

**Football Canada  
Governance Proposal  
(Submitted by the Restructure and Renewal Committee for  
approval at the 2007 Annual General Meeting)  
Executive Summary**

**INTRODUCTION**

The Restructure and Renewal Committee has completed its work and is submitting this proposal for approval at the 2007 Football Canada AGM.

The Committee has taken the full year to develop this proposal in order to be thoughtful about the change it is proposing. It has sought feedback from Football Canada members and other stakeholders as the proposal was developed. On both occasions the Committee took the feedback seriously and discussed all of the points made at length. To be sure, change in an organization is often met with concern that there are still possibly things that haven't been thought about. The Committee believes that change is a dynamic process and the proposal is a living, breathing document that provides a solid blueprint and is ready to implement.

As Football Canada gains experience with a new structure, it will surely find better ways of doing different things. It is not possible to plan for every scenario and the Committee has taken the approach of planning for the most likely circumstances rather than the worst case. It believes the proposal offers the capacity to build leadership and that the initial up-front investment and inevitable start-up challenges are worth the benefits to be gained.

**BACKGROUND****(FOR ADDITIONAL DETAIL: BACKGROUNDER #1)**

The need to rethink the governance of Football Canada was first documented in the Organizational Review (November 2005) and reinforced during the Canadian Football Forum (May 2006). Football Canada's Board of Directors established a Restructure & Renewal Committee on May 30, 2006 with a mandate to develop a detailed governance model for Football Canada consistent with the goals of unifying the football community, enabling the development of a common vision and increasing the resources available to the development of football. The Committee was directed to work in a consultative fashion.

The Restructure and Renewal Committee identified four critical reasons for Football Canada to undertake the process of changing its governance structure:

1. The need for a truly national organization that through its provincial members embraces football groups across the country.
2. The search for a single regulatory body that safeguards the sport and its players.
3. The demand for robust program development and delivery systems.
4. The urgency to expand the human and financial resource capacity available for the development of football.

**GENERAL PRINCIPLES AND BENEFITS OF THE NEW GOVERNANCE MODEL  
(FOR ADDITIONAL DETAIL: BACKGROUNDER #2)**

The key distinguishing feature of the proposed governance model is the clear separation between policy/leadership and management decision-making levels.

Policy/leadership has a long-term focus. In contrast, management is focused on day-to-day activity. Sound decision-making is needed in both areas, as is a clear delineation of roles, responsibilities and relationships.

The volunteer Board of Directors is accountable for governing the association through strategic leadership, budget approval, establishment of organizational policies and management oversight.

The General Manager is accountable for ensuring the effective management of the association. The General Manager and Football Canada staff, in collaboration with program committees, plan and implement programs, projects and specific initiatives that will achieve the goals established in the board-approved strategic plan.

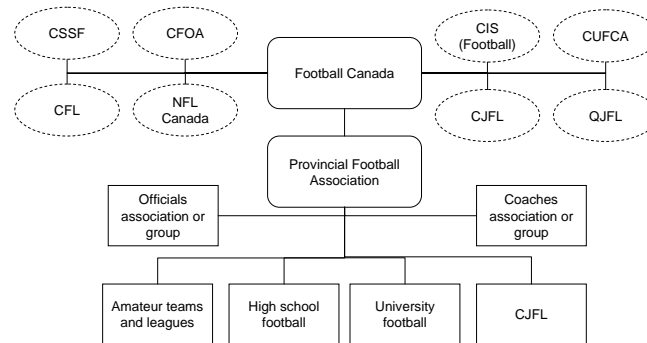
Important benefits can be realized through adopting this approach to governance:

- Clear definition of roles, responsibilities and accountability that reduces duplication of effort and improves the capacity for expedient and flexible decision-making.
- More energetic and timely decisions because there is less back-and-forth process and decisions can be made when opportunities or crises arise.
- Enhanced leadership capacity in the association as a result of opportunity to gain experience in different roles, rotation and limits of terms, and reduced workloads for volunteer positions.
- It invites and encourages more participation from the full football community by providing opportunities for membership on Working Committees, on ad hoc advisory committees and through collaborative projects.
- There is a template for growth and improved synergies through the parallel structure of the Working Committees.
- There is a basis for the rejuvenation of Football Canada as a result of the reinforced program development structure; the board's strategic orientation and a platform for developing advantageous partnerships.

**THE PROPOSED MODEL: MEMBERSHIP STRUCTURE AND THE AGM  
(FOR ADDITIONAL DETAIL: BACKGROUNDER #3)**

The underlying premise of the proposed governing model is that the membership structure of every provincial association should include all football organizations that deliver football programs – high schools, university, junior leagues, tackle, flag and touch programs, officials and coaches. With this model, the membership of Football Canada, through its provincial members, would encompass the entire football community. It also means that the full members of Football Canada, as defined in the by-laws, are the provincial associations. Other national organizations and professional leagues including the CFL, NFL Canada, CIS, CUFLA, Canadian School Sports Federation (CSSF), any new national football coaches association, CFOA, CJFL, QJFL, etc. would be defined in the by-laws as associate members. Both full members and

associate members would be invited to the AGM. Having the larger football community come together for the annual meeting will become increasingly important with the anticipated evolution of the annual meeting to a national conference.



The formal Annual General Meeting is the fundamental decision-making level in Football Canada because members elect the President and ratify the nomination of the Directors-at-Large who make up the Board of Directors that governs the association on members’ behalf. At the AGM, the members also approve the Auditors Report, appoint the Auditor for the coming year, approve by-law amendments and learn about the health of the organization through the various reports that are presented.

Whereas the AGM presently combines meetings of the Board of Directors and the AGM and because the Board functions as the final approval of all management-level recommendations, there is little time for anything beyond meetings. Under the proposed governance model, the AGM will be distinct from the Board meeting and take considerably less time. This creates the opportunity to create a new and different type of annual gathering of members. Football Canada can develop a schedule that includes speakers, workshops and special events. The 2007 AGM will showcase some of these possibilities.

**THE PROPOSED MODEL: BOARD OF DIRECTORS  
(FOR ADDITIONAL DETAIL: BACKGROUNDER #4)**

The Board of Directors has ten members: President and 9 Directors at Large.

The President is elected at the Annual General Meeting. The nine Directors at Large are nominated by B.C., Alberta, Saskatchewan, Manitoba, Ontario, Quebec, New Brunswick, Nova Scotia and P.E.I.

A Nominations Committee will seek candidates for President as well as receive the nominations from the provincial member associations. The Nominations Committee will also help provincial member associations identify the factors to consider in selecting an appropriate Director at Large.

The President will serve a three-year term. Directors at Large serve three-year terms in rotating sequence. Terms begin and end in the same year for: Directors from Alberta, Manitoba and New Brunswick; Directors from B.C., Ontario and Nova Scotia; and Directors from P.E.I., Quebec and Saskatchewan. The President and Directors at Large can serve a maximum of two consecutive three-year terms. Any member in good

standing of a provincial member association may be nominated for President or Director at Large.

The Board of Directors has responsibilities that encompass strategic leadership, budget approval, establishment of organizational policies and management oversight. The Board appoints three committees of the board (Finance, Audit and Legal, Human Resources and Nominations) that help the board do its work in these areas.

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 Football Canada.
3. Together with the General Manager, act as official spokespersons for Football Canada.

**THE PROPOSED MODEL: THE RELATIONSHIP OF THE BOARD AND GENERAL MANAGER  
(FOR ADDITIONAL DETAIL: BACKGROUNDER #5)**

The governance model sets up a clear line of accountability between the Board and the General Manager. The Board delegates the authority for day-to-day administration and management of staff to the General Manager who uses this authority to initiate activity to accomplish agreed-to plans and priorities within the board-approved budget and organization policies.

Effective governance of Football Canada and the successful management of organization will depend upon a strong, positive working relationship between the Board and the General Manager, and the General Manager and the President.

The Board of Directors is ultimately accountable for the management of the organization and therefore needs to establish specific mechanisms through which it will hold the General Manager accountable for carrying out the day-to-day administration and management of staff and committees consistent with board-approved direction.

**THE PROPOSED MODEL: THE STAFF SUPPORT STRUCTURE**

The Restructure & Renewal Committee recognizes that the role of General Manager is pivotal in any possible staff structure model. The General Manager will play a key role in the reorientation of the governance and business models of the association. The staff structure to support the development of the disciplines and the repositioning of the organization in the football community will evolve over time. The Restructure and Renewal Committee will continue its work on developing staff structure models and role descriptions that support the association's transition for the consideration of the new Board of Directors.

**THE PROPOSED MODEL: MANAGEMENT LEVEL – WORKING COMMITTEES  
(FOR ADDITIONAL DETAIL: BACKGROUNDER #6)**

As part of the management structure, there are three Working Committees: Tackle, Flag and Touch.

### **Working Committee Mandate**

The general mandate of each Working Committee includes:

- Development and delivery of competitive, development and recreational programs
- Design and organization of national competitions
- Recruitment and development of coaches
- Recruitment and development of officials
- Implementation of the Long Term Athlete Development Model (future)

The parallel structure of the Working Committees provides a template for comparable development in all three disciplines as well as facilitates synergy and transfer of knowledge among the disciplines. Although the committee structure is parallel, the resources accorded to each discipline are not necessarily parallel – budget and staff resources are allocated on the basis of the level of development of the discipline and strategic priorities of Football Canada.

Working Committees have the authority to make decisions within their mandate as long as their actions are within the approved budget and are consistent with strategic priorities and organizational policies.

### **Working Committee Composition**

Working Committees will comprise one representative from each provincial member association that organizes or is planning to develop programs in the discipline. Members are appointed or reappointed annually based on their experience and expertise in the discipline. An individual can be reappointed for a maximum of five successive years. The Chair is elected annually from within the committee and can be re-elected for as long as he/she is a member of the committee.

### **Sub-Committees**

The Working Committees have the authority to create sub-committees to help them in their work and determine their terms of reference and method of appointing members. The structure and membership of sub-committees reflects the stage of development of the discipline.

The Touch Working Committee will not have any sub-committees. The Flag Working Committee will have sub-committees whose members will largely come from the members of the Working Committee. Sub-committees include: Coaching Development and Competitions.

The Tackle Working Committee will have several sub-committees, reflective of the advanced development of this discipline. In general, these sub-committees will comprise appointed experts and a working committee member.

Tackle Working Committee sub-committees include: Coaching Development, Safety Committee (with sub-committees in Equipment and Athletic Trainers Development), Officials Technical Committee, Rules, and Competitions (with Canada Cup Steering Group as sub-committee).

The end result of this restructuring is to align all of the committees within Tackle under the authority of the Tackle Working Committee, thereby ensuring that the provincial members provide direction for all program areas.

### **PRESIDENTS COUNCIL AND EXECUTIVE DIRECTORS FORUM**

The Presidents Council will assemble the presidents of Football Canada's provincial member associations and the presidents of current and potential associate members such as CJFL, CFOA, CIS (Football President), CCAA (Football President), CFSS, etc. The role of the Council which will meet annually at the time of the AGM is to raise issues of concern in the football community that the Council wants Football Canada to address. Issues could range from the declining number of officials to public misperception of safety of football to need for modified program model materials, etc. The Chair of the Presidents Council will be chosen annually for the coming year. The role of chair will be to work with President and General Manager of Football Canada, and the members of the Presidents' Council to develop an agenda for the annual Council assembly, as well as to chair the meeting. The issues arising from the Council meeting will be directed to either the Board of Directors if it is a policy issue or to the General Manager if it is an operational issue. The first meeting of the Presidents Council will take place at the 2007 Annual General Meeting.

The Executive Directors Forum comprises the executive directors of the provincial member associations, the General Manager and the executive directors of any associate members who wish to participate. They will meet annually at the time of the National Championships in early July. The role of the Forum is to identify and resolve operational issues that will improve the administration and delivery of programs and other member services. The first meeting of the Forum will take place in July 2007.

### **ACCOUNTABILITY**

The Restructure & Renewal Committee understands how essential it is to ensure that there is accountability throughout the governance structure. An important priority in the first year will be the establishment of the specific mechanisms of accountability that will be used throughout the organization. The Committee identified the following aspects of accountability.

The Board of Directors is accountable to the members for sound leadership, the exercise of sound judgment, upholding of ethical standards and oversight of management. The Board will employ different tools to exercise this accountability, e.g., board governance policy, conflict of interest policy, board self-evaluation, etc. Members exercise the ultimate means of holding the board accountable in that they determine which individuals will govern the organization on their behalf.

The General Manager is accountable to the Board of Directors for managing the organization. There are a variety of means that the Board can use to ensure accountability. Five possible examples:

1. Establishment of annual performance goals. These are the specific results which the General Manager is responsible to accomplish in a fiscal or program year. Most of these goals will be related to the organization's strategic plan, others may relate to important values in the organization. Performance goals

are set annually, recorded and evaluated as part of the performance review process.

2. Regular reports to the Board and/or in conjunction with board meetings. Reports document progress on annual goals, budget performance and identify issues that require board and/or staff attention.
3. Ongoing supervision by the President as the delegated authority of the board. (This is described under the roles and responsibilities of the President.)
4. An annual performance review based on a review of performance goals, competencies required for the positions, consistency with organization policy and fulfillment of responsibilities outlined in a job description.
5. Preparation of a policy on management limitations that specifically identifies actions of the General Manager that would be unacceptable to the Board of Directors.

Staff are accountable to the General Manager to fulfill the responsibilities of their roles, accomplish agreed upon goals within an assigned budget and consistently with the organization's policies. The primary means of holding staff accountable will be through performance management monitoring.

Committees are accountable to the General Manager to carry out their mandate and achieve annual goals, respect their budget and observe organization policies. Committee members are also accountable to the provincial associations that appointed them.

### **INTERACTION WITH FOOTBALL COMMUNITY**

The governance model offers several avenues in which Football Canada can participate with its stakeholders and take advantage of their different experiences and perspectives.

- Repositioning the annual meeting as a national conference enables Football Canada to engage the broad football community in opportunities to discuss issues affecting football and its future; provide education for coaches, officials and administrators; profile players and the sport with the media or public and celebrate the football.
- The Board of Directors can establish an honorary council, foundation or patrons to create profile or gain access to new avenues of financial resources or political influence.
- The General Manager can set up advisory groups to assist with management issues that require specialized expertise, e.g., marketing, promotion, technology, etc.

### **TRANSITION**

#### **(FOR ADDITIONAL DETAIL: BACKGROUND #7)**

The Restructure & Renewal Committee recognizes that it will take more than simply approving the proposal to change how the association works. Changing the by-laws and identifying the new board members at the AGM is only the beginning. Effective implementation requires a clear transition plan that will support the Board of

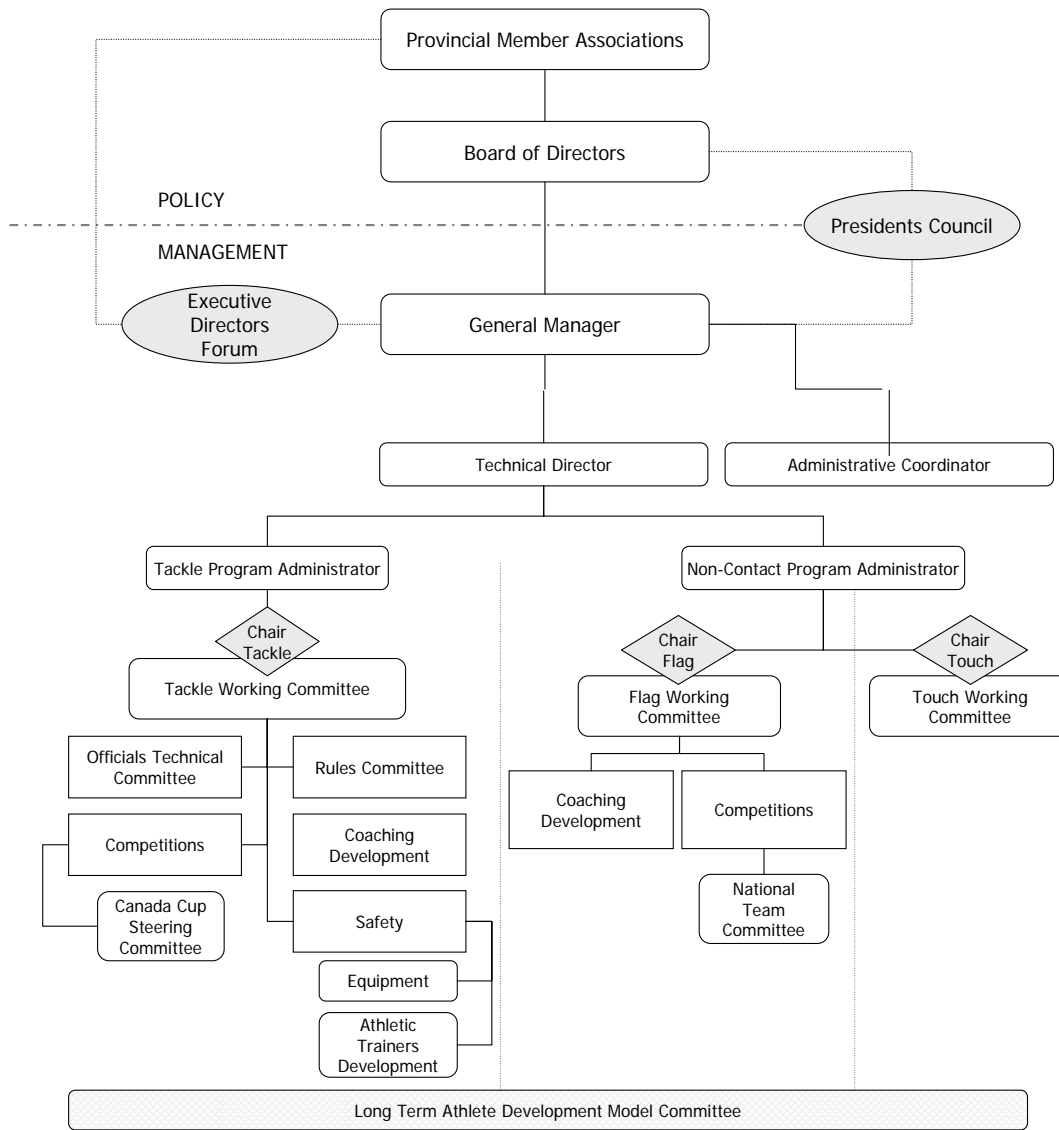
Directors, staff and committees to operate within the new model and a communication plan that will keep members and stakeholders informed as changes occur.

The transition plan includes several essential elements:

- A Year 1 plan for the Board of Directors that identifies the essential decisions and policies that form the basis for future board activity.
- Ongoing board development and education beginning with an orientation session in early July.
- Education and ongoing support for the General Manager.
- Ongoing staff development and education.
- Orientation of program committees and committee chairs.

In the first year, the board, staff and committees will have the challenge of installing the equivalent of a new operating system and learning how it functions as well as carrying on the day-to-day business of the organization.

**ORGANIZATIONAL STRUCTURE**



## TODAY AND TOMORROW: A COMPARISON OF CURRENT AND PROPOSED GOVERNANCE MODELS

Current Governance Model	Proposed Governance Model
The President is elected by the members at the Annual General Meeting.	The President is elected by the members at the Annual General Meeting.
It is possible to simultaneously hold the positions of President of Football Canada and president of a provincial association.	It is possible to simultaneously hold the positions of President of Football Canada and president of a provincial association.
There is a seven person Executive Committee with five elected Vice-Presidents and two appointed Associate Vice-Presidents.	There is no Executive Committee.
The Board is made up of the President of the nine provincial member associations and seven Vice-Presidents, for a total of 17 members.	The Board is made up of the President and a Director at Large from each provincial member association, for a total of 10 members.
Provincial presidents are automatically members of the Football Canada Board of Directors.	Each provincial association can nominate a Director at Large. The provincial association may choose some one other than its president as its Director at Large. The nominations are presented by the Nominations Committee and ratified at the Annual General Meeting.
The term of a provincial president as a director of the Board of Directors ends coincidentally with the end of term as provincial president.	A Director at Large is appointed for a term of three years and continues to serve on the Football Canada board until the end of the three year term.
If a provincial president is unable to attend the Board of Directors meeting, another person may attend as a replacement and exercise all of the rights of a member of the board.	If a Director at Large is unable to attend the Board of Directors meeting, the board will meet anyway, providing that there is a quorum of five members. A Director at Large may not be replaced.
All Committees report to the Board	There are two types of committees: <u>Committees of the Board</u> are appointed by the Board to help it do its work and report to the Board. <u>Working Committees</u> are part of the management structure and do not report to the Board; they report to the General Manager through their Chair and staff liaison.
Working Committees are chaired by a Vice-President elected by the members.	Working Committees are chaired by an individual elected by, and from, among the committee's members.
The senior staff person is an Executive Director who is delegated the authority to implement the decisions of the board which deal with both policy and	The senior staff person is a General Manager who is delegated the authority to manage the organization within the constraints of the by-laws and board-

<b>Current Governance Model</b>	<b>Proposed Governance Model</b>
management activities. The Executive Director can only take action approved by the Board or, between meetings, by the President.	approved policy, strategic plan, budget and annual performance results. The General Manager is accountable to follow the direction of the Board. The President provides supervision but does not provide direction to the General Manager independent of the Board.
The Strategic Plan is developed and approved by the Board of Directors.	The Strategic Plan will be led by the Board of Directors, be inclusive of members and other stakeholders and be approved by the Board of Directors.
The budget is approved by the Board of Directors.	The budget is approved by the Board of Directors.
The Board of Directors approves all Working Committee decisions before they are implemented.	Working Committees will make and implement decisions unless such decisions are outside organization policy, strategic priorities or the approved budget for its work.

**TIME LINE**

May 7	Circulation of final proposal, by-law amendments, agenda and program for 2007 Annual General Meeting
	Deadline for submission of nominations for Directors at Large and President
June 1-3	2007 AGM (Ottawa)
July 27-28	Board of Directors Orientation and First Meeting (Toronto)