



Halifax City Soccer Club Board of Directors Terms of Reference

Board of Directors

I. Mandate

The Board of Directors is responsible for the overall governance of the club and acts in accordance with the bylaws of Halifax City Soccer Club. The Board of Directors is accountable to the members and is responsible for steering and overseeing the activities and affairs of the society. Key responsibilities include but are not limited to:

- Providing strategic guidance
- Setting operational expectations through policies and engagement with staff
- Exercising operational oversight
- Representing the interests of all members
- Managing paid staff, including approving work plans and reviewing performance
- Approving club budgets and annual operational priorities
- Acting as ambassadors for the club and being committed to its success

The Board has a duty of care (prudent use of all assets, including facilities and equipment, people, and good will); a duty of loyalty (ensuring activities are advancing City's mission, disclosing any conflict of interest; making decisions in the best interest of the Club over any individual); and a duty of obedience (strictly following laws and regulations, and club bylaws and policies).

II. Membership

Members of the Board (the directors) are elected by the members at an annual meeting of the club, in accordance with club bylaws.

Directors should be selected on the basis of their commitment to the success of the club and ability to contribute to the key responsibilities as described above.

III. Frequency of Meetings

The Board will ordinarily meet monthly, following the requirements of the Club bylaws.

IV. Board Committees

The Board has two standing support committees: Finance, and Nominating. These provide assistance to the board on specific matters and operate with the confidence and oversight of the full board.

Finance Committee

I. Mandate

The Finance Committee provides direction and oversight to financial matters of the club, including budgeting, auditing, forecasting, and reporting of results.

Responsible for:

- Review of Club financial policies and processes
- Review and selection of auditor, bank, and financial advisor (if any)
- Review of investment policy and performance (if any)
- Assist the GM with the development of the annual budget of the Club
 - With input from the GM, bookkeeper and technical staff, and referencing the Club's strategic plan and goals, corroborate targets for player headcount, staffing levels and facilities requirements.
 - Review the budget and provide recommendation to the Board
- Review actual financial results compared to the budget at least three times per year (mid-season winter, end of season winter/ pre-season summer, and mid-season summer. Explore the variances of actual vs. budget. A revised year-end estimated (YEE) budget to be prepared/reviewed at each of these intervals.
- Referencing the winter season and summer season budgets, review proposed program rates and provide recommendation to the Board.

II. Membership

Club Treasurer, General Manager, one additional director, one member at large.

III. Frequency of Meetings

The Committee will meet as necessary in August/September during the preparation of annual budget for upcoming fiscal year. Throughout the year, the Committee will meet at least three times: mid-season winter, end of season winter and mid-season summer.

Nominating Committee

I. Mandate

In accordance with the Club bylaws, a nominating committee will identify and make recommendations to the members for the election of directors. The Nominating Committee will:

- Review the terms of individual board members and their skillsets and interests with the view to ensuring that the club has a representative board that meets the bylaw requirements.

- In discussion with individual directors and the membership, identify and recommend directors (including proposed renewal of existing directors), reporting to the Board in advance of the AGM.
- At the direction of the Board, nominate those candidates for election as directors at the AGM.
- Should any other nominees for director be proposed by members in accordance with the bylaws, ensure those names are brought forth at the AGM.

II. Membership

Two directors as identified by the President.

III. Frequency of Meetings

The Committee will be convened not less than two months before the AGM, and will meet on an as-needed basis in order to complete its mandate.