



GOVERNANCE AND ORGANIZATIONAL STRUCTURE FOR
**INTERNATIONAL BALLET BARRE
FITNESS ASSOCIATION (IBBFA)**

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Prepared By:	Lisa Juliet, MBA
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1. Purpose of this Document

The purpose of this document is to set out the role of the International Ballet Barre Fitness Association (IBBFA) and the "Board Members" and to ensure there are established governance policies, organizational structure and procedures to assist the Board Members in carrying out their duties.

2. Board of Directors Obligations

A. Duty of Care

Directors exercise appropriate diligence in good faith to become informed in making decisions and overseeing management.

Actions

- Attend and actively participate in meetings
- Require management to report on operations
- Diligently inquire about any potential problems they see that could arise

B. Duty of Loyalty

A director's conduct be in the best interest of the organization

Actions

- Disclose conflicts of interest
- Reveal any related business opportunities

C. Duty of Disclosure

Directors inform fellow directors and management of information known to the director that is material to corporate decisions

D. Business Judgment

Protects a disinterested director from personal liability if the decision which the director approved is a mistake.

Actions

- Presumes the director acted in an informed and good faith basis
- Presumes the director firmly believed the decision was the best for the organization

E. Confidentiality

Director must keep confidential all matters involving the organization that have not been disclosed to the general public.

F. Overview - Role of the International Ballet Barre Fitness Association (IBBFA) Board Member

The Board has an overall responsibility to oversee the operations of the International Ballet Barre Fitness Association ("IBBFA") ensuring the entity effectively meets its objectives and mission. The specific role of the Board is as follows:

- Set, monitor and (as necessary) revise IBBFA's strategy/mission
- Ensure the minimum safety standards are met
- Ensure that IBBFA has adequate resources to achieve its objectives
- Ensure IBBFA's legal and ethical integrity conform to IBBFA's ethics/ code of conduct
- Approve major operational policies, initiatives/programs
- Evaluate IBBFA's success and oversee improvements in order to enhance impact
- Ensure the good public standing of IBBFA
- Ensure that adequate internal controls are in place within IBBFA

Governance Processes

The purpose of this section is to outline fundamental functionality and attributes of the Board of Directors.

2.1. Overview

- Composition of the Board
- Meetings
- Decision Making
- Conflicts of Interest
- Management Oversight
- Governance Changes

2.2. Governance Processes

Governance Rules

1. Composition of the Board

IBBFA's will have a minimum of three Board Members and these Board Members must be anyone deemed qualified to hold the position.

1.1. Qualified individuals must have:

- A minimum of 15 years of classical ballet training from a reputable source, or
 - A minimum of 5 years experience teaching Barre Fitness, or
 - A minimum of a 4 year Degree in a related field (Kinesiology, Biomechanics, Exercises Science, Health and Wellness Management)
 - A minimum of 5 years as a certified fitness professional from an NCCA approved organization, or
 - A qualified medical professional holding a minimum of one of the following degrees (Ph.D (Doctorate), MA (Masters Degree), RN (Registered Nurse), MD (Doctor of Medicine), DO (Doctor of Osteopathic Medicine), PT (Physical Therapist), OT (Occupational Therapist) with current credentials
- o All existing Board Members must approve the addition of new Board Member.
 - o The removal of a Board Member is carried out by written notice to the relevant Board Member by the Chairperson
 - o The Advisory Board shall appoint one of their members to hold the office of Chairperson for a two-year term. A chairperson may hold the office for concurrent terms.
 - o The Board may appoint other officers or sub-committees of IBBFA who may but need not be a Board Member. These sub-committees may include but are not limited to:
 - Strategic Planning Committee
 - Audit Committee
 - Quality Committee
 - Governance Committee

1.2. Strategic Planning Committee

1.2.1. Focused on the future of the organization

1.2.2. Responsible for the program and planning

1.2.3. Monitors plan and progress on plan

1.3. Audit Committee

1.3.1. Works with internal and external auditors to ensure program accuracy and compliance

14. Quality Committee

- 14.1. Responsible for ensuring program quality
- 14.2. Active in recommending updates to maintain and exceed current standards
- 14.3. Responsible for analysing data to confirm quality is being maintained

1.5. Governance Committee

- 1.5.1. Oversees Board Member recruiting, training, continuing education and self evaluation.

2. Meetings

- 2.2. A quorum of a majority of the Board Members is needed in order for the Board to hold a meeting.
- 2.3. The Board Members shall meet in person or via videoconference at least once a quarter and at other intervals as they determine necessary.
- 2.4. Meetings of the Board may be convened at any time by the Chairperson, upon a request by any Board Member, provided that every Board Member shall receive not less than 5 days notice in writing of such a meeting and the proposed agenda for the meeting.
- 2.5. In the event that the Chairperson is not present at a meeting, the Board shall appoint a person to act as Chairperson for the meeting.
- 2.6. The Chairperson will appoint a Secretary to take minutes at every meeting and shall as soon as practicable after the close of each meeting send a copy of those minutes to each of the Board Members. These minutes shall be approved by the Board and will be signed by the Chairperson or designate, and archived.

3. Decision Making

- 3.2. Any decisions on operations may be made by the Chairperson and one Board Member.
- 3.3. At Board meetings, each Board Member, including the Chairperson, shall have one vote, and in the case of equality of votes the Chairperson shall have a second or casting vote.
- 3.4. All other decisions of the Board shall be by written resolution.
- 3.5. Anything which may be done by resolution of the Board in a meeting, may be carried out without a meeting and without any previous notice being required, by resolution in writing signed by all of the Board Members. If all Board Members do not agree with and sign the written resolution a meeting will be called to discuss and vote on the resolution.

4. Conflicts of Interest

- 4.2. The Board Members and the of IBBFA are not allowed to sit on any other Barre Based committees or engage in activities for another organization that IBBFA, unless approved by the majority of the Board Members.
- 4.3. If the Board Members of IBBFA sit on the Board or a Committee of an organization that is not approved by IBBFA, they must abstain from voting, unless requested by the Board. All Board Members must declare their interests prior to vote being taken. A current list of interests will be maintained by the Chairperson and available at each Board meeting.

5. Management Oversight

- 5.1. The hiring or termination of any Management Staff of IBBFA must be by majority decision of the Board of IBBFA.
- 5.2. The Board Members must approve the hiring of other resources to assist in the running of IBBFA if applicable.
- 5.3. The Executive Director will report to a subcommittee of Board Members, not one Board Member for oversight.
- 5.4. The Board subcommittee needs to provide guidelines and approve changes in compensation and benefits for all IBBFA staff.
- 5.5. The Board need to determine the most appropriate way of measuring the effectiveness of IBBFA in achieving its strategy.

6. Governance Changes

- 6.1. The role of the Trustees and the governance rules contained herein may be altered, repealed or added to by a majority vote of the Board of IBBFA for the time being attending a meeting of the Board convened for that purpose, and for which 7 days prior written notice has been served upon every then Board Members of the IBBFA at his or her last known address.

3. Governance Organization Structure

3.1. Governance Structure

