

## ***BRIEFING NOTE***

**TO:** Council

**FROM:** Governance Committee

**DATE:** October 2, 2017

**SUBJECT:** By-Law Amendment – Committee Terms

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At its last meeting the Governance Committee was asked to consider reviewing the timing of COO committee terms. The committee agreed that it would be logical to hold Committee elections and appointments in December instead of January of each year in order to ensure that committees could transact business in early January. The advantages of moving the committee elections/appointments to December are:

- It will facilitate committees' ability to transact business as soon their terms begin on January 1.
- There are currently a number of challenges to committees' ability to conduct business between January 1 and the first annual Council meeting:
  - a. The current by-laws are silent as to whether committee terms extend into January (with the exception of the Executive Committee)
  - b. One or more committee members may not have run for re-election, or may have had their term expire on December 31, and the committee will therefore be down one or more members for the month of January. There is the possibility that a committee may not have quorum as a result.
  - c. Even where a committee still has enough members to conduct business, as a practical matter, committees may be inclined to wait until Council appoints the new committees rather than continue with business as usual in January
- Bill 87 introduced new timeliness requirements for posting information to the public register. Accordingly, there is now additional pressure on committees to make decisions in a timely manner so as to comply with those requirements.

## **BACKGROUND:**

### ***College committee composition***

College committees are composed of three types of members:

- **Public Council members**, who are appointed by government to sit on Council for terms of office set by government.
- **Elected Council members**, who are elected to Council for 3-year terms starting January 1 and ending December 31.
- **“Appointed” committee members**, who are not members of Council. Their 2-year term begins January 1 and ends December 31 of the following year. This term of office does not relate to any specific COO committee; it is simply a term of office as an “Appointed” member. See COO’s **“Appointed Committee Member Policy”**, attached.

### ***Appointments to COO committees***

COO’s by-laws provide that elections and appointments to specific College committees are made at the first Council meeting of each year. This meeting is currently referred to in COO’s by-laws as the “First Annual Meeting”. Article 8.2(c) of the by-laws states, in part:

#### **8.2 Council Meetings**

(c) At every First Annual Meeting, in addition to any other business that may be transacted:

- (i) the members of the Executive Committee, including the President and Vice President, shall be elected;
- (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); [...]

### ***When do committee terms end?***

There is nothing in COO by-law or policy that states when terms on specific committees end. The one exception is the Executive Committee: the by-laws provide that Executive Committee terms can extend until the first Council meeting of the following year. Article 9.2 of the by-laws states:

#### **9.2 Term**

Except in circumstances determined to be exceptional by Council, an individual may only be elected to the Executive Committee to sit until the next First Annual Meeting.

### ***What happens in January before the first Council meeting?***

COO practice is to allow Council members and Appointed members whose terms have not expired to continue to sit on COO committees in the first few weeks of January, until the first Council meeting of the year. As well, those whose terms have expired but have been re-elected or re-appointed also continue to sit on their COO committees until the first Council meeting. This means committees can continue to function for the first few weeks of January, but may be short one or more members until the first Council meeting of the year.

**Attached** is the draft Amendments to the by-laws regarding Council Meetings and Committee Terms.

**FOR CONSIDERATION:**

Council is asked to consider circulating for feedback by-law amendments that would change the timing for the election and appointment of Committee members from January to December of each year.

## Proposed By-Law Amendments

Current Language	Proposed Language	Explanation and Rationale
<b>ARTICLE 1: INTERPRETATION</b>		
<b>1.1 Definitions</b>		
<p><b>“First Annual Meeting”</b> means the first meeting of Council in each calendar year;</p>	<p><del>“First Annual Meeting” means the first meeting of Council in each calendar year;</del></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>
<b>ARTICLE 8: COUNCIL MEETINGS</b>		
<b>8.2 Council Meetings</b>		
<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 style="padding-left: 40px;">(i) the members of the Executive Committee, including the President and Vice- President, shall be elected;</p> <p style="padding-left: 40px;">(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>(a) Council shall hold at least <u>one 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 <del>every First Annual Meeting</del> <u>the Last Annual Meeting</u>, in addition to any other business that may be transacted:</p> <p style="padding-left: 40px;">(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 style="padding-left: 40px;">(ii) by way of a resolution, Council shall appoint such members to the Executive Committee <u>for the following</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</p>

<p>(iii) based on the proposals put forward by the Executive Committee, the members for each committee shall be appointed by Council; and</p> <p>(iv) Council shall appoint the auditor, who shall audit the accounts and transactions of the College.</p>	<p><u>calendar year</u> who are elected in accordance with Article <del>7.2(a)(i)</del> <u>9.1</u>;</p> <p>(iii) based on the proposals put forward by the <u>current sitting</u> Executive Committee, the members for each committee <u>for the following calendar year</u> shall be appointed by Council; and</p> <p>(iv) Council shall appoint the auditor <u>for the following calendar year</u>, who shall audit the accounts and transactions of the College.</p>	<p>committees are ready to transact business as of early January.</p>
<b>ARTICLE 9: OFFICERS</b>		
<b>9.1 Election of Executive Committee</b>		
<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>	<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 <del>First Annual Meeting</del> <u>Last Annual Meeting</u>. In the event that the election of any officer is not held or a default in such election occurs <u>within the meaning of Article 9.1(d)</u>, 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</p>	<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>

<p>(i) President;</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>	<p>conducted in the following order:</p> <p>(i) President;</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>	
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<b>9.2 Term</b>		
Except in circumstances determined to be exceptional by Council, an individual may only be elected to the Executive Committee to sit until the next First Annual Meeting	Except in circumstances determined to be exceptional by Council, <del>an individual may only be elected to the Executive Committee to sit until the next First Annual Meeting.</del> <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>	The current language 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.
<b>ARTICLE 12: COMMITTEE APPOINTMENTS AND PROCEDURES</b>		
<b><u>12.10 Term</u></b>		
	<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).