

Nominations, Elections and Governance - Conference #6 - Consensus

During this Conference, there were no questions regarding the interpretation of the legislation dealing with the Board of Directors (Board). It was also clearly understood that it is the Board that is fully responsible for the management of the Association.

There were some minor, but important suggested changes to the wording of the by-laws in Part VIII, which will be reproduced in their amended form below.

Part VIII - BOARD OF DIRECTORS

1. *A Board shall be established to manage, or supervise the management of, the activities and affairs of the Association including its property and business, shall report periodically to the other members of the National Council, and shall be accountable to the membership.*

Composition

3. *Members of the Board shall be elected, or appointed in accordance with the Act, from Active Members in good standing and Life Members, at the Annual General Meeting. They shall be directors, serve a term of ~~two (2) years~~ **expiring not later than the close of the second annual general meeting of members following election**, and may be re-elected.*
4. ~~In the event~~ **For any period of time** *the Association is deemed to be, ~~or becomes,~~ a soliciting corporation, at least two of the directors shall not be officers or employees of the Association.*

The description of the duties of the Board contained in VIII.2, (missing from above, but included in Appendix B of the briefing paper) were discussed in Conference #1, and were not repeated.

You will note that I unilaterally re-worded by-law VIII.3. I deleted “of two (2) years”, and substituted the words in green font. I did this for 2 reasons. The first is to allow for a director to be appointed for a 1-year term if required to establish, or re-establish, a more uniform staggering of director elections. The second reason is to avoid confusion of directors’ terms in the event that subsequent AGMs don’t align with calendar dates; e.g., the 2nd AGM after election might be 2 years and 1 month after the initial election.

I also re-worded by-law VIII.4 without changing the substance to more accurately reflect that the Association likely will be a soliciting corporation at the date of continuation.

I also re-worded by-law VIII.5 to avoid an interpretation allowing the Past-President to be appointed as Past President by virtue of ss. 128(8), and thereby appoint indirectly the Past-President as an *ex-officio* director: to be Past-President on the Board, the Past-President must be elected to the Board. However, the new wording does not preclude his/her eligibility for appointment as a director, the same as any other Member.

It was agreed, that any vacancy created in the Board from an elected director not being able to complete their term, should be filled by appointment by a quorum of directors rather than by election by members at a Special Meeting. Thus the default position of ss. 132(1) of the Act could be relied on, and therefore no by-law was necessary.

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The Conference agreed that the officers of the Association would be appointed by the directors, rather than be elected by the membership. But specific conditions would apply, all of which is allowed by section 142 of the Act.

The conditions would be that the membership would elect the authorized number of directors. The Board would then appoint (by majority vote amongst themselves) from the directors elected, the President and Vice President of the Association. The President would serve as Chair of the Board, and the Vice President would serve as alternate Chair. These officers could also be delegated additional duties and powers by the Board.

With respect to the other two officer functions, they could be appointed by the Board from within the directors elected, or from outside the directors elected. The justification here is to allow the Board the flexibility to appoint members with the requisite skills to these positions. If the officers are appointed from outside the directors elected, they would be officers only, and may attend Board meetings as of right by virtue of a specific by-law authorizing it, but could not vote at Board meetings (see by-law VIII.10): the Act is specific with respect to Board voting, and it is not subject to variance by by-law.

It may also be noted that the latter two officer functions, Secretary and Treasurer, may be combined so as to be held by the same person, including by who is currently referred to as the Executive Director (to be changed to Executive Officer). So the combinations could be: Secretary/Executive Officer + Treasurer or Secretary/Treasurer + Executive Officer – these are merely examples. These matters will be better explored during an in-depth review of governance models, but should ultimately be a Board decision.

So, the relevant by-laws reflecting these preferences would read:

Part VIII – Board of Directors:

5. *If elected, **the immediate Past-President shall serve on the Board as the Past-President**; or **if appointed pursuant to the Act, the immediate Past President shall be a director-at-large for a term consistent with the form of appointment.***
6. *The directors shall appoint from amongst the directors, the offices of President and Vice-President as Board Chair and Board Vice-Chair, respectively. The Board may also specify other duties, and delegate to them powers as the Board sees fit.*
7. *The directors shall appoint from amongst the directors, or otherwise, the offices of Secretary and Treasurer, and may specify other duties, and delegate to them powers as the Board sees fit.*
8. *Two or more offices of the Association may be held by same person.*
9. *A member of the Association elected to a position on the Board who is, or becomes, a member of a Division Executive shall attend a Board or General Meeting only as a member of the Board.*

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- 10. The Executive Officer, and the Secretary and/or the Treasurer if they are not also directors, are entitled to attend any Board of Directors Meeting as a non-voting member.*