



Policy Title: VSC GOVERNANCE POLICY

Policy Number: 1

Date: October 18, 2021

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1. PURPOSE

The full name of the club is Vaughan Soccer Club Inc. Competitive team will use the name Vaughan Azzurri. The policies in this document is to assist the Board in developing, implementing, reviewing and updating policies of Vaughan Soccer Club in compliance with the Canadian Soccer Association (CSA), Ontario Soccer (OS), and York Region Soccer Association (YRSA) as well as all legal and regulatory statutes and requirements.

Well thought out governance is the key to the operative and competent operation of the Vaughan Soccer Club. It entails forming, sustaining and improving our organization and methods that ensures responsibility, transparency, inclusiveness, the pursuit of planned goals and high values of principled behaviour.

To assist the Board in developing, implementing, reviewing and updating, Governance Policies and other policies of Vaughan Soccer Club in relation to CSA, OS, and YRSA status and all legal and regulatory requirements.

2. POLICY STATEMENT

This document sets forth the Governance Policies of the Vaughan Soccer Club which define the roles and responsibilities and relationships between the Board of Directors, the Director of Soccer, Judicial Bodies and the Members of Association.

3. PARAMETERS

It is the policy of the Vaughan Soccer Club that all business and operations shall be governed and managed by the Constitution, approved policies, related guidelines and procedures. The Governance policies in this document are subservient to the Vaughan Soccer Club Constitution.

4. THE BOARD OF DIRECTORS

i. MAKE-UP AND ORGANIZATION OF THE BOARD OF DIRECTORS

The Club shall be governed by a Board of Directors. The Board will consist of no more than 12 positions as follows:

- President
- Executive Vice-President
- Secretary
- Treasurer
- Vice-President Competitive Boys
- Vice-President Competitive Girls
- Vice-President Recreational
- Treasurer
- Secretary

- Registrar
- Tournament Director
- Director of Indoor Soccer
- Equipment Director
- Director at Large

A Director may hold more than one position upon approval of the Board of Directors and may only hold one elected position.

ii. MAKE-UP AND ROLE OF THE EXECUTIVE

The executive is appointed to act on behalf of VSC and the Board of Directors. The Executive is made up of four members of the elected Board of Directors as follows:

- President
- Executive Vice-President
- Secretary
- Treasurer

The role of the executive is to:

- Lead strategic planning of VSC
- Review and assess new initiatives for VSC and bring them forward to the Board of Director as they deem to be appropriate
- Liaison between VSC and Ontario Soccer, York Region Soccer Association, the Canadian Soccer Association and other associated governing bodies
- Make decisions to safeguard the integrity and global operations of VSC
- Assist the president in his/her duties and responsibilities.

iii. ROLES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

a) Role of the Board

- To sustain control over and accountability for the conduct of the activities of Vaughan Soccer Club;
- To create and approve policies and plans that guide Vaughan Soccer Club and provide path for organization;
- To ensure that Vaughan Soccer Club has the appropriate human resources and financial resources for Vaughan Soccer Club to deliver its programs;
- To stay in tune with the changing needs of Vaughan Soccer Club's membership and key participants.

b) Obligations of the Board

Accountability

- To have a positive rapport with its governing bodies and its membership at large;

- To be in good standing in membership with Canadian Soccer Association (CSA) , Ontario Soccer (OS), and York Region Soccer Association (YRSA);
- Ensure compliance with all applicable laws and regulations.
- Oversee compliance with Vaughan Soccer Club Constitution, Policies and regulations.
- Supervise the general organizational and staffing structure for the delivery of Vaughan Soccer Club’s Mission and strategic plan.
- Safeguard that a business plan for Vaughan Soccer Club is in place;
- Ensure that an updated set of human resource policies, administered by the Executive Vice President, are in place.
- Oversee that proper actions and methods are in place for responsible management succession.
- Ensure that policies and practices are in place that maintain the integrity of Vaughan Soccer Club’s information and management systems.
- Ensure that policies and procedures are in place that detect and screen principal business risks, report what risks are acceptable to Vaughan Soccer Club and establish appropriate systems and actions to manage such risks.

Development

- Develops supports and confirms the execution of tactical plans, defines main concerns, and executes the plan.
- Develops, approves, and monitors the annual operating budget.

Financial Oversight and Development

- Accepts Vaughan Soccer Club’s audited year-end financial report, annual operating budget, and other financial reports as required.
- Supports the effective deployment of Vaughan Soccer Club’s financial resources.
- Approves policies that execute sound financial controls and ensure policy compliance.
- Approves policies, regarding Vaughan Soccer Club’s fee schedules.
- Maintains an effective relationship between Vaughan Soccer Club and all funding agencies and financial partners.
- Endorses major financial decisions and actions as presented by the Executive Board.
- Protects Vaughan Soccer Club’s assets and resources, as provided for in the duties and responsibilities of the Executive.

ii. BOARD GOVERNANCE AND DEVELOPMENT

- Governs in accordance with Vaughan Soccer Club:
 - a. Articles of Incorporation
 - b. Constitution
 - c. Policies
 - d. Codes of Conduct
 - e. Disciplinary Code
- Revises and approves the Policies, Code of Conduct and Ethics, Disciplinary Code and any regulations of Vaughan Soccer Club.
- Revises and approves the Executive Authority in the Constitution

- Accepts recommendations by the President of appointments of the chairs and the members of the Standing and Special Committee;
- Accepts the nominations of individuals of election to the Judicial Bodies; regulates the policies and procedures governing Board Meetings.
- Evaluates the performance of the Board and its directors on an annual basis or as needed.
- Oversees the recruitment, orientation and training processes for new directors.
- Develops the terms of reference of special committees
- Recommends revisions of Constitutional Articles to the membership for its approval, in accordance with Article 11 of the Vaughan Soccer Club Constitution.
- Amends the Policies, Rules and Regulations, Code of Conduct and Ethics, and Disciplinary Code, in accordance with sections Article 12 of the Vaughan Soccer Club Constitution.
- Acts as a member class, elects individuals to the position of Director Member in accordance with Articles 8.4 and 8.5 of the Vaughan Soccer Club Constitution.
- Assigns the Officers of Vaughan Soccer Club in accordance with Article 7.4 of the Vaughan Soccer Club Constitution.
- Selects candidates nominated by the Nominations Committee to fill vacant Board positions, in accordance with Articles 7.1 and 7.2 of the Constitution.

Membership

- Scrutinizes each application for Membership and recommends to the Membership that the application be approved or rejected.
- Discusses cases of alleged non-compliance by a Voting or Non-Voting member with the Constitution, By Laws, Code of Conduct, and Ethics, or Disciplinary Code to the Judicial Body, in accordance with the Articles 8.4 and 8.5 of the Vaughan Soccer Club Constitution.
- Reviews the annual Membership rules that can be member's accordance with articles 6.0 to 6.6 of the Vaughan Soccer Club constitution.
- Nominate individuals to serve as members of the Judicial Bodies and present the nominees to the membership for election at the Annual Meeting of the Members.

External Relations

- Develops policies regarding the conduct of relationships with other clubs, organizations and other stakeholders.
- Develop policies regarding the protection and enhancement of Vaughan Soccer Club's image and reputation.
- Approves or rejects recommendations by the President of appointments and/or nominations to external bodies.
- Approves a policy regarding the selection of Vaughan Soccer Club representative to its governing body YRSA and/or Ontario Soccer.

iv. MEETINGS OF THE BOARD OF DIRECTORS

a. Board Meeting Times

- The Board shall meet a minimum of four times per year as required by Article 8.6 of Vaughan Soccer Club Constitution.
- Meetings may be conducted by conference call. (Either phone or video)
- The Board will determine its meeting schedule through the development of an annual Board calendar which will be established at the first Board meeting following the Annual General Meeting.

b. Preparations for Board Meetings

- The agenda for Board meetings shall be set by the President in consultation with Club Secretary and, if necessary, other directors.
- The agenda and related documents shall be given to the Directors at least seven days prior to the Board meeting by the Club Secretary. Information to be considered from the Board committee shall be forwarded to the Club Secretary at least ten days in advance of the meeting.
- Reports from the Committee to the Board on vital policy issues shall be in written form and shall contain background information and explanation of the issues for discussion.
- Normal Board meetings shall include, at a minimum, an agenda that includes the following elements:
 - Year-to-date financials (quarterly);
 - A report from the Club Secretary dealing with growth accomplished toward the success of Vaughan Soccer Club's strategic priorities and plans;
 - Any written reports submitted by Standing or Special Committee;
 - Minutes of Board meetings not previously accepted;
 - A status report of action items

c. Board Meeting Rules and Procedures

- The quorum for meetings shall be a majority greater than 50% of the directors in office.
- The meeting shall be conducted by following *Robert's Rules of Order*.
- The meetings shall be chaired by the President. In the President's absence, the Executive-Vice President shall serve as Chair. If neither is available, the Director may designate another VSC Board Director to serve as Chair.
- In chairing the meetings, the Chair shall:
 - Guide the discussion so that it proceeds in an orderly and efficient fashion, respects Roberts' Rules of Order and the Board Meeting Code of Conduct
 - Ensures that all Board members have the opportunity to express their view, and that decisions are reached by a majority vote;
 - Vote only in the event of a tie;
 - Be responsible for facilitating discussion
- A list of Board action items arising from meetings shall be forwarded to Directors as soon as possible but no later than 14 days following a meeting.

- The agenda for Board meetings shall have the following format: (i) the topic; (ii) the presenter; and (iii) Objective the desired outcome (e.g. received for information, board discussion board decision).

d. Consent Agenda

- The consent agenda is a maneuver to improve the productivity of meetings of the Board. It allows the Board to approve routine or non-controversial items together without discussion or individual motions.
- Examples of consent agenda items pertain to routine or procedural matters that are likely to be non-controversial.
 - Reports forwarded to the Board for information only;
 - Correspondence requiring no action by the Board;
 - Documents requiring only formal Board approval;
 - Minutes of Board committee meetings.
- The procedure is as follows:
 - When preparing the Board meeting agenda, the President determines whether an item belongs on the consensus agenda;
 - A numbered list of the consensus items is prepared for inclusion on the agenda;
 - All pertinent documents for the consent items will be included in the Board meeting package;
 - At the beginning of the meeting the President asks the Directors if there are items that they wish to remove from the consent agenda and discussed individually;
 - If any Director requests that an item be removed from the consent agenda, it must be removed. Directors may request that an item be removed for any reason; example, they wish to discuss the item, to query the item, or to register a vote against the item;
 - Once the item has been withdrawn, the Board may decide by consensus, whether to take up the matter immediately or place it on the regular agenda;
 - Where there are no more items to be removed, a vote is taken on the adoption of the consent agenda;
 - When preparing the meeting minutes, the Club Secretary itemizes the business that was approved as part of the consent agenda.

e. Board Meeting Code of Conduct

- Each director shall attend Board meetings and participate fully in Board deliberations.
- Each director shall conduct himself/herself in Board meetings with a view to furthering the interest of Vaughan Soccer Club and not the interests of individual and/or group stakeholders.
- Each Director shall respect confidentiality of Board business and Board deliberations.
- Each Director shall support the majority decisions of the Board and speak with a unified voice to the membership and the community.
- 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.
- Each Director shall make certain that the discussion of business occurs at the Board table and not outside the Boardroom between meetings.

- Each Director shall declare any conflict of interest that may exist prior to any discussion or vote
- Each Director shall inform the President and Club Secretary in advance of a Board meeting if he or she is unable to attend.

BOARD OFFICERS AND DIRECTORS

a. Role of the President

- To keep the Board on track to advance the Mission and plans of Vaughan Soccer Club.
- To make sure the Board develops and implements policies and strategies that guide Vaughan Soccer Club;
- To ensure the relationship between the Board and Director of Soccer remains positive, constructive and professional at all times;
- To play a principal role in communicating outwardly the Mission and Core Values of Vaughan Soccer Club, and information about Vaughan Soccer Club's activities that is constant with the views of the Board;
- To represent the collective will of the Board in communicating with the Director of Soccer;
- To represent Vaughan Soccer Club at meetings and events of YRSA, OS, and CSA.
- Excluding as noted elsewhere in the Governance Policies, to bind Vaughan Soccer Club only with the agreement of the Board;
- To carry out his/her responsibilities as a Director and Officer of the Vaughan Soccer Club.

b. Responsibilities of the President

- Leadership of the Board
 - Ensures that the Board carries out its responsibilities as defined in the Constitution, By-Laws, Governance Policies, Code of Conduct and Ethics, Disciplinary Code and other policies of the Vaughan Soccer Club.
 - Ensures that the Board attends to its core governance functions, including those related to the orientation of Board candidates and to the Board evaluation of its own performance.
 - Recommends for Board approval the appointments of the chairs of Standing and Special Committees, except the Nominations Committee and the Emergency Committee;
 - Recommends for Board approval the appointment of the members of the Standing and Special Committees except the Nominations Committee.
 - Serves as ex officio member of all Board and Standing and Special Committees with the exception of the Nominations Committee, Emergency Committee, and other committees as may be determined by the Board.
 - Serves as one of the Vaughan Soccer Club signing officers.
 - Remains familiar with the Articles, By-Laws, Governance Policies, Code of Conduct and Ethics, Disciplinary Code, and all other policies of Vaughan Soccer Club.
 - Prepares, together with the Club Secretary, and Director of Soccer, the agenda and related documents for meetings of the Board of Directors and for General Meetings of the Members.
- Evaluating the Performance of the Director of Soccer

- Prepares, together with the Executive Board, the performance appraisal of the Director of Soccer, and discusses with the Director of Soccer the appraisal results, together with the Director of Soccer's Performance Goals for the forthcoming year
- Chairing Meetings
 - Conducts meetings of the Board, the Emergency Committee, and Meetings of the Members.
 - Makes certain 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, and the Code of Conduct and Ethics.
- External Meetings
 - Communicates and votes on behalf of the Vaughan Soccer Club at YRSA, OSA, and other external meetings always in a manner that is consistent with the will of the Board.
 - Will represent Vaughan Soccer Club on YRSA and OSA committees as appointed.
 - On behalf of Vaughan Soccer Club, communicates directly with YRSA, and OSA officials, such communication shall be reported to the next meeting on the Board, and shall not obligate Vaughan Soccer Club to a course of action that does not have the approval of the Board.
 - Communicates to the VSC Board any decisions reached by YRSA or OSA that affect the Vaughan Soccer Club for deliberation.

ROLE AND RESPONSIBILITIES OF THE EXECUTIVE VICE-PRESIDENT

c. Role of the Executive Vice President

- To work closely with the President in providing leadership in the governing of Vaughan Soccer Club

d. Responsibilities of the Executive Vice President

- Performs his/her role and carries out his/her responsibilities as a Director and Officer of the Vaughan Soccer Club;
- Performs the role and carries out the responsibilities of the President in the President's absence or inability to act;
- Serves as one of the signing officers.

e. Role of the Treasurer

- The Treasurer shall ensure that full and accurate records are kept of the accounts of the Club; shall report to the Board of Directors at least once per quarter; and shall submit an Annual Report to the Annual General Meeting;
- Shall co-sign all club cheques;
- May delegate second signing signature to the president or executive vice-president if the treasurer is not in a position to co-sign;
- Shall be responsible for the Club's banking, financial transactions and records;
- Shall scrutinize and review with the Executive Board any expenditures or variances from the budget;
- Shall provide interim financial statements and reports as directed or requested by the Executive;
- Shall work with the auditor, when required, in the preparation of an annual financial statement;

- Shall prepare a budget with the assistance of the Executive Board, as soon as possible following the year- end, for the upcoming year to the Board for approval.

f. Role of the Secretary

- The Secretary shall maintain a record of all minutes of the organization;
- Maintain copies of all committee reports;
- Notify officers and committee members of their election or appointment;
- Furnish committees with those documents required to perform their duties;
- Sign all certified copies of acts of the organization (unless otherwise specified in the Club's published rules);
- Maintain record books in which by-laws, published rules and minutes are entered,
- Make record books available at each meeting;
- Send a notice of each general meeting to the membership and to the Board of Directors;
- Conduct the general correspondence of the organization that is not the proper function of another office or committee;
- Prepare, prior to each meeting in consultation with the presiding officer an order of business, and, in the absence of the President and Executive Vice-President, preside until the immediate election or appointment of a new presiding officer is named.

g. Role of a Director

- To take every measure to ensure that Vaughan Soccer Club is governed effectively and, in particular, that the Board carries out those responsibilities with which it is entrusted by the Members;
- To practice the standard of due diligence, loyalty, care and obedience that is required of a Director;
- To act within the parameter of the Constitution, Policies, Rules and Regulations, Code of Conduct and Ethics, Board Meeting Code of Conduct and always in recognition of the principle that the Board's role is to govern and management's role is operational;
- To contribute skills, knowledge, influence and other assets that allow Vaughan Soccer Club to carry forward with its priorities, plans, and policies;
- To act with integrity, in good faith, and in the best interest of the Vaughan Soccer Club

h. Responsibilities of a Director

In General

- Understands and meets the standards of fiduciary responsibility of a Director.
- Understands the legal, regulatory, business, social and political environments in which Vaughan Soccer Club operates.
- Stays informed about legislation under which Vaughan Soccer Club exists, and Vaughan Soccer Club's Constitution articles, Policies, Rules and Regulations, Code of Conduct and Ethics, Disciplinary Code, and mission as these pertain to the duties of a Director.
- Has a clear knowledge of the governance structure of the Vaughan Soccer Club.
- Stays informed about the activities of the Vaughan Soccer Club and the issues that affect Canada Soccer.

- Supports and accepts by the majority decisions of the Board except when there is a reasonable ground to believe that the Board has acted without full information or in a manner inconsistent with its fiduciary obligations; in such situations, to ask for a review of the decision.
- Respects and maintains the confidentiality of Board business and Board deliberations;
- Keeps discussions of Board matters to Board meetings to avoid situations where decisions are made outside of the boardroom.
- Desists from interfering with the work of the staff of the Director of Soccer.
- Acts so as to develop and keep the trust of other Directors.
- Declares any apparent or real personal conflict of interest or loyalty in accordance with the Constitution, policies, and statutory requirements.
- Demonstrates high ethical standards and integrity as a Director of the Vaughan Soccer Club.

In Board/Committee Meetings

- Reviews prior to Board/Committee meetings the agenda and accompanying reports so has to be prepared to engage in an informed discussion on the issues before the Board/Committee.
- Participates in the Vaughan Soccer Club events and activities as required;
- Respects Board Meeting Rules and Procedures and the Board Meeting Code of Conduct at all times.
- Ask questions when the information provided at a meeting is insufficient or the question before the meeting is unclear, and voices clearly and plainly any opposition to a decision being considered at the meeting.
- Takes every measure to ensure that the Board remains attentive to the Vaughan Soccer Club priorities and plans and informs the Director of Soccer of identified concern as these become apparent.
- Reads and understands the financial statements and financial reports, and otherwise helps the Directors fulfill their fiduciary responsibilities.
- Helps develop and maintain a spirit of collegiality and positive interpersonal relationships within the Board.
- Contributes to the Board's assessment of its performance.
- Contributes to the assessment of the Director of Soccer's performance.

In Communications

- Nurtures and endorses a positive image of the Board and of the Vaughan Soccer Club with its members and in the community.
- Represents Vaughan Soccer Club in the community effectively by speaking about Vaughan Soccer Club's accomplishments as well as its needs and challenges.
- Never speaks for the Board or Vaughan Soccer Club unless authorized to do so by the Board or executive.
- Limits communication with staff to interchanges with the Director of Soccer at Board meetings, so that the lines of accountability within the Board and within the Director of Soccer remains clear, except when authorized by the Board.

6. STANDING AND SPECIAL COMMITTEES

GENERAL

a. Purpose

- The Board will mandate the establishment of Standing and Special Committees in an effort to help it with its work. Committees are not involved in the day to day running of the Vaughan Soccer Club.
- Standing Committees of the VSC Board are permanent and have a central role: they help the Board in fulfilling out its responsibilities, including guiding, preparing, risk management, policy development, Director recruitment and Board self-evaluation.
- Special Committees of the Board are set up to take on a specific task or project that is to be done within a defined time frame; they are dissolved after they have completed their mandate.
- The Vaughan Soccer Club standing committees are: Audit and Finance; Governance, Nominations, Risk Management and Emergency.

b. Authority

- Committees shall have no authority or discretionary decision-making ability, other than that which shall have been specifically stated and delegated by the Board in its sole discretion.
- Committees of the board shall be responsible, directly or indirectly, to the Board and shall keep detailed records of their proceedings at meetings or otherwise. Such records and any actions as they may take shall be reported regularly in writing, to the Board.
- The number and composition of each standing committee shall be prescribed by the Board. Committees may be composed of any persons who are members of Vaughan Soccer Club.
- Chairperson shall normally be selected from the within the Board of Directors, preferably from those who do not hold executive office. Standing Committees shall not include Vaughan Soccer Club Staff in their membership, although all Standing Committees may have staff involvement.

c. Meetings

- Background information for committee meetings is to be sent to committee members in advance of the meetings in a suitable fashion.
- Committee members are expected, before meetings, to look over all pertinent information sent to them concerning the issues they are examining.
- Committee members should notify the committee chair in a timely manner if they cannot attend or participate in a meeting.
- At the meeting the following procedures will be followed by chairperson:
 - Chairperson will follow *Robert's Rule of Order* and the Board Meeting Code of Conduct, so that the discussion during the committee meeting will be orderly and efficient.
 - Chairperson will ensure that all point of views are heard and that the Committees communicate options that reflect the majority will.
 - All members have the right to make motions and vote on all questions.
- All members of Standing and Special Committees are required to adhere to the principles contained within the Board Meeting Code of Conduct.

- Committees report to the Board by means of written reports, which should be sent, together with any committee meeting minutes, to the Secretary of Club at least 14 days in advance of a board meeting for inclusion within the Board’s monthly agenda meeting.
- Committees may create sub-committee to help them with their task.
- Committees may invite individuals who are not members of the committee to meetings to help them with their task.
- Standing Committees, with the exception of the Emergency Committee and the Nominations Committee, are mandated to formulate a yearly work strategy to be sent to the Board for approval.

AUDIT AND FINANCE COMMITTEE – Terms of Reference

a. Composition and Eligibility

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

b. Appointment

- Committee members (including the chair) to be appointed by the President with the approval of a majority of the Board within six weeks of the Annual General Meeting;

c. Purpose of the Committee

- To assist the Board in carrying out its financial oversight responsibilities, including meeting with the auditor, reviewing the budget before its presentation to the Board, and reviewing and making recommendations to the Board on reporting procedures, asset/investment management, and the financial position of Vaughan Soccer Club.

d. Responsibilities

- Meets with the auditor at the time of the annual audit, and reviews the following matters:
 - Any variations identified in the previous year’s audit as needing special attention, and whether steps have been taken to deal with these matters;
 - Any variations in accounting practices from previous years;
 - Any variations recommended regarding the effectiveness and efficiencies of the current financials practices, processes and procedures;
 - Any variations recommended regarding the scope of the audit in future years;
- Bring draft audited financial statements to the Board for approval.

- Examines and makes recommendations to the Board on the annual budget, on the basis of the tactical priorities, plans, and resources of Vaughan Soccer Club.
- Examines and makes recommendations to the Board on an ongoing basis on any matter or question relating to the financial position of the Vaughan Soccer Club.
- Examines and makes recommendations to the Board on internal processes and procedures for financial reporting and other internal financial controls.
- Oversees, examines, and reports to the Board on the assets and investments of Vaughan Soccer Club.
- Recommends to the Board the appointment of the auditor and the audit fees.

e. Procedures

- Quorum to be a majority of the voting members of the Committee. (Should be a percentage or fraction)
- Decisions to be made by a majority of the voting members, including the chair.
- In the Chair's absence or inability to act, one of the committee members to serve as chair.
- Meeting to held, if necessary, by conference call, digital conferencing; decisions may be made as a result of an e-mail vote.
- Minutes of the meetings to be taken and made available at the next meeting of the Board.

GOVERNANCE COMMITTEE – Terms of Reference

a. Make Up and Eligibility

- Committee composed of no fewer than four members, plus the President (ex-officio).
- Committee may include members who are not Directors to expand its expertise
- Chair must be a member of the Board and approved by the Board
- Committee members should possess an understanding of the committee's terms of reference and also should have a basic understanding of the requirements of effective board governance and related issues of organizational effectiveness.

b. Appointment

- Committee members (including the chair) to be recommended by the President with the approval of a majority of the Board within six weeks of the Annual General Meeting;

c. Purpose of the Committee

- To assist the Board in developing, implementing, reviewing and updating the Constitution, Policies, Rules and Regulations, Code of Conducts and Ethics, Disciplinary Code, in relation to CSA, OS, and YRSA Statutes and all legal and regulatory requirements.

d. Responsibilities

- Evaluates and recommends amendments to the Constitution, Policies, Rules and Regulations, Codes of Conduct and Ethics, and Disciplinary Code.

- Develops analyses and updated the Vaughan Soccer Policies for the approval of the Board, as assigned by the Board.
- Develops and leads an orientation process for new Directors.
- Aids the Board in implementing an annual evaluation of the Board's performance, and other Board evaluation processes as required.

e. Procedures

- Quorum to be at least 50% of members of the Committee.
- Decisions to be made by majority of the voting members, including the Chair.
- In the chair's absence or inability to act, the chair may designate one of the other committee members to serve as chair.
- Meeting to be held, if necessary, by conference call; decisions may be made as a result of an e-mail vote.
- Minutes of meetings to be taken and made available at the next meeting of the Board.

NOMINATIONS COMMITTEE – Terms of Reference

Mandate

- The Nominating Committee is a Standing Committee of the Board of Vaughan Soccer Club Inc. It is responsible for ensuring, on a continuing basis, that the Vaughan Soccer Club Board of Directors is made up of qualified and skilled persons capable of, and committed to, providing effective governance leadership to the Vaughan Soccer Club.

Key Duties

- **Recruiting:** Seek, identify and recruit qualified individuals to stand for elections as Directors. In addition to seeking candidates through the usual communications means within the Vaughan Soccer Club membership, the Nominating community will also issue an open call for nominations through other necessary and appropriate local channels.

Qualification Check:

- Ensure that candidates for election meet the qualifications to serve as Director, and have also fulfilled any additional requirements, in Appendix A and Appendix B at the end of his document.

Briefing Candidate:

- Communicate directly with each candidate to discuss the roles, responsibilities and expectations of a director.

Promoting Diversity of the Board:

- Promote diversity of the Board in relation to gender, age, language, ethnicity, professional backgrounds and personal experiences, however noting that qualifications and skills of candidates, desirable for Vaughan Soccer Club, are the priority.

Safeguarding Specific and Desired Capabilities:

- Have concern to the specific and desired essential abilities required on the Board as a whole in soliciting nominations.

Supervising the Election Process:

- Supervising all aspects of the election procedures leading up to and the Annual General Meeting, including identifying and enforcing specific timelines and any other administrative requirements.

Identify Potential Future Candidates:

- Where appropriate, identify individuals for future nomination as Directors and maintain this information for use by future Nominating Committees of Vaughan Soccer Club.

Safeguarding Success of Long Term Leadership Requirements:

- Carry out these duties in a manner that encourage succession planning, a long term view of the Vaughan Soccer Club leadership needs, as well as Board progression planning.

Additional Duties:

- Such duties as may be delegated to the Committee by the Board as needed.

Authority:

- The Committee will exercise its authority in accordance with the Vaughan Soccer Club Articles and such additional provisions as are set out in this Term of Reference and Constitution.

Applicable Articles or Bylaws:

- The applicable sections of the Vaughan Soccer Club Constitution Articles that relate to the work of the Nominating Committee are 7.4, 7.5, and 9.0.

The Board:

- Appendix A and B of this document describes the composition and mandate of the Board and the minimum qualifications to serve as a Director. To be eligible to hold office as a Director, an individual must meet the requirements of the Non-for-Profit Corporations Act, must satisfy any further requirements as set out in Attachment "A", and must complete Candidate Qualification Form as set out in Attachment "B".

Composition of the Nominating Committee

- The composition of the Nominating Committee and its general procedures and timelines are the following:
 - The Board will appoint Nominating Committee
 - The Committee will consist of three Vaughan Soccer Club members, one of whom will be the Chair of the Committee,
 - The Board will designate the Chair of the Nominating Committee.
 - No member of the Nominating Committee may be seeking office in the election that year
 - The Nominating Committee will finalize nominations at least 30 days before the Annual General Meeting and will circulate same to all members not less than 19 days before the AGM.

Election Procedures:

- The election of Directors at the Annual General Meeting will occur as set out in Article 7.0 of the Constitution. The Nomination Committee will oversee these election procedures.

Term:

- Members of the Nominating Committee will serve terms of one year, which may be renewed by the Board at its discretion.

Meetings:

- The Nomination committee may meet in person, by video conferencing or telephone conferencing, as required, with meetings held at the call of the Chair.

Resources:

- The Nominating Committee will receive the necessary resources for Vaughan Soccer Club to fulfill its mandate. The Committee may request and receive administrative support from the Vaughan Soccer Club Staff.

RISK MANAGEMENT COMMITTEE – Terms of Reference

a. Composition and Eligibility

- Committee composed of no fewer than four members, plus the President (ex-officio).
- Committee may include members who are not Directors to expand its expertise.
- Chair must be a member of and approved by the Board
- Committee members shall possess an understanding of the Committee's terms of reference and collectively should have experience in risk areas such as harassment, insurance, labour practice, etc.

b. Appointment

- Committee members (including the chair) to be appointed by the President with the approval of a majority of the Board within six weeks of the Annual General Meeting;

c. Purpose of the Committee

- To assist the Board in carrying out its duty of care with respect to the safety and integrity of the operations of Vaughan Soccer Club, and to provide oversight and make any policy recommendations regarding significant hazards and risks.
- To make policy recommendations to the Board regarding organizational risk.

d. Responsibilities

- Create risk related policies for the approval of the Board.
- Suggest processes for risk identification and observing.
- Reviews Vaughan Soccer Club's risk management policies to ensure that they are up to date.
- Examines Vaughan Soccer Club's processes for risk identification and observation to ensure that they are effective.
- Observes and evaluates internal and external risk exposure and make recommendation to the Board of Directors in specific instances of risk to Vaughan Soccer Club.

e. Procedures

- Quorum to be a majority of the voting members of the Committee.
- Decisions to be made by a majority of the voting members, including the chair.
- In the chair's absence or inability to act, one of the committee members to serve as chair.
- Meeting to held, if necessary, by conference call, digital conferencing; decisions may be made as a result of an e-mail vote.

EMERGENCY COMMITTEE – Terms of Reference

a. Composition and Eligibility

- Committee composed the President and two other Directors. The Club Secretary may advise the Emergency Committee.
- Committee members should possess an understanding of the Committee's terms of reference.

b. Appointment

- Committee members (including the chair) to be appointed by the President with the approval of a majority of the Board within six weeks of the Annual General Meeting;

c. Purpose of the Committee

- To exercise specified powers of the Board 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 communications.

d. Responsibilities

- Makes decision in critical emergency situations except in relation to any of the following matters:
 - Dissolution of Vaughan Soccer;
 - Hiring or dismissal of the Club Secretary;
 - Negotiation of contracts or approval or mergers or partnership;
 - Approval or alteration of a Board-approval Budget;
 - Adoption or elimination of major Vaughan Soccer programs;
 - Appointments and/or nominations to external bodies;
 - Selection of Vaughan Soccer Representatives to National Team competitions;
 - Purchase or sale of Vaughan Soccer property;
 - Amendment of the By-laws, the Code of Conduct and Ethics, the Disciplinary Code, and the Rules and Regulations of Vaughan Soccer;
 - Amendment of Vaughan Soccer Club policies that required Board approval.
 - Suspension, discipline or removal of any Member of, or persons holding an official position in Vaughan Soccer Club or its members Associations.

e. 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.
- Committee members (including chair) to be appointed by the President with the approval of a majority of the Board within six weeks of the Annual Meeting of the Members.
- All decisions or actions by the Committee must be ratified by the Board by a majority of the Board with seventy-two (72) hours.

7. JUDICIAL BODIES

Nomination Procedures for Judicial Body Members:

At least forty-five (45) days prior to the Annual Meeting of the Members, the Board;

- Shall review the list of individuals recommended by the Club Secretary for election as members of the Judicial Bodies;
- By the passage of an Ordinary Motion, shall nominate the individuals recommended by the Club Secretary; and
- Direct the Club Secretary to include the list of nominees in the documentation received by the Membership no later than thirty (30) days prior to the Annual Meeting of the Members.

Policy Approval

Approval by Board: _____

Effective Date: _____

Revision Date: _____

8. Appendix



Appendix A: Qualifications and Central Capabilities of Elected Directors

Directors shall fulfill all requirements of the Not-For-Profit Corporation Act and further, shall be 18 years of age or older, shall not be an undischarged bankrupt and shall be a regular member of the club.

Directors of Vaughan Soccer Club shall always commit to conduct them in a professional fashion and in a manner which does not in any way discredit the Club or any of their Members. Directors shall be dedicated to their elected or appointed office and perform their duties and responsibilities to the best of their abilities. Accordingly, directors must be able to conduct himself or herself in such a manner that it will not bring discredit to the club or other club members. Directors must also be able to represent un-conflicted loyalties to the interest of all Vaughan Soccer Club members. This supersedes any conflicting loyalty such as advocacy or interest groups, and membership on other boards. It also supersedes the personal interest of any Director acting as a customer of Vaughan Soccer Club's services, or having a family member who is a procurer of Vaughan Soccer Club.

Directors will be recruited based upon their proven ability to contribute significantly to the leadership of the Vaughan Soccer Club and to fulfill their statutory fiduciary responsibilities. The essential skills that ideally will be reflected in the Board as whole are:

- Vaughan Soccer Club background and knowledge as an athlete, coach, official, administrator or volunteer leader;
- Knowledge of strategic and business planning;
- Human resources management expertise;
- Legal and risk management expertise;
- Financial management expertise;
- Business and/or corporate experience, and;
- Demonstrated leadership skills in the not-for-profit sector or other activities.

All candidates for election as a Director will complete and submit a Candidate Qualification Form (Appendix B)

Appendix B: Vaughan Soccer Club Candidate Qualification Form



This form must be submitted to the Vaughan Soccer Club Office by _____.
(Date)

This form is to be completed by any person nominated for election as a Director of Vaughan Soccer Club.
To be eligible for nomination, a person must:

- Be of legal age
- Be a resident of Canada
- Be a Registered Participant of Vaughan Soccer Club
- Have the endorsement of the Nominating Committee

Name of Candidate: _____

Address: _____

Phone Number: _____

Email Address: _____

Please provide a brief summary (one paragraph on each point is suggested) which specifically addresses your attributes as a potential Director in any of the following

Areas of knowledge and /or expertise:

- Your overall experience in and association with the sports of soccer, including your experiences in a club, a provincial/territorial association, and / or other associations in the sports of soccer, including any previous appointment or experience with Vaughan Soccer Club
- Your knowledge and / or experience in strategic and / or business planning.
- Your knowledge and / or experience in human resource management
- Your experience in legal and risk management
- Your business or corporate enterprise experience
- Your demonstrated leadership skills in the not-for-profit sector

Signature

Date

Candidate Endorsement

The Nominating Committee hereby endorses _____ as a candidate for election as a Director of Vaughan Soccer Club.

Chair of Nominating Committee (Name)

Signature