

BOARD OF DIRECTORS NOMINATION PACKAGE



2024





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Message from the President

Thank you for your interest in serving as a director of Sail Nova Scotia. We value our members and appreciate those who choose to participate in our nomination process. We operate in a complex and competitive environment to attract, recruit and to retain Nova Scotians into sailing. An important part of our response to this challenge is exceptional governance.

Sail Nova Scotia's Board works to meet the high standard of competence and performance that our membership expects and deserves. I am proud to say that we are a committed and engaged board, focused on the best interests of Sail Nova Scotia and its members.

This Director Nomination Package is provided to assist you in understanding Sail Nova Scotia, the Board and culture as well as to support your completion of the nominations process. Our goal is to ensure a fair and transparent process that enables our members to be fully informed when casting their vote for their preferred candidate(s).

You will find this package to be helpful and comprehensive. Should you have any questions, please contact Frank Denis, Executive Director of Sail Nova Scotia, at office@sailnovascotia.ca or at 902-377-2979.

Again, thank you for your interest in this important process.

Sincerely,

Eric Hill

President of the Board of Directors

Overview of Sail Nova Scotia

Sail Nova Scotia was established in 1976 and is a provincially incorporated society governed by the Societies Act. Sail Nova Scotia is a member-based organization, responsible for the governance of the sport of sailing in the province. As a society, the members of Sail Nova Scotia are also its customers or clients.

Sail Nova Scotia has 27 member clubs which represents the interests of 2,500 boaters and sailors. Sail Nova Scotiareceives funding from government stakeholders to further its mission.

Sail Nova Scotia operates within the competitive sport and leisure industry which is an intensely competitive environment. Its main competition are alternative competitive and leisure activities.

As outlined in its Strategic Framework, Sail Nova Scotia's mission is to support the needs of our member clubs, schools and stakeholders through expertise and collaboration. Our vision is that sailing in Nova Scotia will have thriving clubs with maximum participation. We strive to illustrate the following values in every interaction with members, with each other and with the community: Open, Safe, Fair, Unified and Supportive.

Sail Nova Scotia's governance model consists of a member-elected Board of Directors who provide oversight and strategic direction to the organization. The Board is accountable and reports to the members. The Executive Director is appointed by the Board and is responsible for the overall management and operations of Sail Nova Scotia.



Overview of the Board of Sail Nova Scotia

The Sail Nova Scotia Board is a governing board and has the fiduciary responsibility to act honestly; act in good faith; be loyal; exercise authority within the parameters of the position; disclose conflict of interest; avoid breach of confidence; and, hold in strict confidence all transactions and business affairs of transactions affecting Sail Nova Scotia and its members.

The standard required is that a Director use reasonable care, diligence and skill that a reasonably prudent person would have exercised in comparable circumstances. Duties of care, skill and diligence consist of the following characteristics: exercise reasonable care; attend meetings; keep informed; act intelligently; avoid imprudent judgement by applying appropriate due diligence in decision making; provide adequate supervision; and, question things that are not clear or not understandable.

In addition to these responsibilities, the Board fulfills its oversight role in the following areas:

- Provide strategic stewardship, including the approval of the Strategic Plan.
- Approve the annual Business Plan and monitor performance.
- Ensure effective risk management through an appropriate risk management policy, system and reporting mechanisms.
- Monitor the performance of the Executive Director and provide direction, and support as required.
- Ensure its own effectiveness through a comprehensive Board policy framework and evaluation process.



Board Structure + Proceedings

Pursuant to the By-Laws, as of the 2024 AGM the maximum number of directors is 11. There are currently 15 directors on the Board and they are elected by the membership at the Annual General Meeting each year. The maximum timeframe on the Board is the lesser of six years or three terms. Board terms are typically THREE years in duration.

Overview of Board Proceedings

All directors must be able to commit time and effort throughout the year to meetings, committees and email correspondence. Regular meetings are held up to seven times throughout the year (typically the second Tuesday in January, February, April, June, September, November, December).

Meetings are +/- two hours long and are held after business hours (after 6 p.m.). In addition to these regular meetings, the Board holds a full-day offsite strategy session. Directors receive no compensation. With the exception of the off-site strategy session, all meetings are held at Sail Nova Scotia's office, at member clubs or virtually.

New directors participate in the Director Orientation Program within the first two months of their appointment. The Program entails a number of components intended to enhance the director's knowledge of the organization and business in a timely manner.

In addition to meetings, directors sit on at least one additional committee of the Board (Governance, Strategic Planning and/or Fundraising). These committees meet at least quarterly.





Director Eligibility + Requirements

Pursuant to section 9.1 of the By-Laws, a candidate for election shall be a member of a member organization. No immediate family member of a Director shall be eligible for employment or any position with Sail Nova Scotia during such time as the director remains a director of Sail Nova Scotia.

In addition to these limitations, a number of competencies have been identified that will enable the Board to fulfill its responsibilities and to contribute to Sail Nova Scotia's success. These competencies are referenced in this document. To facilitate an informed voting decision model, the Board identifies and communicates recommended candidates to the membership as part of the election process.

In order to arrive at recommended candidates, the Governance Committee conducts an assessment process. The Committee considers that all candidates have clearly demonstrated compliance with the eligibility requirements and it is the Committee's view (approved by the Board) that the recommended candidates possess the skills, attributes or experience that will best complement and strengthen the existing Board.

Director Competencies

Sail Nova Scotia is developing a robust corporate governance framework intended to facilitate the effective conduct and operation of the Board. As part of this framework, the Board considers the individual and collective competencies required to fulfill its mandate and reviews this information on an annual basis.

In addition to meeting the Director Eligibility Requirements, directors are expected to have the ability to act in the best interest of Sail Nova Scotia, to operate “as a team” at the Board level and to be able to “speak with one voice” once a full discussion has been undertaken and a decision has been made by the Board in accordance with its governance framework.

As a member-based organization, directors are expected to develop an understanding of the values that govern Sail Nova Scotia and have a good cultural fit with a member-owned business. Behavioural competencies are critical to the overall strength of the Board. Directors must be collaborative, engaged, respectful and comfortable in making sound decisions with due consideration of the various factors that are relevant to the issue. Directors must also be prepared to commit the required time and energy to serve on the Sail Nova Scotia Board, including the commitment to maintain up-to date knowledge of global trends impacting Sail Nova Scotia.

Each year and in advance of the nomination and election process, the Board will identify the specific skills, experience and competencies required on the Board as a whole. In identifying these areas, the Board assesses the environmental landscape in which Sail Nova Scotia operates as well as considers the future strategic direction of the organization. It then reviews the current skills on the Board and determines if there are any gaps that should be filled in the upcoming director election process.

This information is being provided to prospective candidates as well as to the membership in order for these skills to be known as part of the process. Sail Nova Scotia values the diversity of the communities it serves and encourages nominations from all qualified candidates including women, indigenous persons, visible minorities and persons with disabilities.



Director Nomination + Election Process

As part of the Director election process, members elect candidates to fill positions, each for a three-year term. The key activities and timing for the process are as follows:

ACTIVITY	COMPLETION DATE
Director Nomination Package is released and call for nominations opens	By December 5, 2023
Nomination Committee is set by the Board	By December 5, 2023
Nomination Report is posted by Nominating Committee	By January 5, 2024
Final Nominations by at least two members are received by Nominating Committee	January 26, 2024
Final Nominating Committee Report is posted	January 26, 2024
Election at Sail Nova Scotia Annual General Meeting	February 5, 2024
Contact is made with all candidates to advise of the outcome of the election	February 7, 2024

Director Nomination Form

This form must be completed and emailed to office@sailnovascotia.ca or provided in hard copy at Sail Nova Scotia's corporate office.

Personal Information

Last name: _____ First name: _____

Affiliated Yacht or Sailing Club(s): _____

Address: _____

Email: _____

Mobile: _____ Alternate phone: _____

Employment + Community Involvement

The Governance Committee will use this information to ensure no conflicts of interest exist and to identify areas of interest to Sail Nova Scotia.

Current member club or school: _____

Employment background (last five years): _____

Employment + Community Involvement (cont'd)

Boards on which you currently serve: _____

Previous board service: _____

Community / volunteer involvement: _____

Skills + Experience Assessment

The information gathered in this section will be used by the Governance Committee to identify the competencies, skills and experience that you believe you possess and would bring to the Board. These listed areas have been identified by the Board as important to ensuring proper oversight of Sail Nova Scotia on behalf of the membership.

Please assess yourself in each of the 12 areas, choose a rating using the 1 to 5 scale and provide the rationale for the rating. The scale for the rating is as follows:

- 1 – you have very limited or no experience
- 2 – you have relevant training and/or limited experience
- 3 – you have competence combined with more than five years of experience
- 4 – you are extremely competent, typically accompanied by at least 10 years of professional experience
- 5 – you have expert knowledge and would be able to lead on or teach this subject area

Skills + Experience Assessment (cont'd)

Priority Skill Area	Rating (1 to 5)	Rationale for Ratings
A. Fundraising	1 2 3 4 5	<hr/>
<p><i>Business Development:</i> Experience in developing and executing business growth strategies, with familiarity of the analytics in assessing business opportunities.</p>	1 2 3 4 5	<hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/>
<p><i>Communications:</i> Experience in communications or PR (consultant or management) and have dealt with sensitive and complex issues in a public forum.</p>	1 2 3 4 5	<hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/>
B. Executive Leadership	1 2 3 4 5	<hr/>
<p>Holding or previous leadership role in a government, a company or non-profit organization.</p>		<hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/>
C. Financial Services	1 2 3 4 5	<hr/>
<p>Understanding of the financial underpinnings of the organization, financial statements and their composition.</p>		<hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/>
D. Governance	1 2 3 4 5	<hr/>
<p>Well-rounded knowledge of and expertise in board governance practices and the standards to which directors must adhere in fulfilling their fiduciary and oversight responsibilities.</p>		<hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/>

Skills + Experience Assessment (cont'd)

Priority Skill Area	Rating (1 to 5)					Rationale for Ratings
<p>E. Human Resources Experience in HR in a managerial capacity with familiarity of HR functions, including compensation, performance management models and organizational metrics.</p>	1	2	3	4	5	<hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/>
<p>F. Information Technology (IT) Ensuring technology is aligned with strategic priorities, is creating value and IT risks are effectively assessed and managed.</p>	1	2	3	4	5	<hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/>
<p>G. Legal + Regulatory Control Familiarity with the legislation, regulation and policy guidelines pertinent to the operation of a sports organization.</p>	1	2	3	4	5	<hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/>
<p>H. Marketing Experience working with marketing and branding.</p>	1	2	3	4	5	<hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/>
<p>I. Risk Management Responsibility for risk management, understanding effort required to implement risk management controls; high ratings for enterprise risk management designation.</p>	1	2	3	4	5	<hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/>
<p>J. Strategic Thinking + Application Experience leading strategy for mid-to large organizations. Ability to think broadly and “connect the dots” as it relates to the factors impacting the business.</p>	1	2	3	4	5	<hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/>

Candidate Declaration

This Declaration is required as part of your submission to ensure that you verified all information provided and consent to the use of that information.

DECLARATION

I certify that I have read and understand the candidate eligibility requirements and the desired board competencies as outlined in this Director Nomination Package, and to the best of my knowledge, information and belief, I am qualified to be a candidate for election and, if elected, to serve as a Director of Sail Nova Scotia. If elected, I will undertake to act honestly, in good faith and in the best interests of Sail Nova Scotia. I certify that the information provided in my Nomination Form and any other information submitted is true and complete.

I acknowledge that the information I have provided in this Nomination Package is being collected by Sail Nova Scotia for the purpose of the director election and for the purpose of establishing a baseline profile of the competencies and personal attributes of the Sail Nova Scotia Board. I hereby consent to the collection, use, and disclosure of my information by Sail Nova Scotia for these stated purposes.

Name of Candidate: _____ Date: _____

Signature of Candidate: _____