

NWT Soccer
Governance Policies
Revised: September 14, 2021

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

Committees are established by the Board to assist in the Governance of soccer throughout the Northwest Territories. Establishing clear Terms of References for each Committee helps committees to stay focused on the task at hand. When committees are efficient, they effectively reach consensus and provide recommendations for the board, who then can debate on the recommendation and vote on how NWT Soccer should proceed.

1. The Board of Directors

A. Responsibilities of the Board of Directors

- To maintain authority over, and responsibility for, the structures and operations of NWT Soccer
- To develop policies and strategies that guide NWT Soccer and provide director for management
- To ensure there are sufficient and appropriate human and financial resources for NWT Soccer to accomplish its work
- To meet all legal requirements that pertain to NWT Soccer
- To remain attentive to the changing needs of NWT Soccer membership and key stakeholders
- To operate as a corporate body, speaking with one voice through formal motions adopted at its meetings.
- Accountability
- Planning
- Selection, Support and Evaluation of the Executive Director
- Financial Oversight and Development
- Board Governance and Development
- External Relations
- Ensure that policies and processes exist that identify and monitor principal business risks, address what risks are acceptable to NWT Soccer, and ensure that appropriate systems and actions are in place to manage such risks.

B. Role of the President

- Ensures the Board carries out its responsibilities as defined in NWT Soccer's By-laws and Governance Policies and other policies of NWT Soccer.
- Ensures that the Board attends to its internal governance functions, including those related to the orientation of Board candidates and to the Board's evaluation of its own performance.

- Serves as one of NWT Soccer's Signing Officers.
- Remains familiar with all policies and procedures of NWT Soccer.
- Prepares, together with the Executive Director, the agenda and related documents for meetings of the Board of Directors and for the General Meetings of the Association.
- Deliver's the Executive Director's performance review as prepared by the Board of Directors.
- Chairs meetings of the Board of Directors and General Meetings of the Association.
- Ensures meetings of the Board are conducted in accordance with Robert's Rules of Order, the Board Meeting Rules and Procedures and the Board Meeting Code of Conduct.
- Speaks and votes on behalf of NWT Soccer at Sport North Federation, Canada Soccer and other external meetings always in a manner that is consistent with the will of the Board of Directors.
- Ensures that decisions reached by Sport North Federation or Canada Soccer that are applicable to NWT Soccer are brought to the attention of the Board of Directors for consideration.

C. Role of the Vice-Presidents

- To work closely with the President in providing leadership and direction for NWT Soccer.
- To perform his/her role and responsibilities as a Director of NWT Soccer.
- To perform the responsibilities of the President in the President's absence or inability to act.

D. Role of a Director

- To take every measure to ensure that NWT Soccer is governed effectively and, in particular that the Board of Directors carries out those responsibilities with which it is entrusted by NWT Soccer membership.
- To practice the standard of due diligence, loyalty, care and obedience that are required of a Director.
- To act at all times within the scope of the governing documents of NWT Soccer and always in recognition of the principle that the Board's role is to govern and management's role is operational.
- To contribute skills, knowledge, influence and other assets that allow NWT Soccer to carry forward with its priorities, plans and policies.
- To act honestly, in good faith, and in the best interests of NWT Soccer and not the interests of their particular Community and/or Region.
- Understands and meets the legal requirements and obligations of a Director.
- Understands the legal, regulatory, business, social and political environments in which NWT Soccer operates.
- Remains informed about the legislation under which NWT Soccer exists, and NWT Soccer's Articles, By-laws, mission, vision and policies as these pertain to the duties of a Director.
- Possesses a clear understanding of the governance structure of NWT Soccer.
- Keeps generally informed about the activities of NWT Soccer and the issues that affect NWT Soccer.

- 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 made outside of the board room.
- Acts to develop and retain the trust of other Directors.
- Declares any apparent or real personal conflict of interest or loyalty in accordance with NWT Soccer's by-laws and policies and statutory requirements.
- Demonstrates high ethical standards and integrity as a Director of NWT Soccer.
- Plans time prior to Board/Committee meetings to review the meeting agenda and accompanying documents and thus be prepared to engage in an informed discussion on the matters before the Board/Committee.
- Participates in NWT Soccer events and activities when required.
- Respects NWT Soccer Board Meeting Rules and Procedures and Board Meeting Code of Conduct at all times.
- Asks questions when the information provided at a meeting is inadequate or the question before the meeting is unclear, and voices clearly and explicitly any opposition to a decision being considered at the meeting.
- Takes every measure to ensure that the Board remains attentive to NWT Soccer priorities and plans and informs the Executive Director of identified failures as these become apparent.
- Reads and understands NWT Soccer's financial statements and otherwise helps the Board fulfill its fiduciary responsibilities.
- Helps develop and maintain a spirit of collegiality and positive interpersonal relationships within the board.
- Contributes to the Board's evaluation of its performance.
- Contributes to the assessment of the Executive Director's performance.
- Never speaks for the Board of Directors or NWT Soccer unless authorized to do so.
- Confines communication with NWT Soccer staff to interchanges with the Executive Director at Board meetings, so that the lines of accountability within the Board and within the Executive Director remain clear, except when authorized by the Board.
- Fosters and promotes a positive image of the Board and NWT Soccer with its stakeholders and in the community.
- Represents NWT Soccer in the community effectively by focusing on NWT Soccer's accomplishments as well as its needs and challenges.

E. Composition and Structure of the Board of Directors

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

F. Board Meeting Times

- The board of directors shall meet a minimum of five (5) times per year.
- Meetings may be conducted by conference call.

- The board shall determine its meeting schedule through the development of an annual board calendar.

G. Preparation for Board Meetings

- The agenda for the Board meetings shall be set by the President in consultation with the Executive Director and, if necessary, other Directors.
- Documents related to agenda items shall be delivered to the Directors at least five (5) days in advance of the Board meeting by the President.
- Information to be considered from Board committees shall be forwarded to the Executive Director at least seven (7) days in advance of the meeting.
- All reports to the Board shall be in written form and shall contain background information and a description of the issues for discussion.

H. Board & Committee Meeting Code of Conduct

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

J. Removal of Board of Directors & Committee Members

- Any Director or Committee Member may be removed from the Board or Committee if absent from three (3) or more consecutive meetings without due cause

2. Committees

A. Standing and Special Committees

- The Board of Directors shall establish Standing and Special Committees to assist with its work; such committees are not to be involved in NWT Soccer's day-to-day operations.
- Members of Standing and Special Committees are approved by the Board of Directors.
- Standing Committees of the Board are permanent and have a governing function: they assist the Board in carrying out its responsibilities, including oversight, planning, risk management, policy development, Director recruitment and Board self-evaluation.
- Special Committees of the Board are struck periodically to undertake a specific task or project that is to be completed within a defined period of time; they are dissolved after they have completed their work.
- Committees are advisory to the Board. Except when so authorized, they do not have the authority to make decision or act for the Board.
- Term: Two (2) years

B. Operational Committees

- The general purpose of Operational Committees is to bring together the professional leadership of NWT Soccer staff and the expertise and knowledge of NWT Soccer's program volunteers to develop and delivery programs that further the mission, vision and priorities of NWT Soccer Strategic Plan.
- Operational Committees are solely accountable and shall only take direction from the Executive Director.
- Operational Committees shall operate only under the authority granted to them by the Executive Director.
- Operational Committees have no authority to make decisions or act for the Executive Director.
- Term: Two (2) years



Standing and Special Committees

1. Finance Committee

A. Composition and Eligibility

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

B. Role of Committee

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

C. Responsibilities of the Committee

- Forwards financial statements to the Board for approval and submission to the Annual General Meeting.
- Reviews and makes recommendations to the Board on the annual budget, based on the strategic priorities, plans and resources to NWT Soccer.
- Reviews and makes recommendations to the Board on an ongoing basis on any matter or question relating to the financial position of NWT Soccer.
- Reviews and makes recommendations to the Board on internal processes and procedures for financial reporting and other internal financial controls.
- Monitors, reviews and reports to the Board on the assets.

D. Procedures

- Quorum to be a majority (50%) of the voting members of the Committee.
- Committee authorized to meet without the Executive Director present.
- In the chair's absence or inability to act, one of the other committee members to serve as chair.
- Meetings to be held, if necessary, by conference call; decisions may be made as a result of an e-mail vote.
- Minutes of meeting to be taken and made available at the next Board meeting.



2. Governance Committee

A. Composition and Eligibility

- Committee composed of no fewer than two members.
- Committee may include members who are not Directors to expand its expertise.
- Committee Chair must be a member of the Board.
- Committee members should possess an understanding of the committee's terms of reference and should have a basic understanding of the requirements of effective Board governance and related issues of organizational effectiveness.

B. Role of Committee

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

C. Responsibilities of the Committee

- Reviews and proposes amendments to the By-laws of NWT Soccer.
- Develops, reviews and updates NWT Soccer Governance Policies for the approval of the Board, and other policies as assigned by the Board.
- Develops an orientation process for new Directors.
- Assists the Board in conducting an annual evaluation of the Board's performance, and other Board evaluation processes if required.

D. Procedures

- Quorum to be a majority (50%) of the voting members of the Committee.
- Committee authorized to meet without the Executive Director present
- In the chair's absence or inability to act, one of the other committee members to serve as chair.
- Meetings to be held, if necessary, by conference call; decisions may be made as a result of an e-mail vote.
- Minutes of meeting to be taken and made available at the next Board meeting.



Operational Committees

1. Technical Committee

A. Composition and Eligibility

- Committee composed of no fewer than two members.
- Committee may include members who are not Directors to expand its expertise.
- Committee members should possess an understanding of the committee's terms of reference and should have a basic understanding of the requirements of effective Board governance and related issues of organizational effectiveness.

B. Role of Committee

- To assist the Executive Director in developing, implementing and reviewing all technical related matters.

C. Responsibilities of the Committee

- To coordinate on a Territorial basis all matters of technical nature in respect to development and delivery of coaching, long term player development, club and community development and Futsal.
- To develop and promulgate Rules and Regulations governing all sanctioned tournaments and events, and to revised and develop Handbooks for all major Games.
- To review all player exemption requests.
- To serve on coaching staff selection panels.
- To provide leadership in the achievement of effective alignment and collaboration between the Club and Communities on technical and related matters.

D. Procedures

- Quorum to be a majority (50%) of the voting members of the Committee.
- Meetings to be held, if necessary, by conference call; decisions may be made as a result of an e-mail vote.
- Minutes of meeting to be taken and made available at the next Board meeting.