

# FOOTBALL CANADA POLICY ON ORGANIZATIONAL STRUCTURE 2023-24



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# OVERVIEW

## 1.0 OBJECTIVE

Establish Football Canada's governance and management structures through this Terms of Reference.

### PRINCIPLES

- 1.1. The Board's integrity as a policy-making entity is fundamental to Football Canada.
- 1.2. Governing and management layers have distinct roles, responsibilities, and accountability to members.
- 1.3. Sufficient human resources facilitate a clear and efficient separation between governance and management.
- 1.4. Clarity in roles and responsibilities prevents communication issues and conflicts while enforcing accountability.
- 1.5. Pragmatic involvement of Board members in executive tasks is essential for resource optimization.
- 1.6. Board members may engage in executive functions and steer staff on projects with agreement between the Executive Director and President.
- 1.7. Such projects must have clear goals and timelines, approved by the President, Executive Director, and relevant Board member.
- 1.8. Transparent monitoring and reporting of organizational performance are presented to the Board.
- 1.9. Decision-making is entrusted to experts within Board-approved boundaries and mandates, requiring consultation with affected stakeholders."



# GOVERNANCE LEVEL

## 2.0 BOARD OF DIRECTORS:

### ROLES AND RESPONSIBILITIES

The Board of Directors functions primarily as a policy board, operating consultatively and fulfilling the following key responsibilities:

- 2.1. Define the Association's mission, vision, and values.
- 2.2. Develop and track the strategic plan.
- 2.3. Lead the Association, upholding its values and ethics.
- 2.4. Engage with and understand membership priorities through active involvement and communication.
- 2.5. Monitor and address emerging issues.
- 2.6. Ensure organizational structure aligns with the Association's programs and context.
- 2.7. Implement succession planning for volunteers and staff.
- 2.8. Conduct annual Board performance evaluations.
- 2.9. Approve and oversee international competition strategies.
- 2.10. Recognize members via annual awards.
- 2.11. Promote the Association's programs to members, public, sponsors, and media.
- 2.12. Establish representation with external organizations and community links.
- 2.13. Safeguard the Association's long-term financial stability.
- 2.14. Approve the annual budget.
- 2.15. Receive the auditors' annual report.
- 2.16. Develop, review, and monitor organizational policies.
- 2.17. Review and suggest changes to Bylaws and Articles of Incorporation; prepare for AGM.
- 2.18. Ensure compliance with legal obligations and Bylaws.
- 2.19. Supervise the nominations process for the AGM.



2.20. Serve as the Association's appellate body, excluding appeals regarding its own actions.

This list is not exhaustive and includes any role or responsibility consistent with functioning as a policy board.



# PRESIDENT

## 3.0 ROLES AND RESPONSIBILITIES

**The President has three primary roles:**

3.0.1. Provide leadership within the Board by ensuring it is organized properly, functions effectively, and meets its obligations and responsibilities.

3.0.2. Communicate with the Board and the membership about the direction, priorities, and achievements of Football Canada.

3.0.3. To work with the Executive Director to ensure the delivery and activation of projects, programming, and events with the support of appropriate resources.

### 3.1. MANAGING THE BOARD

3.1.1. Chairs board meetings and ensures discussion of only those issues that belong to the Board.

3.1.2. Ensures Board's deliberations are fair, open, thorough, efficient, timely, and orderly.

3.1.3. Ensures the Board is alert to its obligations to the Association, Members, and stakeholders and according to law.

3.1.4. Leads to establishing the agenda for board meetings working with the Executive Director and Board.

3.1.5. Ensures coordination of agenda, information packages, and related events to be delivered by the Executive Director.

3.1.6. Ensures that the directors of the Board and Members are informed in a timely and regular fashion of all critical matters.

3.1.7. In collaboration with the Executive Director, ensures directors of the Board or board committees are provided with data that meets their needs.

### 3.2. NATIONAL AND EXTERNAL REPRESENTATION

3.2.1. Represents Football Canada with external, national, and international agencies and delegates duties when appropriate.



### **3.3 WORKING WITH MANAGEMENT LEVEL**

3.3.1. Oversee and lead the Executive Director's annual performance review in collaboration with the Governance Committee.

3.3.2. Advise, guide, and supervise the Executive Director in policy implementation, strategic initiatives, issue identification, and relationship building.

3.3.3. Collaborate with the Executive Director to ensure the Board is accurately informed on program strategies, plans, and organizational performance.

3.3.4. Relay concerns from the Board, members, and stakeholders to the Executive Director.

3.3.5. Reach consensus with the Executive Director on executive and staff-level issues that necessitate Board communication.

3.3.6. Represent Football Canada alongside the Executive Director to government entities and sports organizations, promoting association objectives.

3.3.7. The President may attend any committee, sub-committee, or task force meeting as an ex-officio member.

3.3.8. Serve as the primary liaison between the Board and the Executive Director for association issues, unless specified otherwise.

### **3.4. MEMBER, PUBLIC AND STAKEHOLDER RELATIONS**

3.4.1. Preside over the Annual General Meeting.

3.4.2. Act as the primary representative of the Board, collaborating with the Executive Director, to engage with Association's members and stakeholders regarding their involvement with Football Canada.

3.4.3. Alongside the Executive Director, ensure Football Canada is aptly represented at official functions, meetings of Members, international associations, and other stakeholder groups.

3.4.4. Coordinate with the Executive Director to attend tournaments, championships, and Member meetings whenever feasible. This enables gathering viewpoints from players, coaches, officials, and league organizers and facilitates communication about the Association's priorities and achievements."



# COMMITTEES AND SUB-COMMITTEES

## 4.0 COMMITTEES OF THE BOARD

4.0.1. There are standing, ad hoc committees and sub-committees of the Board.

4.0.2. There are four standing committees established in Football Canada's bylaws:

- a. The Finance, Audit and Legal Committee;
- b. The Human Resources and Governance Committee;
- c. The Nominations Committee
- c. The Strategic Planning and Business Development Committee.

4.0.3. The Board may establish ad hoc and sub-committees to support the Board in its work. In 2023-24 the sub-committees are:

- a. The Diversity, Equity and Inclusion sub-committee
- b. The Risk Assessment sub-committee

4.0.4. All committees report to the Board.

4.0.5. Committees do not speak or act for the Board unless given the authority to do so, and then only for specific and time-limited purposes.

4.0.6. Committees do not have the authority to direct the Executive Director or staff unless given specific management and direction by the Board to meet the Board's or committee's goals and objectives.

4.0.7. The Board defines and develops policy. Committees may propose changes or additions to policy.

4.0.8. The Executive Director is the decision maker in day-to-day operations of Football Canada. Committees may provide advice to the Executive Director on the day-to-day operations of Football Canada.

4.0.9. The Executive Director will evaluate advice on the day-to-day operations of Football Canada provided by a committee

- a. Around budgetary recommendations. The nature of the file may require the Executive Director to seek guidance or approval from the Finance, Audit, and Legal Committee;





- b. Around governance recommendations. The nature of the file may require the Executive Director to seek guidance or approval from the Human Resources and Governance Committee.

4.0.10. The Executive Director shall ensure committee decisions adhere to standing policy and align with the Football Canada Strategic Plan.

4.0.11. In consultation with the Executive Director and staff, the President shall assist the Board in executing its responsibilities and objectives, including finance, strategy, governance, legal, ethics and nominations.

## **4.1 FINANCE, AUDIT AND LEGAL COMMITTEE**

### **4.1.1 Mandate**

**The Finance, Audit, and Legal Committee** is a standing committee of the Board. It is responsible for advising the Board in fulfilling its oversight responsibilities related to corporate auditing and reporting, financial and investment policies, financial risk management, and corporate legal obligations.

### **4.1.2 Key Duties**

- a. Determine the adequacy of Football Canada's internal financial controls and procedures for financial reporting to the Board, members, and funding agencies;
- b. Review financial statements regularly to monitor adherence to Generally Accepted Accounting Principles (GAAP);
- c. Develop and oversee the implementation of policies to safeguard Football Canada's assets and revenue streams;
- d. Review and approve the scope of the annual audit and audit fees to be paid, and recommend annually to the Board, the appointment of the auditor;
- e. Ensure that the Board promptly and satisfactorily addresses any problems, issues, or concerns raised by the auditor;
- f. Review insurance coverage against significant risks and uncertainties;



- g.) Review any litigation process being initiated or settled;
- h.) As required, receive reports and advise the Board on any material government investigation, litigation, contractual dispute, or legal matter;
- i.) On an ongoing basis, provide expertise to enhance the quality of Board discussion on financial and legal matters and facilitate effective Board decision-making in these areas.

#### **4.1.3 Composition**

- a.) A Director is appointed by the Board to serve as Chair.
- b.) The President is included in the composition.
- c.) If the Chair holds a legal designation, they should seek to include a board member with an accounting designation or someone with relevant experience in the financial industry and financial acumen.
- d.) Conversely, if the Chair holds an accounting designation or has significant experience in the financial industry, they should seek to include a board member with a legal designation.

## **4.2 HUMAN RESOURCES & GOVERNANCE COMMITTEE**

### **4.2.1 Mandate**

The **Human Resources and Governance Committee** is a standing committee of the Board. It is responsible for advising the Board on ethical standards and codes of conduct and advising the Board in fulfilling its oversight responsibilities related to human resources. The committee is also responsible for ensuring that the Board of Football Canada comprises qualified and skilled persons capable of, and committed to, providing effective leadership to the Association. The committee would review or create organizational policies for review by the Board of Directors before implementation.

### **4.2.2 Key Duties**

#### **4.2.2.1 Human Resources:**



- a.) Determine the adequacy of policies in the areas of ethics, conflict of interest, and conduct of business;
- b.) Advise the Board on the structure and processes for the hiring, supervision, and evaluation of the Executive Director;
- c.) Lead the Executive Director's performance review and report the results to the Board.
- d.) Encourage open and positive dialogue between the Board and Executive Director;
- e.) Advise the Board on human resource policies that support the hiring, development, and retention of desirable staff;
- f.) Act as the appeal level in matters relating to management grievances with the Executive Director;
- g.) On an ongoing basis, provide expertise to enhance the quality of Board discussion on human resource matters and facilitate effective Board decision-making in this area.

#### **4.2.2.2 Governance:**

- a.) Develop and encourage a long-term view of Football Canada's leadership needs and succession planning.
- b.) Review and update policy and bylaws as required annually.

#### **4.2.3 Composition**

- a.) The President is the Human Resources and Governance Committee Chair.
- b.) Two other Directors at Large as selected by the board.
- c.) The Chair may seek one or two additional members with relevant expertise.

### **4.3 STRATEGIC PLANNING & BUSINESS DEVELOPMENT COMMITTEE**

#### **4.3.1 Mandate:**

The purpose of the Strategic Planning & Business Development Committee (SBC) is to play a crucial role in guiding Football Canada toward its long-term operational and business objectives by developing a Strategic Plan in five-



year increments, monitoring, and expanding the current FCSP, engaging with stakeholders in the strategic planning phase, monitoring progress, and making necessary adjustments to keep the organization on track. This Committee is essential for ensuring that an organization's activities are aligned with its mission and vision and for setting it up for success. It is responsible for advising the Board on the strategic direction of marketing, sponsorship, corporate relations, and visibility.

#### **4.3.2. Key Duties:**

- a. To provide oversight and guidance in the development, implementation, definition, and expansion of the FCSP.
- b. Develop and recommend a strategic planning process
- c. Facilitate and oversee the development of the strategic plan.
- d. Conduct analyses of internal and external environments affecting the organization.
- e. Establish short-term and long-term objectives.
- f. To ensure Football Canada projects are aligned with strategic objectives.
- g. Monitor and report on the implementation of the strategic plan.
- h. To use resources and guidance from the risk assessment sub-committee to evaluate objectives.
- i. Engage stakeholders in the strategic planning process when renewing the plan.
- j. Recommend updates to the strategic plan as necessary.
- k. To align strategy with operational objectives to foster diversity in revenue sources.
- l. To align strategy with operational objectives to foster visibility for the Football Canada brand and associated activities.

#### **4.3.3. Composition:**

- a. The board will select a Chair who is independent of participation on the standing committees.
- b. The SBC Chair may select two members from the Board who are not serving on the Legal, Finance and Audit Committee and Governance Committee.
- c. Any additional members with applicable skill sets may be elected at large by the members of the SBC.



- d. The term length of committee members expires at the next AGM.
- f. A simple majority of the Committee may add or replace a member.

#### **4.3.4. Meetings**

- a. The Committee will meet at least two times per year.
- b. The Committee may vote on specific items/motions via email. The SPC chair may issue these votes.

#### **4.3.5 Reporting**

The chair of the SPC will submit a report to the Board of Directors at least one week after a meeting.

## **4.4 NOMINATIONS COMMITTEE**

**4.4.1 Mandate** - The Nominations Committee ensures the recruitment, vetting, and appointment of qualified and committed individuals to key leadership positions on the Board of Directors.

#### **4.4.2 Key Duties**

- a.) Identify Candidates - Identify and recruit potential candidates for the board and other leadership positions within the non-profit.
- b.) Assess Skills and Fit - Evaluate candidates' skills, experience, and qualifications to ensure alignment with the organization's needs, mission, and culture.
- c.) Board Composition and Diversity - Ensure a diverse mix of skills, experience, and perspectives on the board, considering factors such as gender, ethnicity, age, and professional background. The committee chair may consult with the Diversity, Equity and Inclusion sub-committee chair on objectives.
- d.) Succession Planning - Develop and maintain a Board succession plan to facilitate smooth transitions as leadership positions become vacant.
- e.) Nomination Process - Manage the nomination process, including preparing and distributing ballots, managing elections, and ensuring compliance with legal requirements and organizational bylaws.



- f.) Orientation and Training - Collaborate with the Executive Director to implement onboarding for new board members, ensuring proper orientation and training.
- g.) Communication - In collaboration with the Executive Director, communicate the committee's processes, criteria, and decisions to the organization and stakeholders, ensuring transparency.
- h.) Conflict of Interest - Identify and manage any conflicts of interest that may arise during the nominations process.

**4.4.3 Composition** - The Nominations Committee shall consist of a Chair, who is selected by the Board of Directors, and additional members recruited by the Chair. Eligible members include current Directors at Large in mid-term, current or past provincial presidents not seeking nomination in the current year, or past presidents of the Association. All members must be ratified by the Board of Directors.

**4.4.4 Meetings** - The Nominations Committee is required to meet at least twice a year.

**4.4.5 Reporting** - The Nominations Committee primarily reports to the Board of Directors.

- a.) When submitting a final report to the Members, the Nominations Committee shall provide the report to the Executive Director for distribution, in compliance with AGM submission deadlines.
- b.) The Chair of the Nominations Committee may consult with the President or Executive Director for background information as needed.



## 4.5 RISK ASSESSMENT SUB-COMMITTEE

### 4.5.1 Mandate

The Risk Assessment Sub-committee identifies and assesses risks that could affect the organization's ability to achieve its strategies and objectives, ensuring that adequate risk assessment strategies are in place.

### 4.5.2 Key Duties

- a. Environmentally scan the sport to identify risks to the sport and its' participants.
- b. Identify potential risks in various areas of the organization.
- c. Assess the likelihood and impact of identified risks.
- d. Develop and implement risk assessment strategies.
- e. Monitor and report on the effectiveness of risk assessment activities.
- f. Review and update the organization's risk assessment policy and framework.
- g. Provide recommendations to the board on risk issues via the Risk Registry.

### 4.5.3 Composition

- a. The Board of Directors will elect a Chairperson to serve until the next AGM.
- b. The Standing Committees of the Board shall assign one Football Canada BoD member on their committee to attend meetings.
  - i. Legal, Finance and Audit
  - ii. HR & Governance
  - iii. Strategic Planning & Business Development committees shall assign one member on the Football Canada board to attend meetings.
- c. The board sub-committee of Diversity, Equity and Inclusion will assign one Football Canada member to attend meetings.
- d. The Standing Committees and sub-committees are encouraged to assign different members to the RAS to ensure a broader understanding of how risk applies to policy discussions within their committees.



- e. The Standing Committees and sub-committees are encouraged to assign different members to the RAS in subsequent meetings to ensure diverse and broad input from all board members throughout the year.
- f. A simple majority vote of the Board of Directors may remove the Chairperson.

#### **4.5.4. Meetings**

- a. The RAS will meet at least two times per year. These will be scheduled at the first Board of Directors meeting following the AGM.
- b. The RAS should meet at least twice a year and 14 days before a Board of Directors meeting.
- c. The chair of the RAS may call a meeting with 14 days' notice to the chairs of the Standing Committees and the chair of the Diversity, Equity, and Inclusion sub-committee.
- d. Quorum is the chairperson plus two members assigned by their committee or sub-committee.
- e. The chair will be responsible for agendas and minutes.

#### **4.5.5. Reporting**

- a. The RAS should update the Risk Registry and distribute it to the chairs of the Standing Committees and President whenever possible.
- b. The Chair of the RAS will file a report and update to the Risk Registry to the Executive Director and President not more than seven days after a meeting.





## 4.6 DIVERSITY, EQUITY, AND INCLUSION SUB-COMMITTEE

### 4.6.1 Mandate

Football Canada is dedicated to encouraging a supportive and inclusive culture amongst all persons, providing an equal opportunity to participate in football. Football is an inclusive sport that offers equal access and opportunity to all participants. It is the focus of the sub-committee to pursue these core values and develop policy and support for DEI.

### 4.6.2 Key Duties

- a. To promote policies to enhance diversity and eliminate discrimination across the sport and associated workplaces.
- b. To create policy and programming recommendations regarding Diversity, Equity and Inclusion.
- c. To study best practices of DEI and produce a policy to provide leadership across the sport.
- d. To revisit current DEI policy and align it with industry and government standards.
- e. Regularly review all our practices and procedures so that fairness is always maintained. •
- f. To track and report annually on diversity and inclusion performance commitments.

### 4.6.3 Composition

- a. The Board of Directors will elect a chairperson to serve until the next AGM.
- b. The Chairperson may select one board member not sitting on a standing committee to serve on the DEIs.
- c. The Chairperson and the board member will form a consensus on up to three members to serve on the committee.

### 4.6.4 Meetings

- a. The DEIs will meet at least two times per year.
- b. The DEIs should meet at least twice a year and 14 days before a Board of Directors meeting.
- b. Meetings will be scheduled at the first Board of Directors meeting following the AGM.
- c. The chair of the DEI may call a meeting 14 days before the meeting.
- d. Quorum is the chairperson plus two members.



- e. The chair will be responsible for agendas and minutes.

#### **4.6.5. Reporting**

- a. The DEIs report to the Board of Directors.
- b. The DEIs should update the board – especially standing committee chairs - with progress updates whenever possible or applicable.



# MEMBERSHIP COUNCILS

## 5.0 COUNCILS OF THE MEMBERS

### 5.0.1 Councils

There are three Membership Councils: Provincial Executive Directors Council, the National Associate Member Council, and the Provincial Presidents Council.

### 5.0.2 Mandate

The Membership Councils are advisory. They advise different contacts and groups within Football Canada's organizational structure. The Membership Council's primary role is to support decision-making by ensuring effective and ongoing communication between and among the PSOs, AMOs, and Football Canada.

## 5.1 PROVINCIAL EXECUTIVE DIRECTORS COUNCIL

The Provincial Executive Directors Council (PEDC) comprises the lead executives from the 10 Ordinary Members of Football Canada.

### 5.1.1 Mandate

The PEDC generally focuses on operational issues of PTSOs, and how those operations interrelate with the functions of Football Canada.

### 5.1.2 Key Duties

- a.) The PEDC meets to engage in a shared dialogue about the details of operations at the provincial and territorial levels.
- b.) The PEDC meets to discuss and employ best practices between PTSOs.
- c.) The PEDC provides a channel to advance the Ordinary Members' issues and requests to the President, Standing Committees, and Executive Director.
- d.) In a similar role to Working Committees, the PEDC may advise the Executive Director of Football Canada of areas affecting operations.



e.) In a similar role to Working Committees, the PEDC may propose or request policy development to the President for consideration by the Board and its Standing Committees.

### **5.1.3 Composition**

- a.) A lead executive from a PTSO represents each Ordinary Member.
- b.) PTSOs who are not members but who have applied for or are in the process of developing an organization as a member of Football Canada may designate a lead executive but will not be entitled to a vote.
- c.) The Council members will select a chairperson at least a week before the first semi-annual general meeting of the calendar year to assume duties before the AGM.
- d.) The Chairperson should be available for dialogue at times other than meetings to represent the general perspective of PTSO EDs in discussions with Football Canada's Executive Director or President.

### **5.1.4 Meetings and Procedures**

The PEDC will generally meet ten days before a Football Canada general meeting, at least three times per year, and may meet more frequently as required to deal with emerging or urgent situations. Unscheduled committee meetings will be at the Chair's discretion or at any three members' request. Meetings will usually be held by VOIP conference call. These committees may stage meetings in person where the circumstances warrant this or make it financially feasible. Council participation requirements to meet a quorum is six (6) representatives.

### **5.1.5 Reporting**

The PEDC will maintain notes of its meetings, which will be distributed to all Council members. The PEDC may determine if these minutes are confidential or available to all Football Canada members. The Chair of the Council shall provide a report to the President for inclusion in a General Meeting package no later than seven (7) days before the meeting.

## **5.2 NATIONAL ASSOCIATE MEMBER COUNCIL**

The National Associate Member Council (NAMC) comprises the designated representatives from Associate Members, prospective applicant Associate Members, and the President of Football Canada.



### **5.2.1 Mandate**

The NAMC generally focuses on alignment and potential projects associated with Football Canada and how those operations directly impact its growth and sustainability.

### **5.2.2 Key Duties**

- a.) The NAMC meets to engage in a shared dialogue about operations aligned with member stakeholders across the country.
- b.) The NAMC meets to discuss and employ best practices between AMOs.
- c.) The NAMC provides a channel to advance proposals, issues, and requests forward to the President, Board of Directors, Standing Committees, and Executive Director where most applicable.
- d.) The NAMC may propose or request policy or project development to the President for consideration by the Board and its Standing Committees.

### **5.2.3 Composition**

- a.) Their designated representative represents each Associate Member.
- b.) Football organizations of a national scope who are not members but who have applied for Associate Membership of Football Canada may designate a representative but will not be entitled to a vote.
- c.) The Chairperson of the Council is the President of Football Canada.
- d.) Consideration may be provided to associations or conferences that imprint on national competitions but do not have a national operational footprint.

### **5.2.4 Meetings and Procedures**

The NAMC will generally meet ten days before a Football Canada general meeting, at least three times per year, and may meet more frequently as required to deal with emerging or urgent situations. Unscheduled committee meetings will be at the Chair's discretion or any three members' call. Meetings will usually be held by VOIP conference call. These committees may stage meetings in person where the circumstances warrant this or make



it financially feasible. Committee participation requirements to meet quorum is three (3) representatives.

#### **5.3.5 Reporting**

The NAMC will maintain notes of its meetings, which will be distributed to all Council members. The NAMC may determine if these minutes are confidential or available to all Football Canada members. The Chair of the Council shall provide a report to the President for inclusion in a General Meeting package no later than seven (7) days before the meeting.

### **5.3 PROVINCIAL PRESIDENTS COUNCIL**

The Provincial Presidents Council comprises presidents or Chairpersons from the ten Ordinary Members and prospective applicant Ordinary Members.

#### **5.3.1 Mandate**

The President's Council generally focuses on policy issues of PTSOs, and how standing and proposed policy interrelates with the policies of Football Canada.

#### **5.3.2 Key Duties**

- a.) The President's Council meets to engage in a shared dialogue about the details of Board and policy operations at the provincial and territorial levels.
- b.) The President's Council meets to discuss and employ best practices between PTSO Boards.
- c.) The President's Council provides a channel to advance the Ordinary Member's issues and requests to the President, Board of Directors, and Standing Committees.
- d.) The President's Council may propose or request policy development to the President for consideration by the Board and its Standing Committees.

#### **5.3.3 Composition**

- a.) President or Board Chairperson represents each Ordinary Member.
- b.) PTSOs who are not members but who have applied for or are in the process of developing an organization as a member of Football Canada



may designate a representative from their Board but will not be entitled to a vote.

c.) The Council members will select a chairperson at least a week before the first semi-annual general meeting of the calendar year to assume duties before the AGM.

d.) The Chairperson should be available for dialogue at times other than meetings to represent the general perspective of the PTSO President in discussions with Football Canada's Executive Director or President.

#### **5.3.4 Meetings and Procedures**

The President's Council will meet ten days before a Football Canada general meeting at least thrice yearly. It may meet more frequently as required to deal with emerging or urgent situations. Unscheduled committee meetings will be at the Chair's discretion or at any three members' request. Meetings will usually be held by VOIP conference call. These committees may stage meetings in person where the circumstances warrant this or make it financially feasible. Committee participation requirements to meet quorum is six (6) representatives.

#### **5.3.5 Reporting**

The President's Council will maintain notes of its meetings, distributed to all Council members. The President's Council may determine if these minutes are confidential or available to all Football Canada members. The Chair of the Council shall provide a report to the President for inclusion in a General Meeting package no later than seven (7) days before the meeting.



## **6.0 MANAGEMENT LEVEL WORKING COMMITTEES**

### **6.0.1 Committees of the Ordinary Members**

The Ordinary Members' Committees serve in an advisory capacity. The Working Committees' structure offers a standardized framework adaptable across all disciplines. However, resource allocation to each field, including budget and staff resources, varies based on its development stage and Football Canada's strategic priorities. A chart outlining the 2023-24 committees is included at the end of this document in point 10.0.

### **6.0.2 Mandate**

In terms of an advisory role, these committees may advise those involved in operations and policy within Football Canada.

### **6.0.3 Responsibilities**

Sub-committee responsibilities may include:

- a.) Rules review
- b.) Safety policy development
- c.) Monitor existing programs
- d.) Identify gaps in new programming
- e.) Activate and monitor sub-committees when needed
- f.) Communicate with Provincial Sport Organizations

### **6.0.4 Composition and Voting**

#### **6.0.4.1 Composition**

- a.) One delegate from each constitutional region for a total of five.
- b.) Staff representative from Football Canada.
- e.) One committee chair was selected from the five committee members.

#### **6.0.4.2 Voting**

- a.) Each Ordinary Member delegate receives one vote.
- b.) Football Canada staff and committee chair do not hold a vote.





c.) In a tie, the committee chair may cast the tie-breaking vote.

#### **6.0.5 Committee Chair**

a.) Football Canada Membership at the Semi-Annual General Meeting will nominate the Chairperson.

b.) Chairperson will hold the position for a two-year term. Note: If the committee Chairperson cannot or does not perform the necessary duties required, the Board will ask the individual to vacate the position.

#### **6.0.6 Committee Terms**

The terms will be two years.

#### **6.0.7 Frequency of Meetings and Manner of Call**

a.) Meetings will occur at least twice per year.

b.) Calls will take place via Zoom video call or equivalent.

#### **6.0.8 Quorum**

a.) The committee consists of five voting members and including the Chair

b.) A quorum is three attending voting members

#### **6.0.9 Resources**

The Executive Director will determine the staff resources.

#### **6.0.10 Reporting**

a.) The chair of the committee provides a summary to Executive Director promptly.

b.) The Executive Director is responsible for distributing updates from these committees to the board in a package at least seven days before a board meeting.



## **7.0 SUB-COMMITTEES OF THE WORKING COMMITTEES**

### **7.0.1 Sub-Committee Mandate**

a. The sub-committees may include but are not limited to:

- Competitions & Events
- LTAD
- Coaching
- Officials Development
- Rules
- High Performance
- Safety

b. Most sub-committees will split their duties between contact and not contact disciplines where applicable.

### **7.0.2 Chairperson**

The Chairperson of the sub-committee may be selected within the individual sub-committee unless pre-appointed by the Board. The Chairperson is responsible for providing a report back to the staff resource.

### **7.0.3 Reporting**

The sub-committee Chairperson must submit the reports a minimum of seven days before the NSO Executive Directors meeting.

### **7.0.4 Responsibilities**

The sub-committees are responsible for reviewing policy and programming and providing recommendations to the NSO EDs or the board via the Executive Director. The sub-committee may forward files to the Finance Committee on projects requiring budget outlines, consultation, or development. The sub-committee may forward files to the Governance Committee on projects requiring governance outlines, consultation, or development.

Areas of focus may include:



- a.) Review rules
- b.) Review policies
- c.) Monitor existing programs
- d.) Identify gaps in programming
- e.) Propose new programming

## **7.0.5 Composition and Voting**

### **7.0.5.1 Composition**

Sub-committees will vary in size. A Football Canada guideline is that the sub-committee's composition is a minimum of five to a maximum of 12 plus the Chair. The committees may comprise Board members, PSOs, Associate Members, and experts. Members include A staff representative from Football Canada.

### **7.0.5.2 Voting**

- a.) Each delegate receives one vote
- b.) The board representative receives one vote
- c.) Football Canada staff and committee chair do not hold a vote. Note: In the event of a tie, the committee chair may cast the tie-breaking vote.

### **7.0.5.3 Committee Chair**

- a.) The committee members will select Chairperson
- b.) The Chairperson will hold the position for a two-year term  
Note: If the committee chair cannot or does not perform the Chair's necessary duties, they will be asked to step down by the Board.

## **7.0.6 Sub-Committee Terms**

They are flexible about what the sub-committee determines in their first meeting of the year.

## **7.0.7 Frequency of Meetings and Manner of Call**



a.) Sub-committee calls will take place once every year or more frequently as required.

b.) Calls will take place via Zoom video conference call or equivalent.

#### **7.0.8 Quorum**

For a quorum to be established, three voting members must be present.



## 8.0 TASK FORCE

The Board may strike a Task Force as a temporary group created to review a particular issue or topic. A Task Force is a select committee, usually of experts, formed expressly to study a specific case of importance to the organization or sport. The Task Force work would typically have an endpoint once the problem has been reviewed and solutions have been proposed to address the concerns and improve it. The Task Force reports to the Board, which then submits the report to the Members at the first available General Meeting.



## 9.0 EXECUTIVE-COMMITTEE COMMUNICATION

The Football Canada office is central to communication with the various member stakeholders as interest items develop within committees and sub-committees. Through communication from the Chairperson of the committee to their staff resource, the Football Canada office will provide the following:

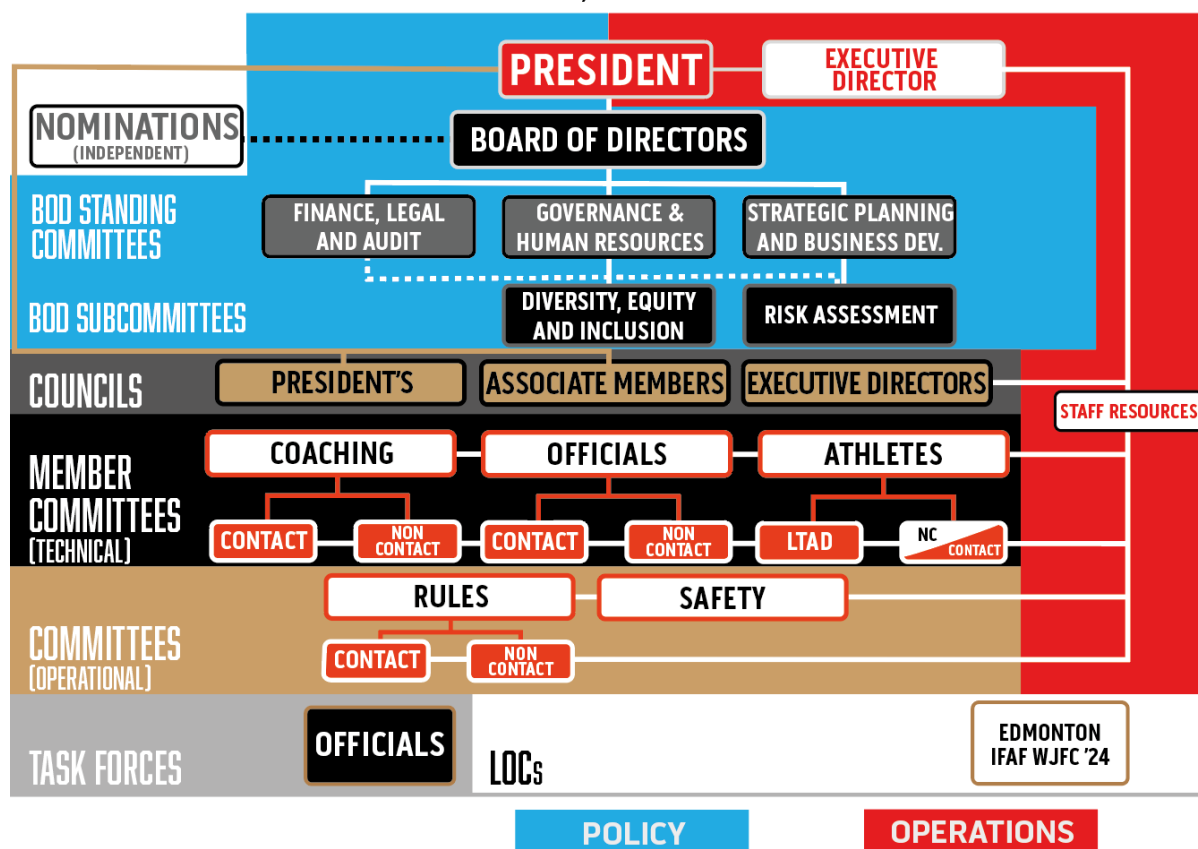
- a.) Staff Resource for Committees and Task Forces.
- b.) Engagement with Committee and Task Force Chairpersons on the scheduling of meetings and distribution of agendas and minutes.
- c.) Ensure approved documents are translated and shared with the membership.
- d.) Provide monthly reports to Working Committees, Councils and Board of Directors;
  - 1.) Reports to include project updates from various committees and task forces.
  - 2.) Provide reminders on upcoming deadlines and action items.
  - 3.) Updates on upcoming committee projects and FC events and competitions.



## 10. 2023-24 COMMITTEES



# FOOTBALL CANADA BOARD, COUNCILS AND COMMITTEES



CANADA



11.0 MEETINGS 2023-24

# MEETING SCHEDULES

## THIRD WEEK

MONDAY	TUESDAY	WEDNESDAY	THURSDAY	FRIDAY
STRAT & BUSINESS	FINANCE & LEGAL	DIVERSITY & EQUITY	HR & GOVERNANCE	RISK ASSESSMENT

## FOURTH WEEK

**MEMBERS COMMITTEES**

## LAST WEEK

WEDNESDAY

BOARD OF DIRECTORS

CANADA





# FOOTBALL CANADA MEETING SCHEDULE 2023-24

AUGUST	<div>STRATEGIC14M</div> <div>FINANCE15TU</div> <div>DIVERSITY16W</div> <div>GOVERNANCE17TH</div> <div>RISK18F</div>					<div>BOD30WED</div>
SEPTEMBER	<div>STRATEGIC11M</div> <div>FINANCE12TU</div> <div>DIVERSITY13W</div> <div>GOVERNANCE14TH</div> <div>RISK15F</div>					<div>BOD27WED</div>
OCTOBER	<div>STRATEGIC16M</div> <div>FINANCE17TU</div> <div>DIVERSITY18W</div> <div>GOVERNANCE19TH</div> <div>RISK20F</div>					
NOVEMBER						<div>BOD1WED</div>
DECEMBER	IN-PERSON					<div>BOD12TUE</div> <div>BOD13WED</div>
JANUARY	<div>STRATEGIC15M</div> <div>FINANCE16TU</div> <div>DIVERSITY17W</div> <div>GOVERNANCE18TH</div> <div>RISK19F</div>					<div>BOD31WED</div>
FEBRUARY	<div>STRATEGIC12M</div> <div>FINANCE13TU</div> <div>DIVERSITY14W</div> <div>GOVERNANCE15TH</div> <div>RISK16F</div>					<div>BOD28WED</div>
MARCH	<div>STRATEGIC4M</div> <div>FINANCE5TU</div> <div>DIVERSITY6W</div> <div>GOVERNANCE7TH</div> <div>RISK8F</div>					<div>BOD21THU</div> <div>SAGM ON LOCATION22FRI23SAT24SUN</div>
APRIL	<div>STRATEGIC15M</div> <div>FINANCE16TU</div> <div>DIVERSITY17W</div> <div>GOVERNANCE18TH</div> <div>RISK19F</div>					<div>BOD24WED</div>
MAY	<div>STRATEGIC20M</div> <div>FINANCE21TU</div> <div>DIVERSITY22W</div> <div>GOVERNANCE23TH</div> <div>RISK24F</div>					
JUNE	IN-PERSON EDMONTON '24					<div>BOD21TUE</div> <div>BOD22WED</div>
JULY						
AUGUST	<div>STRATEGIC?M</div> <div>FINANCE?TU</div> <div>DIVERSITY?W</div> <div>GOVERNANCE?TH</div> <div>RISK?F</div>					<div>BOD14TUE</div> <div>AGM ON LOCATION15WED16THU17FRI</div>