	VAUGHAN SOCCER CLUB INC. GOVERNANCE POLICY **DATE: NOVEMMBER 17, 2025**

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1. OVERVIEW

This Governance Policy is a policy of Vaughan Soccer Club Inc. (the "**Club**") intended to assist the Board of Directors (the "**Board**") with the governance of the Club.

All business and operations of the Club shall be governed by the Articles, By-Laws, Policies, Rules and Regulations of the Club (collectively the "**Club Governing Documents**"). This Governance Policy, as well as all policies, rules, and regulations of the Club shall be subject to the Articles and By-Laws of the Club.

The Club Governing Documents, including this Governance Policy, shall also be subject to the constitution, by-laws, rules, regulations, policies and procedures of each of the Club's affiliated entities (collectively the "**Governing Bodies**"):

- Canadian Soccer Association ("**CSA**");
- Ontario Soccer ("**OS**"); and
- York Region Soccer Association ("**YRSA**").

2. PURPOSE

This document sets forth the roles and responsibilities of the Board, sets out the nominations procedure, the relationship of the Board with the Technical Director of the Club, the Director of Soccer of the Club, and appointment of representatives to the Club's Governing Bodies.

3. BOARD OF DIRECTORS

3.1 COMPOSITION OF THE BOARD

The Club shall be governed by a Board of Directors. As set out in the Articles, the Board shall consist of between 8-12 Directors.

3.2 EXECUTIVE COMMITTEE

The Executive Committee shall be comprised of the President, Executive Vice-President, Secretary and Treasurer of the Club (each an "**Executive Officer**").

The Executive Committee shall:

- Manage and direct the affairs and business of the Club;
- Lead the strategic planning of the Club;
- Review and assess new initiatives for the Club and present to the Board as needed;
- Be responsible for directing and managing the Technical Director, Director of Soccer, and General Manager of the Club;
- Review the financial statements of the Club before they are approved by the Board;

- Meet with the auditor at the time of the annual audit, and review:
    - 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;
- Examine and make recommendations to the Board on the annual budget, the basis of the tactical priorities, plans, and resources of the Club;
- Develop, approve, and monitor the annual operating budget of the Club.
- Make recommendations to the Board on any matter or question relating to the financial position of the Club;
- Make recommendations to the Board on internal processes and procedures for financial reporting and other internal financial controls;
- Oversee and report to the Board on the assets and investments of the Club;
- Act as a liaison between the Club, OS, YRSA, and CSA; and
- Safeguard the integrity and operations of the Club.

3.3 ROLES AND RESPONSIBILITIES OF THE BOARD

3.3.1 Role of the Board

The Board shall:

- Manage and direct the affairs, activities and business of the Club;
- Create and approve policies and plans for the Club;
- Ensure that the Club has the appropriate resources to deliver its programs; and
- Stay in tune with the changing needs of the Club's membership and key participants.

3.3.2 Obligations of the Board

(a) Accountability

- To ensure compliance with the Club's Articles, By-Laws, Policies, Rules and Regulations, and governing laws and legislation;
- To have a positive rapport with its affiliated entities and membership at large;
- To be in good standing with the Club's Governing Bodies;
- To supervise the general organizational and staffing structure for the delivery of the Club's mission and strategic plan;
- To develop and implement a strategic plan for the Club;
- To oversee proper actions and methods for responsible management succession;
- To ensure that policies and practices are in place to maintain the integrity of the Club's information and management systems; and
- To ensure that policies and procedures are in place that detect and screen principal business risks, report what risks are acceptable to the Club and establish appropriate systems and actions to manage such risks.

(b) Financial Oversight and Development

- To review and approve the Club's audited year-end financial statements, annual operating budget, and other financial reports as required, and to provide the financial statement and auditor's report to the Members as required by the By-Laws and the Ontario *Not-for-Profit Corporations Act, 2010*;
- To support the effective deployment of the Club's financial resources;
- To approve financial policies and ensure policy compliance as required;
- To approves policies, regarding the Club's fee schedules;
- To maintain an effective relationship between the Club and all funding agencies and financial partners;
- To review and endorse major financial decisions and actions as presented by the Executive Committee; and
- To protect the Club's assets and resources.

(c) Board Governance

- To govern in accordance with the Club's:
    - Letters Patent
    - Articles of Amendment

- By-Laws
- Board Policies
- Codes of Conduct
- Rules and Regulations

- To revise and approve Policies, Codes of Conduct, and Rules and Regulations of the Club, as required;
- To evaluate the performance of the Board and Directors on an annual basis or as needed;
- To oversee the recruitment, orientation and training processes for new Directors; and
- To develops terms of reference for Board Committees, if applicable.

(d) Membership

- To scrutinize each application for Membership and recommend that that the application be approved or rejected.

(e) External Relations

- To develop policies regarding the conduct of relationships with other clubs, organizations and other stakeholders; and
- To develop policies regarding the protection and enhancement of the Club's image and reputation.

3.4 BOARD MEETINGS

3.4.1 Board Meeting Times

- The Board shall determine its meeting schedule by developing an annual Board calendar which will be established at the first Board meeting following the Annual General Meeting.

3.4.2 Preparations for Board Meetings

- The agenda for Board meetings shall be set by the President in consultation with the Secretary and, if necessary, other Directors;
- If feasible, the agenda and related documents shall be provided to the Directors at least seven (7) days prior to a Board meeting;
- Information to be considered by the Board shall be forwarded to the Secretary at least ten (10) days in advance of a meeting;

- Reports from Committees on vital policy issues shall be in written form and shall contain background information and explanation of the issues for discussion;

- The agenda for Board meetings shall have the following format: (i) the topic; (ii) the presenter; and (iii) objective;

- Regular Board meetings shall include, at a minimum, an agenda that includes the following elements:

    - Year-to-date financials (quarterly);

    - Any written reports submitted by Board Committees;

    - Minutes of Board meetings not previously accepted; and

    - A status report on action items.

3.4.3 Board Meeting Rules and Procedures

- The chair of the meeting shall:

    - Guide the discussion so that it proceeds in an orderly and efficient fashion;

    - Ensure that all Board members have the opportunity to express their view; and

    - Ensure that all decisions of the Board are reached by majority vote, unless otherwise stated in the By-Laws;

- A list of Board action items arising from meetings shall be forwarded to Directors as soon as possible but no later than fourteen (14) days following a meeting.

3.4.4 Board Meeting Code of Conduct

- Each Director shall endeavour to attend every Board meeting, and shall inform the President and the Secretary in advance of a Board meeting if they are unable to attend;

- Each Director shall participate fully in deliberations;

- Each Director shall exercise their right to vote on all decisions of the Board;

- Each Director shall conduct themselves with a view to furthering the interest of the Club and not the interests of individual and/or group stakeholders;

- Each Director shall respect the confidentiality of Club business and Board deliberations;

- Each Director shall support the decisions of the Board and speak with a unified voice to the Members and the community;

- Each Director shall conduct themselves 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 ensure that discussions of Club business occurs during Board meetings and not between meetings; and

- Each Director shall declare any conflict of interest that may exist prior to any discussion or vote, and recuse themselves from the vote.

4. ROLES AND RESPONSIBILITIES OF OFFICERS AND DIRECTORS

4.1 OFFICERS

4.1.1 Role of the President

The President shall:

- Provide oversight of the operations of the Club;

- Advance the Mission and plans of the Club;

- Ensure the Board develops and implements policies and strategies that guide the Club;

- Ensure the relationship between the Board and the Technical Director and Director of Soccer remains positive, constructive and professional at all times;

- Communicate the Mission and Core Values of the Club, and information about the Club's activities that is consistent with the views of the Board;

- Represent the Board in communicating with the Technical Director and Director of Soccer; and

- Represent the Club at meetings and events of the Club's Governing Bodies.

4.1.2 Responsibilities of the President

(a) Leadership of the Board

- Ensure that the Board carries out its responsibilities as defined in the Club Governing Documents and governing legislation;

- Ensure that the Board attends to its core governance functions, including those related to the orientation of Board candidates and evaluation of the Board's performance;

- Work with the Executive Committee to gather input from the Technical Director and Director of Soccer for meeting agendas for meetings of the Board and Members;

- Evaluate the Performance of the Technical Director and Director of Soccer; and

- Work with the Executive Committee to prepare and deliver an annual performance appraisal and performance goals of the Technical Director and Director of Soccer.

(b) Chairing Meetings

- When present, preside at all meetings of the Board, the Executive Committee, and Members, provided that an independent chair has not been appointed by the Board; and

- Ensure that Board meetings are conducted in accordance with *Robert's Rules of Order*, the Board Meeting Rules and Procedures set out in section 3.4.3, the Board Meeting Code of Conduct set out in section 3.4.4, and the Director's Code Ethics.

(c) External Meetings

- Communicate and vote on behalf of the Club at YRSA, OS, and other external meetings in a manner that is consistent with the will of the Board;

- Represent the Club on YRSA and OS committees;

- Communicate directly with YRSA and OS officials on behalf of the Club, and report any communications to the Board;

- Not obligate the Club to a course of action that does not have the approval of the Board; and

- Communicate to the Board any decisions by YRSA or OS that affect the Club.

4.1.3 Role of the Executive Vice President

The Executive Vice President shall:

- Work closely with the President to provide leadership and governance of the Club.

4.1.4 Responsibilities of the Executive Vice President

- Exercise the duties and powers of the President when the President is absent or unable to act; and

- If the Vice-President exercises any of those duties or powers, the President's absence or inability to act shall be referenced in the minutes.

4.1.5 Role of the Treasurer

The Treasurer shall:

- Ensure that full and accurate records are kept of the accounts of the Club;
- Report to the Board at least once per quarter;
- Submit an Annual Report to the Members at the Annual General Meeting;
- Be responsible for the Club's banking, financial transactions and records;
- Scrutinize and review any expenditures or variances from the budget;
- Provide interim financial statements and reports as directed or requested by the Executive Committee or the Board;
- Work with the Club's auditor, when required, in the preparation of an annual financial statement; and
- Work with the General Manager, Technical Director of the Club and Executive Committee to prepare an annual budget, and present the annual budget to the Board for approval.

4.1.6 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;
- Maintain the Club's record books, including the By-Laws, published rules and meeting minutes,
- Make record books available at each meeting;
- Send notice of meetings to the Members and the Board, in accordance with the notice periods set out in the By-Laws; and
- Conduct the general correspondence of the Club that is not the proper function of another office or committee.

4.2 DIRECTORS

4.2.1 Role of a Director

Each Director of the Club shall:

- Take every measure to ensure that the Club is governed effectively;

- Sign a confidentiality agreement at their first Board meeting and respect the confidentiality of the content of meetings and the minutes, and not disclose information at any time to others without the authorization of the Executive Committee;

- Practice the standard of due diligence, loyalty, care and obedience that is required of a Director;

- Act within the parameter of the Club Governing Documents;

- Recognize that the principle that the Board's role is to govern and management's role is operational;

- Contribute their skills, knowledge, and influence to allow the Club to carry forward with its priorities, plans, and policies; and

- Act with integrity, in good faith, and in the best interest of the Club.

4.2.2 Responsibilities of a Director

(a) In General

- Understand and meet the standards of fiduciary duties of a Director;

- Understand the legal, regulatory, business, social and political environments in which the Club operates;

- Be informed of the Club Governing Documents and governing legislation;

- Understand the governance structure of the Club;

- Stay informed about the activities of the Club;

- Support and accept the decisions of the Board, however 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, to ask for a review of the decision;

- Respect and maintain the confidentiality of Board business and Board deliberations;

- Keep discussions of Board matters to Board meetings to avoid situations where decisions are made outside of the boardroom;

- Abstain from interfering with the work of the staff of the Club, including the Technical Director and the Director of Soccer;

- Acts in a manner that maintains the trust of other Directors.

- Declare any apparent or real personal conflict of interest or loyalty in accordance with the By-Laws, Policies, and statutory requirements; and

- Demonstrate high ethical standards and integrity.

(b) In Board/Committee Meetings

- Review meeting agendas and reports prior to meetings in order to engage in an informed discussion on the issues before the Board and/or Committee;
- Participate in Club events and activities as required;
- Respect Board Meeting Rules and Procedures set out in section 3.4.3 and the Board Meeting Code of Conduct set out in section 3.4.4 at all times;
- Ask questions when the information provided at a meeting is insufficient or the question before the meeting is unclear;
- Voice clearly and plainly any opposition to a decision being considered at a meeting;
- Ensure the Board remains attentive to the Club's priorities and plans and inform the Technical Director and Director of Soccer of identified concerns;
- Review the financial statements and financial reports, and otherwise help the Directors fulfill their fiduciary responsibilities;
- Develop and maintain a spirit of collegiality and positive interpersonal relationships within the Board;
- Contribute to the Board's assessment of its performance; and
- Contribute to the assessment of the Technical Director and Director of Soccer's performance.

(c) In Communications

- Nurture and endorse a positive image of the Board and of the Club among the Members and within the community;
- Represent the Club in the community;
- Not speak on behalf of the Board or the Club unless explicitly authorized to do so by the Board or Executive Committee; and
- Limit communication with Club staff, so that the lines of accountability within the Board and within the Technical Director and Director of Soccer remain clear.

5. COMMITTEES

5.1 GENERAL

- The Board may establish Standing and/or Ad Hoc Committees for such purposes as the Board may determine;
- Standing Committees of the 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;
- Ad Hoc 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 will be dissolved after they have completed their mandate.

5.2 AUTHORITY

- Committees shall have no authority or decision-making authority, other than the authority which shall have been specifically stated and delegated by the Board; and
- Each Committee shall be responsible to, and report after each meeting to, the Board or Executive Committee as directed.

5.3 MEETINGS

- Background information shall be sent to Committee members in advance of Committee meetings;
- Committee members are expected to review all pertinent information in advance of Committee meetings;
- Committee members shall 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 the chair:
    - The chair will follow *Robert's Rule of Order* and the Board Meeting Code of Conduct set out in section 3.4.4, so that the discussion during the committee meeting will be orderly and efficient;
    - The chair shall ensure that all point of views are heard and that the Committee communicate options that reflect the majority opinion;
    - All Committee members have the right to make motions and vote on all questions before the Committee;
- All members of Standing and Ad Hoc Committees are required to adhere to the principles contained within the Board Meeting Code of Conduct in section 3.4.4;

- Committees shall provide written reports to the Board and/or Executive Committee, which should be sent, together with any Committee meeting minutes, to the Secretary at least 14 days in advance of a scheduled Board meeting for inclusion within the Board's monthly agenda meeting;

- Subject to the approval of the Board, Committees may appoint sub-committees; and

- Subject to the approval of the Board, Committees may, invite individuals who are not members of the Committee who have the requisite expertise to meetings to help them with their task.

6. NOMINATIONS PROCEDURE

6.1 OVERVIEW

- The Board shall be responsible for ensuring, on a continuing basis, that the Board of the Club is comprised of qualified and skilled persons capable of, and committed to, providing effective governance leadership to the Club.

6.2 KEY DUTIES

- The Board shall seek, identify and recruit qualified individuals to stand for elections as Directors and Executive Officers; and

- The Board shall also issue an open call for nominations through other necessary and appropriate local channels.

6.3 QUALIFICATIONS

- The Board shall ensure that candidates for election meet the qualifications to serve as Director, as set out in the By-Laws and in Appendix A;

- The Board shall ensure that candidates running for the office of President have served as an Executive Officer for at least two (2) years;

- The Board shall ensure that candidates running for the office of Executive Vice-President, Treasurer, or Secretary have served as a Director of the Club for at least two (2) years; and

- The Board shall ensure that candidates have completed the Director Application Form set out in Appendix B.

6.4 ELECTION PROCEDURES

- Any person wishing to run for office must submit a written declaration to the Club office staff at least twenty-one (21) days prior to the date of the Annual General Meeting;

- Candidates wishing to run for an Executive Officer position may only run for a total of one (1) position. In the event that an existing Executive Officer wishes to run for another Executive Officer position, such Director must

submit their resignation to the Secretary at least sixty (60) days prior to the date of the Annual Meeting, with effect as of the date of the Annual Meeting.

- The Board shall review the Director Application Forms and endorse candidates for election;

- The Board shall finalize the slate of candidates and post all candidates on the Club's website fourteen (14) days prior to the Annual General Meeting;

- In the event the Board only nominates one (1) candidate for a particular Executive Officer position, no vote is required and the nominated candidate shall be declared elected by acclamation; and

- There shall be no nominations from the floor of the meeting at which Directors are elected.

6.5 ELECTION PROCESS SUPERVISION

- The Board shall supervise 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.

6.6 BRIEFING CANDIDATE

- The Board shall communicate directly with each candidate to discuss the roles, responsibilities and expectations of a Director.

6.7 BOARD DIVERISTY

- The Board shall endeavour to promote diversity of the Board in relation to gender, age, language, ethnicity, professional backgrounds and personal experiences.

- In selecting candidates, the Board shall endeavour to achieve at least fifteen percent (15%) female representation on the Board.

6.8 SAFEGUARDING SUCCESS OF LONG TERM LEADERSHIP REQUIREMENTS

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

7. GOVERNING BODIES

The President shall act as representative of the Club at meetings of the Governing Bodies. The President may appoint an alternative and/or additional representative(s) to represent the Club at meetings of the Governing Bodies, provided that the individual is an Executive Officer.

Policy Approval Date: [●]

APPENDIX A
QUALIFICATIONS AND CENTRAL CAPABILITIES OF ELECTED DIRECTORS

Directors shall fulfill all requirements of the Ontario *Not-for-Profit Corporations Act, 2010* and shall:

- be an individual who is at least eighteen (18) years of age;
- not have the status of bankrupt;
- be a Member in good standing of Vaughan Soccer Club;
- not be an employee of, or receiving remuneration from Vaughan Soccer Club;
- not be a person who has been found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act* to be incapable of managing property;
- not be a person who has been declared incapable by any court in Canada or elsewhere;
- not be a person who has been convicted of a criminal offence under the laws of Canada or a province that relates to children, sexual offences, homicide, assault or bodily harm, financial mismanagement, including fraud, or a similar offence that would be a criminal offence if it were committed in Canada;
- be a resident of Canada; and
- be endorsed by the Board.

Directors of Vaughan Soccer Club shall always commit to conduct themselves in a professional fashion and in a manner which does not in any way discredit the Club or any of its Members. Directors shall be dedicated to the Club and shall 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 have a duty of loyalty to Vaughan Soccer Club. This duty of loyalty supersedes any conflicting loyalty, such as advocacy or interest groups, and membership on other boards. The duty of loyalty 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 a 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 Director Application Form (Appendix B).

APPENDIX B
VAUGHAN SOCCER CLUB DIRECTOR APPLICATION FORM

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

This form is to be completed by any person wishing to run for election as a Director of Vaughan Soccer Club.

To be eligible, a person must:

- be an individual who is at least eighteen (18) years of age;
- not have the status of bankrupt;
- be a Member in good standing of Vaughan Soccer Club;
- not be an employee of, or receiving remuneration from Vaughan Soccer Club;
- not be a person who has been found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act* to be incapable of managing property;
- not be a person who has been declared incapable by any court in Canada or elsewhere;
- not be a person who has been convicted of a criminal offence under the laws of Canada or a province that relates to children, sexual offences, homicide, assault or bodily harm, financial mismanagement, including fraud, or a similar offence that would be a criminal offence if it were committed in Canada;
- be a resident of Canada; and
- be endorsed by the Board.

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 Board hereby endorses _____ as a candidate for election as a Director of Vaughan Soccer Club.

_____ _____

Name Signature