

GOVERNANCE COMMITTEE REPORT TO MEMBERS 2025 ANNUAL MEETING OF MEMBERS

Who are we?

The Governance Committee currently is comprised of:

3 Council of Canadians members-at-large:

- Treena Metallic, Listuguj, Gespe'gewa'gi, Quebec
- Avril Torrence, Penticton, British Columbia
- David Condon, Medicine Hat, Alberta

1 Staff Bargaining Unit representative:

- Eagleclaw Thom, Gatineau, Quebec

1 Staff Management representative:

- Daria Ivanochko, Interim Executive Director, Ottawa, Ontario

2 Board members:

- Leanne MacMillan, Alexandria, Ontario
- Tara Seucharan, Toronto, Ontario

Leanne MacMillan serves as the committee's facilitator.

We thank long-time Governance Committee members **Christina Warner** (Former Executive Director) and **Angela Giles** (Atlantic Organizer) for their intensive and extensive contributions to the Committee in particular, and to the Council of Canadians in general.

Our Work:

Since the Committee was first formed in 2022, it has changed membership often, but has, despite this turnover, been able to accomplish the following:

A. Created a **Code of Conduct** and referenced it explicitly by a link included in the Chapter Handbook - Appendix Z:

<https://canadians.org/update/policy/council-of-canadians-code-of-conduct/>

B. **Terms of Reference** approved by the Board June 24, 2024:

<https://docs.google.com/document/d/1LlfqvkbXgQZGBUBgXm8a-4EZvuJof7jHRznTuL37sT0/edit?usp=drivesdk>

C. **Committee Membership:** After John Wayne's resignation in January 2024, we began seeking a Member at large through an online expression of interest in October. We received



four applicants. The Board approved the Committee's recommendation on October 28, 2024, and David Condon was appointed in time for the November 2024 meeting.

D. In 2024 and 2025, **Meetings** were held on June 12, 2024, July 10, September 25, October 23, 2024, November 13, 2024 (December 11, 2024, cancelled due to work of acting chair), January 8, 2025, February 12, 2025, adjourned (due to lack of quorum), March 12, 2025 (cancelled due to work of acting chair), April 9, 2025 and June 11, 2025.

E. The Updated **Bylaws** are available on the Council's website, including the revisions to Section 2.07, which clarify that the Code of Conduct applies to members as well as Board members:

<https://canadians.org/wp-content/uploads/2022/06/bylaws-councilofcanadians.pdf>.

F. **Reporting Structure:** On February 28, 2024, the Governance Committee accepted a written explanation of internal Council reporting structures as amended by the Board from those drafted initially by the Governance Committee and which now read as follows:

Reporting Structures

The Council of Canadians follows the best governance practices regarding board/staff relationships and staff direction. The Board is responsible for setting the vision, values and policy of the organization, and provides direction through the Executive Director. The Council's Executive Director is consequently responsible for implementing the Board's direction and for all operational decisions. Individual Board members do not have authority to direct staff.

This practice is intended to ensure clear lines of authority and communication. It is recognized that the Council also benefits from positive and constructive working relationships between Board members and staff, working together collaboratively through committees, working groups and events where staff participate as delegated by the Executive Director.

We look forward to continuing the work of our Terms of Reference following the June 22, 2025, Annual Meeting of Members.

