



Canadian Ski Patrol
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TERMS OF REFERENCE

Strategic Design Steering Committee

Date: February 2019

1. Purpose

The Strategic Design Steering Committee ("Committee") will provide oversight, direction, and lead the review of the Canadian Ski Patrol's business strategy and the governance structures.

2. Term

The Committee will be active from February 2019 to June 2021.

3. Membership

The Committee shall consist of no less than 7 people and no more than 11 people ("Committee Members"), two of whom will be the Chairperson of the CSP Board of Directors and the CSP President and CEO, both of whom will serve ex-officio.

The Committee will be led and chaired by the Chairperson of the CSP Board of Directors.

Committee Member Attributes:

Committee Members will be representative of the CSP membership, expressed by a diversity of thought, experience, time with the CSP, gender, language, size of zone, and geography. For clarity, the Committee will include members who are:

- Familiar with and understand how to develop strategy and business plans.
- Familiar with and understand the principles of non-profit governance.
- Representatives from Zones, Divisions, CSP Board of Directors, and the CSP National Management Committee.
- From large and small Zones.
- From all regions of the country.
- Representatives from both official languages of Canada.
- Male and female.
- Regular or Life Members of the CSP.
- Familiar with the Canadian snow sports industry.
- Representative of the diverse age groups within the CSP.

A single Committee Member may represent one or more of the attributes required of the Committee Members. Committee Members do not have to be Zone or Division Presidents or part of the Zone or Division leadership to participate. Non-executive Zone or Division members are encouraged to participate as Committee Members.

Committee Member Selection

Developing an effective Committee will require Committee Members to have specific skills and attributes to support the strategic process. The "fit" of the prospective Committee Members will be considered where fit is defined as the ability of Committee Members to work collaboratively within this group,

provide complementary skills to the group as a whole, and support the overall objectives of the Committee.

The CSP President and CEO will lead a search for the Committee Members. The search will include:

- A public call for applications.
- Identification of members who meet the attributes described herein.
- An interview with prospective Committee Members.
- Prospective Committee Members completing a pre-defined application.

The President and CEO will submit the list of Committee Member names to the CSP Board of Directors for approval. The CSP Board of Directors selection and decision is final.

Committee Members may be replaced if the Chairperson and the President and CEO determine a Committee Member is not working towards the group's objectives or is not able to work collaboratively with the other Committee Members. Committee Members who are excused may or may not be replaced.

Committee Support

The Committee will be supported by a volunteer project manager and the CSP National Office Manager.

4. Accountability and Authority

The Committee is accountable to the CSP Board of Directors. The Committee also has a responsibility to represent the broadest interests of the CSP membership and the CSP client and customers.

5. Scope of Work (SOW)

The SOW includes:

- The CSP governance model, including the CSP's:
 - Structure.
 - Relationships between governance layers.
 - By-laws and regulations.
- The CSP business strategy, including:
 - What products and services are delivered?
 - Where the products and services are delivered?
 - What stage the products and services serve during the patient care pathway?
 - Who are the customers?
 - What is cost and revenue strategy?
 - What is the value proposition and competitive advantage?
 - How are the products and services delivered? What capabilities are required?
 - What are the systems and process to monitor progress?

6. Out of Scope

The following items are out-of-scope:

- Setting levels for membership dues.
- Redefining membership classes.
- Reviewing, recommending, or setting operating budgets.
- Any financial matters not included as part of the cost and revenue strategy.

- Creating a plan to carry out the strategy.

7. Responsibilities

The Committee will:

- Review the current governance structure of the Canadian Ski Patrol
- Assess different governance models for the Canadian Ski Patrol
 - Assess:
 - How the federated model of governance is implemented to benefit the CSP?
 - What is a shared purpose for the CSP?
 - What are the roles, responsibilities, and expectations for each layer of the CSP?
 - How members are engaged?
 - How is revenue shared between the layers of the CSP?
- Recommend an updated governance model for the Canadian Ski Patrol
- Review the CSP's current strategy
- Define a new strategy for the CSP
 - Define:
 - What products and services are delivered?
 - Where the products and services are delivered?
 - What stage of the patient care process is the focus for CSP programs and services?
 - Who are the CSP's customers?
 - Create:
 - A financial model.
 - A value proposition(s) for the entire CSP.
 - Define:
 - What capabilities, skills, processes, experience, people, are needed?
 - Determine:
 - How the business progress will be monitored and tracked?
- Assess updated business practices for the execution of the strategy
- Recommend an updated delivery model, if required, for the delivery of the strategy

8. Meetings

The Committee will meet via web-based video conferencing using Skype for Business, voice-only telephone conferencing, and in-person meetings. Each Committee Member must have the necessary hardware and connectivity, including a suitable internet connection to use video conferencing, to actively participate in the meetings.

All meetings of the Committee will be chaired by the Chairperson of the CSP Board of Directors. In the event the Chairperson is unavailable, the CSP President and CEO will serve as the meeting chairperson.

Meetings will only be held if a quorum of more than 50% + 1 of the Committee Members is present for the meeting.

While the schedule and method of the meetings will be determined by the Committee, a proposed meeting schedule may include:

- Monthly video conference call meetings of no more than 2 hours in duration.
- In-person meetings:
 - June 2019 during Altitude 2019 in Toronto
 - Review needs analysis and prepare next steps
 - Present an update to the Zone and Division Presidents
 - October 2019 during the National Portfolio meetings (location TBD)
 - Review and finalize new business strategy.
 - Present an update to the Zone and Division Presidents
 - January 2020 (location TBD)
 - Review and finalize governance structure.
 - Finalize communication plan

Microsoft Office 365 Teams will be used by the Committee as a virtual portal. Reference materials, working documents, meeting notes and summaries, and final documents will be hosted on this portal. Each Committee Member will have restricted access to the portal.

An additional virtual space will be utilized to promote collaboration during the design process. www.realtimeboards.com will be used for this purpose.

Meeting summary notes will be distributed to the Committee Members only and will be posted to O365 Teams portal. Meeting summary notes and working documents are considered confidential and privileged information and will not be shared outside the Committee unless authorized by the Chair of the Board of Directors or the President and CEO.

9. Reporting

The Committee will provide a monthly report updating progress on the project to the CSP Board of Directors. This report will also be distributed to the Zone and Division Presidents.

10. Norms and Behaviours

The Committee Members will:

- Treat every member with respect.
- Focus on the issues and not on the person.
- Allow every Committee Member to be heard and listened to.
- Express their point of views with passion but not anger.
- Come prepared to meetings by reading materials distributed in advance, if applicable.
- Listen to and actively consider a variety of options.
- Serve as an independent advisor on strategic matters
- Provide a governance lens for each layer of the CSP
- Engage in communication with CSP members across Canada in order to gather information and communicate progress
- Attend conference calls via video and phone
- Attend in-person planning sessions
- Engage in discussions of the strategic options
- Serve as a lead of sub working groups defined by the committee, as required.

11. Deliverables

The Committee will be responsible for preparing:

- Steering Committee team charter.
- Monthly updates on progress for review by the CSP Board of Directors, Zone Presidents, and Division Presidents.
- Reports on current governance structure and business strategies.
- Reports on needs identification and shaping the problem(s) to be solved.
- Reports on new CSP strategy and business model
- Reports on updated governance model
- Recommendations on the governance model for review by Board of Directors
- Recommendations of new By-laws and governing documents for review by the Board of Directors

12. Timelines

Period	Activities
March 2019	Identify steering committee members and support personnel
April to May 2019	Conduct review of business strategy and governance structure. Identify main problems and issues to solve. Conduct interviews and document review. Review membership fees.
May to June 2019	Prepare a needs identification report for presentation at Altitude 2019. Plan for an in-person meeting of the working group in Toronto
June to August 2019	Design emerging business strategy and model for 2019-2020 implementation
September to October 2019	Communicate and plan implementation of new product and service model with Zones
October to December 2019	Design governance structure for CSP
January to March 2020	Communicate draft governance structure to Zones and Division
April 2020	Prepare governance materials for AGM
May 2020	Distribute new governance materials to members in advance of the AGM
June 2020	AGM votes to approve the new governance structure
July to December 2020	Complete appropriate filings with government
July 2020 to April 2021	Promote and communicate changes in governance to CSP members
April to June 2021	Implement new voting procedures and governance structure

13. Review

The Committee terms of reference will be reviewed by the CSP Board of Directors on an as-needed basis.