



Report from the Governance Committee
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In the fall of 2018, the Board agreed that given some remaining housekeeping items, conflicting language within the bylaws, and the change, since 2012 of the Board Governance model from an operations board to a policy/governance board, a review of the Bylaws approved in 2017 was warranted.

The committee met March 21, April 5, April 12, and April 26 and had lively discussions related to best practice, transparency, recommendations from Board resources and current Cycling BC practice. The committee produced a proposed set of bylaws (attached) which were recommended to the Board of Directors at the May 6 Board meeting. At that meeting, the bylaw committee proposed a motion “that the Board of Directors recommend that the Membership adopt the proposed bylaws at the AGM.” The motion was seconded and carried with 1 (one) against.

One of the issues identified by the Committee was that the current bylaws were written at a time when Cycling BC had a working board. In the intervening years, we have moved to a paid staff handling day-to-day operations with the Board providing governance and guidance related to the strategic plan. The bylaws were not fully updated to reflect the change, resulting in some confusion relating to board vs. Staff roles. In the years since 2012, Cycling BC has been working, at the request from Government Funders, to improve our **Organizational Readiness** - this relates to questions of governance, leadership stability, succession planning and the clarity of board and staff roles. In 2018, our viaSport Evaluation acknowledged considerable improvement in this area and the proposed 2019 bylaws, we believe, reflect further improvement going forward.

In addition to the substantive changes outlined in the following table, the bylaws were renumbered for consistency.

In the event that these new bylaws are adopted, they will immediately come into effect. With respect to changes to board terms outlined in Clause 4.06(a) the new board will establish how we will transition to bring the election process in line with the new bylaws.

Respectfully submitted.

The Bylaws have been renumbered and reformatted for consistency. Only articles/sections that have wording changes have been highlighted below.

Article/Section (Old)	Article/Section (New)	Change	Reason
1.6	1.06(a)	Language changed include all genders	Inclusion best practise.
2.2(b)	2.02 (b)	“Membership dues will be determined annually by Cycling BC staff, recommended for approval by the board and ratified by the members at a General Meeting	Reflects actual practice as membership dues are determined based on operational needs. Eliminates potential conflict with AGM provisions which state that members approve the dues.
3.1	3.01(a)	Strike “Any member, upon request, will be provided, not less than 21 days before the Annual General Meeting, with a copy of the approved financial statements and auditor’s report therein.	Language duplicated in the Audit/Finance section of the bylaws.
3.3	3.03(a)	Housekeeping change only	Corrected grammar
3.16	3.16(a)	Housekeeping change only	Changed capitalization
3.21	3.17(e)	Strike “Any telephonic or electronic voting procedure(s) adopted by the board will provide that votes be verified as having been made by the Member entitled to vote.	Redundant language addressed in 3.17(f), previously 3.22.
4.1	4.01(a)	The Board will consist of a minimum of seven (7) and a maximum of nine (9) Directors, one of whom will be Past Chair, if available	Continuity and succession planning. Governance best practice. Allows for smooth transition of board officers and relationship with ED.
4.2	4.02(a) (i)	Moved duties of the Chair under the heading Specific Director Duties.	Formatting continuity - puts Chair on the same ‘footing’ as other Board Officers.
4.5	4.03(b)	Housekeeping change only	Spelling errors
4.6	4.03(c)	Housekeeping change only	Removed section title
4.7	4.04(a)	Terms of Office: Elected Directors run for office and are elected for a three-(3) year term . Each year, three directors or as many as are necessary to fill existing vacancies will be elected .	Addresses challenges with board continuity, vision and leadership. Governance practice - allows new Board members to learn in year 1, take leadership in year 2 and potentially pass the torch in year 3.

Article/Section (Old)	Article/Section (New)	Change	Reason
4.9	4.06(a)	Directors will serve terms of three (3) years to a maximum of two (2) consecutive terms, and will hold office from September 15 in the year they are elected until September 15 in the year their successors have been duly elected in accordance with these bylaws, unless they resign, are removed from office by special resolution or vacate their office. A director who has completed two (2) consecutive terms may run for office after a one (1) year break from serving on the board	Change of terms to reflect change in terms of office. Change prompted by change in 4.04(a), previously 4.7. Taking office on September 15 allows Cycling BC to hold our AGM according to the requirements of the Act AND plan for board orientation and first meetings. Given that the summer is difficult for folks to meet, is the middle of our season; this will ensure that new board members are not ‘neglected’ during the summer months.
4.12	4.07(c)	Housekeeping change only	Removed section title
4.13	4.08(a)	Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors as defined in 4.09 (f) , the Board may appoint a qualified individual to fill the vacancy for a term expiring not later than the close of the next Annual General Meeting. The total number of Directors so appointed may not exceed one-third of the total number of Directors.	Removed language which refers to directors elected at last meeting; this language was a remnant of when all 9 directors were elected in each year.
4.20	4.09(f)	Quorum – At any meeting of the Board, quorum will be a majority of Directors. In the event that there are unfilled vacancies on the board, a minimum of four (4) Board members will constitute quorum.	Language clarifies minimum number of board members for quorum. In the event of vacancies exceeding two and a gap between meeting and filling of vacancy.
4.21	4.09(g)	Strike “The directors may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting	Language is redundant.
4.22	4.09(h)	Addition of the word “ Ordinary ”	Clarification

Article/Section (Old)	Article/Section (New)	Change	Reason
4.28	4.11(a)	Powers of the Society – Subject to the Act and these Bylaws, the Board shall oversee and supervise the management of Cycling BC's activities and internal affairs.	Board duties are clear in the act - addition of clause 4.04(c) refers to Governance Policy (Draft attached). Cycling BC has been moving from an operations board model (pre-2012) to a Governance Model (Post 2015). This rewording ensures the broad powers given by the act are respected, refers to oversight and supervision of the management of the organization while eliminating the specific duties listed in bylaws which refer back to the old model and have been the subject of some debate. This language pulled from model bylaws from the Canadian Non-Profit Act.
4.29	4.11(b)	Specific 'powers' eliminated, with the exception of "oversee the development of policies and procedures.	See note above. This section of the bylaws written and appropriate for an operational board. Cycling BC has an operational staff managed by an ED and guided by the board. The listing of specific, non-exhaustive duties calls into question the validity of powers not listed and implies that the board functions as operational in some areas. The move to a governance model, recommended and sanctioned by viaSport and the Sport Branch in 2012, sought to move the organization away from an operational board. Progress in this area has been positive; Cycling BC has been under this governance model for some years and our organizational capacity has improved in all areas.
NEW	4.11(c)	Limits – The Society employs a model of governance that separates governance and management functions. The Board delegates to the Executive Director the responsibility to manage the day -to-day operations of the Society in accordance with Cycling BC policies and direction, and subject to any limits established by the Board.	Codifies the model of board governance for Cycling BC's long term stability and development.
5.1	5.01(a)	The Board Officers will be comprised of the Chair, Vice Chair, Secretary and Treasurer. Executive Director and other Officers appointed by the Board from time to time. The Officers will be appointed by the Board in accordance to the Governance Policy on Board Officers..	Clarification of Board officers as distinguished from CEO or ED. Board officers are signors on the Cycling BC accounts and have specific duties distinguishing them from the Directors at Large.

Article/Section (Old)	Article/Section (New)	Change	Reason
5.2	5.02(a)	The Executive Director is the chief executive officer of the Society and will be responsible for the management and supervision of the day-to-day operations of the Society.	Added language for clarification.
5.3	5.03(a)	At the discretion of the Officers and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of the Society. Such delegation will be subject to the same limits as are placed on the delegating Officer.	Added language for clarification.
5.4	5.04(a)	An Officer may be removed by Special Resolution at a meeting of the Board, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such Special Resolution is put to a vote.	Removed the provision that removing an officer is conducted at a meeting of the members to respect privacy and allow the Board the power to remove an officer should there arise an issue.
NEW	6.01(b)	The Executive Director may from time to time form working committees to further the initiatives in the Strategic Plan, approved Business Plan, and Budget. Terms of reference will be provided to the Board.	Explicitly enables the ED to form working groups or committees.
NEW	6.01(c)	Any committee related to initiatives outside the approved strategic or business plan requires Board Approval	Places limits on ED to create committees outside approved organizational objectives.
6.2	6.03(a)(iii)	HR/Governance committee added	Governance best practice, ensures annual review of ED performance and helps ED address internal HR issues.
7.4	7.04(a)	The Directors will approve financial statements (evidenced by signature of one or more Directors) of the Society for the previous fiscal year of the Society not less than twenty-one (21) days before the Annual General Meeting.	Language cleaned up; compliance with Society Act.
NEW	7.04(b)	On request, a copy of the audited financial statements will be provided to any Member.	Added to ensure clarity and cover-off redundant language deleted throughout the bylaws.
NEW	7.07(b)	Employment contracts and contracts for services may be executed by the Executive Director provided that the Board has approved the annual HR Budget. Employment contracts and contracts for services over and above the approved budget and human resources plan must be approved by the Board.	Language added to reflect current practice and help with organizational efficiency. HR plan is approved by the board. This language empowers the ED to execute HR agreements.
7.11	7.11(a)	Removed ability to remunerate directors.	Our access to Gaming Grant funds strictly forbids this.

Article/Section (Old)	Article/ Section (New)	Change	Reason
7.12	7.12(a)	Added language "All Board members will be provided with a copy of the Conflict of Interest Policy"	As a member based organization, it is essential that board members are provided with information outlining conflict of interest.