



# ONTARIO FOOTBALL ALLIANCE POLICY ON ORGANIZATIONAL STRUCTURE

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## 1.0 OBJECTIVE

To provide terms of reference for the Ontario Football Alliance (the “OFA”) governance and management structures.

### PRINCIPLES:

- 1.1. The Board's function as a policy and governance body is a guiding principle of the OFA.
- 1.2. Governing and managing levels of the OFA are assigned specific roles and responsibilities and are accountable to the members.
- 1.3. When adequate human resources are in place to meet the goals of the OFA, the clear divide between the responsibilities for governing and managing the OFA reduces duplication of effort. It improves the capacity for practical and flexible decision-making.
- 1.4. Clarity of roles, responsibilities, and relationships reduces miscommunication, misunderstanding, and other conflict types and ensures clear accountability lines.
- 1.5. The OFA, in meeting its objectives, will establish a process when Board members are asked to execute tasks at the executive level to maximize skills and resources.
- 1.6. Board members may execute executive duties and provide direction to staff but only on specific projects and only by a consensus between the Executive Director and President to ensure transparency, communication, and clear accountability lines.

1.7. Performance of the organization is monitored, reported, and updated by the Executive Director to the Board of Directors in the spirit of transparency.

1.8. Decision-making authority is given under these Terms of Reference to those who have expertise but are obliged to operate within Board approved limits of a mandate, policy, and budget and consult with those affected by their decisions.

# GOVERNANCE LEVEL

## 2.0 BOARD OF DIRECTORS: ROLES AND RESPONSIBILITIES

The goal of the Board of Directors is to function as a policy board. The roles and responsibilities of the Board include those described below and as set out in the OFA's By laws. Any other role or responsibility consistent with these roles is included. The Board carries out its duties in a consultative fashion. The Board will:

1. Establish the mission, vision, and values of the OFA.
2. Develop and monitor the progress of the strategic plan.
3. Provide leadership to the OFA and enforce its values and ethics.
4. Educate itself about the membership's priorities and values through participation in activities throughout the OFA and purposeful communication and consultation.
5. Monitor emergent issues and determine the nature (policy, management) of appropriate response.
6. Ensure the organization structure remains relevant to the OFA's programs and context.
7. Ensure succession plans are in place, including programs to develop volunteers and staff.
8. Annually evaluate the Board's functioning and performance.
9. Approve and monitor the strategy for the OFAs' participation in regional/national competitions.
10. Provide recognition of members through the annual awards process.
11. Promote the OFA's programs to its members, public, sponsors, and the media.

12. Determine OFA's representation with external and provincial organizations and links with other communities.
13. Ensure the long-term financial stability of the OFA.
14. Receive and approve the annual operating budget.
15. Receive the annual report of auditors.
16. Develop, approve, annually review, and monitor the implementation of organizational policies.
17. Review and recommend changes in the By-laws and Articles of Incorporation, identify matters requiring approval at the AGM, and approve the AGM's agenda.
18. Ensure OFA meets all legal requirements as established by law and the OFA's By-laws.
19. Interpret any provisions of the By-laws that are contradictory, ambiguous or unclear in accordance with the By-laws.
20. Act as the appeal body for the OFA except concerning its own actions.

# PRESIDENT

## 3.0 ROLES AND RESPONSIBILITIES

The President has three primary roles:

1. Provide leadership within the Board by ensuring it is organized properly, functions effectively, and meets its obligations and responsibilities.
2. Communicate with the Board and the membership about the direction, priorities, and achievements of the OFA.
3. Preside at all meetings of the Board and Members and be an ex-officio member of all committees.

### A. MANAGING THE BOARD

1. Chairs board meetings and ensures discussion of only those issues that belong to the Board.
2. Ensures Board's deliberations are fair, open, and thorough but also efficient, timely, and orderly.
3. Ensures the Board is alert to its obligations to the OFA, Members, and stakeholders and according to law.
4. Leads to establish the agenda for board meetings working with the Executive Director and Board.
5. Ensures coordination of agenda, information packages, and related events to be delivered by the Executive Director.
6. Ensures that the directors of the Board and Members are informed in a timely and regular fashion of all critical matters.
7. In collaboration with the Executive Director, ensures directors of the Board or board committees are provided with data that meets their needs.

### B. PROVINCIAL AND EXTERNAL REPRESENTATION

1. Represents the OFA with external, provincial and national agencies and delegates duties when appropriate.

### **C. WORKING WITH MANAGEMENT LEVEL**

1. Directly oversees the Executive Director's work and leads the Executive Director's annual performance review in coordination with the Governance committee.
2. Provides advice, direction, and oversight for the Executive Director regarding implementing policies and strategic initiatives, defining issues, and building relationships with the Executive Director.
3. Works with the Executive Director to ensure program and organizational strategies, plans, and association performance are appropriately represented to the Board.
4. The President's role on behalf of the Board is to communicate to the Executive Director any concerns of the Board, Members, and other stakeholders of which he/she becomes aware.
5. Seeks consensus with the Executive Director to identify issues at the executive and staff level, which require communication and presentation to the Board.
6. In co-operation and partnership with the Executive Director, represent the OFA with the provincial government and provincial and national sport organizations to promote specific association objectives.
7. The President may attend an ex-officio capacity in any meeting of any committee, subcommittee, or task force of the OFA.

### **D. MEMBER, PUBLIC AND STAKEHOLDER RELATIONS**

1. Chairs the Annual General Meeting.
2. In consultation with the Executive Director, act as the Board's primary liaison with OFA's members and non-member stakeholders concerning their OFA participation.
3. In conjunction with the Executive Director, ensures that the OFA is appropriately represented at official functions and meetings of Members, provincial/national associations, and other stakeholder groups.
4. Works with the Executive Director to develop a schedule to attend whenever practicable, tournaments, championships, and Member meetings to seek the viewpoints of individual players, coaches, officials, and league organizers and communicate the priorities achievements of the OFA.

# COMMITTEES

## 4.0 COMMITTEES OF THE BOARD

1. There are both standing and ad hoc committees of the Board.
2. There are four standing committees established:
  - a. The Finance, Audit and Legal Committee;
  - b. The Governance Committee;
  - c. The Business Development Committee, and
  - d. The Regional Football Committee
3. The Nominations Committee is not a standing committee but must be appointed by the Board at least four (4) months before the AGM as set out below and in the By-Laws.
4. The Board may establish ad hoc committees to support the Board in its work.
5. All committees report to the Board.
6. Committees do not speak or act for the Board unless given the authority to do so; and then only for specific and time-limited purposes.
7. Committees do not have authority to direct the Executive Director or staff unless given specific authority and direction by the Board to meet the Board's or committee's goals and objectives.
8. The Board defines and develops policy. Committees may propose changes or additions to policy.
9. The Executive Director is the decision maker and responsible for the day-to-day operations of the OFA. Committees may provide advice to the Executive Director on the day-to-day operations of the OFA
10. The Executive Director will evaluate advice on the day-to-day operations of the OFA provided by a committee
  - a. Around budgetary recommendations. The nature of the file may require the Executive Director to seek guidance or approval from the Finance Committee;
  - b. Around governance recommendations. The nature of the file may require the Executive Director to seek guidance or approval from the Governance Committee.
11. The Executive Director shall ensure decisions made by committees adhere to standing policy and align with the OFA Strategic Plan.

12. The President, in consultation with the Executive Director and staff, shall assist the Board in executing its responsibilities and objectives including finance, strategy, governance, legal, ethics and nominations.

## **4.1 FINANCE, AUDIT AND LEGAL COMMITTEE**

### **4.1.1 Mandate**

The Finance, Audit, and Legal Committee is a standing committee of the Board. It is responsible for advising the Board in fulfilling its oversight responsibilities related to corporate auditing and reporting, financial and investment policies, financial risk management, and corporate legal obligations.

### **4.1.2 Key Duties**

- a.) Determine the adequacy of the OFA internal financial controls and procedures for financial reporting to the Board, members, and funding agencies;
- b.) Review financial statements regularly to monitor adherence to Generally Accepted Accounting Principles (GAAP);
- c.) Develop and oversee the implementation of policies to safeguard the OFA assets and revenue streams;
- d.) Review and approve the scope of the annual audit and audit fees to be paid, and recommend annually to the Board the appointment of the auditor;
- e.) Ensure that the Board promptly and satisfactorily addresses any problems, issues, or concerns raised by the auditor;
- f.) Review insurance coverage against significant risks and uncertainties;
- g.) Review any litigation process being initiated or settled;
- h.) As required, receive reports and advise the Board on any material government investigation, litigation, contractual dispute, or legal matter;
- i.) On an ongoing basis, provide expertise to enhance the quality of Board discussion on financial and legal matters and facilitate effective Board decision-making in these areas.



### 4.1.3 Composition

- a.) The Board names a Director as Chair.
- b.) The President as an ex-officio member.
- c.) The Chair seeks qualified individuals among members in good standing of the OFA with an accounting designation or relevant experience in the financial industry and financial acumen as the Board in its business judgment interprets such qualification.

## 4.2 GOVERNANCE COMMITTEE

### 4.2.1 Mandate

The Governance Committee is a standing committee of the Board. It is responsible for advising the Board on ethical standards and codes of conduct and advising the Board in fulfilling its oversight responsibilities related to human resources. The committee is also responsible for ensuring that the Board of the OFA comprises qualified and skilled persons capable of, and committed to, providing effective leadership to the OFA. Organizational policies would be reviewed or created by the committee for review by the Board of Directors before implementation.

### 4.2.2 Key Duties

#### Human Resources:

- a.) Determine the adequacy of policies in the areas of ethics, conflict of interest, and conduct of business;
- b.) Advise the Board on the structure and processes for the hiring, supervision, and evaluation of the Executive Director;
- c.) Lead the performance review of the Executive Director and report the results to the Board.
- d.) Encourage open and positive dialogue between the Board and Executive Director;
- e.) Advise the Board on human resource policies that support the hiring, development, and retention of qualified staff;
- f.) Act as the appeal level in matters relating to management grievances with the Executive Director;
- g.) On an ongoing basis, provide expertise to enhance the quality of Board discussion on human resource matters and facilitate effective Board decision-making in this area.

#### Governance:

- a.) Review and update policy and recommend amendments to By laws as required on an annual basis, in conjunction with the Executive Council.
- b.) Where possible, carry out these duties in a manner that encourages a long-term view of the OFA leadership needs and succession planning.

#### **4.2.3 Composition**

- a.) The President is the Chair of the Human Resources and Governance Committee.
- b.) Two other Directors at Large.
- c.) The Chair may seek one or two additional members with relevant expertise from among members in good standing of Football Canada.

### **4.3 BUSINESS DEVELOPMENT COMMITTEE**

#### **4.3.1 Mandate**

The Business Development Committee is a standing committee of the Board. It is responsible for advising the Board on the strategic direction of marketing, sponsorship, corporate relations, and visibility.

#### **4.3.2 Key Duties**

- a.) To develop strategy and policy regarding fundraising for the organization.
- b.) To assist staff, members, and all stakeholders when required and approved by the Board to activate strategies and projects associated with the BDC's mandate.

#### **4.3.3 Composition**

- a.) The BDC shall comprise at least three members of the Board, with a maximum of six members of the Board including the President.
- b.) That the Chair of the BDC may seek two or three additional members with relevant expertise from among members in good standing of the OFA.

### **4.4 REGIONAL FOOTBALL COMMITTEE**

The Regional Football Committee (RFC) comprises one representative from each of the six provincial regionals as well each area's regional football director.

#### **4.4.1 Mandate**

The RFC is advisory. It advises different contacts and groups within the OFA organizational structure. The RFC's primary role is to support effective decision-making by ensuring effective and ongoing communication between and among the Leagues, Associations, and the OFA.

The RFC generally focuses on operational issues of associations, and how those operations interrelate with the functions of the OFA.

#### **4.4.2 Key Duties**

- a.) The RFC meets to engage in a shared dialogue about the details of operations at the local and regional levels.
- b.) The RFC meets to discuss and employ best practices between associations.
- c.) The RFC provides a channel to advance the Members' issues and requests forward to the President, other Committees, and Executive Director.
- d.) In a similar role to Working Committees, the RFC may advise the Executive Director of Football Canada of areas affecting operations.

- e.) In a similar role to Working Committees, the RFC may propose or request policy development to the President for consideration by the Board and its' Standing Committees.

#### **4.4.3 Composition**

- a.) Regional football representative will be appointed by regional associate members.
- b.) Regional football representative will be appointed by regional associate members. Regional football directors will be selected by the OFA Executive Director in conjunction with the regional members.
- c.) The Council members will select a Chairperson at least a week before the first semi-annual general meeting of the calendar year to assume duties before the AGM.
- d.) The Chairperson should be available for dialogue at times other than meetings to represent the general perspective of associations in discussions with the OFA Executive Director or President.

#### **4.4.4 Meetings and Procedures**

The RFC will generally meet ten days before an OFA general meeting, at least three times per year, and may meet more frequently as required to deal with emerging or urgent situations. Unscheduled committee meetings will be at the Chair's discretion or any three members' request. Meetings will usually be held by VOIP conference call. These committees may stage meetings in person where the circumstances warrant this or make it financially feasible. RFC participation requirements to meet quorum is six (8) representatives.

#### **4.4.5 Reporting**

The RFC will maintain notes of its meetings, which will be distributed to all Council members. The RFC may determine if these minutes are confidential or available to all Ontario Football Alliance members.

The Chair of the Council shall provide a report to the President for inclusion in a General Meeting package no later than seven (7) days before the meeting.

### **4.5 NOMINATING COMMITTEE**

#### **4.5.1 Composition**

The Board will appoint a Nominating Committee at least four (4) months

before the Annual Meeting who will be responsible to solicit nominations for the election of the Directors. The Nominating Committee will be composed of three – five (3 – 5) representatives, each from a different Category A/D Member.

#### **4.5.2 Mandate and Key Duties**

a) Call for Nominations:

- a. At least ninety (90) days prior to the Annual Meeting, the Nominating Committee will issue a ‘Call for Nominations’ using any means of communication (including electronic).
- b. The ‘Call of Nominations’ will state the method which the nominations are to be made, any requirements and state the deadline for submission which will be no later than sixty (60) days prior to the Annual Meeting.
- c. The Nominating Committee will review and submit their nominee(s) report no later than thirty (30) days prior to the Annual Meeting.

b) Nominating Committee Report

- a. The Nominating Committee will ensure that there is a full slate of qualified candidate for all positions to be elected by the Members.
- b. The Chair of the Nominating Committee will report to the Board of Directors at least thirty-one (31) days prior to the Annual Meeting the following:
  - i. The names of all the candidates proposed by the Nominating Committee with a brief biography of each nominee Director.
  - ii. The Report will be distributed by fax, mail or e-mail to the voting Members at least thirty (30) days prior to the Annual Meeting.

## **4.5 Executive Council**

### **4.5.3 Composition**

The Executive Council of the Corporation will consist of the following:

- a) President – who will chair the Council
- b) Each Member League shall submit one (1) person to represent them on the OFA Executive Council within 14 days of the respective Member league’s Annual General Meeting. The representative must be an executive member of the respective league he/she represents.
- c) The Executive Director will serve an advisory role on the Executive Council.

### **4.5.4 Mandate and Key Duties**

- a. The Executive Council will be responsible for presenting rule changes, constitutional or bylaw changes and/or additions.
- b. The Executive Council will represent their respective league(s) and bring forth rule changes, constitutional or bylaw changes and/or additions, and furthermore any directives as deemed by said league.
- c. The Board may appoint such duties and responsibilities as deemed necessary

### **4.5.5 Meetings and Procedures**

The Executive Council will meet monthly. Meetings of the Executive Council can be called by the President or two (2) members of the Executive Council.

### **4.5.6 Reporting**

The Executive Council will maintain notes of its meetings, distributed to all Council members. The Council may determine if these minutes are confidential or available to all OFA members.

### **4.5.7 Terms**

A Council member may serve a maximum of six (6) consecutive years, unless a special request is made to, and approved by the Board of Director to extend the number of years.

## **5 SUB-COMMITTEES OF THE EXECUTIVE COUNCIL**

### **5.1.1 Sub-Committee Mandate**

The OFA sub-committees are responsible for overseeing specific areas designated by the executive council., which will task the sub-committees to do work in particular areas. The sub-committees report back to the Membership Councils as well as provide all recommendations for approval. The sub-committees may include but not be limited to:

- Competitions & Events
- Long Term Participation Development
- Female Development
- Contact Rules
- Non-Contact Rules
- High Performance
- Safety

### **5.1.2 Chairperson**

The Chairperson of the sub-committee may be selected within the individual sub-committee unless pre-appointed by the Board. The Chairperson is responsible for providing a report back to the Executive Council and staff resource.

### **5.1.3 Reporting**

The sub-committee Chairperson must submit the reports a minimum of seven days before the Executive Council call. Please see 'Reporting' at the end of this policy document for reporting details.

### **5.1.4 Responsibilities**

The sub-committees are responsible for reviewing policy and programming and provide recommendations back to the Executive Councils. The sub-committee may forward files to the Finance Committee on projects requiring budget outlines, consultation, or development. The sub-committee may forward files to the Governance Committee on projects requiring governance outlines, consultation, or development.

Areas of focus may include:

- a.) Review rules
- b.) Review policies
- c.) Monitor existing programs
- d.) Identify gaps in programming
- e.) Propose new programming

### **5.1.5 Composition and Voting**

#### **1.0.5.1 Composition**

Sub-committees will vary in size. It is recommended that the subcommittee's composition is a minimum of five to a maximum of 12 plus the Chair. The committees will be comprised of Board members, members, and experts.

Members include:

- A staff representative from the OFA
- Members and experts.
- One or two OFA Board representatives.
- One committee chair.

#### **1.0.5.2 Voting**

- a.) Each delegate receives one vote
- b.) The board representative receives one vote
- c.) OFA staff and committee chair do not hold a vote.

Note: In the event of a tie, the committee chair may cast the tie-breaking vote.

#### **1.0.5.3 Committee Chair**

- a.) The committee members will select Chairperson
- b.) The Chairperson will hold the position for a two-year term

Note: If the committee chair cannot or does not perform the Chair's necessary duties, they will be asked to step down by the Board.

### **5.1.6 Frequency of Meetings and Manner of Call**

- a.) Sub-committee calls will take place once every three months or as required.
- b.) Calls will take place via Zoom video conference call or equivalent.

### **5.1.7 Quorum**



For a quorum to be established majority of voting members must be present.

#### **5.1.8 Board Proxy**

If a Board member cannot make a sub-committee meeting, the OFA President can sit on the committee as a proxy. Unless the President is listed as a committee or sub-committee member, the President may not serve as a proxy for a non-attending Board member. Following bylaw and policy, the President may attend any committee or sub-committee meeting in an ex-officio capacity.

There are no proxies for other members on committees or sub-committees.

#### **5.1.9 Reporting**

The Chair of the committee/sub-committee provides a summary of relevant items to the Executive Councils chair and the attending Board members and Executive Director promptly.

There may be an item where the committee/sub-committee seeks or requires direction from the Finance, Governance, or Business Development Committee. The Chair of committee/sub-committee shall provide a summary of relevant items to the Chairs of the Finance, Governance, or Business Development Committee in addition to the Executive Director promptly before key meetings.

## **8.0 TASK FORCE**

The Board may strike a Task Force as a temporary group created to review a particular issue or topic. A Task Force is a select committee, usually of experts, formed expressly to study a specific case of importance to the organization or sport. The Task Force work would typically have an endpoint once the problem has been reviewed and solutions have been proposed to address the concerns and improve it. The Task Force reports to the Board, which then submits the report to the Members at the first available General Meeting.

## **9.0 EXECUTIVE-COMMITTEE COMMUNICATION**

The OFA office is central to communication with the various member stakeholders as interest items develop within committees and sub-committees. Through communication from the Chairperson of the committee to their staff resource, the OFA office will provide:

- a.) Staff Resource for Committees and Task Forces.
- b.) Engagement with Committee and Task Force Chairpersons on the scheduling of meetings and distribution of agendas and minutes.
- c.) Ensure approved documents are shared with the membership.
- d.) Provide monthly reports to Working Committees, Council and Board of Directors;
  - 1.) Reports to include project updates from various committees and task forces.
  - 2.) Provide reminders on upcoming deadlines and action items.
  - 3.) Updates on upcoming Committee projects and OFA events and competitions.

# 10.0 STRUCTURE OF COMMITTEES

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## Ontario Football Committee Structure

