

TO: Council

FROM: Governance Committee

DATE: May 28, 2018

SUBJECT: By-Law Amendment – Committee Terms
Feedback from Public Circulation

PURPOSE:

To review the feedback received from members about proposed amendments to the by-laws regarding the time for electing/appointing College committee members.

BACKGROUND:

The Governance Committee was tasked with reviewing proposed amendments to sections of the College's by-laws that pertain to the timing of the election and appointment of members to the various COO Committees. The proposed by-law amendments would change the time for electing and appointing members to COO committees from the first annual Council meeting in January to the last annual Council meeting in December. The purpose of the proposed amendments is to facilitate the continuity of committee business during the months of December and January.

At the October 2, 2017 meeting, Council approved the draft by-law amendments for public circulation. The draft by-law amendments were initially circulated via e-blast to members on October 20, 2017. A second e-blast was sent to members on November 11, 2017 with additional background information. In addition, links to the proposed amendments, background information and survey were posted to the College's website. Individuals were invited to answer survey questions and provide any comments before January 23, 2018.

A total of 112 responses were received. A summary of the survey results, together with comments, is attached for review and consideration. Based on the responses received, the majority of individuals are in favour of the proposed by-law amendments.

RECOMMENDATION:

In light of the positive feedback received from members, the Governance Committee recommends that the Council approve the proposed by-law amendment.

ACTION REQUIRED:

Council is asked to decide whether to approve the amendments of the by-laws, as set out in the attached chart.

Current Language	Proposed Language	Explanation and Rationale
ARTICLE 1: INTERPRETATION		
1.1 Definitions		
<p>“First Annual Meeting” means the first meeting of Council in each calendar year;</p>	<p>“First Annual Meeting” means the first meeting of Council in each calendar year;</p> <p><u>“Last Annual Meeting” means the last Council meeting that takes place in each calendar year;</u></p>	<p>This new definition is required to give effect to the proposed by-law amendments set out below.</p>
ARTICLE 8: COUNCIL MEETINGS		
8.2 Council Meetings		
<p>(a) Council shall hold at least one meeting in a calendar year.</p> <p>(b) Council may appoint a day or days in any month, or months, for regular meetings of Council at a stated place and hour.</p> <p>(c) At every First Annual Meeting, in addition to any other business that may be transacted:</p> <p>(i) the members of the Executive Committee, including the President and Vice- President, shall be elected;</p> <p>(ii) by way of a resolution, Council shall appoint such members to the Executive Committee who are elected in accordance with Article 7.2 (a)(i);</p> <p>(iii) based on the proposals put forward by the Executive Committee, the members for each committee shall be</p>	<p>(a) Council shall hold at least one <u>two</u> meetings in a calendar year.</p> <p>(b) Council may appoint a day or days in any month, or months, for regular meetings of Council at a stated place and hour.</p> <p>(c) At every First Annual Meeting <u>the Last Annual Meeting</u>, in addition to any other business that may be transacted:</p> <p>(i) the members of the Executive Committee <u>for the following calendar year</u>, including the President and Vice-President, shall be elected;</p> <p>(ii) by way of a resolution, Council shall appoint such members to the Executive Committee <u>for the following calendar year</u> who are elected in accordance with Article 7.2(a)(i) <u>9.1</u>;</p>	<p>Currently, the Executive Committee is elected and members are appointed to other committees at Council’s first annual meeting (which typically takes place in January). These amendments would shift those elections and appointments back to Council’s last annual meeting (which typically takes place in December) for the committees that will sit from January 1 to December 31 of the following calendar year.</p> <p>The purpose of the amendment is to ensure that committees are ready to transact business as</p>

<p>appointed by Council; and</p> <p>(iv) Council shall appoint the auditor, who shall audit the accounts and transactions of the College.</p>	<p>(iii) based on the proposals put forward by the current sitting Executive Committee, the members for each committee for the following calendar year shall be appointed by Council; and</p> <p>(iv) Council shall appoint the auditor for the following calendar year, who shall audit the accounts and transactions of the College.</p>	<p>of early January.</p>
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ARTICLE 9: OFFICERS

9.1 Election of Executive Committee

<p>(a) All Executive Committee members are officers of the College.</p> <p>(b) The members of the Executive Committee shall be elected annually by secret ballot by a majority vote of the Council Members present at the First Annual Meeting. In the event that the election of any officer is not held or a default in such election occurs, the then-incumbent shall hold office until such officer's successor is elected or until such officer's earlier resignation.</p> <p>(c) The election shall be conducted in the following order:</p> <ul style="list-style-type: none"> (i) President; (ii) Vice-President; (iii) Remaining three 	<p>(a) All Executive Committee members are officers of the College.</p> <p>(b) The members of the Executive Committee shall be elected annually by secret ballot by a majority vote of the Council Members present at the First Annual Meeting Last Annual Meeting. In the event that the election of any officer is not held or a default in such election occurs within the meaning of Article 9.1(d), the then-incumbent shall hold office until such officer's successor is elected or until such officer's earlier resignation.</p> <p>(c) The election shall be conducted in the following order:</p> <ul style="list-style-type: none"> (i) President; 	<p>This amendment shifts the timing of Executive Committee elections from Council's first annual meeting to its last annual meeting in order to make it consistent with the amendments to article 8.2, above.</p> <p>The amendment also seeks to clarify the meaning of "default" in this section.</p>
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<p>positions, in no particular order.</p> <p>(d) For the purposes of determining whether a default in the election of an officer has occurred, the details of the alleged default must be submitted in writing to the chair of the meeting and circulated to all Council Members prior to the ballot to accept the default. A default in the election of an officer is deemed to have occurred if Council by secret ballot by a majority vote of the Council Members present accepts the alleged default.</p> <p>(e) At any meeting at which the election of an officer shall take place, a neutral party shall be invited to take the chair of such meeting. Council Members who wish to be members of the Executive Committee must be separately nominated and seconded for such positions. In the event that a majority vote is not obtained in the first or second elections, the person nominated for the position with the least amount of votes shall automatically be removed from the ballot and a subsequent election or elections shall take place.</p>	<p>(ii) Vice-President;</p> <p>(iii) Remaining three positions, in no particular order.</p> <p>(d) For the purposes of determining whether a default in the election of an officer has occurred, the details of the alleged default must be submitted in writing to the chair of the meeting and circulated to all Council Members prior to the ballot to accept the default. A default in the election of an officer is deemed to have occurred if Council by secret ballot by a majority vote of the Council Members present accepts the alleged default.</p> <p>(e) At any meeting at which the election of an officer shall take place, a neutral party shall be invited to take the chair of such meeting. Council Members who wish to be members of the Executive Committee must be separately nominated and seconded for such positions. In the event that a majority vote is not obtained in the first or second elections, the person nominated for the position with the least amount of votes shall automatically be removed from the ballot and a subsequent election or elections shall take place.</p>	
9.2 Term		
Except in circumstances	Except in circumstances	The current language

determined to be exceptional by Council, an individual may only be elected to the Executive Committee to sit until the next First Annual Meeting	determined to be exceptional by Council, an individual may only be elected to the Executive Committee to sit until the next First Annual Meeting. <u>elections of individuals to the Executive Committee shall be for a one year term, from January 1 to December 31, of the year following the individual's election to the Executive Committee in accordance with Articles 8.2(c)(i) and (ii) and Article 9.1.</u>	of this Article was meant to ensure continuity of Executive Committee business until such time as the new Executive Committee was elected at Council's first annual meeting. With Executive Committee elections being moved to the last annual meeting, the proposed language will specify the Executive Committee's term as consistent with the calendar year.
ARTICLE 12: COMMITTEE APPOINTMENTS AND PROCEDURES		
<u>12.10 Term</u>		
	<u>Except in circumstances determined to be exceptional by Council, appointments of individuals to Committees other than the Executive Committee shall be for a one year term, from January 1 to December 31, of the year following the individual's appointment to a Committee by Council in accordance with Article 8.2(c)(iii).</u>	Previously the by-laws did not specifically address the term for committee members other than the Executive Committee. This new article will specify the term for members appointed by Council to committees in accordance with Article 8.2(c)(iii).