Governance Committee
(Standing Committee of the Board)
Terms of Reference

The responsibility of the Board of Directors of the Alberta Soccer Association involves active oversight by the board of the organization's governance.

Governance stewardship is based on:

- **Governance framework** as set by the Board:
  - Identifies roles and responsibilities
- **Systems & policies** the Board puts in place:
  - Terms of reference and procedures
- **Processes** the Board uses:
- **Organizational culture, mindset and skills** of the Board.
  - Includes principles of Good Governance, Qualities and Skills of the Board and Board members.

Governance is a combination of the overall processes and structures that are used in directing and managing the organization's operations and activities. It establishes the framework of rules, relationship systems, and processes within and by which authority is exercised and controlled.

Core Values for Guiding the Committee
The Governance Committee is guided by the Alberta Soccer Association's core values. The committee recognizes that the culture we set at the committee level is reflective of the culture and expectations of the Alberta Soccer Association.

Key Duties
The Committee will perform the following key duties on an ongoing basis:

- Ensure ASA complies with its bylaws and provincial legislation, i.e. Society Act, CRA
- Ensure ASA complies with governance policies from governing bodies (CSA, CONCACAF, FIFA)
- Develop and recommend appropriate policies and procedures to ensure sound governance policies and practices are in place and recommend revisions as required to assist the Board of Directors in fulfilling its oversight responsibilities

- Periodically review the adequacy and effectiveness of governance documents, including the strategic plan, by-laws, policies, procedures, and committee terms of reference, making recommendations for change, as appropriate, to the Board of Directors
- Annual review of the size, composition, diversity, and structure of the Board of Directors and its committees regarding competencies and skills of its members as related to the current needs of the Board, making recommendations to the full Board for appropriate adjustment
- Recommend one Committee member to be a member of the Nominations Committee and supervise the work of the Nominations Committee. This individual will not be a director
- Ensure proper orientation, support and continuing education for the Directors
- Produce and keep current documents needed for recruitment and education of current, new, and potential Board members, including code of conduct and conflict of interest
- Establish and maintain criteria to measure the performance of individual Directors and the Board of Directors as a whole
- Develop and oversee the annual performance review process for the full Board, the self-assessment by individual Directors and the performance assessment of the Executive Director
- Maintain a horizontal scan (global watch) for governance development, best practices, and other opportunities relating to non-profit Boards and other PSOs that could lead to growth and improvement of the activities of the Board and ASA
- Support the Chair (or President) and Executive Director in their government relations function related to governance issues
- Additional duties as may be delegated to the Committee by the Board of Directors from time to time.

Authority
The Committee will exercise its authority per 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 shall make recommendations to the Board on all governance matters. The Committee, with approval from the Board, may establish sub-committees.

Composition
The committee will be composed of at least three (3) Board Directors, at least one of whom shall have knowledge and experience of governance of non-profit boards. Members will include:

- Chairperson – a member of and appointed by the board of directors

- Members at Large – two (2) members of the board of directors
- Executive Director – ex-officio
- President, ASA – ex-officio
- Designated individuals – ASA members in good standing may be appointed to the committee.

Decision Making
Each member of the board committee shall be entitled to one vote. Designated individuals will also be permitted to vote, provided that the number of non-board members voting does not surpass the number of board members.

Meetings
The Committee will convene either virtually or in person, as deemed necessary. Meetings will be scheduled at the discretion of the Chair. The Committee is expected to meet a minimum of three to four times per year.

If the Executive Director requests that the Committee review or develop a policy, the Chair of the Board must consent to this assignment prior to the Committee commencing any work. The Committee will provide updates to the Board of Directors by submitting the minutes of its meetings. The Board will receive these minutes at its next scheduled meeting following the Committee's meeting. As a Standing Committee of the Board, there is no expiration on its term. The Committee Chair will maintain communication with the Executive Director.

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

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 annually, with input from the Committee as required.

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