

ALBERTA SOCCER ASSOCIATION
Governance Committee
(Standing Committee of the Board)
Terms of Reference

Purpose:

The Governance Committee (Committee) is standing committee of the board. It is responsible for overseeing and advising the Board with respect to Alberta Soccer Association's approach to good governance, governance framework, Board stewardship, including Board succession planning, and process to support and evaluate the effectiveness of the Board, Committees and Individual Board Members.

Core Values for Guiding the Committee:

The Governance Committee is guided by the Alberta Soccer Association's values of courage, respect, innovative, integrity, collaboration and inclusive. The committee recognizes that the culture we set at the committee level should be reflective of the culture and expectations of Alberta Soccer Association.

Key Duties:

The Committee will perform the following key duties:

- On an ongoing basis, provide expertise and knowledge to enhance the quality and timeliness of Board discussion on governance matters and facilitate effective Board decision-making in this area,
- On a regular basis, reviews the governance framework (including bylaws, role descriptions and written policies) for Alberta Soccer Association and advise the Board regarding: areas of concern; best practices; and recommended changes,
- Monitors good governance practices or trends to identify opportunities to evolve the Board's governance effectiveness,
- Annually reviews the composition of the Board as a whole and recommends, if necessary, changes to the Board Skills and Experience Matrix to ensure the desired Board composition includes an appropriate balance of knowledge, experience, skills, expertise and diversity,
- Annually or as vacancies arise, works with the Board Chair [President] and Nominations Committee Chair to identify any gaps that should be filled in new Board Member candidates and recommends to the Board the desired skills and experiences for potential new Board Members,
- Ensures a nomination process is in place for the Board of Directors of Alberta Soccer Association,

- Ensures programs are in place for new Board Member orientation and ongoing professional development,
- Advises on the strategic planning processes and board policy review processes,
- Assists and supports the annual review process for evaluating the effectiveness of the Board, the Board Chair, Committees and Individual Board Members,
- Ensures that a Code of Conduct is in place for the board as well as a process to address any issues. Reviews the Code of Conduct on a regular basis,
- Additional duties as may be delegated to the Committee by the Board from time to time.

Authority:

The Committee will exercise its authority in accordance with the Bylaws and such additional provisions as set out in this Terms of Reference, and will do so without interference from the Board.

The Committee is an active advisor to the Board on all governance matters. The Committee, with approval from the Board, may establish sub-committees or Task Forces to deal with specific issues in relation to the mandate of the Committee.

Composition:

The committee will be composed of the Director responsible for the organization’s governance (who will Chair the Committee) and 3-5 additional persons who are members of the ASA and are appointed by the Board.

The Chair will be appointed by the ASA Board of Directors.

The President of Alberta Soccer Association may serve as an ex-officio member of the Committee.

The Committee will be supported through the Executive Director or their designate.

Meetings:

The Committee will meet by tele-conference; video-conference or in person, as required. Meetings will be at the call of the Chair. Minimally the committee shall meet 3 – 4 times per year.

Resources or Support:

The Committee will receive the necessary resources from Alberta Soccer Association to fulfill its mandate. The Committee may, from time to time, receive administrative support from Alberta Soccer Association.

Responsible to:

The Committee reports to the Board of Directors through the President of the Board. Status reports at a meeting of the Board, or full reports at a meeting of the Members, shall be presented by the Chair.

Policy Oversight:

- Board/Governance Terms of Reference
- Executive Limitations
- Board Position Descriptions
- Board Determination Policy
- Board Evaluation
- Code of Conduct (Board of Directors)
- Conflict of Interest Policy

Evaluation:

The Board of Directors and Chair of the Committee will evaluate the performance of the Committee. Support may be provided through the Executive Director as needed. The performance of the committee will be assessed against the accomplishment of yearly objectives/deliverables, as well as fulfilling the key duties as outlined in these terms of reference

Review and Approval of Terms of Reference:

The Board will review these Terms of Reference on a regular basis, with input from the Committee as required.

Other:

The provisions of the Bylaws as they relate to the Governance Committee will also apply.