



D R A F T

Board Roles & General Responsibilities

Federation of International Lacrosse

March 31, 2019

GENERAL RESPONSIBILITIES OF THE BOARD OF DIRECTORS

- I. The Federation of International Lacrosse (FIL) is a non-profit, tax-exempt organization under section 501(c)(3) of the United States Internal Revenue Code. As a result, FIL and its board members are subject to strict ethical guidelines and public scrutiny. Board members must meet three well-established legal standards of conduct when carrying out board responsibilities, including:
 - a. **Duty of Obedience:** ensuring that operations and resources are aligned to fulfill the mission. Programs and services must support the mission.
 - b. **Duty of Care:** ensuring responsible financial and legal stewardship when making board decisions and taking action.
 - c. **Duty of Loyalty:** committing to serve the best interests of the organization. Board members cannot “self-deal” or use their board position for personal gain, nor can they favor the interests of a particular stakeholder group above the overall interests of the FIL.

- II. Robert T. Ingram’s acclaimed book, “Ten Basic Responsibilities of Nonprofit Boards, Second Edition”, provides the basis for FIL board responsibilities. They include the following:
 - a. **Determine mission and purposes.** The FIL board creates and periodically reviews a statement of mission and purpose that is relevant in the current environment and appropriately serves its primary stakeholders.
 - b. **Select the chief executive.** The FIL board reaches consensus on the chief executive’s responsibilities and undertakes a careful search to find the most qualified individual for the position.
 - c. **Support and evaluate the chief executive.** The FIL board ensures that the chief executive has the moral and professional support he or she needs to further NGB goals.
 - d. **Ensure effective planning.** The FIL board must actively participate in an overall planning process and assist in implementing and monitoring plan goals.
 - e. **Monitor and strengthen programs and services.** The FIL board determines which programs are consistent with the organization’s mission and monitor their effectiveness.
 - f. **Ensure adequate financial resources.** Then FIL board makes sure the NGB has the resources needed to fulfill its mission.
 - g. **Protect assets and provide financial oversight.** The FIL board assists in developing an annual budget and ensures that proper financial controls are in place.
 - h. **Build a competent board.** The FIL board articulates prerequisites for board candidates, orients new members, and periodically and comprehensively evaluates its own performance.
 - i. **Ensure legal and ethical integrity.** The FIL board is ultimately responsible for adherence to legal standards and ethical norms.
 - j. **Enhance the organization’s public standing.** The FIL board clearly articulates the organization’s mission, accomplishments, and goals to the public, and garners support from the community.

- III. Understanding board responsibilities is fundamentally important. Understanding how to perform them is equally important. FIL board members are expected to perform the following:
 - a. Understand and execute board responsibilities, while respecting the authority and responsibility of the chief executive.
 - b. Lead strategically with a forward focus; collaboratively with the chief executive, set strategic direction and high-level priorities.
 - c. Do not micromanage by getting caught-up in day-to-day details; respect the chief executive’s authority to lead and manage the FIL.
 - d. Commit to the best interests of the FIL and its membership; vote and act responsibly for the FIL and its membership, not exclusively for one member of a group of members.
 - e. Support board decisions once they are made.

- f. Honor confidentiality requirements and commitments.
- g. Behave ethically, taking care to disclose and act appropriately on any conflicts of interest.
- h. Behave courteously; communicate succinctly and respectfully; listen attentively to others; proactively encourage and seek to understand diverse viewpoints.
- i. Regularly attend and prepare for board meetings, calls and other activities.
- j. Serve as an advocate for FIL, speak well of the FIL and other board members.

- IV. Over the years, nonprofits have evolved from operating as exclusively volunteer-driven organizations to operating more like businesses. Increasing legal and fiduciary responsibilities, as well as the desire for greater mission success, requires the following commitments:
- a. **Roles & Responsibilities:** Highly performing organizations clearly define roles. Job descriptions that articulate roles and responsibilities for board members (and for officers, chief executives and committee chairs) should be developed, distributed and presented in a comprehensive board member orientation, and reviewed annually. Board powers and key responsibilities are codified in FIL bylaws.
 - b. **Board Recruitment:** Board recruitment is strategic and proactive. FIL should recruit individuals who are highly capable of performing board responsibilities and will act in accordance with best practices and governing standards. Careful consideration must be given to what each board candidate can contribute in terms of skills, experience, and sound judgment for the organization. Well-qualified board members possess the highest personal values, judgment and integrity. They understand athletic competition, Olympic ideals and should be familiar with the business, financial and other challenges that face FIL. They may have a strong background in finance, marketing, fundraising, audit, management, communications and sport. Before accepting a board position, candidates should be informed of board responsibilities and be asked if they are prepared to commit the necessary time and effort to fulfill them well.
 - c. **Athletes as Board Members:** Athletes are key stakeholders of FIL, and FIL bylaws require FIL Athletes Commission-appointed representation on the board. Given that athletes may be actively competing or just beginning their professional careers, attention should be given to whether the athlete being put forward has the time, flexibility and focus to perform board service.
 - d. **Ethics and Conflicts of Interest:** Avoiding real or perceived conflicts of interest is a board imperative. The board develops and follows ethics and conflict of interest policies that are applicable to NGB stakeholders, including staff, volunteers, board and committee members. These stakeholders certify compliance annually, which includes completion of conflict of interest disclosure forms.
 - e. **Fiduciary Responsibility:** Financial oversight is a crucial board responsibility and includes, but is not limited to:
 - Approving budgets
 - Hiring independent auditors to conduct annual audits
 - Approving any loans, accumulations and restricted accounts
 - Overseeing bank accounts, investment advisors and/or endowments
 - Monitoring sales transactions and checking for any unrelated business income
 - Complying with legal and fiduciary laws and regulations
 - Overseeing compensation, benefits and liability.
 - Approving capital campaigns and fundraising goals.
 - f. **Strategic Planning:** FIL board members partner with the chief executive to set strategic direction and measure progress. The value of strategic planning lies not only in creating a plan document, but also in the planning process itself. If done well, this process provokes productive thought, sparks compelling dialogue, and fosters stakeholder collaboration and commitment to the success to benefit the entire organization.
 - g. **Fund Raising:** Board members prioritize and support the execution of FIL fundraising activities.

h. Assessment

- **Chief Executive:** The FIL board, or a subset of the board, should manage the chief executive's job performance annually. The job description, any performance goals and review process should be established and agreed upon with the chief executive at least one-year in advance of the review. Board members must commit to supporting the chief executive's efforts toward goal achievement, while simultaneously holding him or her accountable to those goals. Constructive feedback, both positive and developmental, should be given regularly throughout the year.
- **Board Members:** The FIL board should engage in a self-assessment program. In addition to assessing the chief executive's performance every year, boards should assess their own performances through a simple online tool. Individual board members may evaluate the board's performance, using board member responsibilities and governing behaviors as the baseline. Results should be reported to the board and discussed at a meeting.

BOARD COMPOSITION*

- I. President (elected)
- II. Vice President (elected)
- III. Secretary General (elected)
- IV. Competition (elected)
- V. Development (elected)
- VI. Olympic Vision (board-appointed)
- VII. Independent Directors – 2 (board-appointed)
- VIII. Legal Counsel (board-appointed)
- IX. CEO (board-hired)

** Precise titles and related responsibilities may change from time to time to reflect strategic priorities.*

ROLES OF EACH BOARD POSITION

I. President

- a. In collaboration with the CEO, serves as the formal voice of FIL.
- b. Engages with sport leaders throughout the world.
- c. Provides direction to and sets the professional standards for board.
- d. Responsible for the development and implementation of FIL Strategic and Operational Plans.
- e. Chairs the International Relations Strategy Committee and leads efforts to achieve IOC and Olympic program inclusion, including the considerable travel schedule required to do so.
- f. Presides over and established the agenda for and timing of all FIL board meetings and general assemblies (GA).
- g. Proposes interim candidates to fill unanticipated board vacancies between board meetings and GAs.
- h. Chairs the Remuneration Committee and leads other committee and working groups as appropriate.
- i. Serves as an ex-officio member of all committees of the board (with voice but no vote).
- j. Performs other duties as may be assigned by the board or GA.
- k. Line Manage the CEO.
- l. Attends all board meetings, as well as annual general assemblies of members.

II. Vice-President (VP)

- a. Performs the duties of the President in the absence of the President or in the event the President is unable to serve.

- b. Serves as chair of the Nominations Committee; leads the identification of candidates for board, committee, subcommittee and working group positions; leads the board election process; oversees the selection of candidates for committee, subcommittee and working group positions; updates volunteer roles and job descriptions, as needed.
- c. Serves as a member of the International Relations Strategy Committee.
- d. Chairs the Blue Skies Working Group, the goal of which is to recommend a) new sport disciplines suitable for Olympic program consideration and b) a new world championship structure that maximizes the marketing value and strengthens the financial sustainability of FIL events.
- e. At the direction of the President, serve as a spokesperson for the FIL.
- f. Supports the CEO in assuring effective engagement of and interaction with member nations and continental federations.
- g. Facilitates an annual board evaluation process.
- h. Serves as an ex-officio member of all committees of the board (with voice but no vote).
- i. Performs other duties as may be assigned by the President, board or GA.

III. Secretary General (SG)

- a. Oversees FIL funds, financial policies, financial records and financial controls in conjunction with the CEO, who manages them operationally.
- b. Ensures that an independent audit is conducted annually and reports are prepared as required by the board.
- c. Chairs the Finance, Audit, Risk and Governance Committee(s) as appointed by the board.
- d. Provides oversight of formal communications with members.
- e. Ensures that appropriate minutes are kept of all committee and working group meetings.
- f. Serves as one of three primary contacts (along with President and CEO) with international sporting organizations, including the International Olympic Committee (IOC) SportAccord, Global Association of International Sports Federations (GAISF), IOC Sports Department, International World Games Association (IWGA) and Association of Recognised International Sports Federations (ARISF).

IV. Competition Director

- a. Maintains a broad understanding of each disciplines recognized by FIL.
- b. Oversees the development, management and oversight of FIL world championships and other events recognized by FIL.
- c. Ensures harmonization of policy across events, including bids, event management policies, procedures, handbook, eligibility, timelines, etc.
- d. Directs the selection of the Competition Committee Chairs and Event Leads; provides counsel and direction to each.
- e. Serves as the initial primary FIL contact to the Local Organizing Committee of The World Games as designated Competition Manager.

V. Technical Director

- a. Oversees the technical programs of FIL, including rules, officiating, medical, anti-doping and education.
- b. Oversees the processes of updating, approving and publishing FIL rules for each discipline recognized by FIL.
- c. Oversees the education and development of officiating throughout the world, including the transition to common accreditation standards and development pathways.
- d. Oversees all aspects of FIL event officiating, including the selection off officials for all FIL world championships and qualifying events.
- e. Leads the development of FIL Anti-Doping Policy and Anti-Doping education programs that meet World Anti-Doping Agency (WADA) requirements.

- f. Serves as a primary contact, along with the CEO, with WADA.
- g. Leads the selection of the Officiating, Rules and Education Committee chairs, as well as the Chief Medical Officer, and provides counsel and direction to each.

VI. Development Director

- a. Manages the membership program of the organization, including the presentation of new member nations and the evaluation of existing member nations based on FIL membership criteria.
- b. Oversees all lacrosse development initiatives in member and non-member nations, in collaboration with the CEO and the Director of Sport Development.
- c. Produces an annual Development Committee Report, which provides an overview of the organization's membership and development initiatives.
- d. Leads the selection of the Development Committee chair and provides counsel and direction to the committee.

VII. Olympic Vision Director

- a. Serves as a member of the International Relations Strategy Committee.
- b. Collaborates with the Capital Campaign Committee chair to identify and cultivate potential donors.
- c. Collaborates with the CEO and Capital Campaign Committee chair when meeting donors to present the FIL's history and strategic vision.
- d. Supports the International Relations Strategy Committee, as needed, when lacrosse demonstrations are being staged.
- e. Advises the US lacrosse community of the benefits of IOC recognition and Olympic Games inclusion, using the key messages and materials provided by the International Relations Strategy Committee and FIL staff.
- f. Supports and promotes changes in tournament/game formats and rules as agreed by the FIL board and membership to better position the sport for Olympic program inclusion.

VIII. Legal Counsel

- a. Provides pro-bono, unbiased and independent legal advice to the board on relevant matters, including contracts, organizational documents and policies
- b. Consult with the directors, officers, employees and agents of the organization as needed, and shall represent the best interests of FIL at all times.

IX. Independent Directors

- a. Independent Directors are appointed by the board based on their ability to offer skills, experience and perspective not adequately represented on the board but critical to effectively executing FIL's Strategic Plan.
- b. Candidates for an Independent Director position may not be considered if they have a material relationship with the FIL, either directly or through an organization that has a material relationship with FIL.
- c. Independent Directors must maintain their independence throughout their terms of service.

X. Chief Executive Officer (CEO)

- a. Marketing and Communications
 - Strengthens the position of lacrosse on the world sporting stage.
 - Develops and maintains effective contact and communications with FIL member federations and other relevant bodies.
 - Develops and implements FIL's communications and marketing strategy.
- b. Income Generation (fundraising & partnerships)
 - Develops and implements FIL's fundraising program.

- Evolves the format, structure and policies of FIL events.
- Develops and manages FIL's commercial activity relative to sponsorship platform and media rights.
- c. Financial & Legal
 - Prepares the budget and manages the finances of FIL.
 - Ensures all contractual matters relating to FIL operations are effectively negotiated, managed and organized.
- d. Development
 - Supports the development of lacrosse as a global sport.
 - Represents FIL on other relevant bodies as required.
 - Advances FIL's Olympic aspirations.
- e. Administration
 - Leads the development, evolution and execution of the FIL's strategic plan as directed by the board.
 - Advises the FIL board on all relevant matters.
 - Organizes and attends meetings of the FIL board and GA as required.
 - Oversees the organization of FIL events.
 - Oversees FIL's anti-doping program.
 - Manages FIL staff as assigned.
 - Discharges other duties and functions as required and directed by the board.