



Guelph Soccer Board Policies Manual Framework

Overview

Guelph Soccer Club is a not-for-profit operating in the City of Guelph. The governance model has been evolving towards a policy governance approach.

This document provides the Board Policies Manual for Guelph Soccer Club, focusing on both Governance Policies and Board Policies. Once finalized by the Board of Directors, the Board Policy Manual will incorporate:

1. Governance Policies - policies by which the Board of Directors will govern Guelph Soccer and itself.
2. Board Policies - the Board's directions to management (Executive Director) on specific topics and themes.

Definitions and Structure

Introduction

The following definitions as to Governance Policies, Board Policies, Operating Policies, Standards of Practice and Procedures have been developed to facilitate an understanding of the role and application of each of these elements within the overall policies and procedures framework for Guelph Soccer.

Governance Policies

Governance Policies relate to the Board's own work and organizational directions. These policies include both the Governance Policy and each policy's aligned procedures. A policy approved by the Board of Directors that directs how the Board will govern the organization, the Board's own directions and processes, and its interactions with its sole employee, the Executive Director.

Board Policies

A Board Policy, once approved by the Board, describes for those involved in a decision, the Board's directions, intent, expectations and desired outcomes and related considerations on a particular need, theme or decision topic. A policy framework approach recognizes that not every decision can be prescriptive for every situation or application. Therefore, what a Board of Directors provides are Board Policies that give decision-makers guidance and direction as to intent or other inputs relative to what the decision outcomes can be. Board Policies have the capacity to be either prescriptive or open-ended depending on an individual's themes or topics risks and applications. In all cases, Board Policies need to indicate intent and direction to staff and others as appropriate, plus how policy monitoring will occur.



The following definition is provided with respect to defining a Board Policy.

A Board Policy is a statement that provides for a defined issue or topic, the Board of Directors' intent and direction on that issue or topic to management. The following inputs constitute a Board Policy's content:

- Purpose and scope of the Board Policy's application and impact.
- Goals, objectives and intended outcomes of the Board Policy, i.e. what is desired / intended.
- Key criteria and other framework components that are intended to influence, impact, shape or otherwise affect a decision or decisions within the policy issue or theme.
- Definition of key terms in the Board Policy so that simple language prevails and the broadest possible understanding by readers and users exists.
- Frequency and content framework for Executive Director monitoring reports on each Board Policy.
- Ongoing review process in order to sustain relevancy, intent, usefulness and appropriateness, especially in high change operating environments.
- Signed by the Chair and dated to indicate approval.

Operating Policies

These are statements developed and implemented by management that connect to a Board Policy and which provide direction to staff and operating volunteers on management requirements and expectations on the defined topic or theme. They are signed by the Executive Director and should be reviewed every three years for updating and renewal as required. They themselves do not need Board of Director approval but could be shared with the Board for information and input.

An Operating Policy is a direction by Guelph Soccer Club Executive Director to all staff and volunteers on how a Board Policy will be implemented operationally within the organization.

Standards of Practice and Procedures

Standards of Practice: articulate professional practices or standards that shape, determine, influence or dictate how a Board Policy or an Operating Policy is to be implemented within Guelph Soccer operations. Standards of Practice can be sourced from professionally recognized regulatory, affiliated group, statutory or other bodies; staff and volunteers; and others.

Standards of Practice are the actions, tools, or other perspectives that a staff person or a volunteer would employ to ensure the goal and intent of a Board Policy and its aligned Management Operating Policy is achieved.

Standards of Practice are developed by management, sometimes based on third party professionally recognized (e.g. Canada Soccer/Ontario Soccer) or statutory sources. They generally do not require Board approval, though Board members should have the opportunity to



comment on them and may need to be informed about them in order to fulfill their governance role.

If the Board feels that certain Standards of Practice require Board approval, then those Standards of Practice should be captured within the aligned Board Policy's content. The Board should attempt to refrain from becoming involved with Standards of Practice approval, as within a policy-oriented governance model, programs and services implementation is the role of the Executive Director in order to ensure clear and separated accountabilities and the most effective management approaches.

Procedures

The steps, key dates, reporting requirements, forms completion and other tasks necessary to fulfill the requirement of a Board and Operating Policy relative to delivering a specific action, program, service or related undertaking by a staff person or volunteer. Procedures articulate the steps or sequences of action, reporting timelines, forms completion requirements, communication linkages and other actions necessary to achieve the intent, direction and goals of a Board or Operating Policy and/or the Standard of Practice, within an orderly, methodical and thoughtful way. Procedures are developed by the Executive Director, as they represent the operational implementation of a Board Policy. They do not require Board approval, though Board members should have the opportunity to comment on them and may need to be informed of them in order to fulfill their governance role.

If the Board of Directors feels that certain Procedures require Board approval, then those procedural considerations should be captured within the aligned Board Policy. The Board should attempt to refrain from becoming involved with procedures approval, as within a policy-oriented governance model, policy implementation is the role of the Executive Director in order to ensure clear and separated accountabilities and the most effective management approach.

Policy Framework Alignment

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| Government / Affiliates | Provincial Acts Corporations / Non-Profit Corporation Act Affiliation Agreements |
| Members | By-Laws |
| Board | Governance Policies Board Policies |
| Management | Operating Policies Standards of Practice Procedures |



Conformity and Alignment

The Board of Directors of Guelph Soccer Club will govern in conformity and alignment with:

1. Corporations Act / Non-Profit Corporation Acts of Ontario, the latter when proclaimed and replacing the Corporations Act of Ontario.
2. Guelph Soccer Club By-Laws.
3. Guelph Soccer Club Governance Policies.
4. Other relevant statutory, regulatory or affiliation requirements as they apply in any way to the organization.

Governance Approach

The Board of Guelph Soccer Club will approach governance emphasizing outward vision rather than an internal focus, encouragement of diversity in viewpoints, strategic leadership more than administrative detail, clear distinction of Board and staff roles, collective rather than individual decisions, future rather than past or present, and proactively rather than reactively.

More specifically, the Board will:

- Operate in all ways mindful of Guelph Soccer's stated philosophy and mandate.
- Ensure the Board collectively and individually is committed to and practices excellence in governing Guelph Soccer. Expressed commitment will apply to matters such as attendance, policymaking principles, respect of roles, and speaking with one voice.
- Represent all the stakeholders of Guelph Soccer in governing the organization to achieve excellence in its services and programs.
- Work as a group to achieve the organization's Vision, Mission and Philosophy; strategic directions; quality coaching, and annual outcomes, ensuring the organization operates consistent with all statutory and regulatory requirements and Board Policies.
- Initiate policy changes and discussions and not merely be a reactor to staff initiatives. The Board, not the staff, will be responsible for Board governance and performance.
- Support an organizational culture of inclusion, fairness, transparency and respect for each person.
- Ensure transparency and stakeholder inclusiveness in Board of Directors governance processes, through effective communications and consultation.
- Lead, control and inspire the organization through the careful establishment of the broadest organizational values and perspectives (policies).
- Use the skills and insights of all Directors in reaching Board of Director decisions.
- Provide effective new Board of Director member orientations and on-going Board of Director development opportunities to enhance individual Director capacity, input and participation.
- Be accountable to Guelph Soccer's stakeholders and the general public for competent, conscientious and effective accomplishment of its obligations as a body. It will allow no office, individual or committee of the Board to usurp this role or hinder this commitment.



- Ensure that an effective and separated clarity of roles exists for the Board of Directors and for the Executive Director. The Board of Directors' responsibilities involve developing, reviewing and monitoring Board Policies, directions and priorities. The Executive Director responsibilities involve the execution of strategy direction and priorities and the managing of the day-to-day operations of the organization through the implementation of Board Policies, strategic directions and priorities, and reporting the results of Board Policies implementation to the Board of Directors as prescribed in each Board policy.



Annual Board Goals and Self-Evaluation

Board Goals

Each year, the Board will set annual goals for it to achieve in support of its governance responsibilities, including leadership and other roles. During the annual review of the Strategic Plan and the Board's self-evaluation, the Board will develop a set of goals for itself.

The Board goals will be approved at the same meeting they are developed or at the next Board meeting. The Chair, supported by the Board, will assign the research, development and recommendations formulation for each of the Board's goals to the Board as a whole, or a group of Board members and/or to the Executive Director.

The Board will identify desired consultation activities, timelines and related actions for developing recommendations in support of each Board goal.

The Board, each year, will review its goals and determine those that have been completed, those to be carried forward, those to be terminated and new ones to be added.

Board Self-Evaluation

The Board will annually administer and then discuss a self-evaluation of the Board's performance and activities:

- In December of each fiscal year, the Secretary will finalize a Board self-evaluation questionnaire/instrument and circulate it to Board members with a firm return date.
- Board members will complete the survey independently and submit it.
- The Secretary will report on the results of the survey, at the April Board meeting and present recommendations to the Board.

The Board will discuss the self-evaluation report and undertake the following:

- Approve any resultant recommendations to improve Board performance and amending Board Policies and processes as appropriate;
- Approve recommendations for amending the Board self-evaluation process for future years.

The Chair will develop an action plan to implement the amendments and actions approved by the Board from the Board self-evaluation process.



Board of Directors' Role

The role of Guelph Soccer's Board of Directors focuses on the following responsibilities:

Oversight Accountability

- To be responsible for the legal, financial, programs and services and other operational accountabilities and responsibilities of Guelph Soccer Club.
- To ensure the on-going sustainability, credibility and ability of the organization to realize its Mandate, Vision, Mission, Philosophy and importance of quality coaching resources and leadership.
- To ensure the organization operates within the requirements of all relevant statutory, regulatory and affiliation requirements.

Strategic and Operational Accountability

- To establish the strategic directions, priorities and outcomes of the organization and to regularly monitor their achievement/progress.
- To set annual organizational goals and outcomes (Annual Work Plan), ensuring their measurement and receiving regular reporting from the Executive Director on what is being achieved.
- To approve an annual budget, and to regularly monitor budgetary performance, variances, compliances and priorities.
- To initiate, approve and review Governance and Board Policies and monitor their achievement and outcomes.

Related to the Executive Director

- To recruit, evaluate, discipline and terminate the Executive Director.
- 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.

Representation and Advocacy

- To undertake directly and/or to facilitate strong working linkages with members and parents, partners, landlord/City of Guelph, communities and publics served.
- To advocate for effective and needed resources that meet the evolving needs of the Club and the participants served.
- Review of adjusted member agreements and policies, Canada Soccer and Ontario Soccer annually.
- To review Canada Soccer and Ontario Soccer amendments to the Member (Affiliation) Agreements and their annual reports.



Board Policy Development

Board Policies for Board of Director consideration will be based on the following practices.

Board policy development and review will be governed by the following principles:

- To ensure the integration of the Mandate, Vision, Mission and Philosophy of Guelph Soccer.
- To provide public statements through which the Board can be held accountable.
- To comply with legal requirements and established parameters around which staff can develop Operating Policies, Standards of Practice and Procedures.
- To afford the opportunity for consultation with stakeholder, partners and others as determined important and necessary by the Board of Directors.
- To strive to ensure Board Policies are written clearly, free of jargon or technical words and use inclusive language.

The request for a new Board Policy, where none exists, or the amending of an existing Board Policy, can arise from any source, e.g. Board members, members, parents, partners, staff, Club representatives, affiliates, government bodies, etc. The need to pursue a Board Policy initiative occurs at the sole discretion of the Board of Directors.

In determining the need for a new Board Policy, or an amendment to an existing Board policy, the Board of Directors will consider but are not limited by the following parameters:

- Is the policy required by a government act, regulation or contract / agreement?
- Is there a defined need related to governance, operational considerations, future perspectives, health and safety, risk management, etc.?
- Is the need at a level that warrants a Board Policy, in that it has organization-wide implications or consistency, risk/liability, equity/fairness, strategic direction or other considerations/impacts?

In developing a Board Policy or an amendment to an existing Board Policy, the Board of Directors will define the level of consultation and research to be undertaken in each case.



Board Policy Approval Process

The following material outlines the Board of Directors' Board Policy and decision-making process.

Board Policy discussions and motions will focus on and be primarily framed around the development and approval/non-approval of a new Board Policy; affirmation of an existing Board Policy; or amendments to/deletion of an existing Board Policy.

Board of Director policy decisions will normally be undertaken based on one of two possible outcomes:

A motion approving or not approving a recommendation on new Board Policy or to amend an existing Board Policy.

A referral motion to further review, develop, analyze or make additional recommendations in regard to a new or an existing Board Policy.

Where a decision is required as to whether an individual Board Policy's content is policy (Board) or operational (Management) in nature, the Board of Directors decides the status of the content and how to proceed.

The discussions on and research undertaken in support of developing a new Board Policy, or amending an existing Board Policy, can involve various activities, partners and stakeholder input, etc., as deemed appropriate by and as directed by the Board of Directors at its discretion.

For a referral motion on a Board Policy, the Board of Directors decides who the referred to party will be, and can identify the types of research, consultation and other activities to be undertaken in support of the process, as well as reporting timelines, etc.

The Board of Directors, at its discretion, can decide to approve a Board Policy outside of this process, e.g.: an emergency response; if timeliness issues prevail; or for any other reasons. The Board can then decide that a new Board Policy or an existing Board Policy amendment is required to be developed and considered by the Board at a future date in such cases.



Board of Director Planning Cycle and Evaluations

The Board of Directors will undertake the following evaluation processes.

1. An annual review of the Board's Strategic Plan involving appropriate updating, with a comprehensive review/renewal every three to five years.
2. An annual assessment of the previous year's Annual Plan, including the budget and specific organizational performances.
3. An annual performance appraisal of the Executive Director based on the identification of annual objectives/outcomes and other performance indicators as established by the Board of Directors prior to or at the start of the evaluation year as facilitated by the HR Committee.
4. An annual individual written/electronic performance self-assessment of the Board of Directors by each Board of Director member, augmented by broader input at the discretion of the Board of Directors.
5. A review of each Board Policy, at a minimum of once every three years, or sooner if events warrant.
6. A review of each individual Guelph Soccer programs and service to be carried out by the Executive Director a minimum of once every five years.



Board of Director Nominations Process

The Board of Directors will undertake structured programs to support succession planning and the nominating of new Board members, and the orientation of new Board members to fulfill their role on the Board of Directors of Guelph Soccer.

Board Member Succession Planning and Nominations Process

The Board of Directors will undertake the following steps to support its Board member succession planning and nominating processes.

Every year, the Board will, based on an agenda item at a regular Board Meeting, identify the skill sets required to support the Board's works over both the shorter and longer terms related to following points:

- Anticipated retirements from the Board as per term limits.
- Projects, changes or other initiatives that may require new/different or continuing skill sets on the Board.

Current Board members will, where feasible, provide a minimum of three months' notice to the Chair of the Nominations Committee of their intent to retire from the Board if leaving for reasons other than term limits.

An inventory of skill set requirements will be prepared by the Board's Governance Committee and provided to the Nominations Committee, to support both Board succession and nominating initiatives, along with meeting By-Law requirements and other criteria. The skills identified do not need to be the sole determinant of a Board of Director member's candidacy.

The Nominations Committee will source potential Board nominees by soliciting candidate names from current and past Board members, members, parents of participants, other agencies and partners, community leaders, websites, the Executive Director, and other sources, including public requests as appropriate based on the skills inventory, community cultural diversity, the By-laws, and other criteria.

The Nominations Committee will meet with/interview prospective candidates to discern their interests, commitment and availability; as well as share pertinent information and answer questions the perspective candidates may have.

In support of recruiting Board candidates, the Board of Directors will have a document prepared and updated annually that will identify the following:

- The meeting dates and number of Board meetings per year.
- Committee and related responsibilities, including one (1) year term limit on a Standing Committee.



- Special annual sessions, such as strategic planning, etc., and evaluation requirements.
- Other commitment requirements of a Board of Director member, along with other clearly stated expectations.

New Board Members Orientation Process and Eligibility Form Signing

The Board of Directors, supported by the Executive Director, will undertake a comprehensive orientation of new Board members to support them in fulfilling their roles and commitment as a Board member of Guelph Soccer based on the following activities.

Provide a comprehensive Board Orientation Package that includes key materials, including:

1. By-Laws;
2. Strategic Plan, including the Vision, Mission and Principles;
3. Audited Financial Statements from the previous fiscal year;
4. Current year budget and financials on a year-to-date basis;
5. Board Governance Policy;
6. Board Policies;
7. Key measures and statistics on organizational programs, services, performance and other elements;
8. Organizational chart;
9. Other appropriate materials as per the Chair and the Secretary.

Each Board member (new and/or returning) will be required to read and sign the following at the first meeting involving the new Board:

- Conflict of Interest Policy
- Confidentiality Policy and Non-Disclosure Agreement
- Code of Conduct

The Chair or designate, along with the Executive Director, will host a new member Board orientation session, at which existing Board members can attend, if they wish, that will undertake the following:

- Review the core commitments and responsibilities of the Board of Directors and individual members of the Board.
- Review of the documentation provided, including a review of organization structure, services and financials.
- Outline the practices of the Board in terms of such items as agenda preparation, Board meeting procedures, receipt of information/Board packages, etc.
- Profile strategic planning directions and priorities.
- Outline the Governance Model and Board Policies.
- Answer questions of clarification, etc.



- Identify committee memberships and operations.
- Undertake other tasks as appropriate.
- A new Board of Directors member will at this time, sign the Director Eligibility Form required by the Not-for-Profit Corporations Act, when that Act is proclaimed.



Board Requirements and Responsibilities

Please refer to the following sections of Guelph Soccer's By-Laws for additional information pertaining to the responsibilities of the Directors, Officers and Committees of Guelph Soccer:

- Director Eligibility - Article IV, Section 4.2
- Director Term Limits - Article IV, Section 4.10
- Election of Officers - Article V, Section 5.1 through 5.4
- Roles of Officers - Article V, Section 5.5
- Board Renumeration - Article VII, Section 7.13
- Board Meetings - Article IV, Sections 4.15 through 4.24
- Member Meetings - Article III
- All Committees - Article VI