

# Governance Policy and Procedures



**CMSA**  
CALGARY MINOR  
SOCCER ASSOCIATION

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# CMSA Governance Policy and Procedures

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## Scope of Policy

This Policy describes the qualifications that the Directors, Officers as well as other personnel, of a CMSA member must meet for the member to be listed and remain listed as a member in good standing; as well as governance standards and policies required to be implemented by all members. This Policy is not an exhaustive statement of governance requirements applicable to members. Nothing in the Policy limits the obligations and responsibilities imposed on members by applicable laws.

## Definitions

- **AGM** shall mean the Annual General Meeting;
- **ASA** means the Alberta Soccer Association;
- **Board** means the Board of Directors of CMSA;
- **CMSA** means the Calgary Minor Soccer Association;
- **CSA** means the Canadian Soccer Association;
- **Good Standing** means a Member shall be in good standing only after forty-five (45) calendar days have passed from the date the Board approved the admission as a Member and shall continue to be in good standing until that Member ceases to be a Member or fails to pay annual fees, is in arrears, is suspended in accordance with the Bylaws;
- **Member** means an Organization/Club or an individual that satisfies the requirements of a membership category described in the Bylaws, Article 5
- **Organization / Club** means a soccer organization of club meeting the criteria as set out in the Policies and Procedures of CMSA;
- **Staff** means employee(s) of CMSA;
- **Volunteer** means any person / individual who dedicates their time pro bono on behalf of CMSA.

## Review of Directors, Officers, and other Personnel

CMSA considers the Directors, Officers and other personnel involved with a member, to be important factors in determining whether to accept and/or maintain the member in good standing. CMSA will exercise discretion in considering all factors related to the Directors, Officers and other personnel.

# New Member Requirements

## Guidelines

The following document outlines guidelines for admitting new member-clubs into Calgary Minor Soccer Association (CMSA). The Application for Membership is an independent document available from the CMSA Office.

### 1. Requirements for new member applications

Requirements for new clubs or organizations to enter teams into CMSA are that the organization must:

- 1.1 Comply with all relevant obligations under its incorporating legislation.
- 1.2 Have a feeder system program that will allow lower divisions and age groups to support an overall soccer structure.
- 1.3 Present a 12-month budget outlining expenses and revenues for key areas of operation, and a 3-year projection of expected revenue and expenditures.
- 1.4 Present an overall business plan outlining how the organization plans to contribute to the Calgary soccer environment with the players, coaches, and volunteers.
- 1.5 Have program resources and access to fields for games and practices to support the current and projected growth within the club and games of soccer in Calgary.

### 2. Definitions

- 1.6 Voting Member: organizations or clubs operating within the Calgary soccer district that have teams registered with CMSA and that are in Good Standing.
- 1.7 Non-Voting Member: organizations or clubs operating outside the Calgary soccer district that have teams registered with CMSA and are in Good Standing or organizations or clubs operating within the Calgary soccer district that have teams registered with CMSA but are not in Good Standing.
- 1.8 Life Member: The Board may, by resolution, appoint an individual as a Life Member in recognition of significant contributions to CMSA.
- 1.9 Associate Member: The Board may, by resolution, grant Associate Membership to local organizations such as public, separate, or private schools.
- 1.10 Directors: Each Director shall be a Member during his or her term of office and shall be entitled to receive notice of the AGM and any SGM at which they may have a voice, but no vote.

### 3. Commitment

Soccer organizations participating in CMSA are committed to:

- 1.11 Abide by the bylaws and rules of CMSA and its parent organizations (ASA, CSA, FIFA).
- 1.12 Support CMSA's Vision, Mission and Value/Belief statements.
- 1.13 Support all CMSA programs.

### 4. Structure of the Organization

Soccer organizations shall have a structure that provides documented functions, rules, policies, and procedures for managing the organization.

- 1.14 Each organization is required to comply with all relevant obligations under its incorporating legislation.
- 1.15 Upon successful application to the CMSA, the organization will be granted probationary status for one year after which time the CMSA may grant active membership status.

### 5. Program Offerings

Organizations shall strive to offer a broad program catering to youth players at all age groups and tiers.

- 1.16 Organizations shall register at least four (4) teams in their first season.
- 1.17 80% of the players must be new soccer registrants (not previously registered in CMSA).
- 1.18 Organization must adhere to existing recruitment rules within CMSA.
- 1.19 Organizations must register at least five (5) teams, comprised of at least two (2) age groups and 2 different tiers, in the season 12 months from their first season and in either the indoor or outdoor season of each calendar year thereafter.

### 6. Financial Resources and Commitment

Organizations shall demonstrate they are fiscally responsible and financially viable.

- 1.20 A non-refundable application fee of \$200 will accompany a membership application.
- 1.21 A deposit toward CMSA Team Registration fees of \$800 will also accompany a membership application.
  - 1.21.1 In the event the CMSA does not grant probationary membership status to the applicant, 100% of the deposit will be returned.
  - 1.21.2 For new organizations accepted by the CMSA, 50% of the deposit will be applied to the team registration fees during the first season. The remaining 50% will be applied towards the registration of teams twelve (12) months from the initial season.

- 1.21.3 In the event the organization fails to meet membership requirements after the initial season, the remaining 50% of the deposit is forfeited to the CMSA.
- 1.22 Each applicant will identify the anticipated costs for their whole program. A 12-month budget for the new organization is to be provided with the application. The following are the minimum components to be included in the budget:
  - 1.22.1 Organization and administration costs.
  - 1.22.2 Technical program costs including coaching and related development programs.
  - 1.22.3 Field and gym rentals, if applicable.
  - 1.22.4 Uniforms, balls and related equipment costs.
  - 1.22.5 CMSA team registration fees.
- 1.23 Each applicant will identify the sources of funds for their whole program covering the budget identified above. The following components are to be considered in the sources of funds forecast. It is not a requirement that funding come from all these components.
  - 1.23.1 Funds from player fees.
  - 1.23.2 Funds from fund raising activities.
  - 1.23.3 Funds from bingos, casinos and similar licensed fund-raising events available to Societies.
  - 1.23.4 Funds from other sources.

## 7. Technical Resources and Commitment

Organizations shall demonstrate that they can provide for the technical needs of the program.

- 1.24 Each organization will identify the name and contact information of the Technical Lead for their program.
- 1.25 Each organization will provide or facilitate a Technical Development Program, whether internal or external, that will provide the opportunity to enhance and grow the “technical competency” of their organization.
- 1.26 Each organization registering outdoor teams will demonstrate their access to adequate fields or indoor facilities as required for their Teams registered with CMSA.
- 1.27 Submit a Technical Plan. It must include:
  - 1.27.1 Descriptions of programs offered by the organization.
  - 1.27.2 Demonstrate alignment between the programs offered by the organization and Canada Soccer’s long-term player development plan.

- 1.27.3 Demonstrate that the programs offered by the organization are stage-appropriate for athletes involved in the organization's programs.

## 8. Administrative Resources and Commitment

Organizations shall demonstrate that they can provide for the administrative needs of the program.

- 1.28 Each organization will identify the name and contact information of the Administrative Lead for their program.
- 1.29 All board members, employees, and contractors must complete the Respect in the Workplace Training
- 1.30 At least 1 club official must complete the Commit to Kids Online Training. This individual shall be identified as the registered club's primary contact for child protection and their contact information shall be provided to all club members on their website.

# Membership Criteria

## 1. Scope and Definition

- 1.1 To remain a member in good standing with Calgary Minor Soccer Association (CMSA), the following policies must be provided to CMSA annually or as updated, indicating the member club has reviewed its required CMSA membership criteria. In the case where a member does not have a policy that CMSA requires in place, then the member is expected to defer to the associated CMSA policy. Member by-laws cannot contradict or over-ride CMSA by-laws.

## 2. Membership Benefits

Member Clubs of the Calgary Minor Soccer Association (CMSA) receive numerous benefits through their membership, including:

- 2.1 CMSA organized and sanctioned league games, tournaments, exhibition games, training sessions, and development programs.
- 2.2 Recognition as a member of the largest Alberta Soccer Association (ASA) District Association, and the ability to participate in ASA Provincial Tournaments.
- 2.3 Access to trained and professional referees and game officials.
- 2.4 Access to CMSA soccer facilities and amenities.
- 2.5 Protection under the CMSA Discipline Code to ensure that all soccer participants are fairly held to a high standard of safety and personal conduct.
- 2.6 Training and guidance for parents and coaches interested in getting involved in youth soccer in Calgary.
- 2.7 Provision of equipment such as t-shirts, jerseys, water bottles, etc.
- 2.8 ASA travel permits, including travel documents and travel insurance.
- 2.9 ASA Insurance, including Commercial General Liability and Sport Accident.

2.10 CMSA sponsorship and fundraising support.

### 3. Membership Requirements

To remain a Member Club in Good Standing with CMSA, a Member Club must:

- 3.1 Provide a copy of its annual society or corporate filing to CMSA as defined under its incorporating legislation, which shall disclose the current list of board members and a confirmation of the status of the organization.
- 3.2 Provide a copy of membership bylaws upon acceptance as a member of CMSA and submit any revised copies of membership bylaws as they are approved by members. Membership bylaws must also be filed and updated with the Alberta Government Registry as required by the Province of Alberta.
- 3.3 Hold an Annual General Meeting (AGM) yearly and restate or amend membership bylaws at that meeting. An outside scrutineer must be present at a Member Club's AGM.
  - 3.3.1 Within 30 days of the AGM, provide a copy of the minutes to CMSA and the scrutineers name and contact information.
- 3.4 Provide CMSA with a copy of the club's annual financial statement. If a Member Club's annual budget exceeds \$500,000.00, that Member Club must have their financial statements audited by a third-party auditor prior to providing the financial statements to CMSA.
- 3.5 Provide a copy of the Certificate of Directors & Officers Liability Insurance
- 3.6 Provide copies of the following membership policies (if a member does not have one, provide a statement accepting the CMSA's policies):
  - 3.6.1 Harassment Policy
  - 3.6.2 Complaint Resolution Policy
  - 3.6.3 Child Safety Policy
  - 3.6.4 Membership Refund Policy - This policy must also be listed on the Member Club's website so that club members may access it.
  - 3.6.5 Code of Conduct
- 3.7 Provide CMSA a list of current Board of Directors, including contact information for each Director. If a change in a member's Board of Directors occurs, update CMSA with this information within 30 days.
  - 3.7.1 Each director must also provide a statement of awareness of the CMSA Code of Conduct, and a statement confirming conflict of interest understanding each year.
- 3.8 All board members, employees, and contractors must complete the Respect in the Workplace Training
- 3.9 At least 1 club official must complete the Commit to Kids Online Training. This individual shall be identified as the registered club's primary contact for child protection and their contact information shall be provided to all club members on their website.
- 3.10 Register at least five (5) teams with CMSA, including teams in at least two (2) different age groups, in both genders, and two (2) different tiers, in the season 12 months from their first season and in either indoor or outdoor seasons of each calendar year thereafter (as per the "Guidelines for Admitting New Members" to CMSA).



- 3.11 All players and members, including players participating in a Member Club's "house league", must be registered with CMSA prior to each season.
- 3.12 Failure to comply with any part of the Membership criteria will result in sanctions against a Member Club.

#### **4. Membership Restriction**

To remain a Member Club in Good Standing with CMSA, a Member Club must not, under any circumstances:

- 4.1 Participate in, or allow any office, employee, or consultant of a Member Club to participate in an unsanctioned league(s).
  - 4.1.1 Participation in unsanctioned leagues includes, but is not limited to, playing exhibition or 'friendly' games with teams which are not registered with CMSA or with another ASA District Association.
- 4.2 Participate in the development or governance of an unsanctioned league(s).
- 4.3 Govern themselves in accordance with policies that conflict with any of the following CMSA policies:
  - 4.3.1 CMSA Governance Policy and Procedures
  - 4.3.2 CMSA Code of Conduct to Protect Children
  - 4.3.3 CMSA Concussion Policy
  - 4.3.4 CMSA Rules and Regulations
- 4.4 Breaching these membership restrictions will result in sanctions against a Member Club.

#### **5. Failure to Comply**

- 5.1 Any Member Club who fails to comply with any of the CMSA Membership Criteria, including by an action or omission of an office, employee, or consultant of that Member Club, may be subject to sanctions including, but not limited to, loss of membership benefits or other sanctions at the discretion of CMSA.
- 5.2 Any Member Club who remains in violation of the CMSA Membership Criteria, including by an action or omission of an officer, employee, or consultant of that Member Club, may be subject to sanctions including, but not limited to, fines, prohibition from Provincial competitions, loss of vote at the Spring General Meeting or AGM, expulsion from CMSA.

## **Governance Guidelines**

Since members differ in size, stage of development and management experience, governance for each member will differ accordingly. While no prescribed set of governance standards or practices will be suitable for every member, all members must adopt governance practices and processes that are appropriate to them.

In general, good governance:

- 1. requires an effective system of accountability by management to the board and by the board to their members;
- 2. requires that information be made available (transparency);
- 3. ensures that all members are protected; and

4. in the circumstances where there is a significant member, ensures that the interests of the minority members are protected.

## Qualifications and Duties of Directors and Officers

### General Requirements – Directors and Officers

Every Director and every Officer must be an individual who is at least 18 years old and is the age of majority in the jurisdiction where he or she resides.

### General Duties of Directors and Officers

Each Director and Officer of a CMSA Member must act honestly and in good faith with a view to the best interest of their members (players and parent/guardians) in exercising their powers and discharging their duties.

Each Director and Officer must exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Directors and Officers of a CMSA Member must ensure that the member complies with the applicable rules regulations, policies and procedures according to the Alberta Societies Act or Alberta Corporations Act, CMSA, ASA and CSA. Members must also know their fiduciary responsibility.

All Directors and Officers of a CMSA Member must complete the Respect in the Workplace Training, and Equity, Diversity, and Inclusion Training.

### Disclosure of Conflict of Interest

Directors, Officers or other personnel must complete a conflict of interest form to ensure that any conflict of interest is dealt with appropriately.

### Audit and Financial Statements

CMSA members must provide a copy of their annual Financial Review, or in the case of members with an annual budget of \$500,000 or more a copy of their annual audited Financial Statements.

## Duties and Responsibility of CMSA Board of Directors

Schedule “A” provides the duties and responsibilities for the following CMSA Board of Directors positions:

1. President
2. First & Second Vice President
3. Secretary/Treasurer
4. Director at Large

# Terms of Reference for CMSA Board Committees

Schedule “B” provides the terms of reference for the following CMSA Board Committees:

1. Executive
2. Finance and Audit
3. Governance & Nominations

## Failure to Comply

Any member who fails to comply with any provisions of the Policy (1<sup>st</sup> offense) may be subject to sanctions, such as but not limited to, loss of services (Timbits t-shirts, Shane Homes jerseys, etc.), or other sanctions at the discretion of CMSA.

The directors of any member who fails to comply with any provision of this Policy (2<sup>nd</sup> or more offense), together with any officer, employee and / or consultant of the member who is responsible for the members failure to comply with any provision of this Policy, may be sanctioned by CMSA, such as but not limited to, prohibiting members from participating in Provincial competitions, loss of vote at SGM or AGM and/or expulsion from CMSA.

# Schedule “A”

## President – Authority and Responsibility

The Board of Directors is the legal authority for the Calgary Minor Soccer Association (CMSA). As a member of the Board, a Director acts in a position of trust for the community and is responsible for the effective governance of the organization. The President has no formal authority to direct the board or the affairs of CMSA, unless otherwise authorized. Like other board members, the President is entitled to make motions and vote on matters before CMSA. The President may not, on behalf of CMSA enter into contracts without the knowledge and approval of the board and/or the Executive Committee of the board (including the Executive Director).

The requirements of Board membership include:

- Commitment to the work of CMSA, being accountable to the members of CMSA
- Willingness to serve on committees
- Commitment of stewardship
- Providing sponsorship leads
- Commitment to fundraising
- Attendance at Board meetings
- Attendance at meetings of assigned committees
- Attendance at the Annual General Meeting
- Attendance at Special General Meetings
- Support of Special Events (i.e. medal presentations at tournaments)
- Complete Respect in the Workplace Training
- Complete Equity, Diversity, and Inclusion Training

## Term

Directors are elected by the membership at the Annual General Meeting (AGM). The President is elected by the Board of Directors at the first board meeting following the AGM. The President is eligible for re-election by the Board. The President may be released at the end of the elected term by resigning, or according to CMSA’s Bylaws, may be deemed to have resigned by being absent from three consecutive Board meetings without satisfactory reason.

## General Duties

The President is, first and foremost, responsible for the effective functioning of the board in its role of governing CMSA. All other duties are secondary. The President needs to have a good understanding of the concept of Board Governance, and the role of the Board in comparison to the role of the Executive Director in leading CMSA. Governance is an interdependent process shared by the Board and the Executive Director. The President is fully informed on organizational matters and participates in the Board’s deliberations and decisions in matters of policy, finance and advocacy. The President, along with the Board must:

1. Set strategic direction.
2. Oversee risk management.
3. Monitor all Board policies.
4. Approve, where appropriate, policy and other recommendations received from the Board, its standing committees, and Executive Director.
5. Review the bylaws and policy manual and recommend bylaw changes to the membership.
6. Review the Board's structure, approve changes, and prepare necessary bylaw amendments.
7. Participate in the development of CMSA's strategic plan and annual review.
8. Approve CMSA's budget, review financial statements quarterly.
9. Approve the hiring and release of the Executive Director, including the Executive Director's employment contract, based on the recommendation of the ad hoc Board Committee.
10. Support and participate in evaluating the Executive Director.
11. Assist in developing and maintaining positive relations among the Board, committees, staff members, and community to enhance CMSA's mission.

### Secondary Duties (President only)

1. Participating in the preparation of the board's meeting agenda.
2. Chairing all meetings of the Board of Directors.
3. Reviewing meeting minutes.
4. Enforcing rules of conduct as they apply to the board and its individual members.
5. Coaching members of the board.
6. Ensuring there is a process to evaluate the effectiveness of the board.
7. Serving as spokesperson for CMSA, when the Executive Director is unavailable
8. Ensuring full and timely communication with members of the board.
9. Ensuring the effectiveness of governing committees.
10. Preparing for and chairing the Annual General Meeting (AGM).
11. The preparation of an annual statement from the board (board governance report) for presentation at the AGM.
12. Signatory on CMSA official documents.
13. Be available to the Executive Director for consultation purposes.
14. Represent CMSA at community meetings and events.
15. The President will be an ex-officio member of all governance committees and may attend their meetings when needed.

### Evaluation

The President evaluation is conducted annually based on the performance of assigned requirements and duties.

### Requirements:

The President is required to complete and maintain an electronic police information check (EPIC), complete a code of conduct and declare any conflict(s) of interest.

## **Board First & Second Vice-President– Authority and Responsibility**

The Board of Directors is the legal authority for the Calgary Minor Soccer Association (CMSA). As a member of the Board, a Director acts in a position of trust for the community and is responsible for the effective governance of the organization.

The requirements of Board membership include:

- Commitment to the work of CMSA, being accountable to the members of CMSA
- Willingness to serve on committees
- Commitment of stewardship
- Providing sponsorship leads
- Commitment to fundraising
- Attendance at Board meetings
- Attendance at meetings of assigned committees
- Attendance at the Annual General Meeting
- Attendance at Special General Meetings
- Support of Special Events (i.e. medal presentations at tournaments)
- Complete Respect in the Workplace Training
- Complete Equity, Diversity, and Inclusion Training

### **Term**

Directors are elected by the membership at the Annual General Meeting (AGM). The First & Second Vice-Presidents are elected by the Board of Directors at the first board meeting following the AGM. The Vice-Presidents serve for a two-year term. The Vice-Presidents are eligible for re-election by the Board. The Vice-Presidents may be released at the end of the elected term by resigning, or according to CMSA's Bylaws, may be deemed to have resigned by being absent from three consecutive Board meetings without satisfactory reason.

### **General Duties**

The First & Second Vice-Presidents are responsible to step in for the Chair as needed. The Vice-Presidents needs to have a good understanding of the concept of Board Governance, and the role of the Board in comparison to the role of the Executive Director in leading CMSA. Governance is an interdependent process shared by the Board and the Executive Director. The Vice-Presidents are fully informed on organizational matters and participates in the Board's deliberations and decisions in matters of policy, finance, programs, personnel and advocacy. The Vice-Presidents, along with the Board must:

1. Set strategic direction.
2. Oversee risk management.
3. Monitor all Board policies.
4. Approve, where appropriate, policy and other recommendations received from the Board, its standing committees and Executive Director.
5. Review the bylaws and policy manual and recommend bylaw changes to the membership.
6. Review the Board's structure, approve changes, and prepare necessary bylaw amendments.
7. Participate in the development of CMSA's strategic plan and annual review.

8. Approve CMSA's budget, review financial statements quarterly.
9. Approve the hiring and release of the Executive Director, including the Executive Director's employment contract, based on the recommendation of the ad hoc Board Committee.
10. Support and participate in evaluating the Executive Director.
11. Assist in developing and maintaining positive relations among the Board, committees, staff members, and community to enhance CMSA's mission.

### Secondary Duties (Vice-Presidents only when the Chair is unavailable)

1. Participating in the preparation of the board's meeting agenda.
2. Chairing all meetings of the Board of Directors.
3. Reviewing meeting minutes.
4. Enforcing rules of conduct as they apply to the board and its individual members.
5. Coaching members of the board.
6. Ensuring there is a process to evaluate the effectiveness of the board.
7. Serving as spokesperson, together with the executive director, for CMSA.
8. Ensuring full and timely communication with members of the board.
9. Ensuring the effectiveness of governing committees.
10. Preparing for and chairing the Annual General Meeting (AGM).
11. The preparation of an annual statement from the board (board governance report) for presentation at the AGM.
12. Signatory on CMSA official documents.
13. Be available to the Executive Director for consultation purposes.
14. Represent CMSA at community meetings and events.
15. The chair will be an ex-officio member of all governance committees and may attend their meetings when needed.

### Evaluation

The Vice-Presidents evaluations are conducted annually based on the performance of assigned requirements and duties.

### Requirements

The First & Second Vice-Presidents are required to complete and maintain an electronic police information check (EPIC), complete a code of conduct and declare any conflict(s) of interest.

### Secretary/Treasurer – Authority and Responsibility

The Board of Directors is the legal authority for the Calgary Minor Soccer Association (CMSA). As a member of the Board, a Director acts in a position of trust for the community and is responsible for the effective governance of the organization. The role of the Secretary/Treasurer is to supervise the organizations financial condition and report on it to the board.

The requirements of Board membership include:

- Commitment to the work of CMSA, being accountable to the members of CMSA

- Willingness to serve on committees
- Commitment of stewardship
- Providing sponsorship leads
- Commitment to fundraising
- Attendance at Board meetings
- Attendance at meetings of assigned committees
- Attendance at the Annual General Meeting
- Attendance at Special General Meetings
- Support of Special Events (i.e. medal presentations at tournaments)
- Complete Respect in the Workplace Training
- Complete Equity, Diversity, and Inclusion Training

## Term

Directors are elected by the membership at the Annual General Meeting (AGM). The is elected by the Board of Directors at the first board meeting following the AGM. The Secretary/Treasurer serves for a two-year term. The Secretary/Treasurer is eligible for re-election by the Board. The Secretary/Treasurer may be released at the end of the elected term by resigning, or according to CMSA's Bylaws, may be deemed to have resigned by being absent from three consecutive Board meetings without satisfactory reason.

## General Duties

The Secretary/Treasurer needs to have a good understanding of the concept of Board Governance, and the role of the Board in comparison to the role of the Executive Director in leading CMSA. Governance is an interdependent process shared by the Board and the Executive Director. The board must:

1. Set strategic direction.
2. Oversee risk management.
3. Monitor all Board policies.
4. Approve, where appropriate, policy and other recommendations received from the Board, its standing committees and Executive Director.
5. Review the bylaws and policy manual and recommend bylaw changes to the membership.
6. Review the Board's structure, approve changes, and prepare necessary bylaw amendments.
7. Participate in the development of CMSA's strategic plan and annual review.
8. Approve CMSA's budget, review financial statements quarterly.
9. Approve the hiring and release of the Executive Director, including the Executive Director's employment contract, based on the recommendation of the ad hoc Board Committee.
10. Support and participate in evaluating the Executive Director.
11. Assist in developing and maintaining positive relations among the Board, committees, staff members, and community to enhance CMSA's mission.



## Secondary Duties (Secretary/Treasurer only)

The Secretary/Treasurer will provide guidance and support to the President and Executive Director and ensure that:

1. The books of account and accounting records are kept as required by law.
2. Proper financial statements are submitted to the board.
3. The accounts are audited as required by the auditor appointed by the members and presented to the members at the Annual General Meeting.
4. The annual budget is prepared and submitted to the board.
5. Manage a broad spectrum of risks.
6. Ensuring and maintaining a system of internal controls.
7. Investing of funds.
8. Analyzing the financial results and performance of CMSA.
9. Reporting to the board and other stakeholders on financial matters.

## Evaluation

The Secretary/Treasurer evaluation is conducted annually based on the performance of assigned requirements and duties.

## Requirements

The Secretary/Treasurer is required to complete and maintain an electronic police information check (EPIC), complete a code of conduct and declare any conflict(s) of interest.

## Director at Large – Authority and Responsibility

The Board of Directors is the legal authority for the Calgary Minor Soccer Association (CMSA). As a member of the Board, a Director acts in a position of trust for the community and is responsible for the effective governance of the organization.

The requirements of Board membership include:

- Commitment to the work of CMSA, being accountable to the members of CMSA
- Willingness to serve on committees
- Commitment of stewardship
- Providing sponsorship leads
- Commitment to fundraising
- Attendance at Board meetings
- Attendance at meetings of assigned committees
- Attendance at the Annual General Meeting
- Attendance at Special General Meetings
- Support of Special Events (i.e. medal presentations at tournaments)
- Complete Respect in the Workplace Training
- Complete Equity, Diversity, and Inclusion Training

## Term

Directors are elected by the membership at the Annual General Meeting (AGM). Directors serve for a two-year term. Directors are eligible for re-election or appointment to the Board. Directors may be released at the end of the elected term by resigning, or according to CMSA's Bylaws, may be deemed to have resigned by being absent from three consecutive Board meetings without satisfactory reason.

## General Duties

Directors need to have a good understanding of the concept of Board Governance, and the role of the Board in comparison to the role of the Executive Director in leading CMSA. Governance is an interdependent process shared by the Board and the Executive Director. A Director is fully informed on organizational matters and participates in the Board's deliberations and decisions in matters of policy, finance, personnel and advocacy. Directors must:

1. Set strategic direction.
2. Oversee risk management.
3. Monitor all Board policies.
4. Approve, where appropriate, policy and other recommendations received from the Board, its standing committees and Executive Director.
5. Review the bylaws and policy manual and recommend bylaw changes to the membership.
6. Review the Board's structure, approve changes, and prepare necessary bylaw amendments.
7. Participate in the development of CMSA's strategic plan and annual review.
8. Approve CMSA's budget, review financial statements quarterly.
9. Support and participate in evaluating the Executive Director.
10. Assist in developing and maintaining positive relations among the Board, committees, staff members, and community to enhance CMSA's mission.

## Evaluation

Board evaluation is conducted annually based on the performance of assigned Board requirements and duties.

## Requirements

Directors are required to complete and maintain an electronic police information check (EPIC), complete a code of conduct and declare any conflict(s) of interest.

# Schedule “B”

## Executive Committee

### Purpose

The purpose of the Executive Committee is to conduct the business of CMSA between meetings of the Board and report all decisions made for approval at the subsequent Board meeting.

### Composition

The Executive Committee will be a Standing Committee of the Board and shall consist of the following executive positions: President, First Vice President, Second Vice President, and Secretary/Treasurer. With Board approval any Director may fill two (2) executive positions. The Executive Director shall be an ex-officio, non-voting member of the Executive Committee.

### Appointment and Authority

The Board shall elect the Executive Committee and the four (4) executive positions described in Section 11.2 from the Directors at a special meeting of the Board to be held immediately following the AGM.

The President shall be chair of the Executive Committee, in the absence of the President one of the Vice Presidents will assume the chair.

### Decision Making

Decisions shall be made by majority vote.

### Timeline Reporting

Minutes of the executive meetings are to be provided to the full board promptly following each executive meeting.

### Meetings

Executive meetings shall be called by the President or any two members of the Executive Committee, giving each member at least forty-eight (48) hours notice by telephone or other agreed upon means of communication, or by agreement determined at a previous meeting.

Attendance by the majority of members shall constitute quorum. Guests may be invited to attend executive meetings as it may see fit from time to time.

### Staff Support

The Executive Director shall be an ex-officio member of the Executive Committee.

## Specific Duties

The Executive Committee will perform the following key duties:

- Meet at regular intervals, as needed, to ensure the proper functioning of the Committee
- Maintain minutes of its meetings in which shall be recorded all decisions and actions taken by it
- Report its actions to the full Board at each Board meeting or more frequently if needed
- Review, provide direction and approve the agendas for Board meetings in the normal course
- Ensure the Board and/or Committees are appropriately apprised of any significant issues in a timely manner
- Set strategic direction.
- Oversee risk management.
- Monitor all Board policies.
- Approve, where appropriate, policy and other recommendations received from the Board, its standing committees and Executive Director.
- Support and participate in evaluating the Executive Director.
- Assist in developing and maintaining positive relations among the Board, committees, staff members, and community to enhance CMSA's mission.
- Ensuring there is a process to evaluate the effectiveness of the board.
- Serving as spokesperson, together with the executive director, for CMSA.
- Ensuring full and timely communication with members of the board.
- Ensuring the effectiveness of governing committees.
- Signatory on CMSA official documents.
- Be available to the Executive Director for consultation purposes.

## Finance & Audit Committee

### Purpose

The Finance and Audit Committee is responsible for overseeing CMSA's financial reporting, audit activities, risk management and internal controls. They are also responsible for overseeing the preparation of the annual budget and financial statements, overseeing the administration, collection and disbursements of the financial resources, and advising the board with respect to significant financial decisions.

### Composition

The Committee shall be composed of up to four persons, of whom at least one shall have appropriate knowledge, experience and an accounting background. This will include:

- a Chairperson, who shall be a member of the Board of Directors
- one member of the Board of Directors
- Two Members at Large approved by the Board
- The Executive Director (ex-officio, non-voting member)

The composition of the Committee shall be reviewed after every Annual General Meeting. If the Committee members wish to continue and the Board approves their appointment, there shall be no limit to their term.

### Appointment

The Chairperson shall be appointed by the Board of Directors.

### Decision Making

Decisions shall be made by majority vote.

### Authority

The Committee shall make recommendations to the Board on financial and audit matters. The Executive Director will serve in an advisory capacity to the Committee.

### Timeline Reporting

The Committee will meet once per quarter, based on the workload assigned to it, either by the Board or the Executive Director. The Committee will report to the Board of Directors by forwarding minutes of its meetings to the Board. The Board will receive the minutes at the next regular meeting after the Committee's meeting. As a Standing Committee of the Board, there is no limit to its existence. The Committee Chair will communicate with the Executive Director.

### Meetings

The Finance and Audit Committee will meet as needed, but at a minimum, twice a year, or at the request of the Committee Chair.

Attendance by the majority of members shall constitute quorum. Guests may be invited to attend committee meetings as it may see fit from time to time.

### Staff Support

The Finance and Audit Committee will receive the necessary resources from CMSA, to fulfill their mandate. It will also receive administrative support from the CMSA office.

### Specific Duties

The Finance and Audit Committee will perform the following key duties:

- Ensures that budgets and financial statements are prepared
- Ensures that reports are received, monitored and disseminated appropriately
- Monitors financial transactions
- Makes sure things are done according to policy and with adequate controls
- Provide guidance about what can be done, ensuring that independent oversight occurs
- Ensuring that appropriate financial policies and practises are in place
- Reviewing and recommending investment strategies
- Reviewing and recommending lending / borrowing practices

- Reviewing financial activity and advising the board regarding any concerns with the financial stability or practices of the Organization
- Reviewing budgets, strategy and fundraising plans to ensure adequate funding for operations
- Reviewing CMSA's financial risk management policies and processes
- Ensuring the establishment of an effective system of internal controls to mitigate financial risks
- Reviewing and recommending to the full board the approval of the audited financial statements
- Approval of audit services and management of the auditor relationship
- Overseeing and approving the selection of accounting policies
- Reviewing and discussing interim financial statements with management
- Reviewing financial reports prepared for members, funders and the public

## Governance & Nominations Committee

### Purpose

The purpose of the Governance Committee is to ensure that the Board fulfills its legal, ethical, and functional responsibilities through adequate governance policy development, recruitment strategies, training programs, monitoring of Board activities, and evaluation of Board members' performance.

### Composition

The Committee shall be composed of up to 4 persons, of whom at least one shall have knowledge and experience of governance of not-for-profit Boards. This will include:

- a Chairperson, who shall be a member of the Board of Directors
- Two Members at Large approved by the Board
- The Executive Director (ex-officio, non-voting member)

The composition of the Committee shall be reviewed after every Annual General Meeting. If the Committee members wish to continue and the Board approves their appointment, there shall be no limit to their term.

### Appointment

The Chairperson shall be appointed by the Board of Directors.

### Decision Making

Decisions shall be made by majority vote.

### Authority

The Committee shall make recommendations to the Board on governance matters such as (for example) policy review and development, by-law and constitution revisions, etc. The Executive Director will serve in an advisory capacity to the Committee.

## Timeline Reporting

The Committee will meet as needed, based on the workload assigned to it, either by the Board or the Executive Director. If the Executive Director requires that the Committee review or develop a policy, the President of the Board should agree to this work being assigned to the Committee, before the Committee undertakes any work. The Committee will report to the Board of Directors by forwarding minutes of its meetings to the Board. The Board will receive the minutes at the next regular meeting after the Committee's meeting. As a Standing Committee of the Board, there is no limit to its existence. The Committee Chair will communicate with the Executive Director.

## Meetings

The Governance Committee will meet as needed, but at a minimum, twice a year, or at the request of the Committee Chair.

Attendance by the majority of members shall constitute quorum. Guests may be invited to attend committee meetings as it may see fit from time to time.

## Staff Support

The Governance Committee will receive the necessary resources from CMSA, to fulfill their mandate. It will also receive administrative support from the CMSA office.

## Specific Duties

The Governance Committee will perform the following key duties:

- Ensure CMSA is compliant with its bylaws and provincial legislation i.e. Society Act, CRA
- Oversee the development of a Risk Management procedure for CMSA
- Ensure compliance with governance policies from ASA and CSA
- Develop and recommend appropriate policies and procedures to ensure sound governance policies and practices are in place and recommend revisions as required, to assist the Board of Directors in fulfilling its oversight responsibilities;
- Review periodically the adequacy and effectiveness of governance documents including the by-laws, policies, procedures, and committee terms of reference, making recommendations for change, as appropriate, to the Board of Directors;
- Annual review of the size, composition, diversity, and structure of the Board of Directors and its committees regarding competencies and skills of its members as related to the current needs of the Board, making recommendations to the full Board for appropriate adjustment;
- Ensure proper orientation, support and continuing education for the Directors;
- Produce and keep current, documents needed for recruitment and education of current, new, and potential Board members;
- Establish and maintain criteria to measure the performance of individual

Directors and the Board of Directors as a whole;

- Develop and oversee the annual performance review process for the full Board, the self-assessment by individual Directors and performance assessment of Board committees;
- Maintain a horizontal scan/global watch for governance development, best practices, and other opportunities relating to non-profit Boards and other Provincial Sport Organizations (PSOs) that could lead to growth and improvement of the activities of the Board and CMSA;
- Support the Chair (or President) and Executive Director in their government relations function related to governance issues; and
- Additional duties as may be delegated to the Committee by the Board of Directors from time to time.