



POLICIES AND PROCEDURES

**Governance and Operational**

Effective: September 2019

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# 1 INTRODUCTION

This document sets forth the *Governance Policies* of the **Valley** Soccer Association (hereinafter referred to as VSA or Association), which define the role that the Board of Directors shall play in the affairs of the Association.

Good governance is vital to the effective and efficient operation of the Association. In a pure governance model the Board's primary role is to govern and provide leadership and direction for the Association in pursuit of the Mission.

However, being an operational board, the Board also plays an active role in the management of the day-to-day operations of the Association.

The purpose of this policy is to clarify the authority, policies and processes that guide the management of the Association including and primarily the functioning of the Board.

## **2 THE BOARD OF DIRECTORS**

### **2.1 Nominations**

- 2.1.1** Nominations will be accepted as described in the VSA Bylaws section 6.
- 2.1.2** All nominees must be endorsed by their member association board to act as a representative to the VSA membership.
- 2.1.3** As described in the VSA bylaws section 6, all nominations are to be presented to the VSA board, 30 days prior to the set date of the Annual General Meeting. The board will approve a list of nominees to be presented to the membership. This approval process is to ensure requirements are met as prescribed in the Non-Profit Corporations Act.
- 2.1.4** All nominees are required to attend the AGM to represent themselves and provide a brief introduction (i.e. who they are, level of experience, involvement at the local level, etc.) and purpose(s) as to why they wish to serve on the board to all voting members. In special circumstances where nominees are not able to attend they may seek exemption from the board of directors and provide a written introduction and purpose(s) as to why they wish to serve on the board and appoint a person to speak for them.
- 2.1.5** If no nominations have been received for open positions on the Board of Directors at the time of the AGM, the board will be required to suspend operations at the close of the AGM until new nominations are presented to the remaining board Directors and a Special Membership Meeting is called to ratify new Directors or Officers (VSA Bylaw 6.2.5).

### **2.2 Role and Responsibilities of the Board of Directors**

- 2.2.1** Role of the Board
  - a) The Board of Directors is vested with full powers to govern the affairs of the Association (as per Association bylaws).
  - b) To maintain authority over, and responsibility for, the structures and operations of the Association;
  - c) To develop policies and strategies that guide the Association and provide direction for staff;
  - d) To ensure that an operational plan for the Association is in place that outlines the authority of those tasked with management the affairs of the Association;
  - e) To ensure that there are sufficient and appropriate human and financial resources for the Association to accomplish its work;
  - f) To meet all legal requirements that pertain to the Association;
  - g) To remain attentive to the changing needs of the Association's membership and key stakeholders;
  - h) To operate as a corporate body, speaking with one voice through formal motions adopted at its meetings;
  - i) To meet the requirements of the SSA and CSA.
- 2.2.2** Responsibilities of the Board
  - a) Accountability
    - i. Is accountable to maintain the trust and support of the Association's membership;
    - ii. Ensures that Association operates within applicable laws and regulations and requirements of the SSA and CSA and other governing authorities in the Province of Saskatchewan including, but not limited to, Sask Sport, the Non-Profit Corporations Act 1995, and the provincial government;

- iii. Ensures that the overall organizational and staffing structure facilitates the delivery of the Association’s Mission and strategic plan;
  - iv. Approves a set of human resource policies for management/ staff (where applicable), and program and administrative volunteers, and member organizations.
- b) Planning
- i. Develops, approves, and ensures the implementation of strategic plans, determines priorities, and monitors performance against plans;
  - ii. Approves annual capital and operating plans and monitors performance against those plans.
- c) Selection, Support and Evaluation of Executive Director & Staff
- i. Selects the Executive Director, determines the Executive Director’s compensation, and sets out in clear terms the Executive Director’s authority, responsibilities and accountability, and the *Executive Limitations* policy;
  - ii. Provides every support to the Executive Director to enable him/her to carry out his/her responsibilities;
  - iii. Develops and employs effective procedures and processes for the monitoring and evaluation of the Executive Director and staff, and as required for their termination;
  - iv. Conducts a formal evaluation of the Staff/Executive Director on an annual basis;
  - v. Makes provision for the Staff/Executive Director’s professional development.
- d) Financial Oversight and Development
- i. Approves Association’s audited/reviewed year-end financial report, annual operating budget, and other financial reports as required;
  - ii. Approves policies that implement sound financial controls for the Association and ensures policy compliance;
  - iii. Approves the Association’s fee;
  - iv. Approves major financial decisions and actions as provided for in the *Operational Authority section of this policy*;
  - v. Ensures the financial well-being of its member organizations & entities for long term programming and establishment.
- e) Governance and Development
- i. Governs in accordance with Governance and Operational Policies and ensures compliance with the Non-Profit Corporations Act 1995, Association’s Articles of Incorporation and Bylaws, and forwards proposed amendments to the Articles and/or Bylaws to the membership for approval;
  - ii. Approves and updates the *Policies* of the Association;
  - iii. Approves the members of the Standing, Operational and Special Committees of the Board of Directors;
  - iv. Assesses the performance of the Board and its Committees on an annual basis;
  - v. Develops a recruitment, orientation and training process for new Directors.
- f) External Relations
- i. Develops relationships and policies regarding these relationships with external agencies, corporate partners and stakeholders;
  - ii. Develops relationships and policies regarding the protection and enhancement of the Association’s image and reputation.

### 2.2.3 Composition and Structure of the Board of Directors

- a) The composition and structure of the Board of Directors is set out in the Bylaws of the Association.

### 2.2.4 Meetings of the Board of Directors

- a) The Board of Directors shall meet according to the needs of the association but at minimum 4 times per year.
- b) Meetings may be conducted by conference call or other appropriate electronic means.
- c) The Board shall generally determine its meeting schedule through the needs of the association.

#### 2.2.5 Preparations for Board Meetings

- a) The agenda for the Board meetings shall be set by the President in consultation with the Executive Director (where applicable) and, with input from the Directors.
- b) Where possible information to be added to the agenda shall be forwarded to the president at least seven (7) days in advance of the meeting.
- c) When possible the agenda and supporting documents shall be delivered to the Directors at least two (2) days in advance of the Board meeting.
- d) All regular Board meetings shall include, at a minimum, an agenda that includes the following items:
  - i. Year-to-date financials;
  - ii. Written reports submitted by Staff, Standing, Operational or Special Committee;
  - iii. Minutes of Board meetings not previously adopted;
  - iv. A status report of action items.

#### 2.2.6 Board Meeting Rules and Procedures

- a) The quorum for meetings shall be 50% of the voting Directors in office.
- b) The rules of procedure for meetings shall be *Robert's Rules of Order*.
- c) 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, by majority (50% +1) vote, to serve as Chair.
- d) In chairing the meetings, the Chair shall:
  - i. Guide the discussion so that it proceeds in an orderly and efficient fashion, relates to Motions, respects *Roberts' Rules of Order* and Association Board Meeting Code of Conduct, and deals with Board business;
  - ii. Ensure that all views are heard, that the Board reaches decisions through formal motions, and that the will of the majority prevails;
  - iii. Vote only in the event of a tie;
  - iv. Be responsible primarily for facilitating discussion/debate.
- e) The minutes and a list of board action items (see appendix 3) arising out of each Board meeting shall be forwarded to Directors as soon as possible following the meeting
- f) The agenda for Board meetings shall assume the attached format (see appendix 2) with all topics meant for board discussion and decision making as needed.

#### 2.2.7 Board Meeting Code of Conduct

- a) Each Director shall attend Board meetings regularly and participate fully in Board deliberations.
- b) Each Director shall conduct himself/herself in Board meetings with a view to furthering the general interests of the Association and not their personal interests or that of other groups, towns or stakeholders.
- c) Each Director shall respect confidentiality of Board business and Board deliberations.
- d) Each Director shall support the majority decisions of the Board and speak with a unified voice to the membership and the community.

- e) Each Director shall conduct himself/herself in Board meetings in a manner exhibiting courtesy, goodwill, objectivity, frankness, openness to new ideas, constructiveness, independent-mindedness, restraint, effective communication, willingness to compromise, and respect for others.
- f) Each Director shall ensure that all business of the Board is conducted at the Board table.
- g) Each Director shall adhere to the conflict of interest requirements as they relate to Board meetings.
- h) Each Director shall notify the President in advance of a Board meeting if he or she is unable to attend.

### **2.2.8 Email Voting of the Board**

- a) The President shall be authorized to initiate email voting on matters before the Board if one or more of the following circumstances is in place:
  - i. Where a motion has been approved at a Board meeting allowing a vote on a specific topic;
  - ii. For matters that are determined to be administrative or that lend themselves to being resolved by a vote without the need for further in-depth debate;
  - iii. Where it has been determined that timelines must be met that make “all present” debate challenging either electronically or in-person;
  - iv. To resolve motions/topics that have been presented to the Board in advance where discussion has already occurred;
  - v. Where the Directors unanimously waive the right to further debate.
- b) In order for an email motion to be approved quorum must be achieved through the email vote process
  - i. Should the number of votes not result in “quorum” by the specified deadline then the vote shall be declared null and void and the matter will be referred to the next Board meeting.
- c) All email votes shall be by “reply to all” or other such electronic means such as online survey that allow all Directors to see the summary of votes that were registered. In all cases there must be a verifiable record of the votes and the results.
- d) Unless a mechanism is provided in advance all email votes shall occur without further discussion through electronic or other means.
  - i. Should a discussion mechanism be allowed it must ensure that all Directors be able to see all discussion content.
- e) Email vote shall be set up with a specific deadline for completion and a summary included at the next board meeting as an Addendum to the official minutes or adopted into the official minutes.

### **2.2.9 Email Voting of Committees**

- a) The President shall be authorized to initiate email voting on matters before any Committee.

## **2.3 Remuneration of the Board**

- 2.3.1** The VSA shall reimburse Directors for all costs and expenses which they may incur personally during their duties provided that those costs were incurred honestly and without malice. Approved expenses may include mileage to extraordinary events or meetings, meetings during meal times, SSA AGM weekend expenses, etc. and must be submitted in the applicable budget year of the incurred cost/expense. Any costs or expenses submitted after the applicable budget year must be presented to the board for approval prior to reimbursement.



- 2.3.2** To be entitled for reimbursement, a Director must inform the VSA of the claim or possible claim at the earliest reasonable opportunity after he/she becomes aware of it and must make a complete report or file the necessary form to the VSA of the incident and/or expense giving rise to the claim.
- 2.3.3** The VSA shall provide each Director an honorarium for their commitment and expenses related to normal board business. This honorarium shall be at a rate of \$50 per meeting to a maximum of \$400 annually, payable upon completion of the annual term, effective November 1, 2019. No additional reimbursement may be granted for mileage to and from VSA board meetings.
- 2.3.4** The VSA shall provide the President an honorarium for their commitment and expenses related to normal board business. This honorarium shall be at a fixed rate of \$99 annually, in addition to the \$400 annual Director honorarium, for fulfilling the role of president which includes the minimum attendance of four (4) board meetings, attendance at the SSA AGM weekend, and completion of the roles and responsibilities as indicated below, effective November 1, 2019. No additional reimbursement may be granted for mileage to and from VSA board meetings. Further recognition for their time should be given at the close of the AGM.

## **3 BOARD OFFICERS AND DIRECTORS**

### **3.1 Role and Responsibilities of the President**

#### **3.1.1 Role of the President**

- a) To keep the Board focused on advancing the Mission and plans of the Association.
- b) To ensure the Board develops policies and strategies that guide & protect the Association through recommendations or changes to policy and governance documents.
- c) To co-ordinate and ensure completion of responsibilities by the board members.
- d) To provide direction on the process to deal with decisions for the Association.
- e) To ensure the relationship between the Board and Executive Director/Staff remains positive, constructive and professional at all times.
- f) To represent the collective will of the Board in communicating with the Staff.
- g) To represent Association at meetings and events of SSA.
- h) To carry out his/her responsibilities as a Director and Officer of the Association.

#### **3.1.2 Responsibilities of the President**

- a) To provide leadership to the Board.
- b) To ensure that the Board carries out its responsibilities as defined in Association's Bylaws and *Governance Policies* and other policies of the Association.
- c) To ensure that the Board provides orientation of new Board Members.
- d) To serve as an ex-officio member of all Committees.
- e) To receive copies of all reports from Board committees in advance of Board meetings.
- f) To serve as one of the Association's signing officers.
- g) To remain familiar with all policies and procedures of the Association.
- h) To prepare, together with the Executive Director (where applicable), the agenda and related documents for meetings of the Board of Directors and for General Meetings of the Association.
- i) To evaluate the performance of the Staff/Executive Director and deliver the Staff/Executive Director's performance review as prepared by the Board of Directors.
- j) To chair meetings.
  - i. Chairs all meetings of the Board of Directors and General Meetings of the Association.
  - ii. Ensures that meetings of the Board are conducted in accordance with *Robert's Rules of Order*, the Board Meeting Rules and Procedures, and the Board Meeting Code of Conduct.

- k) To maintain external Relationships.
  - i. Serves as the Association’s official contact with Saskatchewan Soccer.
  - ii. Speaks and votes on behalf of the Association at SSA and other external meetings always in a manner that is consistent with the will of the Board of Directors.
  - iii. Ensures that decisions reached by SSA that are applicable to the Association are brought to the attention of the Board of Directors for consideration.
  - iv. Ensures that SSA requirements are met by the association and that the VSA remains in good standing.
- l) To communicate to the membership on behalf of the Board of Directors.
- m) In the absence of an Executive Director, to serve as a representative of the organization to outside and partner organizations.
- n) In the absence of an Executive Director, to oversee the day-to-day operations of the Association in accordance with the policies and procedures, mission and plans of the Association.
- o) In the absence of an Executive Director, to oversee and directs Association staff.

## **3.2 Role and Responsibilities of the Vice-President**

### **3.2.1 Role of the Vice-President**

- a) To work closely with the President in providing leadership and direction for the Association.

### **3.2.2 Responsibilities of the Vice-President**

- a) To perform his/her role and responsibilities as a Director and Officer of the Association.
- b) To perform the responsibilities of the President in the President’s absence or inability.
- c) To ensure the Board evaluates its own performance.
- d) To serve as one of the signing officers.
- e) To ensure that each new Director receives a full orientation to the Board.
- f) To support the president in completing his/her role and responsibilities.
- g) To remain familiar with all policies and procedures of the Association.
- h) To represent Association at meetings and events of SSA.
- i) To chair sub-committees as needed.

## **3.3 Role and Responsibilities of the Past President**

### **3.3.1 Role of the Past President (if adopted)**

- a) As agreed upon, provides advice and assistance, leadership and direction for the Association as requested by the President and/or the Board.
- b) The Past President shall have a voice but shall not be counted in quorum and shall not vote at Board or Standing Committee meetings when acting in an advisory capacity to that Committee.

### **3.3.2 Responsibilities of the Past President (if adopted)**

- a) Upon request acts as a mentor to support the needs of the President, Board and/or Standing Committees.

## **3.4 Role and Responsibilities of the Treasurer**

### **3.4.1 Role of the Treasurer**

- a) To work closely with the President in providing leadership and direction for the Association.

- b) To oversee the fiscal administration of the Association's assets, accounts, budgets and preparation for year-end documents.

#### **3.4.2 Responsibilities of the Treasurer**

- a) To perform his/her role and responsibilities as a Director and Officer of the Association.
- b) To serve as one of the signing officers, if needed.
- c) To ensure administrator has procured an annual reviewer and has documents are prepared for the AGM and all necessary documents filled annually for incorporation.
- d) To work with administrator to present a proposed annual budget to the board for approval.
- e) To work with administrator to recommend & propose financial polices to ensure accurate accounting.
- f) To oversee the bookkeeping completed by the administrator to ensures accurate and compliant records are kept.
- g) To support the president in completing his/her role and responsibilities.
- h) To work in conjunction with the President to oversee staffing and HR needs.

### **3.5 Role and Responsibilities of the Member-at-Large**

#### **3.5.1 Role of the Member-at-Large**

- a) To serve as an active board member in providing leadership of the association and by promoting and contributing to the develop of soccer and soccer related activities.

#### **3.5.2 Responsibilities of the Member-at-Large**

- a) To perform his/her role and responsibilities as a Director of the Association.
- b) To contribute skills, knowledge, influence and other assets that allows Association to carry forward with its priorities, plans and policies.
- c) To keep generally informed about the activities of the Association and about general trends and issues that affect the sport community.
- d) To voluntarily assume a role or duty as required for board duties. To support the officers in completing his/her roles and responsibilities.
- e) To remain familiar with all policies and procedures of the Association and promote as necessary.
- f) To represent Association at meetings and events of SSA.
- g) To participate in sub-committees as needed.

### **3.6 Role and Responsibilities of a Director**

#### **3.6.1 Accountability of a Director**

- a) Each Director of the Board, in exercising his or her powers and discharging his or her duties, shall:
  - i. Act honestly and in good faith while demonstrating the highest ethical standards with a view to the best interests of the Association; and
  - ii. Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
  - iii. Submit their signed Directors Commitment Form and Disclosure of Interest form (see appendix 4 and 5) as soon as possible, but no later than one week after the Annual General Meeting;
  - iv. Acknowledge that decisions of the Board are not appealable outside of the Board; and
    - a) Shall respect, support and abide 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, asks for a review of the decision by the Board.

- v. Resign if unable to respect, support and abide by the majority decision of the Board.

### 3.6.2 Responsibilities of a Director

- a) Each Director of the Board shall sign the Directors Commitment Form and submit it to the President prior to the Board orientation meeting following their election. Throughout their term, to the best of their abilities, each Director will:
  - i. Act in the best interest of the VSA by taking every measure to ensure that the Association is governed effectively and that the Board of Directors carries out those responsibilities with which it is entrusted;
  - ii. Ensure that Association's financial affairs are conducted with due regard for all fiduciary and operational responsibilities;
  - iii. Contribute skills, knowledge, influence and other assets that allows Association to carry forward with its priorities, plans and policies;
  - iv. Keep generally informed about the activities of the Association and about general trends and issues that affect the sport community;
  - v. Demonstrate high ethical standards and integrity as a Director of the Association; and
  - vi. Voluntarily assume a role or duty as required for board duties.

### 3.6.3 Misconduct of a Director

- a) In accordance with the Bylaws of the Association (6.4) a Director may be removed from participation at the Board for:
  - i. A breach of Association Bylaws, Policies and Procedures, an/or Governance Policies, or
  - ii. Conduct that is deemed by the Board to be detrimental to Association, or for
  - iii. Lack of fulfillment of their responsibilities as a Director including a lack of participation (without notice) of three Board meetings in 12-month period.
- b) The investigation and determination of Misconduct of a Director are handled, internally by the Board.
- c) In the event of an allegation of misconduct the Board:
  - i. Shall advise the Director in writing of the nature and extent of such allegations and provide the Director with an opportunity to make representations regarding the same and shall also advise the Director in writing of any step or measure the Board might take if it determines that the allegation is valid;
  - ii. May investigate and determine the validity of such allegation, upon receipt of the Directors response and/or in the absence of the Directors response by the specified deadline. As warranted by the investigation may take such steps or measures as it determines appropriate, including and without limitation, declaring that a Director has breached these guidelines and is no longer qualified to actively serve as a Director and is required to provide his/her resignation;
  - iii. If the Director does not provide their resignation according to the terms outlined by the Board, the Board may release the findings of the investigation to the Members and make recommendation that the Members approve a resolution to remove the Director at a Special Meeting of Membership.

### 3.6.4 Participation in Board/Committee Meetings

- a) Each Director of the Board is expected to actively participate in board meetings by:
  - i. Willingly offering to complete tasks and duties;
  - ii. Planning 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;
  - iii. Participating in Association events and activities when required;
  - iv. Respecting Association Board Meeting Rules and Procedures (2.2.6) and Board Meeting Code of Conduct (2.2.7) at all times;
  - v. Asking 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;
  - vi. Taking every measure to ensure that the Board remains attentive to the Association priorities and plans and informs the President of identified failures as these become apparent;
  - vii. Reading and understanding Association's financial statements and financial reports, and otherwise help the Board fulfill its fiduciary responsibilities;
  - viii. Helping develop and maintain a spirit of collaboration and positive interpersonal relationships within the Board;
  - ix. Refraining from assessing the performance of members of the Staff during Board meetings;
  - x. Contributing to the Board's evaluation of its performance;
  - xi. Contributing to the assessment the Executive Director's performance.

### 3.6.5 Communications

- a) All communications at all times are expected to meet the standards of conduct outlined in the Association Bylaws, Policies and Governance policies.
- b) Never speak for the Board of Directors or Association unless authorized to do so.
  - i. Discussions will occur between Directors, with Members and with staff outside of the Board Room, however, it must be understood that this is not official Board business.
  - ii. Discussions with staff should not include directives so that the lines of accountability, Board to Executive Director and Executive Director to Staff, remain clear.
- c) Foster and promote a positive image of the Board and Association with its stakeholders and in the community.
- d) Represent Association in the community effectively by focusing on Association's accomplishments as well as its needs and challenges.
- e) Online communications should:
  - i. be addressed and replied to promptly and in a timely manner;
  - ii. not be neglected and may be considered a lack of fulfillment of their responsibilities thereby leading to removal as outlined in 3.6.3;
  - iii. not include "reply to all" emails unless requested;
  - iv. not encourage online debate outside of the Board; and
  - v. ensure that requests for additions to the Agenda, clarification or further discussion on topics are directed to the President and not the Board as a whole.

## 4 Operational Authority

### 4.0 Documentation of Authority

- a) This section of policy intends to outline the authority that has been granted to individuals and/or committees by the Board so that the work of the Association can be managed without the need to convene Board meetings.

- b) It is understood that not all situations are covered and therefore this policy describes the protocols that are in place when this occurs.

## **4.1 Executive Director or Board President in Absence of Director**

### **4.1.1 Roles and Responsibilities of the Executive Director**

- a) Programs and Services
  - i. Coordination and Organization of indoor and outdoor soccer – such duties may include: management of leagues and creation of teams, booking fields and facilities, assisting with seasonal registrations, coordinating league windups, ordering of equipment and product for each soccer season, coordinating distribution with coaches and maintenance of all equipment, and supporting MO's with program and service development.
- b) Registration
  - i. Duties may include: the oversight of the creation of registration forms, as well as support the Administrator/Registrar to maintain player, coach and referee information using the GoalLine Website.
- c) Coaching & Referee Development
  - i. Duties may include: scheduling and organizing the coach and referee clinics offered through SSA as well as providing ongoing support for these positions, ensuring all coaches and team personnel have completed Respect in Sport, updating and preparing coach and referee packages for each session, securing referees for required games, and securing mentoring personnel such as Referee Mentor, coach trainers etc.
- d) Policy & Procedures
  - i. Work in collaboration with the board president to maintain and/or coordinate updates to the Association's Articles, Bylaws, Policies and Procedures and other such critical documents.
- e) Funding/Finance
  - i. Research and apply for outside funding and Grant opportunities.
  - ii. Set annual fees in collaboration with the board.
  - iii. Develop an annual budget in collaboration with the treasurer.
  - iv. Ensure financial stability of the organization and its assets.
- f) Communications
  - i. Act as the Association's primary contact person to the Membership, SSA and other stakeholders.
  - ii. Attend SSA's Annual General Meeting and represent the Association's interests while maintaining a positive working relationship Saskatchewan Soccer.
  - iii. Work cooperatively with staff and/or contracted positions.
  - iv. Ensure the GoalLine Website is maintained with relevant Association updates & forms.
  - v. Responsible to ensure that Members receive required information in a timely manner.
- g) Formal Complaints
  - i. Managed by the Executive Director as outlined in the Formal Complaints Policy.
- h) Personal
  - i. Oversight of association employees and support staff.
- i) Support to the Board as needed and complete other duties as assigned by the Board.

## **4.2 Member Services & Administrative Assistant**

### **4.2.1 Responsibilities of the Member Services & Administrative Assistant**

Percentages of duties: Bookkeeping/Financial 15 %, Customer Service 25 %, Administration 60 %

a) ADMIN/CUSTOMER SERVICE

- i. To provide superior customer service to all members and associations by managing the VSA email account and receiving and responding to emails and telephone queries.
- ii. To build and foster positive relationships with all member associations and stakeholders such as Saskatchewan Soccer Association (SSA), SSA members, Ref associations, etc.
- iii. To check and manage incoming mail from the VSA's post office box on a regular basis.
- iv. To maintain an up-to-date member association contact list.
- v. To serve as an advocate and representative of the VSA and support soccer in the VSA's district.
- vi. To update and maintain the VSA Goaline ebsite and VSA Social Media Accounts (forms, pictures, dates, stories, etc.).
- vii. To attend the SSA AGM weekend, typically held in March, and other special SSA meetings throughout the year as necessary and as directed by the board.
- viii. To attend VSA board meetings and Membership meetings.
- ix. To implement and manage the effective use of resources and services to ensure VSA goals are met and by providing administrative support to the VSA board and its representatives.
- x. To manage, organize, track and file all member submissions and distribute as necessary thereafter (registrations, checklists, player transfers, member renewal forms, complaints, etc.).
- xi. To maintain digital files and to provide a digital back-up for off-site storage semi-annually.
- xii. To oversee the implantation of VSA's policies and procedures as applicable to member organizations and soccer operations (distribution of annual forms, membership packages, booking clinics and facilities, Release forms, Tournament packages, etc.).
- xiii. To apply for and manage grant applications and documentation (MAP grant, etc.).
- xiv. To serve as the primary registrar of VSA and forward the applicable information to applicable associations prior to deadlines.
- xv. To complete other duties as assigned by the Board of directors.

b) FINANCIAL

- i. To maintain VSA financial records using Quickbooks (day-to-day cash flow, receivables, payables, invoicing, deposits, and account reconciliation).
- ii. To work in conjunction with the treasurer to ensure accurate and accountable finances including filing annual returns.
- iii. To create cheques and ensures they are signed by the officers and distributed as necessary.
- iv. To be a good steward of VSA resources, expenses and assets.

### **4.3 Authority to Manage Complaints (section under review)**

### **4.4 Authority to Manage Between Board Meetings**

- a) Between meetings the President, Staff and/or Committees shall manage the activities of the Association within the scope of their authority.
- b) When circumstances arise that are outside of any of these individual or group's authority a Board meeting shall generally be convened to manage that matter.
- c) Should a decision be required which does not allow for a Board meeting to be convened, the President or Executive Director will be consulted then the President or Executive Director shall take what action is determined by them to be in the best interest of the Association at that time. For learning purposes, urgent decisions shall be reviewed at the next available Board meeting.
- d) The individuals or committees authorized to make decisions and carry out Association activities shall do so free of interference. Individual Directors shall not interfere or engage in matters, between Board meetings, that are not assigned to them.

## 4.5 Review of Decisions

- a) All decisions that are made provide learning opportunities for the Board and Staff. Should decisions be made that warrant further discussion once implemented these matters can be added to a Board agenda.
- b) The purpose of any review is educational, not critical, with the goal of improving policy, process or assignment of authority.
- c) Staff are held accountable for their decisions and actions through formal performance review processes which are initiated by the Board.

# 5 COMMITTEES

## 5.1 General

### 5.1.1 Purpose

- a) The Board of Directors shall establish Standing and Special Committees to assist it with its work; such committees are not to be involved in Association's day-to-day operations.
- b) Committees of the Board may contain volunteers who are external to the Board that provide expertise and increase the capacity of the Board to manage the activities of the Association.
- c) Standing Committees may be developed by the Board and 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. Standing Committees make recommendations which require Board approval.
- d) Operational Committees of the Board are in place to undertake the day-to-day activities of the Association according to the authority that has been granted to them by the Board.
- e) 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 have such authority as approved by the Board and are dissolved after they have completed their work.

### 5.1.2 Authority

- a) Standing Committees are advisory to the Board. Except where so authorized, they do not have the authority to make decisions or act for the Board.
- b) Operational Committees generally have authority to carry out their mandate without requiring additional approval of the Board.
- c) Committees are to operate within their approved budgets and authority granted by the board.

### 5.1.3 Meetings

- a) Background information for committee meetings is to be forwarded to committee members in advance of the meetings in a timely fashion.
- b) Committee members are expected, prior to meetings, to review all background information.
- c) Committee members are expected to notify the committee chair in a timely fashion if they are unable to attend or participate in a meeting.
- d) At meetings, the committee chair shall:
  - i. Guide the discussion so that it proceeds in an orderly and efficient fashion;
  - ii. Respects *Robert's Rules of Order* and Association Board Meeting Code of Conduct, and deals with committee business; and,



- iii. Ensure that all views are heard and that the committee formulates recommendations that reflect the majority will.
- e) All members of Committees are required to abide by the principles contained within Association Board Meeting Code of Conduct.
- f) Committees report to the Board by means of written reports, which should be forwarded, together with any committee meeting minutes, to the Executive Director and President, at least ten days in advance of a Board meeting for inclusion with the Board meeting materials.
- g) Committees may establish sub-committees to assist them with their work.
- h) Committees may invite individuals who are not members of the committee to meetings to assist them with their work.
- i) Committee meeting minutes should be approved by the Chair and forwarded to the Executive Director's Office and President within one week of the meeting.
- j) Standing Committees are expected to prepare an annual work plan to be forwarded to the Board for approval.

*Appendix 1 – Types of Committees*

*Appendix 2 – Board Meeting Agenda Template*

*Appendix 3 – Board Action Items Sample*

*Appendix 4 – Conflict of Interest Form*

*Appendix 5 – Directors Commitment Form*

## **APPENDIX 1 - TYPES of COMMITTEES**

### **Standing Committees - Emergency Committee**

#### **Composition and Eligibility**

- Composed of the President and two other Directors elected by the Board.
- The Executive Director may provide advice to the Emergency Committee.
- Committee members should possess an understanding of the committee's terms of reference.

#### **Role of the Committee**

- To exercise specified powers of the Board of Directors in critical emergency situations where it is impossible for the Board to be convened either in person or using teleconferencing or other comparable means of communication.

#### **Responsibilities of the Committee**

- Makes decisions in critical emergency situations except in relation to any of the following matters:
- Dissolution of the Association;
- Hiring or dismissal of the Executive Director;
- Negotiation of contracts or approval of mergers or partnerships;
- Changes to the organizational structure of the Association;
- Approval or alteration of a Board-approved budget;
- Adoption or elimination of major Association programs;
- Appointments and/or nominations to external bodies;
- Selection of the Association representatives to the Association National Team competitions;
- Purchase or sale of the Association property;
- Amendment of the Bylaws and the Rules and Regulations of the Association;
- Amendment of the Association policies that require Board approval;
- Suspension, discipline or removal of any Member of, or persons holding an official position in Association or its member Associations.

#### **Procedures**

- Quorum to be all voting members of the Committee.
- Decisions to be made by unanimous vote of the members of the Committee.
- Meetings may be held by conference call.
- Minutes of meetings to be taken and made available at the next meeting of the Board.
- All decisions or actions by the Committee must be ratified by the Board of Directors by a majority (50%+1) vote within seventy-two (72) hours.

### **Special Committees - Strategic Planning Committee**

#### **Composition and Eligibility**

- Comprised of no fewer than three members, plus the President (ex officio) and the Executive Director or designate, (non-voting).
- Committee members (including chair) appointed by the President in consultation with the Board, as soon as is practicable following the Annual General Meeting of the Association. Committees' term to end at the close of the next Annual General Meeting.
- Committee members should possess an understanding of the committee's terms of reference and, if

possible, have experience with strategic planning.

### **Role of the Committee**

- On request of the Board a committee shall be struck to assist the Association in developing, implementing and evaluating strategic priorities for the Association.

### **Responsibilities of the Committee**

- Provides leadership in planning strategic planning events, overseeing the preparation of agendas and materials;
- Ensures that strategic planning documents arising out of strategic planning events are completed and forwarded to Association members and stakeholders;
- Supports the Board by ensuring a strategic plan is in place along with recommending a process to monitor and evaluate progress in achieving the plan's priorities;
- Monitors whether the Boards focus is strategic and comments if there appears to be a lack of a clear understanding and separation of board governance vs operations;
- Has processes in place to regularly monitor the Association's challenges and opportunities, and stakeholder needs and expectations;
- Provides leadership in positioning the organization for success, by proposing strategies for pursuing partnerships, conducting effective relationships with Association members and stakeholders, and developing the Association's public image;
- Considers and makes recommendations to the Board on any strategic issue or question referred to it by the Board.

### **Procedures**

- In the chair's absence or inability to act, one of the other committee members to serve as chair;
- Quorum to be a majority of the voting members of the committee;
- Committee may invite other individuals to participate in committee meetings to expand its expertise;
- Decisions to be made by majority vote with the chair having a second or deciding vote in the event of a tie;
- Meetings to be held as required and, if necessary, by conference call; decisions may be made as a result of deliberations and a vote using e-mail;
- Minutes of meetings to be taken and made available at the next meeting of the Board.

### **Operational Committees & Advisory Groups**

#### **Purpose**

- The general purpose of Operational Committees and Advisory Groups is to bring together the leadership of the Association and the expertise and knowledge of the Association's program volunteers to develop and deliver programs that further the mission, vision and priorities of the Association Strategic Plan.
- The Board/Executive Director shall form such Operational Committees and Advisory Groups as are required to fulfill the mandate of the Association.

#### **Authority**

- Operational Committees and Advisory Groups shall operate only under the authority granted to them by the Board.
- Operational Committees and Advisory Groups have no authority to make decisions or act for the Executive Director.
- Operational Committees and Advisory Groups must have Terms of Reference as provided by the

Board/Executive Director which shall be posted in the Association Policies & Procedures manual.

- Operational Committees and Advisory Groups shall have a stated role or purpose that shall be approved by the Board.

### **Meetings**

- Background information for committee meetings is to be 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, respects Robert's Rules of Order and the Board Meeting Code of Conduct, and deals with committee business;
  - Ensure that all views are heard and that the committee formulates recommendations that reflect the majority will.
- All Operational Committees and Advisory Groups shall keep meeting minutes and shall produce written reports for the Executive Director in a timely manner.

### **Operational Committees could include, but are not limited to:**

- Team Selection – Player Evaluation Committee
- Tournament Hosting Committee
- Travelling Team Committee
- Volunteer Development Committee
- Concerns and Formal Complaints Committee

## **APPENDIX 2 – BOARD MEETING AGENDA TEMPLATE**

### ***Confidential & Private***

These are confidential documents for VSA Board members only.  
If you have received them in error please forward or return them to [VSAinfo@valleysoccer.ca](mailto:VSAinfo@valleysoccer.ca)

## **VSA BOARD MEETING AGENDA**

(DATE), (TIME), (LOCATION)

Present:

Absent:

Meeting called to order at (TIME).

1. Approval of proposed agenda
2. Approval of minutes from last meeting
3. Administrator's Report
4. Status Report of Old Business
5. New Business
6. Correspondence
7. Financial Report
8. Date of next VSA Board Meetings
9. Other important dates to note
10. Adjournment



**APPENDIX 4 – CONFLICT OF INTEREST FORM**



**Disclosure of Interest**

As a member of the VSA or as a staff member, I understand that I must indicate in writing all affiliations with other organizations which do business with the VSA, for example, sales to or purchases from the VSA of goods and/or services, particularly if these affiliations could provide a personal or perceived benefit to myself or those associated with me.

In addition, I must declare any matter or relationship that is or may be reasonably perceived to be a conflict of interest with my responsibilities as a Director, as staff, or volunteer of the VSA.

In the case of members of the Board of Directors and the staff, and participants on Standing Committees of the Board, disclosure shall be recorded on this form and summarized in the Minutes of the Board of Directors meeting and/or in the Minutes of applicable committees of the Association. All conflicts that are reported and recorded will be communicated to the Board of Directors through the publication of these Minutes.

Should a new matter or relationship arise in the course of a term of volunteer, a Director or during the employment of a staff member or if the status of a Director, committee or staff member changes during the period of their service to the VSA, that individual is required to immediately file notice of the new matter, relationship or change in status as follows:

1. **Director and staff member** – immediately at the time of the new matter, relationship or change of status via a new Conflict of Interest Disclosure Statement, and;
2. **Committee member or volunteer** – via a verbal declaration to VSA board or applicable Member Organization

**Name of affiliated organization and/or nature of the conflict of interest or potential conflict of interest:** (add space as required)

Name: (Please Print) \_\_\_\_\_ Signature: \_\_\_\_\_ Date: \_\_\_\_\_

**APPENDIX 5 – DIRECTORS COMMITMENT FORM**

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**DIRECTORS COMMITMENT**

**Directors Commitment**

I understand, acknowledge and confirm that at all times I will:

- put my duties as a Director of the VSA ahead of all other volunteer commitments in soccer;
- be accountable and fulfill the responsibilities as a Director as outlined in the Governance Policies and comply with and/or fulfill all other expectations of a Director as outlined in the the Not-Profit Corporations Act 1995, the regulations, policies and procedures, articles, bylaws of the Association and any unanimous member agreement;
- uphold all provisions of the VSA Confidentiality policy during the period of my involvement as a Director and any time thereafter;
- demonstrate a willingness to engage in the work of the VSA by providing a high degree of reliability and consistency in attending and actively contributing to Board meetings and events, standing committee and other meetings of the Association as requested by the Board;
- present, foster and promote a positive image for the VSA.

I understand, acknowledge and confirm that:

- the Board speaks with one voice through formal motions and outside the board room;
- the Board has the authority to regulate its own affairs, and as such, all decisions of the Board are not subject to appeal outside of the Board;
- I shall resign or I may be removed by resolution of the Board for good and sufficient cause when I am unable to respect and abide by the decisions of the Board.

I acknowledge that I have received and reviewed the following VSA policies, and understand my role as a Director to comply by and enforce the guidelines stated within:

- Code of Conduct and Ethics
- Conflict of Interest
- Risk Management
- Governance and Operational Policy

**DECLARATION**

I am aware that this Directors Commitment Form does not contain an exhaustive list of all policies and expectations of a Director in the VSA, however, I have free access to all relevant documents and will, at all times, adhere to all principles and statements contained therein.

Director (Print): \_\_\_\_\_ Signature: \_\_\_\_\_

Witnessed by: \_\_\_\_\_ Date: \_\_\_\_\_