



Governance Policies

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Canadian Soccer Association

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I. INTRODUCTION

This document sets forth the *Governance Policies* of the Canadian Soccer Association (CSA), which define the role that the Board of Directors shall play in the affairs of the CSA. The Board's primary role is to govern and provide leadership and direction for the Association in pursuit of the Mission.

The CSA Board of Directors believes that good corporate governance is vital to the effective and efficient operation of the CSA. This requires making a distinction between the functions of the Board and those of management and the establishment of Board structures and processes which provide effective accountability, transparency and oversight.

II. THE BOARD OF DIRECTORS

1. *ROLE AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS*

a. **Role of the Board**

- To maintain authority over, and responsibility for, the structures and operations of the CSA;
- To develop policies and strategies that guide the CSA and provide direction for management;
- To ensure that a business plan for the CSA is in place;
- To ensure that there are sufficient and appropriate human and financial resources for the CSA to accomplish its work;
- To meet all legal requirements that pertain to the CSA;
- To remain attentive to the changing needs of the CSA's membership and key stakeholders;
- To operate as a corporate body, speaking with one voice through formal MOTIONS adopted at its meetings.

b. **Responsibilities of the Board**

i) **Accountability**

- Is accountable to the CSA's membership and abides by its decisions and directives.
- Maintains the trust and support of the CSA's membership;
- Ensures that the CSA operates within applicable laws and regulations;
- Ensures that the overall organizational and staffing structure facilitates the delivery of the CSA's Mission and strategic plan;
- Approves a set of human resource (management, staff, and program and administrative volunteers) policies to be administered by the General Secretary;
- Ensures that proper procedures and processes are established for responsible management succession;
- Adopts policies and processes that maintain the integrity of the CSA's information management systems;
- Ensures that policies and processes exist that identify and monitor principal business risks, address what risks are acceptable to the CSA, and ensure that appropriate systems and actions are in place to manage such risks;

- Ensures effective reporting of CSA activities to stakeholders and regulators on a timely and regular basis;
- Ensures that the CSA operates in accordance with the highest ethical and moral standards.

ii) Planning

- Develops, approves, and ensures the implementation of strategic plans, determines priorities, and monitors performance against plans;
- Approves annual capital and operating plans and monitors performance against those plans;
- Monitors performance against positioning (e.g., communications, marketing, partnership, membership) plans.

iii) Selection, Support and Evaluation of General Secretary

- Selects the General Secretary, determines the General Secretary's compensation, and sets out in clear terms the General Secretary's authority, responsibilities and accountability, and the *Executive Limitations* policy;
- Provides every support to the General Secretary to enable him/her to carry out his/her responsibilities;
- Develops and employs effective procedures and processes for the monitoring and evaluation of the General Secretary, and as required for the General Secretary's termination;
- Conducts a formal evaluation of the General Secretary on an annual basis;
- Makes provision for the General Secretary's professional development.

iv) Financial Oversight and Development

- Approves the CSA's audited year-end financial report, annual operating budget, and other financial reports as required.
- Provides every support to the General Secretary to ensure that he/she is able to carry out his/her responsibilities of financial analysis and effective utilization of the CSA's financial resources;
- Approves policies that implement sound financial controls for the CSA and ensures policy compliance;
- Approves policies regarding the CSA's fee schedules, to be ratified by the CSA membership;
- Ensures that an effective relationship is maintained between the CSA and all funding agencies and financial partners;
- Approves major financial decisions and actions as provided for in the *Executive Limitations* policy;
- Safeguards and approves changes in the CSA's assets and resources, as provided for in the *Executive Limitations* policy.

v) Board Governance and Development

- Governs in accordance with the CSA's Articles of Incorporation, By-laws, *Governance Policies*, *Executive Limitations* policy, and any other policies of the CSA;
- Approves and updates the *Governance Policies* of the CSA;
- Approves and updates the *Executive Limitations* policy;

- Approves and updates other CSA policies, including those pertaining to risk management, conflict of interest, and harassment;
- Approves or rejects recommendations by the President of appointments of the chairs and the members of the Standing and Special Committees of the Board of Directors;
- Determines the policies and procedures governing Board meetings;
- Assesses the performance of the Board and its Directors on at least an annual basis;
- Develops a recruitment, orientation and training process for new Directors;
- Ensures compliance with the CSA's Articles of Incorporation and By-laws, and forwards proposed amendments to the Articles and/or By-laws to the membership for approval;

vi) External Relations

- Develops policies regarding the conduct of relationships with external agencies, corporate partners and stakeholders;
- Develops policies regarding the protection and enhancement of the CSA's image and reputation.
- Approves or rejects recommendations by the President of appointments and/or nominations to external bodies;
- Approves a policy regarding the selection of CSA representatives to CSA National Team competitions.

2. COMPOSITION AND STRUCTURE OF THE BOARD OF DIRECTORS

The composition and structure of the Board of Directors is set out in the By-laws of the CSA.

3. MEETINGS OF THE BOARD OF DIRECTORS

a. Board Meeting Times

- The Board of Directors shall meet a minimum of three times per year as required by the By-laws of the CSA.
- Meetings may be conducted by conference call.
- The Board shall determine its meeting schedule through the development of an annual Board calendar.

b. Preparations for Board Meetings

- The agenda for the Board meetings shall be set by the President in consultation with the General Secretary and, if necessary, other Directors.
- Documents related to agenda items shall be delivered to the Directors at least ten (10) days in advance of the Board meeting by the General Secretary. Information to be considered from Board committees shall be forwarded to the General Secretary at least twenty (20) days in advance of the meeting.
- All reports to the Board shall be in written form and shall contain background information and a description of the issues for discussion.
- All regular Board meetings shall include, at a minimum, an agenda that includes the following items:
 - (i) Year-to-date financials;

- (ii) A written report from the General Secretary dealing with progress achieved toward the attainment of the CSA's strategic priorities and plans;
- (iii) Any written reports submitted by Standing or Special Committees;
- (iv) Minutes of Board meetings not previously adopted;
- (v) A status report of action items.

c. Board Meeting Rules and Procedures

- The quorum for meetings shall be a majority (50%+1) of the Directors then in office.
- The rules of procedure for meetings shall be *Robert's Rules of Order*.
- The meetings shall be chaired by the President. In the President's absence, the Vice-President shall serve as Chair. If neither are present, the Directors may elect another Director, by majority (50% +1) vote, to serve as Chair.
- In chairing the meetings, the Chair shall:
 - (i) Guide the discussion so that it proceeds in an orderly and efficient fashion, relates to MOTIONS, respects *Roberts' Rules of Order* and the CSA Board Meeting Code of Conduct, and deals with Board business;
 - (ii) Ensure that all views are heard, that the Board reaches decisions, and that the will of the majority prevails;
 - (iii) Vote only in the event of a tie;
 - (iv) Be responsible primarily for facilitating debate.

d. Consent Agenda

- The consent agenda is a device to enhance the efficiency of meetings of the Board of Directors. It allows the Board to approve routine or non-controversial items together without discussion or individual motions.
- Typical consent agenda items pertain to routine or procedural matters, or matters that are likely to be non-controversial. Examples include:
 - (i) Reports forwarded to the Board for information only;
 - (ii) Correspondence requiring no action by the Board;
 - (iii) Documents requiring only formal Board approval;
 - (iv) Minutes of Board committee meetings.
- The procedure is as follows:
 - (i) When preparing the Board meeting agenda in consultation with General Secretary, the President determines whether an item belongs on the consent agenda;
 - (ii) A numbered list of the consent items is prepared for inclusion on the Board meeting agenda;
 - (iii) All supporting documents for the consent items are included in the Board meeting package;
 - (iv) At the beginning of the meeting, the President asks Directors if there are items that they wish removed from the consent agenda and discussed individually;
 - (v) If any Director requests that an item be removed from the consent agenda, it must be removed. Directors may request that an item be removed for any reason; for example, they may wish to discuss the item, to query the item, or to register a vote against the item;
 - (vi) Once an item has been removed, the Board can decide whether to take up the matter immediately or place it on the regular meeting agenda;
 - (vii) When there are no more items to be removed, a vote is taken on the adoption of

- the consent agenda;
- (viii) When preparing the meeting minutes, the General Secretary itemizes the business that was approved as part of the consent agenda.

e. Board Meeting Code of Conduct

- Each Director shall attend Board meetings regularly and participate fully in Board deliberations.
- Each Director shall conduct himself/herself in Board meetings with a view to furthering the general interests of the CSA and not the interests of individual and group stakeholders.
- Each Director shall respect confidentiality of Board business and Board deliberations.
- Each Director shall support the majority decisions of the Board and speak with a unified voice to the membership and the community.
- Each Director shall conduct himself/herself in Board meetings in a manner exhibiting courtesy, goodwill, objectivity, frankness, openness to new ideas, constructiveness, independent-mindedness, restraint, effective communication, willingness to compromise, and respect for others.
- Each Director shall ensure that the discussion of business occurs at the Board table and not outside the Board room between meetings.
- Each Director shall adhere to the conflict of interest requirements as they relate to Board meetings.
- Each Director shall notify the President and General Secretary in advance of a Board meeting if he or she is unable to attend.

III. BOARD OFFICERS AND DIRECTORS

1. ROLE AND RESPONSIBILITIES OF THE PRESIDENT

a. Role of the President

- To keep the Board focussed on advancing the Mission and plans of the CSA.
- To ensure the Board develops policies and strategies that guide the CSA.
- To ensure the relationship between the Board and General Secretary remains positive, constructive and professional at all times.
- To play a leading role in communicating externally the Mission and Core Values of the CSA, and information about CSA's activities that is consistent with the views of the Board of Directors and General Secretariat.
- To represent the collective will of the Board in communicating with the General Secretary.
- To represent the CSA at meetings and events of FIFA and CONCACAF.
- Except as noted elsewhere in the *Governance Policies*, to bind the CSA only with the consent of the Board of Directors.
- To carry out his/her responsibilities as a Director and Officer of the CSA.

b. Responsibilities of the President

(i) Leadership of the Board

- Ensures that the Board carries out its responsibilities as defined in the CSA's By-laws and *Governance Policies* and other policies of the CSA;

- Ensures that the Board attends to its internal governance functions, including those related to the orientation of Board candidates and to the Board’s evaluation of its own performance;
- Recommends to the Board the appointment of the chairs of Standing and Special Committees, except the Nominations Committee and the Emergency Committee;
- Recommends to the Board the appointment of the members of the Standing and Special Committees except the Nominations Committee;
- Serves as an ex-officio member of all Board and CSA Standing and Special Committees with the exception of the Nominations Committee, Emergency Committee, and other committees as may be determined by the Board;
- Receives copies of all reports from Board committees in advance of Board meetings, except as may be determined by the Board;
- Serves as one of the CSA’s Signing Officers;
- Remains familiar with all policies and procedures of the CSA;
- Prepares, together with the General Secretary, the agenda and related documents for meetings of the Board of Directors and for General Meetings of the Association.

(ii) Evaluating the Performance of the General Secretary

- Delivers the General Secretary’s performance review as prepared by the Board of Directors.

(iii) Chairing Meetings

- Chairs meetings of the Board of Directors, the Emergency Committee, and General Meetings of the Association;
- Ensures that meetings of the Board are conducted in accordance with *Robert’s Rules of Order*, the Board Meeting Rules and Procedures, and the Board Meeting Code of Conduct.

(iv) External Relationships

- Speaks and votes on behalf of the CSA at FIFA, CONCACAF, and other external meetings always in a manner that is consistent with the will of the Board of Directors;
- When appointed, sits on FIFA and CONCACAF committees representing the interests of the CSA within those respective soccer communities;
- On behalf of the CSA, communicates directly with the respective FIFA and CONCACAF Presidents and members of FIFA and CONCACAF Executive Committees; such communication shall be reported to the next meeting of the CSA Board of Directors, and shall not commit the CSA to a course of action that does not have the approval of the Board;
- Ensures that decisions reached by FIFA or CONCACAF that are applicable to the CSA are brought to the attention of the Board of Directors for consideration.

2. ROLE OF THE VICE-PRESIDENT

a. Role of the Vice-President

- To work closely with the President in providing leadership and direction for the CSA.

b. Responsibilities of the Vice-President

- To perform his/her role and responsibilities as a Director and Officer of the CSA.
- To perform the responsibilities of the President in the President's absence or inability to act.
- To serve as one of the signing officers.

3. ROLE AND RESPONSIBILITIES OF A DIRECTOR

a. Role of a Director

- To take every measure to ensure that the CSA is governed effectively and, in particular that the Board of Directors carries out those responsibilities with which it is entrusted by the CSA membership.
- To practice the standard of due diligence, loyalty, care and obedience that are required of a Director.
- To act at all times within the scope of the governing documents of the CSA and always in recognition of the principle that the Board's role is to govern and management's role is operational.
- To contribute skills, knowledge, influence and other assets that allow the CSA to carry forward with its priorities, plans and policies.
- To act honestly, in good faith, and in the best interests of the CSA and not the interests of particular constituencies.

b. Responsibilities of a Director

(i) Accountability

- Understands and meets the legal requirements and obligations of a Director;
- Understands the legal, regulatory, business, social and political environments in which the CSA operates;
- Remains informed about the legislation under which the CSA exists, and the CSA's Articles, By-laws, mission, values and policies as these pertain to the duties of a Director;
- Possesses a clear understanding of the governance structure of the CSA;
- Keeps generally informed about the activities of the CSA and the issues that affect the CSA;
- Supports and abides by the majority decisions of the Board — except when there is reasonable grounds to believe that the Board has acted without full information or in a manner inconsistent with its fiduciary obligations; in such circumstances, to ask for a review of the decision;
- Respects and maintains the confidentiality of Board business and Board deliberations;
- Confines discussions of Board issues to Board meetings to avoid situations where decisions are made outside of the board room;
- Acts so as to develop and retain the trust of other Directors;
- Declares any apparent or real personal conflict of interest or loyalty in accordance with the CSA's by-laws and policies and statutory requirements;
- Demonstrates high ethical standards and integrity as a Director of the CSA.

(ii) Participation in Board/Committee Meetings

- Plans time prior to Board/Committee meetings to review the meeting agenda and accompanying documents and thus be prepared to engage in an informed discussion on the matters before the Board/Committee;
- Participates in CSA events and activities when required;

- Respects the CSA Board Meeting Rules and Procedures and Board Meeting Code of Conduct at all times;
- Asks questions when the information provided at a meeting is inadequate or the question before the meeting is unclear, and voices clearly and explicitly any opposition to a decision being considered at the meeting;
- Takes every measure to ensure that the Board remains attentive to CSA priorities and plans and informs the General Secretary of identified failures as these become apparent;
- Reads and understands the CSA's financial statements and financial reports, and otherwise helps the Board fulfill its fiduciary responsibilities;
- Helps develop and maintain a spirit of collegiality and positive interpersonal relationships within the Board;
- Refrains from assessing the performance of members of the General Secretariat during Board meetings;
- Contributes to the Board's evaluation of its performance;
- Contributes to the assessment the General Secretary's performance.

(iii) Communications

- Never speaks for the Board of Directors or the CSA unless authorized to do so.
- Confines communication with the CSA staff to interchanges with the General Secretary at Board meetings, so that the lines of accountability within the Board and within the General Secretariat remain clear, except when authorized by the Board.
- Fosters and promotes a positive image of the Board and the CSA with its stakeholders and in the community.
- Represents the CSA in the community effectively by focussing on the CSA's accomplishments as well as its needs and challenges.

IV. STANDING AND SPECIAL COMMITTEES

1. GENERAL

a. Purpose

- The Board of Directors shall establish Standing and Special Committees to assist it with its work; such committees are not to be involved in the CSA's day-to-day operations.
- Standing Committees of the Board are permanent and have a governing function: they assist the Board in carrying out its responsibilities, including oversight, planning, risk management, policy development, Director recruitment and Board self-evaluation.
- Special Committees of the Board are struck periodically to undertake a specific task or project that is to be completed within a defined period of time; they are dissolved after they have completed their work.
- The Standing Committees of the CSA Board are: Audit and Finance; Governance; Nominations; Risk Management, International Relations, and Emergency.

b. Authority

- Committees are advisory to the Board. Except where so authorized, they do not have the authority to make decisions or act for the Board.

- Committees are to operate within their approved budgets.

c. Meetings

- Background information for committee meetings is to be forwarded to committee members in advance of the meetings in a timely fashion.
- Committee members are expected, prior to meetings, to review all background information sent to them.
- Committee members are expected to notify the committee chair in a timely fashion if they are unable to attend or participate in a meeting.
- At meetings, the committee chair shall:
 - (i) Guide the discussion so that it proceeds in an orderly and efficient fashion, respects *Robert's Rules of Order* and the CSA Board Meeting Code of Conduct, and deals with committee business;
 - (ii) Ensure that all views are heard and that the committee formulates recommendations that reflect the majority will.
- All members of Standing and Special Committees are required to abide by the principles contained within the CSA Board Meeting Code of Conduct.
- Committees report to the Board by means of written reports, which should be forwarded, together with any committee meeting minutes, to the General Secretary, at least twenty (20) days in advance of a Board meeting for inclusion with the Board meeting materials.
- Committees may establish sub-committees to assist them with their work.
- Committees may invite individuals who are not members of the committee to meetings to assist them with their work.
- Committee meeting minutes are to be approved by their respective Committee and forwarded to the General Secretary's Office within 30 calendar days of the meeting.

2. AUDIT AND FINANCE COMMITTEE

a. Composition and Eligibility

- Committee composed of no fewer than four members, plus the President (ex officio) and the General Secretary (non-voting).
- Committee may include members who are not Directors to expand its expertise.
- Committee Chair must be a member of the Board.
- Committee members should possess an understanding of the committee's terms of reference and should also have a basic level of financial literacy.
- At least one committee member shall have accounting or related financial management expertise (i.e., employment experience in finance and accounting, professional certification in accounting, or other comparable financial background or experience).

b. Role of the Committee

- To assist the Board in carrying out its financial oversight responsibilities by performing monitoring, reviewing and advisory functions.

c. Responsibilities of the Committee

- Meets with the auditor at the time of the annual audit, and reviews the following matters:
 - (i) Any matters identified in the previous year's audit as needing special attention, and whether steps have been taken to deal with these matters;

- (ii) Any changes in accounting practices from previous years;
- (iii) Any changes recommended regarding the effectiveness and efficiencies of the current financial practices, processes and procedures;
- (iv) Any changes recommended regarding the scope of the audit in future years;
- Forwards draft audited financial statements to the Board for approval and submission to the Annual General Meeting.
- Reviews and makes recommendations to the Board on the annual budget, on the basis of the strategic priorities, plans and resources of the CSA.
- Reviews and makes recommendations to the Board on an ongoing basis on any matter or question relating to the financial position of the CSA.
- Reviews and makes recommendations to the Board on internal processes and procedures for financial reporting and other internal financial controls.
- Monitors, reviews and reports to the Board on the assets and investments of the CSA.
- Recommends to the Board the appointment of the auditor and the audit fees.

d. Procedures

- Quorum to be a majority (50%+1) of the voting members of the Committee.
- Committee authorized to meet without the General Secretary present.
- Decisions to be made by majority (50%+1) vote of the eligible voting members with the chair having a vote only in the event of a tie.
- Committee members (including chair) to be appointed by the President with the approval of the majority (50% + 1) of the Board of Directors within one month of the Annual General Meeting.
- In the chair's absence or inability to act, one of the other committee members to serve as chair.
- Meetings to be held, if necessary, by conference call; decisions may be made as a result of an e-mail vote.
- Minutes of meetings to be taken and made available at the next meeting of the Board.

3. GOVERNANCE COMMITTEE

a. Composition and Eligibility

- Committee composed of no fewer than four members, plus the President (ex officio) and the General Secretary (non-voting).
- Committee may include members who are not Directors to expand its expertise.
- Committee Chair must be a member of the Board.
- Committee members should possess an understanding of the committee's terms of reference and also should have a basic understanding of the requirements of effective Board governance and related issues of organizational effectiveness.

b. Role of the Committee

- To assist the Board in developing, implementing and reviewing the By-laws and governance policies of the CSA.

c. Responsibilities of the Committee

- Reviews and proposes amendments to the By-laws of the CSA.

- Develops, reviews and updates the CSA *Governance Policies* for the approval of the Board, and other policies as assigned by the Board.
- Develops an orientation process for new Directors.
- Assists the Board in conducting an annual evaluation of the Board's performance, and other Board evaluation processes as required.
- Recruits and selects candidates for the independent positions on the Nominations Committee and forwards the selected candidates to the Board of Directors for ratification.
- Selects candidates for the Director positions on the Nominations Committee and forwards the selected candidates to the Board of Directors for ratification.

d. Procedures

- Quorum to be a majority of the voting members of the Committee.
- Decisions to be made by majority (50%+1) vote of the eligible voting members with the chair having a vote only in the event of a tie.
- Committee members (including chair) to be appointed by the President with the approval of the majority (50% + 1) of the Board of Directors within one month of the Annual General Meeting.
- In the chair's absence or inability to act, one of the other committee members to serve as chair.
- Meetings to be held, if necessary, by conference call; decisions to be made either by an oral vote or email.
- Minutes of meetings to be taken and made available at the next meeting of the Board.

4. NOMINATIONS COMMITTEE

a. Composition and Eligibility

- Composed of five (5) members, including a Chair. Two (2) of the Committee members shall be Directors and three (3) shall be independents. (An independent is defined here as a person who at the time of his/her appointment is not an officer, director or employee of the CSA or of a Provincial/Territorial Association Member).
- The President and Vice President shall not be a member of the Nominations Committee.
- No more than one member of the Nominations Committee shall be from any one Province or Territory.
- Each year the longest serving independent Committee member and the longest serving Director on the Committee shall be replaced.
- The term of a member of the Nominations Committee who is a Director shall be a maximum of two (2) years, and the term of an independent member of the Nominations Committee shall be a maximum of three (3) years.
- The terms of the Committee members shall commence thirty (30) days after the Annual General Meeting in the year of their appointment.
- The terms of the Committee shall come to an end thirty (30) days after the close of the Annual General Meeting which is the completion of their term.
- No member of the Nominations Committee may let his or her name stand for election to the Board unless nine (9) months have elapsed since his or her resignation or completion of his or her term.

- No member of the Nominations Committee may let his or her name stand for appointment to the Board unless eleven (11) months have elapsed since his or her resignation or completion of his or her term.

b. Role of the Committee

- To recruit candidates for the Board.
- To ensure that Board recruitment is driven by the strategic priorities of the CSA.
- To ensure that Board composition complies with the CSA's by-laws and *Governance Policies*.
- To develop effective processes for the recruitment of candidates for the Board.

c. Responsibilities of the Committee

- Recommends to the Board strategies and processes for the recruitment and nomination of Directors.
- Conducts an assessment of the knowledge, skills and competencies of the current Board to identify any gaps in the composition of the Board.
- Prepares for the Board an announcement requesting names for nomination to the Board and, upon Board approval, circulates the announcement.
- Receives the names of nominated candidates.
- Forwards to the Board a list of candidates nominated for the appointed Board positions that reflects the required mix of knowledge, skills and competencies necessary to provide effective governance for the CSA.
- Ensures that a candidate or candidates are identified for each elected position.
- Compiles the list of candidates for the elected positions on the Board and presents the list to the Membership in accordance with the timelines defined in the CSA's by-laws.
- Submits a copy of the list of candidates to each Provincial/Territorial member fifty-five days prior to the Annual General Meeting.
- Ensures that a background check is conducted for each candidate.
- Ensures that a candidate's nomination is not put forward if the candidate declines to have a background check conducted.
- Ensures that the composition of the Board creates a diverse and effective Board as follows:
 - Minimum of three (3) qualified individuals of each gender;
 - Regional diversity;
 - One current or former athlete;
 - One individual currently involved in professional soccer in an administrative capacity;
 - Skill-sets, experience and capabilities, including, but not limited to:
 - Legal expertise
 - Accounting or comparable expertise
 - Community fund-raising expertise
 - Governance expertise
- Where a vacancy occurs as a result of the death, incapacity, resignation, retirement or removal of a Director, nominates a candidate to fill the vacancy.

d. Procedures

- Quorum to be a 2/3 majority of the members of the Committee.
- Decisions to be made by majority (50%+1) vote of the members with the chair having a vote only in the event of a tie.
- The Chair shall be elected by the members of the Committee at its first meeting.

- In the Chair's absence or inability to act, one of the other Committee members to serve as Chair.
- Meetings to be held as required and, if necessary, by conference call; decisions may be made as a result of an e-mail vote.
- Minutes of meetings to be taken and made available at the next meeting of the Board.

e. The Board and the Nominations Committee

- The Board shall hold an in-camera session to review the Nominations Committee's list of nominated candidates, together with the Committee's rationale, and shall ratify the Committee's nominations.
- The Board may reject any candidate nominated by the Nominations Committee only for good cause as specified below and only as a result of a 75% vote of the Board.
- The circumstances in which the Board may reject any nominated candidate include but are not limited to the following:
 - The candidate is in a conflict of interest;
 - The candidate is found to have a criminal record;
 - The candidate is currently bankrupt;
 - The candidate has a legal impediment that prevents the candidate from serving;
 - The diversity requirements for the composition of the Board are not met.
- The Board shall ratify the Governance Committee's selection of candidates for the Independent and Director positions on the Nominations Committee.
- The Board may remove a member of the Nominations Committee for good cause as a result of a 75% majority vote. Such cause shall include:
 - Conflict of interest;
 - Failure to perform duties and responsibilities;
 - Exceeding the limits of the member's authority;
 - Discovery of a criminal record;
 - Failure to respect and comply with the spirit and intent of the By-laws, rules and regulations, and policies of the CSA.
- The Board shall appoint a replacement member for any vacated position on the Committee for the balance of that term.

5. RISK MANAGEMENT COMMITTEE

a. Composition and Eligibility

- Composed of no fewer than four members, plus the President (ex officio) and the General Secretary (non-voting).
- Committee may include members who are not Directors to expand its expertise.
- Committee Chair must be a member of the Board.
- Committee members should possess an understanding of the committee's terms of reference and collectively should have expertise in law, financial management, or particular risk areas such as harassment, insurance, labour practices, etc.

b. Role of the Committee

- To assist the Board and its Committees in fulfilling its duty of care with respect to the safety and integrity of the operations of the CSA.

- To provide oversight regarding potential and significant hazards and risks to the CSA.
- To make policy recommendations to the Board of Directors regarding risk management.

c. Responsibilities of the Committee

- Develops risk management policies to be presented to the Board of Directors for approval;
- Recommends processes for risk identification and monitoring.
- Reviews the CSA's risk management policies to ensure that they are up to date.
- Reviews the CSA's processes for risk identification and monitoring to ensure that they are effective.
- Monitors and evaluates internal and external risk exposure and makes recommendations to the Board of Directors in specific instances of risk to the CSA.

d. Procedures

- Quorum to be a majority (50%+1) of the voting members of the Committee.
- Decisions to be made by majority (50%+1) vote of the eligible voting members with the chair having a vote only in the event of a tie.
- Committee members (including chair) to be appointed by the President with the approval of the majority (50% +1) of the Board of Directors within one month of the Annual General Meeting.
- In the chair's absence or inability to act, one of the other committee members to serve as chair.
- Meetings to be held, if necessary, by conference call; decisions may be made as a result of deliberations and a vote using e-mail.

6. INTERNATIONAL RELATIONS COMMITTEE

a. Composition and Eligibility

- Composed of no fewer than four members, including the President (ex officio) and the General Secretary (non-voting).
- Committee may include experienced individuals whose area of expertise will be a direct benefit to the Committee in carrying out specific projects.
- Committee Chair must be a member of the Board.
- Committee members should possess an understanding of the committee's terms of reference and collectively should have expertise in areas that are relevant to the CSA's international relations.

b. Role of the Committee

- To build professional and effective relationships with FIFA and CONCACAF, as well as the other confederations and national associations worldwide.
- To use international relationships to foster and strengthen the ability of the CSA to develop and grow the sport in Canada.

c. Responsibilities of the Committee

- Makes recommendations to the Board on policies to be adopted in relation to FIFA, CONCACAF and policies of other football associations and confederations.
- Makes recommendations to the Board on appointments to committees and panels of FIFA, CONCACAF and other international bodies (with the exception of the FIFA International

Match Officials Lists).

- Recommends to the Board of Directors a policy regarding the selection of CSA representatives to CSA National Team competitions.
- Develops policies in respect of the international outreach programs sponsored or supported by the CSA.

d. Procedures

- Quorum to be a majority (50%+1) of the voting members of the Committee.
- Decisions to be made by majority (50%+1) vote of the eligible voting members with the chair having a vote only in the event of a tie.
- Committee members (including chair) to be appointed by the President with the approval of the majority (50% + 1) of the Board of Directors within one month of the Annual General Meeting.
- In the chair's absence or inability to act, one of the other committee members to serve as chair.
- Meetings to be held, if necessary, by conference call; decisions may be made as a result of deliberations and a vote using e-mail.

7. EMERGENCY COMMITTEE

a. Composition and Eligibility

- Composed of the President and two other Directors elected by the Board.
- The General Secretary may advise the Emergency Committee.
- Committee members should possess an understanding of the committee's terms of reference.

b. Role of the Committee

- To exercise specified powers of the Board of Directors in critical emergency situations where it is impossible for the Board to be convened either in person or using teleconferencing or other comparable means of communication.

c. Responsibilities of the Committee

- Makes decisions in critical emergency situations except in relation to any of the following matters:
 - Dissolution of the CSA;
 - Hiring or dismissal of the General Secretary;
 - Negotiation of contracts or approval of mergers or partnerships;
 - Changes to the organizational structure of the CSA;
 - Approval or alteration of a Board-approved budget;
 - Adoption or elimination of major CSA programs;
 - Appointments and/or nominations to external bodies;
 - Selection of CSA representatives to CSA National Team competitions;
 - Purchase or sale of CSA property;
 - Amendment of the By-laws and the Rules and Regulations of the CSA;
 - Amendment of CSA policies that require Board approval;
 - Suspension, discipline or removal of any Member of, or persons holding an official position in the CSA or its member Associations.

d. Procedures

- Quorum to be all voting members of the Committee.
- Decisions to be made by unanimous vote of the members of the Committee.
- Meetings may be held by conference call.
- Minutes of meetings to be taken and made available at the next meeting of the Board.
- All decisions or actions by the Committee must be ratified by the Board of Directors by a majority (50%+1) vote within seventy-two (72) hours.

V. OPERATIONAL COMMITTEES

1. GENERAL

a. Purpose

- The general purpose of Operational Committees is to bring together the professional leadership of CSA staff and the expertise and knowledge of the CSA's program volunteers to develop and deliver programs that further the mission, vision and priorities of the CSA Strategic Plan.
- The following Operational Committees shall be created:
 - (i) Technical Committee
 - The Technical Committee shall have the following sub-committees:
 - Coach Development
 - Player Development
 - (ii) Referees' Committee
 - (iii) Sport Medicine Committee
 - (iv) Professional Soccer Committee
 - (v) Competitions Committee
 - (vi) Women's Soccer Committee

b. Authority

- Operational Committees are solely accountable to and shall only take direction from the General Secretary.
- Operational Committees shall operate only under the authority granted to them by the General Secretary.
- Operational Committees have no authority to make decisions or act for the General Secretary.
- Operational Committees must have Terms of Reference as provided by the General Secretary.
- Operational Committees shall have a stated role or purpose that shall be approved by the Board.

c. Meetings

- Background information for committee meetings is to be forwarded to committee members in advance of the meetings in a timely fashion.
- Committee members are expected, prior to meetings, to review all background information sent to them.

- Committee members are expected to notify the committee chair in a timely fashion if they are unable to attend or participate in a meeting.
- At meetings, the committee chair shall:
 - (i) Guide the discussion so that it proceeds in an orderly and efficient fashion, respects *Robert's Rules of Order* and the Board Meeting Code of Conduct, and deals with committee business;
 - (ii) Ensure that all views are heard and that the committee formulates recommendations that reflect the majority will.
- All Operational Committees shall keep meeting minutes and shall produce written reports for the General Secretary in a timely manner.

d. Purpose of the Operational Committees

Technical Committee:

- To coordinate on a national basis all matters of a technical nature in respect to development and delivery of coaching, long term player development, club and community development, FUTSAL, Beach Soccer and Athletes with a Disability programs and services.
- To provide leadership in the achievement of effective alignment and collaboration between the national and Provincial/Territorial Associations on technical and related matters.

Referees' Committee:

- Provides leadership in the development of a national and international strategy and policies on all refereeing matters together with its implementation as it applies to soccer in Canada.
- To provide leadership in the achievement of effective alignment and collaboration between the national and Provincial/Territorial Associations and national and international associations on all matters of referee development.
- To increase the quality and quantity of referees through an extensive program of education, support, and resources at the community, Provincial/Territorial and national and international levels.
- Promotes an understanding and uniform interpretation of the laws of the game, and adherence to CSA approved mechanics for refereeing games.

Sport Medicine Committee:

- To provide leadership and advice on all aspects of medicine, physiology and hygiene.
- To propose policies that may improve the physical health of players and guarantee their physical fitness; devise and implement regulations, directives and instructions relating to medicine, (in particular in relations to doping).
- To provide support and advice to the National Teams in respect of the physical health of players.

Professional Soccer Committee:

- To deal with all matters in relation to professional soccer, except the status of players.
- To foster and develop a positive and cooperative relationship between the CSA and professional and semi-professional teams on a national basis.
- To develop and review periodically Professional Soccer Standards for both Professional and Semi-professional teams and leagues and to ensure compliance.

Competitions Committee:

- To work directly with the Provincial/Territorial Associations to administer, operate and promote the CSA's National Competitions Program.
- To develop and promulgate Rules and Regulations governing National Club and All-star Competitions at youth and senior levels (including Masters/Classics).

Women's Soccer Committee:

- To provide leadership in the recommending of programs and services required to promote the development of women's soccer.
- To make policy recommendations and provide support to the other Operational Committees regarding the role of women in soccer.