



Governance Policies

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Canada Soccer

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I. INTRODUCTION

This document sets forth the key governance policies of the Canadian Soccer Association (“Canada Soccer”), which define the roles and responsibilities, terms of reference, and relationships between the Board of Directors, the General Secretary, and the Judicial Bodies of Canada Soccer.

Good corporate governance is vital to the effective and efficient operation of Canada Soccer. It entails establishing, maintaining and enhancing structures and processes that ensure accountability, transparency, inclusiveness, the pursuit of strategic objectives, and high standards of ethical behaviour.

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 conduct of the affairs of Canada Soccer;
- To develop policies and strategies that guide Canada Soccer and provide direction for management;
- To ensure that there are sufficient and appropriate human and financial resources for Canada Soccer to accomplish its work;
- To remain attentive to the changing needs of Canada Soccer's membership and other key stakeholders;

b. Responsibilities of the Board

i) Accountability

- Maintains an effective relationship with Canada Soccer's Members and its other stakeholders.
- Ensures compliance with all applicable domestic laws and regulations.
- Monitors the overall organizational and staffing structure that facilitates the delivery of Canada Soccer's Mission and strategic plan.
- Ensures that a business plan for Canada Soccer is in place;
- Ensures that updated human resource policies, administered by the General Secretary, are in place.
- Ensures that effective procedures and processes are in place for responsible management succession.
- Ensures that policies and processes are in place that maintain the integrity of Canada Soccer's information management systems.
- Ensures that policies and processes are in place that identify and monitor principal organizational risks, address what risks are acceptable to Canada Soccer, and ensures that appropriate systems and actions are in place to manage such risks.
- Ensures compliance with Canada Soccer's *By-laws, Rules and Regulations, Code of Conduct and Ethics, Disciplinary Code* and policies and the *Statutes, regulations, directives and decisions of FIFA and Concacaf* at all times, and with all duties arising therefrom.
- Ensures compliance with the IFAB Laws of the game, FIFA Futsal Laws of the Game, or FIFA Beach Soccer Laws of the Game, in force.

ii) Planning

- Develops, approves, and ensures the implementation of strategic plans, determines priorities, and monitors performance against plans.
- Approves annual budget, receives the operating plan, and monitors performance against both.

iii) Selection, Support and Evaluation of General Secretary

- Is responsible for the appointment, evaluation, and dismissal of the General Secretary.
- Approves the General Secretary's compensation.
- Approves and updates the *Executive Limitations* policy, which determines the General Secretary's authority and accountabilities.
- Provides every support to the General Secretary to enable him/her to carry out his/her responsibilities.
- Develops, updates and employs effective procedures and processes for the assessment of the performance of the General Secretary on an annual basis.
- Makes provision for the General Secretary's professional development.

iv) Financial Oversight and Development

- Approves Canada Soccer's audited year-end financial report, budget, annual operating plan and receives other financial reports as required.
- Ensures the effective utilization of Canada Soccer's financial resources.
- Approves policies that implement sound financial controls and ensures policy compliance.
- Approves policies regarding Canada Soccer's fee schedules.
- Ensures that an effective relationship is maintained between Canada Soccer and all funding agencies and financial partners.
- Approves major financial decisions and actions as provided for in the *Executive Limitations* policy.
- Safeguards Canada Soccer's assets and resources, as provided for in the *Executive Limitations* Policy.
- Recommends the appointment of an external recognized firm of an independent certified public accountant to audit the annual financial statements of Canada Soccer.

v) Board Governance and Development

- Governs in accordance with Canada Soccer's
 - *Articles of Incorporation*
 - *By-laws*
 - *Strategic Plan*
 - *Governance Policies*
 - *Executive Limitations* Policy
 - *Code of Conduct and Ethics*
 - *Disciplinary Code*; and
 - other policies of Canada Soccer.
- Complies with the *Statutes*, regulations, directives and decisions of FIFA and Concacaf at all times, and with all duties arising therefrom.
- Approves and updates the *Governance Policies*, *Executive Limitations Policy*, *Code of Conduct and Ethics*, *Disciplinary Code* and other policies of Canada Soccer.
- Approves the appointments of the chairs and the members of the Standing and Special Committees, recommended by the President.
- Approves the policies and procedures governing Board meetings.
- Assesses the performance of the Board and its Directors on at least an annual basis.
- Ensures that there are Board recruitment, orientation and training processes in place.

- Approves the terms of reference of Special Committees.
- Proposes amendments of the *Articles and By-laws* for the approval of the Voting Members, in accordance with Section 2.05 of the *By-laws*.
- Amends the *Rules and Regulations, Code of Conduct and Ethics, and Disciplinary Code*, in accordance with Section 2.06 of the *By-laws*.
- Acting as a Member class, elects individuals to the position of Independent Director in accordance with Section 6.03 C iv. of the *By-laws*.
- Appoints the Officers of Canada Soccer (President & Vice President) in accordance with Sections 6.03 C vii. and viii. of the *By-laws*.

vi) Membership

- Reviews each application for Membership and recommends to the Members that the application be approved or rejected.
- Refers cases of alleged non-compliance by a Voting or Non-Voting Member with the *By-laws, Code of Conduct and Ethics, or Disciplinary Code* to the appropriate Judicial Body, in accordance with Section 3.03 C of the *By-laws*.
- Approves the Membership Fees for Professional Club and League Members.

vii) External Relations

- Develops policies regarding the conduct of relationships with external agencies, corporate partners and other stakeholders.
- Develops policies regarding the protection and enhancement of Canada Soccer'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 Heads of Delegation.

2. COMPOSITION AND STRUCTURE OF THE BOARD OF DIRECTORS

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

3. MEETINGS OF THE BOARD OF DIRECTORS

a. Board Meeting Times

- The Board shall meet a minimum of three times per year as required by Section 7.01 A. i. of the *By-laws*.
- Meetings may be conducted by conference call.
- The Board shall determine its meeting schedule by developing an annual Board calendar, which shall be presented at the first Board meeting following the Annual Meeting of the Members, and shall be updated on a regular basis.

b. Preparations for Board Meetings

- The agenda for each Board meeting shall be set by the President in consultation with the General Secretary and, if necessary, other Directors.
- The agenda and related documents shall be forwarded to the Directors at least seven (7) days in advance of the Board meeting by the General Secretary.
- Reports/information to be considered from Board committees shall be forwarded to the Office of the General Secretary at least ten (10) days in advance of the meeting.

- Reports to the Board on important policy matters shall be in written form and shall contain background information and a description of the issues for discussion.
- Regular Board meetings shall include, at a minimum, an agenda that includes the following items:
 - Year-to-date financials (quarterly);
 - A report from the General Secretary outlining with progress on strategic priorities and plans;
 - Minutes and written reports submitted by Standing or Special Committees;
 - Minutes of Board meetings not previously adopted;
 - A status report of Actions.

c. Board Meeting Rules and Procedures

- The quorum for meetings shall be a majority of the Directors then in office.
- The rules of procedure for meetings shall be *Robert's Rules of Order* where applicable.
- The meetings shall be chaired by the President. In the President's absence, the Vice-President shall serve as chair. If neither is present, the Directors may elect another Director to serve as chair.
- In chairing the meetings, the chair shall:
 - Guide the discussion so that it proceeds in an orderly and efficient fashion, relates to MOTIONS, respects *Roberts' Rules of Order* and the Board Meeting Code of Conduct, and deals with Board business;
 - Ensure that all views are heard, that the Board reaches decisions, and that the will of the majority prevails;
 - Vote only in the event of a tie;
- A list of Board Actions and Motions arising out of each Board meeting shall be forwarded to Directors as soon as possible following the meeting, and at the very least within 14 days.
- The agenda for Board meetings shall have the following format: (i) the topic; (ii) the presenter; and (iii) the desired outcome (e.g., received for information, board discussion, board decision).

d. Consent Agenda

- The consent agenda is a device to enhance the efficiency of meetings of the Board. 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 not controversial. Examples include:
 - reports forwarded to the Board for information only;
 - correspondence requiring no action by the Board;
 - documents requiring only formal Board approval;
 - minutes of Board and Standing Committee meetings.
- When preparing the Board meeting agenda, the President determines whether an item belongs on the consent agenda; A numbered list of the consent items is prepared for inclusion on the Board meeting agenda.
- All supporting documents for the consent items are included in the Board meeting package.
- At the beginning of the meeting, the President asks the Directors if there are any items of business that they wish to remove from the consent agenda and discussed

separately;

- 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;
- 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
- When there are no more items to be removed, a vote is taken on the adoption of the consent agenda
- 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 and participate fully in Board deliberations.
- Each Director shall conduct himself/herself in Board meetings with a view to furthering the interests of Canada Soccer and not the interests of individual and/or 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

- To keep the Board focused on advancing the Mission and the priorities and plans of Canada Soccer;
- To ensure that the Board develops and implements policies that guide Canada Soccer;
- To ensure that 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 Canada Soccer, and information about Canada Soccer's activities that is consistent with the views of the Board;
- To represent accurately the collective will of the Board in communicating with the General Secretary;
- To be the Board's direct link with the General Secretariat;
- To represent Canada Soccer at meetings and events of FIFA and Concacaf;

- Except as noted elsewhere in the *Governance Policies*, to bind Canada Soccer only with the consent of the Board;
- To carry out his/her responsibilities as a Director and Officer of Canada Soccer.

b. Responsibilities of the President

(i) Leadership of the Board

- Ensures that the Board carries out its responsibilities as defined in the *By-laws, Rules and Regulations, Governance Policies, Code of Conduct and Ethics, Disciplinary Code*, and other policies of Canada Soccer.
- Ensures that the Board attends to its key functions of providing an orientation for Board candidates and evaluating its own performance as a Board.
- Recommends for Board approval the appointment of the chairs of Standing and Special Committees, except the Nominations Committee and the Emergency Committee;
- Recommends for Board approval the appointment of the members of the Standing and Special Committees with the exception of the independent members of the Nominations Committee.
- Serves as an ex-officio member of all Board and Standing and Special Committees with the exception of the Nominations Committee, Emergency Committee, and other committees as may be determined by the Board.
- Serves as one of Canada Soccer's Signing Officers.
- Demonstrates familiarity with the *Articles, By-laws, Governance Policies, Code of Conduct and Ethics, Disciplinary Code*, and other policies of Canada Soccer.
- Prepares, together with the General Secretary, the agenda and related documents for meetings of the Board and for General Meetings of the Members.

(ii) Evaluating the Performance of the General Secretary

- Prepares, together with the Performance Appraisal Committee, the performance appraisal of the General Secretary, and discusses with the General Secretary the appraisal results, together with the General Secretary's Performance Objectives for the forthcoming year.

(iii) Chairing Meetings

- Chairs meetings of the Board, the Emergency Committee, and Meetings of the Members.
- 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*, and the *Code of Conduct and Ethics*.

(iv) External Relationships

- Speaks and votes on behalf of Canada Soccer at FIFA, Concacaf, and other external meetings in a manner that is consistent with the will of the Board.
- When appointed, sits on FIFA and Concacaf committees representing the interests of Canada Soccer.
- Communicates directly with FIFA and Concacaf officials, ensuring that all commitments made have the approval of the Board.
- Ensures that decisions reached by FIFA or Concacaf that are applicable to Canada Soccer are brought to the attention of the Board for consideration.

- Reports the results of important and relevant external communications to the Board.

2. ROLE AND RESPONSIBILITIES OF THE VICE-PRESIDENT

a. Role of the Vice-President

- To provide support to the President in providing leadership for Canada Soccer.

b. Responsibilities of the Vice-President

- Performs his/her role and carries out his/her responsibilities as a Director and Officer of Canada Soccer;
- Performs the role and carries out the responsibilities of the President in the President's absence or inability to act;
- Serves 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 Canada Soccer is governed effectively and, in particular, that the Board carries out those responsibilities with which it is entrusted by the Members;
- To uphold and practice the standard of due diligence, loyalty, care and obedience that is required of a Director;
- To act at all times within the scope of the *Articles, By-laws, Rules and Regulations, Code of Conduct and Ethics, Board Meeting Code of Conduct* and other policies of Canada Soccer 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 Canada Soccer to carry forward with its priorities, plans and policies;
- To act honestly, in good faith, and in the best interests of Canada Soccer and not the interests of particular constituencies.

b. Responsibilities of a Director

(i) General

- Understands and meets the standards of fiduciary responsibility of a Director.
- Understands the legal, regulatory, business, social and political environments in which Canada Soccer operates.
- Remains informed about the legislation under which Canada Soccer exists, and Canada Soccer's *Articles, By-laws, Governance Policies, Rules and Regulations, Code of Conduct and Ethics, Disciplinary Code*, mission, values and policies as these pertain to the duties of a Director.
- Possesses a clear understanding of the governance structure of Canada Soccer;
- Keeps generally informed about the activities of Canada Soccer and the issues that affect Canada Soccer.
- 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 in effect made outside of the boardroom.
- Refrains from interfering with the work of the staff of the General Secretariat.
- 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 *By-laws* and policies and statutory requirements.
- Demonstrates high ethical standards and integrity as a Director of Canada Soccer.

(ii) 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 Canada Soccer events and activities when required;
- Respects *Board Meeting Rules and Procedures* and the *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.
- Takes every measure to ensure that the Board remains attentive to Canada Soccer priorities and plans.
- Reads and understands the financial statements and financial reports, and otherwise helps the Directors fulfill their fiduciary responsibilities.
- Helps develop and maintain a spirit of collegiality and positive interpersonal relationships within the Board.
- Contributes to the Board’s assessment of its performance.
- Contributes to the assessment the General Secretary’s performance.

(iii) In Communications

- Never speaks for the Board or Canada Soccer unless authorized to do so.
- Confines communication with staff on Board business 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.
- Fosters and promotes a positive image of the Board and of Canada Soccer with its stakeholders and in the community.

IV. STANDING AND SPECIAL COMMITTEES

1. GENERAL

- The Board shall establish Standing and Special Committees to assist it with its work; such committees are not to be involved in Canada Soccer’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 Canada Soccer Board are: Audit and Finance; Governance, Nominations; Risk Management, 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.
- Standing Committees shall not include Canada Soccer staff in their membership, although all Standing Committees will have staff support.

c. Meetings

- Committee Chairs shall ensure that all relevant background information for meetings are 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.
- All Standing Committees are entitled to one (1) face-to-face meeting, as a minimum, per year if required by the Committee.
- At meetings, the committee chair shall:
 - 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;
 - Ensure that all views are heard and that the committee formulates recommendations that reflect the majority will;
 - Have the right to make motions and vote on all questions.
- All members of Standing and Special Committees are required to abide by the principles contained within the *Board Meeting Code of Conduct*.
- Committees shall report to the Board by means of written reports, which should be forwarded, together with any committee meeting minutes, to the Office of 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 Office of the General Secretary for inclusion with the materials for the next Board meeting.
- Standing Committees, with the exception of the Emergency Committee, are required to prepare an annual work plan to be forwarded to the Board for approval and to report to the Board on the completion of the Committee's work.

2. AUDIT AND FINANCE COMMITTEE – Terms of Reference

a. Composition and Eligibility

- Committee composed of no fewer than four members, plus the President (*ex-officio*).
- Committee may include members who are not Directors to expand its expertise.
- Chair must be a member of the Board.
- Committee members shall possess an understanding of the committee's terms of reference

and shall 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. Appointment

- Committee members (including the chair) to be appointed by the President with the approval of a majority of the Board within six weeks of the Annual Meeting of the Members;

c. Role of the Committee

- To assist the Board in carrying out its financial oversight responsibilities, including meeting with the auditor, reviewing the budget before its presentation to the Board, and reviewing and making recommendations to the Board on reporting procedures, asset/investment management, and the financial position of Canada Soccer.

d. Responsibilities of the Committee

- Meets with the auditor at the time of the annual audit, and reviews the following matters:
 - Any matters identified in the previous year's audit as needing special attention, and whether steps have been taken to deal with these matters;
 - Any changes in accounting practices from previous years;
 - Any changes recommended regarding the effectiveness and efficiencies of the current financial practices, processes and procedures;
 - Any changes recommended regarding the scope of the audit in future years;
- Forwards draft audited financial statements to the Board for approval.
- To provide a financial quarterly report, and identify material and significant changes to the approved Budget;
- Reviews and makes recommendations to the Board on the Budget and Annual Operating Plan, on the basis of the strategic priorities, plans and resources of Canada Soccer.
- Reviews and makes recommendations to the Board on an ongoing basis on any matter or question relating to the financial position of Canada Soccer.
- 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 Canada Soccer.
- Recommends to the Board the appointment of the auditor and the audit fees.

e. Procedures

- Quorum to be a majority of the voting members of the Committee.
- Decisions to be made by a majority of the voting members, including the chair.
- 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.

3. GOVERNANCE COMMITTEE – Terms of Reference

a. Composition and Eligibility

- Committee composed of no fewer than four members, plus the President (ex-officio). Committee may include members who are not Directors to expand its expertise.
- 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. Appointment

- Committee members (including chair) to be appointed by the President with the approval of a majority of the Board within six weeks of the Annual Meeting of the Members.

c. Role of the Committee

- To assist the Board in developing, drafting, and reviewing the *Articles, By-laws, Rules and Regulations, Code of Conduct and Ethics, Disciplinary Code*, and other policies of Canada Soccer in relation to *FIFA Statutes* and *Concacaf Statutes* and policies, and all domestic legal and regulatory requirements.

d. Responsibilities of the Committee

- Reviews and proposes amendments to the *Articles, By-laws, Rules and Regulations, Code of Conduct and Ethics*, and *Disciplinary Code*.
- Develops, reviews and updates the *Canada Soccer Governance Policies* for the approval of the Board, and other governance policies as requested by the Board.
- Develops and leads 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.

e. Procedures

- Quorum to be a majority of the voting members of the Committee.
- Decisions to be made by majority of the voting members, including the chair.
- 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.

4. NOMINATIONS COMMITTEE – Terms of Reference

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 Canada Soccer or any member of Canada Soccer or their members.
- The President and Vice President shall not be a member of the Nominations Committee;
- Wherever possible, no more than one member of the Nominations Committee shall be from any one Province or Territory.
- Wherever possible, members of the Nominations Committee shall be resident in different regions as defined by the *By-laws*.
- Independents shall serve for a term of up to three (3) years. Directors of the Committee shall serve up to two (2) years.
- The term of the Committee member shall commence immediately upon Board approval of the Committee member’s appointment.
- The term of the Committee member shall come to an end at the Board meeting immediately

- following the Annual Meeting of the Members in the year of the completion of their appointment.
- No Director who is a candidate for election to the Board or a Judicial Body may serve at the same time on the Nominations Committee.

b. Appointment

- The President shall recommend for Board approval the appointment of two (2) Directors to the Nominations Committee. Where a Director vacates the position on the Committee before completion, the President shall recommend a replacement for Board approval.
- The Nominations Committee shall nominate candidates for the Independent Committee member positions, both when an Independent completes his/her term or vacates the position before completion.

c. Role of the Committee

- To recruit candidates for the Board as required;
- To ensure that Board recruitment meets the requirements of the *By-laws, Governance Policies* rules, and policies of Canada Soccer and all applicable laws and regulations;
- To review and assess all candidates for the Board;
- To develop and implement effective processes for the recruitment of candidates for the Board;

d. Responsibilities of the Committee

- Prepares each year an updated competencies/demographics matrix for Board approval.
- Prepares a call for nominations for the vacant Board positions, and forwards to the Office of the General Secretary for publication.
- Ensures that each vacant Board position has one or more qualified candidates.
- Reviews and assesses the submitted documents of all candidates for the Board in terms of the qualifications for Board positions, current Board needs, the requirements of the Strategic Plan, and the best interests of Canada Soccer;
- Interviews candidates for the Independent Director positions and forwards its nominations for those positions to a meeting of the Director Members for election, as provided for in Section 6.03 C iv. of the *By-laws*.
- In recruiting candidates for Director, ensures that the composition of the Board reflects diversity, as set out in the *Board Composition: Diversity and Inclusion* document, and that the Board includes:
 - no less than four (4) Directors who identify as female and four (4) Directors who identify as male;
 - at a minimum one (1) former athlete (i.e., former member of one of the National Teams, e.g., Senior, Youth, Para, Beach and/or Futsal.)
 - the necessary competencies and attributes that allow the Board to carry out its strategic and stewardship roles.
- Recruits and interviews candidates for the Independent positions on the Nominations Committee and forwards the names and information of the candidates to the Director Members for election.
- Ensures that letters are sent to all candidates acknowledging receipt of their nomination materials and to all candidates upon the completion of the recruitment process.
- Maintains a 'name bank' of promising Director candidates from recruitment efforts

and reviews the list each year.

- Ensures that Integrity Checks are conducted on all candidates for Director and independent members of the Nominations Committee; checks include:
 - vulnerable sector check or criminal record check;
 - bankruptcy and insolvency records search (Office of the Superintendent of Bankruptcy Canada) regarding bankruptcy proceedings in which the candidate has been involved;
 - litigation search (Sheriff's Office at the local Land Registry Office) to determine if the candidate is a plaintiff or defendant in an ongoing legal action;
 - inquiries of Member Associations regarding past soccer discipline/ethics proceedings in which the candidate has been involved;
 - independent reference checks;
 - check of any relevant social media (Facebook, Twitter, Instagram, LinkedIn, etc.)

e. Procedures

- Quorum to be a majority of the members of the Committee;
- Decisions to be made by majority of the members, including the chair.
- The chair to 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 or electronic means; decisions may be made as a result of an e-mail vote;
- Senior Board member on the Committee to act as the link (e.g., reporting) between the Committee and the Board on an ongoing basis;
- The chair to present a formal report to the Director Members regarding the Committee's recommendations of candidates for the Independent Director positions.
- The Office of the General Secretary to receive materials submitted by nominated candidates, ensure that all materials have been submitted by the stated deadline, validate all materials, and forward all materials to the Nominations Committee for review and consideration.

5. RISK MANAGEMENT COMMITTEE - Terms of Reference

a. Composition and Eligibility

- Composed of no fewer than four members, plus the President (ex officio).
- Committee may include members who are not Directors to expand its expertise.
- 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 risk areas such as harassment, insurance, labour practices, etc.

b. Appointment

- Committee members (including chair) to be appointed by the President with the approval of a majority of the Board within six weeks of the Annual Meeting of the Members;

c. Role of the Committee

- To assist Directors in fulfilling their duty of care with respect to the safety and integrity of the operations of Canada Soccer, and to provide oversight and make policy recommendations regarding significant hazards and risks.
- To make policy recommendations to the Board regarding organizational risk.

d. Responsibilities of the Committee

- Develops risk-related policies for the approval of the Board.
- Recommends processes for risk identification and monitoring.
- Reviews Canada Soccer’s risk management policies to ensure that they are up to date.
- Reviews Canada Soccer’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 Canada Soccer.
- Carries out the Committee’s responsibilities as described in the Whistleblower Policy.

e. Procedures

- Quorum to be a majority of the voting members of the Committee.
- Decisions to be made by majority of the voting members of the Committee, including the chair.
- 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.

6. EMERGENCY COMMITTEE – Terms of Reference

a. Composition and Eligibility

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

b. Appointment

- Committee members (including chair) to be appointed by the President with the approval of a majority of the Board within six weeks of the Annual Meeting of the Members;

c. Role of the Committee

- To exercise specified powers of the Board 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.

d. Responsibilities of the Committee

- Makes decisions in critical emergency situations except in relation to any of the following matters:
 - Dissolution of Canada Soccer;
 - Hiring or dismissal of the General Secretary;
 - Negotiation of contracts or approval of mergers or partnerships;
 - Changes to the organizational structure of Canada Soccer;
 - Approval or alteration of a Board-approved budget;
 - Adoption or elimination of major Canada Soccer programs;
 - Appointments and/or nominations to external bodies;
 - Appointment of Heads of Delegation;
 - Purchase or sale of Canada Soccer property;

- Amendment of the *By-laws*, the *Code of Conduct and Ethics*, the *Disciplinary Code*, and the *Rules and Regulations* of Canada Soccer;
- Suspension, expulsion or discipline of any Member or Official of Canada Soccer.

e. 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.
- Committee members (including chair) to be appointed by the President with the approval of a majority of the Board within six weeks of the Annual Meeting of the Members.
- All decisions or actions by the Committee must be ratified by the Board by a majority of the Board within seventy-two (72) hours.

V. JUDICIAL BODIES

- a) Disciplinary Committee
- b) Appeal Committee
- c) Ethics Committee
- d) Players' Status Committee

1. Nomination and Election of Members of the Judicial Bodies:

- At least forty-five (45) days prior to the Annual Meeting of the Members, the Board shall review a list of qualified individuals recommended by the General Secretary for election to the Judicial Bodies.
- No later than thirty (30) days before the Annual Meeting of the Members, the Office of the General Secretary shall forward to the Members the names and qualifications of the individuals who are being recommended.
- The Voting Members of the Annual Meeting of the Members shall vote to elect the recommended individuals.