

**Welcome to Vancouver Youth Soccer.** 12 Directors are elected by the membership present at the VYSA AGM. Board positions are determined by means of nominations at a meeting convened immediately after the AGM and is attended only by those who have been elected by the VYSA membership.

All Directors are required to take on a job for the District. Chair, VC Boys', VC Girls', Secretary, Treasurer, and Risk Management/Conflict Resolution positions must be held by elected Directors while some other positions may be held by appointees or paid personnel. Directors are usually elected for a 2-year term and in some cases to fill in a one-year term, and are expected to attend the scheduled Board meetings held generally on the 3<sup>rd</sup> Monday of most months. Directors do not represent their Club but do represent all registered male and female players in the District. While Directors may participate in discussions involving their Club they may not vote on any issue that directly affects their Club.

Directors and Appointees must submit monthly reports and inform the District Chair & Secretary if they will/will not be in attendance, in advance of the scheduled monthly meeting. Each person should arrive at least 5 minutes prior to the scheduled meeting hour.

**Who speaks for the District?** Unless otherwise instructed the VYSA Chair is the main spokesperson for the District.

### **Meeting Information Based on Robert's Rules of Order**

The meeting may be started once a majority of directors have arrived. If a director is late that person's report will be postponed until s/he arrives. In the meantime the Chair will carry on with the rest of the agenda.

A quorum must be present to do business. For VYSA generally this is 7 directors. If there isn't a quorum to begin with or if the number of directors falls below 7 during the meeting then no motions can be adopted and any business transacted is null and void and the meeting must be adjourned immediately. The only action that can be taken is to set the date of the next meeting. The absence of a quorum cannot be waived even by unanimous consent.

As soon as there is a quorum present only motions that have been made and seconded are to be considered. If the motion doesn't get seconded the Chair moves on to the next order of business. There will be no discussion on a motioned item until it has been seconded; once seconded the Chair will call for discussion.

Once one person "has the floor" (has put their hand up and been recognized by the Chair) no other person may interrupt or call out remarks without being considered "out of order." In other words: one question and one speaker at a time.

In addition, private conversation between members while another has the floor is out of order and disruptive members should be reminded of this rule.

Motions are decided by the majority of the directors present. The minority must respect and abide by the decision. A member may have his/her vote to abstain recorded.

Once a motion has been voted on it is not in order to bring up the same or similar motion. (In other words do not take up the board's time by re-hashing the same conversation and/or commentary.)

A *tie vote* is a lost vote because a majority was not obtained. While the Chair normally only votes to break a tie s/he is not compelled to break a tie. The Chair should appear impartial.

The Chair must put an immediate stop to and rule "out of order" any personal remarks.

## **The Board of Directors – A Fiduciary Relationship**

Effective board members should be knowledgeable about the operations of the organization, become regularly involved in board activities and ultimately develop a trusting relationship with the organization. As a member of a board of directors, one has the power and obligation to act for the organization and is, therefore, held in a position of trust. This type of association based on trust is called a FIDUCIARY relationship. A **fiduciary** is one that stands in a special relation of trust, confidence, or responsibility in certain obligations to others.

### **Care, Diligence and Skill**

Board members and appointees must password-protect any computer being used for VYSA “business.”

VYSA directors and appointees must insert the following sentence at the bottom of any email sent on behalf of the VYSA:

*“This email (and its attachments, if applicable, may contain confidential and/or legally privileged information. It is intended solely for the exclusive use of the addressees. If you are not the intended addressee, please advise the sender immediately. Distribution, copying, use or disclosure of its contents to any other person is prohibited without prior consent.”*

Regardless of the structure of an organization or its mandate, all directors face the fiduciary duty to perform with care, diligence and skill. Boards of Directors are expected to operate in good faith and with the best interests of an organization in mind.

The actions of a board member (i.e. the standard of care expected) will be judged according to what a reasonably prudent person would do in comparable circumstances. This does not mean that all directors will be judged the same. Rather, this depends on the individual director. For example, if the treasurer of a voluntary community-based organization (VCBO) is an accountant, he or she has a duty to practice the same standard of care required when working as a paid professional. If a member has significant business experience this higher standard of care is also applied to that member.

### **Higher Standard of Conduct**

The most effective way for a board member to ensure the proper standard of care is provided is to attend board meetings regularly, make reasonable inquiries into the day-to-day management of the organization, participate in making decisions, and ensure the selection of qualified and responsible management and staff.

In order to do this, directors must be prepared for meetings rather than relying on the opinions of others. If anything is not clear, clarification and explanation should be sought.

### **Be Prepared and Stay Informed**

While making decisions, a director should try to foresee any consequences of a course of action in order to avoid taking unreasonable risks. This means directors must fully understand any issues and seek outside expert advice if necessary. For example, if deciding on the purchase of new equipment, a director needs to know the financial situation of the organization, as well as future plans, in order to make an informed vote.

If, for some reason, a director misses a meeting, he or she should review the minutes and ensure any objections to decisions are recorded at the next board meeting.

Essentially, a board of directors is responsible to not only the organization itself, but to other board members, employees, volunteers, clients and members of the organization.

Furthermore; during any and all meetings of the organization, as well as, any and all dealings of the board of directors, directors and appointees shall:

- Treat fellow board members, members of the organization and stakeholders with respect and dignity honoring their uniqueness and value,
- Deal with others in an honest, open fashion,
- Respect the views of others and allow others the opportunity to speak without interruption,
- Represent the interests of the Vancouver soccer community rather than individual constituencies.
- Will protect VYSA 's information closely and will not release or share confidential information without the permission, preferably in writing, of the person or board.
- Will maintain confidentiality of all information which the board deems ought to be kept.
- Will publicly support the decisions of the board of directors, even in such cases where (you) may have had alternative views or opinions.
- Will be mindful of resources which are entrusted on behalf of Vancouver, and will help establish policies which ensure the maximization of security and protection.