



DURHAM REGION SOCCER ASSOCIATION

COMMITTEE GUIDE

REVISION DATE

GENERAL PRINCIPLES

October 24, 2019

JUDICIAL COMMITTEES

October 24, 2019

1. Discipline & Appeals

STANDING COMMITTEES

October 24, 2019

1. Executive Committee
2. Audit & Finance Committee
3. Governance Committee
4. Human Resources Committee
5. Risk Oversight Committee
6. Nomination Committee

SPECIAL COMMITTEES

October 24, 2019

1. Strategic Planning Committee

GENERAL PRINCIPLES

1. Purpose

The general purpose of committees is to assist the Board in carrying out its responsibilities, including oversight, recruitment of Board or committee members, planning, risk management, policy development and self-evaluation.

Committees facilitate the effective utilization of individual Governors' talents, abilities and community contacts for the greater good of the District.

The Board may create additional committees and applicable governance policies as needed.

2. Committees

A. Judicial Committee

The Committee:

- a) serves as the discipline body for District registrants;
- b) serves as the appeal body for clubs, teams, administrators, coaches, players, referees, program participants and non-registered and registered volunteers;
- c) is advisory to the Board but does not report to the Board, the Executive Committee or the Executive Director;
- d) is comprised of staff as well as program volunteers who possess the expertise and knowledge necessary for effective program development and delivery;
- e) may create sub-committees to assist it with its work.

Judicial Committee of the District is as follows;

1. Discipline and Appeals Committee

B. Operational Committees

Operational Committees:

- a) bring together the professional leadership of District staff and the expertise of the it's volunteers to develop and deliver a specific program;
- b) are advisory to management;
- c) will be comprised of staff as well as program volunteers who possess the expertise and knowledge necessary for effective program development and program deliver

Governors may serve on Operational Committees.

The Operational Committees of the District are as follows;

1. Referee Development Committee
2. Technical Development Committee
3. Senior Soccer Committee

C. Standing Committees

Standing Committees:

- a) serve in an advisory capacity to the Board, assisting the Board in carrying out its planning, oversight, and internal self-management functions;
- b) are advisory to the Board;
- c) are not involved in the day to day operations of the Association;
- d) will be comprised of a majority of Governors unless otherwise authorized by the Board;
- e) may include independent members to expand the expertise or otherwise provide assistance.

The Standing Committees of the District are as follows;

7. Executive Committee
8. Audit & Finance Committee
9. Governance Committee
10. Human Resources Committee
11. Risk Oversight Committee
12. Nomination Committee

3. Authority

Except where so authorized in the DRSA By-Laws, Board Committees do not have the authority to make decisions, to act for the Board or to bind the District.

4. Operation

A. General

Reference material for committee meetings is to be forwarded to committee members in advance of the meetings.

Committee members are expected, prior to meetings, to review all reference material sent to them.

Committee members are expected to notify the committee Chairperson if they are unable to attend or participate in a meeting.

Committees may establish sub-committees to assist them with their work.

Committee members may be required to complete tasks / work outside of the regularly scheduled meetings.

Each committee will receive the necessary resources from the District to fulfill its mandate, and may, from time to time, have staff persons assigned to assist the committee with its work.

B. Meetings

In the Chairpersons' absence or inability to act, the other committee members shall appoint one of the members to serve as Chair of a meeting.

The committee may invite individuals to participate in committee meetings to expand its expertise.

The Chairperson should

- guide the discussion so that it proceeds in an orderly and efficient fashion, respect Robert's Rules of Order and the District's Code of Conduct, and deal with committee business;
- ensure that all views are heard, that the committee formulates recommendations that reflect the will of the majority

The Executive Director shall ensure the minutes for Judicial or Operational committee meetings are submitted within forty-five (45) days of the completion of the meeting and are distributed electronically and accessible to each Governor.

The Chairperson shall ensure the minutes for each Standing or Special committee meetings are submitted within forty-five (45) days of completion of the meeting and are distributed electronically and accessible to each Governor.

The number of meetings and the meeting formats which are permitted will be as defined in the governance policy for each specific committee.

C. Budget Resources

The Executive Director, in consultation with the applicable committee Chairperson must submit a budget for each committee for inclusion in the District's Annual Budget. Once approved, any exceptions must be approved by the Board.

D. Reporting

Through its Chairperson, each Standing or Special committee will report regularly to the Board.

5. Appointments

A. Appointment of the Chairperson

Chairpersons are appointed by the Board annually. A staff person may serve as a Chairperson.

B. Appointment of Committee Members

Committee members are appointed by the Chairperson annually and ratified by the Board.

C. Vacating an Appointment

A member of a Judicial, Standing or Special committee has the right to resign their appointment and must do so by informing the Secretary of their intention in writing.

A member of an Operational committee has the right to resign their appointment by informing the Executive Director of their intention to do so in writing.

Should a vacancy occur on the committee, for whatever reason, the Chairperson shall appoint a qualified person to fill that vacancy until ratification by the Board at its next meeting.

D. Removal of a Committee Member

The Board may remove any member of a Judicial, Standing or Special committee for cause. The Executive Director, with the approval of the Board, may remove any member of an Operational committee for cause.

Such cause shall include, but will not be limited to:

- Conflict of interest (as defined in the District Published Rules)
- Failure to perform duties and responsibilities
- Exceeding the limits of the member's authority
- Discovery of a criminal record
- Is declared to be incapable by a court in Ontario, Canada or in another country
- Is in bankrupt status
- Failure to respect and comply with the spirit and intent of the By-Laws and Policies and Procedures of the District.

A member shall be deemed to have vacated their position if the member misses two scheduled meetings of the committee for reasons considered insufficient by a majority of the committee and with approval of the Board.

The Chairperson of a Judicial, Operational, Standing, or Special committee shall be deemed to have vacated their position if the Chairperson fails to convene the minimum number of scheduled meetings, as defined in the governance policy for each specific committee for reasons considered insufficient by a majority of the committee and with the approval of the Board.

6. External Resources

A committee may engage paid consultants or contractors upon approval of the Board.

A Operational committee may engage paid consultants or contractors only upon approval of the Executive Director in compliance with the Accounting and Financial Procedures Manual.

A committee is permitted to request the input of another committee or additional volunteers.

7. Mandate Review

Each committee shall review its mandate on an annual basis and seek confirmation by the Board.

8. Independent Member

For the purposes of the District committee governance policies, an Independent Member shall be an individual who is not a Governor and/or Officer of the District.

9. Change to a Governance Policy

The governance policy for each committee must be approved by the Board and may be modified from time to time by the Board.

10. Review and Approval

This governance policy is approved by the Board of the District and may be modified from time to time by the Board.

DISCIPLINE AND APPEALS COMMITTEE

Mandate

The Discipline and Appeals Committee is a Judicial Committee of the District. The committee is responsible for assisting the Board in fulfilling its oversight responsibilities related to delivering Discipline and Appeals processes in a fashion that is considered at arm's length from the District.

Key Duties

In fulfilling its mandate, the committee will perform the following key tasks:

- Administer the DRSA's policies on discipline and appeals for all District members and registrants;
- Provide educational strategies to support the discipline and appeals process.

Composition

The committee will be composed of no less than three (3) individuals

- Two (2) Board members
- One (1) Staff person

Competency Profile

For each member Discipline Certification is required.

Appointment

The Chairperson will be appointed by the Board at the first Board meeting after the Annual Meeting.

The Chairperson shall appoint the two (2) other individuals. The Board shall ratify the appointments.

Should a vacancy occur on the committee, for whatever reason, the Chairperson shall appoint a qualified person to fill that vacancy until ratification by the Board at its next meeting.

Meetings

The committee will meet as required.

Committee Recommendations

The Chairperson will present committee recommendations to the Board.

EXECUTIVE COMMITTEE

Mandate

The Executive Committee is a Standing Committee of the District.

During the intervals between meetings of the Board, the Executive committee acts on behalf of the Board and at the discretion of the Board in conducting the day to day affairs of the District.

Key Duties

Notwithstanding the generality of the foregoing the Executive committee is expressly charged with the following key tasks:

- Report to the Board on all activities
- Act on behalf of the Board on urgent matters arising between Board meetings
- Seek Board ratification for all decisions taken between Board meetings
 - Ensure that any financial decision does not result in the expenditure of monies that exceed the limits of the current budget
 - Review and set the agenda for Board meetings in conjunction with the Executive Director
 - Perform the responsibilities and tasks, which include but are not limited to the following:
 - Oversee the development, implementation of governance documents
 - Inform the Board of relevant trends, public events, adverse media coverage and changes in the external and internal environment that might affect the District
 - Present information or advice to the Board in a timely manner that is pertinent to fully informed Board decision-making
 - Ensure information sought by the Board is submitted in a timely, accurate and comprehensive manner
 - Report and advise the Board of any instance of non-compliance with District governing documents
 - Review with the Board any corporate legal action
 - Act as the District delegates to the Annual General or Special General Meeting of Ontario Soccer
 - Liaise with the Ontario Soccer on issues of mutual concern

While the Executive Committee can bind the District, the Committee may not make/take any decisions that distribute assets, dissolves or merges the District or make any other decisions affecting the fundamental mandate or structure of the District. If the Executive Committee has any doubt on the scope of its power, it should seek legal advice and/or refer the matter to the full Board.

Composition

The committee will be composed of four (4) persons specifically;

- President (Chairperson)
- Vice-president
- Secretary
- Treasurer

Competency Profile

Each member shall have knowledge of the governance policy for this committee and acknowledge their understanding of its provisions.

Appointment

Each individual becomes a member of the committee by nature of their election to the named position.

Each member will serve their term on the basis of their term limit for the position for which they were originally elected.

Should a vacancy occur on the committee, for whatever reason, the position shall remain vacant until the named position has been filled.

Executive committee members may only be removed in accordance with the District governing documents.

Meetings

The Executive committee shall meet at the call of the President.

The meeting quorum will be a 3/4 majority of the voting members of the Committee and decisions are to be made by a 3/4 majority of members in attendance.

The President should

- guide the discussion so that it proceeds in an orderly and efficient fashion, respects Robert's Rules of Order and the District Code of Conduct, and deals with committee business
- ensure that all views are heard, that the committee formulates recommendations that reflect the will of the majority

The Secretary shall cause the creation of minutes for each Executive committee meeting by the Board at its next regularly scheduled meeting.

Committee Recommendations

The President will present committee recommendations to the Board.

Reporting

The Committee, through the President or another committee member, will report to the Board at every meeting of the Board.

AUDIT AND FINANCE COMMITTEE

Mandate

The Audit and Finance committee is a Standing Committee of the District. The committee is responsible for overseeing and evaluating the Auditor's Report and its recommendations; and for overseeing the financial reporting and external audit function. The committee is also responsible for assisting the Board in fulfilling its oversight responsibilities related to corporate auditing and reporting, financial policies and strategies, and financial risk management.

Key Duties

In fulfilling its mandate, the committee will perform the following key tasks:

- Review and approve the external auditors' terms of engagement, proposed fees and planned audit scope;
- Review and discuss the auditors' significant business risk exposures and the processes established to identify, monitor, control and report such exposures.
- Develop and apply the DRSA's Accounting and Finance Procedures Manual.
- Reviewing annual written statements from the external auditors that:
 - Disclose all relationships between the auditors and the District, as set out in the policy, and report on the performance of non-audit activities, rotation of audit partners and staff, auditor relationships, employment of former auditors, including the confirmation of auditor independence; and
 - Describe the auditors' internal quality control procedures and any material issues raised by recent internal or external reviews or investigations relevant to services provided to the District, together with any remedial action taken;
- Report to the Board its conclusions with respect to audit, accounting and, finance;
- Ensure staff cooperation with the District's auditors during the annual audit
- Consider any other matters, as may be delegated from time to time by the Board;
- Assist the Executive Director in developing the District's Annual Budget;
- Presenting the proposed District Annual Budget to the Board for approval;
- Develop and oversee the implementation of policies to safeguard the District's finance, accounting and audit processes
- Assist all other committees in budgetary matters,
- Perform such additional tasks as may be delegated to the committee by the Board from time to time.

Composition

The committee will be composed of three (3) members as follows:

- Treasurer
- Executive Director

- Bookkeeper

Competency Profile

Each member will be financially literate and at least one of the members must have a recognized Canadian accounting designation.

Each member shall have knowledge of the governance policy for this committee and acknowledge their understanding of its provisions.

Appointment

The Chairperson will be the Treasurer.

Should a vacancy occur on the committee, for whatever reason, the Chairperson shall appoint a qualified person to fill that vacancy until ratification by the Board at its next meeting.

Meetings

The committee will meet as required.

Committee Recommendations

The Chairperson will present committee recommendations to the Board.

GOVERNANCE COMMITTEE

Mandate

The Governance Committee is a Standing Committee of the District. The committee is responsible for assisting the Board in fulfilling its oversight responsibilities related to compliance, with applicable rules and regulations for its corporate governance structure and, for taking a holistic approach ensuring that governance responsibilities are met.

Key Duties

In fulfilling its mandate, the committee will perform the following key tasks:

- Develop and recommend to the Board the District's approach to governance issues, including a set of corporate governance principles and policies with respect to Board operations and processes;
- Recommend policies and procedures to promote a culture of integrity throughout the organization, including reviewing compliance with the codes of conduct of the Board and organization;
- Ensure the Board's and the District 's compliance with all applicable listing requirements, government legislation and other regulations;
- Review and make recommendations to the Board on changes to the District 's core governance documents to reflect corporate best practices and ensure standardization and consistency;
- Review and recommend approval of the disclosure of corporate governance practices;
- Consider and make recommendations to the Board concerning its competencies and skills and, the structure and mandate of the Board and its committees;
- Establish procedures to evaluate the performance of the Board, its committees and, each of its members while, overseeing the process;
- Assist clubs with the revision of their governance structures when requested and approved by the Board.

Composition

The committee will be composed of no less than three (3) individuals

- Two (2) Board members
- Executive Director

One member will be designated as the recording secretary by the committee.

Competency Profile

Each member shall have knowledge of the governance policy for this committee and acknowledge their understanding of its provisions.

Each Member should be familiar with the content of the District governing documents.

Appointment

The Chairperson will be appointed by the Board at the first Board meeting after the Annual Meeting.

The Chairperson shall appoint the two (2) other individuals. The Board shall ratify the appointments.

Should a vacancy occur on the committee, for whatever reason, the Chairperson shall appoint a qualified person to fill that vacancy until ratification by the Board at its next meeting.

Meetings

The committee will meet as required.

Committee Recommendations

The Chairperson will present committee recommendations to the Board.

HUMAN RESOURCES COMMITTEE

Mandate

The Human Resources Committee is a Standing Committee of the District. The committee is responsible for assisting the Board in fulfilling its oversight responsibilities.

Key Duties

In fulfilling its mandate, the committee will perform the following key tasks:

- Develop the District's overall compensation policy and, all aspects of pay and benefits
- Establish the Executive Director's and other senior staff's pay
- Develop employment agreements, including termination and change-of-control provisions
- Oversee the development of recruitment, retention and severance policies and procedures for the District staff
- Oversee the development and maintenance of an Employee Guide
- Oversee the development, maintenance, confidentiality and security of personnel records
- Oversee the development and maintenance of the performance review processes
- Provide guidance and advice on the District's direction of the Human Resources policy
- Oversee the District's succession planning activities

Composition

The Committee will be composed of no less than three (3) individuals

- Two (2) Board members
- Executive Director

One Member will be designated as the recording secretary by the committee.

Competency Profile

Each member shall have knowledge of the governance policy for this committee and acknowledge their understanding of its provisions.

Each member should be familiar with the content of the District governing documents.

It is desirable that members of this committee have experience in Human Resources.

Appointment

The Chairperson will be appointed by the Board at the first Board meeting after the Annual Meeting.

The Chairperson shall appoint the three (2) other individuals. The Board shall ratify the appointments.

Should a vacancy occur on the committee, for whatever reason, the Chairperson shall appoint a qualified person to fill that vacancy until ratification by the Board at its next meeting

Meetings

The Committee will meet as required.

The meeting quorum will be a majority of the members of the committee.

Committee Recommendations

The Chairperson will present committee recommendations to the Board.

RISK OVERSIGHT COMMITTEE

Mandate

The Risk Oversight Committee is a Standing Committee of the District. The committee is responsible for assisting the Board in fulfilling its oversight responsibilities related to risk management activities and volunteer screening policies.

Key Duties

In fulfilling its mandate, the committee will perform the following key tasks:

- Monitor and perform Volunteer Screening member audits
- Communicate risk on an District-wide perspective to the Board
- Review and revise the District Risk Oversight Section of the District Policies and Procedures
- Establish processes, procedures and mechanisms by which key matters of risk are identified and ensure strategies are in place to manage risk
- Oversee the execution of the District Volunteer Screening program
- Arrange for and conduct training sessions for new club screening officers as required
- Arrange for and conduct refresher workshops for existing screening officers annually

Composition

The Committee will be composed of no less than three (3) individuals

- Two (2) Board members
- One (1) Staff

Competency Profile

Each member shall have knowledge of the governance policy for this committee and acknowledge their understanding of its provisions.

Each member should be familiar with the content of the District governing documents.

It is desirable that members of this committee have experience in volunteer screening or comparable training.

Appointment

The Chairperson will be appointed by the Board at the first Board meeting after the Annual Meeting.

The Chairperson shall appoint the two (2) other individuals. The Board shall ratify the appointments.

Should a vacancy occur on the committee, for whatever reason, the Chairperson shall appoint a qualified person to fill that vacancy until ratification by the Board at its next meeting.

Meetings

The Committee will meet as required.

Committee Recommendations

The Chairperson will present committee recommendations to the Board.

NOMINATIONS COMMITTEE

Mandate

The Nominations committee is a Standing Committee of the District. The committee is responsible for assisting the Board in fulfilling its oversight responsibilities related to the election of Officers and Governors of the Board.

Key Duties

In fulfilling its mandate, the committee will perform the following key tasks:

- Develop and apply a proactive process to recruit individuals for the position of Officers or Governors
- Develop and apply a process to receive and collate applications
- Develop and apply a process to assess the knowledge, skills and competencies of the applicants
- Ensure Board composition requirements, as set out in the District By-Laws
- Develop and apply a process to prepare a slate of individuals for presentation to the Board for consideration and approval

Composition

The committee will be composed of not less than three (3) individuals

- Two (2) Board members
- One (1) Independent individual

Competency Profile

Each member shall have knowledge of the governance policy for this committee and acknowledge their understanding of its provisions.

Appointment

The Chairperson will be appointed by the Board at the first Board meeting after the Annual Meeting.

The Chairperson shall appoint the two (2) other individuals. The Board shall ratify the appointments.

Should a vacancy occur on the committee, for whatever reason, the Chairperson shall appoint a qualified person to fill that vacancy until ratification by the Board at its next meeting.

Meetings

The committee will meet as required.

Committee Recommendations

The Chairperson will present committee recommendations to the Board.

STRATEGIC PLANNING COMMITTEE

Mandate

The Strategic Planning Committee is a Special Committee of the District. The Committee is responsible for assisting the Board in fulfilling its oversight responsibilities related to the development, revision and monitoring of the long-term goals (i.e., mission, vision and values) and objectives of the District.

Key Duties

In fulfilling its mandate, the committee will perform the following key tasks:

- Develop and oversee the District strategic planning processes and Strategic Plan
- Oversee the development and maintenance of the District Mission, Vision, and Values
- Oversee the development and maintenance of the District short, medium and long-term objectives
- Monitor and report on the status of implementation and strategic progress
- Identify areas for review and revision
- Recommend proposed changes and/or alterations to the Board

Composition

The Committee will be composed of no less than three (3) individuals

- One (1) Board member
- One (1) Governance Committee member
- Executive Director

One Member will be designated as the recording secretary by the Committee.

Competency Profile

Each member shall have knowledge of the governance policy for this committee and acknowledge their understanding of its provisions.

Each member should be familiar with the content of the District governing documents.

Appointment

The Chairperson will be appointed by the Board at the first Board meeting after the Annual Meeting.

The Chairperson shall appoint the two (2) other individuals. The Board shall ratify the appointments.

Should a vacancy occur on the committee, for whatever reason, the Chairperson shall appoint a qualified person to fill that vacancy until ratification by the Board at its next meeting.

Meetings

The committee will meet as required.

The meeting quorum will be a majority of the committee members.

Committee Recommendations

The Chairperson will present committee recommendations to the Board.