

The Council of Canadians Updates Its Governance Model



by Garry Neil

For the first time since we were founded in 1985, the Council of Canadians is updating our by-law and governance policies.

After almost two years of consideration and debate, our new by-law has been approved by the Board of Directors and will be put before our members for confirmation at the Council's Annual General Meeting in Saskatoon on October 27, 2013.

The process of arriving at this by-law involved broad consultation, which occurred during last year's AGM and at our chapters' regional meetings this past spring. In August, Council members were invited by email to complete a survey that asked about the key issues in this governance review.

The Council of Canadians is a federal not-for-profit corporation similar to many other environmental, social justice and human rights organizations. As a result of the new Canada Not-for-profit Corporations Act (NPCA), which became law in 2009, organizations were required to review and change their governance. With the enactment of regulations in 2011, every not-for-profit organization was given three years to conform to the NPCA provisions and to file an application to continue their operations.

While many of the NPCA changes were minor and benign, there was one change that posed a major challenge for the Council, and for many of our colleague organizations. Under the Act, every organization must make the name and contact information,

including email address, of every one of its members available to any other member on request. In theory, the purpose of this requirement is to enable a member to influence the governance of the corporation. The NPCA supersedes the Privacy Act. With an organization as large and as open as the Council, the Board of Directors believes that this means that information about our members, including their contact information, would inevitably become public and available to those who might use it to harm the Council.

Of the 6,175 members who completed the survey, 83 per cent said that they were either "very" or "somewhat" concerned about their contact information becoming public.

Thankfully, the new by-law has a creative solution to this challenge that is founded on fundamental democratic principles.

The Council of Canadians currently has tens of thousands of members across Canada and around the world. The term "member" will now become "supporter." We will also create a representative council structure for the purposes of the NPCA. Individuals will be selected to become members of this council through one of the following:

- Each Council of Canadians chapter across the country will appoint one member. (70)
- Each affiliated group (social and labour partners) will appoint one member. (15)
- Each First Nation we work with will appoint one member. (5)
- Each Board Director is a member. (20)

- The Board of Directors may appoint up to one-third more members to ensure gender balance, diversity, regional membership and areas of activity. (30)

This council of roughly 135 individuals will meet once each year (principally electronically) to make decisions about governance matters specified in the NPCA such as the election of the Board of Directors, approval of financial statements, appointment of the public accountant, etc.

According to the survey results, 94 per cent of members either "strongly" or "somewhat" agree to the creation of this representative council.

As in our current structure, the Board of Directors will be elected through a nominating committee approach that is accessible to everyone involved in the Council's work. The committee will be required to put forward the names of those elected as regional chapter representatives.

Every other individual who supports the principles and purposes of the Council and who makes a financial contribution will be a "supporter." Supporters will continue to be critical to our work on the important issues of the day and will be encouraged to play an active role in all of our campaigns. Supporters will also continue to be eligible to attend meetings and to debate policies, finances and governance of the Council. Where those topics fall within the exclusive member authority in the NPCA, the resolution will be presented in the form of a recommendation to the members.

The term “supporter” was the choice of 68 per cent of those who responded to the membership survey.

The Board of Directors is now finalizing a comprehensive governance policy that will address all of the other issues. Under the new by-law, the Board is authorized to adopt and amend such policies at any meeting. Topics in the policy will include the following:

- The right of supporters to consult on the financing, governance and policies of the Council at meetings the Board may call for this purpose, as well as the right to

- receive the annual reports.
- The rules governing the affiliation of groups and First Nations.
- The role and responsibility of chapters and their right to select a member.
- General rules concerning the operation of the Board that are unchanged from the current by-law.

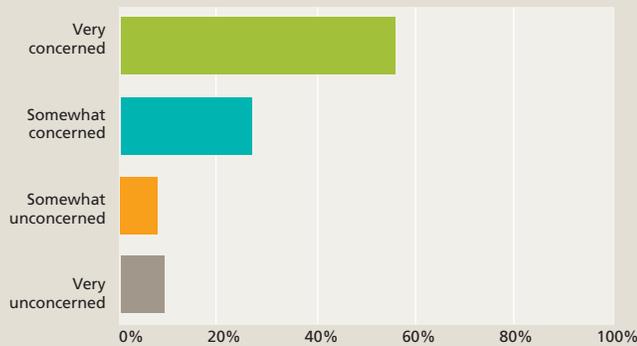
The Council governance policies also include our Vision Statement, Ethical Purchasing Policy, Non-Violence Policy, Non-Partisanship Policy and a general statement adopted in November 2005 titled *The Purpose, Structure and Governance of The Council of*

Canadians. This final policy outlines how, whenever possible, our decision making will involve members, supporters, activists, staff and directors working collaboratively to achieve a consensus. All of these policies can be found on our website at www.canadians.org/about.

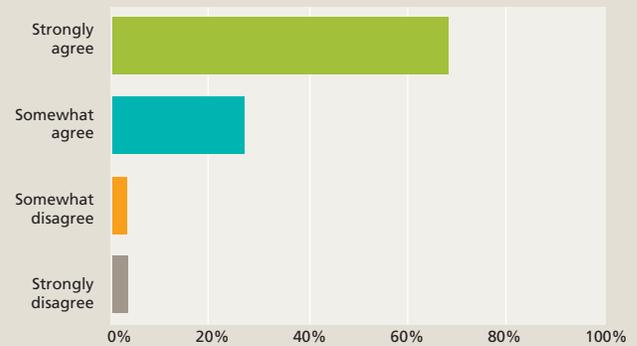
Our sincere thanks to everyone who has – and who will – participate in this governance renewal process. We are a stronger organization because of your involvement.

Garry Neil is the Executive Director of the Council of Canadians.

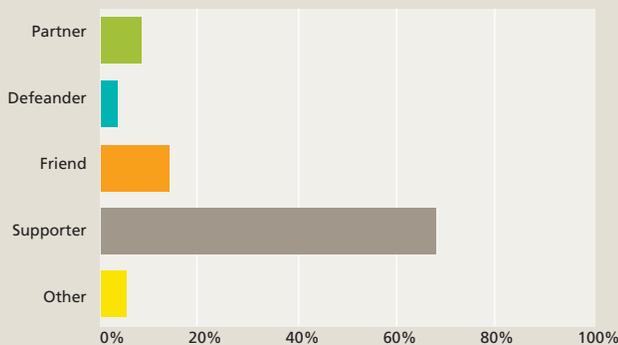
Q1 The new Not-For profit Corporations Act will grant every member of any organization access to the names and contact information, including e-mail address, of all other members. How concerned are you that your contact information as a member of the Council of Canadians could become public under this new legislation?



Q2 For purposes of complying with the Not-for-profit Corporations Act and protecting your contact information, do you agree with the proposal for the Council of Canadians to replace the term “member” and create a council of representatives made up of chapters, affiliated groups, First Nations with which we work, board members and other selected to ensure diversity?



Q3 As a valuable member of the Council of Canadians what would you prefer to be called in the new structure?



Q4 When you consider all of the organizations to which you belong, how important do you consider your membership in the Council of Canadians?

