



Governance Policies

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NLSA

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I. INTRODUCTION

This document sets forth the key governance policies of the Newfoundland and Labrador Soccer Association (NLSA) that define the roles and responsibilities of and relationships between the Board of Directors and its Directors, Officers and Committees.

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

II. THE BOARD OF DIRECTORS

A. ROLE AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

i. *Role of the Board*

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

ii. *Responsibilities of the Board*

a) **Accountability**

- Ensures that an effective relationship is maintained with NLSA's Members and its other stakeholders.
- Ensures compliance with all applicable domestic laws and regulations.
- Ensures that the overall organizational and staffing structure facilitates the delivery of the NLSA's Mission and strategic plan.
- Ensures that an annual operating plan for the NLSA is in place;
- Ensures that updated human resource policies, administered by the Executive Director, 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 the NLSA's information management systems.
- Ensures that policies and processes are in place that identify and monitor principal organizational risks, addresses what risks are acceptable to the NLSA, and ensures that appropriate systems and actions are in place to manage such risks.
- Ensures compliance with NLSA's *By-laws, Rules and Regulations, Code of Conduct and Ethics, and Disciplinary Code*, all policies and directives from Canada Soccer.
- Ensures compliance with the IFAB Laws of the game and FIFA's *Futsal Laws of the Game*, as directed by Canada Soccer, in force.

iii. **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.

iv. **Selection, Support and Evaluation of Executive Director**

- Is responsible for the appointment, evaluation, and dismissal of the Executive Director.
- Approves the Executive Director's compensation.
- Approves and updates the *Executive Limitations* policy, which determines the Executive's authority and accountabilities.
- Provides support to the Executive Director so that they may carry out their responsibilities.

- Develops, updates and employs effective procedures and processes for the assessment of the performance of the Executive Director on an annual basis.
 - Makes provision for the Executive Director’s professional development.
- v. **Financial Oversight and Development**
- Approves the NLSA’s year-end financial report, budget, annual operating plan and receives other financial reports as required.
 - Ensures the effective utilization of the NLSA’s financial resources.
 - Approves policies that implement sound financial controls and ensures policy compliance.
 - Approves policies regarding the NLSA’s fee schedules.
 - Ensures that an effective relationship is maintained between the NLSA and all funding agencies and financial partners.
 - Approves major financial decisions and actions as provided for in the *Executive Limitations* policy.
 - Safeguards NLSA’s assets and resources, as provided for in the *Executive Limitations* policy.
 - Recommends the appointment of an independent certified public accountant to audit the annual financial statements of the NLSA.
- vi. **Board Governance and Development**
- Governs in accordance with the NLSA’s *Articles of Incorporation* as may be amended from time to time:
 - *By-laws*
 - *Strategic Plan*
 - *Governance Policies*
 - *Executive Limitations* Policy
 - *Code of Conduct and Ethics*
 - *Disciplinary Code*; and
 - other policies of the NLSA.
 - Complies with policies, regulations, directives and decisions of Canada Soccer 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 NLSA.
 - 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.
 - Evaluates the performance of the Board and its Directors on at least an annual basis.
 - Ensures that there are effective Board recruitment, orientation and ongoing training/educational processes that together facilitate strong Board development.
 - Approves the terms of reference of Special Committees.
 - Proposes amendments of the *By-laws* for the approval of the Voting Members, in accordance with the *By-laws*.
 - Amends the *Policies, Code of Conduct and Ethics, and Disciplinary Code*, in accordance with the *By-laws*.

vii. 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 Article 3 of the *By-laws*.
- Approves the Membership Fees for all Members.

viii. 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 NLSA's brand and reputation.
- Approves or rejects recommendations by the President of appointments and/or nominations to external bodies.
- Approves a policy regarding the selection of Provincial Representatives.

B. COMPOSITION AND STRUCTURE OF THE BOARD OF DIRECTORS

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

C. MEETINGS OF THE BOARD OF DIRECTORS

i. Board Meeting Times

- The Board shall meet a minimum of four times per year as required by the *By-laws*.
- Meetings may be conducted by video or 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.

ii. Preparations for Board Meetings

- The agenda for each Board meeting shall be set by the President in consultation with the Executive Director 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 Executive Director.
- Reports/information to be considered from Board committees shall be forwarded to the Executive Director 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);
 - Reports from the Executive Director and President outlining:
 - progress achieved on the strategic priorities and plans;
 - key commercial activities;
 - significant risks that occurred or are being forecasted;
 - major changes in the human resource structure;
 - recent relevant developments or decisions by Canada Soccer

- Minutes and written reports submitted by Standing or Special Committees;
- Minutes of Board meetings;
- A status report of Actions and Motions;
- Declarations of Conflict of Interest

iii. 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, is framed by MOTIONS, respects *Roberts' Rules of Order and 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) headings framed by the strategic plan; (ii) the presenters; and (iii) the desired outcome (e.g., received for information, board discussion, board decision).

iv. Board Meeting Code of Conduct

- Directors shall attend Board meetings and participate fully in Board deliberations.
- Directors shall conduct themselves in Board meetings with a view to furthering the interests of the NLSA and not the interests of individual and/or group stakeholders.
- Directors shall respect confidentiality of Board business and Board deliberations.
- Directors must sign a confidentiality agreement yearly at the AMM.
- Directors shall support the majority decisions of the Board, which shall always speak with one, unified voice.
- 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.
- Directors shall ensure that the discussion of Board business occurs solely at the Board table and not outside the Board room by electronic or other means;
- Directors shall adhere to the conflict of interest requirements as they relate to Board meetings.
- Directors shall notify the President and Executive Director in advance of a Board meeting if they are unable to attend.

III. BOARD OFFICERS AND DIRECTORS

A. ROLE AND RESPONSIBILITIES OF THE PRESIDENT

i. *Role of the President*

- To keep the Board focused on advancing the Mission and the priorities and plans of the NLSA;
- To ensure that the Board develops and implements policies that guide the NLSA
- To ensure that the relationship between the Board and Executive Director remains positive, constructive and professional at all times;
- To play a leading role in communicating the Mission and Core Values of the NLSA, the Strategic Plan, and information about the NLSA's activities to the NLSA's stakeholders;
- To be the Board's direct link with the Executive Director in communicating the collective will of the Board;
- To represent NLSA at meetings and events of Canada Soccer;
- To ensure representation of the NLSA at meetings with the Government of Newfoundland and Labrador;
- To bind the NLSA only with the consent of the Board;
- To carry out the responsibilities of Director and Officer of the NLSA.

ii. *Responsibilities of the President*

a) **Leadership of the Board**

- Ensures that the Board carries out its responsibilities as defined in the *By-laws, Rules and Regulations, Governance Policies* and other policies of the NLSA.
- 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 the NLSA's Signing Officers.
- Demonstrates familiarity with the *Articles, By-laws, Governance Policies, Code of Conduct and Ethics, Disciplinary Code*, and other policies of the NLSA.
- Prepares, together with the Executive Director, the agenda and related documents for meetings of the Board and for General Meetings of the Members.

b) **Evaluating the Performance of the Executive Director**

- Ensures that there is an annual performance appraisal of the Executive Director.

c) 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 the requirements of Subsection II C above.

d) External Relationships

- Speaks and votes on behalf of the NLSA at Canada Soccer, and other external bodies and organizations as required.
- Communicates directly with Canada Soccer on behalf of the NLSA.
- Ensures that decisions reached by Canada Soccer that are relevant to the NLSA are brought to the attention of the Board for consideration.
- Reports to the Board the results of important and relevant communications with external bodies and organizations.

B. ROLE AND RESPONSIBILITIES OF THE VICE-PRESIDENT

i. Role of the Vice-President

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

ii. Responsibilities of the Vice-President

- Performs their role and carries out their responsibilities as a Director and Officer of the NLSA;
- 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.

C. ROLE AND RESPONSIBILITIES OF A DIRECTOR

i. Role of a Director

- To take every measure to ensure that NLSA is governed effectively and, in particular, that the Board carries out those responsibilities with which it is entrusted by the Members;
- To act at all times within the scope of the *By-laws, Rules and Regulations, Code of Conduct and Ethics, Board Meeting Code of Conduct* and other policies of NLSA 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 NLSA to carry forward with its priorities, plans and policies;
- To act honestly, in good faith, and in the best interests of NLSA and not the interests of particular constituencies.

ii. Responsibilities of a Director

a) General

- Understands and meets the standards of fiduciary responsibility of a Director.
- Has reasonable familiarity with the legal, regulatory, business, social, economic and political environments in which the NLSA operates.
- Remains informed about the legislation under which the NLSA

exists, and NLSA'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 the NLSA;
- Keeps generally informed about the activities of the NLSA and the issues that affect the NLSA.
- Supports and abides by the majority decisions of the Board except when there are 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 Executive Director.
- 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 the NLSA.

iii. In Board/Committee Meetings

- Plans time prior to Board/Committee meetings to review the meeting agenda and accompanying documents so as to be prepared to engage in an informed discussion on the matters before the Board/Committee.
- Respects the 'Board Meeting Rules and Procedures' and the 'Board Meeting Code of Conduct' and the rules and procedures of Board Committees 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 and its Committees remain attentive to NLSA priorities and plans.
- Reads and understands all financial statements and financial reports.
- Helps develop and maintain a spirit of collegiality and positive interpersonal relationships at meetings of the Board and its Committees.
- Is fully engaged in the Board's assessment of its performance.
- Is fully engaged in the assessment of the Executive Director's performance.

iv. In Communications

- Never speaks for the Board or the NLSA unless authorized to do so.
- Confines communication with staff on Board business to interchanges with the Executive Director at Board meetings, so that the lines of accountability within the Board and within the Executive Director's

Office remain clear.

- Fosters and promotes a positive image of the Board and the brand of the NLSA with its stakeholders and in the community.

IV. STANDING AND SPECIAL COMMITTEES

A. GENERAL

i. Purpose

- The Board shall establish Standing and Special Committees to assist it with its work; such committees are not to be involved in the NLSA'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 strategy development, planning, risk oversight, 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.
- Committees are advisory to the Board. Except where so authorized, they do not have the authority to make decisions or act for the Board.
- Board Committees give members and external experts an opportunity to be involved in work in an area where they have an expertise and also assist the board in succession planning by mentoring individuals to grow into leadership opportunities on the NLSA Board.

ii. Appointment

- Chairs and members of Committees shall be appointed by the President with the approval of a majority of the Board; the exception is the Nominations Committee (see below);
- Members of the Standing Committees shall be appointed within six weeks of the Annual Meeting of the Members.
- Members of the Standing Committees shall be by invitation, nomination or expression of interest as desired by the NLSA Board.

iii. Terms of Reference

- Detailed terms of reference shall be made available to candidates who, after an initial review of the expression of interest form, have been determined to have the requisite skill set and experience to contribute to the committee. At that point the candidate may be interviewed by an NLSA board member to determine a final recommendation to the board for their approval.

iv. Meetings

- Committee chairs shall ensure that all relevant background information for meetings is forwarded to Committee members in advance of the meetings in a timely fashion.
- Committee members are expected, prior to meetings, to review all background information sent to them.
- Committee members are expected to notify the Committee chair in a timely fashion if they are unable to attend or participate in a meeting.
- At meetings, the committee chair shall:
 - Guide the discussion so that it proceeds in an orderly and

efficient fashion, respect *Robert's Rules of Order* and the *Board Meeting Code of Conduct*, and deal 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 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 Executive Director, at least ten days in advance of a Board meeting for inclusion with the Board meeting materials.
- Committees may establish subcommittees to assist them with their work.
- Committees may, with the permission of the Board, invite individuals who are not members of the Committee to meetings to increase their expertise.
- Committee meeting minutes shall be approved by the Committee and forwarded to the Executive Director for inclusion with the materials for the next Board meeting.

v. 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 will serve as chair.
- Meetings to be held, if necessary, by video or conference call; decisions may be made as a result of an email vote.

B. STANDING COMMITTEES

- The Standing Committees are: Audit and Finance, Governance, Nominations, Risk Management, and Emergency.
- Standing Committees shall normally meet face-to-face once per year, at a minimum; the exception is the Emergency Committee.
- Where possible, NLSA shall provide staff support for meetings of the Standing Committees but they shall not be Committee members.
- 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; Committees shall report to the Board on the completion of their work each year.

C. AUDIT AND FINANCE COMMITTEE – Terms of Reference

i. Composition and Eligibility

- Committee composed of no fewer than four members, plus the President (ex-officio).
- The chair must be a Director.
- 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).

ii. Role of the Committee

- To assist the Board in carrying out its financial oversight responsibilities, including reviewing the quarterly variance reports, 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 the NLSA.

iii. 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.
 - Provides a financial quarterly report, and identifies 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 NLSA.
- Reviews and makes recommendations to the Board on an ongoing basis on any matter or question relating to the financial position of the NLSA.
- Reviews and makes recommendations to the Board on internal processes and procedures for financial reporting and other internal financial controls;
- Each year selects one control within the finance function for review by the auditor.
- Monitors, reviews and reports to the Board on the assets and investments of the NLSA.
- Recommends to the Board the appointment of the auditor and the audit fees.

D. GOVERNANCE COMMITTEE – Terms of Reference

i. a. Composition and Eligibility

- Committee composed of no fewer than four members, plus the President (ex-officio).
- The chair must be a Director.
- 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 principles of organizational effectiveness.

ii. Role of the Committee

- To assist the Board in developing, drafting, and reviewing the *Articles, By-laws, Policies, Code of Conduct and Ethics, Disciplinary Code*, and other policies of the NLSA.

iii. Responsibilities of the Committee

- Reviews and proposes amendments to the *Articles, By-laws, Policies, Code of Conduct and Ethics*, and *Disciplinary Code*.
- Develops, reviews and updates the *NLSA 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. NOMINATIONS COMMITTEE – Terms of Reference

i. Composition and Eligibility

- Committee composed of five (5) members, including a chair. Two (2) of the Committee members shall be Directors and three (3) shall be Independents. (An Independent is defined here as a person who at the time of his/her appointment is not an officer, director or employee of the NLSA or one of its members.)
- The President and Vice President shall not be a member of the Nominations Committee;
- Wherever possible, members of the Nominations Committee shall be resident in different regions as they are defined in 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 may serve at the same time on the Nominations Committee.

ii. 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.

iii. 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 NLSA 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;

iv. 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 Executive Director for distribution.
- 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 the NLSA;
- Interviews candidates for the Director positions and forwards its nominations for those positions to a meeting of the Members for election, as provided for in the *By-laws*.
- In recruiting candidates for Director, ensures that the composition of the Board reflects diversity, as set out in the *By-laws*.
- 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:
 - 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 and judgment searches to determine if the candidate is a plaintiff or defendant in an ongoing legal action or if there are any judgments against a candidate;
 - Inquiries of Member Associations and other Members (referees and coaches) regarding past soccer discipline/ethics proceedings in which the candidate has been involved;
 - Independent reference checks;
 - Check any relevant social media (Facebook, Twitter, Instagram, LinkedIn, etc.)

v. Procedures

- 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 Board regarding the Committee's recommendations of candidates for the Director

positions.

- The Office of the Executive Director 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.

F. RISK OVERSIGHT COMMITTEE - Terms of Reference

i. Composition and Eligibility

- Committee composed of no fewer than four members, plus the President (ex officio).
- The chair must be a Director.
- Committee members should possess an understanding of the committee's terms of reference and collectively should have expertise in areas such as risk management, harassment, insurance, employment law, etc.

ii. Role of the Committee

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

iii. Responsibilities of the Committee

- Develops policies related to risk oversight, and other policies as requested by the Board.
- Reviews and updates NLSA's Risk Management Policy, Whistleblower Policy, and Conflict of Interest Policy annually, and at the request of the Board.
- Reviews NLSA's risk management system (i.e., identification, assessment, mitigation, monitoring, and reporting).
- Carries out the Committee's responsibilities as described in the Whistleblower Policy and Risk Management Policy.
- Reviews the Cyber Security measures in place to ensure they are reasonable and effective, and makes recommendations to the Board of Directors when necessary.

iv. 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 serves as chair.
- Meetings to be held, if necessary, by video or conference call; decisions may be made as a result of an email vote.

G. COMPENSATION AND MANAGEMENT DEVELOPMENT COMMITTEE – Terms of Reference

i. Composition and Eligibility

- Committee composed of no fewer than four members, including the President (ex-officio).
- The Chair must be the President.
- Committee members should possess an understanding of the committee's terms of reference and, if possible, some understanding of

best practices in the area of performance reviews and executive level compensation.

- The Chair is the main point of contact with the Executive Director. The other committee members support and guide the Chair.

ii. Role of the Committee

- To assist the Board in the oversight of the position of the Executive Director.

iii. Responsibilities of the Committee

- Supports the Executive Director in the development of performance objectives for approval by the Board.
- Supports the Executive Director in identifying opportunities for professional development.
- Oversees the performance review process for the Executive Director.
- Recommends improvements to the Board regarding the performance review process.
- Makes recommendations to the Board regarding the compensation, bonus structure, and employment agreement for the Executive Director.

iv. 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 will serve as Chair.

H. EMERGENCY COMMITTEE – Terms of Reference

i. Composition and Eligibility

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

ii. Role of the Committee

- To exercise specific powers of the Board in critical emergency situations where the Board cannot be convened either in person or using teleconferencing or other comparable means of communication.

iii. Responsibilities of the Committee

- Makes decisions in critical emergency situations except in relation to any of the following matters:
 - Dissolution of the NLSA;
 - Hiring or dismissal of the Executive Director;
 - Negotiation of contracts or approval of mergers or partnerships;
 - Changes to the organizational structure of the NLSA;
 - Approval or alteration of a Board-approved budget;
 - Adoption or elimination of major NLSA programs;
 - Appointments and/or nominations to external bodies;
 - Appointment of Provincial Representatives;
 - Purchase or sale of NLSA 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.

iv. Procedures

- Quorum to be all voting members of the Committee.
- Decisions to be made by unanimous vote of the members of the Committee.
- The Committee must inform the Board of any decision or action taken by the Committee within seventy-two (72) hours.

V. JUDICIAL BODIES

A. Disciplinary Committee

B. Appeal Committee

C. Ethics Committee

D. Appointments of Members of the Judicial Bodies:

- At least forty-five (45) days prior to the Annual Meeting, the Board shall review a list of qualified individuals recommended by the Executive Director for appointment to the Judicial Bodies.
- The NLSA Board will appoint a Chair who will then be involved in the selection of members of the Judicial Body.