

2015

# Terms of Reference

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# INTRODUCTION

This description of the Terms of Reference for the various standing committees of the National Board of Directors was originally compiled and approved in principle by the National Board of Directors at its Annual General Meeting in Ottawa in May, 1999.

It is designed to supplement The League's By-Laws, not replace them. Should there be any conflict with these Terms of Reference and the National By-Laws, the By-Laws take precedence. The descriptions are in sequence of the governing body of The League, the positions on the Executive Committee, the portfolios of our core activities, and then supporting portfolios. There are also descriptions of the Division Presidents' responsibilities with the National Board of Directors, the Division Presidents' Representative on the Executive Committee and the National Executive Director's responsibilities.

The individual descriptions are designed to show the basic responsibilities of the portfolio holders in order of importance, each broken down into component activities. There may well be additional activities requested of committee chairmen or portfolio holders, but those listed here are the basics that applied at the time this list was compiled.

The portfolios described here are those which have become the standing committees or portfolios of the Board. Board members who have been appointed to projects rather than portfolios should have their projects described when they are assigned. However, those projects are not described here as the needs of the National Board of Directors change from year to year.

Newly assigned portfolio holders are urged to read the description of their portfolio carefully so they can understand what they are being asked to do. They should also read the description of the general responsibilities of all Board members. If they don't understand any aspect of the descriptions, they should seek clarification as soon as possible. This is a "living document" that should be updated regularly. Any recommendations for change to the list should be submitted in writing to the Executive Committee through the Executive Director.

Thank you for becoming a member of the National Board of Directors and for your interest in The Navy League of Canada. We hope you find your role interesting, productive and worthwhile. Your efforts will benefit the Navy League and through it future generations of Canadians.

# NATIONAL BOARD OF DIRECTORS

The National Board of Directors is the policy governing body of the Navy League and works as a collective to create and update policies. As such it is the final arbiter on matters of national League policy and is responsible to Members of the Corporation in accordance with the Canada Not for Profit Corporations Act, the Articles of Continuance and the National By-Laws. Its responsibilities and powers are laid out in The League By-Laws. All members of the National Board of Directors must be Registered Participants of Branch, as per By-Law Article 6.3. All members have equal voting rights except as described in the By-Laws. Beyond the responsibilities and powers described in the By-Laws, it is responsible for:

- A
  - 1) In partnership with the Canadian Forces, sponsoring the Royal Canadian Sea Cadet Program in accordance with QR Cadets/Ministerial Directives, the Memorandum of Understanding between the Department of National Defence and the Navy League of Canada signed December 1 2005, the National Defence Act, and any other formal agreements with the Department of National Defence and the Canadian Forces;
  - 2) Administering, sponsoring and promoting the Navy League Cadet Program;
  - 3) Promoting a better understanding of Canada as a maritime nation; and,
  - 4) Respecting the Articles of Continuance of the Navy League of Canada.
- B
  - 1) Raising the funds necessary to carry out approved League activities; and,
  - 2) Safeguarding the funds raised and all other League assets.
- C
  - 1) Convening an Annual Meeting (AGM) and any required Special Meetings;
  - 2) At each National Board of Directors meeting/teleconference, ratifying the Executive Committee's activities if beyond delegated authority to the Executive Committee since the previous meetings of the National Board of Directors; and,
  - 3) Approving amendments/changes to The League's National By-laws that are with the authority of the Board and recommending to Members of the Corporation changes to the League's National By-Laws that are reserved by the Act or By-Laws to Members of the Corporation;
  - 4) Recommending to the Members of the Corporation amendments/changes to The League's Articles of Continuance with then must be forwarded to Corporations Canada for final approval;
- D
  - 1) Providing advice and assistance to Divisions, and, through the appropriate Division, to Branches, their cadet corps and local corps sponsors.

# INDIVIDUAL MEMBERS OF THE NATIONAL BOARD OF DIRECTORS

In addition to the specific responsibilities assigned to some Directors, each and every member of Board is expected to:

- A 1) Promote the Navy League and its programs and activities whenever possible;
- 2) Seek out opportunities for local, regional and national fund-raising for League activities;
- 3) If requested by the President, represent The League at official functions, and;
- 4) Conduct any other function/activity that the National President may from time to time so request.

# DIVISION PRESIDENTS

The Navy League of Canada's strength and fundamental ability to operate come from its national scope and Canada-wide character. The League is comprised of Branches from Victoria to St. John's organized into twelve Divisions, and it is seen to be a national organization that speaks with one voice on national matters. That might place Division Presidents in a difficult position – giving them the seemingly contradictory roles of representing the League members within their Divisions and the need to consider the best long-term interests of The League as an enduring organization with collective national responsibilities.

In a large corporation at budget time Department Heads are expected to vigorously promote the requirements of their departments. But they are also expected to understand and accept situations where the best interests of their departments must be subordinate to those of the overall corporation if it is to survive.

The same expectation applies to Division Presidents in the context of their roles as the Division Representative at Annual General and Special Meetings where only Corporation Members (Divisions) vote and in their role on the National Board of Directors as Representational Directors. They are expected to promote the interests of their Divisions, but must also be able to understand and promote the greater good of the national organization. The hallmark of an experienced and 'seasoned' Board member is the ability to do both. To do otherwise might be seen as an indication that the National Board of Directors does not have the ability or the willingness to act consistently in the collective interests of all those we serve -- from Victoria to St. John's and all Divisions, Branches, Sea and Navy League Cadet Corps in between.

More specifically, Division Presidents must:

A 1) Represent the League Registered Participants and other volunteers who are responsible or enabling and delivering The League's programs within the Division and its Branches.

B 1) Consider issues that come before Corporate Members and at the National Board of Director's from the perspective of a director of a national corporate board, acting in the best interests of the national organization.

C 1) Respect decisions taken by the members of the National Board of Directors in the best interests of the entire Navy League and its members and programs across Canada, and put national League policies into effect within their Divisions.

D) 1) Provide written reports as required.

# EXECUTIVE COMMITTEE

The Executive Committee is made up of the Officers of the Corporation, namely the (i) National President; (ii) Immediate Past National President; (iii) National First Vice-President; (iv) Treasurer; (v) Vice President Royal Canadian Sea Cadets; (vi) Vice President Navy League Cadets; (vii) Vice President Maritime Affairs; (viii) Vice President Division Representatives; and (ix) National Secretary.

The Executive Committee is responsible for:

- A
- 1) Managing the affairs of The League on behalf of the National Board of Directors between Board meetings and assisting the President as required in the general supervision and control of League operations and business affairs;
  - 2) Ensuring compliance with National By-Law Number 1 and legal obligations;
  - 3) Assisting the President as required in giving direction to Board Members in respect of their portfolios, strategies, goals and objectives;
  - 4) Through the Executive Director and National Treasurer, monitoring National Office expenditures for adherence to the approved budget and, if necessary, adjusting line amounts within the overall totals to deal with unexpected or extraordinary expenditures or within the following limits;
    - Operating expenses up to \$10,000 not in the budget if funds are available through a budget reallocation;
    - Capital expenses up to \$10,000 not in the budget if funds are available through a budget reallocation;
    - Disposal of capital assets up to \$10,000;
    - Write off bad debts up to \$5,000;
    - Emergency expenditures up to \$5,000 where no funds are available within an approved budget;

All budget reallocations will be approved and emergency expenditures reported at a subsequent Board meeting;
  - 5) Approving all short, medium and long term strategies produced by the various Portfolios/Committees;
  - 6) Ensuring there is a transparent and accountable disclosure of all public information;
  - 7) Ensuring that any direction received from the National Board of Directors is carried out in a timely manner.

- B
  - 1) Approving the Executive Director's plans for hiring and, if necessary, terminating staff for the National Office;
  - 2) In consultation with the Executive Director, setting the job descriptions and salaries of the National Office staff; and;
  - 3) Providing leadership for the staff in its regular and strategic planning activities.
- C
  - 1) Authorizing the use of The League's Corporate Seal on official League documents other than certificates of awards.
- D
  - 1) Carrying out other functions as required by the National Board of Directors.

The Executive Committee shall draw up such policies and procedures as may be considered necessary to carry on the business of the Corporation subject, however, in all instances to the prior approval of the Board of Directors of such policies and procedures.

## ***PRESIDENT***

The National President is the Chief Executive Officer of The League. In general, he/she provides the overall direction, focus and vision for The League. The President is responsible to all League members for:

- A
  - 1) Properly representing the Navy League on all matters and in all forums; and,
  - 2) Liaising with the Department of National Defence, including the Minister, other Federal Government Departments and Agencies, and other organizations.
  
- B
  - 1) Working with the Executive Committee to ensure the effective management of The League; and,
  - 2) Ensuring that the First Vice-President briefed on all major issues facing The League, is able to stand in for the President, if necessary, and is ready to succeed the President effectively.
  
- C
  - 1) If available, attending Division AGM's;
  - 2) Whenever possible, visiting Sea and Navy League Cadet Training activities during training periods; and,
  - 3) Attending National and International meetings, forums, seminars, conventions, etc., that are relevant to The League's activities,
  - 4) Selecting the National President's Award recipients and forwarding names to the National Board
  
- D
  - 1) Reporting to the National Board of Directors on the proper functioning of The League and compliance with League By-Laws and other regulations; and,
  - 2) Providing written reports for each meeting of the Board.
  - 3) Upon completion of tenure as Portfolio Chairperson, submitting to the National Board the Navy League Portfolio Chair Transition Report using the report template provided as Annex A to this document.

## ***FIRST VICE-PRESIDENT***

The National First Vice-President has two major roles. When necessary, he/she is the occasional stand-in for the President, as well as the understudy learning the role and responsibilities of the President's job. The First Vice President is responsible for:

- A
  - 1) Assisting the President as required, and,
  - 2) Acting for the President in his/her absence.
- B As a member of the Executive Committee:
  - 1) Coordinating the participation of National Board members in the development of the national Navy League strategic plan.
  - 2) Coordinating the participation of National Board members in the development of national goals and plans for progressing the strategic plan.
  - 3) Coordinating the participation of National Board members in the development, execution and monitoring of national programs and services to achieve the national goals and plans.
  - 4) Maintaining an overall sense of the health of the Navy League and coordinating the participation of National Board members in supporting divisions, and branches through divisions where requested by divisions.
  - 5) In conjunction with the President, Treasurer and Executive Director, develop the program of the National Annual General Meeting.
- C
  - 1) Visiting Divisions when possible, preferably for their AGMs
  - 2) Visiting Sea and Navy League Cadet Corps and Summer Training activities when able to do so.
  - 3) Other tasks as requested by the President, and,
  - 4) Providing written reports as required for meetings of the Board.
  - 5) Upon completion of tenure as Portfolio Chairperson, submitting to the National Board the Navy League Portfolio Chair Transition Report using the report template provided as Annex A to this document.

## ***IMMEDIATE PAST PRESIDENT***

The Immediate Past President contributes continuity to the Executive Committee and The League by advising the Executive Committee on precedents from his term as President and those of his predecessors. The Past President should be proactive in offering suggestions to the Executive Committee, but the primary responsibilities are to:

- A 1) Advise the President as a member of the Executive Committee; and,
- B 1) Advising the National Board of Directors or its Committees on issues regarded as important to the function or operation of The League, in particular issues relevant to Maritime Affairs, Sea Cadets, and Navy League Cadets; and,
  - 2) Reviewing and advising on any special or extraordinary resolutions which in the view of the President or Executive Committee may be controversial.
- C 1) Canvassing all members of the National Board of Directors requesting names and biographies of nominees for election to the National Board of Directors if the Past President is selected by the National Board as the Nominating Committee Chair prior to an AGM;
  - 2) Circulating the names and biographies of all nominees for the National Board of Directors to all members of the National Board of Directors prior to the AGM as per 1 above;
  - 3) In discussion with other members of the Nominating Committee propose names for Officer positions as required at the Annual Organizational Meeting (first Board Meeting) after the Annual General Meeting to the National Board of Directors;
- D 1) Carry out other activities or assignments that may be requested by the President, Executive Committee, or the National Board of Directors; and,
  - 2) Providing written reports as required.

## **TREASURER**

The National Treasurer is the Chief Financial Officer of The League. In addition to preparing an annual budget and supervising The League's finances, the Treasurer is responsible for:

- A
  - 1) Liaising with the Executive Director regularly concerning the day to day finances of The League; and,
  - 2) Reviewing financial data with The League's Financial Administrator and the Executive Director and assisting with the production of monthly financial reports for distribution to the National Board of Directors.
- B
  - 1) Seeking input from each Portfolio Chair in the preparation of draft budgets before submission to the National Board of Directors;
  - 2) Liaising with the auditors, presenting their audited financial statements to the Board, and recommending auditors for appointment by the Board;
  - 3) Advising the Executive Committee, and the National Board on policies and procedures for fiscal management; and,
  - 4) Monitoring The League's investments in accordance with the National Board approved Investment Policy and providing advice to the Executive Director on changes to investment holdings. Reviewing the Investment Policy on a periodic basis and recommending changes for National Board consideration.
- C
  - 1) Assisting Divisions with their budgeting and fiscal management, when required, and monitoring their compliance with the requirement to submit annual budgets and financial statements.
- D
  - 1) Providing written reports on the status of the League's finances for each meeting of the Board; and,
  - 2) Ensuring that an auditor's statement and recommendations are provided for the Annual General Meeting.
  - 3) Carrying out other related tasks or assignments as requested by the President.
  - 4) Upon completion of tenure as Portfolio Chairperson, submitting to the National Board the Navy League Portfolio Chair Transition Report using the report template provided as Annex A to this document.

## ***VICE-PRESIDENT - DIVISION PRESIDENTS' REPRESENTATIVE***

Each year, in conjunction with the National AGM, the Division Presidents meet to elect one of their numbers to represent them on the Executive Committee. The elected representative is then appointed a National Vice-President to represent the Division Presidents. The position is not an additional one, nor an advisory one, it must be one of the Representative Directors and as such, if the elected representative ceases to be a Division President, a new representative must be chosen from amongst the Division Presidents. The Representative will:

- A
  - 1) Provide a Division Presidents' perspective on League issues to the National President and Executive Committee;
  - 2) Canvass Division Presidents for their concerns to be addressed by the Board; and,
  - 3) On request, advise other Division Presidents on League matters and assist with training new Division Presidents.
- B
  - 1) Bring forward any resolutions, requests or proposals from the Division Presidents to the National Board of Directors that are not otherwise dealt with by the Board.
  - 2) Provide written reports as required for meetings of the Board; and,
  - 3) Carry out other related tasks or assignments as requested by the President.
  - 4) Upon completion of tenure as Portfolio Chairperson, submitting to the National Board the Navy League Portfolio Chair Transition Report using the report template provided as Annex A to this document.

## ***VICE-PRESIDENT - SEA CADETS***

The Chairperson of the National Sea Cadet Committee is elected by the National Board as a National Vice President, and is the senior person responsible for the Navy League's role in the Sea Cadet Program. The Sea Cadet Chairperson is responsible for:

- A In conjunction with the Executive Director
  - 1) Liaising with the CF Director of Cadets (DCdts) in relation to Sea Cadet matters;
  - 2) Raising concerns about the Sea Cadet program with the DCdts staff;
  - 3) Advising Division and Branches as to the correct policies and procedures for Mediation, Conflict Resolution and Crisis management.
- B
  - 1) As a member of the Executive Committee, advising the President on Sea Cadet matters;
  - 2) Chairing the standing committee of the National Board – National Sea Cadet Committee;
  - 3) Advising the National Board on matters before the Sea Cadet Committee;
  - 4) Approving the formation, disbandment and naming, or name changes, of Sea Cadet Corps;
  - 5) Sitting on the Co-ordinating Committee for the National Sea Cadet Sailing Regatta.
- C
  - 1) Attending the National Sea Cadet Sailing Regatta;
  - 2) Visiting Sea Cadet Training Establishments during summer periods.
- D
  - 1) Selecting the National Sea Cadet of the Year and forwarding the name of the recipient to the National Board;
  - 2) Selecting the recipient of the Royal Canadian Sea Cadet National Music Award and forwarding name of recipient to the National Board.
- E
  - 1) With the National Sea Cadet Committee, producing a strategy which includes short, medium and long-term goals and objectives to be approved by the National Executive Committee;
  - 2) Providing written reports for each meeting of the Board;
  - 3) Carrying out other related tasks or assignments as requested by the President;
  - 4) Upon completion of tenure as Portfolio Chairperson, submitting to the National Board the Navy League Portfolio Chair Transition Report using the report template provided as Annex A to this document.

## ***VICE-PRESIDENT - NAVY LEAGUE CADETS***

The Chairperson for Navy League Cadets is elected by the National Board as a National Vice-President, and is the senior Member of the National Board of Directors responsible for the proper functioning of the Navy League Cadet Program. The Navy League Cadet Chairperson is responsible for:

- A
  - 1) As a member of the Executive Committee, advising the President of Navy League Cadet matters;
  - 2) Chairing the standing committee of the Board – National Navy League Cadet Committee
  - 3) Approving the formation, disbandment, naming and name changes of NLC Corps
  - 4) In conjunction with the Executive Director, advising Divisions and Branches as to the correct policies and procedures for Mediation, Conflict Resolution and Crisis management.
- B
  - 1) Interpreting and updating NLC policies and regulations, and ensuring that all NLC Corps, Branches, and Divisions adhere to them; and,
  - 2) Establishing appropriate standards for NLC officer and cadet uniforms and facilitating their acquisition by Branches sponsoring NLC Corps.
- C
  - 1) Approving the enrolment and release of all NLC Officers;
  - 2) Approving all NLC Officer promotions including appointments of Division Area Officers and Division Commanders, and,
- D
  - 1) In consultation with the Executive Director and National staff, preparing an annual portfolio budget request for submission to the Treasurer.
- E
  - 1) Selecting the National Navy League Cadet of the Year and forwarding the name of the recipient to the National Board
- F
  - 1) Providing written reports for each meeting of the Board; and,
  - 3) Carrying out other related tasks or assignments as requested by the President.
  - 4) Upon completion of tenure as Portfolio Chairperson, submitting to the National Board the Navy League Portfolio Chair Transition Report using the report template provided as Annex A to this document.

## ***VICE-PRESIDENT – MARITIME AFFAIRS***

Chairperson for Maritime Affairs is elected by the National Board as a National Vice President , and is the senior member of the National Board of Directors responsible for the proper functioning of the Navy League’s Maritime Affairs program. The broad definition of maritime affairs is contained in the Terms of Reference of the Maritime Affairs Committee and is focused upon broad maritime advocacy relating to all maritime issues affecting Canada and in promoting a better understanding by all Canadians of these important issues. The Maritime Affairs Chairperson is responsible for:

- A
  - 1) As a member of the Executive Committee, advising the National Board of Directors on all matters relating to League maritime advocacy and emerging maritime affairs issues;
  - 2) Chairing the Navy League Maritime Affairs Committee when so constituted;
  - 3) In conjunction with Division Presidents, establishing and assisting Maritime Affairs representatives in Divisions;
- B
  - 1) Recruiting membership to the Navy League Maritime Affairs Alliance (MAA);
  - 2) Sustaining membership in the Navy League Maritime Affairs Alliance (MAA) by establishing and maintaining a relevant program for corporate members;
  - 3) Representing the Navy League to the Conference of Defence Associations (noting that from time to time other members of the Navy League may in their own right be on the CDA executive);
  - 4) Attending, or ensuring attendance, at meetings, forums, seminars, etc., on maritime affairs relative to the interests of The League.
- C
  - 1) The preparation, and supervision of the preparation, of educational and promotional information for use by The League at the National, Divisional and Branch level
  - 2) To provide balanced commentary for public dissemination in response to emerging maritime issues including media focussed material;
  - 3) Raising sufficient funds from private sources to ensure that the Navy League Maritime Affairs programme is self funding independent of any Government or other charitable financial support to the Navy League and Sea Cadet programmes;

- 4) Actively liaising with other maritime-oriented organizations, e.g. the NAC, CDA, CADSI etc., and marine-related industries and seek opportunities for introducing sea cadets to marine-related careers;
- D
- 1) In consultation with the Executive Director and the National staff Maritime Affairs Coordinator, preparing an annual portfolio budget request for submission to the Treasurer.
- E
- 1) Determining criteria for Maritime Affairs Awards, and in conjunction with any other contributing organizations, selecting the Award annual recipient(s) and forwarding the names to the National Board
- F
- 1) In conjunction with the Maritime Affairs Committee, producing a strategy which includes short, medium and long term goals and objectives to be approved by the National Executive Committee
  - 2) Providing written reports for each meeting of the Board
  - 3) Carrying out other related tasks or assignments as requested by the President.
  - 4) Upon completion of tenure as Portfolio Chairperson, submitting to the National Board the Navy League Portfolio Chair Transition Report using the report template provided as Annex A to this document.

# SEA CADET COMMITTEE

Co-sponsoring the Royal Canadian Sea Cadet Program with the Canadian Forces is one of the most important core activities of the Navy League. The Sea Cadet Committee works under the direction of the National Chairperson for Sea Cadets. The Committee is responsible for:

- A
  - 1) In consultation with the Executive Director, reviewing the Sea Cadet Training program and, if necessary, raising concerns about the training with the DCdts staff through the National President
  - 2) Producing a strategy which includes short, medium and long term goals and objectives to be approved by the National Executive Committee
  - 3) Maintaining an interesting and informative SC section on the League's Internet Web page.
- B
  - 1) Attending the National Sea Cadet Sailing Regatta
  - 2) Visiting Sea Cadet Training Establishments during summer periods
- C
  - 1) Seeking input from Corps, Branches and Divisions on any matters before the committee
  - 2) Ensuring Division Presidents are well briefed on the activities of the committee
- D
  - 1) Carrying out other related tasks or assignments as requested by the President

# NAVY LEAGUE CADET COMMITTEE

The Navy League Cadet Committee works under the direction of the National Chairperson for Navy League Cadets. The Committee is responsible for:

- A
  - 1) Producing a relevant, innovative and fun training program for NL Cadets;
  - 2) Producing an appropriate comprehensive training program for NLC Officers and setting a professional standard of training, conduct, dress and deportment for them;
  - 3) Producing/procuring appropriate NLC training aids and recruiting material and,
  - 4) Maintaining an interesting and informative NLC section on the League's Internet Web Page.
- B
  - 1) Producing a Workbook for Navy League Cadets; and,
  - 2) Distributing related booklets, pamphlets, posters, etc. to NLC Corps.
- C
  - 1) Liaising with other agencies (e.g. the Red Cross, Ministry of Transport/Canadian Coast Guard, Safe Boating Council, etc.) regarding water and environmental safety.
- D
  - 1) Seeking input from Corps, Branch and Division volunteers on any matters before the committee;
  - 2) Ensuring Division Presidents are well briefed on the activities of the committee; and,
  - 3) Providing recommendations concerning the policies, rules and procedures that govern the conduct of the Navy League cadet program, for the consideration of the National Chairperson.
- E
  - 1) Carrying out other related tasks or assignments as requested by the President

# MARITIME AFFAIRS COMMITTEE

The promotion of Maritime Affairs across Canada in accordance with The League's Letters Patent is the third core program of the Navy League. The Maritime Affairs Committee works under the direction of the National Chairperson for Maritime Affairs.

Maritime Affairs not only looks at the Canadian Navy's important role in preserving our sovereignty and security, as well as marine transportation, scientific aspects of ocean use, safety of life at sea, safe operations of vessels, maritime boundary de-lineation, offshore energy, marine environment, the fisheries and oceans policy. The Maritime Affairs Committee is responsible for:

- A
  - 1) Providing easy to understand information on maritime related subjects to the National Board of Directors, Divisions, Branches, and Cadet Corps;
  - 2) Producing educational material on maritime subjects for Branches and Corps; and,
  - 3) Maintaining an interesting and informative Maritime Affairs section on The League's Internet Web Page.
- B
  - 1) Promoting Maritime Affairs to our membership and the country at large;
  - 2) Establishing Maritime Affairs representatives in Divisions.
  - 3) Determining criteria for Maritime Affairs Scholarships.
- C
  - 1) Actively liaising with other maritime-oriented organizations, e.g. the NAC, CDA, etc., and marine-related industries and seek opportunities for introducing sea cadets to marine-related careers; and,
  - 2) Attending meetings, forums, seminars, etc., on Maritime Affairs relative to the interests of The League.
- D
  - 1) Producing a strategy which includes short, medium and long-term goals and objectives to be approved by the National Executive Committee;
  - 2) Providing written reports for each meeting of the Board; and,
  - 3) Carrying out other related tasks or assignments as requested by the President

## **NOMINATION COMMITTEE**

A nominating Committee consisting of a 1 to 3 members shall be selected annually in accordance with Article 6.15 of the By-Laws.

This should normally be done at the Board meeting in January to ensure that all timelines IAW the By-Laws can be met based upon a nominal AGM date of mid-April. The Nominating Committee shall seek and review all Nominations for Director-at-Large and make recommendations to the Board as required by the By-Laws within the following parameters:

- A 1) All current Directors-at-Large who are nominated, remain eligible to serve and indicate a willingness to continue to serve will be recommended to the Board;
- 2) The total number of nominees that will be recommended to the Board will be no less than 125% of required Directors-at-Large for the year in question; and
- 3) The selection/recommendation of new nominees if more nominees than the 125% requirement will be based upon an assessment by the Nominating Committee as to skillsets required on the Board but will be limited to the required number.

Although Representational Director nominations are made directly to the National Secretary the Nominating Committee will monitor this process ensuring that appropriate notices are sent to Divisions and that Representational Director nominations are received as required by the By-Laws.

The Nominating Committee is also tasked to prepare (immediately after AGM) a draft slate of officers for consideration at the Annual Organizational Meeting (first Board meeting) which will be held on the AGM weekend after the AGM

# FUND DEVELOPMENT COMMITTEE

Although fund-raising is not one of the core programs of The League, it's importance to the future of The League and its programs cannot be over-emphasized. The Fund Development Committee is responsible for the various fund-raising initiatives for The League, and, more specifically, for:

- A
  - 1) Formulating a fund development strategy that includes inter alia personal contacts, letters to corporations, individuals, and associations, discussions at social gatherings and meetings;
  - 2) Providing advice to the Executive Committee and Executive Director in developing proposals to obtain financial assistance for League programs and projects from organizations or industries, and/or accessing current government programs for funding; and,
  - 3) Providing a detailed accounting of all revenues and expenditures of fund-raising campaigns and initiatives to the Executive Committee, on request, and to the Board in quarterly reports.
- B
  - 1) Developing proposals for co-operative approaches to fund raising with Divisions; and,
  - 2) Ensuring that the national fund-raising strategies are not in conflict with Divisions or Branches, unless a co-operative approach is agreed on.
- C
  - 1) In consultation with the Executive Director and National staff, preparing an annual portfolio budget request for submission to the Treasurer.
  - 2) Producing a strategy which includes short, medium and long-term goals and objectives to be approved by the National Executive Committee;
  - 3) Providing written reports for each meeting of the Board; and,
  - 4) Carrying out other related tasks or assignments as requested by the President.

# COMMUNICATIONS COMMITTEE

If the Canadian public is not aware of what we do, we will have a hard time getting the public to support what we do. Therefore it is extremely important that we have an active Public Awareness campaign to tell people just what it is that we do (and how they might help us do it). The Communications Committee is responsible for:

- A
  - 1) Raising the visibility of The League in any appropriate way that reflects positively on The League or its core programs;
  - 2) Developing and updating the Navy League Internet World Wide Web site and ensuring that it is current and relevant to The League and its core programs;
  - 3) Producing information brochures, posters, videos, etc., outlining the NL cadet and Maritime Affairs programs and activities of The League for distribution nationally; and,
  - 4) Liaising regularly with the CF Directorate of Cadets Public Information Cell on Sea Cadet activities worthy of increased public exposure.
- B
  - 1) Working closely with other members of the Board and actively seeking opportunities for media releases (e.g. to cadet “home town” and national newspapers, DND public affairs offices and publication editors) that reflect positively on The League and its core programs; and,
  - 2) At the request of Divisions or Branches, assisting with the distribution of any media-worthy material that would reflect favourably on The League or its core programs in their areas.
  - 3) Actively supporting the initiatives of other committees and portfolio holders.
- C
  - 1) Producing suitable recruiting material for Branch and Division membership and the NLC Programs.
- D
  - 1) In consultation with the Executive Director and National staff, preparing an annual portfolio budget request for submission to the Treasurer.
  - 2) Producing a strategy which includes short, medium and long-term goals and objectives to be approved by the National Executive Committee;
  - 3) Providing written reports as required for meetings of the Board; and,
  - 4) Carrying out other related tasks or assignments as requested by the President.

- 5) Assisting the outgoing Portfolio Chairperson to complete and submit to the National Board, the Navy League Portfolio Chair Transition Report using the report template provided as Annex A to this document.

# RULES COMMITTEE

The League needs someone to keep an eye on “due process”; to ensure it is operating in accordance with the law, it’s By-Laws and policies, and resolutions passed by its governing body, and to ensure it’s administrative, organization and operating publications are current and up to date. The Rules Committee is responsible for:

- A
  - 1) Continually reviewing The League’s National By-Laws to ensure they are appropriate, current, clearly worded and consistent with the intent of the National Board of Directors;
  - 2) Reviewing Division and Branch By-Law submissions to ensure they are consistent with the National By-Laws and policies, advising the Divisions and Branches accordingly.
  - 3) Approving Division and Branch By-laws on behalf of the National Board of Directors.
  - 4) Advising the Executive Committee and the Board on recommended amendments to the National By-Laws and their potential ramifications; and,
  - 5) Ensuring that any By-Law amendments that are approved by the Board are put into effect, incorporated into relevant By-Laws, policy or other League manuals and that the necessary amendments are promulgated across The League.
- B
  - 1) Conducting research and analysis on all proposed General Resolutions and Resolutions in Writing for their legality and possible conflicts with The League By-laws or policies;
  - 2) Ensuring that all Resolutions in Writing are submitted in accordance with The League By-Laws;
  - 3) Advising the Executive Committee and the Board on any proposed resolutions and their potential ramifications; and,
  - 4) Ensuring that any resolutions adopted by the National Board of Directors are put into effect and incorporated into relevant By-Laws or other League manuals, including these Terms of Ref.
- C
  - 1) Continually reviewing The League’s organizational, administrative, and operating publications to ensure they are appropriate, current, clearly worded and consistent with the intent of the National Board of Directors.
- D
  - 1) Acting as the ready reference expert on the By-Laws and correct meeting procedures at Board meetings.

- E
- 1) Providing written reports as required for meetings of the Board.
  - 2) Carrying out other related tasks or assignments as requested by the President.
  - 3) Assisting the outgoing Portfolio Chairperson to complete and submit to the National Board, the Navy League Portfolio Chair Transition Report using the report template provided as Annex A to this document.

# NATIONAL EXECUTIVE DIRECTOR

The National Executive Director is appointed an Officer of the National Board as specified in By-Law 8.1. Generally, the National Executive Director is the National Secretary for the Board of Directors.

He/she is also the National Office Manager, the primary contact in the National Office for Division Presidents, Board members, non-League members, organizations and agencies and the senior liaison with the Director of Cadets staff. The National Executive Director acts as a principal spokesperson and the media coordinator for the Navy League. The primary line of communication to the National Staff is through the National Executive Director.

The National Executive Director will take direction only from the President, however, will be responsive to the members of the National Board of Directors.

More specifically, the National Executive Director:

- A
- 1) Manages the National Office and National Staff and is responsible for its efficiency and effectiveness; and
  - 2) With the approval of the Executive Committee, hires, trains, sets job descriptions for employees, directs employees, assesses the performance of employees and if necessary, terminates the employment of employees.
    - Has the authority to pay salaries to employees within the limits established in the annual budget;
    - Has the authority to pay approved personnel costs and benefits, however no additional personnel costs or benefits shall be adopted without Executive Committee approval;
    - The National Executive Director recommends salary, benefit and pension changes for staff to the Executive Committee.
    - The National Executive Director sets performance goals and objectives for National Office employees;
  - 3) To efficiently meet financial commitments on an on-going basis, the Executive Director is authorized to expend funds up to \$10,000 per occasion in accordance with the approved annual budget. All expenditures in excess of \$10,000 must be approved by the National Treasurer. In order to deal with unexpected or extraordinary expenditures in consultation with the National Treasurer, the Executive Director may authorize:
    - Operating expenses up to \$5,000 not in the budget if funds are available through a budget reallocation;
    - Emergency expenditures up to \$2,500;

All budget reallocations will be approved and emergency expenditures

reported at a subsequent Board meeting.

- B
- 1) Assists the Treasurer in preparing a proposed budget and monitors National Office spending and the League investment portfolio;
  - 2) Negotiates League insurance policies and other service contracts  
- Any agreement that may materially affect the financial direction of the organization shall be reviewed and authorized by the Board of Directors;
  - 3) Develops and maintains administrative paper- based and electronic systems for recording, tracking and retrieval of discussion and decision documents;
  - 4) Develops and maintains an administrative system to identify real property and assets held in the name of the Navy League of Canada;
  - 5) Prepares concept discussion papers, proposals and strategies for consideration of the Board of Directors, DND officials, support and contract agencies;
  - 6) Supervises effective dissemination of League information to volunteers, Branches, Divisions, supporters of the NLOC and to the general public;
  - 7) Supervises the review and implementation of the NLOC Internet Technology Strategy, including the content of the NLOC's website:  
[www.navyleague.ca](http://www.navyleague.ca);
  - 8) Administers the National Awards and Scholarship programs through regular and active consultation with sponsors and benefactors; and,
  - 9) Supervises the custody, dispatch, recall and refurbishing of League trophies and awards.
- C
- 1) In consultation with appropriate League members, liaises with all levels of the Canadian Forces and in particular, the Director of Cadets regarding Sea Cadet activities and program issues; and,
  - 2) Acts as the International Secretary for the International Sea Cadet Association.
- D
- 1) Maintains regular active liaison with like-minded organizations and supporters of the NLOC such as; the Army Cadet League; The Air Cadet League; the Naval Officers' Association of Canada; the Royal Canadian Legion, the Royal Canadian Naval Association, the Conference of Defence Associations and the Royal Canadian Navy Benevolent fund;
  - 2) Within budgetary and time constraints, and as directed by the President and/or Board, visits Divisions on behalf of the Board of Directors;
  - 3) On request, provides guidance to the members of the Board of Directors on matters of protocol, and their portfolio and/or Division responsibilities. Provides advice to Branches, Corps and corps sponsors. Provides advice on matters relating to program operations, and fosters good relationships

between Corps, Branches and Divisions; and,

- 4) Carries out other tasks or duties prescribed by the President, Executive Committee or National Board of Directors. These duties and responsibilities may be delegated to National Office employees with the approval of the President.

## Annex A – Template for Transition Report

### *Navy League Portfolio Chair Transition Report*

#### General

1. In an effort to make the transition of portfolio chairs more effective and to allow the new custodian of the portfolio a more comprehensive understanding of the portfolio status, all outgoing portfolio chairs are required to complete a transition document using the template provided herein.

#### The Report

2. The Portfolio Chair Transition Report is aimed at educating the new portfolio chair in the intricacies of the specific portfolio. Compiling the documents and reports detailing your work within the portfolio will assist your relief immeasurably. Use the template below for your report:

Portfolio Chair Transition Report for \_\_\_\_\_  
Dated \_\_\_\_\_

#### Part 1 - Portfolio Reports

Include copies of all written reports submitted during your tenure for Board Telephone Conferences, Meetings and the Annual General Meeting.

#### Part 2 - Achievements

Describe the achievements of the portfolio during your tenure, milestones gained and provide documentation as required to describe those achievements.

#### Part 3 - Projects Underway

Describe all projects currently underway but not yet complete. Include planned milestone dates and completion date projections. Include any documentation that supports the projects underway.

#### Part 4 - Projects Proposed

Describe all projects that are to be proposed through the portfolio. Include any documentation pertinent to the project proposals.

#### Part 5 - General Description of Duties and Experiences

Describe the duties of the portfolio chair. Provide the current Terms of Reference for the position and explain any "extra" duties that have fallen to the portfolio chair. Describe any areas of concern and any particular areas that have worked extraordinarily well. Provide any supporting documents for these areas of concern/working well