

CBABC GOVERNANCE POLICY

1. Definitions

Terms defined the Bylaws apply to these policies, unless otherwise expressly stated.

- 1.1 “Board Election Meeting Date”** means the date identified in section 4.1 of this Governance Policy.
- 1.2 “Committees”** means the entities established under section 6.1 of this Governance Policy.
- 1.3 “Diversity”** has the same meaning as in CBA Bylaw No. 1 which is the inclusion of members from a variety of backgrounds, with particular attention to representation in the Association of members from equality-seeking groups including but not limited to women, LGBTI2S communities, Indigenous peoples, racialized, ethno-cultural and religious groups, and persons with disabilities. Diversity is to be interpreted consistent with the evolving nature of equality issues.
- 1.4 “Nominating Committee”** means the committee established by the Board to identify, recruit and encourage candidates to stand for election or appointment to the Committees, Board and Provincial Council.
- 1.5 “Section Executive”** means, with respect to each CBABC section, the collective of members elected or acclaimed to the positions of Chair, Co-Chair, Vice-Chair, Law & Policy Liaison, or Member at Large as reported to the CBABC in accordance with the Sections Policy, or as otherwise authorized by the Executive Director.

2. General Meeting and Provincial Council

2.1 Submission of Resolutions

Any proposed Resolution about law reform, justice policy, or CBABC advocacy or activities to be considered at a General or Provincial Council meeting shall be given to the Executive Director in the form of a submission not later than 60 days prior to the commencement of the meeting at which the Resolutions are to be presented.

Submissions shall include

- a) the preamble and the Resolution which together shall not exceed 400 words;
- b) a statement of how the proposed Resolution fulfills the CBABC purpose;
- c) a recommended implementation schedule which shall include
 - a. the estimated cost of implementation;
 - b. the name and address of persons in the proposing group who will help the Executive Director implement the resolution;
 - c. an implementation calendar which identifies the steps to be taken to implement the resolution and sets suggested deadlines for the accomplishment of each step;

- d. an indicator of success which identifies the practical results which, if achieved, will show that the resolution has been successfully implemented;

d) background information in support of the Resolution.

Upon receipt, the Executive Director shall forward the submission to the Board and the chair of each CBABC Section and Committee whose terms of reference are pertinent to the subject matter of the Resolution as determined by the Executive Director.

Upon receipt of the Submission, the Board shall review the Submission and may take any one or more of the following steps:

- (a) recommend that the proposed Resolution be considered by Provincial Council or General Meeting;
- (b) make such revisions to the proposed Resolution as the Board is prepared to provide;
- (c) recommend against the consideration of the proposed Resolution;
- (d) if it deems the subject matter of the proposed Resolution inappropriate for consideration at the meeting for which the proposed resolution was put forward, or its form in need of more revision than the Board may provide:
 - (i) refer the proposed Resolution back to its proponent with the Board's reasons for such action;
 - (ii) refer the proposed Resolution to such Section or Committee for further study; or
 - (iii) if it deems that considerations of the proposed resolution at the CBABC Council meeting for which the proposed resolution was put forward will not allow sufficient time to review adequately the issues raised, the Board may recommend that the proposed Resolution be tabled to the next Provincial Council meeting.

The Board shall provide a written report for inclusion in the meeting materials for the meeting at which the proposed Resolution is to be considered, and such report shall contain the following:

- (e) the Submission in its entirety;
- (f) as is determined by circumstances, the Board's reasons for:
 - (i) recommending consideration of the proposed Resolution;
 - (ii) recommending consideration of the proposed Resolution as revised by the Committee;
 - (iii) recommending against consideration of the proposed Resolution;
 - (iv) referring the proposed Resolution for further study; or
 - (v) recommending that the proposed Resolution be tabled to the next Provincial Council in order to allow for proper consideration by the Board.

All of the contents of the report provided by the Board shall be subject to debate at the meeting at which the report is considered.

Notwithstanding the foregoing, proposed Resolutions which have not met these procedures may still be considered at a Provincial Council or General Meeting if:

- (g) the Board agrees; or
- (h) after considering the reasons for the Board not agreeing, it is the will of the Provincial Council or General Meeting to consider such resolution.

2.2 Provincial Council Agendas

The President, in consultation with the Board and Executive Director, shall set the agenda for a meeting of Provincial Council. Any member of Provincial Council proposing a topic for the Provincial Council agenda shall send a written request to the President or Executive Director 45 days before a Provincial Council meeting.

2.3 Implementation of Resolutions

All Resolutions of Provincial Council are advisory to the Board, to be considered and implemented at the Board's discretion.

3. Provincial Council Elections

3.1 Call for Nominations

In each year, the Executive Director shall determine the number of Provincial Council positions known to be coming vacant in the coming year and shall give notice through a call for nominations by Electronic Means to all Members of the positions coming vacant. Such notice shall be given not less than 90 days in advance of the Board Election Meeting Date.

3.2 Nominations

Nominations for the position of County Representative shall be made in writing and signed by two Members eligible to vote in the County from which the nominee is to be elected,.

Nominations for the position of Section Representative shall be made in writing and signed by two Members of the Section Executive(s). To be eligible for nomination as a Section Representative, a candidate must have been a Member of a relevant Section Executive as of December 31 of the preceding calendar year.

Nominations for either County Representative or Section Representative positions shall be filed with the Executive Director not less than sixty (60) days prior to the Board Election Meeting Date.

If for any reason including withdrawal of a candidate, lack of time or otherwise, the nomination of a representative for election cannot be completed in time for election, the Board may, in consultation with the Nominating Committee, make such nominations in addition to those nominated as will complete the slate of candidates for members of Provincial Council.

3.3 Candidate Communications

At the time of submitting the nomination form, candidates for Provincial Council may provide a written statement outlining their qualifications and intentions in seeking to represent the County or Section. The statement will be distributed electronically by the Executive Director to the eligible voters.

3.4 Voting Eligibility for Section Representative

In order to vote in an election for Section Representative, a voter must have been a member of the relevant Section Executive as of December 31 of the preceding calendar year.

Where a Section Representative is to be elected by one Section Executive because there is a single Section for the area of law or interest (eg. Aboriginal Lawyers Forum), all members of the Section Executive are eligible to vote for the Section Representative.

Where a Section Representative is to be elected to represent multiple Sections of the same name but different geography (eg. Young Lawyers, Family Law), each Section Executive will be limited to three (3) votes to be exercised by a Chair, Vice-Chair and Law and Policy Liaison, or in the event of a vacancy in any of those positions, as determined by the Executive Director.

Where a Section Representative is to be elected to represent the remaining sections as identified in the Bylaws, each Section Executive will be limited to three (3) votes to be exercised by a Chair, Vice-Chair and Law and Policy Liaison, or in the event of a vacancy in any of those positions, as determined by the Executive Director.

3.5 Voting

Voting for County and Section Representatives will be conducted by ballot issued and returned by Electronic Means. The deadline for completion of voting for County and Section Representatives shall be not less than 30 days in advance of the Board Election Meeting.

In the event of a tie among candidates, the President shall cast the deciding vote.

3.6 Vacancies

If a member of Provincial Council ceases to be a member of the Provincial Council for any reason; or is elected as a CBABC Officer thereby creating a vacancy on Provincial Council, then

- (i) the Board may, by Board Resolution, appoint an eligible Member to fill the vacant position until the next election cycle; and
- (j) at the next applicable election the vacancy will be filled for a new two (2) year term if a Section Representative, or three (3) year term if a County Representative.

When filling such a vacancy, the CBABC Executive Committee shall have regard to the CBABC's commitment to ensuring that members of the CBABC Council represent the diversity of the CBA's membership.

3.7 Returning Officer

The Executive Director shall act as returning officer for the election of members of Provincial Council, and in that capacity shall:

- (a) determine the rules of the election not provided for in the Bylaws and this Policy so long as they are not inconsistent with those requirements;
- (b) determine the return deadlines for ballots;
- (c) appoint scrutineers as necessary;
- (d) decide all matters relating to the conduct of the election, including the eligibility of nominees and voters; and
- (e) in the event that an election is not required in circumstances where there are the same number (or fewer) of eligible nominees as open positions, waive the election and declare the nominee(s) elected by acclamation to the position(s).

4. Board of Directors Elections

4.1 Call for Nominations

Elections will occur at a meeting of Provincial Council to be not earlier than May 15 and not later than July 15 each year. The date of such Provincial Council meeting is the Board Election Meeting Date.

The Executive Director shall give notice through a call for nominations by Electronic Means to all of Provincial Council. Such notice shall be given not less than 45 days in advance of the Board Election Meeting Date.

4.2 Nominations

The nominations for the positions of CBABC Second Vice-President, Chair of the Finance and Audit Committee (in alternating years), Directors-at-large and the Young Lawyers Representative must be made in writing by two CBABC Members, consented to by the nominee and provided to the Executive Director not less than 30 days prior to the Board Election Meeting Date.

If for any reason including withdrawal of a candidate, lack of time or otherwise, the nomination of a representative for Board election cannot be completed in time for election, the Board, may, in consultation with the Nominating Committee, if any, make such nominations in addition to those nominated as may be necessary for a complete slate of candidates for elected Board positions.

4.3 Candidate Communications

At the time of submitting the nomination form, candidates for the Board must provide a written statement outlining their qualifications and intentions in seeking election to the Board. The statement will be distributed electronically by the Executive Director to the eligible voters on Provincial Council. No other CBABC resources or communication vehicles may be used by Members for the purpose of supporting one candidate over another.

The Executive Director will give each candidate for Second Vice-president a contact list of the eligible voters on Provincial Council including email address and phone number. Candidates must protect this contact information and it cannot be shared, sold or used for any purpose other than personal campaigning. Mass hard copy mailings are prohibited because they create the possibility of unfair economic advantage for some candidates. Individual emails and phone calls to electors are permitted.

4.4 Address to Provincial Council

Nominees for the positions of Second Vice-President and Chair of the Finance and Audit Committee may address Provincial Council for no more than five (5) minutes each and may have one or two nominators who may address Provincial Council for no more than five (5) minutes collectively.

Nominees for the positions of Directors-at-large and the Young Lawyers Representative may address Provincial Council for no more than three (3) minutes each and may have one or two nominators who may address Provincial Council for no more than three (3) minutes collectively.

- (f) determine the return deadlines for ballots;
- (g) appoint scrutineers as necessary;
- (h) decide all matters relating to the conduct of the election, including the eligibility of nominees and voters; and

4.5 Election of Directors

At the meeting of Provincial Council at which the election is held, voting members of Provincial Council shall elect or acclaim a CBABC Second Vice-President, Young Lawyers Representative and four (4) Directors-at-large. In alternating years or otherwise as necessary, the voting members of Provincial Council will elect a Chair of the Finance and Audit Committee.

In each case, if there are the same number of eligible nominations as the number of available positions, the person or persons nominated shall be acclaimed.

In any given election, if there are two (2) or more nominations for any or more of Second Vice-President or Chair of the Finance and Audit Committee, the election shall be decided by a majority of votes cast. In the event that no nominee receives the majority of votes cast on the first ballot, the nominee receiving the least number of votes shall be dropped and a second ballot held. This process shall be repeated until a nominee receives the majority of votes cast. In the event of a tie, the current CBABC President, or in their absence the most recent past First Vice-president, shall have the deciding vote.

Elections for Directors-at-large shall be determined by the plurality of votes cast and those with the receiving the highest number of votes shall be elected in descending order. In the event of a tie for the final position, the President, or in their absence the First Vice- President, shall have the deciding vote.

4.6 Returning Officer

The Executive Director shall act as returning officer for the election of Officers and Directors-at-large, and in that capacity shall:

- (i) determine the rules of the election not provided for in the Bylaws and this Policy so long as they are not inconsistent with those requirements;
- (j) determine the return deadlines for ballots;
- (k) appoint scrutineers as necessary;
- (l) decide all matters relating to the conduct of the election, including the eligibility of nominees and voters and breach of Candidate Communication policy; and

- (m) in the event that an election is not required in circumstances where there are the same number (or fewer) of eligible nominees as open positions, waive the election and declare the nominee(s) elected by acclamation to the position(s).

5. Board Responsibilities

5.1 Authorities

The Board operates by delegating certain of its authorities to staff and by reserving certain powers to itself. Subject to applicable law and to the Bylaws, the Board retains the responsibility for managing its own affairs, including:

- a) Governance: approving CBABC's approach to corporate governance, including the development, review and approval of CBABC's governance principles, guidelines and relevant terms of reference including for Sections and Committees;
- b) Strategy: developing, monitoring and reporting on the strategy and goals of the CBABC;
- c) Operations Oversight: appointing and managing the Executive Director of the CBABC, monitoring the CBABC's performance and exercising board-level oversight of the business of the CBABC;
- d) Board Affairs: providing orientation and on-going education for Directors and assessing the effectiveness of the Board and committees in fulfilling their responsibilities on behalf of the CBABC and its members.

5.2 Governance

The Board has the responsibility, subject to the provisions of the Bylaws, to:

- a) Conduct periodic review of bylaws, policies and governance structure, make changes to policies, including Sections and Committee Policy, and the governance structure and recommend changes to bylaws for consideration at the Annual General Meeting;
- b) Annually assess gaps in Board skills, demographics and diversity composition and provide assessment to the Nominating Committee;
- c) Provide input to the Executive Director and President for the annual orientation of Board, Council, Section Executives and Committee Chairs;
- d) Review the Board Code of Conduct and address any failures to follow its terms;
- e) Establish annual Board self-evaluation tool and process, and once established, review annually and recommend changes; results of self-evaluation are shared with the Board;
- f) In consultation with the Executive Director, establish annual Executive Director performance evaluation tool and process, and once established, review the tool and process annually;
- g) Establish dispute resolution processes within CBABC governance bodies and sections, and between governance bodies and staff, and execute role as outlined in the dispute resolution process;

- h) Appoint members to Committees and appoint Chairs;
- i) Establish and disband Sections;
- j) Implement equality, diversity and inclusion policies;
- k) Select and nominate external appointees;
- l) Review and critique all resolutions to be presented to Council; and
- m) ensure the CBABC operates at all times within applicable laws and regulations, in accordance with the Bylaws, and to the highest ethical and moral standards;

5.3 Strategy

The Board has the responsibility, subject to the provisions of the Bylaws, to:

- a) participate with Executive Director in the annual review and evaluation of the CBABC's 5-year strategic plan;
- b) review goals and implementation of strategies, and prioritize which strategies to focus on in any given year;
- c) determine if goals have been met by reference to internally tracked key performance indicators, reflect on progress and adjust strategies; and
- d) report annually to members on progress in achieving the goals.

5.4 Operations Oversight

The Board has a responsibility to, subject to the provisions of the Bylaws:

- a) monitor the CBABC's performance and exercise board-level oversight of the business of the CBABC;
- b) understand and oversee the management of the principal risks to the CBABC's business, including annually reviewing with the Executive Director their assessment of the principal risks to the CBABC's business and ensuring that appropriate systems to manage these risks are implemented;
- c) define, propose and manage Executive Director selection and performance evaluation processes, including monitoring succession planning;
- d) appoint the Executive Director and approve decisions relating to their compensation and benefits, employment contract, and any other special arrangements;
- e) monitor and provide advice and counsel to the Executive Director in the execution of the Executive Director's duties and objectives, which shall be as set out in the Bylaws and any additional agreement, job description, goals or strategic mandate set out by the Board.

6. Committees

6.1 Committees and Task Forces

The Board of Directors may establish or dissolve a Committee from time to time to make recommendations to the Board of Directors or CBABC staff in alignment with the objects and policies of the CBABC. A Committee must have terms of reference outlining the number of members, the purpose of the committee, and the intended frequency of meetings.

The Board of Directors may establish a Task Force from time to time to focus on a specific task for completion within 12-18 months. A Task Force must have terms of reference outlining the number of members, the purpose of the task force, its deliverables and the intended frequency of meetings.

The titles and purpose of the Committees and Task Forces of the Board of Directors will be posted at cbabc.org.

6.2 Call for Volunteers

The Executive Director shall give notice through a call by Electronic Means to all members of the opportunity to join a Committee for the upcoming membership year or a Task Force. Members will complete an online form to provide information about their qualifications.

6.3 Appointments

The Board of Directors will appoint members to a Committee or Task Force having regard to Diversity, geographic engagement, type of practice/workplace, and qualifications to support the Committee or Task Force purpose.

6.4 Terms of Appointment

Committee members will be appointed for a one year term and may serve a maximum of four years before either becoming Chair or taking a minimum one year break from service on the Committee.

Chairs or Co-chairs of a Committee will be appointed for a one year term and may serve a maximum of three years.

A Vice-chair may be appointed by the Board of Directors or a Committee for a term of one year. Being appointed as a Vice-chair does not mean that the member will become the Chair the following year.

6.5 Duties of the Chair

The Chair or Co-chairs of each Committee shall

- a) prepare agendas and workplans in consultation with the CBABC staff support;
- b) facilitate discussion at each meeting with a view to achieving consensus in policy or program recommendations to the Board of Directors or CBABC staff;
- c) maintain knowledge of the CBABC objects, policies and limitations;
- d) provide subject-matter advice to the President or CBABC spokesperson upon request;
- e) prepare and deliver a report by May 31 which addresses:
 - 1. the Committee's completed work and the work in progress
 - 2. what time and activity is expected of Committee members;

3. whether there are particular characteristics that the Chair recommends for future members such as particular skills or experience, geographic representation, practice knowledge, Diversity.

6.6 Committee Mandate

The President, in consultation with the First and Second Vice-president, and following a review of the past year's Committee Report will establish an annual mandate for each Committee to align the work of CBABC Committees with the priorities set by the Board of Directors and focus their initial work.

6.7 Communications

Committees may only communicate on behalf of the Committee or the CBABC in accordance with the CBABC Policy Development and Advocacy Policy.

Committee meetings and meeting materials will be scheduled and distributed by CBABC staff. Communications between meetings or sub-committees may be conducted by members independently provided that CBABC staff members are included.

6.8 Concerns

Concerns of any committee member with respect to the conduct of members, staff, committee progress, or any other matter may be brought to the attention of the President, First Vice-president or Executive Director.