

Charter of the Board of Directors for viaSport British Columbia Society (the “Society”)	
Create:	March 2025
Revised:	--
Board Approved:	April 2025
Reviewed:	As determined by the Board

1. Purpose and Duty of the Board

The board of directors (the “**Board**”) of the Society, directly and through its committees, oversees the management of, and provides stewardship over, the Society’s affairs. The Board’s primary duty is to act in the best interests of the Society, to carry out the Society’s purposes, as more particularly set out in the Society’s constitution (as it may be amended from time to time) (the “**Constitution**”), while considering the interests of the Society’s various stakeholders, including members, employees and the community. This charter (the “**Charter**”) is prepared to assist the Board in fulfilling its purpose and duty, as well as to delineate the responsibilities of Board and management and ensure effective communication between the Board and management.

2. Authority

The organization of the Board and its authority are subject to any restrictions, limitations or requirements set out in the Society’s constating documents, including the Society’s Constitution and bylaws which may be adopted and amended by the Society from time to time (the “**Bylaws**”), the Governance and Policy Frameworks, and the policies adopted by the Board, from time to time, as well as any restrictions and limitations or requirements set out in all applicable laws, including the *Societies Act* (British Columbia) (the “**Act**”).

Subject to the Bylaws and the Act, the Board retains authority over the administration of its own affairs, including but not limited to:

- (a) selecting the Chair of the Board;
- (b) forming Board standing or special committees (each, a “**Committee**”, and collectively, the “**Committees**”);
- (c) delegating powers to Committees;
- (d) developing position descriptions for the Officers of the Society chair of each Committee; and
- (e) assessing the effectiveness of the Board and Committees and that of individual directors.

3. Organization

The Society's members elect directors annually to the Society's Board. Elections are conducted in accordance with the Act and the Society's bylaws.

4. Committees

In accordance with the Society's Bylaws, the Board may establish and delegate some of its responsibilities and powers, as permitted under the Bylaws, to one or more standing or special Committees, at its discretion.

The Board must create and maintain terms of reference for each Committee outlining the responsibilities of each Committee and will be responsible for the administration of its own affairs. Every Committee must be comprised entirely of directors, *provided that* non-directors may be invited by the Board to participate as a member of any Committee (each such person, a "Non-Director Committee Member"). The role of any Non-Director Committee Member will be consultative in nature only. Non-Director Committee Members may be invited to attend, and participate at, meetings of the Committee but will not have any powers to vote as a member of the relevant Committee or as a member of the Board.

5. Position Descriptions

The Board will develop clear position descriptions for (i) each member of the Board; (ii) the Chair of the Board; (iii) the Vice-Chair of the Board; (iv) the Chair of each Committee; (v) the members of each Committee; (vi) the Treasurer; (vii) the CEO. Each position description will delineate the role, powers, authority and duties of the respective position. The Board will review the position descriptions from time to time to ensure that they continue to remain current.

6. Planning and Risk Management

The Board is responsible for overseeing the Society's risk management, including safeguarding the Society's activities and assets. The Board will ensure that management identifies and understands the major risks to the operations of the Society and implements appropriate systems to manage and mitigate those risks. The Board's responsibility to oversee risk management includes receiving reports from management on the status of risk management activities, reviewing reports on spending and funding in relation to government mandates and overseeing the financial reporting process of the Society. The Board should review the effectiveness of the Society's system of internal controls, at minimum, on an annual basis.

To ensure clear delineation of roles and responsibilities, the Board will develop management authority guidelines to distinguish between areas of Board authority, including Committee authority, and those delegated to the CEO and other management personnel. These guidelines must set out matters that must be presented to the Board for review. Matters to be presented to the Board for review include the

terms of reference for any Committee and any executive limitations policy in place with respect to the management of the Society from time to time.

The Board is responsible for providing oversight and approval for the Society's multi-year strategic plan (the "Plan"). Management will devise an appropriate process for drafting the Plan and ensure that input from key stakeholders is appropriately incorporated prior to the Board's approval.

The Board will ensure that the Strategic Plan:

- (a) Recognizes and capitalizes or mitigates the opportunities and risk of the Society's activities; and
- (b) Describes how the Society will operationalize the Plan in order to achieve the Society's long-term goals.

The Board is responsible for approving the Society's annual operating and investment budgets, and annual operational plan on an annual basis in accordance with the Bylaws and the Society's Strategic Plan.

The Board will receive reports from management in respect of the Society's actual results and a comparison of the actual results to the Society's annual budget. The Board will seek regular status reports from the Society's management in relation to the Society's performance, as compared to the Plan.

7. Management Oversight

The Board will oversee management of the activities and affairs of the Society, including:

- (a) appointing, onboarding, and hiring the CEO;
- (b) developing the CEO's position description in accordance with Section **Error! Reference source not found.**;
- (c) developing or approving the goals and objectives of the CEO as outlined in the annual operational plan and multi-year strategic plan
- (d) determining the compensation of the CEO; and
- (e) assessing the performance of the CEO on at least an annual basis, taking into consideration:
 - (i) such person's position description;
 - (ii) such person's goals and objectives;
 - (iii) such person's compliance with the Policies;
 - (iv) the efforts made by such person to promote a culture of integrity at the Society

8. Code of Conduct

The Board must adopt and maintain at all times a written Code of Conduct & Ethics Policy (the “Code”) as part of its efforts to promote a culture of integrity and honesty throughout the Society. The Code will apply to the Board itself and the Society's management and employees and set out the values and standards of conduct to be followed by all personnel of the Society.

Only the Board may grant any waivers to the Code. If the Board grants a waiver to the Code, the Board will determine if disclosure of the waiver is warranted.

The Board will ensure that any questions, complaints or concerns relating to the Code are adequately received, reviewed, investigated, documented and resolved in accordance with viaSport's Discipline & Complaints Policy.

From time to time, the Board must review and analyze the conduct of the CEO to satisfy itself that he/she are complying with the Code and are creating a culture of integrity throughout the Society.

9. Policies

The Board is responsible for approval of all governance policies as outlined in the Governance and Policy Framework documents, herein reference to as the “Policies”, including but not limited to the following:

Criminal Record Check Policy – The Board must establish and maintain at all times a policy to ensure that appropriate screening and criminal record checks are conducted with respect to all of the Society's personnel.

Finance Policy – The Board must establish and maintain at all times a finance policy regarding good governance and financial standards in place in order to ensure compliance with accounting and industry standards and viaSport's bylaws.

Privacy Policy – The Board must establish and maintain at all times a privacy policy establishing the standards and guidelines for the protection of personal information and operational procedures taken to uphold security and protection, in alignment with regulatory and legal requirements to ensure that privacy protection is built into all initiatives, programs, and services at viaSport.

Risk Management Policy – The Board must establish and maintain at all times an effective risk management strategy and process for managing, mitigating, and controlling risks, promoting a risk culture, and ensuring that all viaSport personnel and stakeholders are aware of their responsibilities for risk identification and management.

The Board will review all Policies and this Charter as often as reasonably may be required, but in no event less than every two years, to determine if any revisions or amendments to the Policies or this Charter are required.

10. Meetings

Meetings of the Board will be called, scheduled, and held in accordance with the Society's Bylaws.

The Chair of the Board will seek input from the Chairs of each Committee and the Society's management when setting each Board meeting's agenda, which agenda will clearly state all matters to be discussed.

Any written material to be provided to directors for a Board meeting must be distributed at least 3 business days in advance of the meeting to give directors time to review and understand the information. All material provided to directors will be relevant and concise.

The CEO and other management staff as required attend Board Meetings to, give presentations relating to their responsibilities and otherwise participate.

11. Director Education and Training

The Board will provide directors with orientation to educate them on the Society, their roles and responsibilities as members for the Society, members of the Board and Committees, as well as the Society's internal controls, financial reporting. Also, directors may, from time to time, as required, receive:

- (a) training to increase their skills and abilities, as it relates to their duties and their responsibilities on the Board and Committees;
- (b) continuing education about the Society to maintain a current understanding of the Society's activities, including its operations, internal controls, financial reporting and accounting practices; and
- (c) continuing education about relevant social and organizational issues, including but not limited to safety, diversity and inclusion training.

12. Assessments

The Board, the Committees and each director will perform an annual self-assessment on its or their contribution and effectiveness. The Board will consider its charter, and each director will consider their position description, when performing a self-assessment.

The Board will assess, as often as reasonably may be required, but in no event less than every two years, any governance policy, procedure, guideline or standard, including the this Charter to ensure that they remain current and relevant. The Board will ensure

that each Committee will perform the same assessment in relation to any Committee governance related documentation such as Terms of Reference.

13. Access to Management and Outside Advisors

To fulfill its purpose and duties (as outline in this Charter) effectively, the Board may contact and have discussions with the Society's external auditor and the Society's officers and employees and request Society information and documentation from these persons.

The Board may, in its sole discretion, retain and obtain the advice and assistance of independent outside counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Board may set the compensation and oversee the work of any outside counsel and other advisors to be paid by the Society.

14. Effective Date

This Charter was approved and adopted by the Board on April ●, 2025 and is and will be effective and in full force and effect in accordance with its terms and conditions from and after such date.

-End-