



Date: March 29, 2019
To: MAAC Board of Directors
From: Keith Bennett, Constitution Advisory Group Chair
Memo April 13, 2019 Governance and Planning Pre-session work

Pre-amble

The April 13, 2019 Board of Directors meeting includes three sessions in the afternoon focused on governance matters and future planning. It is the opportunity to take advantage of the face-to-face time to discuss matters of importance to the board moving forward. The time is broken into three sessions described below, along with the goals of the session, useful pre-session reading, and questions to seed the thought and discussion process. You do not need to confine comments to the questions but use them as a guide. Time is limited, in Kamloops, so I am hoping that preparation in advance will make the time together more fruitful.

1. Governance Session

The governance session is divided into four topic areas;

1. **Governance Review** – The 2019 Annual Operating Plan includes an initiative to develop a framework for a **Governance Review** in 2020. Its roots are in the Five-year Strategic Plan, Key Deliverable G4.7 Review the governance framework – to determine the best model for MAAC moving forward. This was a new key-deliverable added to the Strategic Plan as a result of the governance sessions in the Niagara Falls. The objective of this interactive board session is to agree notionally on the scope, boundaries and framework for a review of the governance model of MAAC. The team exercise consists of breaking into four groups to discuss the questions posed on the worksheet. The worksheets will be collected at the end of the session and data compiled for board review at a future board meeting.

Preparation:

Re-read Governance Review Preliminary Scoping Document

Appendix 1

Pre-read Chapter 9 pgs. 219, 226-228 of the Guide to Good Governance link

<https://secure.maac.ca/wcm-docs/committee-docs/Appendix%20%20Guide%20to%20Good%20Governance.pdf>

Complete the governance review worksheet.

Appendix 3

2. *Board of Directors Meeting Guidelines* – There has been consternation around aspects of board meetings, primarily with schedule and agenda. MAAC’s governing documents, the Act Bill c.23, Kerr and King, by-laws and policy manual provide much guidance but are silent or obtuse in some areas. A set of guidelines has been prepared, for consideration, based on references from Kerr and King Procedures for Meetings and Organizations to address these areas. The draft guidelines are not a complete “how to have a board meeting” but consolidate and clarify areas of friction. The team exercise consists of breaking into four groups to discuss the proposed guidelines, team summaries and collection of the output for consolidation and input into the guidelines for review at a future board meeting.

Preparation:

Pre-read the Draft Board of Directors Meeting Guidelines memo.

Appendix 4

Pre-read embedded Draft Board of Directors Meeting Guidelines

Appendix A

3. *AZM Timeframe* – Policy 15. Zone Meetings indicates that Annual Zone meetings shall be held in the months of August September and October of each year. There is a two-month timeframe to prepare for an Annual Zone meeting with the requirement to provide notice of meeting with agenda to members and the process and timeframe to request resolutions, recommendations, nominations for Leader, Zone Director and Deputy Zone Director nominations and other items of zone business for preparation of the agenda. There has been one Annual Zone meeting in August in the last ten years, which was Zone H in 2018. Eliminating August from the Zone meeting period would allow zone directors more time to prepare for the Annual Zone meetings. If the board agrees with the concept of eliminating August from the AZM timeframe, it may direct the Constitution Advisory Group to prepare amendments to the policy manual for consideration by the board at a future meeting.

2. Five-year Strategic Plan Annual Review

The goal of this section is to review the Five-year Strategic plan to see whether amendments are warranted based on the questions posed in the worksheet.

The team exercise consists of breaking into four groups to discuss the questions posed on the worksheet. The worksheets will be collected at the end of the session and data compiled for board review at a future board.

- Is a strategic plan still a relevant tool for MAAC?
- Does the future depicted in the current strategic plan still ring true for MAAC?
- Are there any new factors to consider that might affect the plan?
- Do the Core Values still reflect the values of MAAC?
- Would the Vision Statement benefit from a review?
- Are there items that should be added, deleted or amended?
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*Preparation:**Review the Five-year Strategic Plan under MAAC Corporate Documents.*<https://www.maac.ca/en/documents.php>*Complete the Five-year Strategic Plan Review Worksheet**Appendix 5*

3. Annual Operating Plans

The objective of this section is to review the current 2019 Annual Operating Plan and then start the pre-planning for the 2020 Annual Operating Plan and budget guidelines.

1. ***2019 Annual Operating Plan*** – As a board discuss whether there should be any additions, deletions or amendments to the 2019 plan? The worksheets will be collected at the end of the session and data compiled for board review at a future board.

*Preparation**Review the 2019 Annual Operating Plan under the MAAC Corporate Documents.*<https://www.maac.ca/en/documents.php>*Complete the 2019 Annual Operating Plan Review Worksheet**Appendix 6*

2. ***2020 Annual Operating Plan*** – The objective of this session is to provide guidance for the preparation of the 2020 Annual Operating Plan. The team exercise consists of breaking into four groups to discuss the following questions, mirrored on the worksheet. The worksheets will be collected at the end of the session and data compiled for board review at a future board meeting.
 - What would you like to accomplish in 2020 based on the strategic plan?
 - Would you like to see any fundamental changes to the premise the operating plan and budget is based on? Currently “Right sizing the association.”
 - Are there any projects you would like to see the association take on in 2020? Projects are defined as having dedicated financial resources and human resources?
 - Are there any initiatives you would like to see the association take on in 2020? Initiatives are defined as addressed as time and resources permit?
 - Are there any other things that should be considered in the 2020 Annual Operating Plan?

*Preparation**Complete the 2020 Annual Operating Plan Pre-Planning Worksheet**Appendix 7*

3. ***Budget Guidelines*** - The goal of this section is to provide guidance for the preparation of the Draft 2020 budget in support of the 2020 Annual Operating Plan. The team exercise consists of breaking into four groups to discuss the factors to guide the preparation of the 2020 budget.

The questions posed below and mirrored on the worksheet are designed to help with the discussion. The worksheets will be collected at the end of the session and data compiled for board review at a future board meeting.

- REVENUE – What factors should be taken into consideration to base the 2020 membership calculation on?
- EXPENSES - What factors should be taken into consideration for expense projections?
- Are there line items that should not be changed?
- Are there any line items that can be reduced or increased?
- Should any new line items be considered?

Preparation

Complete the 2020 Budget Guidelines Pre-Planning Worksheet

Appendix 8

Summary

The Governance and Business Planning Session is the opportunity to address matters of concern to the board and plan for the future of the association. The suggested format and guidelines for addressing the topics are flexible depending on the boards preferred method of addressing the subjects.

Respectfully Submitted



Keith Bennett, Chair Constitution Advisory Group

APPENDIX 1

Governance Review

Preliminary Scoping Document

Background

Several zone directors have expressed concern with aspects of the governance of MAAC and the documentation pertaining to it. There has been a request to discuss this at the board table prior to the April 28, 2018 board meeting and corresponding election of officers of the corporation.

There are two concerns in question, the first with policy 13.1.02 that states the president shall be the chief executive officer of the association and the second with the historical role of the executive committee contrasted against its stated roles and responsibilities in the policy manual.

Discussion

The board may be comfortable, at this time, with dealing with this subject sometime in the future based on the current workload. It may choose to make a couple of small changes and revisit the subject in the future. If the board feels it is an important priority for the association, it may consider addressing with a more thorough process.

I would caution against making quick decisions on something as important and complex as the governance of the association. There is a risk of unintended consequences if changes are not well thought out. A common practice to address governance is with a *Governance Review* (review). A review would be expected to produce a *Governance Manual*, (manual) that clearly articulates the type of governance MAAC will use, the roles and responsibilities of the various roles within the association and how they interact with each other. I would expect it to cover the officers of the association, zone directors, staff, standing committees, advisory groups, appointments and any special ad-hoc committees used by the board.

Initial Thoughts on Process

1. The board discuss the concept of governance from the perspective of whether they would like to address this subject and to what depth and breath they would like to go.
2. If the decision is to consider a more in-depth review, then consider the following steps and process.
 - a. Place governance on the agenda of the April 28, 2018 board meeting and set aside approximately one hour to collect concerns and thoughts from the board, staff and advisors.
 - b. Consider amending the *Five-year Strategic Plan* (strategic plan) to include a governance review.
 - c. Consider including a review in the *2019 Annual Operating Plan* (2019 plan) and assign appropriate resources.
 - d. Consider forming an *ad-hoc committee* (the committee) that includes the constitution advisory group chair, a board member with expertise in governance and potentially

additional expertise from within the MAAC membership and/or outside the association if necessary.

- e. Charge the committee with driving the review and development of the manual based on an agreed upon terms of reference.
- f. Potentially publish a first draft of the manual that zone directors can discuss at the fall annual zone meetings.
- g. Publish a second draft after zone meeting input at end of the year for consideration by the board for adoption.
- h. Publish a final draft for consideration by the membership at the 2019 AGM

Considerations

- 1. Workload of the association and the resources required to complete such a project.
- 2. Contrast against the development of a *Long-term Financial Plan* (LTFP).
- 3. Coordination of the manual with by-laws, the policy manual and the zone director's manual.

Prepared by

Keith Bennett, Constitution Advisory Group Chair

APPENDIX 3

Governance Review Worksheet

Please use this form to record your pre-session thoughts and amend after the session if anything has changed. Please be as concise as possible in your answers.

Factors to guide the preparation of a scope document for the Governance Review

<p>SCOPE – Is the review to be far reaching, in that it would consider alternative governance models?</p>
<p>BOUNDARIES – Are there areas the review should not delve into?</p>
<p>DEEP REVIEW - Are there specific areas that you would like to see explored more thoroughly?</p>
<p>CONCERNS - What areas of governance are of concern to you as a director of the association?</p>
<p>OUTCOME - How would you like to see the outcome? Possibly a director's manual or other?</p>

OTHER - Any other considerations for a governance review?



Date: April 17, 2019

To: MAAC Board of Directors

From: Keith Bennett, Constitution Advisory Group Chair

Information Report: Board of Directors Meetings

Purpose

To provide clarity around the calling, time and place of board meetings, preparation of board meeting agendas and recording of the minutes.

Recommendation

That the board receive this report as information and consider the proposed Board of Director Meeting Guidelines, attached as Appendix A.

Be it RESOLVED

THAT the board of directors receive the Board of Directors Meetings Information Report.

Background

There have been discussions about the setting of the board agenda, the time and place of board meetings and the time frame for the board meetings preceding the Annual General Meeting. MAAC is guided and governed, in this matter, by *Bill c.23 Canada Not-for-profit Corporations Act*, its by-laws and policy manual and finally by *Procedures for Meetings and Organizations by Kerr and King*.

Bill c.23

Bill c.23 does not provide guidance on the preparation of agendas or specify who is responsible for setting agendas. It provides guidance on meeting times and place, quorum, notice of meeting and meetings held by teleconference. Excerpts from Billc.23:

Meeting of directors

136 (1) *Unless the articles or by-laws otherwise provide, the directors may meet at any place and on any notice that the by-laws require.*

Quorum

(2) *Subject to the articles or by-laws, a majority of the number of directors or minimum number of directors required by the articles constitutes a quorum at any meeting of directors, and, despite any vacancy among the directors, a quorum of directors may exercise all the powers of the directors.*

Notice of meeting

(3) *A notice of a meeting of directors shall specify any matter referred to in subsection 138(2) that is to be dealt with at the meeting but, unless the by-laws otherwise provide, need not specify the purpose of or the business to be transacted at the meeting.*

Participation

(7) Subject to the by-laws, a director may, in accordance with the regulations, if any, and if all the directors of the corporation consent, participate in a meeting of directors or of a committee of directors by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A director so participating in a meeting is deemed for the purposes of this Act to be present at that meeting.

By-laws

14. Calling of Meetings of the Board of Directors

- a. Meetings of the Board May be held at any time, place and by such means (whether through telephonic, electronic or other communication facility) as determined by the directors provided that, unless each director waives appropriate notice of the meeting, at least five (5) days' notice of such meeting shall be given to each director in the manner provided in section 17 of this Bylaw. There shall be at least one (1) meeting per year of the Board.

Policy Manual

9.9 Notice of Meetings

Meetings of the board of directors may be held at any time and place to be determined by the directors provided that 48 hours' notice of such meeting shall be given, such notice to include a notice of business to be conducted (agenda). Notice by mail shall be sent at least 14 days prior to the meeting. There shall be at least one (1) meeting per year of the board of directors.

12. Minutes of Meetings

12.1 Director Meetings

The minutes of the board shall be available to the board of directors, each of whom shall receive a copy of such minutes. The minutes shall be posted on the MAAC website and shall be available to the membership for viewing during the usual business hours of the corporation. A copy can be made available at a reasonable fee.

Kerr & King

Kerr & King provide a plethora of guidance around board meetings. It states in §42. Board Meetings that *"When no schedule is arranged, meetings of the board are called by its chair, in association with the secretary and the executive committee"*.

It further provides guidance, in §35(a) Secretary *"Before a meeting, the secretary assists the president and/or the executive committee in the preparation of the agenda and circulates this with any supporting documents such as reports."*, §69 The Agenda *"development of an agenda to reflect the immediate and, to some extent, the long-term needs of the group. It must also be tailored to fit the time available for the meeting. Often there is too much business to deal with at a single meeting, so the process of developing the agenda involves setting priorities and realistically assessing what can be accomplished during the meeting."*

§82 Approval of Agenda provides advice on how to amend the circulated agenda. §89 Other Business provides guidance on what constitutes other business and how this agenda item may be used. *"Items of other business include matters arising from the minutes which are known to require extensive discussion,*

and items added to the agenda by approval of a motion to amend the circulated agendas (§168), or a motion to add items to the approved agenda. When all the business on the approved agenda has been dealt with, the presiding officer invites the members to raise any other items of a routine nature, or other matters that do not require formal notice, such as a vote of thanks to a retiring officer. When the formal business of a meeting is finished earlier than expected, this agenda item also provides an opportunity for members to raise questions on the progress of activities approved at previous meetings or referred to committees. If a matter of substantial nature is raised during this period, the presiding officer can accept it as a notice of motion to be considered at a later meeting, and may permit an informal discussion upon it, but no decision can be taken at this time.”

§35 Secretary(a) “At the meeting, this secretary is responsible for the taking of minutes (§114) and for assisting the presiding officer with points of order and with the general conduct of the meeting. The latter function can also be delegated to the preceptor described in §62(f). After the meeting the secretary writes up the minutes and ensures that these and all other archival documentation are kept in a safe place.”

Discussion

The preceding section provides a snapshot of the various guiding principles related to calling a meeting, developing its agenda and recording of minutes. Based on the considerable discussion on these topics it would be prudent to develop guidelines to provide clarity to the board meeting process. Appendix A contains guidelines for the boards consideration on managing board meetings that is compliant with MAAC’s corporate documents, the Act Bill c.23 and Kerr and King. These guidelines provide more detail and clarity in some areas than the preceding documents.

The language in the by-laws is not consistent with some of the language in the policy manual. The board may wish to direct the Constitution Advisory Group to propose amendments to either or both the by-laws and policy manual to make them consistent and remove and duplicate references. The board may wish to consider an amendment to the by-laws to permit an additional method of calling a board meeting, such as a specified number of directors giving notice to the chair of the board to hold a meeting.

Summary

The attached Guidelines for board of director meetings has been prepared for the board consideration. It is designed to provide more clarity in areas that MAACs guiding documents are unclear.

The fundamental principle for the board to consider is, that its actions are in the best overall interests of MAAC, appropriate to MAAC’s needs and acceptable to the membership.

Respectfully Submitted



Keith Bennett, Chair Constitution Advisory Group



APPENDIX A

Board of Directors Meeting Guidelines

Note: this is not a complete set of guidelines governing board of director meetings, it addresses areas that are not definitive in other guiding documents.

Calling a Board Meeting

The chairman of the board may determine the time, date and place of board meetings in either any of three ways;

1. Propose a schedule of meetings, in advance, taking into consideration, consultation with board members to provide opportunity for participation by all directors.
2. Call the next board meeting at the conclusion of business of the current board meeting, taking into consideration director availability.
3. Call meetings as necessary when the business of the association requires it.

Developing the Agenda

1. The agenda shall be developed by the chair of the board with the assistance of the secretary.
2. The agenda is developed to reflect the immediate and, to some extent, the long-term needs of the association. It shall be tailored to fit the time available for the meeting. Often there is too much business to deal with at a single meeting, so the process of developing the agenda involves setting priorities and realistically assessing what can be accomplished during the meeting.
3. Agenda items and accompanying documents may be submitted, to the chair in advance, so that they can be prioritized for inclusion in an upcoming meeting. A written motion, to support the proposed agenda item, should be provided but is not mandatory.
4. Other business is reserved for matters that arise from the minutes that require a more fulsome discussion and items added to the agenda by approval of a motion to amend the circulated agenda, or a motion to add items to the approved agenda. No decisions may be made on a substantive business matter. When all the business on the approved agenda has been dealt with and there is time remaining, the chair may invite the directors to raise any other items of a routine nature or other matters that do not require formal notice.

Recording the Minutes

Minutes are the permanent record of the proceedings of the board of directors' meetings. They are prepared by the meeting secretary and include but is not limited to the following. The meeting secretary may use a recording device to assist with the taking of minutes.

1. Date, time and place of meeting;
2. The name of the person in the chair and any changes in the chair;

3. The names of all directors and any other regular participants *present*¹ at the meeting, whether they arrive after the meeting has started or left before the meeting concluded. If a director or regular participant, arrives after the meeting has been called to order, stepped out and returned and or departed before the meeting ends, it should be noted at the relative place in the minutes. Directors who have given prior notice that they will not be able to attend are recorded under “Regrets” and those that have not provided notice recorded as “Absent”. It would be reasonable to have a minimum notice time to be recorded as “Regrets”;
4. The names of other persons *in attendance*² that are not part of the regular meeting, they may be presenters, advisors, observers or other. Any member is permitted to observe board meetings;
5. Minutes serve to record what happened at a meeting. Opinion and speculation do not belong in the minutes of a meeting. There are three standard styles of minutes: action, discussion and verbatim. Action minutes and where the secretary deems it useful, a synopsis of the topic covered shall be the used;
6. Action minutes record the decisions reached and the actions to be taken but do not record the discussions that went into making the decisions. They include a report of actions taken since the last meeting as well as planned actions;
7. Record all motions properly moved, motions should stand on their own and be complete enough so that a reader understands what was decided;
8. The results of all votes taken;
9. Any commitments made by those in attendance or present at the meeting;
10. The time, date and place of the next meeting;
11. The time of adjournment;
12. The signature of the meeting chairman;
13. The minutes of meetings, once approved, shall be sent for translation and the English version posted on the website within two weeks, if possible. The minutes in French shall be posted within one week, after receipt of the translated version.

¹ *Present* is used for directors and regular participants of board of director meetings. Regular participants include the secretary and Constitution Advisory Group Chair.

² *In attendance* is used to note others in attendance at the meeting that are not regular or required participants. They may be observers, presenters, subject matter experts or any other person not normally attending a board of directors meeting.

APPENDIX 5

Five-year Strategic Plan Worksheet

Please use this form to record your pre-session thoughts and amend after the session if anything has changed. Please be as concise as possible in your answers.

Link to Five-year Strategic Plan <https://www.maac.ca/en/documents.php> under Corporate documents

Is a strategic plan still a relevant tool for MAAC?
Does the future depicted in the current strategic plan still ring true for MAAC?
Are there any new factors to consider that might affect the plan?
Do the Core Values still reflect the values of MAAC?
Would the Vision Statement benefit from a review?
Are there items that should be added, deleted or amended?

APPENDIX 6

2019 Annual Operating Plan Worksheet

Please use this form to record your pre-session thoughts and amend after the session if anything has changed. Please be as concise as possible in your answers.

Link <https://www.maac.ca/en/documents.php> under MAAC Corporate Documents

Are there any additions, deletions or amendments you would like to see in the current 2019 plan?

APPENDIX 7

2020 Annual Operating Plan Worksheet

Please use this form to record your pre-session thoughts and amend after the session if anything has changed. Please be as concise as possible in your answers.

What would you like to accomplish in 2020 based on the strategic plan?

Would you like to see any fundamental change to the premise the operating plan and budget is based on? Currently "Right sizing the association."

Are there any projects that you would like to see the association take on in 2020? Projects are defined as having dedicated financial and human resources.

Are there any initiatives that you would like to see the association take on in 2020? Initiatives are defined addressed as time and resources permit.

Are there any other things that should be considered in the 2020 Operating Plan?

APPENDIX 8

2020 Budget Guidelines Worksheet

Please use this form to record your pre-session thoughts and amend after the session if anything has changed. Please be as concise as possible in your answers.

Factors to take into consideration in developing a draft budget for 2020

<p>REVENUE - What factors should be taken into consideration to base the 2020 membership calculation on?</p>
<p>EXPENSES – What factors should be taken into consideration for expense projections?</p>
<p>Are there line items that should not be changed?</p>
<p>Are there any line items that can be reduced or increased?</p>
<p>Should any new line items be considered?</p>