

US Youth Soccer
POLICY ON COMMITTEES
[December 5, 2020]

Section 101 – PURPOSE

Article XIV, Section 1 and 2 of the United States Youth Soccer Association, Inc., Bylaws provide that its Board of Directors shall prescribe the responsibilities of each Committee. The purpose of this policy is to prescribe the responsibilities of committees and procedures related to committee responsibilities.

Section 102 – DEFINITIONS

- (a) The definitions of Article III of the USYS Bylaws apply to this policy. Those definitions include the following:
- (1) **“Article”** preceding a Roman numeral means a reference to a specific provision of the US Youth Soccer Bylaws.
 - (2) **“Board of Directors”** means the Board of Directors of USYSA established under Article XIII.
 - (3) **“National Council”** means the National Council of USYS as provided under Article XI.
 - (4) **“USYS”** means the United States Youth Soccer Association, Inc.
- (b) In this policy:
- (1) **“Chair”** means the Chair of USYS as provided by Article XI.
 - (2) **“Chief Executive Officer”** means the USYS CEO as provided by Article XVIII.
 - (3) **“Standing Committee”** means a permanent committee that meets regularly.
 - (4) **“Committee”** includes, as provided under Robert’s Rules of Order, any committee, except a standing committee, regardless of the name given the committee, such as select committee, special committee, or task force.

Section 103 – COMMITTEE CONSTRUCT

USYS shall have two types of Committees.

- (a) Standing Committee. Standing Committees are used by the USYS Board on a continual basis. They can be set forth in the association’s bylaws or in its board operations and policy manual, or they may be established by custom.
- (b) Committee. Committees are formed to address a specific need or area within the organization. A Committee may exist for any amount of time depending on the extent of the work assigned to it.

Section 104 – COMMITTEE APPOINTMENTS

- (a) The establishment, appointment of members and term of office of Standing Committees is as provided by Article XIV and Robert's Rules of Order.
- (b) Subject to the review and approval of the Board of Directors, the Chair, or the CEO in consultation with the Chair, may establish Committees, appoint the Committee Chair and members, and prescribe the responsibilities of each.
- (c) As soon as practicable after an election or an appointment has been made to a Committee, the Chair or the CEO is responsible for notifying the elected or appointed individual of that individual’s appointment, and the names of the other members of the Committee.

- (d) When an individual, previously elected or appointed to a Committee, has not been reelected or reappointed to that Sub-Committee, the Chair or CEO is responsible for thanking that individual for services rendered.
- (e) Each year and within the first quarter after the USYS Annual General Meeting (AGM), USYS will post to its website the roster of all approved USYS Committees.
- (f) The term for all USYS Committee Members is up to two years.

Section 105 – COMMITTEE LIAISONS

When the Chair, or the CEO in consultation with the Chair, makes an appointment of the Chair of a Standing Committee or a Committee, they shall designate a member of the Board of Directors as a Board Liaison and a Staff Member of USYS as a Staff Liaison.

Section 106 – GENERAL RESPONSIBILITIES

- (a) Each Committee shall:
 - (1) Conduct its proceedings as provided by the applicable provisions of Robert’s Rules of Order (as provided by Article XX);
 - (2) Make regular reports to the Board of Directors and an annual report that will be included in the Book of Reports provided to the National Council;
 - (3) Committees will make a final reports to the Board of Directors if and when the Committee has completed its responsibilities;
 - (4) Keep its Committee Liaisons informed of its plans and activities;
 - (5) Comply with the financial policies and budget of USYS; and

PART II – STANDING COMMITTEES

Section 201. AUDIT COMMITTEE

The Audit Committee will be composed of at least 3 members who shall be appointed annually by the CEO, in consultation with the Chair, with the approval of the Board of Directors. This Committee has the following responsibilities:

- (a) Monitor the accounting results, internal control processes, and the policies and procedures of USYS and the audits of its financial statements.
- (b) Appoint, evaluate, and terminate the independent auditor. The Committee shall be directly responsible for the compensation and oversight of the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The independent auditor shall report directly to the Committee.
- (c) Pre-approve all auditing services and permitted non-audit services (including the fees and terms thereof) to be performed for USYS by its independent auditor. The Committee may delegate to a subcommittee of one or more members the authority to grant preapprovals of audit and permitted non-audit services, provided that decisions of such subcommittee to grant preapprovals shall be presented to the full Committee at its next scheduled meeting.
- (d) Review and, if appropriate, approve waivers of USYS Code of Conduct with respect to officers, directors, and staff.
- (e) Review with the Board of Directors and Staff Management:
 - 1. the policies and procedures designed to promote USYS compliance with laws and regulations, USYS compliance with laws and regulations and any other legal or regulatory matters that may have a material impact on USYS financial statements;

2. USYS Code of Conduct, the policies and procedures designed to promote and monitor compliance with the code of conduct, and the results of such monitoring;
3. any significant financial reporting issues and judgments made in connection with the preparation of USYS financial statements, including any significant changes in USYS selection or application of accounting principles, any major issues as to the adequacy of USYS internal controls and any special steps adopted in light of material control deficiencies;
4. on an annual basis, management's internal control report and, to the extent required, the independent auditor's attestation report with respect to USYS internal controls; and
5. matters related to the conduct of the annual audit or the review of financial results required to be communicated to the Committee by the independent auditor under applicable law, auditing standards or other professional accounting standards.

Section 202 – GOVERNANCE AND NOMINATING COMMITTEE

The Governance and Nominating Committee shall be composed of five (5) members. The Chair shall be appointed by the Board Chair, and approved by the Board and each of the 4 regional councils shall each appoint one member of the Committee. The chair and members of the Committee shall each serve for two years as provided by Article X(C). The purpose of the Governance and Nominating Committee is to assist the Board in:

- (a) Identifying individuals qualified to become Board members, consistent with criteria provided in Articles VIII (3), IX (2), and XIII (4) (A).
- (b) Developing and recommending to the Board modifications to USYS's governance policies and guidelines.
- (c) Evaluating the overall effectiveness of the Board and its committees.

Section 203 – INVESTMENT COMMITTEE

The primary purpose of the Investment Committee (IC) is to advise the USYS Board of Directors in establishing and reviewing investment policy, strategy, and performance of the investments of USYS. The committee shall be composed of at least five (5) members appointed by the USYS Board of Directors. The IC shall meet at least twice annually to review investment performance. Additional meetings may occur as the Committee or its Chair deems advisable. To fulfill its responsibilities and duties the Investment Committee shall:

- (a) Comply with all requirements of USYS Policy on Committees;
- (b) Review the investment policy and strategy to ensure consistency with the goals and objectives of USYS;
- (c) Determine that investment constraints are consistently followed and that procedures are in place to ensure that the investment portfolios are managed in compliance with the investment policy and applicable investment constraints;
- (d) Advise the Board of Directors on manager selection;
- (e) Review the performance of the investment portfolios;
- (f) Make periodic reports to the Board of Directors; and
- (g) Annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

Section 204. LEGAL ADVISORY COMMITTEE

The Legal Advisory Committee (LAC) shall consist of Attorneys and experts representing diverse aspects of the legal system, appointed by the Board. The LAC shall serve in an advisory role and shall report directly to the Board of Directors. The Chairperson of the LAC shall appoint other members of the committee subject to approval by the Board. The LAC shall meet at least once per year to review legal matters. Additional meetings may occur as the Committee Chairperson deems advisable or as requested by the Board of Directors. The LAC shall have the following responsibilities:

- (a) May draft a governing charter regarding its organization, structure, conduct, membership and activities. Any such governing charter shall be presented to and approved by the Board of Directors.
- (b) Review contracts and legal documents prior to execution;
- (c) Advise the Board of Directors on matters put to the Legal Advisory Committee;
- (d) Advise the Board of Directors on any such other matters as may appropriate.

PART III - COMMITTEES

Section 301 - GENERAL OVERVIEW

As provided by Article XIV, the Chair, or the CEO in consultation with the Chair, may create a Committee to serve a need of the organization. Because Committees may have a defined start and end date, their inclusion in this policy document is not required. Their existence, their work and their sunset shall be under the direct supervision of the CEO as an operational function once approved for creation by the USYS Board of Directors.

To reduce the need to change this Policy Document with every modification to a Committee, USYS will annually post a "Guide to USYS Committees" document to its website within the first quarter after the USYS Annual General Meeting (AGM). Any approved changes to this list by the USYS Board throughout the fiscal year shall be posted within seven (7) days of the change.