

REPORT COTAPSA Governance – Succession Plan including Director Responsibilities

Date Provided: January 17th, 2017
Submitted by: First VP and ED
To: Board

<p>Items taking into account were:</p>	<ol style="list-style-type: none"> 1) How to move Board members through the ranks in order to develop a strong, well informed (through experience) Executive and President 2) Fairness and consideration to those who have sat on numerous committees in 2015-2016 and who have an interest in becoming Executive Officers (listing of members of committees, leads on projects etc. was provided to 1st VP) 3) Fairness and transparency as to meeting attendance and the impact of the COTAPSA bylaws which govern the Board and Executive (Attendance Review taken from Board & Executive Roll provided to 1st VP) 4) Understanding as to the time commitment and fairness in sharing the overall responsibility of work taken on for the association. (Understood that all Directors may be unable to meet demands to participate – consideration was made as to how to best make the work be shared). It is believed and recommended that Executive must Chair at least one committee and other committees to be Chaired by Board members. 5) Review of COTAPSA Bylaws including obligations and responsibilities of Directors 6) Review of other Ontario association governance structures and signatory responsibilities 7) Outline does not include new projects/Chairs 8) Item 7 led to the need for a Board Strategic Session to outline/establish goals and work plan for Board for the next 2-3 years 	
<p>Board Size</p>	<p>Consideration was given to making the Board smaller. It was decided in light of past numbers to Board that it would be acceptable to reduce from 12 to 10 Directors</p>	<p>7.01 <i>The Board shall consist of a <u>maximum</u> number of twelve (12) Directors.</i></p> <p><i>This would be an easy move this year</i></p>

Executive Committee Size	<p>Before discussing size, the following parameters were agreed to</p> <p>1) 1st & 2nd VP Officers must agree to be on a trajectory to move to President. These Officer positions can't be 'hold positions'</p> <p>2) Treasurer and/or Secretary can remain a 'stationary' Officer (is not required to move up) but may move up if desired.</p> <p>3) Executive Officers must agree to Chair a Committee(s), some Board members may also be asked to do so. Officers also must meet other statutory responsibilities. (i.e. information provision for signatory status)</p>	<p>Combining positions easy as bylaw – 9.02 j) states - <i>Perform such other duties as may be determined by the Board from time to time.</i></p> <p><i>Concern that President is under too much pressure all Directors need to hold responsibility. Executive members are the key group and therefore must participate as leaders</i></p>
Recommendation 2017 Exec compliment	<p>Reduce Executive Committee to 4 from 5 Officers by combining the Secretary/Treasurer position, this is the standard in other organizations.</p> <p>Some discussion around eliminating 2nd VP and keeping Secretary and Treasurer separate.</p>	<p>President 1st VP 2nd VP Sec/Treasurer</p>
Position Responsibilities	<p>CHAIRS/Lead <i>Want to move responsibility to Executive Officers holding responsibility to Chair committees, Board chairing some committees</i></p>	<p>Sits On <i>10.08 - Except for the Executive Committee, each Standing Committee will be composed of at least one (1) Director and if possible, an Officer</i></p>
EXEC Officers		
President Signatory	<p>Exec (max 10 meetings) Board (max 10 meetings) Framework (MOU) – as required PAC (i.e. deputations or City gov. relations) – as required</p>	<p>Ex Officio ALL committees ANUMMO (as required)</p>
1 st VP Signatory	<p>Events/Networking (2 events per year – max 8 meetings) ED PM (1 per year) Staff Hiring (as required)</p>	<p>Exec PAC Finance</p>
2 nd VP Signatory	<p>Governance (Elections, Succession, Policies etc.) – max 3 meetings -- Oct, Dec., report in January</p>	<p>Exec Finance City HR</p>

Secretary/ Treasurer Signatory	Bylaws (1 per year as required in July) Audit/Finance (max 4 per year – June, Sept, 1-2 Dec (audit)	Exec
	Officers – may be asked to Chair other committees as they arise	
Directors		
	Communications (max 6 per year)	Trena has agreed to chair
	Recruitment (Meetings in Jan and Feb as required, -- Pre - Meeting in Nov) IT Project (2017 January only)	Fabio has agreed to share both 1) Recruitment Program active from March to May, 2) IT Project
		Member Relations (City HR)
		Communications
		Bylaws
Staff	ED – has direction via Board Policy to act as Chair to all Committees excluding Executive and Finance. Will work with Chairs to help provide research, develop ideas etc. and operationalize	Ex Officio to all Committees
	SHRO – Chairs the City HR Committee, works with ED to create agenda etc. for that meeting	Attends the Board & Exec Committees, Finance and others as directed by ED
	EA – takes notes and /or minutes at all meetings	Attends the Board, Executive & is a member of the Finance Committee. Attends other committees as directed by the ED
Planning	Need for a Board Strategic Session to outline/establish goals and work plan for Board for the next 2-3 years – Not a Strategic Plan where Mission, Values etc. are defined – the association is clear on those items. Approached 2 Firms – recommending Danny Phar	Danny suggested session be split into either 2 two hour sessions on separate dates, or 1 four hour session, with the main objective being: Clearly set goals and priorities for 2017. Agenda to be fine-tuned as we get closer to an agreed upon date, but

		<p>essentially focus to be on defining:</p> <ul style="list-style-type: none">What the board's goals are?What are the priorities?What are the activities and tasks needed for those goals?Who are the owners of the activities?What are the resources?What are the challenges?What is the timeline? <p>Whether 2 separate sessions, or 1 four hour strategy setting session -- charge \$2500.00 Fee would include the pre and post work needed to deliver an ideal session</p>
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