



## BOARD OF DIRECTORS

### General Roles & Responsibilities

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 basic standards of conduct when carrying out Board responsibilities, including:

- Ensuring that operations and resources are aligned to fulfil the mission, and programs and services initiated support the mission.
  - Assuring responsible financial and legal stewardship when making Board decisions.
  - Committing to serve the best interests of the organization. Board members cannot “self-deal”, use their Board position for personal gain, or favour the interests of a stakeholder group above the overall interests of the WL.
1. WL Board composition includes the following positions, for which specific position descriptions have been written:
    - a. President - elected by the membership
    - b. Vice President - elected by the membership
    - c. Finance & Governance Director - elected by the membership
    - d. Competition Director - elected by the membership
    - e. Technical Director - elected by the membership
    - f. Development Director - elected by the membership
    - g. Diversity and Inclusion Director - elected by the membership
    - h. Independent Directors (2) - appointed by the Board
    - i. Athletes Commission Representatives (2) - appointed by the Athletes Commission
    - j. Continental Federation Director - appointed by the CF constituency
    - k. Legal Counsel - appointed by the board
    - l. Chief executive - hired by the board
  2. WL Board collective responsibilities include the following:
    - a. **Determine mission and purpose.** 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 performance of the chief executive.** The WL Board ensures that the chief executive has the moral and professional support they need to further organizational goals.

- d. **Perpetuate diversity, equity & inclusion goals.** The WL Board reflects the organization's core belief that a diverse, inclusive, and welcoming culture will best position the organization to achieve its strategic goals.
  - e. **Build a competent Board.** The WL Board articulates qualifications for Board candidates, recruits and orients new members, periodically and comprehensively evaluates its own performance, and ensures that Athlete representation is maintained.
  - f. **Ensure effective strategic and operational planning.** The WL Board must actively participate in an overall planning process and assist in implementing and monitoring plan goals.
  - g. **Monitor and strengthen programs and services.** The WL Board determines programs that are consistent with the organization's mission and monitors their effectiveness.
  - h. **Ensure adequate financial resources.** The WL Board makes sure the organization has the resources needed to fulfil its mission.
  - i. **Protect assets and provide financial oversight.** The WL Board assists in developing an annual budget, oversees an annual audit, ensures that proper financial controls are in place, and monitors organizational compliance with legal and fiduciary laws and regulations.
  - j. **Ensure legal and ethical integrity.** The WL Board is ultimately responsible for adherence to legal standards and ethical norms.
  - k. **Enhance the organization's public standing.** The WL Board clearly articulates the organization's mission, accomplishments, and goals to the public, and secures support from the community.
3. Understanding WL Board responsibilities is fundamentally important. Understanding how to perform them is equally important. WL Board members are expected to:
- a. Understand and execute Board responsibilities, both generally and specific to the board position held, while respecting the Board-delegated authority and responsibility of the chief executive.
  - b. Lead strategically with a forward focus; in collaboration with the chief executive, set strategic direction and high-level priorities.
  - c. Avoid micromanagement by getting caught-up in day-to-day details; respect the chief executive's authority to lead and manage WL staff and operations.
  - d. Commit to the best interests of WL and its membership; vote and act responsibly in support of WL and its stakeholders, not exclusively for one member or a group of members.
  - e. Support Board decisions once they are made.
  - f. Assure the confidentiality of information distributed to and discussed by the Board.
  - 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, General Assemblies, calls, and other activities.
  - j. Serve as an advocate for WL, speak well of WL and other Board members.
4. The increasing legal and fiduciary responsibilities of WL, as well as the desire for greater mission success, requires the following commitments:
- a. **Roles & Responsibilities:** Highly performing organizations clearly define volunteer leadership roles. Job descriptions that articulate roles and responsibilities for Board positions have been developed and will continue to be reviewed, distributed, presented

in a comprehensive Board member orientation, and updated as necessary. General Board powers and key responsibilities are codified in the WL Bylaws.

- b. **Board Recruitment:** Board recruitment is strategic and proactive. WL will 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. Well-qualified Board members possess the highest levels of judgment and integrity. They understand athletic competition and Olympic ideals, and they are familiar with the business, financial and operational challenges that face WL. They may have a strong background in finance, marketing, fundraising, management, communications, and sport. Before being considered for a Board position, candidates must 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 must be given to whether the athletes being put forward have 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 WL stakeholders, including staff, volunteers, Board, and committee members. Board members complete conflict-of-interest disclosure forms annually.
- e. **Fiduciary Responsibility:** Financial oversight is a crucial Board responsibility and includes, but is not limited to:
  - Approving and monitoring budgets.
  - Approving independent auditors to conduct annual audits.
  - Approving any loans, accumulations, and/or 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 staff 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. **Fundraising:** Board members prioritize and support the execution of WL fundraising activities.
- h. **Assessment:**
  - Chief Executive: The WL Board, or a subset of the Board, will evaluate the chief executive's job performance annually. The job description, any

performance goals, and annual review process will be established and agreed upon with the chief executive at least one-year in advance of the review. Board members must commit to support the chief executive's efforts toward goal achievement, while simultaneously holding them accountable to those goals. Constructive feedback, both positive and developmental, must be provided regularly throughout the year.

- Board Members: The WL Board will engage in a self-assessment program. In addition to assessing the chief executive's performance every year, the Board will regularly assess its own performance using Board member responsibilities and governing behaviors as the baseline. Results must be reported to the Board and discussed at a meeting.
5. Members of the Board are expected to attend all Board meetings whether held in person or electronically. As a minimum there will be 4 meetings per annum, as well as the annual General Assembly (GA) and various electronic calls in between formal Board meetings as required. The President and Finance and Governance Director will determine the dates of Board meetings in liaison with the WL chief executive.
  6. The President shall establish the agenda and timing for Board meetings and the GA and preside over these meetings. The President, subject to Board approval, shall have the power to temporarily fill Board vacancies until the next meeting of the GA, at which a formal election for the vacancy will be conducted.
  7. The Board has the ultimate authority to oversee the WL budget once it is approved by the membership at the GA.
  8. The Board serves as the WL Strategic Planning Committee, with up to four (4) other people, and is charged with overseeing efforts to prepare, present for GA approval, and implement the organization's strategic plan. The Board will work with the chief executive to monitor and evaluate the plan, and provide regular progress reports to the GA.
  9. The Board shall have and may exercise all of the powers and authority of the GA, in between meetings of the GA, in the management and governance of WL, except for the following:
    - a. The adoption, amendment or repeal of the Bylaws and Constitution.
    - b. The amendment or revocation of any resolution of the GA that by its terms is amendable or revocable only by the GA.
    - c. Action that is in conflict with the Bylaws or a GA resolution pertaining to a committee of WL.
    - d. Playing rule changes.
    - e. Eligibility requirements.
    - f. Increases in member dues.
    - g. Decisions on proposed new WL championship events.
    - h. Changes in the world event calendar.
    - i. Acceptance of new members.
  10. The Board shall have the responsibility to evaluate the performance of each WL committee, commission or working group, and approve and/or replace committee chairs as needed or in the best interest of WL.