



---

## **GVRA Governance Practices: Understanding How Your Board Operates**

The GVRA Board of Directors takes its leadership role seriously. We are committed to upholding the highest standards of transparency, accountability, and integrity, ensuring that our decisions support the best interests of our sport, our players, and our membership.

To assist members in understanding how the organization is governed, this summary highlights key governance practices and principles drawn from the BC Societies Act (SBC 2015 c. 18) and GVRA's Bylaws. While the enclosed document is not a substitute for the Bylaws, it provides clarity on frequently asked questions related to Board meetings, decision-making, voting rights, Codes of Conduct, and confidentiality.

*Disclaimer: This summary is intended as a general reference only. The GVRA Bylaws and the Societies Act are the governing documents of the Society. We encourage members to refer to the full Bylaws for authoritative guidance.*

### **Calling and Conducting Board Meetings**

The Board has the authority to manage its own meetings and proceedings. As per Section 6.1 of the Bylaws, meetings can be held at a time and place determined by the Board and may be conducted in person or electronically. This gives the Board broad discretion to manage its business effectively.

Meetings may be called with at least three (3) days' notice to directors (Section 6.5), unless all directors agree to waive the notice requirement. In practice, this means a meeting can be held informally—such as via email—if all directors consent in writing (Section 6.11).

### **Attendance and Quorum**

A quorum, defined as a majority of directors (Section 6.2), must be present to conduct official business. Board meetings are not open forums; attendance is restricted to directors and invited individuals. The Board has the discretion to determine who may be present at its meetings, in alignment with its duty to manage its internal affairs responsibly.

### **President Voting Rights and Tie Votes**

At Board meetings, the president has the same voting rights as other directors but does not have a second or tie-breaking vote (Section 6.9). If a motion results in a tie, it is considered defeated.

This differs from member meetings, where the chair may only vote in the case of a tie (Section 3.21).

### **Voting Patterns and Decision-Making**

Each Board vote reflects the facts presented at the time. Directors are expected to vote independently and thoughtfully, even if their position changes over time. A director's voting record does not imply inconsistency or error—rather, it reflects a commitment to adapt as circumstances evolve.

Votes are confidential: the Board releases the outcome of decisions, but not how individual directors voted. This supports open and honest discussion within the Board and ensures directors can deliberate without external pressure.



If a director has a conflict of interest, they must disclose it, abstain from influencing the discussion, and refrain from voting on that matter.

#### Code of Conduct – Board and Membership

The Society may adopt a formal Code of Conduct for both directors and members. Section 4.13 of the Bylaws permits members to establish rules—such as a Code of Conduct—through a general meeting or an amendment to the Bylaws.

GVRA currently maintains a Board-level Code of Conduct, typically reviewed and agreed upon at the start of each ringette season. This document reflects operating principles, expected behaviors, and mutual respect between directors. While not formally adopted through the Bylaws, it is valid under the Board's authority to regulate its own proceedings (Section 6.1).

In addition, the Board has the ability to implement Codes of Conduct for members, parents, coaches and players particularly to address:

- Personal attacks or intimidation
- Inappropriate remarks or behavior
- Disruptive or misleading communications (e.g., email campaigns)

Ringette BC has templates and frameworks for these codes that could be adopted or adapted by GVRA, helping to establish a shared standard of respectful engagement across the organization.

#### Breaches of the Code of Conduct

Section 4.10 of the Bylaws allows members to remove a director by special resolution at a general meeting.

To address breaches of conduct more effectively, the Society may consider amending the Bylaws to allow:

- The Board to remove a director by special resolution for cause
- Temporary or full removal of membership, particularly where conduct undermines the organization's values

This could include a cooling-off period (e.g., 6 months), helping reduce the risk of continued disruption from an individual no longer serving on the Board.

#### Respectful Communication and Rules of Order

GVRA supports respectful, productive discussion at all levels. The Society may adopt rules of order, such as Robert's Rules, to guide the conduct of Board and member meetings (Section 3.7). These rules promote clarity, fairness, and orderly discussion, helping to ensure that all voices are heard.

#### Confidentiality of Board Discussions

Directors are required to act in accordance with GVRA's Bylaws and any adopted Codes of Conduct, including the expectation of confidentiality. Board discussions and materials are to remain confidential unless disclosure is authorized by the Board or required by law.

We recommend the Board clarify this obligation in future updates to its Code of Conduct to reinforce this foundational principle.



---

## Director Responsibilities under the Societies Act

Under the Societies Act, directors must:

1. Act honestly and in good faith in the best interests of the Society
2. Exercise reasonable care, diligence, and skill
3. Comply with the Act, regulations, and Bylaws
4. Uphold any additional governance policies in place

## Conclusion

This overview is designed to help members better understand how the GVRA Board functions within the framework of the Societies Act and our Bylaws. It also provides insight into why policies such as Codes of Conduct, confidentiality, and structured governance are so important to a healthy, respectful, and successful association.

We encourage all members to review the GVRA Bylaws (linked below) and reach out with any questions or feedback. As we continue to grow, your engagement and understanding help us build a stronger community—on and off the ice.