



## TERMS OF REFERENCE

### Background

NSSCA is a not for profit organization dedicated to promoting youth chess in Nova Scotia. Established in 1998, it is incorporated with the Provincial Registry of Joint Stocks under the *Societies Act*.

### Goals

- Organize regular chess tournaments for school-aged children (5-18 years old) including the Provincial Chess Challenge and School Team Provincial tournament.
- Prepare a Nova Scotia team for the Canadian Chess Challenge.
- Promote chess education by working with schools, recreation centers and libraries.
- Organize an annual chess festival in Halifax.

NSSCA works in partnership with other local and national organizations to achieve its goals. These partners include but are not limited to: Chess'n Math Association, Chess Nova Scotia, public schools, universities, libraries and recreation centers.

### Board of Directors

The NSSCA is governed by a volunteer board of directors (henceforth referred to as Board). The Board is collectively accountable to its stakeholders including chess players and families, volunteers, donors, funders, community partners and the general public.

#### 1. Responsibilities

The responsibilities of the Board include but are not limited to:

- Leadership of the organization and ensuring that the organization is achieving its goals.
- Creation and/or amendment of by-laws, policies, and procedures for the organization.
- Ensuring compliance with all applicable laws (including *Societies Act*), by-laws and policies.
- Effective stewardship of finances, human resources (including volunteers) and assets of the organization.

#### 2. Duties

The Board has the following duties:

- **Duty of Care** — Each board member has a legal responsibility to participate actively in making decisions on behalf of the organization and to exercise their best judgment while doing so.
- **Duty of Loyalty** — Each board member must put the interests of the organization before their personal and professional interests when acting on behalf of the organization in a decision-making capacity. The organization's needs come first.
- **Duty of Obedience** — Board members bear the legal responsibility of ensuring that the organization complies with the applicable federal, provincial and local laws and adheres to its mission.

### 3. **Board Membership**

- **Number:** As per our by-laws, NSSCA can have 5-15 board members.
- **Voting:** Each member of the board has one vote except for the chair of the meeting (normally the President but can also be the VP or designate) who only has a tie-breaker vote. The board can include non-voting advisers.
- **Quorum-** At least 5 members or 1/3<sup>rd</sup> of the board are needed for quorum at board meetings.
- **Eligibility:** Nova Scotia resident above 18 years old.
- **Qualifications and skills:** Experience in one or more of the following: Finance, legal, non-profit governance, leadership, strategic planning, policy development, fundraising, sponsorship, grant-writing, event management, public relations, marketing and web-designing. At least one or two members of the board must have knowledge of chess rules and laws (such as FIDE) and expertise in running chess tournaments. Board members must be willing to dedicate time and effort to stay engaged in the organization. Additional requirements for nomination to the Executive Committee include consistent leadership and commitment to serving the best interests of the organization and willingness to take responsibility for the long-term sustainability of the organization.
- **Succession Planning:** Each board member must actively engage, mentor and train others for their specific role to ensure continuity.

### 4. **Board Structure**

#### • **Executive Committee**

The Executive committee tops the structure of the board and is ultimately responsible for decision-making. The Executive consists of:

- **President:** Steering, governing, representing the organization.
- **Vice-President:** Supporting the President and stepping in the role if needed.
- **Secretary:** Responsible for documentation of board meetings, the distribution of meeting minutes, and handling correspondence.
- **Treasurer:** Responsible for the organization's finances and preparing financial statements and/or budget.
- **Additional Director-** Responsible for managing assets of the organization and performing auditing function.

#### **Directors with Specific Responsibilities (each with one vote)**

- **Tournaments:** 2 or 3
- **ChessFest:** 1 or 2
- **Sponsorship and Fundraising-** 1 or 2
- **Volunteer Coordinator:** 1
- **Other**

#### **Non-voting Advisers**

- **Chess expertise:** 1 or 2
- **Other**

### 5. **Board Procedures**

- **Annual Registration:** Fee due with the Provincial Registry of Joint Stocks by September 30<sup>th</sup> of each year
- **Fiscal Year:** September 1<sup>st</sup> to August 31<sup>st</sup>

**AGM:** To be held within 3 months of the fiscal year end (typically 1<sup>st</sup> week of November). Meeting Notice: 7 days. Financial statement (Statement of Income and Expenditures form) to be completed and submitted to the Provincial Registry of Joint Stocks within 2 weeks of the AGM.

- **Recognized Agent/Official Address:** VP residence.