

CSIA Governance Updates Frequently Asked Questions

1. **Question:** Why does the board need to be larger – changing from six to nine directors?

Answer: A board concerns itself with the governance side of an organization rather than the operations/product, and as such, needs competencies different from those of a ski pro. The larger board is intended to sustain coverage across the regions while also providing the added seats to assure that necessary professional knowledge is present. Examples of these competency areas are finance, legal, risk, human resources, and governance.

2. **Question:** Why was nine chosen as the number of directors?

Answer: After developing a model based on best practices, and receiving input from the national board, past chairs, regional chairs, and others, a board size of nine directors was agreed as the sweet spot. First, an odd number will avoid the deadlock possible with an even number. Further, having nine positions maintains the six regional directors and adds enough additional positions to enable coverage of important professional skills. Fewer directors would risk the absence of needed board skills. More directors would add costs (for travel, meetings, etc.), inefficiency (longer board meetings), and the possibility of a director's voice not being heard.

3. **Question:** Will the directors all be CSIA members?

Answer: Yes. We will preserve a board made up of directors who love skiing and teaching skiing, but also have other skills that contribute to a well-functioning board.

4. **Question:** Will the regions have any part in the nominating process?

Answer: Yes. There is regional influence on the nominating committee since it has two members from each region that has its director's term expiring. While the nominating committee will help search for candidates with desired skills that will complement the board makeup, ultimately the election of their directors will continue to be completely within the regions' control. The nominating committee will encourage the regions to focus on seeking governance/professional skills rather than skiing skills.

5. **Question:** Will members be able to self-nominate or directly nominate candidates to be included on the ballot?

Answer: Yes. The process of selection will begin with the nominating committee searching for qualified candidates and recommending ones that have the most relevant board capabilities (the “slate”). Then prior to the election, and with the support of ten other members in good standing, any member may self-nominate or nominate their own choice of candidate.

6. **Question:** How will we avoid having the three additional directors all coming from the same region?

Answer: The nominating committee’s terms of reference require them to consider diversity, equity, and inclusion, with diversity of regional origin being explicitly included. It should be noted however that as long as the ballot can include members who choose to run alongside the slate, it’s possible for members to elect multiple directors from the same region.

7. **Question:** If the goal is to establish a competency-based board, why are we entertaining self-nominations?

Answer: This is required by the Canada Not-for-Profit Corporations Act.

8. **Question:** Will the recommended changes ensure that the regional representatives are competency-based board members?

Answer: It is up to the regions to elect competency-based directors from their regions. However, the nominating committee will be expected to help with the search for qualified candidates who have the skills the board needs. In making their selections the regions are encouraged to consider that while directors are members elected from a particular region, they all represent the interests of the national organization. What each brings to the table is an awareness of their region’s operations and challenges.

9. **Question:** Once a director has completed two three-year terms, can they return to the board?

Answer: Yes, however only after a minimum one-term break (which is three years) from the board.

10. **Question:** How will the transition from six to nine directors be implemented?

Answer: Three additional directors will be elected during the 2025 election cycle: one having a one-year term, the second a two-year term, and the third a three-year term.

11. **Question:** What will be the timing of this transition? Currently, terms transition on May 1 while the amended by-laws have the transition occurring at the time of the annual meeting in November/December.

Answer: The current (Alberta and Atlantic) directors' terms will be extended from May to December, this one time, in 2025. Beyond 2025, all director terms will begin/end at an annual meeting.

12. **Question:** Why are we changing the timing of nominations, elections, and the effective date of director terms?

Answer: Timing the process to conclude mid-November better connects the election results to the members' confirmation of those results that takes place at the annual meeting, and conforms to best practices.

13. **Question:** Do the by-laws allow for the removal of a director?

Answer: Yes. The Canada Not-for-Profit Corporations Act requires that the removal of directors be allowed by only those eligible to elect them. This means that regions are eligible to remove the directors they have elected, and the entire membership is eligible to remove any of the three directors at large.

14. **Question:** What defines a committee of the board? The by-laws mention only finance and nominating committees.

Answer: Committees of the board are composed of elected directors supported by appointed subject matter experts. They help the board better do its job, introducing a focus on topics related to board responsibilities such as finance, human resources, governance, risk, audit, legal, etc. Committees of the board are not limited to finance and nominations as the board can appoint others as will benefit organizational oversight. Currently the CSIA also has a governance committee and a regional chairs' committee, and a human resources committee is approved.

15. **Question:** Are the Technical and Education (TEC) and Women in Skiing (WIS) committees also committees of the board?

Answer: No. The work of the TEC and WIS, involving (amongst other things) the continuous improvement of Canadian ski technique and method of teaching skiing, concern CSIA products. As such they are related to operations, and report into management. In contrast, the board's duty is governance: setting strategic direction and broad organizational goals, approving and tracking budgets, developing policies, hiring/firing/reviewing and determining the compensation of the managing director, overseeing audits, and managing and mitigating risk. In summary then, the TEC and WIS are operational committees that report into management, and management reports to the board.

16. **Question:** By reframing the TEC and WIS as operating committees, are we distancing the board from our product?

Answer: Every committee, whether a committee of the board or an operational committee, ultimately reports to the board, which reports to the members. The board needn't be intimately involved in operational committees to be informed of their work. In fact, we can anticipate better outcomes having each group of experts work to their respective strengths: the board to governance, and the operating committees to the on-hill product. The non-staff members of the TEC and WIS are experienced course conductors and/or knowledgeable individuals in related fields of expertise, which ensures that the appropriate members are involved in the ongoing development of the CSIA's products. A board of nine, elected for their professional competencies, ensures good governance of the overall organization.