LIFESAVING SPORT CANADA
SAUVETAGE SPORTIF

SUBJECT: Board Composition Policy
CATEGORY: Board of Directors
POLICY NUMBER: BOD-002
BYLAW ARTICLE: Article 7 – Board of Directors
DATE OF BOD APPROVAL: YYYY-MM-DD

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PURPOSE

The purpose of this policy is to guide the composition of the Board so that it remains qualified, independent, representative, and capable of carrying out its governance responsibilities. This policy explains how the Board applies the Bylaws and the Director Skills and Competencies Matrix in nominations, elections, appointments, and renewals.

SCOPE

This policy applies to the composition of the Board of Directors, including the President, Directors at Large, and Athlete Representative. It applies to the Nominations Committee, the Board, and any process used to assess candidates, fill vacancies, support succession, or renew director terms.

DEFINITIONS

Unless otherwise stated in this policy, the definitions contained in the Corporation's Bylaw No. 1 apply. The following additional definitions apply for the purposes of this policy.

Director Skills and Competencies Matrix means the matrix adopted and maintained by the Board to identify complementary skills, competencies, and experience for Directors.

Collective requirement means a requirement that must be met by the Board as a whole.

Individual requirement means a requirement that must be met by each director personally in order to be eligible or remain eligible to serve.

Gap indicator means a criterion used to identify weaknesses in Board composition or to guide recruitment, succession, and renewal, but which is not, on its own, a condition of eligibility unless required by the Bylaws.

POLICY STATEMENT

The Board shall be composed in accordance with the Bylaws. The Board consists of a President, between two and five Directors at Large, and one Athlete Representative. The Athlete Representative position shall be filled through a co-opting process if the position remains vacant following an Annual meeting.

Each director must meet the eligibility and qualification requirements set out in the Bylaws. These requirements apply individually and continuously throughout the director's term. A candidate who does not meet the bylaw requirements is not eligible, even if that candidate would otherwise fill a need identified through the Matrix.

The Board shall maintain at least forty percent (40%) Independent directors, as required by the Bylaws. The Board shall also organize elections, as far as practicable, so that no more than half of director positions are subject to election in any one year, in order to support continuity of experience and orderly renewal.

Directors at Large shall be elected for complementary skills, competencies, and experience, as defined from time to time by the Board through the Director Skills and Competencies Matrix. The Matrix is an application tool that supports Board composition. It does not create new legal eligibility rules beyond the Bylaws.

The Board shall use the Matrix to assess its composition as a whole and to identify gaps that should guide nominations, elections, appointments, and renewal decisions. Unless a Matrix criterion is expressly required by the Bylaws, it shall not be treated as an individual condition of eligibility.

In applying the Matrix, the Board should seek an appropriate collective balance in each category of criteria, as outlined in the Matrix.

The Board shall distinguish clearly among the following when applying this policy:

- **Individual requirements** are those expressly stated in the Bylaws, including citizenship or permanent resident status, minimum age, legal capacity, absence of disqualifying conditions, and any other qualification or disqualification set out in the Bylaws.
- **Collective requirements** are those that apply to the Board as a whole, including the required Board structure, the minimum proportion of Independent directors, and continuity of experience through staggered turnover.
- **Gap indicators and recruitment criteria** are the Matrix elements used to identify what may be missing from the Board and what should be prioritized in recruitment or renewal. These may include language capacity, regional reach, EDI representation, sport pathways, tenure distribution, and specialized competencies.

In nominations and elections, the first step shall be to confirm that each candidate meets the bylaw requirements. The second step shall be to assess how the candidate would contribute to the overall composition of the Board using the Matrix.

In appointments to fill vacancies, the Board shall apply the same approach and should give priority to qualified candidates who address significant gaps in Board composition, while respecting the Bylaws governing appointments between Annual Meetings.

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In renewal decisions, the Board shall consider both individual contribution and the effect of renewal or non-renewal on the Board's overall composition. The Board should consider continuity, succession, independence, tenure balance, and the need to maintain or strengthen collective competency coverage.

Assessment of gender, age, region, official language, equity-deserving group representation, and similar composition factors should be based on self-identification or other appropriate and reliable information where available. These factors are used primarily to assess the Board's collective composition, unless the Bylaws require otherwise.

For the purpose of assessing Matrix competencies, the Board may rely on reasonable and verifiable evidence such as academic credentials, professional designations, employment history, governance roles, leadership responsibilities, and demonstrated subject-matter responsibility. Examples of evidence that may support a Matrix assessment are available in Appendix A.

Where this policy and the Bylaws are inconsistent, the Bylaws prevail.

EVALUATION

The Nominations Committee shall use this policy and the Director Skills and Competencies Matrix when preparing a slate of candidates and when advising on appointments or renewals.

The Board shall review its composition at least once each year, no later than 3 months following the last Annual Meeting, to determine:

- whether all individual eligibility requirements are met;
- whether the Board continues to meet collective bylaw requirements, including the minimum level of independence; and
- what composition gaps should be addressed through recruitment, succession planning, or renewal.

The Board may document its assessment through a Board composition profile, a completed skills matrix, or another governance tool approved by the Board.

REFERENCES

- Bylaw No. 1 of the Corporation, including Article 7 – Board of Directors.
- Director Skills and Competencies Matrix.

RELATED POLICIES

- Director Skills and Competencies Matrix Policy.
- Nomination Policy

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- Conflict of Interest Policy.
- In Camera Policy.

RELATED STANDARD OPERATING PROCEDURES

- Board Nomination and Recruitment Procedure.
- Board Assessment and Recommendation Procedure.

VERSION HISTORY – REVIEWS AND APPROVAL

This policy should be reviewed at least every five years, or earlier if the Bylaws, the Director Skills and Competencies Matrix, or the governance needs of the Corporation change.

Version	Date	Description	Conducted By
1.0		Initial Approval	

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Appendix A – Matrix Assessment Guide

This Appendix supports the application of the Board Composition Policy and the Director Skills and Competencies Matrix. It is intended to guide the Board and the Nominations Committee in assessing Board composition, identifying gaps, and reviewing the competencies and attributes of candidates and directors using reasonable and verifiable evidence.

This Appendix does not create additional eligibility requirements beyond the Bylaws. Where a criterion is not expressly required by the Bylaws, it is used to assess collective Board composition, identify gaps, support recruitment, and inform renewal and succession decisions.

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1. General Approach

In applying the Matrix, the Board or the Nominations Committee should distinguish among:

- **individual requirements**, which must be met by each director under the Bylaws;
- **collective requirements**, which must be met by the Board as a whole; and
- **gap indicators and recruitment criteria**, which are used to assess composition and guide recruitment, renewal, and succession

Assessment should be based on information that is reasonable, relevant, and capable of verification where appropriate. Sources may include self-identification, candidacy forms, résumés, biographies, interviews, professional designations, governance experience, and employment or volunteer history.

2. Board Composition Factors

The Matrix includes Board composition factors such as gender, age, regional representation, official language capacity, equity-deserving group representation, Board tenure, independence status, and lifesaving sport experience.

These factors should be used primarily to assess the Board's collective composition. Except where the Bylaws state otherwise, they are not stand-alone disqualifying conditions.

2.1 Gender

Gender may be assessed through self-identification. The purpose of this category is to support balanced gender representation on the Board.

2.2 Age

Age may be assessed through self-identification or other reliable information. The Matrix groups age as under 35, 35 to 65, and 65 and over, and the purpose of this category is to support balanced age representation on the Board.

2.3 Regional Representation

Regional representation may be assessed based on the candidate's primary residence or principal community of involvement. The Matrix identifies BC/Yukon, Prairies/NWT, Ontario, Quebec, and Atlantic as Board composition categories intended to reflect different geographic communities served.

2.4 Official Languages Capacity

Official language capacity may be assessed through self-identification and practical working ability. The Matrix recognizes English, French, and bilingual capacity in order to reflect official-language access and service.

2.5 Equity-Deserving Groups

Representation from equity-deserving groups may be assessed through voluntary self-identification. The Matrix identifies persons with disabilities, Indigenous Peoples, LGBTQ persons, newcomers/immigrants/refugees, and official-language minority communities as examples of communities facing systemic barriers and deserving equitable inclusion.

2.6 Board Tenure

Board tenure may be assessed from Board records. The Matrix tracks tenure in the ranges 0–2 years, 2–5 years, and 5 years and over in order to support renewal, continuity, and succession planning.

2.7 Independence Status

Independence must be assessed using the bylaw definition of Independent. A director or prospective director is Independent only if they have no fiduciary obligation to any body governing lifesaving sport at the national, provincial, or club level, receive no direct or indirect material benefit from any such body, and are free of any real or perceived conflict of interest of a financial, personal, or representational nature; participation in lifesaving sport alone does not preclude independence.

The purpose of this category is both individual and collective. Individual status matters because each person is either Independent or not; collective status matters because at least 40% of directors must be Independent.

2.8 Lifesaving Sport Experience

The Matrix seeks balanced representation of key sport roles and pathways, including athlete, high-performance athlete, coach, high-performance coach, technical official, and club leader. The purpose of this category is to ensure that the Board,

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taken as a whole, understands the sport from multiple perspectives and can make informed decisions about athletes, coaches, officials, clubs, and high-performance pathways.

This experience may be assessed based on verifiable roles, level of competition, years of involvement, and organizational responsibilities.

3. Competency Assessment

The Matrix identifies competency areas that support sound governance and Board oversight. These competencies are not additional individual eligibility requirements; a person does not need to possess every competency individually to be eligible to serve.

The objective is to ensure that the Board, as a whole, has a reasonable range of complementary skills, competencies, and experience, and to use the Matrix as a gap indicator to guide recruitment, succession, and renewal.

The following table provides examples of evidence that may support recognition of a competency. These examples are illustrative only and are not mandatory thresholds. The Board and the Nominations Committee may consider both academic or credential-based evidence and professional or volunteer experience when assessing competencies, always in support of the Board's collective composition rather than as stand-alone individual eligibility rules.

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Competency Area	Relevant Professional or Volunteer Experience	Relevant Education / Designation
Audit and financial oversight	Served as treasurer, or on a finance or audit committee, of a national or provincial non-profit or sport organization. Reviewed and approved annual budgets and financial statements. Dealt with an external auditor or review engagement. Monitored restricted funds, grant revenue, and reserves.	CPA designation, or a degree or coursework in accounting, finance, or business. Training in non-profit financial oversight for directors.
Board governance and fiduciary duty	Served as a director or officer of a federally or provincially incorporated non-profit. Applied conflict-of-interest rules. Voted in the corporation's best interests, not as a representative of a member, club, or athlete group. Took part in bylaw revision, board	Director training (e.g., ICD.D, or the Institute of Corporate Directors' non-profit governance programs). Coursework in non-profit governance or in the Canada Not-for-profit Corporations Act.

Competency Area	Relevant Professional or Volunteer Experience	Relevant Education / Designation
	evaluation, or director orientation.	
Business Development	Built partnerships, sponsorships, or new revenue streams for a sport or aquatic organization. Negotiated agreements with commercial, institutional, or government partners. Launched or expanded a program, certification, or event.	Coursework or training in business development, sponsorship sales, entrepreneurship, or marketing.
Communications / Marketing	Led communications for a sport organization, including bilingual (English and French) messaging, crisis or incident communications, athlete and member outreach, social media, and media relations. Developed or managed a brand or a national campaign.	Education or training in communications, public relations, marketing, or journalism. Training in crisis communications or bilingual communications.
Cybersecurity	Oversaw security of membership, registration, or results databases. Implemented access controls, multi-factor authentication, and incident-response or breach plans. Reviewed vendor and cloud security for payment and registration platforms.	Certification or training in cybersecurity or information security (e.g., CISSP, Security+, CISA). Training in cyber risk for directors.
Dispute resolution and administrative fairness	Sat on a discipline, appeal, or selection panel. Administered decisions on the recognition of member organizations, disciplinary measures, or eligibility. Applied the principles of notice, the right to be heard, an impartial decision-maker, and written reasons. Worked with the SDRCC or comparable processes, or in mediation or arbitration.	Training in mediation, arbitration, or administrative law. Law degree or paralegal training. Sport dispute resolution training (e.g., SDRCC resources or panel training).

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Competency Area	Relevant Professional or Volunteer Experience	Relevant Education / Designation
Equity, Diversity and Inclusion	Led or implemented an EDI, accessibility, or gender-equity plan in a sport or community organization. Reviewed policies for systemic barriers. Delivered inclusion training. Addressed access to aquatic facilities for under-represented groups.	Training in EDI, human rights, anti-racism, accessibility (e.g., AODA or ACA), or gender-based analysis (e.g., GBA Plus).
ESG Factors	Assessed environmental and social impacts of aquatic facilities, event travel, and outdoor lifesaving competition. Planned for weather, water-quality, and emergency disruption. Produced sustainability, impact, or governance reporting.	Training in sustainability, ESG, or corporate social responsibility (e.g., sport-sector sustainability programs).
Event Management	Directed or managed national or international aquatic or lifesaving competitions, including venue contracts, officials, timing and results systems, athlete safety, and participant experience. Held a technical delegate, meet director, or organizing-committee role.	Training in event management, sport management, or recreation. Officiating or technical certifications in aquatic sport.
Government relations and public funding	Prepared applications and reports for Sport Canada or other public funders. Managed contribution agreement compliance and funding conditions. Took part in advocacy to government or in public accountability reporting. Federal public-service experience in grants and contributions.	Training or coursework in public administration or public policy. Training in grants and contributions management.
Human Resources	Handled recruitment, performance management, workplace complaints, or HR	Degree or certificate in HR, labour relations, or organizational behaviour.

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Competency Area	Relevant Professional or Volunteer Experience	Relevant Education / Designation
	policy for staff and volunteers. Applied employment standards and managed volunteer screening, onboarding, and removal. This goes beyond day-to-day supervision.	CPRH, CRHA, or a similar designation.
Indigenous relations and reconciliation	Worked in partnership with First Nations, Inuit, or Métis communities or organizations on programs such as water safety or swim access. Engaged communities in a culturally safe and consultative way. Applied the Truth and Reconciliation Calls to Action, especially those on sport (Calls 87–91).	Training in Indigenous cultural safety or Indigenous studies (e.g., Indigenous Canada, San'yas, or similar).
Information Technology	Led selection and implementation of membership/CRM, registration, results, or learning-management systems. Managed data integration among national, provincial, and club systems. Oversaw technology projects and vendors.	Education or training in information systems, computer science, or digital technologies. Project management training (e.g., PMP).
Internal controls and fraud prevention	Designed or reviewed controls for registration fees, grant spending, event cash, travel claims, donations, sponsorship revenue, and online payments. Used segregation of duties, dual approvals, reconciliations, and expense policies. Investigated a fraud or control failure.	CPA, CFE, CIA, or similar. Coursework in auditing, internal controls, or fraud examination.
International sport relations	Represented an organization at ILS, RLSS Commonwealth, or comparable international bodies. Served on an international commission or	Training in international sport governance or sport management. Courses from international federations or

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Competency Area	Relevant Professional or Volunteer Experience	Relevant Education / Designation
	committee. Managed national team travel, international event bids, or cross-border competition. Worked with international rules and eligibility.	from Olympic and Commonwealth sport bodies.
Law	Legal practice, or work in contracts, liability, insurance, corporate or non-profit law, regulatory compliance, or policy and bylaw drafting for a sport organization.	Law degree (LL.B., J.D., or equivalent). Bar membership. Legal or paralegal training.
Organizational Management	Led operations or programs as CEO, executive director, or senior manager. Responsible for organizational structure, staffing, processes, and resources across a national or multi-jurisdictional organization.	Degree or training in management, business administration, or public administration. Non-profit leadership programs.
Philanthropy	Led or took part in fundraising campaigns, donor relations, major gifts, or stewardship for a sport, charitable, or health organization. Managed charitable receipting and restricted gifts.	Training or certification in fundraising (e.g., CFRE, AFP courses). Coursework in non-profit management.
Privacy, data governance, and records management	Administered privacy policies and consent for athlete, minor, medical, incident, and background-screening data. Managed CRM data-sharing agreements with PTSOs. Set retention and destruction rules and responded to access requests and breaches.	Training or certification in privacy (e.g., CIPP/C, CIPM). Coursework in privacy law (PIPEDA and Quebec Law 25) or records management.
Risk Management	Maintained a risk register for a sport organization. Assessed aquatic, event, safeguarding, cyber, financial, insurance, and reputational risk. Oversaw	Training in risk management or compliance (e.g., ISO 31000, CRM, or similar). Aquatic safety or lifesaving credentials.

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Competency Area	Relevant Professional or Volunteer Experience	Relevant Education / Designation
	insurance programs and incident reporting. Chaired or served on a risk committee.	
Safe sport and safeguarding	Administered a maltreatment policy, complaint intake and escalation, or screening for a sport organization. Worked with UCCMS and independent processes (e.g., CSSP). Applied trauma-informed practice, confidentiality, and procedural fairness. Held a safe sport officer role.	Safe sport training (e.g., Responsible Coaching Movement, Commit to Kids, or UCCMS training). Education in social work, child protection, or human rights.
Sport governance and policy	Drafted or administered national policies on sanctioning, membership, technical rules, and athlete eligibility. Managed relationships with PTSOs and international bodies. Met federal funding expectations such as Sport Canada's governance and safe sport requirements.	Training or credentials in sport administration or sport management. Courses from the Coaching Association of Canada or national sport institutes.
Strategic Planning	Led or oversaw a multi-year strategic plan for a sport organization, including consultations, priorities, measurable goals, and board monitoring of results. Aligned the plan with funder and membership expectations.	Training in strategic planning, organizational development, or performance measurement. Business or management coursework.

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In assessing each competency, the Nominations Committee may consider both formal education and designations and professional or volunteer experience. In some cases, education alone or experience alone may be sufficient; in others, a combination of both may be preferred. The Committee's role is to determine whether the evidence meets a reasonable threshold for Board purposes, and its assessment of a competency is not a judgment on the overall value or merit of a candidate's expertise

4. Use in nominations, appointments, and renewals
In nominations and elections, the first step is to confirm eligibility under the Bylaws. The second step is to assess the extent to which a candidate contributes to the Board's overall composition using the Matrix and this Appendix.

In filling vacancies between Annual Meetings, the Board may appoint a qualified individual for the remainder of the term, subject to the bylaw limits on appointments. In those cases, this Appendix should be used to identify which candidate best addresses current composition gaps.

In renewal decisions, this Appendix should be used to assess not only the continuing contribution of the individual director, but also the effect of renewal or non-renewal on continuity, succession, independence, tenure balance, language capacity, regional reach, representation, and competency coverage across the Board.

5. Documentation
The Board or the Nominations Committee may document its assessment through a Board composition profile, a completed Matrix, candidate materials, and written rationale supporting recommendations or decisions. Any row, category, or competency left blank in a candidate or director assessment tool may be treated as not demonstrated or not applicable unless clarified by other information provided in the process.

Where a candidate or director claims a competency in the Matrix and the Committee determines that the available evidence does not support recognizing that competency for Board purposes, the Committee should record a brief note explaining its assessment. This note is for governance and continuity only and is not a judgment on the candidate's overall expertise or professional value.

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