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**Board Roles & General Responsibilities**

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## GENERAL RESPONSIBILITIES OF THE BOARD OF DIRECTORS

- I. World Lacrosse (WL) is a non-profit, tax-exempt organization under section 501(c)(3) of the United States Internal Revenue Code. As a result, WL and its board members are subject to strict ethical guidelines and public scrutiny. Board members must meet three well-established legal standards of conduct when carrying out board responsibilities, including:
  - a. **Duty of Obedience:** ensuring that operations and resources are aligned to fulfil the mission. Programs and services must support the mission.
  - b. **Duty of Care:** ensuring responsible financial and legal stewardship when making board decisions and taking action.
  - c. **Duty of Loyalty:** committing to serve the best interests of the organization. Board members cannot “self-deal” or use their board position for personal gain, nor can they favour the interests of a stakeholder group above the overall interests of the WL.
  
- II. Robert T. Ingram’s acclaimed book, “Ten Basic Responsibilities of Nonprofit Boards, Second Edition”, provides the basis for WL board responsibilities. They include the following:
  - a. **Determine mission and purposes.** The WL board creates and periodically reviews a statement of mission and purpose that is relevant in the current environment and appropriately serves its primary stakeholders.
  - b. **Select the chief executive.** The WL board reaches consensus on the chief executive’s responsibilities and undertakes a careful search to find the most qualified individual for the position.
  - c. **Support and evaluate the chief executive.** The WL board ensures that the chief executive has the moral and professional support he or she needs to further NGB goals.
  - d. **Ensure effective planning.** The WL board must actively participate in an overall planning process and assist in implementing and monitoring plan goals.
  - e. **Monitor and strengthen programs and services.** The WL board determines which programs are consistent with the organization’s mission and monitor their effectiveness.
  - f. **Ensure adequate financial resources.** Then WL board makes sure the NGB has the resources needed to fulfil its mission.
  - g. **Protect assets and provide financial oversight.** The WL board assists in developing an annual budget and ensures that proper financial controls are in place.
  - h. **Build a competent board.** The WL board articulates prerequisites for board candidates, orients new members, and periodically and comprehensively evaluates its own performance.
  - i. **Ensure legal and ethical integrity.** The WL board is ultimately responsible for adherence to legal standards and ethical norms.
  - j. **Enhance the organization’s public standing.** The WL board clearly articulates the organization’s mission, accomplishments, and goals to the public, and garners support from the community.
  
- III. Understanding board responsibilities is fundamentally important. Understanding how to perform them is equally important. WL board members are expected to perform the following:
  - a. Understand and execute board responsibilities, while respecting the authority and responsibility of the chief executive.
  - b. Lead strategically with a forward focus; collaboratively with the chief executive, set strategic direction and high-level priorities.
  - c. Do not micromanage by getting caught-up in day-to-day details; respect the chief executive’s authority to lead and manage the WL.
  - d. Commit to the best interests of the WL and its membership; vote and act responsibly for the WL and its membership, not exclusively for one member of a group of members.
  - e. Support board decisions once they are made.
  - f. Honor confidentiality requirements and commitments.

- g. Behave ethically, taking care to disclose and act appropriately on any conflicts of interest.
- h. Behave courteously; communicate succinctly and respectfully; listen attentively to others; proactively encourage and seek to understand diverse viewpoints.
- i. Regularly attend and prepare for board meetings, calls and other activities.
- j. Serve as an advocate for WL, speak well of the WL and other board members.

- IV. Over the years, nonprofits have evolved from operating as exclusively volunteer-driven organizations to operating more like businesses. Increasing legal and fiduciary responsibilities, as well as the desire for greater mission success, requires the following commitments:
- a. **Roles & Responsibilities:** Highly performing organizations clearly define roles. Job descriptions that articulate roles and responsibilities for board members (and for officers, chief executives and committee chairs) should be developed, distributed and presented in a comprehensive board member orientation, and reviewed annually. Board powers and key responsibilities are codified in WL bylaws.
  - b. **Board Recruitment:** Board recruitment is strategic and proactive. WL should recruit individuals who are highly capable of performing board responsibilities and will act in accordance with best practices and governing standards. Careful consideration must be given to what each board candidate can contribute in terms of skills, experience, and sound judgment for the organization. Well-qualified board members possess the highest personal values, judgment and integrity. They understand athletic competition, Olympic ideals and should be familiar with the business, financial and other challenges that face WL. They may have a strong background in finance, marketing, fundraising, audit, management, communications and sport. Before accepting a board position, candidates should be informed of board responsibilities and be asked if they are prepared to commit the necessary time and effort to fulfil them well.
  - c. **Athletes as Board Members:** Athletes are key stakeholders of WL, and WL bylaws require WL Athletes Commission-appointed representation on the board. Given that athletes may be actively competing or just beginning their professional careers, attention should be given to whether the athlete being put forward has the time, flexibility and focus to perform board service.
  - d. **Ethics and Conflicts of Interest:** Avoiding real or perceived conflicts of interest is a board imperative. The board develops and follows ethics and conflict of interest policies that are applicable to NGB stakeholders, including staff, volunteers, board and committee members. These stakeholders certify compliance annually, which includes completion of conflict of interest disclosure forms.
  - e. **Fiduciary Responsibility:** Financial oversight is a crucial board responsibility and includes, but is not limited to:
    - Approving budgets
    - Hiring independent auditors to conduct annual audits
    - Approving any loans, accumulations and restricted accounts
    - Overseeing bank accounts, investment advisors and/or endowments
    - Monitoring sales transactions and checking for any unrelated business income
    - Complying with legal and fiduciary laws and regulations
    - Overseeing compensation, benefits and liability.
    - Approving capital campaigns and fundraising goals.
  - f. **Strategic Planning:** WL board members partner with the chief executive to set strategic direction and measure progress. The value of strategic planning lies not only in creating a plan document, but also in the planning process itself. If done well, this process provokes productive thought, sparks compelling dialogue, and fosters stakeholder collaboration and commitment to the success to benefit the entire organization.
  - g. **Fund Raising:** Board members prioritize and support the execution of WL fundraising activities.
  - h. **Assessment**

- **Chief Executive:** The WL board, or a subset of the board, should manage the chief executive's job performance annually. The job description, any performance goals and review process should be established and agreed upon with the chief executive at least one-year in advance of the review. Board members must commit to supporting the chief executive's efforts toward goal achievement, while simultaneously holding him or her accountable to those goals. Constructive feedback, both positive and developmental, should be given regularly throughout the year.
- **Board Members:** The WL board should engage in a self-assessment program. In addition to assessing the chief executive's performance every year, boards should assess their own performances through a simple online tool. Individual board members may evaluate the board's performance, using board member responsibilities and governing behaviors as the baseline. Results should be reported to the board and discussed at a meeting.

#### **BOARD COMPOSITION\***

- I. President - elected
- II. Vice President - elected
- III. Finance & Governance (currently Secretary General) - elected
- IV. Competition - elected
- V. Development - elected
- VI. Independent Directors (2) - board-appointed
- VII. Athletes Commission - commission-appointed
- VIII. Legal Counsel - board-appointed
- IX. CEO - board-hired

*\* Precise titles and related responsibilities may change from time to time to reflect strategic priorities.*

#### **ROLES OF EACH BOARD POSITION**

##### **I. President**

- a. In collaboration with the CEO, serves as the formal voice of WL.
- b. Engages with sport leaders throughout the world.
- c. Provides direction to and sets the professional standards for board.
- d. Responsible for the development and implementation of WL Strategic and Operational Plans.
- e. Chairs the International Relations Strategy Committee and leads efforts to achieve IOC and Olympic program inclusion, including the considerable travel schedule required to do so.
- f. Presides over and established the agenda for and timing of all WL board meetings and general assemblies (GA).
- g. Proposes interim candidates to fill unanticipated board vacancies between board meetings and GAs.
- h. Chairs the Remuneration Committee and leads other committee and working groups as appropriate.
- i. Serves as an ex-officio member of all committees of the board (with voice but no vote).
- j. Performs other duties as may be assigned by the board or GA.
- k. Line Manage the CEO.
- l. Attends all board meetings, as well as annual general assemblies of members.

##### **II. Vice-President (VP)**

- a. Performs the duties of the President in the absence of the President or in the event the President is unable to serve.
- b. Serves as chair of the Nominations Committee; leads the identification of candidates for

board, committee, subcommittee and working group positions; leads the board election process; oversees the selection of candidates for committee, subcommittee and working group positions; updates volunteer roles and job descriptions, as needed.

- c. Serves as a member of the International Relations Strategy Committee.
- d. Chairs the Blue Skies Working Group, the goal of which is to recommend a) new sport disciplines suitable for Olympic program consideration and b) a new world championship structure that maximizes the marketing value and strengthens the financial sustainability of WL events.
- e. At the direction of the President, serve as a spokesperson for the WL.
- f. Supports the CEO in assuring effective engagement of and interaction with member nations and continental federations.
- g. Facilitates an annual board evaluation process.
- h. Serves as an ex-officio member of all committees of the board (with voice but no vote).
- i. Performs other duties as may be assigned by the President, board or GA.

### **III. Finance & Governance Director (formerly Secretary General)**

- a. Oversees World Lacrosse financial strategy, policy, reporting and controls in conjunction with the CEO, who manages them operationally, and provides related advice and guidance.
- b. Chairs the Finance, Audit, Risk and Governance Committee(s) as appointed by the board.
- c. Provides ongoing advice and information to the board in the areas of governance and financial responsibility.
- d. Ensures that appropriate minutes/records are kept of all committee, working group and commission meetings, as well as meetings of the Board and General Assembly, setting an expectation that summary reports are posted on the World Lacrosse web site.
- e. Leads strategic development of governance and policy documents, providing examples from other international sporting organizations for Board discussion.
- f. Assures that an annual timetable is set and communicated to meet General Assembly deadlines.
- g. Ensures that the General Assembly and other meetings follow agreed rules of procedure.

### **IV. Competition Director**

- a. Maintains a broad understanding of each disciplines recognized by WL.
- b. Oversees the development, management and oversight of WL world championships and other events recognized by WL.
- c. Ensures harmonization of policy across events, including bids, event management policies, procedures, handbook, eligibility, timelines, etc.
- d. Directs the selection of the Competition Committee Chairs and Event Leads; provides counsel and direction to each.
- e. Serves as the initial primary WL contact to the Local Organizing Committee of The World Games as designated Competition Manager.

### **V. Technical Director**

- a. Oversees the technical programs of WL, including rules, officiating, medical, anti-doping and education.
- b. Oversees the processes of updating, approving and publishing WL rules for each discipline recognized by WL.
- c. Oversees the education and development of officiating throughout the world, including the transition to common accreditation standards and development pathways.
- d. Oversees all aspects of WL event officiating, including the selection off officials for all WL world championships and qualifying events.
- e. Leads the development of WL Anti-Doping Policy and Anti-Doping education programs that meet World Anti-Doping Agency (WADA) requirements.
- f. Serves as a primary contact, along with the CEO, with WADA.
- g. Leads the selection of the Officiating, Rules and Education Committee chairs, as well as the Chief Medical Officer, and provides counsel and direction to each.

**VI. Development Director**

- a. Manages the membership program of the organization, including the presentation of new member nations and the evaluation of existing member nations based on WL membership criteria.
- b. Oversees all lacrosse development initiatives in member and non-member nations, in collaboration with the CEO and the Director of Sport Development.
- c. Produces an annual Development Committee Report, which provides an overview of the organization's membership and development initiatives.
- d. Leads the selection of the Development Committee chair and provides counsel and direction to the committee.

**VII. Athletes Commission Representative**

- a) First and foremost, represent Athletes within World Lacrosse (WL), protect their interests and uphold their rights and obligations. An Athlete as defined by the WL Athlete's Commission refers to all lacrosse players (Athletes) who aspire to, who have, or who are representing their country or national team on the world stage.
- b) Promote open communication and dialogue with lacrosse athletes, and to provide them a formal role in the decision-making process of WL.
- c) Contribute to and be responsible to deliver elements of the WL Athlete's Commission strategic and operational plans.
- d) Uphold the values of the athlete's commission which are: Collaborate, Inspire, Develop, Innovative and Transparent.

**VIII. Legal Counsel**

- a. Provides pro-bono, unbiased and independent legal advice to the board on relevant matters, including contracts, organizational documents and policies
- b. Consult with the directors, officers, employees and agents of the organization as needed, and shall always represent the best interests of WL.

**IX. Independent Directors**

- a. Independent Directors are appointed by the board based on their ability to offer skills, experience and perspective not adequately represented on the board but critical to effectively executing WL's Strategic Plan.
- b. Candidates for an Independent Director position may not be considered if they have a material relationship with the WL, either directly or through an organization that has a material relationship with WL.
- c. Independent Directors must maintain their independence throughout their terms of service.

**X. Chief Executive Officer (CEO)**

- a. Marketing and Communications
  - Strengthens the position of lacrosse on the world sporting stage.
  - Develops and maintains effective contact and communications with WL member federations and other relevant bodies.
  - Develops and implements WL's communications and marketing strategy.
- b. Income Generation (fundraising & partnerships)
  - Develops and implements WL's fundraising program.
  - Evolves the format, structure and policies of WL events.
  - Develops and manages WL's commercial activity relative to sponsorship platform and media rights.
- c. Financial & Legal
  - Prepares the budget and manages the finances of WL.

- Ensures all contractual matters relating to WL operations are effectively negotiated, managed and organized.
- d. Development
- Supports the development of lacrosse as a global sport.
  - Represents WL on other relevant bodies as required.
  - Advances WL's Olympic aspirations.
- e. Administration
- Leads the development, evolution and execution of the WL's strategic plan as directed by the board.
  - Advises the WL board on all relevant matters.
  - Organizes and attends meetings of the WL board and GA as required.
  - Oversees the organization of WL events.
  - Oversees WL's anti-doping program.
  - Manages WL staff as assigned.
  - Discharges other duties and functions as required and directed by the board.