



Calgary West Soccer Club

Board Governance Policy and Executive Limitations

These Board Governance Policies were initially approved by the Board of Directors on April 25 2020

Board Chair

Effective Date



THE GOVERNANCE POLICY

The Calgary West Soccer Club is Incorporated as a society in Alberta. This area contains copies of our incorporation documents, policies and other important information. We are governed by an elected Board of Directors who are committed to making soccer a positive experience for all players. In accordance with our bylaws, we hold an AGM annually.

Section I:

The Board's function is to:

1. To maintain authority over, and responsibility for, the structures and operations of the CWSC
2. To develop policies and strategies that guide the CWSC and provide direction for;
3. To ensure that there are sufficient and appropriate human and financial resources for the CWSC to accomplish its work;
4. To meet all legal requirements that pertain to the CWSC;
5. To represent the interests of the members of Calgary West Soccer Club, set policies and liaise with our Executive Director in order to provide the best soccer experience for all member;
6. To determine any benefits that the organization can provide for the members of CWSC keeping a long term, strategic perspective. The Board also has the responsibility for collectively assisting strategic direction for the CWSC and work in conjunction with the Executive Director to implement this direction.
7. To govern lawfully, with an emphasis on outward vision, strategic leadership, clear distinction of roles for elected directors and the Executive Director.
8. To establish Executive Limitations/ Requirements for the Executive Director position that define the position's authority to act and to monitor performance within the limitations / requirements set.
9. To cultivate a sense of group responsibility. The Board, not the Staff, will be responsible for overall governance. The Board will endeavour to be proactive regarding policy initiatives. The Board will not use the expertise of individual Board members to substitute for the judgment of the Board although the expertise of individual Board members may be used to enhance the understanding of the Board as a body.
10. To direct and inspire the organization through the careful establishment of broad written policies reflecting the Board's values and perspectives.
11. To enforce upon itself whatever discipline is needed to govern. Discipline will apply to matters such as attendance, policy-making principles, respect of roles, and ensuring continuance of governance capability. Although the Board can change its governance process policies at any time, it will observe those currently in force.
12. To develop, approve, and ensure the implementation of strategic plans, determines



- priorities, and monitors performance against plans;
13. To approve annual capital and operating plans and monitor performance against those plans;
 14. To be responsible for the payment by Calgary West Soccer Club of all salaries and amounts due from and owing by the organization which fall within the purview and scope of the approved annual budget as outlined in the Executive Limitations / Requirements or as may otherwise be established from time to time by resolution of the Board.
 15. To create an annual Board Action Plan to:
 - a. identify the competencies currently available within the Board
 - b. identify gaps on competencies to ensure a fully functional Board
 - c. support the recruitment of Board members as per our Board Member Recruitment Grid (see appendix 1)
 - d. determine if professional development or Board recruitment is the proper avenue to pursue to obtain the required competencies on the Board

Section II: The Executive Director Role and Executive Limitations

Board–Executive Director Relationship

The Board of Directors is a body that monitors overall organizational performance and sets Board policies. Accordingly, the link between the Board and the operations of Calgary West Soccer Club staff is its communication with, and direction of, the Executive Director through the Chair. Such direction will not be exercised through Board representatives on Operational Committees except as may occur in rare instances.

Principles:

1. The Executive Director has the sole responsibility for the direction of and accountability for the organization's staff, having full responsibility for the selection, evaluation and direction of their responsibilities within the Executive Limitations / Requirements, Human Resources or other relevant Board Policies.
2. Only decisions of the Board acting as a body are binding on the Executive Director. Accordingly:
 - a. Decisions or instructions of individual Directors or Board committees are not binding on the Executive Director except in rare instances when the Board has specifically authorized such exercises of authority.
 - b. In the case of Directors or Board committees requesting information or assistance without Board authorization, the Executive Director can refuse such requests that require, in the Executive Director's opinion, a material amount of staff time or funds, or are disruptive.



3. Complementing the Goals and Objectives set out in the Strategic Plans, the Board also sets out a number of Limitations, which impose specific limitations and criteria governing how the Executive Director carries out his or her role. By extension, staff and committees must also be guided by these limitations.
4. The Executive Director shall not cause nor allow any practice, activity, decision, or organizational circumstance that is unlawful, imprudent or in violation of commonly accepted business or sport ethics.

Accountability of the Executive Director:

5. The Executive Director is the Board's only link to operational achievement and conduct, so that all authority and accountability of staff and Operational Committees, as far as the Board is concerned, is considered the authority and accountability of the Executive Director. Accordingly:
 - a. The only employee who will receive direction or instructions from the Board is the Executive Director.
 - b. The Board will refrain from evaluating, either formally or informally, any staff other than the Executive Director unless requested by the Executive Director.
 - c. Delegation to the Executive Director
6. The Board will instruct the Executive Director through written policies that prescribe the organizational ends to be achieved and describe organizational limitations (i.e., this Policy and general Board policies). The Executive Director may use any reasonable interpretation of these policies. Accordingly:
 - a. The Executive Director will develop a Board approved Strategic Plan. This will be renewed on a 3-5 year cycle.
 - b. The Board will develop policies that limit the latitude the Executive Director may exercise in choosing organizational means.
 - c. As long as the Executive Director uses any reasonable interpretation of the Strategic Plan and Executive Limitations, the Executive Director is authorized to establish all further policies (i.e., Operational policies), make all decisions, establish all practices, and develop all activities.
7. The Board may revise Executive Limitations, thereby shifting the boundary between Board and Executive Director domains. By doing so, the Board changes the latitude of choice given to the Executive Director. However, as long as any particular delegation is in place, the Board will respect and support the Executive Director's choices.

Executive Director Communication and Counsel to the Board:

8. Executive Director communication to the Board typically takes place during Board conference calls and face-to-face meetings. The Executive Director shall keep the Board informed of information relevant to the Board's responsibilities. Accordingly, the Executive Director will:
 - a. Inform the Board of relevant trends, or internal and external changes which affect



the previous assumptions of the Board, including those that affect achievement against the Business Plan and Strategic Plan

- b. Provide to the Board timely, accurate, and understandable monitoring data required by Board policy
- c. Inform the Board of significant problems that require the Executive Director's attention with respect to members, services, staff and the fire services community
- d. Report to the Board on budgets and the financial condition of Ringette Ontario by presenting a draft budget for the new year in April or May of that year, for subsequent review by the Finance and Audit Committee and Board approval
- e. Be prepared to report to the Board on Ringette Ontario's financial condition at every Board meeting
- f. Review interim year-end results with the Finance and Audit Committee prior to reporting these to the Board after the year end

Monitoring Executive Director Performance:

9. Monitoring of Executive Director performance will be against the expected Executive Director job outputs, organizational accomplishment against the Strategic Plans, and organizational operation within the boundaries established in the Executive Limitations. Accordingly:
 - a. Monitoring is chiefly to determine the degree to which Board policies are being met
 - b. All policies that instruct the Executive Director will be monitored at a frequency and by a method chosen by the Board. The Board can monitor any policy at any time by any method, but will ordinarily depend upon a routine schedule.

Treatment of Members:

10. With respect to interactions with members and participants, the Executive Director shall not cause or allow conditions, procedures or decisions that are unsafe, undignified, unnecessarily intrusive, or that fail to provide appropriate confidentiality or privacy. Accordingly, the Executive Director will:
 - a. Provide and review every two years a Privacy Policy that reflects current legislation
 - b. Not use methods of collecting, reviewing, transmitting or storing member information that fail to conform to Calgary West Soccer Club's Privacy Policy
 - c. Not make any individual Member data available outside of Calgary West Soccer Club without the explicit permission of that individual
 - d. Provide policies that describe the concept of membership and registration within Calgary Minor Soccer Association and Alberta Soccer Association and Canada Soccer Association.

Treatment of Staff:

11. With respect to staff, the Executive Director shall maintain conditions that are humane, fair



and dignified for all paid and volunteer staff. Accordingly, the Executive Director will:

- a. Not discriminate among or terminate employees on any basis other than individual performance and qualifications, except that termination may occur in cases of funding restrictions or a reorganization in which the position is affected;
- b. Establish job descriptions for all jobs and to evaluate each staff person at least annually based upon pre-established criteria;
- c. Provide or delegate job training as needed for staff and offer opportunities for professional development training;
- d. Establish and enforce a current compensation and benefits schedule;
- e. Establish operational policies that give guidance to staff when performing their duties.

Financial Planning & Budgeting:

12. With respect to budgeting for all or any part of a fiscal period, the Executive Director may not jeopardize either operations or the fiscal integrity of the organization. Accordingly, the Executive Director and staff will:

- a. Prepare budgets that conform to Board-stated priorities when making allocations among competing budgetary needs.
- b. Ensure budgeting that projects income conservatively and constrains budgeted operating expenses within projected income levels, unless otherwise directed by the Board.
- c. Ensure budgeting that contains sufficient detail to enable reasonably accurate projection of revenues, cash flow and expense, while separating capital and operation items, allowing subsequent audit trails, and disclosing planning assumptions.
- d. Prepare annual budgets for approval by the Board.
- e. Settle payroll and debts in a timely manner.
- f. Not allow expenditures to deviate substantially from the approved budget without seeking the approval of the Board of any such deviation.
- g. Disclose fiscal activity and concerns to the Board and disclose as soon as practically possible any significant financial threats to the organization.
- h. Cause Calgary West Soccer Club to provide all needed information to outside auditors on a timely manner.

Section III: Board members code of conduct

This outlines the Board of Directors' expectations of one another and the Board as a whole. It is important to note that this policy also applies to the Executive Director of the CWSC.

1. Board members must avoid conflict of interest or perception of conflict of interest.



2. Board members may not attempt to exercise individual authority over the CWSC.
3. Board members will respect the confidentiality in accordance with the CWSC Confidentiality policy

Section IV: Policy on board membership and responsibilities

1. The Position of Director shall be vacated as follows:
 - a. Being absent for two (2) consecutive regular meetings of the Board, without good reason (which may be waived by the Board); or
 - b. If, in the opinion of the Board, as evidenced by a two thirds (2/3) majority vote with 75% of Board Members present at a regular meeting of the Board, the Director is deemed to have acted in a manner detrimental to the purposes of the CWSC, or to have violated any part of Article IV after an investigation has been made in accordance with Article IV.
2. The authority of the Board Chair consists of making decisions that fall within the topics covered by Board policies on governance process, with the exception of (a) employment or termination of the Executive Director (b) where the Board specifically delegates portions of this authority to others.
 - a. The Board Chair is empowered to chair Board meetings with all the commonly accepted power of that position in accordance with the CWSC bylaws.
 - b. The Board Chair has no authority to make decisions about policies created by the Board. Therefore, the Board Chair has no authority to supervise or direct the Executive Director That is, the Executive Director receives direction from the Not-for-Profit Act, the bylaws, and current policies, and the Board.
 - c. The Board Chair may represent the Board to outside parties only in announcing Board- stated positions and in stating Board Chair interpretations within the areas delegated to him or her.
 - d. The Board Chair may delegate this authority, but will remain accountable for its use.
3. The Board will create standing committees annually for:
 - a. Audit/finance
 - i. identify potential auditors for the financial statements and engage their participation
 - b. Surplus Management: In the event that a surplus in the operating funds of the club is generated, the committee will:
 - i. identify future uses for the surplus
 - ii. if immediate need is not found, identify and create investment strategies for the funds to build until such a time as they are sufficient for the future need
 - iii. ensure that the surplus falls within the guidelines for non-profit surplus funds



- iv. present the plan for the surplus for vote by the Board nominations
4. Nomination of new Board members
 - a. ensure that the diversity of the Board is upheld to reflect the need for equal representation
5. The Board will create ad hoc committees as deemed appropriate to oversee work required in areas not specifically identified for a standing committee.

Section V: Confidentiality

It is the policy of the Calgary West Soccer Club (CWSC) that board members and employees and contractors of CWSC will not disclose confidential information belonging to, or obtained through their affiliation with CWSC to any person, including their relatives, friends, and business and professional associates, unless CWSC has authorized disclosure. This policy is not intended to prevent disclosure where disclosure is required by law. Board members, volunteers and employees are cautioned to demonstrate professionalism, good judgment, and care to avoid unauthorized or inadvertent disclosures of confidential information and should, for example, refrain from leaving confidential information contained in documents or on computer screens in plain view. Upon separation of employment and at the end of a board member's term, he or she shall return, all documents, papers, and other materials, that may contain confidential information. Failure to adhere to this policy will result in discipline, up to and including separation of employment or service with CWSC.

Section VI: Financial Management and Procurement

The Executive Director is accountable to the board for the day-to-day financial management of the CWSC. Board approval is required whenever the following practices are, or must be changed or set aside.

1. Bookkeeping and Internal Controls: The Executive Director is responsible for:
 - a. Insuring that all expenditures made are ones within the budget and according to procurement guidelines
 - b. Settling payroll and other liabilities in a timely manner
 - c. Insuring adequate oversight of signing authority for all financial transactions
2. Budgeting: The budget is the primary mechanism enabling the board and staff to keep track of, and measure financial performance. The Executive Director is responsible for:
 - a. The preparation and presentation of a draft budget for board approval
 - b. Insuring that the budget is developed with sufficient information to judge the accuracy of the projections of revenues and expenditures
 - c. Identifying, within the budget, revenues and expenditures for different program areas
 - d. Updating the board regularly on the performance of the organization in relation to budget



- e. Preparing and presenting changes to the budget for amendment by the board

Section VII: Performance Management

It is the policy of the Calgary West Soccer Club to perform Annual Performance Reviews. The review process as outlined in the Performance Management Guidelines has been designed to provide a vital link between the organisation's Business Plan, its vision and guiding principles, and individual staff members. It is also designed to ensure that goals and objectives flow from the top of the organisation to the personal objectives of each individual. It is integral to fostering an engaged and productive workforce, recognizing and rewarding good performance, and managing underperformance.

This Policy applies to both permanent part-time and full time paid employees and part-time and full time paid contractors.

The purpose of this policy is to ensure that a consistent approach is followed for conducting Annual Performance Reviews, and that job-related skill and knowledge, and employee competencies and behaviours are evaluated and compared against set standards and business objectives.

Section VIII: Risk Management

The Board of Directors are responsible for:

1. Conflict Resolution
2. Responsible for ensuring Coaches are aware of Child Protection Policy and Criminal Record Checks are completed

Operational Staff led by Administrative Lead are responsible for:

3. Codes of Conduct
 - a. Team Staff
 - b. Coaches
 - c. Parents
 - d. Players
4. Criminal Records Checks
5. Emergency Action Plan
6. Ensure team has an equipped First Aid kits

Section IX: Conflict of Interest

The Calgary West Soccer Club Conflict of Interest Policy, as adopted, shall govern the conduct of all Directors, Officers, Officials, Coaches, Managers, Management, Referees and Volunteers of the Club.

Conflict of Interest shall mean a situation in which a Director of a Governing Organization has, in relation to any matter coming before that Governing Organization, a personal interest, sufficient to influence or to appear to influence the objective, and open-minded, loyal exercise



of his or her function as a Director. There are basically two situations giving rise to a conflict of interest. One is that of “**financial interest**” and the other is an “**obligation of loyalty**”.

The circumstance giving rise to a conflict of interest need not be those of the individual Director and/or Officer but may be the interest of a person having close family ties to the Director, or a friend, business associate, or colleague of the Director”.

The Club has adopted the following as its Conflict of Interest Policy:

1. In addition to providing clean police records checks, upon election or appointment to their position, any member shall immediately disclose, in writing, any personal, professional or business activity that may be construed as a potential Conflict of Interest and periodically thereafter update such disclosure;
2. Directors and/or Officers must at all times act honestly, in good faith and in the best interests of the Club and be in compliance with the Code of Conduct and Rules and By- laws of the Club;
3. Directors and/or Officers shall not be affiliated or associated in any manner whatsoever with any other soccer club, academy, organization while on the Board of Directors or holding a position of Officer with the Club. If there are any questions as to potential Conflicts of Interest, they must be immediately declared to the Chair of the Club;
4. Directors and/or Officers shall not participate as a director or officer of a firm/company/organization/corporation which is a supplier of equipment, materials or any services to the Club or shall have any close family ties, friends, business colleagues, associates or the like, associated or affiliated with any suppliers;
5. Directors and/or Officers shall not seek, gain, receive, or benefit financially from preferential treatment in the performance of their duties and responsibilities to the Club or exploit their relationship with the Club in any manner whatsoever for their personal benefit or gain;
6. Directors and/or Officers shall not on their personal behalf or behalf of a third party enter into an agreement or contract for the sale or manufacturing of soccer equipment and/or related services with any organization or entity which could be construed as an endorsement of, or promotion by the Club;
7. Directors and/or Officers shall not publicly behave in such a manner as to embarrass the Club or bring the name of the Club into disrepute;
8. Directors and/or Officers shall not exchange personal gifts or favours of any kind with any individual or corporation that is a supplier of materials or any services to the Club and may not accept any gift in cash or in kind from persons doing or seeking to do business with the Club, except as may be of a personal nature and of nominal value;
9. Directors and/or Officers shall not evaluate and/or vote on a sponsorship proposal from a company or corporation for whom they work or from whom they receive a personal benefit. Any such dealings must be arm’s length in nature;
10. Directors and/of Officers shall not make an investment in any situation in anticipation of the Club taking a material interest therein or which results from knowledge of facts not



generally available to the public or in anticipation of actions which may be taken by the Club in such a situation. In some cases, this type of information may be construed as insider information and the party is prohibited from acting where she/he is privy to insider information;

11. All Directors and/or Officers must strive to ensure that they do not place themselves in a position, either perceived or real, where their duty or loyalty to the Club conflicts with their own personal interests or with their duty to another organization, membership, company, affiliation, association or the like, is conflicted;
12. Information of a confidential nature gained by a Director, Officer, or any member from his or her involvement with the Club shall be kept confidential and used only for the proper purposes and interests of the Club exclusively;
13. Any Director and/or Officer who, by personal or business conduct, violates any part of this policy may be suspended from their role by a two-thirds (2/3) majority vote of the Board of Directors of the Club after an investigation has been made and after the Director and/or Officer concerned has been given a proper hearing with full opportunity to explain her/his action. When such a hearing is being initiated, notice of such hearing shall be given to all concerned, in writing, not less than 10 working days before such hearing; and
14. If a Director and/or Officer does not resign despite the inability to clear a conflict of interest, the Board of Directors must determine if she/he should continue as a Director. A Special General Meeting will be scheduled by the President at the earliest convenience to provide opportunity to remove the Director in question, only after the Board of Directors deems that the Director in question should resign and where the Director in question refuses to do so.

Procedure for Dealing with a Conflict of Interest: In the event a Director has a conflict of interest in relation to a particular issue or matter of discussion, the individual shall:

1. declare the conflict of interest, and refrain from voting on the issue in question
2. absent himself or herself from the meeting at any time there is discussion of the matter giving rise to the conflict
3. refrain from lobbying or participating in the decision making process.

It does not matter whether the topic which involves the individual in a conflict situation was formally on the agenda or came up unexpectedly. As soon as the meeting considers a matter or begins to discuss an issue which puts an individual in a circumstance of conflict of interest, he or she must interrupt and say, "I am declaring my conflict as (here insert your conflicting position or interest) and I am leaving the meeting while this subject is under discussion" or words to that effect." The Secretary of the meeting shall then record this in the Minutes as follows: "Ms. A. having disclosed her conflict as a Director of XYZ Organization (or whatever) was absent from the meeting during discussion of (describe topic)."

A topic which involves a conflict for a Director may come up in several meetings and at each meeting, the Director shall declare the conflict and absent himself or herself from the meeting during discussion of that topic. If no quorum exists for the purpose of voting on a matter only



because a director is not permitted to be present at the meeting by reason of a conflict of interest, the remaining directors shall be deemed to constitute a quorum for the purposes of dealing with the matter. The Chair will report the conflict to the Board of Directors and the Board of Directors shall determine the appropriate action in response. The actions may range from:

- a declaration that the conflict is minor or insignificant and should result in no further action;
- a declaration that the Director concerned should not vote, but may otherwise participate in the discussion;
- a declaration that the Director concerned should not participate in the discussion, should leave the room and should not vote; or
- a declaration that the Director concerned should resign from the Board or Board Committee

Section X: Succession Planning

CWSC has put in place a transition strategy based on our Strategic Plans (most recently 2018-2021) based on best practices related to managing leadership transitions.

1. The Board and Staff are committed to managing transition intentionally.
2. Through our Strategic planning process, we have identified current challenges and those that lie ahead, and the corresponding leadership qualities that are needed to navigate the challenges successfully.
3. Drafted a timeline for leadership successions that are planned.
4. Through our Head Coach Alignment Survey we identify areas of strength and challenges and developed strategies to align leadership values.
5. Make plans to adequately support newly-placed employees, such as with coaching, mentoring, and defining goals.
6. Communicate: We are committed to consistent and transparent communication with all of our members throughout any transition process.
7. On board deliberately: Help new board members and chief staff leaders feel confident and find their own voices.

Section XI: Director Recruitment and Orientation

1. As per our Club Bylaws, members who wish to be elected to the Board of Directors must have actively contributed at the club level in an operations or governance capacity and have their nomination endorsed by two (2) Board Members.
2. We will create an annual Board Action Plan to:
 - a. identify the competencies currently available within the Board
 - b. identify gaps on competencies to ensure a fully functional Board
 - c. support the recruitment of Board members as per our Board Member Recruitment Grid (see appendix 1)



- d. determine if professional development or Board recruitment is the proper avenue to pursue to obtain the required competencies on the Board
3. At a face to face meeting with new recruits, the Chair will describe roles, responsibilities and time commitment to governance work.
4. Current goals, opportunities and challenges facing the Club will be outlined.
5. We will describe how their own background, knowledge, experience and skills will contribute to the current work of the board and the goals of the organization.
6. Directors may be appointed by the Board until such time they can be formally voted in at our AGM.
7. Board orientation for any appointed or elected board members will take place within 1 month of placement
8. This may consist of a session with the Board Chair and Executive Director along with other members of the Board in an informal environment.
9. At this time, we will identify any expectations and issues that are specific to the candidate or their role on the board. Such a meeting might be used to highlight matters that might not get raised in a more the formal orientation session.

Section XI: Professional Development

Calgary West is committed to engaging our board members through clearly defined priorities, roles and responsibilities. Through on-line and on-site workshops, strategic planning sessions and Board retreats, we hope to unearth the skills essential to provide tools to the Board that helps effectively lead the Club.

1. Professional Development for Board members will be included as a line item in the annual budget.
2. Provisions will be made for:
 - a. new Board members requiring Governance training
 - b. review sessions for continuing Board members
 - c. annual governance development workshop through CSA
 - d. training in new areas of engagement
 - e. skills training in areas where a gap in competencies has been identified
3. Board members who wish to participate in additional individual training must investigate the possible sources of instruction and costs and present the request with the requirement and the details to a full Board meeting to be approved by a majority.



Appendix 1: CWSC Board Member Recruitment Grid

The following table can guide our Board Member Recruitment to fit the nature and needs of our Club.

Features	Current Board Members								Candidates							
Age:																
18-29																
30-39																
40-49																
50-59																
60-69																
70+																
Gender:																
Male																
Female																
Transgender																
Ethnicity:																
African American																
Asian American																
Caucasian																
Latino/Chicano																
Native American																
Other:																
Expertise:																
Boards																
Evaluation																
Financial																
Fundraising																
Human Resources																
Legal																
Marketing																
Planning																
Programs/Services																
Other:																
Other:																