

Proposed By-law #2 Amendment

Rationale: In accordance with the update of By-law #1, the Election of the Chairperson is being moved from By-law #1 to By-law #2. This amendment is designed to limit organizational risk caused by a loss of leadership on the Board. With Board Member terms beginning on June 1st of a given year, the Board is without a Chair or Vice-Chair until its first meeting of the fiscal year, a period that could potentially last until September if a summer meeting is not held. The summer of 2015 demonstrates the importance of having Board leaders in place that are prepared to respond to and advise on organizational issues throughout the year. Accordingly, this amendment seeks to bridge the leadership gap by having members of the subsequent Board elect their Chair and Vice-Chair prior to taking office.

This policy will:

- 1) Ensure that the Board has a Chair and Vice-Chair in place at the start of the fiscal year
- 2) Allow for a transition period for the Chair and Vice-Chair, similar to that available to the PVP
- 3) Create training opportunities for new board members prior to the start of their terms

Previous Policy

By-law 1: 8.03 Election of Chair

(1) The Board of Directors shall elect a chair from amongst the Directors, and shall do so annually at its first meeting of the fiscal year. All voting Directors, including the President, are eligible to serve as chair.

i. If the chair is absent from a meeting, the Directors shall elect a chair from amongst themselves to serve as chair for that meeting;

ii. If the chair becomes permanently vacant, the Board shall elect a chair from amongst the remaining director to fulfill the remainder of the Board term.

(2) The election of the chair shall be conducted as per the Preferential Balloting procedures established in By-Law #2.

Motion

Be it resolved that subsequent Boards of Directors elect their Chair and Vice-Chair in advance of formally taking office, in accordance with the attached by-law provision.

Be it further resolved that the attached by-law provision be adopted into By-law #2 in accordance with the update of that by-law.

Be it further resolved that the Board will endorse this by-law change and encourage Council to sanction it, in accordance with the by-law amendment provisions of By-law #1.

Amended Policy

Election of the Chair and Vice-Chair

- (1) Within thirty (30) days following the Annual General Meeting at which the Directors for the subsequent fiscal year are approved by Council, the current Chair of the Board of Directors shall

duly call and hold a meeting of all persons who will sit on the subsequent year's Board of Directors in order to elect the subsequent Board's Chair and Vice-Chair.

- a. The current Chair shall chair this meeting of the subsequent Board.
 - b. All voting Directors, excluding the President, who will sit on the subsequent year's Board, are eligible to serve as Chair.
 - c. All voting Directors, including the President, who will sit on the subsequent year's Board, are eligible to vote in the Chair election.
 - d. The chair-elect and vice-chair-elect shall take office on June 1st on the year of their election and serve in office until the end of the day on May 31st of the subsequent year, unless they are otherwise removed or resign from office.
- (2) If the Chair is absent from a meeting, the Vice-Chair shall fulfill the Chair's duties in her absence.
- (3) If the chair becomes permanently vacant, the Vice-Chair shall serve as chair for the remainder of the Board term.
- (4) The election of the chair shall be conducted as per the Preferential Balloting procedures established in By-Law #2.