



EXECUTIVE LIMITATIONS

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EXECUTIVE LIMITATIONS OVERVIEW AND PRINCIPLES:

The Executive Limitations policy describes boundaries for the General Secretary established by the Board of Directors of Canada Soccer. The Executive Limitations are guided by the following governance principles:

1. The Board needs to maintain oversight of internal operations because it is accountable for all organizational activity; yet the Board needs to be free from operational matters so that it can get its own job done.
2. The Board, through its Executive Limitations policy, establishes limitations on the authority of the General Secretary and then allows the General Secretary latitude to use all reasonable, prudent and ethical means to carry out the responsibilities of his/her position.
3. The Board reserves the right to alter the Executive Limitations from time to time and shall consult with the General Secretary before doing so.

The General Secretary shall confirm in writing, at each meeting of the Board of Directors, compliance with all requirements of the Executive Limitations policy and his/her understanding of the policy.

I. GLOBAL EXECUTIVE LIMITATION

The General Secretary is charged with the responsibility of following, within the bounds of reasonable interpretation, the *Canada Soccer Governance Policies* and *Executive Limitations* as prescribed by the Canada Soccer Board of Directors.

The General Secretary shall perform all actions necessary to manage, lead and administer the operations of the Canada Soccer in accordance with the *Mission, Vision and Values* and the priorities of the *Strategic Plan*, and the budget approved by the Board of Directors.

The General Secretary shall at all times conduct the business affairs of Canada Soccer in a prudent and ethical manner:

The General Secretary is accountable for the decisions and activities of the entire staff.

Accordingly, the General Secretary shall not:

1. Cause or allow any practice, activity, decision or organizational circumstance that is unlawful, unethical or in violation of commonly accepted business standards, or in violation of regulations of funding agencies or regulatory bodies.

2. Alter any of the *Executive Limitations* without the approval of the Board.

In the case of unforeseeable circumstances (i.e., a *force majeure*) that cause a national emergency, the Board shall determine if any of the requirements of the *Executive Limitations* shall be relaxed.

II. EMPLOYEE AND VOLUNTEER MANAGEMENT

With respect to treatment of employees and volunteers, the General Secretary shall not cause or allow conduct or conditions that are unsafe, disrespectful, unfair, discriminatory, undignified, or offensive.

Accordingly, the General Secretary shall not:

1. Permit the hiring of employees or contractors without utilizing an established, transparent and clear selection process that requires adherence to the policies of Canada Soccer (including the Conflict of Interest Policy) and pertinent legislation.
2. Fail to ensure that employees and volunteers are informed of the guiding policies and procedures of Canada Soccer, and of changes to such policies and procedures that affect their roles and responsibilities.
3. Operate without written personnel policies for Canada Soccer employees that include, but are not limited to, policies for disciplinary action, termination, and annual performance appraisals.
4. Operate without written volunteer policies that affirm volunteer rights and responsibilities.
5. Discriminate or allow discrimination against an employee or volunteer for non-disruptive expression of dissent.
6. Allow employees to work without position descriptions or without appropriate means of performance review.
7. Allow volunteers to work without terms of reference.
8. Fail to ensure respect for confidentiality on organizational and personnel matters.
9. Create or allow a work atmosphere that is not conducive to job satisfaction.
10. Fail to ensure that the staff provides adequate support and direction to volunteers in the organization.
11. Subject employees or volunteers to unsafe or unhealthy conditions.

12. Allow Canada Soccer to operate without an employee grievance procedure that is made known to employees.
13. Prevent employees from bringing grievances to the Board when:
 - (a) Internal procedures have been exhausted and/or
 - (b) The employee alleges either of the following:
 - (i) that Canada Soccer policy has been violated to his/her detriment or
 - (ii) Canada Soccer policy does not adequately protect his/her human rights.
14. Allow Canada Soccer to operate without a Conflict of Interest Policy and a Whistleblower Policy that encourages the reporting of fraudulent or dishonest conduct and protects individuals who make such reports from retaliation.

III. COMPENSATION AND BENEFITS

With respect to employment, compensation and benefits to employees, consultants, contract workers and volunteers, the General Secretary shall not cause or allow the financial integrity or public image of Canada Soccer to be placed at risk.

Accordingly the General Secretary shall not:

1. Change the General Secretary's own compensation or benefits.
2. Operate without a Board-approved global compensation plan.
3. Establish or change compensation or benefits for employees that:
 - a) deviate materially from the established salary scale or compensation ranges, as approved by the Board;
 - b) cause unfunded liabilities to occur, or in any way commit the organization to benefits, that incur unpredictable future costs;
 - c) provide less than required levels of benefits to all full-time employees;
 - d) allow any employee to lose benefits already accrued from any forgoing plan;
4. Determine severance packages outside of specified limits of existing labour laws or the employee's contract.

IV. FINANCIAL MANAGEMENT

The General Secretary shall not, in the course in managing the financial affairs of the Association, act so as to place the Association at risk.

The General Secretary shall not endanger the financial future of Canada Soccer or fail to take steps to build its future financial capacity.

Accordingly, the General Secretary shall not:

1. Fail to have financial planning and control systems in place that include adequate reporting procedures;
2. Fail to present an annual budget to the Board for approval, in consultation with the Audit and Finance Committee;
3. Budget for an annual operating loss, unless authorized by the Board;
4. Incur an unbudgeted annual operating loss except where the Canada Soccer's finances are affected by unpredictable changes in the competition cycles of FIFA and Concacaf;
5. Operate without promptly informing the Board of material changes in the environment that affect the annual operating plan or budget;
6. Deviate materially from Board approved budgeted priorities in allocating funds;
7. Deviate from established business practices with respect to the acquisition of goods and services;
8. Fail to work with the Audit and Finance Committee to develop appropriate plans and procedures for the annual audit, in accordance with International Financial Reporting Standards, and for the development and approval of financial policies.
9. Fail to prepare funding submissions in accordance with the timelines established by Canada Soccer's funders.
10. Commit to contractual or other obligations that indebt Canada Soccer by an amount beyond the amount approved in the budget.
11. Fail to work with the Audit and Finance Committee to develop a four-year rolling financial plan for Canada Soccer.

V. FINANCIAL PLANNING

The General Secretary shall not budget in a manner so as to depart from generally accepted accounting and planning practices.

Accordingly, the General Secretary shall not submit a budget that:

1. Contains too little detail to enable credible projections of revenues and expenses, separation of capital and operational items, projected cash flow, and disclosure of planning assumptions.
2. Plans the expenditure in any fiscal year of more funds than are conservatively projected to be received in that period, unless authorized by the Board.
3. Allows operating reserves to be less than three months' operating expenses based on the expenses reflected in the prior year's audited financial statements, unless authorized by the Board.
4. Fails to include capital expenditure plans for purchases of equipment and any other capital acquisitions.
5. Fails to provide adequate funds for the Board's direct use during the current fiscal year for Board and committee meetings, Board travel, Board development, and Board communication with stakeholders.
6. Fails to show a positive progression towards any long-term reserve goals established by the Board.
7. Fails to plan for future human resources needs of the Association.

VI. FINANCIAL PRACTICES AND PROCEDURES

The General Secretary shall not allow the development of financial practices and procedures that place the Association in a position of financial risk.

The General Secretary shall not:

1. Fail to report quarterly any use of lines of credit and/or of reserve funds to the Chair of the Audit and Finance Committee.
2. Indebt Canada Soccer outside of the requirements of the budget.
3. Allow unrestricted fund balances to drop below \$100,000, unless authorized by the Board.
4. Operate without Board-approved policies that establish reasonable and effective controls over bank transfers and the opening of bank or investment accounts.

5. Secure a loan or line of credit from a financial institution without the prior recommendation of the Audit and Finance Committee and the authorization of the Board.
6. Utilize any of Canada Soccer's reserves unless authorized by the Board.
7. Use restricted contributions for any purpose other than that designated by the contributor or jeopardize receipt of committed contributions.
8. Allow cash to drop below the amount needed to meet payroll and debts in a timely manner.
9. Allow the collection of accounts receivable to be undertaken in an untimely manner.
10. Allow actual expenditures to deviate materially from the approved budget unless authorized by the Board
11. Fail to produce, at a minimum, a quarterly financial report for review by the Audit and Finance Committee.
12. Fail to record expenses in a timely manner.
13. Fail to comply with all financial requirements set out by law.
14. Fail to make tax payments or other government-ordered payments or filings in a timely fashion.
15. Fail to make source deductions as required by law.
16. Fail to designate appropriate administrative signing authorities within the General Secretary's responsibility and adhere to established policy with regard to signing authority.

VII. ASSET PROTECTION

With respect to proper stewardship of Canada Soccer's assets, the General Secretary shall not allow the tangible and intangible assets of Canada Soccer to be unprotected, inadequately maintained or exposed to above average risk.

Accordingly, the General Secretary shall not:

1. Operate without an ongoing assessment of risk and where deemed appropriate without acquiring the required property, liability and cancellation insurance to adequately protect Canada Soccer's assets and interests.
2. Fail to insure against theft or casualty losses to at least 80% replacement value, and against liability losses to Directors, staff, volunteers or Canada Soccer itself to beyond the minimally acceptable prudent level.

3. Allow un-bonded personnel access to material amounts of funds.
4. Operate without adequate insurance coverage, including general liability and Officers and Directors liability insurance.
5. Enter into any contract, not sponsorship-related, without engaging in an open and competitive process for determining the most suitable provider.
6. Enter into any purchase, lease, rental, or service contract contrary to Canada Soccer spending approval limits as approved by the Board from time to time.
7. Enter into any purchase, lease, rental, sponsorship or service agreement without obtaining the signatures of those officers who possess signing authority for Canada Soccer.
8. Receive, process or disburse funds under controls that are insufficient to meet the auditor's standards.
9. Fail to adhere to Canada Soccer's Board-approved policies regarding investments.
10. Fail to protect intellectual property, information and files from loss or damage.
11. Fail to enact a document retention and destruction policy.

VIII. COMMUNICATION AND SUPPORT TO THE BOARD

With respect to providing information and support to the Board, the General Secretary shall not:

1. Fail to advise the Board in a timely fashion of relevant trends, public events, major agreements involving Canada Soccer that generate high public visibility, adverse media coverage, anticipated lawsuits against Canada Soccer, or changes in the external and internal environment that might affect Canada Soccer in areas of concern to the Board.
2. Fail to advise the Board in a timely fashion of any changes in the assumptions upon which the Board has been operating.
3. Fail to present information or advice to the Board that is timely, complete and accurate.
4. Fail to inform the Board of points of view, issues, or options that are pertinent to fully-informed Board decision-making.
5. Fail to provide information sought by the Board in a timely manner, and to ensure that such information is accurate and understandable.

6. Fail to report, in a timely manner, an actual or anticipated instance of non-compliance with any policy of the Board.
7. Fail to advise the Board if, in the General Secretary's opinion, the Board is not in compliance with Canada Soccer's *Governance Policies* or the *Executive Limitations*.
8. Fail to adhere to the principle that, with respect to the substance of Board business, the General Secretary communicates with the Board as a whole, and not with individual Directors, except where authorized by the Board.
9. Fail to provide adequate administrative support for Board activities.
10. Fail to inform the Board of significant Canada Soccer events, issues, actions or accomplishments prior to informing the public.

IX. PUBLIC IMAGE

The General Secretary shall not cause or allow operational conditions, procedures, decisions or comments that jeopardize the public image of Canada Soccer.

Accordingly, the General Secretary shall not:

1. Operate without communications and public relations policies.
2. Permit communications that convey information contrary to Canada Soccer's policies or directives.
3. Speak publicly regarding Board directives without consulting the President.
4. Speak publicly in any manner that will damage the public reputation and integrity of Canada Soccer.
5. Fail to establish and maintain standards for the use of the Canada Soccer logo and proprietary marks.
6. Change Canada Soccer's legal name or alter its identity or brand.

X. RELATIONSHIP WITH MEMBERS AND OTHER STAKEHOLDERS

With respect to relations with Members, stakeholders and the public, the General Secretary shall not cause or allow conditions, procedures or decisions that are disrespectful, unfair, or lack transparency.

Accordingly, the General Secretary shall not:

1. Operate without policies regarding communication with Members and other stakeholders.
2. Fail to communicate with Members so that:
 - a) communication is a two-way process;
 - b) there is respect for Members and a genuine, consistent and timely attempt to meet their needs or, at least, understand their positions;
 - c) there is follow-through on agreements reached or issues raised.
3. Fail to advise Members of grievance and conflict resolution processes.
4. Fail to foster and maintain a productive relationship with all stakeholders.
5. Allow sponsorships or partnerships with any organization whose principles, practices or products are inconsistent with Canada Soccer's Mission, Values and policies.

XI. SUCCESSION PLAN

Canada Soccer shall not operate without a management succession plan in place.

Accordingly, the General Secretary shall not:

1. Operate without a contingency for the General Secretary's absence or incapacity.