

Working Document
Approved by the Board of Directors, 4 November, 2005

**THE PURPOSE, STRUCTURE AND GOVERNANCE
OF THE COUNCIL OF CANADIANS**

By what authority does The Council act?

The world of issues that sets our agenda; the kind of leadership taken in response to those issues; the principles espoused as the bases for our actions; the membership base of citizens across the country; the funders who provide resources for certain program activities; and the movements of coalition partners with whom we work.

Introduction

The purpose, structure and governance of the Council of Canadians is premised upon the theme of "Partnership." The Board and staff recognize that they are partners in the running of the organization and that members and volunteers are vital to the successful operation of The Council's mandate. By choosing this model, The Council of Canadians rejects the extremes of either a staff-driven or a Board-driven model of operation and takes the shared vision of partnership between an elected Board and an employed staff working with and on behalf of members and chapters. The Council of Canadians also recognizes that it operates in coalition with like-minded social, labour, cultural, human rights and environmental groups in Canada and around the world.

Statement of Purpose

The Council of Canadians is an independent national citizens' organization committed to safeguarding our social programs, promoting economic justice, renewing our democracy, strengthening Canadian sovereignty, promoting alternatives to economic globalization and corporate-style free trade, and preserving our environment. Through its strong national leadership, individual members, and its local action groups, The Council of Canadians defends the right of Canadians and citizens of all countries to assert their democratic rights and to demand that our governments make policy in the interests of citizens and communities, not big business.

The Council of Canadians is committed to a campaign style that encourages constituency development, builds grassroots citizen groups for action, and encompasses both centralized and decentralized forms of planning and participation.

The Council is creating a citizens' movement through its national campaigns, its networks of local action groups, and its alliances with like-minded organizations. We promote a citizens' agenda in opposition to corporate-driven economic globalization by identifying

fundamental issues, providing information and analysis, and creating opportunities for political action. As Canada's largest public advocacy group, we are committed to effecting transformational social change, political and economic literacy, and developing a Citizens' Agenda that will set the political and social agenda for the 21st Century.

We are non-partisan but work to compel all political parties and governments to address the key issues of democracy, sovereignty, and social justice. We are committed to building an organization with the broadest possible diversity reflective of Canadian society and culture.

Guiding Values and Principles

In our role as Council of Canadians members, activists, staff and Board members, we:

- give thoughtful consideration to the best interests of Canadians and their communities;
- ensure there are opportunities for everyone involved in The Council's work to participate in defining the purpose, direction and culture of The Council;
- ensure clear and frequent communication and positive interaction among all those who are involved in our work;
- provide opportunities for people to develop their knowledge, skills and activism in order to further The Council's goals;
- expect the primary commitment of each person involved in our work is to the goals of The Council;
- aim for open and honest discussion with relevant issues clearly on the table;
- allow for disagreement - each person may not always get what (s)he wants but all opinions will be heard;
- maintain commitment and engagement without insisting on control;
- hold ourselves and each-other accountable for positive performance and effective working relationships;
- maintain dignity, integrity and respect for one another; and
- maintain high standards of work.

We do not tolerate racism or discrimination of any kind. We believe in the uniqueness, equality and potential of each culture, race and gender. Accordingly, we seek to include all Canadians who share the organization's values: No one shall be refused membership or be otherwise subjected to discrimination on the basis of race, national or

ethnic origin, colour, religion, gender, sexual orientation, age or ability.

Structure

The Council of Canadians is a partnership. All involved have an essential role and all are needed in order to create the whole. As a partnership, we are always seeking to keep the lines of communication open and to ensure the most co-operative relationship possible.

Board of Directors

The principal roles of the Board are:

- to establish overall policy direction for The Council's work on specific issues,
- to participate in long range planning discussions about Council strategy,
- to engage in review and evaluation of Council programs and projects on an annual basis,
- to participate as appropriate as members of Board-Staff committees to carry out the work of the Council and to ensure the sound financial footing of the organization, and
- to strike sub-committees to carry out specific tasks as needed.

The Board of Directors, in other words, sets the objectives and goals of the organization. It decides what kind of organization the Council is to be. It is the responsibility of the staff to design the programs to carry out this direction.

The Board of Directors is responsible for the hiring, direction and evaluation of the Executive Director. The Executive Director is responsible for all other staff, including hiring, assignments, evaluation and discipline. However, for the hiring of staff Directors, input from the table officer responsible for Human Resources will be sought.

The Board of Directors is national, not federal, in structure. Although they bring regional information and sensitivity to the organization, Board members do not represent regions per se, but act and speak for the whole country. The Board strives to have representation even in regions where our membership is weak. All prospective Board members should share a political analysis based on the basic tenets of the mission, guiding values and principles, structure and governance protocols outlined in this document to be considered for the Board.

Each member of the Board of Directors is encouraged to attend a Regional or a Chapter meeting once a year during each year of a Director's term.

Election of Board of Directors

During the transition year of 2005, half the Directors will be elected for a one-year term and half will be elected for a two-year term to establish a rotation. Thereafter, beginning in 2006, all Directors will be elected for a two-year term (there is no limit on the number of terms a Director can serve). For reasons of continuity and renewal, one-half of the

Directors are to be elected each year.

There are two methods for electing members to the Board of Directors.

(1) Fifteen members of the Board of Directors, including the Chairperson, are chosen by the general membership of The Council at the Annual General Meeting. A Nominating Committee constituted by the outgoing Board recommends a slate of candidates to the AGM. In developing its recommendations, the Nominating Committee will attempt to balance the following considerations: continuity and new voices, regional and other forms of diversity, and the expertise necessary for the Board to fulfil its mandate and fiduciary responsibility.

(2) Beginning in 2005, four Regional Chapter Representative will be elected by and from the Chapters, one in each of the following regions:

- British Columbia and Yukon;
- Alberta, Saskatchewan, Manitoba and the Northwest Territories;
- Ontario, Quebec and Nunavut;
- New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland and Labrador.

Directors elected by the Chapters will be confirmed at the AGM. They will be full members of the Board with the same rights and obligations, including the fiduciary responsibility to the national organization.

The Board of Directors may, from time to time, appoint up to two additional Directors.

Executive Committee

The Executive Committee is composed of the Chairperson and five table officers. The Chairperson is elected by the membership at the AGM. The five table officers are selected by the Board of Directors at its first meeting following the Annual General Meeting, and they are limited to serving three consecutive one-year terms. The rotation of the five table officers will be staggered to ensure a balance of continuity and new ideas.

The Executive Committee operates on behalf of the Board between meetings. Just as the Board is responsible for setting overall policy direction, the Executive is authorized to ensure that the policy is operationalized through the program and administration. The Executive is responsible for monitoring the management of the organization.

While Table Officers provide support and input to their staff counterparts, in cases where the Executive Director deems that the input received is not consistent with the operational plan or would result in an unmanageable increase in workload, he/she will make a final decision on the course of action. Amendments to the operational plan are made by the Board of Directors as a whole, not by individual Board members.

Duties and responsibilities of the Executive Committee

1. National Chair

- acts as the main official spokesperson for The Council in public events, the media and high level meetings;
- presides as chair at regular Board meetings, Executive meetings, and the Annual General Meeting of The Council as appropriate;
- provides support and input to the Executive Director and all national office Directors on matters related to The Council's general program and administrative objectives;
- serves on and reports to the Executive Committee and collaborates with the other table officers on matters that relate to their mandates and responsibilities;
- carries out public speaking and educational tasks for The Council at constituency and community events where possible and appropriate;
- ensures that the Board Protocol Guidelines are adhered to.

2. Vice Chair

- provides support and input to the Executive Director and Campaigns and Communications Director on matters related to the issue campaigns;
- serves on and reports to the Executive Committee and collaborates with the other table officers on matters that relate to their specific mandates and responsibilities;
- acts as the point of contact for Board members on issues related to issue campaigns between Board meetings;
- substitutes for the National Chair as official spokesperson for The Council at public events, the media and high level meetings where necessary and appropriate;
- substitutes for National Chair as presiding Chair of Board and Executive meetings when it is necessary and appropriate to do so;
- carries out public speaking and educational tasks for The Council at constituency and community events where possible and appropriate;
- assists the National Chair in ensuring that Board Protocol Guidelines are adhered to.

3. Treasurer

- provides support and input to the Executive Director, Development Director and Financial Director on matters related to Finances and Fundraising;
- serves on and reports to the Executive Committee and collaborates with the other table officers on matters that relate to their specific mandates and responsibilities;
- acts as the point of contact for Board members on issues related to Finance between Board meetings;
- makes official reports to the Board, the Executive Committee and the Annual General Meeting regarding The Council's finances.

4. Secretary/Governance

- provides support and input to the Executive Director and Executive Assistant on matters related to the work and decisions of the Executive Committee and the Board of Directors including the keeping of minutes and the agenda-setting process for Board and Executive meetings where it is determined which items and decisions are Board items and which are the jurisdiction of staff;
- serves on and reports to the Executive Committee and collaborates with the other table officers on matters that relate to their specific mandates and responsibilities;
- monitors Board policy documents to see that they are developed, maintained and archived, as appropriate.
- provides support and input to the Executive Director and Executive Assistant on matters related to the Annual General Meeting.

In addition to these designated Executive positions, the Executive Committee will appoint a member or members to be responsible for each of the following:

5. Human Resources Development:

- provides support and input to the Executive Director and team Directors on matters related to Human Resources, including collective bargaining and interpretation of the Collective Agreement;
- serves on and reports to the Executive Committee and collaborates with the other table officers on matters that relate to Human Resources;
- acts as the point of contact for Board members on issues related to Human Resources between Board meetings;
- acts as a representative of the Employer on the Joint Consultation Committee and other Union-Management bodies as required.

6. Communications:

- provides support and input to the Executive Director and Communications Director on matters related to communications;
- acts as the point of contact for Board members on issues related to communications;
- serves on and reports to the Executive Committee and collaborates with the other table officers on matters that relate to their specific mandates and responsibilities.

7. Organizing:

- provides support and input to the Executive Director and Director of Organizing on matters related to organizing;
- acts as the point of contact for Board members on issues related to organizing.

Other:

- any Executive Committee member may be called upon to help other table officers as the work demands.

Executive Director

The Executive Director provides overall leadership to and is responsible for management of the programs, operations and finances of The Council of Canadians. He/she ensures that policy decisions made by the Board of Directors are carried out effectively. Further, the Executive Director provides professional support and policy guidance to the Board of Directors. As well, he/she is one of The Council's spokespersons, officially representing the organization to the public, government, media and other organizations.

The Executive Director acts as the Employer's Representative for the purposes of the relationship with the bargaining agent that represents Council employees, and is responsible for the employment of non-union staff as well. The Executive Director is accountable to the Board of Directors, through its Chairperson and the Executive Committee.

Chapters

Activist chapters of The Council work to realize the mandate of the national organization in their communities. Chapters plan and execute events and actions in their communities that reflect the objectives of The Council's current national campaigns. Chapters may also support local initiatives that are consistent with The Council's Statement of Purpose.

A local chapter consists of at least five members in good standing of The Council, who work together, on a regular basis and in a democratic manner, to participate as a group in Council campaigns.

For purposes of being a Recognized Chapter for the election of a director, the Chapter must additionally meet the following qualifications:

Each chapter shall convene an annual chapter general meeting and at such meeting shall submit an annual report which shall include a financial statement to the members of such chapter for their approval at the annual chapter general meeting. Each chapter shall submit to the Corporation's Board of Directors, no later than June 30 of each year, a report including a list of the chapter's members and a copy of the annual report approved by the members of such chapter.

Governance

Protocol for the Staff

1. In order to keep Board members informed and up-to-date, communication will be conducted as follows:

- The Board-Staff Advisory Committees, comprised of the relevant Team Director, two or three designated Staff and three or more Board members, shall meet no less than twice in any fiscal year. The committee co-chairs (one Board, one Staff) shall determine the frequency of meetings. The purpose of the committees is to assist staff in implementing Board policies and solving upcoming issues. The committees also provide Board members the opportunity to share their expertise on challenges identified by staff.
 - The Executive Director will ensure that agendas for Board and Executive meetings clearly indicate which items require a Board decision and which are for information purposes. The agendas will be circulated in advance of all meetings.
 - The minutes of Executive Committee meetings will be circulated to the whole Board as soon as possible.
 - The Executive Assistant will forward to the Board regular communications such as *Council Connections*, the Board-Staff newsletter; monthly campaign updates that are prepared for chapters; and Council news releases at the time of their release.
 - Board-Staff development days may be arranged from time to time as the need arises.
2. Staff will inform Board members of important regional or local actions through postings on the Chapter listserv and through the Organizing Board-Staff committee and will provide feedback to the Board from Council members or coalition partners.
 3. Staff recognizes that all national campaigns have regional characteristics and should, where possible, be developed in a way that is regionally sensitive.
 4. Staff recognizes that The Council is invited by media or regional coalitions to publicly support issues that are unrelated to the Council's national campaigns. When the issues are in accord with Council principles, staff will consider time and resource constraints in giving such support since the focus of staff is our national campaigns.

Protocol for the Board

1. Every Board member of The Council has both a public and internal role to play as spokesperson for the organization and advisor on program development and implementation. However, before a Board member speaking on behalf of the Board comments publicly on an issue, consultations with either the Executive Director or the Director of Campaigns and Communications, as well as the Chairperson or other table

officers must take place if:

- the issue is not an already-identified Council campaign;
 - the Board has not adopted an official position or policy on the issue;
 - the issue has, or could have, staffing ramifications;
 - the position being taken publicly binds the Council to a particular coalition, political action or commitment.
2. When Board members speak on behalf of The Council of Canadians, they do so as members of the National Board, not as regional spokespersons.

In order to cooperate with a busy staff and not overburden them, simple requests for information can be directed to the staff person responsible for that area. However, anything that involves a more substantial amount of staff time must go to the appropriate staff Director. Where there is a disagreement between the Executive Director and a Board member over any of the protocol items for either the staff or the Board, it will be referred to the Executive Committee. It is the responsibility of the National Chair and/or appropriate table officer to speak to a Board member about a possible breach of protocol if it is deemed necessary. A possible breach of protocol by a staff member will be addressed by the Executive Director

Protocol for Chapters

1. Chapters agree to operate in a fashion consistent with the participatory, democratic aims of The Council, as reflected in the Statement of Purpose and Guiding Values and Principles.
2. Chapters agree to adhere to the chapter mandate and the policies and procedures outlined in the Chapter Handbook and as set by The Council.
3. In order to ensure regular communications between chapters and the national office, chapters will designate a contact person to whom all correspondence (letters, fax, e-mail, phone calls) will be directed. The key staff contact person for local chapters will be the Regional Organizer for their area or the Director of Organizing.

This document will be reviewed from time to time. The operating principles contained in it will be monitored and subjected to testing and improvement over time.

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