



# **GOVERNANCE REGULATIONS**

Canada Soccer  
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## I. INTRODUCTION

a. This document sets forth the Governance Regulations of the Canadian Soccer Association (“Canada Soccer”) which adapts or translates the legal framework of the By-laws into a governance framework for Canada Soccer.

b. The Governance Regulations, based on the Canada Soccer By-laws, further define the roles and the internal structures, processes and powers of the bodies and holders of key positions of Canada Soccer.

c. The Governance Regulations is created, approved and amendable at any time by the Board. The Governance Regulations guide practice while remaining consistent with the Canada Soccer By-laws. Should there be a discrepancy with the By-laws, the By-laws take precedence.

d. Definitions of terms in the Governance Regulations shall be those set out in pages 2-3 of the By-laws of Canada Soccer.

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## II. BOARD OF DIRECTORS

### 1. ROLE OF THE BOARD

a. The Board of Directors of Canada Soccer serves as the steward of the Association's Mission, Vision, and Values. Its primary purposes are to provide strategic leadership, ensure effective governance, and maintain the confidence and trust of Canada Soccer's Members and other stakeholders.

b. The Board is responsible for ensuring Canada Soccer's sustainability, legal compliance, integrity through ethical decision-making, expectations of high standards of behaviour, and adherence to good governance practices.

c. The Board of Directors maintains authority, provides direction, exercises general oversight and is accountable for the conduct of the affairs of Canada Soccer.

### 2. BOARD DUTIES

The Board's duties are as follows:

#### a. Strategy

- i. Reviews and approves the strategic plan that is developed by the General Secretary and CEO and staff, ensuring that it aligns with Canada Soccer's mission, purpose and values.
- ii. Monitors Canada Soccer's progress towards its strategic objectives and long-term goals.
- iii. Approves, on an annual basis, an annual plan and budget that aligns with the strategic plan.
- iv. Ensures congruence between the strategic and operating plans, management performance, and Member expectations.

#### b. Board Management

- i. Manages the Board's affairs, including determining its committees and its meeting schedule and agendas.
- ii. Approves the appointments of the Board committee chairs and members, upon the recommendation of the President.
- iii. Recommends the dissolution of Board committees as it deems necessary or appropriate.
- iv. Approves the appointment of the Board Secretary upon the recommendation of the President and ensures that the Board Secretary is given a comprehensive orientation and on-boarding assistance.

#### c. Executive Selection, Development and Succession

- i. Recruits and approves the appointment of the General Secretary and CEO.

- ii. Ensures that there is a succession plan for the position of General Secretary and CEO.
- iii. Approves an employment contract for the General Secretary and CEO that outlines the roles and duties, reporting relationships, accountabilities, limitations, compensation and benefits, and termination provisions of the General Secretary and CEO.
- iv. Approves the General Secretary and CEO's annual performance objectives.
- v. Ensures that the provision is made for a formal, regularized evaluation of the General Secretary and CEO's performance based on standards and measurable results.

#### **d. Organizational Oversight**

##### **i. Financial Oversight**

- Approves annual budgets and reviews and approves annual financial statements.
- Ensures that appropriate internal controls and financial policies are in place.
- Monitors key financial risk areas.
- Recommends the external auditors to the Members for approval and approves the compensation of the auditor.

##### **ii. Risk Oversight**

- Monitors major strategic, operational, reputational, legal and financial risks, utilizing an organization-wide, Enterprise Risk Management framework to identify, assess, understand, monitor and manage significant risks.
- Ensures that organizational risk is on the agenda of every Board meeting and that special attention is given to the leading risk issues.

#### **e. Compliance and Effectiveness**

- i. Operates in compliance with Canada's Not for Profit Corporations Act and all other applicable laws and regulations of the Government of Canada, including sport regulations.
- ii. Operates in compliance with the Statutes, regulations and directives of FIFA and Concacaf that pertain to Canada Soccer as a member association of FIFA and Concacaf.
- iii. Monitors adherence by the Board and its committees to the requirements of Canada Soccer's By-laws, Governance Regulations and other key governance-related documents.
- iv. Maintains proper Board records/documents and ensures that all Board and independent committees maintain the same.

- v. Approves the Governance Regulations and other key governance policies and governance reviews and reviews policy documents at least once per year as required.
- vi. Ensures that all Directors and committee members receive a comprehensive orientation and on-boarding assistance.

#### **f. Stakeholder Accountability**

Promotes transparency and integrity in Canada Soccer's communication and engagement with Members, athletes, coaches, officials, partners, funders and other stakeholders.

### **3. BOARD COMPOSITION**

- a. The Board is comprised of a President, Vice President and 10-12 additional Directors as per Article 85 Transitional Provisions of the Canada Soccer By-laws (i.e., 2025: 12; 2026: 11; 2027: 10.)
- b. All Directors are elected by the Members at the Annual Meeting of the Members.
- c. All Directors are independent, meaning that they have no conflicting fiduciary obligations to another organization, receive no direct or indirect benefit from any such party, and are free of any conflict of interest of a financial, personal or representational nature.
- d. The General Secretary and CEO is not one of the Directors.
- e. As a general principle, no more than 60% of the Directors shall be of the same gender.
- f. At least one Director shall be domiciled in each of the following regions of Canada: British Columbia/Yukon; Alberta/Northwest Territories; Saskatchewan/Manitoba/Nunavut; Ontario; Quebec; and New Brunswick; Newfoundland and Labrador, Nova Scotia and Prince Edward Island.
- g. The Board shall include at least one former Player (i.e., member of one of Canada Soccer's National Teams, e.g., senior, youth, para, futsal or beach) who at the time of their appointment has not played in the previous three (3) years.
- h. Directors (except the President and Vice President) shall serve a term of three (3) years and may stand for re-election. However, no Director may serve more than three (3) terms. The President and Vice President are elected for a four (4) year term but may serve no more than two terms. No Director may serve on the Board for a cumulative period of more than sixteen (16) years.
- i. Any candidate for a position on the Board shall have experience with or knowledge of the attributes of a governing board.
- j. A person is ineligible to hold a position as Director if they:
  - are under the age of 18 years.
  - have been declared incapable by a court in Canada or another country.

- have the status of bankrupt.
- have failed to meet Canada Soccer's requirement that all Directors pass a criminal record check and a Canada Soccer integrity check.
- are a paid employee, consultant or contractor of Canada Soccer or one of its Members.
- are a member of an independent committee of Canada Soccer.
- currently hold the position of Director, Officer or any senior executive or ownership position with a Member of Canada Soccer.
- are a Player who is under contract to any Professional Club or semi-professional club that is a Member of Canada Soccer, is a member of or affiliated with any of Canada Soccer's Members, or is sanctioned by another member association of FIFA.
- have already served nine (9) years as a Director or eight (8) years as President or Vice President.

#### **4. MEETINGS OF THE BOARD OF DIRECTORS**

##### **a. Preparations for Board Meetings**

- i. The agenda for each Board meeting shall be set by the President, considering suggestions from the other Directors, in consultation with the General Secretary and CEO, Vice President and Board Secretary.
- ii. Standing Committee chairs are expected to submit their reports, documents and meeting minutes to the Office of the General Secretary and CEO at least ten (10) days in advance of the Board meeting. Reports shall be in written form and should include any motions that the committee wishes to bring before the Board.
- iii. The Board meeting agenda and documents shall be forwarded to the Directors at least seven (7) days in advance of the Board meeting.

##### **b. Board Meeting Rules, Procedures and Practices**

- i. The quorum for meetings shall be a majority of the Directors.
- ii. Meetings shall be guided by the principles of Robert's Rules of Order as needed.
- iii. Decisions of the Board shall be decided by a majority of the votes of the Directors present and entitled to vote. Each Director has one vote. In the case of a tied vote, the motion fails.
- iv. 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.
- v. Reports shall not be read but instead quickly summarized and questions sought.

- vi. The chair shall:
  - guide the discussion so that it proceeds in an orderly and efficient fashion, is framed by motions, respects the Directors' 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.
- vii. The minutes of the Board meeting shall be forwarded to Directors as soon as possible and no later than 14 days after the meeting.

### **c. Consent Agenda**

- i. The consent agenda enhances the efficiency of meetings of the Board. It allows the Board to approve routine business without discussion or motions.
- ii. Typical consent agenda items include:
  - reports and documents forwarded to the Board for information only
  - correspondence requiring no action by the Board
  - minutes of Board and Board committee meetings
- iii. All supporting documents for the consent items shall be included in the Board meeting materials.
- iv. Approval of the list of the consent items shall be the first item of business on the meeting agenda. The chair shall ask the Directors if there are any matters that they wish to remove from the consent agenda and discussed separately or if there are any corrections required to any of the documents.
- v. If any Director requests that an item be removed from the consent agenda, it must be removed
- vi. Once an item has been removed, the Board may 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 from the consent agenda, a vote shall be taken on its adoption
- viii. The minutes of the Board meeting should identify the items of business that were approved as part of the consent agenda.

## **III. ROLE AND DUTIES OF THE PRESIDENT**

### **1. BOARD LEADERSHIP:**

- a. Calls and chairs Board meetings and Meetings of the Members.
- b. Serves as a Director and Officer of the Board and as an ex-officio, non-voting member of all Board committees.
- c. Acts as the official spokesperson for the Board of Directors and plays a lead role in communicating the Mission, Vision and Values of Canada Soccer.
- d. Acts as Canada Soccer's official spokesperson on governance issues with FIFA/Concacaf and the Members and on political/diplomatic matters with the Government of Canada.
- e. Informs the Board of FIFA/Concacaf decisions and communications affecting Canada Soccer through a standing item in the President's Report.
- f. Plans and runs effective meetings of the Board, ensuring that the Board's attention is focused on strategically important issues and the Board's oversight and policy functions.
- g. Takes all reasonable steps to ensure that the role and responsibilities of the Directors as outlined in the By-laws, Governance Regulations and other governance policies are understood and executed as effectively as possible.
- h. Ensures that complete and timely information and other resources are available to the Board to support informed and effective decision-making.
- i. ensures that decisions reached and information provided by FIFA/Concacaf, the Government of Canada and other key stakeholders that are relevant to Canada Soccer are brought to the attention of the Board and its committees and to the General Secretary and CEO.
- j. Facilitates open, constructive and candid Board discussions and independent thinking, making sure that all Directors have an opportunity to express their views.
- k. Fosters a Board culture that reflects Canada Soccer values and the behaviour expectations of Directors as specified in the Directors' Code of Conduct.
- l. Provides feedback, input and support to the Board committee chairs.
- m. Refers new issues to the appropriate Board committee chairs for investigation or follow-up.
- n. Recommends the appointment of Board committee chairs and committee members in consultation with the individual Directors, for approval by the Board.
- o. Recommends the appointment of Board committee members who are not elected Directors.
- p. Recommends the appointment of the Board Secretary and supervises the Board Secretary position.

q. Participates in the performance evaluation of the General Secretary and CEO by the Compensation Committee and the formulation of recommendations to the Board regarding the General Secretary and CEO's compensation, employment and any severance arrangements.

r. Prepares the Vice President for emergency succession in the case of the President's sudden departure from office.

## **2. WORKING WITH THE GENERAL SECRETARY AND CEO**

a. Respects the roles and responsibilities assigned to the General Secretary according to the By-laws and Governance Regulations.

b. Serves as a sounding board for the General Secretary and CEO, listening, reflecting, questioning, and providing feedback.

c. Shares a representative role with the General Secretary and CEO in representing Canada Soccer at meetings and events of FIFA and Concacaf.

d. Works with the General Secretary and CEO on matters affecting Canada Soccer's relations with the Government of Canada.

e. Communicates regularly and systematically with the General Secretary and CEO to facilitate and maintain a constructive, effective and transparent relationship.

f. Ensures that the relationship between the Board and the General Secretary and CEO remains positive, constructive and professional at all times.

## **IV. ROLE AND DUTIES OF THE VICE PRESIDENT**

### **1. ROLE OF THE VICE PRESIDENT**

The role of the Vice President is to assist the President in providing leadership for the Board.

### **2. DUTIES OF THE VICE PRESIDENT**

a. Assumes the position of Acting President when the President has left office.

b. Represents Canada Soccer at FIFA and Concacaf meetings and meetings of other key stakeholders when requested by the President.

c. Serves as one of Canada Soccer's Signing Officers.

d. Assists the President, the General Secretary and CEO and the Board Secretary in consultations about the Board meeting agenda.

e. Offers advice to the President on the requirements of the By-laws, Governance Regulations and other governance policies.

f. Carries out assignments or duties as requested by the President.

## **V. ROLE AND DUTIES OF THE DIRECTOR\*\***

**\*\* The requirements of this Section apply to both Directors and Standing and Independent Committee Members**

### **1. ROLE OF THE DIRECTOR**

a. Directors contribute collectively to the governance of Canada Soccer and personally exercise independent judgment and use their skills, competencies and perspectives to advance the vision, mission and values of Canada Soccer.

b. Directors make decisions regarding the future of Canada Soccer, providing advice for management's consideration and asking questions to develop comfort regarding direction and oversight of the organization.

### **2. DUTIES OF THE DIRECTOR**

#### **a. General**

Directors are expected to:

- i. attend in person or via telephone or video conference all meetings of the Board and the committees on which they serve.
- ii. arrive at meetings fully prepared.
- iii. if unable to attend a meeting, notify the chair in advance. If absent, the Director should, as soon as is practical after the meeting, contact the President for a briefing.
- iv. have reasonable familiarity with the business, social, economic and political environments in which Canada Soccer operates.
- v. remain informed about the legislation and regulations under which Canada Soccer exists.
- vi. possess a solid understanding of the governance structures and processes of Canada Soccer as set out in the By-laws, Governance Regulations, governance policies and other relevant documents.
- vii. remain generally informed about the activities of Canada Soccer and the issues and forces that affect Canada Soccer.

#### **b. Fiduciary Duties**

Directors are expected to fulfill their fiduciary duties as follows:

- i. Duty of Care:
  - to act with the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
  - to be informed and prepared for meetings and decisions.
  - to ask questions, request information, and seek to understand the consequences of decisions.
- ii. Duty of Loyalty
  - to act honestly, in good faith and in the best interests of the organization (not personal, professional or third-party interests.)

**c. Directors' Code of Conduct**

- i. Directors shall always act within the scope of the By-laws, Governance Regulations, Code of Conduct and Ethics and other behaviour-related 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.
- ii. Directors shall refer to the President all questions regarding the business and affairs of Canada Soccer from stakeholders, other organizations or the public.
- iii. Directors shall adhere to the requirements of confidentiality regarding all Board business and deliberations, including after their retirement from the Board.
- iv. Directors shall adhere to the conflict of interest requirements set out in Canada Soccer's Conflict of Interest Policy.
- v. Directors of Canada Soccer shall demonstrate high ethical standards and integrity.
- vi. Directors shall conduct themselves 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.

## **VI. STANDING COMMITTEES: GENERAL**

### **1. ROLE**

a. Standing Committees are permanent and are part of the governing functions of the Board of Directors. They assist the Board in carrying out its strategic and oversight responsibilities and take on Board work that is delegated by the Board.

b. Members of the Standing Committees are independent, meaning that they have no conflicting fiduciary obligations to another organization, receive no direct or indirect benefit from any such party, and are free

of any conflict of a financial, personal or representational nature.

c. Standing Committees do not have independent decision-making authority.

d. Staff and/or administrative volunteers may serve as administrative support for Canada Soccer's Standing Committees and independent committees, as provided for in the By-laws or approved by the Board of Directors.

## **2. APPOINTMENT**

a. The chairs and members of Standing Committees are recommended by the President and approved by the Board.

b. The President is an ex-officio member of all Standing Committees.

c. All members of Standing Committees of the Board must pass a criminal record check and a Canada Soccer integrity check prior to their appointment or re-appointment and must sign documents pertaining to conflicts of interest and Board confidentiality.

d. Individuals from outside the Board with particular expertise or experience may be appointed to the Standing Committees, upon the recommendation of the President.

e. Chairs of the Standing Committees must be a Director.

## **3. MEETINGS**

a. All meetings of the Standing Committees shall be virtual, unless otherwise authorized by the President and the General Secretary and CEO.

b. Standing Committees must meet in a timely way in accordance with the scope and scale of their responsibilities as determined by the chair.

c. Standing Committees shall approve an annual workplan, amend and update the workplan as required, and produce a final report each year.

d. Standing Committee chairs set the agenda of the committee meetings.

e. It is expected that the Standing Committee chairs will forward the meeting agenda and all relevant materials to the committee members in sufficient time for their adequate review.

f. Members of Standing Committees are expected to review all information for the meeting.

g. Members of Standing Committees are expected to notify the committee chair in a timely fashion if they are unable to attend a meeting.

h. The chair is responsible for guiding the discussion so that it proceeds in an orderly and efficient fashion, respects the Directors' Code of Conduct, and deals with committee business. The chair shall ensure that all views are heard and that the committee formulates recommendations that reflect the majority will.

i. Standing Committee chairs may make motions and vote on all questions.

j. Minutes shall be taken at all Standing Committee meetings.

k. Standing Committees shall report to the Board by means of written reports, which shall be forwarded, together with any approved committee meeting minutes, to the Office of the General Secretary at least ten (10) days in advance of a Board meeting.

l. Members of Standing Committees shall adhere to the requirements of Board confidentiality regarding all committee business and deliberations and as well to the rules pertaining to conflicts of interest.

m. Members of Standing Committees are not permitted to serve on other bodies of Canada Soccer except where they are Directors.

n. Standing Committee chairs may, after informing the President, invite outside experts in finance, governance or other matters to provide advice and assistance to the committee. The Board shall be kept informed of the utilization of experts.

o. Standing Committee chairs may invite members from the other Standing Committees (with the agreement of the committee chair) to participate in select discussions of Committee matters where they can provide specific expertise.

#### **4. PROCEDURES**

a. Quorum shall be a majority of the members of the Standing Committee.

b. Decisions are made by a majority of the members of the Standing Committee, including the chair.

c. In the chair's absence or inability to act, one of the other Directors on the committee shall serve as chair.

## **VII. STANDING COMMITTEES: SPECIFIC REGULATIONS**

### **1. AUDIT AND FINANCE COMMITTEE**

#### **a. Composition**

i. The Committee consists of at least four (4) members.

ii. A majority of the committee shall be Directors.

iii. Committee members should have a basic level of financial literacy.

iv. At least one (1) committee member shall have accounting or related financial management expertise (e.g., employment experience in finance and accounting, professional certification in accounting or other comparable financial background or experience.)

v. Annex B of the By-laws provides that the Audit and Finance Committee cannot include any person who themselves or their family members have another official function at Canada Soccer or with one of its Members or a material relationship with Canada Soccer or one of its Members.

## **b. Duties**

i. Reviews and recommends the budget of Canada Soccer for approval of the Board.

ii. Reviews and approves major operating expenditures (outside budget).

iii. Reviews and recommends for approval of major capital expenditures (outside budget).

iv. Reviews and updates quarterly forecasts (including cash flow forecast).

v. Considers, reviews and monitors the cash/capital management strategy.

vi. Reviews and recommends the approval of the year-end financial statements.

vii. Reviews accounting policies and any proposed changes.

viii. Reviews and accepts the audit plan and reviews the auditor's performance.

ix. Recommends to the Board the appointment of auditors for the following fiscal year.

x. Reviews and recommends the approval of the audited financial statements and related notes.

xi. Reviews statements by the auditors concerning their independence.

xii. Meets with the auditors in camera and reports directly to the Board on the auditor's findings.

## **2. GOVERNANCE COMMITTEE**

### **a. Composition**

i. The committee consists of at least four (4) members.

ii. A majority of the committee shall be Directors.

iii. The committee should have a mix of skills, attributes and experience that enable it to effectively provide oversight of the Board's governing structure and the overall governance practices of Canada Soccer.

iv. At least one (1) committee member should have governance credentials reflecting certification or professional expertise in governance or have a legal background.

- v. The committee should include individuals who have served on or worked with a governing board or a governing body.

**b. Duties**

The duties of the Governance Committee are found in Article 49 of the By-laws.

**3. COMPENSATION COMMITTEE**

**a. Composition**

- i. The committee consists of at least 4 (four) members.
- ii. A majority of the members of the committee shall be Directors.
- iii. At least one (1) committee member shall have relevant experience in dealing with executive compensation frameworks and bonus structures, the determination of performance objectives, and the development and evaluation of employment agreements.

**b. Duties**

- i. Develops a compensation framework for the General Secretary and CEO that is consistent with Canada Soccer's resources and accountability to its stakeholders.
- ii. Determines the performance objectives of the General Secretary and CEO, in consultation with the General Secretary and CEO and the President, for approval by the Board.
- iii. Defines and conducts the General Secretary and CEO's performance evaluation process.
- iv. Bases compensation adjustments on performance metrics and strategic goals.
- v. Presents the results of the annual performance appraisal of the General Secretary and CEO for approval of the Board.
- vi. Ensures that the compensation of the General Secretary and CEO is fair, justifiable, and comparable with CEO compensation for similar organizations.
- vii. Determines the year-end discretionary performance bonus for the General Secretary and CEO (if applicable) for approval by the Board.
- viii. Maintains detailed documentation of compensation decisions, data used and records of deliberations.
- ix. Conducts an annual review of the duties of the committee and makes recommendations (if any) for approval by the Board.

**4. SOCCER STAKEHOLDERS COMMITTEE**

#### **a. Composition**

- i. The committee consists of four (4) Directors of Canada Soccer and two (2) individuals from Canada Soccer's Member Associations.
- ii. Committee members should include individuals who have some background or expertise in stakeholder relationships within or beyond Canada Soccer.

#### **b. Appointment**

Canada Soccer Directors serving on the committee shall be recommended by the President of the Board. Committee members from the Member Associations are recommended by the Member Associations. All committee members shall be approved by the Board.

#### **c. Duties**

The duties of the Soccer Stakeholders Committee are set out in Article 51 of the By-laws.

#### **d. Meetings**

The Soccer Stakeholders Committee shall meet at least four (4) times per year with one of the meetings held in conjunction with the Annual Meetings of the Members.

### **5. MEMBER ASSOCIATION COMMITTEE**

#### **a. Composition**

The committee shall consist of four (4) Directors of Canada Soccer and thirteen (13) individuals from Canada Soccer's Member Associations.

#### **b. Appointment**

- i. Directors who are to serve on the committee shall be recommended by the President of Canada Soccer. Committee members who are not Directors shall be recommended by the Member Associations. All committee members shall be approved by the Canada Soccer Board of Directors.
- ii. If a committee member from the Member Associations resigns or leaves the committee, the Member Association who has recommended the individual may recommend another candidate, whose appointment is recommended by the President and approved by the Board.

#### **c. Duties**

- i. The Committee shall provide strategic advice\* and recommendations to the Board of Directors regarding:
  - the effective engagement of the Member Associations in Canada Soccer's strategic planning process.

- the building and strengthening of governance and management capabilities of the Member Associations.
  - the identification of areas of strategic collaboration between Canada Soccer and the Member Associations.
  - the identification of policies that could be developed in collaboration with the Member Associations.
- ii. The Committee shall provide advice and recommendations to the Board of Directors regarding amendments to the By-laws.

*\*"Strategic advice" is guidance focused on long-term direction and priorities of Canada Soccer – helping Canada Soccer decide what it should do and why, rather than how to do it. It helps the Board make decisions that will shape Canada Soccer's success.*

#### **d. Meetings**

The Member Association Committee shall meet at least four (4) times per year with one of the meetings held in conjunction with the Annual Meetings of the Members.

## **VIII. SPECIAL COMMITTEES AND EXPERT PANELS**

### **1. ROLE**

- a. Special Committees of the Board are struck periodically to undertake a specific task or project that is to be completed within a defined period; they are dissolved after they have completed their work.
- b. Special Committees are part of the governing functions of the Board of Directors. They aid and advise the Board so that it can better carry out its responsibilities.
- c. Special Committees operate under the direction of the Board and do not have independent decision-making authority.
- d. The role of Expert Panels is set out in Article 53 of the By-laws.

### **2. APPOINTMENT**

- a. Chairs and members of Special Committees and Expert Panels are recommended by the President and approved by the Board.
- b. The President is an ex-officio member of all Special Committees and Expert Panels.
- c. Members of Special Committees and Expert Panels may be replaced if they resign or are unable to carry out their duties.

- d. All members of Special Committees of the Board and Expert Panels must pass a criminal record check and a Canada Soccer integrity check prior to their appointment or re-appointment and must sign documents pertaining to conflicts of interest and Board confidentiality.
- e. Individuals from outside the Board with particular expertise/experience may be appointed to the Special Committees, upon the recommendation of the President.
- f. Members of Special Committees and Expert Panels and are not permitted to have another official function or a material business relationship with Canada Soccer or with one of its Members.
- g. Quorum shall be a majority of the members of the Special Committee and of the Expert Panel.
- h. Decisions are made by a majority of the members of the Special Committee and of the Expert Panels, including the chair.
- i. In the chair's absence or inability to act, one of the other Directors on the Special Committee or Expert Panel shall serve as chair.

### **3. MEETINGS AND PROCEDURES**

- a. The meeting requirements and procedures for Special Committees shall be the same as those for the Standing Committees.
- b. The meeting requirements for the Expert Panels will be determined at the time of their appointment.
- c. The procedures of the Expert Panels will be as follows:
  - i. Quorum shall be a majority of the members of the Standing Committee.
  - ii. Decisions are made by a majority of the members of the Standing Committee, including the chair.
  - iii. In the chair's absence or inability to act, one of the other Directors on the committee shall serve as chair.

## **IX. DUTIES OF THE GENERAL SECRETARY AND CEO**

- a. The General Secretary and CEO shall provide strategic and operational leadership in the management of the business of Canada Soccer. This involves pursuing plans and ventures that reflect Canada Soccer's mission and vision and shall proceed from the Board-approved strategic framework and acknowledge the risk parameters identified by the Board of Directors.

b. The General Secretary and CEO is expected to demonstrate high personal and professional standards, act with integrity, honesty, diligence and in good faith in carrying out their duties, and to promote a culture of integrity and ethical conduct and decision-making.

## **1. SCOPE, DUTIES AND AUTHORITY OF THE GENERAL SECRETARY AND CEO**

### **a. Leadership**

- i. Develops the strategic plan and related operational plans and budgets.
- ii. Ensures effective implementation of the strategic plan and reports to the Board regularly on the key performance indicators.
- iii. Acts as Canada Soccer's official spokesperson on operations, business and programs with FIFA/Concacaf, the Government of Canada, Members and other stakeholders.
- iv. Manages business and operational relationships with partners.
- v. Provides general supervision and management of the day-to-day operations of Canada Soccer including its financial, physical and human resources.
- vi. Shares a representative role with the President in representing Canada Soccer at meetings and events of FIFA and Concacaf.
- vii. Ensures oversight of the administration, preparation and execution of the Annual Meeting of the Members.
- viii. Promotes an organizational culture of strong leadership, performance, engagement, accountability, ethical decision-making, and a focus on results.
- ix. Ensures that there is a high-quality and disciplined staff recruitment and selection process.
- x. Ensures that there is effective staff succession planning.
- xi. Implements effective communication and engagement strategies to cultivate and maintain positive relationships with stakeholders.

### **b. Relationship with the Board and the President and Vice President**

- i. Respects the roles and responsibilities of the Board of Directors, President and Vice President as set out in the By-laws and Governance Regulations.
- ii. Shares with the President a leadership role in reviewing and implementing recommendations from external reviews/evaluations of Canada Soccer's governance structures and processes.
- iii. Works with the President, Vice President and Board Secretary to schedule and prepare the agenda for Board meetings.

- iv. Ensures that the Board receives the support and resources required to do its work.
- v. Communicates in a timely manner with the Board and keeps the Board informed on progress made on the main issues and matters affecting Canada Soccer.
- vi. Communicates regularly and openly with the President to facilitate, maintain and ensure effective and transparent relationships and complementary functions.

### **c. Compliance and Risk Management**

- i. Manages risk and reports to the Board on significant risks.
- ii. Presents a substantive report on risk assessment and management at every Board meeting.

## **X. BOARD SECRETARY**

### **1. APPOINTMENT AND REPORTING REQUIREMENTS**

- a. The Board Secretary is a volunteer position and the individual is appointed by the Board of Directors upon the recommendation of the President.
- b. The Board Secretary reports directly to the Board through the President and may seek the advice of the Chair of the Governance Committee in carrying out the duties of the office; communications between the Board Secretary and the Board are copied to the General Secretary and CEO.

### **2. ROLE OF THE BOARD SECRETARY**

- a. The role of the Board Secretary is to help ensure the integrity and maintain the effectiveness of Canada Soccer's Board of Directors.
- b. The Board Secretary provides administrative support for the Board of Directors to ensure effective Board meetings, accurate Board records, and good governance practices.

### **3. DUTIES OF THE BOARD SECRETARY**

#### **a. Maintenance of Board Records and Documents**

- i. Maintains the collection of Board documents and records filed in Canada Soccer's SharePoint folder\*.
- ii. Ensures that updates of documents and records are filed in the appropriate Canada Soccer SharePoint folders and/or posted on the Canada Soccer website.

\* Board documents include the Governance Regulations, Code of Conduct and Ethics, Disciplinary Code, Conflict of Interest Policy, Equity, Diversity and Inclusion Policy, Whistleblower Policy, Risk Management

Policy, Board of Directors' Confidentiality Policy, and Basic Principles of Governance. Board records include the Letters of Continuance, Register of Directors, Officers and Members, Board meeting minutes, Board Motions and Actions, Board financial reports, Annual Reports, and minutes of Annual Meetings of the Members.

**b. Board Support**

i. Assistance with Board Meetings

a. Assists the President, Vice President and General Secretary and CEO with the preparation of the Board meeting agenda and in compiling documents for Board Meetings.

b. Checks that Board meeting minutes are received by the Directors within two (2) weeks of the Board meeting.

ii. Assistance with the Annual Meeting of the Members

a. Works with the Electoral Committee in the planning and supervision of Board and independent committee elections at the Annual Meeting of the Members and with other aspects of the Meeting as needed.

b. Checks that minutes of Meetings of the Members are received by the Members within thirty (30) days of the Meeting.

iii. Governance Support

a. Helps ensure that the Board is operating within its By-laws, Governance Regulations and other governance policies.

b. Helps ensure that the Board is operating within the governance parameters set out by FIFA and Concacaf as well as the Government Canada.

c. Coordinates together with the Governance Committee the orientation of new Directors.

d. Coordinates together with the Governance Committee the annual evaluation of the Board and its committees and the post-Board meeting survey.

e. Maintains a calendar of key dates for Directors (e.g., Members' meetings, Board meetings, retreats, orientations, electronic votes, annual policy reviews, annual conflict of interest declarations) — and sends reminders of dates to Directors.

f. Provides interpretations of the By-laws, Governance Regulations, and other policies including conflicts of interest and Board confidentiality.

g. Assists the Directors with their growth and development (e.g., coordinating and assisting with training events as needed and referencing relevant governance literature including articles/documents in the SharePoint Board Library).

h. Provides advice to the Board and its Directors on the prerequisites of good governance.

## **XI. INDEPENDENT COMMITTEES: SPECIFIC REGULATIONS**

### **1. ELECTORAL COMMITTEE**

a. The Electoral Committee is a body of Canada Soccer which is responsible for the supervision of the nomination and election of candidates for Canada Soccer's Board of Directors and for its independent committees.

b. Members of the Electoral Committee are elected en bloc by the Members of Canada Soccer at an Annual Meeting of the Members.

c. The Electoral Committee makes its decisions entirely independently. The committee shall not receive instructions from any other Body of Canada Soccer.

d. The role and duties of the Electoral Committee are set out in Article 3 (20) of the Electoral Code (Annex C of the Canada Soccer By-laws).

#### **a) Composition of the Electoral Committee**

- i. The committee is composed of a chair, a vice chair and additional members necessary for it to carry out its responsibilities.
- ii. The total number of committee members will be determined by the Electoral Committee.
- iii. The committee shall elect the chair by secret ballot.
- iv. The chair shall appoint the vice chair in consultation with the committee.
- v. The chair shall call meetings of the committee and provide the lead in the management of the committee's business.
- vi. The committee chair shall appoint one of the committee members or another qualified person as secretary, who shall be responsible for logistic and administrative matters, including
  - communications for administrative purposes with the Office of the General Secretary and
  - recording meeting minutes and filing minutes and other committee documents in the SharePoint folders/files of the Electoral Committee.
- vii. The chair shall be qualified to practice law or have comparable professional expertise/experience involving familiarity with legal and/or administrative processes.
- viii. Committee members cannot hold an elected or appointed position on any federal or provincial government body which has decision-making powers.

- ix. All members of the Electoral Committee are independent, defined more precisely as individuals who do not have a conflicting fiduciary obligation to another organization, receive no direct or indirect material benefit from any such party, and are free of any conflict of interest of a financial, personal or representational nature.
- x. Annex B of the By-laws provides that the Electoral Committee cannot include any person or family member who has another official function at Canada Soccer or with one of its Members or a material business relationship with Canada Soccer of one its Members.
- xi. Members of the Electoral Committee cannot serve on or be a candidate for any other body of Canada Soccer.
- xii. The members of the Electoral Committee are elected at a meeting of the Members and may only be dismissed by a meeting of the Members.
- xiii. The term of members of the Electoral Committee is three (3) years. A member of the Electoral Committee may serve for no more than three (3) terms. The Electoral Committee shall determine how the terms of the committee members should be sequenced for purposes of continuity of leadership and institutional knowledge.
- xiv. When an Electoral Committee position remains unfilled after the call for nominations, or becomes vacant, the Board shall recommend an individual who shall serve until the next Annual Meeting of the Members, when the Members shall elect an individual to complete the unexpired term.

#### **b. Duties of the Electoral Committee**

The duties of the Electoral Committee include the supervision of nominations and of the election process at Canada Soccer's Annual Meeting of the Members, as follows:

##### **i. Nomination of Directors**

- The Electoral Committee shall prepare the call for nominations for Director which shall be circulated to the Members at least 90 days before the Annual Meeting of the Members.
- The secretary of the Electoral Committee, upon receipt of the nomination submissions from the Office of the General Secretary, shall send the candidates' nomination form and integrity check questionnaire to Canada Soccer's Compliance Committee for review. (Until the Compliance Committee is established, the review shall be sent to Canada Soccer's Appeal Committee.)
- The Electoral Committee shall assess the eligibility of the candidates based on i) the integrity checks, (ii) provisions of the By-laws (i.e., independence, gender, region, athlete, involvement with another body of Canada Soccer or with a government body) and (iii) the candidates' qualifications (i.e., match with Board's competency needs and the Board's strategic priorities).
- The Electoral Committee shall interview candidates as needed.
- The Electoral Committee shall publish a provisional Official List of candidates at least 40 days before the Annual Meeting of the Members.

- If a candidate wishes to appeal their omission from the provisional Official List, they may appeal to Canada Soccer's Appeal Committee, which shall provide an answer within three (3) days.

- The Electoral Committee shall publish the Official List of candidates, which shall be circulated to the Members by the Office of the General Secretary at least 30 days before the Annual Meeting of the Members.

ii. Nomination of the members of the Independent Committees of Canada Soccer (Electoral Committee, Compliance Committee and the Judicial Bodies)

- The Electoral Committee shall prepare the call for nominations for the independent committee members, which shall be circulated to the Members at least 90 days before the Annual Meeting of the Members.

- The secretary of the Electoral Committee, upon receipt of the nomination submissions from the Office of the General Secretary, shall send the candidates' nomination form and integrity check questionnaire to the Compliance Committee for review.

- The Electoral Committee shall assess the eligibility of the candidates based on i) the integrity checks, ii) provisions of the By-laws (i.e., independence, involvement with another body of Canada Soccer or with any government body), and (iii) the candidates' qualifications, in the judgment of the Committee.

- The Electoral Committee shall publish the Official List of candidates, which shall be circulated to the Members by the Office of the General Secretary at least 30 days before the Annual Meeting of the Members. No appeals against the Official List are permitted.

iii. Supervision of Elections at the Annual Meeting of the Members

- The Standing Orders of the Annual Meeting of the Members, together with Articles 12-19 of Canada Soccer's Electoral Code require the involvement of the members of the Electoral Committee in the supervision of elections at the Annual Meeting of the Members.

- Canada Soccer staff are responsible for the organization and running of the Meeting.

- Members of the Electoral Committee shall perform specific functions that constitute oversight of important parts of the election process as follows:

- Before the commencement of voting, the chair of the Electoral Committee shall explain in detail the electoral procedures (e.g., ballot box, ballot papers, valid and invalid ballot papers, delegate vote count.)

- Members of the Electoral Committee, assisted by scrutineers appointed at the beginning of the meeting, shall be responsible for distributing and collecting the ballot papers.

- During the voting process, the ballot box shall be monitored by one of the members of the Electoral Committee.

- Once each vote has been completed, members of the Electoral Committee, with the oversight of Canada Soccer's legal counsel, shall proceed to count the number of votes for the candidates.
- In the event of a dispute regarding the validity or invalidity of a ballot paper or of a vote on any other matter relating to the counting procedure, the decision of the Electoral Committee shall be final.
- In case of a tied vote, a second ballot shall be conducted. If the tied vote remains, the outcome will be determined by a draw of lots conducted by the Chair of the Electoral Committee.
- The chair of the Electoral Committee shall officially declare the results to the Members.
- The chair of the Electoral Committee shall ensure that the ballot papers are destroyed at the end of the elections.
- The members of the Electoral Committee shall maintain absolute confidentiality and secrecy with respect to any information and documents made available to them during the electoral process.
- The chair of the Electoral Committee may assign any or all of the chair's specific responsibilities regarding the election process to another member of the committee.
- All questions relating to the administrative and technical organization of the Annual Meeting of the Members that are not covered by the Electoral Code or by the By-laws and regulations of Canada Soccer shall be dealt with by the Electoral Committee.

### **c. Meetings of the Electoral Committee**

- i. All meetings of the Electoral Committee shall be virtual.
- ii. The committee chair shall ensure that the committee has an ongoing workplan for its meetings.
- iii. Committee members are expected to review all information for the meeting.
- iv. Committee members are expected to notify the committee chair in a timely fashion if they are unable to attend a meeting.
- v. At meetings, the chair shall guide the discussion so that it proceeds in an orderly and efficient fashion, ensures that all views are heard and that the committee formulates recommendations that reflect the majority will.
- vi. Members of the committee must maintain the confidentiality of all their committees' discussions and adhere to the rules governing conflicts of interest.
- vii. Minutes must be taken of meetings and the committee documents should be filed in the committee's folders on the committee's Sharepoint site.

#### **d. Procedures of the Electoral Committee**

- i. Quorum shall be a majority of the members of the committee.
- ii. Decisions shall be made by a majority of the members of the committee, including the chair.
- iii. Decisions shall be made by a majority of the members of the committee, including the chair.
- iv. In the chair's absence or inability to act, one of the other committee members shall serve as chair.
- v. The chair of the Electoral Committee may seek the advice of the Governance Committee Chair to clarify the role, processes and procedures of the Electoral Committee.

## **2. COMPLIANCE COMMITTEE**

- a. The Compliance Committee is a body of Canada Soccer whose role is to foster a culture of compliance and safeguard the integrity of Canada Soccer. It does this by reviewing and reporting on the attentiveness of Canada Soccer in its governance to the requirements and principles that are set out in domestic law and regulations, and in the By-laws, policies, regulations, policy implementation, and core values of Canada Soccer.
- b. The purpose of the Compliance Committee to assist Canada Soccer in the continual improvement of its culture of compliance and by emphasizing attentiveness to the rules and principles which guide its decision-making.
- c. The Compliance Committee is dedicated to upholding the highest standards of transparency, accountability and ethical conduct at Canada Soccer.
- d. The means/methods utilized by the Committee carrying out its review functions include:
  - review of relevant Canada Soccer documents published on the Canada Soccer website, including the By-laws, Governance Regulations, Code of Conduct and Ethics, and Board and Member meeting minutes;
  - written requests to the Corporate Secretary and Board Secretary for any other relevant policy documents or governance tools (e.g., Board evaluation templates, Board meeting agenda template); and
  - interviews with the President, General Secretary and CEO, Corporate Secretary, and Board Secretary or their designates, to elicit their opinions on improvements in and concerns about compliance at Canada Soccer.

e. The Compliance Committee does not offer legal advice or opinions related to Canada Soccer matters that are not related to compliance.

f. The Committee's rights do not include attending Board or committee meetings.

g. The Compliance Committee operates independently. It shall not receive instructions from any other body of Canada Soccer or from FIFA, Concacaf, or the Government of Canada in carrying out its duties as set out in Canada Soccer's Governance Regulations. If the Committee chooses, it may seek input from these bodies on potential areas of focus, but retains sole discretion for where it chooses to act

h. Members of the Compliance Committee are elected en bloc by the Voting Members of Canada Soccer at an Annual Meeting of the Members.

i. The chair of the Compliance Committee may seek the advice of the Governance Committee Chair to clarify the roles, processes, and procedures of the Compliance Committee.

**a. Composition of the Compliance Committee**

- i. The committee is composed of a chair, a vice chair and three (3) other members.
- ii. The committee shall elect the chair by secret ballot.
- iii. The committee chair shall appoint the vice chair in consultation with the Committee.
- iv. the chair shall call meetings of the committee and shall provide the lead in the management of the committee's business.
- v. The committee chair shall appoint one of the committee members or another qualified person as secretary, who shall be responsible for logistic and administrative matters, including i) communications for administrative purposes with the Office of the General Secretary and ii) recording meeting minutes and filing minutes and other committee documents in the SharePoint folders/files of the Compliance Committee.
- vi. The chair shall have the kind of expertise possessed by a business professional who has management leadership experience.
- vii. The members of the Committee shall collectively, if possible, have expertise in compliance, internal audit, finance, law, governance, management, audit, and, if possible, expertise or experience in compliance management.
- viii. Committee members may not hold an election or appointed position on any federal or provincial government body which has decision-making powers.
- ix. All members of the Compliance Committee are independent, defined more precisely as individuals who do not have a conflicting fiduciary obligation to another organization, receive no direct or indirect material benefit from any such party, and are free of any conflict of interest of a financial, personal or representational nature.

- x. Annex B of the By-laws requires that the Compliance Committee cannot include any person or family member who has another official function at Canada Soccer or with one of its Members or a material business relationship with Canada Soccer of one its Members.
- xi. Members of the Compliance Committee cannot serve on or be a candidate for any other body of Canada Soccer.
- xii. The members of the Compliance Committee are elected at a meeting of the Members and may only be dismissed by a Meeting of the Members.
- xiii. The term of members of the Compliance Committee is three years, and a member may serve for no more than three terms, consecutively or otherwise.
- xiv. When a Compliance Committee position remains unfilled after the call for nominations, or becomes vacant, the Board shall recommend an individual who shall serve until the next Annual Meeting of the Members, when the Members shall elect an individual to complete the unexpired term.

#### **b. Duties of the Compliance Committee**

- i. The Compliance Committee shall develop and implement a program or plan annually based on its terms of reference that involves the following:
  - identifies if Canada Soccer has updated its By-laws, Governance Regulations and governance-related policies, and regulations as required either by changes to the law or by the provisions for regular review of such documents.
  - identifies if Canada Soccer meets the requirements of the Canada Sport Governance Code or related Sport Canada policy.
  - identifies if Canada Soccer meets the requirements of membership in FIFA and Concacaf as specified in the Statutes and Governance Regulations and directives of FIFA and Concacaf.
  - allows the Compliance Committee to offer its opinions on the state of the compliance culture at Canada Soccer and improvements that could be made to Canada Soccer's documents and to the respective oversight functions of the Board, CEO and General Secretary, Corporate Secretary and Board Secretary.
  - the preparation of a written report to the Membership at the Annual Meeting of the Members.
  - establishes a Review Committee from among its members to conduct eligibility checks of candidates for Director, member of the Electoral committee, and member of the Electoral Committee, and member of one of the Judicial Bodies.
- ii. Maintain knowledge and awareness of leading practices related to organizational compliance through self-directed learning

### **c. Meetings of the Compliance Committee**

- i. All meetings of the Compliance Committee shall be virtual.
- ii. The Committee chair shall ensure that the committee has an ongoing workplan.
- iii. The Committee chair shall ensure that the committee meeting agenda and all relevant materials are forwarded to the committee members in sufficient time for their adequate review.
- iv. Committee members are expected to review all information for the meeting.
- v. Committee members are expected to notify the committee chair in a timely fashion if they are unable to attend a meeting.
- vi. At meetings, the chair shall guide the discussion so that it proceeds in an orderly and efficient fashion, ensures that all views are heard and that the committee formulates recommendations that reflect the majority will.
- vii. The committee chair has the right to make motions and vote on all questions.
- viii. Members of the committee must maintain the confidentiality of all their committees' discussions and adhere to the rules pertaining to conflicts of interest.

### **d. Procedures of the Compliance Committee**

- i. Quorum shall be a majority of the members of the committee.
- ii. Decisions will be made by a majority of the members of the committee, including the chair.
- iii. The committee chair has the right to make motions and vote on all questions.
- iv. In the chair's absence or inability to act, one of the other committee members shall serve as chair.

## **3. JUDICIAL BODIES**

The Judicial Bodies of Canada Soccer are the main bodies that specify the disciplinary processes and procedures and the specific disciplinary measures or sanctions that may be imposed by Canada Soccer. Their functions involve investigations and, in some cases, the resolution of disputes.

Members of the Judicial Bodies are elected en bloc by the Members of Canada Soccer at an Annual Meeting of the Members.

The Judicial Bodies make their decisions entirely independently. They shall not receive instructions from any other Body of Canada Soccer.

### **a) Composition of the Judicial Bodies**

- i. Each Judicial Body shall consist of three (3) members, one of which shall serve as chair of the committee.
- ii. In the case of the Disciplinary Committee and the Appeals Committee, the chair may serve as the sole member of the Committee and act as a single judge with respect to certain designated matters.
- iii. Canada Soccer shall appoint a staff member to each Judicial Body as secretary to manage claims and/or appeals submitted to the committee.
- iv. The chair shall be qualified to practice law or have comparable professional expertise/experience.
- v. An individual may not serve as chair of more than one Judicial Body.
- vi. Members of the Judicial Bodies cannot hold a position on any government body.
- vii. All members of the Judicial Bodies are independent.
- viii. Annex B of the By-laws provides that the Judicial Bodies cannot include any person who themselves or their family members has another official function at Canada Soccer or with one of its Members or a material business relationship with Canada Soccer of one its Members.
- ix. Members of the Judicial Bodies cannot serve on or be a candidate for any other body of Canada Soccer.
- x. The members of the Judicial Bodies are elected at a meeting of the Members and may only be dismissed by a Meeting of the Members.
- xi. The term of members of the Judicial Bodies is three (3) years, and a member may serve for no more than three (3) terms, consecutively or otherwise.
- xii. When a position on a Judicial Body remains unfilled after the call for nominations, or becomes vacant, the Board shall recommend an individual who shall serve until the next Annual Meeting of the Members, when the Members shall elect an individual to complete the unexpired term.
- xiii. Members of the Judicial Bodies are independent, defined more precisely as individuals who do not have a conflicting fiduciary obligation to another organization, receive no direct or indirect material benefit from any such party, and are free of any conflict of interest of a financial, personal or representational nature.

#### **b. Role and Duties of the Judicial Bodies**

The role and duties of the Judicial Bodies are set out in full in Canada Soccer's Disciplinary Code.

#### **i) Ethics Committee**

The Ethics Committee is an investigative body which is responsible for investigating the ethical conduct of all persons who are bound by Canada Soccer's Code of Conduct and Ethics.

## **ii) Disciplinary Committee**

The Disciplinary Committee deals with all disputes, rule violations and complaints of misconduct other than those which are sent to the Ethics Committee and the Players' Status Committee.

## **iii) Players' Status Committee**

The Players' Status Committee is responsible for resolving disputes between professional clubs, their players, and/or their intermediaries.

## **iv) Appeals Committee**

The Appeals Committee is the final internal authority within Canada for appeals against decisions taken by other Canada Soccer judicial bodies and its independent committees.

The Appeals Committee can confirm, modify or overturn the original decision of a judicial body or independent committee. The Committee ensures that all disciplinary proceedings respect due process, including the rights of the party appealing.

## **c. Meetings of the Judicial Bodies**

- i. All meetings of the Judicial Bodies shall be virtual unless specified otherwise.
- ii. Chairs shall ensure that the meeting agenda and all relevant materials are forwarded to the members of the Judicial Bodies in sufficient time for their adequate review.
- iii. Members of the Judicial Bodies are expected to review all information for the meeting.
- iv. Members of the Judicial Bodies are expected to notify the chair in a timely fashion if they are unable to attend a meeting.
- v. At meetings, the chair shall guide the discussion so that it proceeds in an orderly and efficient fashion, ensures that all views are heard and that the Judicial Body formulates recommendations that reflect the majority will.
- vi. The chair has the right to make motions and vote on all questions.
- vii. There must be a record of decisions by the Judicial body.
- viii. Members of the Judicial Bodies shall ensure that everything disclosed to them during their work remains confidential.

## **d. Procedures of the Judicial Bodies**

- i. The procedures of the Judicial Bodies are set out in full in Canada Soccer's Disciplinary Code.
- ii. Quorum shall be a majority of the members of the committee.

- iii. Decisions will be made by a majority of the members of the committee, including the chair.
- iv. In the chair's absence or inability to act, one of the other committee members shall serve as chair.

## **XII. STANDING ORDERS OF THE ANNUAL MEETING OF THE MEMBERS**

### **a. Participation in the Annual Meeting of the Members**

- i. Each Voting Member shall be represented at the Annual Meeting of the Members by a maximum of three delegates, all of whom may take part in the discussions. There shall be one voting delegate (and a deputy) for each delegation. It is recommended that the composition of the delegations maximize diversity.
- ii. The names of the delegates, including the delegate authorized to cast the vote and the deputy, shall be submitted to the Office of the General Secretary before the opening of the meeting (TBC).
- iii. Canada Soccer shall bear the costs of travel and accommodation for one delegate of each Member taking part in the Meeting.

### **b. Chair of the Meeting**

- i. The President shall chair the Meeting. If the President is not in attendance, the Vice President shall chair. If the Vice President is not in attendance, then the delegates shall select an individual to chair.
- ii. The chair shall ensure that the meeting is run in strict compliance with these Standing Orders and the By-laws of Canada Soccer.
- iii. The chair's duties shall include opening and closing of the meeting; recognizing delegates who wish to speak; bringing the debate to a conclusion; and maintaining order during the discussions.
- iv. The chair may take the following actions against any delegate who obstructs the discussions or otherwise prevents the meeting from doing its work:
  - a call to order
  - a reprimand
  - exclusion from the meeting

If an appeal is made against such action, the delegates shall decide by a majority vote immediately without debate.

### **c. Scrutineers**

At the beginning of the meeting, the delegates shall approve the appointment of an adequate number of scrutineers to assist members of the Electoral Committee in supervising the election process.

### **d. Documents**

All official documents of the Annual Meeting of the Members shall be presented in the official languages of Canada, which are English and French.

**e. Quorum**

- i. Decisions by the delegates shall be valid only if there is a quorum of greater than 50% of the Members eligible to vote.
- ii. Once it is declared that a Meeting of the Members has been convened and has been called together in accordance with the By-laws, the quorum shall not be influenced by delegates departing.

**f. Discussion**

- i. The chair shall lead the discussion of the meeting agenda items except where the chair delegates this responsibility to another person.
- ii. The chair may rule a speaker out of order if the speaker has raised a question or questions or made a point or points that are not relevant to the debate.
- iii. The chair shall decide when the debate on an agenda item has had adequate discussion and requires a vote.

**g. Speakers**

- i. Permission to speak is granted in the order in which it is requested. A speaker may not begin speaking until they have obtained permission from the chair to do so.
- ii. A speaker may not speak for a second time on the same item until all other delegates who have requested permission to speak have spoken.

**h. Proposals**

Proposals submitted by the Members for the meeting shall be presented in writing to the Office of the General Secretary sixty (60) days prior to the meeting and may be put forward orally at the meeting.

**i. Procedural motions and ending of the discussion**

- i. If a procedural motion is made, discussion on the main question shall be suspended until a vote has been taken on the procedural motion.
- ii. If a motion is made to end the discussion, it shall immediately be put to a vote without debate. If the motion is approved, permission to speak shall only be granted to those delegates who have asked to speak before the vote was taken.
- iii. The chair shall decide when the discussion should end, unless the delegates decide otherwise by a simple majority of the valid votes cast.

#### **j. Voting on Motions**

- i. A decision that requires a vote shall be reached by a show of hands unless decided otherwise by the delegates. If a show of hands does not result in the required support of the delegates, the vote shall be taken by either a ballot or by calling the roll in alphabetical order. In the case of a ballot or a roll call, Members shall be allocated votes in accordance with Article 28 of the By-laws of Canada Soccer.
- ii. Before each vote on a Motion, the chair, or a person designated by the chair, shall read the text of the Motion aloud and explain the voting procedure to the delegates. If an objection is raised, the delegates shall decide immediately by a vote.
- iii. Proposals shall be put to a vote in the order in which they are submitted.
- iv. The chair shall announce the result of all votes.
- v. No delegate is permitted to speak during a vote and until after the result has been announced.

#### **k. Elections**

- i. Elections shall be carried out by secret ballot. The members of the Electoral Committee shall count the ballot papers with the oversight of Canada Soccer's legal counsel.
- ii. The number of ballot papers that have been distributed shall be announced by the chair of the Electoral Committee before the count.
- iii. If the number of ballot papers returned is equal to or fewer than the number of ballot papers distributed, the election shall be declared valid. If the number of ballot papers distributed exceeds that of the ballot papers distributed, the vote shall be declared null and void and another vote shall be taken immediately.
- iv. The chair of the Electoral Committee shall announce the result of each ballot.
- v. The chair of the Electoral Committee shall destroy the ballot papers at the end of the elections.

#### **l. Calculation of majorities**

- i. The majority vote shall be calculated for elections and other decisions by the delegates. Blank and spoiled ballot papers as well as abstentions shall be disregarded when calculating the majority vote.
- ii. The majority shall be calculated based on the number of Members present and eligible to vote.
- iii. If during an election a Member casts two or more votes in support of one candidate on one ballot paper, only the last vote cast shall be considered valid and counted.

### **XIII. EFFECTIVE DATE**

CERTIFIED to be the Governance Regulations of Canada Soccer as approved by the Board of Directors on the 29<sup>th</sup> of March, 2026.

President

Chair of the Governance Committee