



Ski Jumping Canada

Board of Directors - Director's Compliance Agreement

The undersigned (the “**Director**”) acknowledges and understands that serving as a director of Ski Jumping Canada (the “**Organization**”) brings with it certain responsibilities and obligations. Accordingly, the Director agrees and confirms as follows:

QUALIFICATION AND CONTINUING COMPLIANCE

1. **Qualification.** The Director meets all of the legal requirements for serving as a director of Ski Jumping Canada (the “**Organization**”) as set out in the Organization’s bylaws (the “**Bylaws**”) and the Canada Not-for-profit Act (the “**Act**”) which requires that the Director (i) be at least eighteen (18) years of age, (ii) not be legally incapacitated, and (iii) not have the status of a bankrupt.
2. **Screening.** The Director will participate in any screening process or any evaluation and review process that the Organization may establish with respect to assessing the Director’s ability to serve as a director of the Organization.
3. **Investigations and Charges.** The Director will inform the Organization’s board of directors (the “**Board**”) of any pending charges, charges, or criminal investigation(s) involving the Director, with the Board having the right in its sole discretion to determine whether any pending charges, charges, or criminal investigation(s) pose an unacceptable risk to the safety and security of the Organization.
4. **Conflicts of Interest.** The Director will inform the Board of any conflicts of interest, both actual and perceived. In addition, the Director will provide an annual declaration of Conflict of Interest at the first meeting following the AGM.
5. **Continuing Compliance.** The Director will immediately inform the Board of anything that might jeopardize the Director’s ongoing compliance or ability under the Bylaws or the Act to qualify as a director.

DUTIES

6. **Duty of Diligence.** The Director will:
 - a) act reasonably, prudently, and in good faith in the best interests of the Organization and its members;
 - b) exercise the same level of care that a reasonable person with similar abilities, skills, and experience would exercise in similar circumstances;
 - c) act cautiously and try to anticipate the consequences of their decisions and actions;
 - d) act honestly and forthright; and
 - e) take reasonable steps to manage foreseeable risks.

7. **Duty of Loyalty.** The Director will:
- a) prioritize the interests of the Organization over any other interest, including the Director's own personal interests, and not use one's position as a Director to further private interests;
 - b) disclose any conflicts of interest;
 - c) act properly in disclosing a conflict of interest situation and not discuss, influence or make decisions relating to that conflict;
 - d) comply with the Organization's privacy obligations;
 - e) keep the Organization's business private and not discuss certain matters with people outside of the Organization without the prior approval of the Board; and
 - f) support Board decisions even if the Director may not personally agree with the decisions and might not have voted to support the decisions.
8. **Duty of Obedience.** The Director will:
- a) comply with the Organization's governing documents, including its articles, the Bylaws, and all policies and procedures (the "**Policies and Procedures**") adopted by the Organization;
 - b) ensure the Organization's governing documents remain current and accurate; and
 - c) comply with the Act and all external laws and rules that are applicable to the Organization.

RESPONSIBILITIES

9. **Miscellaneous Responsibilities.** The Director will

General

- a) act as a member of any committee as appointed to by the Board;
- b) keep all appropriate individuals and committees informed as required;
- c) perform such other duties as may from time to time be established by the Board;
- d) act in a manner that promotes a positive and professional public image;
- e) devote appropriate time and attention to the business and interests of the Organization;

Meetings

- a) attend and properly prepare for meetings;
- b) provide all required reports to the Board in written form as required;
- c) ensure that minutes of meetings are kept and are accurate and correct;
- d) ensure that minutes of meetings reflect abstentions from votes, votes for and votes against motions;
- e) declare any real or perceived conflict of interest with respect to an issue when the issue first arises and not vote, participate in or influence the decision-making process;
- f) ensure any such disclosures of conflict are recorded in the meeting minutes;

Finances

- a) review regularly the financial reports of the Organization;
- b) approve and monitor the Organization's budget.

- c) ensure the performance and completion of an annual audit of the Organization's finances;
- d) know who is authorized to sign cheques and for what amount;
- e) supervise the management and the disbursement of funds of the Organization.
- f) comply with all Policies and Procedures applicable to financial matters.

Miscellaneous

- a) ensure that all contracts the Organization enters into are carefully reviewed by staff or, where material, by counsel;
- b) ensure the Organization has clear human resources policies and ensure that staff evaluations are performed at least annually;
- c) ensure that all staff and volunteer positions have written job descriptions and agreements;
- d) ensure there are suitable screening measures in place for those staff and volunteer positions that involve interaction with youth or other vulnerable persons in unsupervised settings;
- e) review and adhere to the Organization's Bylaws and Policies and Procedures;
- f) update out-of-date Bylaws and Policies and Procedures;
- g) ensure the Organization obtains adequate insurance and become familiar with the Organization's insurance policies and the scope of their coverage.

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The Director has sought or obtained, or has had the opportunity to seek and obtain, independent legal advice concerning the matters in this agreement and is signing this agreement knowingly and voluntarily.

Director

Date