



PTSO Level 1 Support Document for Fully Volunteer-Driven Organizations

Provided by Soccer NS Consultants



PTSO LEVEL 1 Org Chart – Volunteer Driven

Strategic Leadership

President

Vice-President

Governance &
Nominations

Risk
Management

Finance & Audit

Secretary

Executive
Committee

Technical
Operations

Communications

Marketing

Registrar

Age Group
Coordinators

Technical & Operational Leadership

LEGEND:

DIRECTORS &
STANDING
COMMITTEES

OPERATIONAL
COMMITTEES



Volunteer Driven Board – Organizational Roles & Responsibilities Defined

1. Why the distinction between strategic and technical/operational leadership?
2. What are the suggested roles, responsibilities, membership framework, and procedures of standing committees?
3. What is the difference between standing and operational committees?



1. Strategic and Technical & Operational Leadership – Why the distinction?

- Effective boards are able to separate themselves from operations and are, through policy implementation, capable of driving club operations forward in an optimal and purposeful manner.
- Boards that allow themselves to get stuck in the weeds of project management and operations leave themselves exposed to ineffective governance and operational practices – negatively impacting the club's ability to move towards achieving its strategic direction and creating conditions ripe for individual volunteer burnout.
- While it is common for the standing committee chairs of entirely volunteer-driven organizations to participate in operations. Good practice would suggest that clubs attempt to limit that occurrence as lines of communication can get strained, roles and responsibilities can lose purpose and accountability, and by-laws have the potential to become jeopardized.



2. What are the specific roles and responsibilities of standing committees?

Individual Directors

- ~~President~~
- ~~Vice President~~
- ~~Director of Finance~~
- ~~Secretary~~

Operational Committees

- Executive Committee
- Technical Committee
 - Age Group Coordinators
- Communications
- Marketing
- Registrar

Standing Committees

- Governance/Nominations
- Risk Management
- Audit & Finance Committees



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Purpose of Standing Committees

To assist the Board in carrying out its responsibilities. Board committees undertake tasks authorized by the board in accordance with their terms of reference.

Give Directors an opportunity to be involved in work in an area where they have personal interest and expertise. They also facilitate the effective utilization of individual director's talents and abilities.

Help Directors learn and grow towards leadership positions on the Board.



Authority of Standing Committees

Board Committees are not to be involved in the Club's day-to-day operations, rather they serve as instruments and resources for the Board - performing strategic planning, oversight, advisory and internal governance functions.

Except where so authorized, Board committees do not have the authority to make decision or act for the board.



Make-up and Operations of Standing Committees

Standing committees are permanent and operate on a regular basis according to their terms of reference.

Background information for committee meetings are to be forwarded to committee members in advance of the meetings.

Committee members are expected, prior to meetings, to review all background information sent to them.

Committees report to the Board by means of written reports, which should be forwarded, together with any committee meeting minutes, to the president in time for inclusion with Board meeting materials.



Governance Committee: Suggested Roles, Responsibilities, Membership Framework, and Procedures

- Role:

- Assists the Board in determining and implementing an effective model of governance and in developing suitable governance policies for the organization.

- Responsibilities:

- Reviews existing by-laws and policies as they relate to governance of the Club and proposes new changes.
- Develops and updates governance policies for approval by the Board.
- Ensures that Directors receive adequate training and education in Board governance.
- Develops and delivers, in conjunction with the nominations committee, an orientation in governance for new Directors.
- Assists the Board in evaluating its effectiveness and efficiencies.



Governance Committee: Suggested Roles, Responsibilities, Membership Framework, and Procedures

- **Membership:**

- Comprised of no fewer than three members, plus the President (ex officio) and the chair of the executive committee (non-voting).
- Committee members (including chair) are appointed by the Board following the club's AGM. The committee's term ends at the close of the next AGM.
- Committee members should possess an understanding of the committee's terms of reference and also should have a basic understanding of the requirements of effective board governance and related issues of organizational effectiveness.
- In the event of lack of volunteers, roles, responsibilities, terms of reference and membership can be combined with Nominations Committee.



Governance Committee: Suggested Roles, Responsibilities, Membership Framework, and Procedures

- Procedures:
 - In the Chair's absence or inability to act, one of the other committee members to serve as chair.
 - Committee may invite individual out of the Board to participate in committee meetings to expand it's expertise – the invited individuals do not have voting rights.
 - Quorum to be a majority of the voting members of the committee.
 - Decisions to be made by the majority vote with the Chair having the deciding vote in the event of a tie.
 - Minutes of meetings to be taken and made available at the next meeting of the Board.



Nominations Committee: Suggested Roles, Responsibilities, Membership Framework, and Procedures

- Role:
 - Assists the Board in carrying out its internal governance responsibilities by developing and implementing effective plans and processes for the recruitment, nominations and orientation of candidates for the board responsibilities.
- Responsibilities
 - Recommends to the Board strategies and processes for the recruitment, nomination and orientation of Directors.
 - Conducts an assessment of the knowledge, skills and competencies of current board to identify any gaps in the Board make-up.
 - Prepares for the Board an announcement requesting names for nomination to the Board and, upon board approval, circulates the announcement to The Membership.
 - Develops and implements, in conjunction with the governance committee, a process for the orientation of Board candidates.
 - Recommends to the Board a list of board nominees that reflects a suitable mix of knowledge, skills and competencies necessary to provide effective governance for the Club.
 - Reviews and recommends to the Board policies related to the involvement and attendance of Directors in the Club.



Nominations Committee: Suggested Roles, Responsibilities, Membership Framework, and Procedures

- **Membership:**

- Comprised of no fewer than three members plus the Chair of the Executive committee (non-voting).
- Committee members (including Chair) are appointed by the Board following the club's AGM. The committee's term ends at the close of the next AGM.
- Members should possess an understanding of the committee's terms of reference and should always ensure that its Board recruitment activities are driven by the Board's strategic priorities.
- In the event of lack of volunteers, roles, responsibilities, terms of reference and membership can be combined with Governance Committee.



Nominations Committee: Suggested Roles, Responsibilities, Membership Framework, and Procedures

- Procedures:
 - In the Chair's absence or inability to act, one of the other committee members to serve as chair.
 - Quorum to be a majority of the voting members of the committee.
 - Decisions to be made by the majority vote with the chair having the deciding vote in the event of a tie.
 - Minutes of meetings to be taken and made available at the next meeting of the Board.



Risk Management Committee: Suggested Roles, Responsibilities, Membership Framework, and Procedures

- Role:
 - Assists The Board in fulfilling its duty of care with respect to the safety and integrity of the operations of the Club.
 - Identified potential and significant hazards and risks to the Club and makes recommendations to the Board to eliminate, mitigate, or minimize such risks and hazards.
 - Makes recommendations to the Board in regard to actions to be taken and policies or procedures to be implemented regarding risk management for the Club.



Risk Management Committee: Suggested Roles, Responsibilities, Membership Framework, and Procedures

- Responsibilities:

1. Policy Development:

- Develops risk management policies to be presented to the Board for approval.
- Reviews the Club's risk management policies on an annual basis to ensure that policies are up to date.

2. Risk Management

- Identified and evaluated internal and external risk exposures and makes recommendations to The Board regarding risk audit activities.
- Reviews the process for risk identification and monitoring of risk.
- May be called upon by the President to examine the risks associated with any activity of the Club.
- May be called upon by the President to review situations where the Club's risk management policies failed to prevent or mitigate an occurrence, and, in such situations, to make recommendations to the Board.



Risk Management Committee: Suggested Roles, Responsibilities, Membership Framework, and Procedures

- **Membership:**

- Comprised of no fewer than three members, plus the President (ex officio) and the Chair of the Executive committee (non-voting).
- Committee members (including chair) are appointed by the Board following the club's AGM. The committee's term ends at the close of the next AGM.
- Committee members should possess and understanding of the committee's terms of reference and collectively should have expertise in law, financial management, or particular risk area such as harassment or insurance.



Risk Management Committee: Suggested Roles, Responsibilities, Membership Framework, and Procedures

- Procedures:
 - In the Chair's absence or inability to act, one of the other committee members to serve as Chair.
 - Committee may invite individual out of the Board to participate in committee meetings to expand its expertise – the invited individuals do not have voting rights.
 - Quorum to be a majority of the voting members of the committee.
 - Decisions to be made by the majority vote with the Chair having the deciding vote in the event of a tie.
 - Minutes of meetings to be taken and made available at the next meeting of the Board.



Finance & Audit Committee: Suggested Roles, Responsibilities, Membership Framework, and Procedures

- Role:
 - Assists the Board in carrying out its financial oversight responsibilities by performing monitoring, reviewing and advisory functions.



Finance & Audit Committee: Suggested Roles, Responsibilities, Membership Framework, and Procedures

- Responsibilities:

- Meets with the auditor at the time of the annual audit, and reviews the following matters:
 - Any areas identified in the previous year's audit as needing special attention, and whether steps have been taken to deal with these areas
 - Any changes in accounting practices from previous years
 - Any changes recommended for the scope of the audit in future years
- Forwards draft audited financial statements to the Board for approval and submission to the AGM.
- Reviews and makes recommendations to the Board on the annual budget, on the basis of the strategic priorities and financial needs of the Club.
- Reviews and makes recommendations to the Board on internal processes and procedures for financial reporting and other internal financial controls.
- Monitors, reviews and reports to the Board on investments made by the Club.



Finance & Audit Committee: Suggested Roles, Responsibilities, Membership Framework, and Procedures

- Membership:

- Comprised of no fewer than three members, plus the President (ex officio) and the chair of the Executive committee (non-voting).
- Committee members (including chair) are appointed by the Board following the club's AGM. The committee's term ends at the close of the next AGM.
- Committee members should possess an understanding of the committee's terms of reference and also should have a basic level of financial literacy. At least one committee member should have accounting or related financial management expertise i.e. employment experience in finance and accounting, professional certification in accounting, or other comparable financial background or experience.



Finance & Audit Committee: Suggested Roles, Responsibilities, Membership Framework, and Procedures

- Procedures:
 - In the Chair's absence or inability to act, one of the other committee members to serve as Chair.
 - Committee may invite individual out of the Board to participate in committee meetings to expand it's expertise – the invited individuals do not have voting rights.
 - Quorum to be a majority of the voting members of the committee.
 - Decisions to be made by the majority vote with the Chair having the deciding vote in the event of a tie.
 - Minutes of meetings to be taken and made available at the next meeting of the Board.



3. What is the difference between standing and operational committees?

- Standing Committees of the Board are:
 - permanent and have a governing function: they assist the Board in carrying out its responsibilities, including development of Club strategy, oversight, planning, risk management, policy development, Director recruitment and Board self-evaluation.
 - are advisory to the Board. Except where so authorized, they do not have the authority to make decisions or act for the Board.
- Operational Committees exist to:
 - to assist the Board in operationalizing The Club's strategic direction. Operational committees undertake tasks authorized by Board of Directors through the Operational Executive Committee, in accordance with their terms of reference.



Final Thoughts:

- In the event of confusion and disorder, it's important to revisit the guiding principles.
- The unique contexts of individual Clubs and their application for specific Canada Soccer Club Licenses in large part guide the methodology and plan by which specific licenses can be obtained.
- It is critical Clubs, as best as they can, separate Operations from Strategy – even when at times Board/Committee Members have to operate within both domains.
- Contact your SNS Consultant for professional support pertaining to effective club governance and operations.

