



Governance Policies

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Canada Soccer

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I. INTRODUCTION

This document sets forth the key governance policies of The Canadian Soccer Association Incorporated (“Canada Soccer”) and defines the roles and responsibilities of, and relationships between, the Board of Directors and its Directors, Officers and Committees.

Good corporate governance is vital to the effective and efficient operation of Canada Soccer. It entails establishing, maintaining and enhancing structures and processes to achieve accountability, transparency, diversity, equity, inclusiveness, the pursuit of strategic objectives, and high standards of ethical behaviour.

II. THE BOARD OF DIRECTORS

1. ROLE AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

The roles and responsibilities of the Board include, without limitation, the following:

a. Role of the Board

- To maintain authority over, and responsibility for the conduct of the affairs of Canada Soccer, including ensuring that Canada Soccer complies with all relevant laws, regulations and reporting requirements;
- To develop policies and strategies that guide Canada Soccer, and to ensure that Canada Soccer's activities align with its corporate purposes;
- To oversee Canada Soccer's operations to ensure that its programs and services are effectively and efficiently delivered, including providing support and direction to staff and management;
- To remain attentive to the changing needs of Canada Soccer's membership and other key stakeholders; and
- To fulfill their fiduciary duty owed to Canada Soccer by acting honestly, in good faith and in the best interests of Canada Soccer, including managing Canada Soccer's finances, avoiding conflicts of interest, and exercising due diligence in decision-making.

b. Responsibilities of the Board

i) Accountability

- Ensures that an effective relationship is maintained with Canada Soccer's Members and its other stakeholders;
- Ensures compliance with all applicable laws and regulations;
- Ensures that the overall organizational and staffing structure facilitates the delivery of Canada Soccer's Mission and strategic plan;
- Ensures that an annual operating plan for Canada Soccer is in place;
- Ensures that updated human resource policies, administered by the General Secretary, are in place;
- Ensures that effective procedures and processes are in place for responsible management succession;
- Ensures that policies and processes are in place that maintain the integrity of Canada Soccer's information management systems;
- Ensures that policies and processes are in place that identify and monitor principal organizational risks, addresses what risks are acceptable to Canada Soccer, and ensures that appropriate systems and actions are in place to manage such risks;
- Ensures compliance at all times with Canada Soccer's governing policies including, without limitation, the *By-laws, Rules and Regulations, Code of Conduct and Ethics, Disciplinary Code*, along with the *Statutes*, regulations, directives and decisions of FIFA and Concacaf, and all obligations arising therefrom; and
- Ensures compliance with the IFAB Laws of the game, FIFA's *Futsal Laws of the Game*, and FIFA *Beach Soccer Laws of the Game*, in force from time to time.

ii) Planning

- Develops, approves, and ensures the implementation of strategic plans, determines

- priorities, and monitors performance against plans; and
- Approves annual budget, receives the operating plan, and monitors performance against both.

iii) Selection, Support and Evaluation of General Secretary

- Is responsible for the appointment, evaluation, and dismissal of the General Secretary;
- Approves the General Secretary's compensation;
- Approves and updates the *Executive Limitations* policy, which determines the General Secretary's authority and accountabilities;
- Provides every support to the General Secretary so that they may carry out their responsibilities;
- Develops, updates and employs effective procedures and processes for the assessment of the performance of the General Secretary on an annual basis; and
- Makes provision for the General Secretary's professional development.

iv) Financial Oversight and Development

- Approves Canada Soccer's audited year-end financial report, budget, annual operating plan and receives other financial reports as required;
- Ensures the effective utilization of Canada Soccer's financial resources;
- Approves policies that implement sound financial controls and ensures policy compliance;
- Approves policies regarding Canada Soccer's fee schedules;
- Ensures that an effective relationship is maintained between Canada Soccer and all funding agencies and financial partners;
- Approves major financial decisions and actions as provided for in the *Executive Limitations* policy;
- Safeguards Canada Soccer's assets and resources, as provided for in the *Executive Limitations* policy; and
- Recommends the appointment of an independent certified public accountant to audit the annual financial statements of Canada Soccer.

v) Board Governance and Development

- Ensures that Canada Soccer is governed in accordance with the following governing documents of Canada Soccer:
 - *Articles of Incorporation (or Continuation)*, as may be amended from time to time
 - *By-laws*
 - *Strategic Plan*
 - *Governance Policies*
 - *Executive Limitations Policy*
 - *Code of Conduct and Ethics*
 - *Disciplinary Code*; and
 - other policies of Canada Soccer;
- Complies with the *Statutes*, regulations, directives and decisions of FIFA and Concacaf at all times, and the obligations arising therefrom;
- Approves and updates the *Governance Policies, Executive Limitations Policy, Code of Conduct and Ethics, Disciplinary Code and other policies* of Canada Soccer;
- Approves the appointment and/or dismissal of any member of, including the Chair,

- any Standing or Special Committee of Canada, as recommended by the President;
- Approves the policies and procedures governing Board meetings;
- Evaluates the performance of the Board and its Directors on at least an annual basis;
- Ensures that there are effective Board recruitment, orientation and ongoing training/educational processes that together facilitate strong Board development;
- Approves the terms of reference of Special Committees;
- Proposes amendments of the *Articles and By-laws* for the approval of the Voting Members, in accordance with Section 2.05 of the *By-laws*;
- Amends the *Rules and Regulations, Code of Conduct and Ethics, and Disciplinary Code*, in accordance with Section 2.06 of the *By-laws*;
- Appoints as a Director one of the candidates nominated by either the Member Association or the Member's Council, as applicable, to fill a vacancy on the Board caused when a Director leaves the position before the end of their term in accordance with Section 6.04 viii b) of the *By-laws*; and
- Appoints the Officers of Canada Soccer (President & Vice President) in accordance with Sections 6.03 C vii. and viii. of the *By-laws*.

vi) Membership

- Reviews each application for Membership and recommends to the Voting Members that the application be approved or rejected;
- Refers cases of alleged non-compliance by a Voting Member or Non-Voting Member of the *By-laws, Code of Conduct and Ethics, or Disciplinary Code* to the appropriate Judicial Body, in accordance with Section 3.03 C of the *By-laws*; and
- Approves the Membership Fees for Professional Club and League Members.

vii) External Relations

- Develops policies regarding the conduct of relationships with Members, FIFA, Concacaf, government bodies, corporate partners and other stakeholders;
- Develops policies regarding the protection and enhancement of Canada Soccer's brand and reputation;
- Approves or rejects recommendations by the President of appointments and/or nominations to external bodies; and
- Approves a policy regarding the selection of Heads of Delegation.

2. COMPOSITION AND STRUCTURE OF THE BOARD OF DIRECTORS

- The composition and structure of the Board is set out in the *By-laws*.

3. MEETINGS OF THE BOARD OF DIRECTORS

a. Board Meeting Times

- The Board shall meet a minimum of three (3) times per year as required by Section 7.01 A. i. of the *By-laws*; and
- Meetings may be conducted by video or conference call. The Board shall determine its meeting schedule by developing an annual Board calendar, which shall be presented at the first Board meeting following the Annual Meeting of the Members and shall be updated on a regular basis.

b. Preparations for Board Meetings

- The agenda for each Board meeting shall be set by the President in consultation with the General Secretary and, if necessary, other Directors;
- The agenda and related documents shall be forwarded to the Directors at least seven (7) days in advance of the Board meeting by the General Secretary;
- Reports/information to be considered from Standing or Special Committees shall be forwarded to the Office of the General Secretary at least ten (10) days in advance of the meeting;
- Reports for consideration by the Board on important policy matters shall be in written form and shall contain sufficient background information including a detailed description of the issues for discussion;
- Regular Board meetings shall include, at a minimum, an agenda that includes the following items:
 - Declarations of Conflict of Interest
 - Year-to-date financials (quarterly);
 - Reports from the General Secretary and President outlining:
 - progress achieved on the strategic priorities and plans;
 - key commercial activities;
 - major developments regarding the senior National Teams;
 - significant risks that occurred or are being forecasted;
 - major changes in the human resource structure; and
 - recent relevant developments or decisions by FIFA or Concacaf;
 - Minutes and written reports submitted by Standing or Special Committees;
 - Minutes of previous Board meetings for approval; and
 - A status report of Actions and Motions.

c. Board Meeting Rules and Procedures

- The quorum for meetings shall be a majority of the Directors then in office;
- The rules of procedure for meetings shall be *Robert's Rules of Order*, where applicable;
- Board meetings shall be chaired by the President. In the President's absence, the Vice-President shall serve as Chair. If neither is present, the Directors may elect another Director that present to serve as Chair;
- In chairing the meetings, the Chair shall:
 - Guide the discussion so that it proceeds in an orderly and efficient fashion, is framed by MOTIONS, respects *Roberts' Rules of Order* and the 'Board Meeting Code of Conduct,' and deals with all Board business properly brought before the meeting;
 - Ensure that all views are heard, that the Board reaches decisions in accordance with its policies, and that the will of the majority prevails; and
 - Vote only in the event of a tie;
- The minutes of the Board meeting, including all MOTIONS and ACTIONS, shall be forwarded to Directors for review as soon as possible following the meeting, and at the very least within 14 days from the meeting; and
- The agenda for Board meetings shall have the following format: (i) headings framed by the strategic plan; (ii) the presenters; and (iii) the desired outcome (e.g., received for information, board discussion, board decision).

d. Consent Agenda

- The consent agenda enhances the efficiency of meetings of the Board. It allows the Board to approve routine or non-controversial items together without discussion or individual motions;
- Typical consent agenda items pertain to routine or procedural matters or matters that are likely to be not controversial. Examples include, without limitation:
 - reports forwarded to the Board for information only;
 - correspondence requiring no action by the Board;
 - documents requiring only formal Board approval; and
 - minutes of Board and Standing Committee meetings;
- A list of the consent items shall be prepared for inclusion on the Board meeting agenda;
- All supporting documents for the consent items shall be included in the Board meeting materials; and
- At the beginning of the meeting, the President shall ask the Directors if there are any items of business that they wish to remove from the consent agenda and discussed separately;
- If any Director requests that an item be removed from the consent agenda, it must be removed;
- Once an item has been removed, the Board can decide whether to take up the matter immediately or place it on the regular meeting agenda;
- When there are no more items to be removed, a vote is taken on the adoption of the consent agenda; and
- The minutes of the Board meeting should identify the items of business that were approved as part of the consent agenda.

e. Board Meeting Code of Conduct

- Directors shall attend all Board meetings and participate fully in Board deliberations;
- Directors shall act professional and ethical at all times during Board meetings with a view to furthering the best interests of Canada Soccer, taking into account the impact of their decisions on the stakeholders;
- Directors shall respect that all Board business and Board deliberations are confidential and shall not be shared with any third party for any reason without consent of the Board;
- Directors shall support the majority decisions of the Board, which shall always speak with one, unified voice, even if they themselves did not agree with such decision;
- Directors shall conduct themselves 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;
- Directors shall ensure that the discussion of Board business occurs solely at the Board table and not during recesses or breaks occurring outside the outside the Board meeting room;
- Directors shall adhere to the conflict of interest requirements set out in Canada Soccer's Conflict of Interest Policy; and
- Directors shall notify the President and General Secretary in advance of a Board meeting if they are unable to attend.

III. BOARD OFFICERS AND DIRECTORS

1. ROLE AND RESPONSIBILITIES OF THE PRESIDENT

The roles and responsibilities of the President include, without limitation, the following:

a. Role of the President

- To ensure the Board fulfills its obligation to comply with Canada Soccer's missions, strategic plans, corporate purposes, and any and all other plans of Canada Soccer;
- To ensure that the Board develops and implements policies that guide Canada Soccer;
- To ensure that the relationship between the Board and General Secretary remains positive, constructive and professional at all times;
- To play a leading role in communicating the Mission and Core Values of Canada Soccer, the Strategic Plan, and information about Canada Soccer's activities to Canada Soccer's stakeholders;
- To be the Board's direct link with the General Secretary in communicating the collective will of the Board;
- To represent Canada Soccer at meetings and events of FIFA and Concacaf;
- To represent Canada Soccer at relevant meetings with government officials at the federal, provincial and municipal levels;
- To bind Canada Soccer only with the consent of the Board; and
- To perform the duties of a Director and Officer of Canada Soccer.

b. Responsibilities of the President

(i) Leadership of the Board

- Ensures that the Board carries out its role and responsibilities as defined in the *By-laws, Rules and Regulations, Governance Policies* and other policies of Canada Soccer;
- Ensures that the Board provides a full orientation for new Directors;
- Ensures that the Board develops and implements tools by which it evaluates its own performance;
- Recommends for Board approval the appointment 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 independent members of the Nominations Committee;
- Serves as an ex-officio member of all Board and Standing and Special Committees, except the Nominations Committee and other committees, as may be determined by the Board from time to time;
- Serves as one of Canada Soccer's Signing Officers;
- Demonstrates familiarity with the *Articles, By-laws, Governance Policies, Code of Conduct and Ethics, Disciplinary Code*), and other governance-related policies of Canada Soccer; and
- Prepares, together with the General Secretary, the agenda and related documents for meetings of the Board and for General Meetings of the Members.
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(ii) Evaluating the Performance of the General Secretary

- Ensures, working together with the Compensation and Management Development Committee, that there is an annual performance appraisal of the General Secretary.

(iii) Chairing Meetings

- Chairs meetings of the Board, the Emergency Committee, and Meetings of the Members; and
- Ensures that meetings of the Board are conducted in accordance with the requirements of Subsection II 3 above.

(iv) External Relationships

- Speaks and/or votes on behalf of Canada Soccer at meetings/events of FIFA, Concacaf, and other organizations as required;
- When appointed, represents Canada on FIFA and Concacaf committees;
- Communicates directly with FIFA and Concacaf officials on behalf of Canada Soccer;
- Ensures that decisions reached by FIFA or Concacaf that are relevant to Canada Soccer are brought to the attention of the Board Soccer for consideration and discussion; and
- Reports to the Board the results of important and relevant communications with stakeholder bodies and organizations.

2. ROLE AND RESPONSIBILITIES OF THE VICE-PRESIDENT

The roles and responsibilities of the Vice-President include, without limitation, the following:

a. Role of the Vice-President

- To provide support to the President in providing leadership for Canada Soccer.

b. Responsibilities of the Vice-President

- Performs the duties of a Director and Officer of Canada Soccer;
- Performs the role and carries out the responsibilities of the President in the President's absence or inability to act; and
- Serves as one of the Signing Officers.

3. ROLE AND RESPONSIBILITIES OF A DIRECTOR

The roles and responsibilities of a Director include, without limitation, the following:

a. Role of a Director

- To take every measure to ensure that Canada Soccer is governed effectively and that the Board carries out its responsibilities;
- To act at all times within the scope of the *Articles, By-laws, Rules and Regulations, Code of Conduct and Ethics, Board Meeting Code of Conduct* and other policies of Canada Soccer, 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 will allow the Board to operate at a high level in carry out its function of governing Canada Soccer; and
- To act honestly, in good faith, and in the best interests of Canada Soccer and not the

interests of particular constituencies.

b. Responsibilities of a Director

(i) General

- Understands and meets the standards of fiduciary responsibility of a Director;
- Has reasonable familiarity with the legal, regulatory, business, social, economic and political environments in which Canada Soccer operates;
- Remains informed about the legislation under which Canada Soccer exists, and with Canada Soccer's *Articles, By-laws, Governance Policies, Rules and Regulations, Code of Conduct and Ethics, Disciplinary Code, Mission, Values* and policies as these pertain to the duties of a Director;
- Possesses a clear understanding of the governance structure of Canada Soccer;
- Keeps generally informed about the activities of Canada Soccer and the issues and forces that affect Canada Soccer;
- Supports and abides by the majority decisions of the Board except when there is (are) reasonable grounds to believe that the Board has acted without full information or in a manner inconsistent with its fiduciary obligations; and in such circumstances, to ask for a review of the decision;
- Respects and maintains the confidentiality of Board business and Board deliberations;
- Confines discussions of Board issues to Board meetings to avoid situations where decisions are in effect made outside of the meeting room;
- Refrains from interfering with the work of the staff of the General Secretariat;
- Acts so as to develop and retain the trust of other Directors;
- Declares any apparent or real personal conflict of interest or loyalty in accordance with Canada Soccer's *By-laws* and policies and statutory requirements; and
- Demonstrates high ethical standards and integrity as a Director of Canada Soccer.

(ii) In Board/Committee Meetings

- Plans time prior to Board/Committee meetings to review the meeting agenda and accompanying documents so as to be prepared to engage in an informed discussion on the matters before the Board/Committee;
- Respects the 'Board Meeting Rules and Procedures' and the 'Board Meeting Code of Conduct' and the rules and procedures of Board Committees at all times;
- Asks questions when the information provided at a meeting is inadequate or the question before the meeting is unclear;
- Takes every measure to ensure that the Board and its Committees frame their deliberations by reference to the Canada Soccer Strategic Plan or any other applicable governing documents or policies;
- Reviews all Board and Committee reports and relevant documents including reading all financial statements and financial reports;
- Helps develop and maintain a spirit of openness, respect, collegiality and positive interpersonal relationships at meetings of the Board and its Committees;
- Is fully engaged in the Board's assessment of its performance; and
- Is fully engaged in the assessment the General Secretary's performance.
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(iii) In Communications

- Never speaks for the Board or Canada Soccer unless authorized to do so;
- Confines communication with staff on Board business to interchanges with the General Secretary at Board meetings, so that the lines of accountability within the Board and within the General Secretariat remain clear; and
- Fosters and promotes a positive image of the Board and the brand of Canada Soccer with its stakeholders and in the community.

IV. STANDING AND SPECIAL COMMITTEES

1. GENERAL

a. Purpose

- The Board shall establish Standing and Special Committees to assist it with its work; such committees are not to be involved in Canada Soccer's day-to-day operations;
- Standing Committees of the Board are permanent and have a governing function; they assist the Board in carrying out its responsibilities, including strategy development, planning, risk oversight, policy development, Director and Nomination Committee member recruitment, and Board self-evaluation;
- Special Committees of the Board are struck periodically to undertake a specific task or project that is to be completed within a defined period of time; they are dissolved after they have completed their work; and
- Committees are advisory to the Board. Except where so authorized, they do not have the authority to make decisions or act for the Board.

b. Appointment

- Chairs and members of Committees shall be appointed by the President with the approval of the Board; the exception is the Nominations Committee (see below);
- Members of the Standing Committees shall be appointed within six (6) weeks of the Annual Meeting of the Members.

c. Meetings

- Committee Chairs shall ensure that all relevant background information for meetings is forwarded to Committee members in advance of the meetings in a timely fashion;
- Committee members are expected, prior to meetings, to review all background information sent to them;
- Committee members are expected to notify the Committee Chair in a timely fashion if they are unable to attend or participate in a meeting;
- At meetings, the Committee Chair shall:
 - Guide the discussion so that it proceeds in an orderly and efficient fashion, respect *Robert's Rules of Order* and the *Board Meeting Code of Conduct*, and deal with all properly constituted committee business;
 - Ensure that all views are heard and that the Committee formulates recommendations to the Board that reflect the majority will; and
 - Have the right to make motions and vote on all questions;
- All members of Committees are required to abide by the principles contained within the Board Meeting Code of Conduct;
- Committees shall report to the Board by means of written reports, which shall be

- forwarded, together with any committee meeting minutes, to the Office of the General Secretary, at least ten (10) days in advance of a Board meeting for inclusion with the Board meeting materials;
- Committees may establish sub-committees to assist them with their work;
 - Committees may, with the permission of the Board, invite individuals who are not members of the Committee to Committee meetings to increase their expertise on matters relevant to the Committee; and
 - All Committee meeting agendas and minutes shall be prepared and approved by the Committee and forwarded to the Office of the General Secretary and the Board, and the Members, as and if required.

d. 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 other committee members shall be elected from amongst those present, to serve as Chair; and
- Meetings may be held, if reasonably necessary, by video or conference call with any such voting to be conducted by e-mail vote.

2. STANDING COMMITTEES

- The Standing Committees of Canada Soccer shall be: (i) the Audit and Finance Committee; (ii) the Governance Committee; (iii) the Nominations Committee; (iv) the Risk Oversight Committee; (v) the Compensation and Management Development Committee; and (iv) the Emergency Committee;
- Standing Committees shall normally meet face-to-face once per year, at a minimum; the only exception being the Emergency Committee, which shall meet from time to time as required in the sole discretion of the Chair of the Emergency Committee and/or the Board;
- Canada Soccer shall provide staff support for all properly constituted meetings of the Standing Committees, but they shall not be Committee members. The nature of the support will vary with the different Committees at the discretion of the Board; and
- Standing Committees, with the exception of the Emergency Committee, are required to prepare an annual work plan to be forwarded to the Board for approval; Committees shall report to the Board on the completion of their work each year.

3. AUDIT AND FINANCE COMMITTEE – Terms of Reference

a. Composition and Eligibility

- Committee shall be composed of no fewer than four (4) members, plus the President who shall be an ex-officio member;
- The Chair must be a Director;
- Committee members shall possess an understanding of the Committee's terms of reference and shall also have a basic level of financial literacy; and
- At least one (1) 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. Role of the Committee

- To assist the Board in carrying out its financial oversight responsibilities, including reviewing the quarterly variance reports, 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 Canada Soccer.

c. Responsibilities of the Committee

- Meets with the auditor at the time of the annual audit, and reviews the following matters:
 - Any matters identified in the previous year's audit as needing special attention, and whether steps have been taken to deal with these matters;
 - Any changes in accounting practices from previous years;
 - Any changes recommended regarding the effectiveness and efficiencies of the current financial practices, processes and procedures; and
 - Any changes recommended regarding the scope of the audit in future years;
- Forwards draft audited financial statements to the Board for review and approval;
- Provides a financial quarterly report, and identifies material and significant changes to the approved Budget;
- Reviews and makes recommendations to the Board on the Budget and Annual Operating Plan, on the basis of the strategic priorities, plans and resources of Canada Soccer;
- Reviews and makes recommendations to the Board on an ongoing basis on any matter or question relating to the financial position of Canada Soccer;
- Reviews and makes recommendations to the Board on internal processes and procedures for financial reporting and other internal financial controls;
- Each year selects one (1) control within the finance function for review by the auditor;
- Monitors, reviews and reports to the Board on the assets and investments of Canada Soccer; and
- Recommends to the Board the appointment of the auditor and the audit fees.

4. GOVERNANCE COMMITTEE – Terms of Reference

a. Composition and Eligibility

- Committee composed of no fewer than four (4) members, plus the President who shall be an ex-officio member;
- The Chair must be a Director;
- 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 and corporate governance and principles of organizational effectiveness.

b. Role of the Committee

- To assist the Board in developing, drafting, and reviewing the *Articles, By-laws, Rules and Regulations, Code of Conduct and Ethics, Disciplinary Code*, and other policies of Canada Soccer taking into consideration all relevant FIFA and Concacaf *Statutes* and policies, and all applicable laws and regulatory requirements.

c. Responsibilities of the Committee

- Reviews and proposes amendments to the *Articles, By-laws, Rules and Regulations, Code of Conduct and Ethics*, and *Disciplinary Code*, as reasonably required;
- Develops, reviews and updates the *Canada Soccer Governance Policies* for the approval of the Board, and any and all other governance policies as requested by the Board;

- Develops and leads an orientation process for new Directors; and
- Assists the Board in conducting an annual evaluation of the Board's performance, and other Board evaluation processes as required.

5. NOMINATIONS COMMITTEE – Terms of Reference

a. *Composition and Eligibility*

- Committee composed of six (6) members, including a Chair. Two (2) of the Committee members shall be Directors and four (4) shall be Independent members. An Independent member shall be a person who is not a Director, Officer, employee or contractor of Canada Soccer, a Member of Canada Soccer, a member of a Member of Canada Soccer, or any organization where an actual or perceived conflict of interest may exist;
- The President shall not be a member of the Nominations Committee;
- Whenever reasonably possible, no more than one (1) member of the Nominations Committee shall be from any one (1) Province or Territory;
- Whenever reasonably possible, members of the Nominations Committee shall be resident in different regions as defined by the *By-laws*;
- Independent members of the Committee shall serve for a term of up to three (3) years at the pleasure of the Board. Director members of the Committee shall serve up to two (2) years at the pleasure of the Board;
- The term of a member of the Committee shall commence immediately upon Board approval of the Committee member's appointment;
- The term of a Committee member shall come to an end at the end of their term, or earlier if removed by the Board; and
- No Director who is a candidate for election to the Board or a Judicial Body may serve at the same time on the Nominations Committee.

b. *Appointment*

- The President shall recommend for Board approval the appointment of two (2) Director members to the Nominations Committee.
- Where a Director member vacates the position before completing their term in accordance with the above, the President shall recommend a replacement for Board approval; and
- The Nominations Committee shall nominate to the Board candidates for Independent members of the Committee, both when an Independent completes their term and when they vacate their position for any reason prior to the end of the term. Where the vacant member position is to be filled by the Member Council, the Member Council shall nominate the replacement, in accordance with the provisions of Section IV 5 d. of the *Governance Policies*.

c. *Role of the Committee*

- To recruit all candidates for the Board as required;
- To ensure that Board recruitment meets the requirements of the *By-laws*, *Governance Policies*, all other policies of Canada Soccer, and all applicable laws and regulations;
- To review and assess all candidates for the Board; and
- To develop and implement effective processes for the recruitment of candidates for the Board.

d. *Responsibilities of the Committee*

- Prepares each year an updated competencies/demographics Board matrix for Board approval;

- Prepares a call for nominations for the vacant Board positions, and forwards to the Office of the General Secretary for distribution;
- Ensures that each vacant Board position has one (1) or more qualified candidates;
- Nominates candidates for Independent Director according to the following process:
 - Reviews and assesses the submitted documents of all candidates, including those nominated by the Member Council, to ensure that they have submitted all of the required nomination forms and meet the eligibility requirements for Director set out in Section 6 of the *By-laws*;
 - Creates a short list of nominated candidates and interviews those selected to ensure that they add value to the Board in terms of meeting current Board composition needs and requirements and considers diversity as defined by the *Board Composition: Diversity and Inclusion* policy; the Board composition requirements include the following:
 - Not more than sixty (60) percent of the Directors are of the same gender;
 - The Board includes at a minimum one (1) former athlete (i.e., former member of one (1) of the National Teams, e.g., Senior, Youth, Para, Beach and/or Futsal.)
 - nominations meet the requirements of the Canada Soccer *Conflict of Interest Policy*, including the requirement that no person may serve as Director who is an employee, contractor or Judicial Body member of Canada Soccer, or a Director, Officer, employee, contractor, or Judicial Body of a Member of Canada Soccer, a member of a Member of Canada Soccer, or any organization where an actual or perceived conflict of interest may exist.
 - the Board includes the necessary competencies and attributes that allow the Board to carry out its strategic and stewardship roles.
 - Selects one (1) candidate for each of the vacant Independent Director positions and forwards the nominations for those positions to the Annual Meeting of the Members for election, as provided for in Section 6.03 C i. of the *By-laws*.
 - Where a candidate for Independent Director is filling a vacancy caused by the departure of a Director who has not completed their term, uses the same process of reviewing, assessing, short-listing and selection of candidates, and forwards the nomination to fill the vacancy to the Board of Directors for appointment. If the departing Director has been nominated by the Member Council, the nominations to fill the vacancy shall come from the Member Council, which shall nominate at least two (2) candidates for the position from different genders.
 - Nominates candidates for Nominations Committee member according to the following process:
 - Reviews and assesses the submitted documents of all candidates, including those nominated by the Member Council, to ensure that they have submitted all of the required nomination forms and meet the eligibility requirements for Nominations Committee Member set out in Section 6 of the *By-laws* and Section IV 5 d. of the *Governance Policies*.
 - Creates a short list of nominated candidates and interviews those selected to ensure that they add value to the Nominations Committee in terms of meeting current Committee composition needs and requirements and considers diversity as defined by the *Board Composition: Diversity and Inclusion* policy; the Nominations Committee composition requirements include the following:
 - Not more than sixty (60) percent of the Committee members are of the same gender;

- nominations meet the requirements of the Canada Soccer *Conflict of Interest Policy*, including the requirement that no person may serve as a Committee member who is an employee, contractor or Judicial Body member of Canada Soccer, or a Director, Officer, employer, contractor or Judicial Body of a Member of Canada Soccer, a member of a Member of Canada Soccer, or any organization where an actual or perceived conflict of interest may exist.
- the Committee includes the necessary competencies and attributes that allow it to carry out its roles in the recruitment and nomination of candidates for Independent Director.
- Selects one (1) candidate for each of the vacant Independent Committee member positions and forwards the nominations for those positions to the Board of Directors for appointment, as provided for in Section 9.01 of the *By-laws*.
- Where a candidate for Independent Committee member is filling a vacancy caused by the departure of a Committee member who has not completed their term, uses the same process of reviewing, assessing, short-listing and selection of candidates, and forwards the nomination to fill the vacancy to the Board for appointment. If the departing Committee member has been nominated by the Member Council, the nominations to fill the vacancy shall come from the Member Council, who shall nominate at least two (2) candidates for the position from different genders;
- Ensures that letters are sent to all candidates acknowledging receipt of their nomination materials and to all candidates upon the completion of the recruitment process;
- Maintains a ‘name bank’ of promising Director candidates from recruitment efforts and reviews the list each year;
- Ensures that the Office of the General Secretary conducts Criminal Record and Integrity Checks for any Director member or Nominations Committee member, and applicable due diligence including, without limitation,
 - bankruptcy and insolvency records search (Office of the Superintendent of Bankruptcy Canada) regarding bankruptcy proceedings in which the candidate has been involved;
 - writs of executions;
 - litigation and judgment searches to determine if the candidate is a plaintiff or defendant in an ongoing legal action or if there are any judgments against a candidate;
 - inquiries of Member Associations and other Members (professional clubs, referees and coaches) regarding past soccer discipline/ethics proceedings in which the candidate has been involved;
 - independent reference checks; and
 - check of any relevant social media (Facebook, Twitter, Instagram, LinkedIn, etc.).

e. Procedures

- The most senior standing Director on the Committee shall act as the link (e.g., reporting) between the Committee and the Board on an ongoing basis;
- The Chair shall present a formal report to the Voting Members of Canada Soccer in advance of the Annual Meeting of the Members; and
- The Office of the General Secretary must receive documents submitted by nominated candidates, ensure that all documents have been submitted by the stated deadline, validate all documents, and forward all documents to the Annual Meeting of the

Members.

6. RISK OVERSIGHT COMMITTEE - Terms of Reference

a. Composition and Eligibility

- Committee composed of no fewer than four (4) members, plus the President who shall be an ex-officio member;
- The Chair must be a Director;
- Committee members should possess an understanding of the Committee's terms of reference and collectively should have expertise in areas such as risk management, harassment, insurance, employment law, etc.

b. Role of the Committee

- To assist the Board in fulfilling their duty of care with respect to the safety and integrity of the operations of Canada Soccer, and to provide oversight and make policy recommendations regarding significant hazards and risks; and
- To make policy recommendations to the Board regarding organizational risk.

c. Responsibilities of the Committee

- Develop policies related to risk oversight, and other policies as requested by the Board;
- Reviews and updates Canada Soccer's Risk Management Policy, Whistleblower Policy, and Conflict of Interest Policy annually, and at the request of the Board;
- Reviews Canada Soccer's risk management system (i.e., identification, assessment, mitigation, monitoring, and reporting);
- Carries out the Committee's responsibilities as described in the Whistleblower Policy and Risk Management Policy; and
- Reviews the Cyber Security measures in place to ensure they are reasonable and effective, and makes recommendations to the Board of Directors when necessary.

d. Procedures

- Quorum to be a majority of the voting members of the Committee;
- Decisions to be made by majority of the voting members of the Committee, including the Chair;
- In the Chair's absence or inability to act, one of the other Committee members to serve as Chair; and
- Meetings to be held, if reasonably necessary, by video or conference call with all voting and decisions to be conducted by e-mail.

7. HUMAN RESOURCES AND COMPENSATION COMMITTEE – Terms of Reference

a. Composition and Eligibility

- Committee composed of no fewer than four (4) members, plus the President who shall be an ex-officio member;
- The Chair must be a Director;
- Committee members should possess an understanding of the Committee's terms of reference and, if possible, some understanding of best practices in areas such as human resources management, professional development, executive compensation, and succession planning.

b. Role of the Committee

- To provide strategic oversight on material aspects of human resources management, including talent planning and performance management, culture, equity, diversity and inclusion, employee engagement and succession planning for critical roles;
- To make recommendations to the Board regarding the General Secretary's compensation, bonus structure and employment agreement;
- To make recommendations to the Board regarding the structure of Canada Soccer's compensation plans and programs as are adopted by Canada Soccer.

c. Responsibilities of the Committee

- Reviews and recommends approval of goals and objectives relevant to the General Secretary's compensation plan;
- evaluates the General Secretary's performance in light of those goals and objectives, and makes recommendations to the Board with respect to the General Secretary's compensation level based on its evaluation;
- recommends changes to the management and staff structure of Canada Soccer;
- reviews on a periodic basis the structure of Canada Soccer's compensation plans and programs;
- ensures that the General Secretary reviews on a periodic basis Canada Soccer's human resources management policies and programs related to talent planning and performance management, culture, equity, diversity, inclusion, employee engagement, and succession planning;
- ensures that the General Secretary adheres to applicable employment laws and follows best practices in human resources management;
- performs other duties or responsibilities expressly delegated to this Committee by the Board relating to Canada Soccer's compensation plans, programs and structures.

d. Procedures

- Quorum to be a majority of the voting members of the Committee;
- Decisions to be made by majority of the voting members, including the Chair; and
- In the Chair's absence or inability to act, one of the other Committee members to serve as Chair.

8. EMERGENCY COMMITTEE – Terms of Reference

a. Composition and Eligibility

- Composed of the President and two (2) other Directors. The General Secretary may advise the Emergency Committee as requested by the Committee; and
- Committee members should possess an understanding of the Committee's terms of reference.

b. Role of the Committee

- To exercise specified powers of the Board in critical emergency situations where the Board cannot be convened either in person or using teleconferencing or other comparable means of communication.

c. Responsibilities of the Committee

- Makes decisions in critical emergency situations except in relation to any of the following

matters:

- Dissolution of Canada Soccer;
- Hiring or dismissal of the General Secretary;
- Negotiation of contracts or approval of mergers or partnerships;
- Changes to the organizational structure of Canada Soccer;
- Approval or alteration of a Board-approved budget;
- Borrowing funds from a third-party or lending of Canada Soccer property to a third-party;
- Adoption or elimination of major Canada Soccer programs;
- Appointments and/or nominations to external bodies;
- Appointment of Heads of Delegation;
- Purchase or sale of Canada Soccer property;
- Amendment of the *By-laws*, the *Code of Conduct and Ethics*, the *Disciplinary Code*, and the *Rules and Regulations* of Canada Soccer; and
- Suspension, expulsion or discipline of any Member or Official of Canada Soccer.

d. Procedures

- Quorum to be all voting members of the Committee;
- Decisions to be made by unanimous vote of the members of the Committee; and
- The Committee must inform the Board of any decision or action taken by the Committee within seventy-two (72) hours.