

Summary of Proposed By-Law Amendments

Summary of Proposed Amendments to By-Law 5.1

By-Law 5.1:

- **Current By-law:** Specifies a fixed number of 12 elected directors.
- **Proposed Amendment:** Reduces the number of elected directors to a flexible range of 8 to 10.

Rationale for the Amendment

- Non-profit governance models recommend smaller boards for increased effectiveness and strategic agility.
- The 8 to 10 range ensures adaptability based on organizational needs, allowing for better alignment with strategic priorities.
- A smaller board allows for more streamlined discussions and quicker decision-making.

Summary of Proposed Amendments to By-Law 8.1

Current By-law: 8.1 – Nominating Committee: The Board shall establish a Nominating Committee, which shall at a minimum include the Chair, the Vice Chair, the Past Chair, the Chief Executive Officer, and an additional director chosen to represent the Board. *The Past Chair shall chair the Committee.*

2. Proposed Amendment: The Past Chair, or such Director that the Board determines, shall chair the Committee.

3. Rationale for the Amendment:

The proposed amendment addresses a conflict between By-Laws 8.1 and 6.6. By-Law 6.6 states that the Past Chair is not required to serve a two-year term, which creates an inconsistency with the current language of By-Law 8.1. The amendment provides flexibility in committee leadership, allowing the Board to appoint either the Past Chair or another Director to chair the Nominating Committee. This adjustment clarifies the roles and responsibilities within the Nominating Committee, ensuring a more adaptable governance structure.

Summary of Proposed Amendment to By-Law 18.7

Current By-law: 18.7 – Division Chair: Once approved, the Division Chair will serve for one (1) year and may serve for a further one (1) year period. No person may serve for more than two (2) consecutive full years as a Division Chair.

Proposed Amendment – Added to end of by-law: Time served as a Division Chair does not affect a board member's eligibility to apply for a Director role.

Rationale for the Amendment:

The proposed amendment clarifies the distinction between a Division Chair and a nominated Director. The original by-law did not explicitly address how time served as a Division Chair impacts eligibility for a Director role. By adding this provision, the amendment ensures that serving as a Division Chair does not limit a board member's future opportunities to apply for a Director position. This distinction enhances clarity and aligns with governance best practices.

By-Law Document – Additional Changes

Throughout the document, minor grammatical and formatting changes have been made throughout the document to enhance consistency and clarity. Additionally, the pronouns have been updated from "his" to "their" to ensure gender-neutral language.