

BTC Governance Update

Introduction

As you may recall the BTC Board of Directors has undertaken a review of its internal by-laws and policies. In the last edition of *BT Magazine* we outlined changes to the nominations and elections policies for the BTC Board of Directors that necessitates an updating of by-laws. We know reading by-laws isn't everyone's idea of a light read - so we've done our best to provide you a summary.

We wanted our approach to be collaborative. It began with a meeting of Club Presidents in 2016 resulting in consensus that the nominations and elections processes should be reconsidered. In particular, the Club Presidents favoured the concept of a single point of entry for all Directors coming on the BTC Board.

During the autumn of 2016, twelve Directors from the BTC Board came together and mapped out a new nominations and a new elections policy that necessitated an updating of our by-laws. These policies and amended by-laws were vetted and then approved by the Board's Governance Committee who in turn recommended them to the full Board. Every member of the Board of Directors was asked for input. At the meeting in February 2017, the Board approved the amended by-laws unanimously. At the following Club Presidents' meeting in May 2017, the policies and by-law changes were presented and received unanimous support. The by-laws are on the BTC website and the nominations and elections policies appeared in the last edition of *BT Magazine* and are also on the BTC website.

Thankfully, the Board has no intention of perennially amending by-laws. We chose a way forward to best serve the needs of the entire BTC while bringing us into better alignment with existing law and the anticipated legislative changes that, the Province of Ontario has signaled, are going to further impact not-for-profit organizations.

Included with this article is a copy of the BTC's by-laws as amended and approved by the BTC Board of Directors in February 2017. A track changes version is available on the BTC website for those wishing to review the changes in more detail.

Changes to by-laws require the approval of the Membership by vote at the Annual General Meeting (AGM). So the by-laws will be coming to the AGM in September for the Membership's consideration. Before they do, we wanted to provide some background.

Summary of Changes to By-laws

The Board retained external counsel who recommended a number of ancillary revisions to the by-laws, as well as providing legal opinions on the nomination and elections process. While we have a lawyer serving on our Board of Directors who worked with us, we thought it a good idea to get additional arms-length legal advice specialized in not-for-profit governance – the cost of this was donated.

The by-laws have been revised as follows:

1. Terminology and Typographical Changes

Throughout the by-laws, terminology has changed in an effort to ensure the by-laws are consistent with current legal terms (i.e. “head office” is now “registered office”; “annual general meeting” is now “annual meeting”, etc.). In addition, typographical changes have been implemented (i.e. defined terms are used and certain titles/committees are capitalized).

2. Moved by-laws

In some instances by-laws have been moved from an existing heading to a new heading to ensure better reading of the document (i.e. a Member’s ability to join a Club is now under the heading of “Clubs” rather than “Membership”). Green text in the blackline copy of the by-laws posted on the BTC website indicates where text is moved.

3. Membership and Dues

Membership and Dues requirements have been revised in an effort to provide greater clarity and under the advice of external counsel.

4. Nomination & Election of Directors

Language has been changed to move away from “appointment” of Directors and towards the nominations process contemplated through the consultative workshop process, as well as the revised elections process. These changes achieve legislative compliance and ensure administrative efficiencies are gained once implemented. In addition, given that both nominations and elections processes have been placed into policy documents, the by-laws have been simplified. On the advice of external counsel, the eligibility requirements for Directors has also been expanded.

5. Suspension or Removal of Directors

The old by-laws only contemplated the removal of Directors in the instance of missed meetings, a practice found contrary to recent legal precedence. The revised section on suspension or removal of Directors provides a mechanism by which Directors may be suspended and also codifies when a Director ceases to hold office.

6. Term Limits

Term limits of Directors of the Board and for Committee Chairs has been further clarified and articulated as lifetime limits.

7. Protection of Directors and Officers

External counsel has reviewed language and the revised wording suggested has been inserted to provide fair and updated protection to Directors.

These by-laws that reference the nominations and elections policies will be brought forward to the AGM on September 23, 2017 for the Members' consideration.

Should you have any questions at all please do not hesitate to contact Rob Graham by email at rgraham@derwyn.ca.

Thanks for reading this, we hope your summer has been great, and we look forward to seeing you at the AGM!

Anjlee Patel, BTC Board Director

Rob Graham, BTC Board Director