

HALIFAX DUNBRACK SOCCER CLUB GOVERNANCE POLICIES

(Effective Nov 19, 2015)

INTRODUCTION

This document sets forth the Governance Policies of the Halifax Dunbrack Soccer Club (HDSC), which define the role that the Board of Directors shall play in the affairs of HDSC. The Board's primary role is to govern and provide leadership and direction for HDSC.

BOARD OF DIRECTORS

1. ROLE AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

Role of the Board

- To maintain authority over, and responsibility for, the club operations of HDSC;
- To develop policies that guide HDSC and provide direction for management; and
- To ensure that there are sufficient human and financial resources for HDSC to accomplish its work.

Responsibilities of the Board

(i) Accountability

- Is accountable to the HDSC membership and abides by its decisions and directives;
- Ensures that HDSC operates within applicable laws and regulations;
- Ensures that the overall organizational and staffing structure facilitates the delivery of the HDSC's strategic plan; and
- Ensures that policies and processes exist that identify and monitor principal business risks, address what risks are acceptable to HDSC and ensure that appropriate systems and actions are in place to manage such risks.

(ii) Planning

- Develops and ensures the implementation of HDSC's Strategic plans, determines priorities, and monitors performance against plan; and
- Approves annual operating plans and monitors performance against those plans.

(iii) Selection, Support and Evaluation of Senior Staff

- Selects the club's Administrator, and the Technical Director (TD);
- Provides every support to the administrator and TD to enable them to carry out their responsibilities; and
- Conducts yearly formal evaluations of the administrator and TD.

(iv) Financial Controls

- Approves policies that implement sound financial controls for HDSC and ensures policy compliance; and
- Approves HDSC's audited year-end financial report, and the annual operating budget.

(v) Board Governance

- Governs in accordance with the HDSC's By-laws and Governance Policies;
- Assesses the performance of the Board and its Directors on an annual basis; and
- Develops a recruitment, orientation and training process for new Directors.

2. COMPOSITION AND STRUCTURE OF THE BOARD OF DIRECTORS

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

3. MEETINGS OF THE BOARD OF DIRECTORS

Board Meeting Times

- The Board should meet a minimum of four times a year as required by the By-laws of the HDSC.
- The Board shall determine its meeting schedule through the development of an annual Board Meetings calendar.
- Board Meetings may be conducted by conference call.

Board Meeting Agendas

- The agenda for the Board Meetings shall be set by the President in consultation with the club administrator.
- All regular Board meetings shall include, at a minimum, an agenda that includes the following items:
 - i. Approval of previous Board meeting minutes;
 - ii. Business arising from previous Board meeting;
 - iii. Year-to-date financials; and
 - iv. Written reports by Standing and Special Committees.

Board Meeting Rules and Procedures

- At all Board of Director's meetings a majority of voting Board members shall form a quorum.
- The rules of procedure for meetings shall be Robert's Rules of Order.
- The meetings shall be chaired by the President. In the President's absence, the Vice-President shall serve as Chair. If neither are present, the Directors may elect another Director, by majority vote.

Board Meeting Code of Conduct

- Each Director shall notify the President in advance of a Board meeting if they are unable to attend.
- Each Director shall support the majority decisions of the Board and speak with a unified voice to the membership and the community.
- Each Director shall respect confidentiality of Board business and Board deliberations.
- Each Director shall adhere to the conflict of interest requirements as they relate to Board meetings.

BOARD OFFICERS AND DIRECTORS

1. ROLE AND RESPONSIBILITIES OF THE PRESIDENT

a) Role of the President

- To keep the Board focused on advancing the Strategic plans of HDSC.
- To ensure the Board develops policies and strategies that guide HDSC.
- To represent HDSC at meetings and events of Halifax District Soccer Association and Soccer Nova Scotia.

b) Responsibilities of the President

- Ensures that the Board carries out its responsibilities as defined in the HDSC By-laws and Governance Policies.
- Serves as an ex-officio member of all Board and HDSC Standing and Special Committees.
- Serves as one of the HDSC Signing Officers.

c) Evaluating the Performance of the club Administrator and of the club TD

- Delivers the club Administrator and the club TD performance review as prepared by the Board of Directors.

d) Chairing Meetings

- Chair meetings of the Board of Directors, and General Meetings of HDSC.

e) External Relationships

- Speaks and votes on behalf of HDSC at Halifax District Soccer Association and Soccer Nova Scotia, and other external meetings always in a manner that is consistent with the will of the Board of Directors.

2. ROLE AND RESPONSIBILITIES OF THE VICE-PRESIDENT

a) Role of the Vice-President

- To work closely with the President in providing leadership and direction to HDSC.

b) Responsibilities of the Vice-President

- To perform the responsibilities of the President in the President's absence or inability to act.
- To serve as one of the signing officers.

3. ROLE AND RESPONSIBILITIES OF THE SECRETARY

a) Role of the Secretary

- Ensure that all official documents and records of HDSC are properly kept.

b) Responsibilities of the Secretary

- Ensures that the records of HDSC are maintained and made available when required by authorized persons.
- Record meeting minutes of the HDSC Executive and Board.
- Circulate Executive and Board meeting minutes.
- Serve as the Registered Agent of HDSC.

4. ROLE AND RESPONSIBILITIES OF THE TREASURER

a) Role of the Treasurer

- Oversee all aspects of HDSC finances.

b) Responsibilities of the Treasurer

- Ensure that appropriate financial systems and controls are in place.
- Present quarterly financial reports to the Board of Directors.
- Liaise with designated staff about HDSC financial matters.
- Reconcile monthly bank statements.

5. ROLE AND RESPONSIBILITIES OF A DIRECTOR

a) Role of a Director

- To take every measure to ensure that HDSC is governed effectively and, in particular that the Board of Directors carries out those responsibilities with which it is entrusted by HDSC.
- To contribute skills and knowledge that allow HDSC to carry forward with its priorities, plans and policies.

b) Responsibilities of a Director

- Supports and abides by the majority decisions of the Board.
- Respects and maintains the confidentiality of Board business and Board deliberations.
- Demonstrates high ethical standards and integrity as a Director of HDSC.

STANDING AND SPECIAL COMMITTEES

1. GENERAL

General

- The Board of Directors shall establish Standing and Special Committees to assist it with its work.
- Standing Committees of the Board are permanent and have a governing function: they assist the Board in carrying out its responsibilities.
- Special Committees of the Board are struck periodically to undertake a specific task or project and are dissolved after they have completed their work.
- Committees are advisory to the Board. Except where so authorized, they do not have the authority to make decisions or act for the Board.

2. AUDIT AND FINANCE COMMITTEE

Composition

- Committee composed of Chair and three members plus the President (ex-officio) and the club's administrator (non-voting).
- Committee Chair must be a member of the Board.
- Committee members should have financial background or experience.
- Committee Chair and members to be appointed by the President with the approval of the majority of the Board within one month after the Annual General Meeting.

Role of the Committee

- To assist the Board in carrying out its financial oversight responsibilities by performing monitoring, reviewing and advisory functions.

Responsibilities of the Committee

- Meets with the auditor at the time of the annual audit, and reviews the following matters:
 - i. Any matters identified in the previous year's audit as needing attention, and whether steps have been taken to deal with these matters;
 - ii. Any changes recommended regarding the effectiveness and efficiencies of the current financial practices, processes and procedures.
- Forwards audited financial statements to the Board for approval and submission to the Annual General Meeting.
- Drafts the annual budget, on the basis of the strategic priorities, plans and resources of HDSC and forwards to the Board for approval.
- Makes recommendations to the Board on an ongoing basis on any matter relating to the financial position of HDSC.
- Recommends to the Board the appointment of the auditor and the audit fees.

Procedures

- Quorum to be a majority of the voting members of the Committee.
- Decisions to be made by majority vote of the eligible voting members with the chair having a vote only in the event of a tie.
- In the chair's absence or inability to act, one of the other committee members to serve as chair.
- Minutes of meeting to be taken and made available to all directors no later than the earlier of a) 21 days following any meeting or b) 48 hours before the next meeting of the Board.

3. GOVERNANCE COMMITTEE

Composition

- Committee composed of Chair and four members plus the President (ex-officio) and club administrator (non-voting).
- Committee Chair must be a member of the Board.
- Committee members should have a basic understanding of the requirements of effective Board governance and related issues of organizational effectiveness.
- Committee Chair and members to be appointed by the President with the approval of the majority of the Board within one month after the Annual General Meeting.

Role of the Committee

- To assist the Board in developing, implementing and reviewing the By-laws and governance policies of HDSC.

Responsibilities of the Committee

- Receives all members' submissions regarding proposed changes to HDSC By-laws.
- Reviews and proposes amendments to the by-laws of HDSC.
- Develops, reviews and updates the HDSC Governance Policies for the approval of the Board, and other policies as assigned by the Board.
- Develops an orientation process for new Directors.
- Provides interpretations on issues related to the HDSC By-laws.

- Assist the Board in conducting an annual evaluation of the Board's performance.

Procedures

- Quorum to be a majority of the voting members of the Committee.
- Decisions to be made by majority vote of the eligible voting members with the chair having a vote only in the event of a tie.
- In the chair's absence or inability to act, one of the other committee members to serve as chair.
- Minutes of meeting to be taken and made available to all directors no later than the earlier of a) 21 days following any meeting or b) 48 hours before the next meeting of the Board.

4. NOMINATIONS COMMITTEE

Composition

- Committee composed of Chair and two members.
- Committee Chair and members to be appointed by the President with the approval of the majority of the Board within one month after the Annual General Meeting.

Role of the Committee

- To recruit candidates for the Board.
- To develop effective processes for the recruitment of candidates for the Board.

Responsibilities of the Committee

- Annually circulates an announcement requesting names for nomination to the Board.
- Receives the names of nominated candidates.
- Ensures that a background check is conducted for each candidate.
- Ensures that the composition of the Board creates a diverse and effective Board reflective of the Community as follows:
 - Minimum of three (3) qualified individuals of each gender.
 - Skill sets, experience and capabilities, including, but not limited to:
 - Legal expertise;
 - Accounting or comparable experience;
 - Fund-raising experience.
 - Experience in the game.
- Compiles the list of candidates for the elected positions on the Board and presents the list to the Membership in accordance with the timelines defined in the HDSC By-laws.

Procedures

- Quorum to be a majority of the voting members of the Committee.
- Decisions to be made by majority vote of the eligible voting members with the chair having a vote only in the event of a tie.
- In the chair's absence or inability to act, one of the other committee members to serve as chair.
- Minutes of meeting to be taken and made available to all directors no later than the earlier of a) 21 days following any meeting or b) 48 hours before the next meeting of the Board.

5. RISK MANAGEMENT COMMITTEE

Composition

- Committee composed of Chair and four members plus the President (ex-officio) and the club's administrator (non-voting).
- Committee Chair must be a member of the Board.
- Committee members should have expertise in law, financial management, or particular risk areas such as harassment, insurance, labour practices etc.
- Committee Chair and members to be appointed by the President with the approval of the majority of the Board within one month after the Annual General Meeting.

Role of the Committee

- To assist the Board and its Committees in fulfilling its duty of care with respect to the safety and integrity of the operations of HDSC.
- To make policy recommendations to the Board of Directors regarding risk management.

Responsibilities of the Committee

- Develops risk management policies to be presented to the Board of Directors for approval.
- Recommends processes for risk identification and monitoring.

Procedures

- Quorum to be a majority of the voting members of the Committee.
- Decisions to be made by majority vote of the eligible voting members with the chair having a vote.
- In the chair's absence or inability to act, one of the other committee members to serve as chair.
- Minutes of meeting to be taken and made available to all directors no later than the earlier of a) 21 days following any meeting or b) 48 hours before the next meeting of the Board.

6. LONG TERM PLAYER DEVELOPMENT COMMITTEE

Composition

- Committee composed of Chair, club Technical Director (non-voting), and five (5) members.
- Committee Chair must be a member of the Board.
- Committee members should have a background in coaching or player development.
- Committee Chair and members to be appointed by the President with the approval of the majority of the Board within one month after the Annual General Meeting.

Role of the Committee

- To develop coaches to support the HDSC playing structure and to improve the playing skills of HDSC players.

Responsibilities of the Committee

- To develop, monitor and oversee the coaching and player development activities offered by the HDSC.
- To develop long-term and short-term plans for HDSC Technical programs.

- To evaluate the Committee programs on an annual basis and provide recommendations to the Board of Directors.
- To draft a yearly committee budget for consideration by the Audit and Finance Committee.

Procedures

- Quorum to be a majority of the voting members of the Committee.
- Decisions to be made by majority vote of the eligible voting members with the chair having a vote only in the event of a tie.
- In the chair's absence or inability to act, one of the other committee members to serve as chair.
- Minutes of meeting to be taken and made available to all directors no later than the earlier of a) 21 days following any meeting or b) 48 hours before the next meeting of the Board.