

# Canadian Soccer Association

## Requirements for Good Governance

*The Principles and Requirements listed are pertinent to all provincial and territorial associations.*

*Depending on the scale of the association and provincial/territorial legislation, the requirements may be implemented differently. By adhering to these Principles and Requirements, the provincial and territorial associations will achieve alignment with the Canadian Soccer Association.*

### **Principle #1: There is a clear distinction between the responsibilities of the board and those of staff**

#### **Requirements:**

1. The board possesses responsibilities that pertain to the governing of the association, as follows:
  - a. Maintains an updated set of articles and by-laws that conform with existing laws and regulations
  - b. Develops a governance framework and processes, including governance policies, for the association
  - c. Approves a strategic plan, which affirms the mission, vision, values and strategic priorities of the association
  - d. Approves an annual operating plan and budget, prepared by staff, to facilitate completion of the strategic plan
  - e. Develops processes for board development (e.g., board evaluation, recruitment, orientation, and training)
  - f. Monitors the association's performance, including its financial affairs, risks and opportunities
  - g. Selects, oversees, evaluates and compensates the executive director

h. Approves the staff structure for the association

2. Staff possess responsibilities that pertain to the operations of the association, as follows:
  - a. Manage and administer finances, human resources, programs, program structures, services, stakeholder relations, and risk
  - b. Develop operational structures, processes and policies that enact the association's mission and strategic priorities
  - c. Prepare an annual operating plan and budget based on the priorities of the strategic plan
  - d. Ensure that the operational requirements of the executive limitations are met (e.g., protection of assets, monitoring of financial processes, and management of stakeholder relationships)
  - e. Execute and implement board policies and directives

### **Principle #2: The association has board structures and processes that enable it to govern and oversee the growth of the sport in an effective and professional manner**

#### **Requirements:**

1. The board is of a size that facilitates a board culture of participation, personal and shared responsibility, efficiency, common interests, cooperation, and effective decision-making
2. The board has the requisite skill-sets and knowledge to carry out its governing responsibilities
3. The board has a composition that reflects geographic, linguistic, gender and ethnic/cultural diversity
4. Each director carries out his/her fiduciary duties (duty of care, duty of due diligence,

- duty of loyalty, duty of obedience) as matters of personal responsibility, which cannot be delegated to any other person or organization ☐
5. The board, in performing its responsibilities, acts with a view to the best interests of the association
    - a. The board is required to make decisions that are in the association's best interests; in reaching a decision, the board should take into account the decision's impact on the members and various other stakeholders ☐
  6. The board provides *direction* and *control* of the association by:
    - a. ensuring that the board meeting agenda is structured according to the priorities of the strategic and annual operating plans ☐
    - b. ensuring that board control does not lead to a focus on operational details or decisions but instead makes certain that:
      - i) the assets and resources of the association are directed towards its strategic and annual priorities ☐
      - ii) there is proper oversight of the association utilizing standardized policies and processes (i.e., executive limitations, executive director evaluation, risk registry, succession planning) ☐
  7. The board utilizes committees to assist in performing its governing responsibilities
    - a. The board utilizes two types of committees: standing and special. Standing committees assist the board in undertaking financial oversight, strategic assessments, risk assessment, the development of governance processes, board evaluation, and board recruitment. Special committees are struck on an occasional basis to examine board-related issues not addressed by the standing committees ☐
  8. Staff receive their direction from the executive director, who is directed by the board as a whole ☐
  9. To ensure that there is no conflict of loyalty, no director of the association holds simultaneously a position of director of another organization which is a member of the association ☐
  10. The executive director may strike committees to assist with the association's operations
    - a. The executive director appoints operational committees on the basis of skill-sets and knowledge that are necessary to administer program structures and services; members of the board do not sit on these committees, which act independently of the board and report to the executive director ☐
  11. The association establishes judicial bodies whose members are not directors and which operate independently of the board ☐

**Principle #3: The association's relationships with its member and governing associations reflect accountability, alignment, responsiveness, transparency, and clarity in communications**

**Requirements:**

1. On governance-related matters, communications occur between board presidents or their designates. ☐
2. On operations-related matters, communications occur between executive directors or their designates. ☐
3. Boards and staff are responsive, transparent and clear in communicating information that involves or has an impact on other associations ☐
4. Following a decision of the board, each director both supports and communicates the same message ☐