration of the issues, taking account of the full range of pertinent factors, including any guidance available
- Support fellow Officers with the efficient governance of Canoeing Ireland, ensuring that the Board does not exceed its powers or functions
- Respect the confidentiality of sensitive issues under discussion
- Maintain a current understanding of the regulatory, legislative, business and social environment in which Canoeing Ireland operates and be constructive within the context of a formal strategy / business plan
- Regularly attend meetings of the Board and any committees to which they are appointed, as well as attend events at which it is reasonable for them to be present

- Promote equality and diversity and actively work to attract a diverse range of members, including but not limited to an appropriate gender balance at board level as part of an overall inclusivity programme.

To facilitate the efficient operation of Boards of Management, it is necessary to draw up and agree *role descriptions* so that each member understands what is required in the role and by the person (officer and elected member). In the following paragraphs, the roles of key Board members (President, Hon. Secretary and Hon. Treasurer) are briefly outlined.

A. PRESIDENT

The President of CI is the nominal head of Canoeing Ireland and in this capacity and in accordance with the Articles of Association, s/he will undertake the following:

- Accept the appointment as a company director and in that capacity fulfil all the legal and other duties required by the Articles and the Companies Act
- Represent Canoeing Ireland at national and international levels
- Chair all meetings (Board, ADM and Executive Committee) and prepare the Agenda
- Implement Board and Executive decisions and directives

The President's responsibilities will include the following: S/he must:

- Be familiar with the Memorandum and Articles of Association, CI regulations, along with the procedure for the conduct of meetings
- Oversee meeting discussion to ensure it focuses on the matters in hand
- Facilitate open and frank discussion on meeting matters and involve all Board members
- Ensure members' views are communicated to the Board and any major decisions in terms of strategy and governance are discussed with them
- Facilitate the induction of new Board of Management members making sure that they are fully briefed on the terms of their appointment, their duties, rights and responsibilities
- Deal with all CI matters in an impartial manner
- Work with the General Manager and administrators to ensure that CI operates in an efficient and transparent manner

B. SECRETARY

The Secretary is appointed by the Executive at the first meeting following the ADM and is responsible in conjunction with the General Manager for all correspondence within Canoeing Ireland. The Secretary will

- Accept the appointment as company director and in that capacity fulfil all the legal and other duties required by the Articles and the Companies Act
- Act as 1st Vice President (represent the President whenever required)
- Liaise with the Chair (President) to plan meetings
- Receive Agenda items from Board of Management / Sub-Committee members

- Circulate the notice of and documentation (Agendas, reports etc) for meetings to all attendees in a timely fashion
- Compile draft minutes for Executive and Board meetings and circulate them within an agreed timeframe to respective members
- Post a summary of meeting (Board, Executive) minutes on the web following approval by the Board/Executive
- Compile lists of names and addresses that are useful to the organisation, including those of appropriate officials or officers of sporting and voluntary organisations.
- Keep a record of the organisation's activities and diary of future activities
- Facilitate the administration of the CI organisation through the General Manager

C. TREASURER

The Treasurer is appointed by the Executive at the first meeting following the ADM and is responsible for the financial management of the organisation and does so in conjunction with members of the Board of Management. S/he acts as reference point for the President and other Board members providing clarification on the implications of certain project proposals. The Treasurer will

- Accept the appointment as company director and in that capacity fulfil all the legal and other duties required by the Articles and the Companies Act
- Act as 2nd Vice President of CI
- Ensure that record keeping and accounts meet the conditions of funders and statutory bodies/agencies
- Advise on CI's fund raising strategy and ensure use of funds complies with conditions set out by funding bodies
- Prepare and present budgets for new or ongoing work/activities in cooperation with the General Manager
- Prepare and present regular reports on CI's financial position and accounts at Annual Delegate Meeting
- Monitor CI bank accounts, using dual authorisation and appropriate systems for payments, lodgements and petty cash in conjunction with the other members of the Executive
- Ensure that accurate records of fixed assets and stock are maintained annually and are up to date
- Ensure that the required insurance is in place
- Prepare accounts for review by CI auditors in association with the General Manager

6 The Executive Committee

CI operational and day-to-day affairs are overseen by the Executive Committee; however, the Board may overrule any decision of the Executive at a subsequent Board meeting (A/A para. 49). The Executive shall be responsible for the day-to-day management of CI's affairs

and may exercise all the powers of the Board (A/A para. 50). The Executive is chaired by the President of CI and comprises the Hon Secretary, Hon Treasurer and two elected Board members. The Executive Committee meets as often as is necessary between Annual Delegate meetings. One of the responsibilities of the Executive Committee is the appointment of the General Manager, the role and responsibilities for this position are set out in the following paragraph.

- **General Manager**

The General Manager (GM) is responsible for CI's day to day operations and is ultimately responsible to the Board of Management. In undertaking his/her duties, the General Manager reports directly to the President, together with the Hon. Secretary and Hon. Treasurer. The President is responsible for overseeing the General Manager's performance and ensuring compliance with Board and Executive policies and directives. The precise details of the General Manager's role are set out by contract.

The General Manager will

- Implement CI's Strategic Development plan in close co-operation with key stakeholders
- Organize and manage the Canoeing Ireland Office
- Manage and administer the general affairs of Canoeing Ireland in conjunction with the Secretary
- Administer the financial affairs of the Company in conjunction with the Treasurer
- Promote CI's business development, protect its intellectual property and develop its sponsorship
- Report to the Board of Management on a regular basis in respect of GM activities, plans, projects etc.
- Foster effective relations with relevant sporting/non sporting agencies, bodies or organizations (e.g. Irish Sports Council, the Olympic Council of Ireland and Government) in an efficient manner

7 Concluding comments

Governance is about representing the will or interest of groups of people (members) and it guides management. A key pillar of effective governance is the level of *participation and engagement* by organization members, stakeholders and board members. This is often influenced by internal and external factors, but an important one is the level of transparency which exists across the organisation, and the communication strategies employed. Recent advances in technology make it possible to communicate with all stakeholders (athletes, coaches, members, funders, sponsors, government agencies etc.) on CI plans, programmes, activities and events. However, it is essential to design media messages (including social media) to meet the needs of the target populations/sub populations so that their engagement and involvement in CI is deepened and enhanced (see

CI Communication and PR Strategy). The CI Annual Delegate Meeting (ADM) is an important forum for members as they get updates on CI organization developments and plans. It is also the forum where members can pass judgement on CI and more particularly on the performance of the Board. The procedures for the organization and management of the ADM are set out in the Articles of Association (see Para. 16 – 20, 25 – 43).

This document focuses on core governance matters, setting out the expectations and principles which inform practice. While it is a relatively standalone document, the sentiments outlined here will be incorporated in supplementary policy documents such as:

- Terms of reference for technical committees/sub committees
- CI members' handbook
- Procedures for evaluating and developing Board performance
- CI Strategic plan

Many boards do not operate smoothly and conflict arises frequently. Consequently, it is essential that elected Board members bring no personal agendas to their role, and understand the intricacies of management, along with having a desire to work as part of the Board management team.

Appendix 1: Sources used to prepare this document

- 1) Canoeing Ireland - Memorandum and Articles of Association
- 2) Previous CI Governance Policy documents
- 3) Gill, M. 2001, Governance models: what's right for your organization, Synergy Associates Inc.
- 4) Renz, D. 2004, Nonprofit Governance and the work of the Board, *Philanthropy in the US: an Encyclopaedia*. Missouri
- 5) Personal conversations with the President of Canoe Ireland (Oct. 29 & Nov. 19 2013; Jan 28 2014)

Useful Web sources / pages

- Australian Canoeing - <http://www.canoe.org.au/>
- Canoeing Ireland - <http://www.canoe.ie/>
- European Canoe Association - <http://www.canoe-europe.org/>
- European Commission - http://ec.europa.eu/sport/news/2013/20131017-principles-good-governance_en.htm
- International Canoe Federation - <http://www.canoeicf.com/icf/>
- Irish Sports Council – <http://www.irishsportscouncil.ie>
- Olympic Council of Ireland - <http://www.olympics.ie/>
- Sport Canada – Governance principles - <http://www.sportlaw.ca/2011/11/sport-canada-to-introduce-governance-principles-for-sport-organizations/>