



## **Material Changes to the BC Athletics Constitution & Bylaws**

### **Supporting Document**

#### **Introduction**

The bylaws being presented to the membership are entirely new bylaws from those currently in force. The bylaws currently in force were non-compliant with BC's Societies Act and required updating. Further, the old bylaws are no longer consistent with best practices for non-profit amateur sports organizations.

All of this presents issues for us with our funding agencies.

Accordingly, we need to significantly update our bylaws. Given the deficiencies in our current bylaws as identified in a governance review conducted by viaSport, we are proposing a new, modernized set of bylaws. Since we are starting fresh, there is no mark-up of changes to the current bylaws. The mark-ups noted in the draft now being presented for consideration reflect changes from the last proposal put to the membership in August.

However, the proposed bylaws use the old concepts as much as possible.

This document provides an overview of material conceptual changes to the old bylaws that set out in the proposed bylaws. The major changes are as follow:

**1. Constitution.** The Constitution has been updated to better reflect the objects of the organization.

**2. Membership.** For the most part, membership is functionally the same, except that instead of having voting delegates, Affiliated Clubs now appoint Designated Voting Members. This is because the old structure was non-compliant with the Societies Act, which requires "one member, one vote". You can't have weighted voting with one member club appointing more delegates than another, as that may give member clubs more than one vote. The structural tweak around that is to have the clubs appoint Designated Voting Members instead of delegates, with each such Designated Voting Member having one vote, consistent with the requirements of the Act.

**3. Timing for Appointing Club Representatives.** Those Designated Voting Members will be members throughout the year, and are not just appointed before a meeting. This is to the clubs' advantage. There are legal things that occur during the year. If the clubs wait until just before a meeting to appoint representatives, they have no voice in anything to do with the organization while not represented. For example, if a member brings a member's motion and the clubs haven't appointed representatives, the only voting members under the current system to be considered for purposes of the members' proposal would be the Directors. This requirement that the clubs appoint their Designated Voting Members at the start of the year helps the clubs by ensuring that they have representation throughout the year on all matters that may arise.

**4. Voting Rights.** Nothing has changed with respect to the clubs as their votes are still effectively allocated pursuant to the same calculations as before. What has happened is that Advisory Councils, discussed in greater detail below, have been added to the governance structure, with the Lead Advisor of each such council having a vote. Further, in the case of the Officials' Advisory Council, two additional votes have been allocated to that council to give it a total of three votes.

**5. Board Composition.** The Board is changing from a representational board with geographical representatives from designated regions and individuals elected to specific positions, to a general governance board with the Directors elected generally and then allocating responsibilities amongst themselves once elected. These changes are consistent with best practices, and note that the Canadian Sport Governance Code specifically requires that the Chair be elected not by the members, but by the Directors from amongst themselves.

**6. Non-Representative Board.** BCA has staff. Staff is responsible for operations. The Board is responsible for governance and oversight. The old structure confuses operations and governance. Best practice is to ensure that the Board assumes general governance responsibility without any taint of bias or conflict of interest. Having regional representatives on a board puts regional directors into conflict whenever issues pertaining to their region comes up. It is essential that all Directors act in the best interests of the organization, not the geographical region or discipline they may formally represent. Persons concerned about regional issues are encouraged to work with the organization to make their concerns known. Individuals looking to serve specific agendas of a particular segment of an organization's membership, and not the organization as a whole, are not ideal candidates for election to a board. One doesn't have to serve on the Board to make a meaningful difference in an organization.

**7. Board Size.** The proposed Board is being reduced from fifteen (the number actually provided for in the current bylaws) to nine. This is consistent with best practice. Large boards are unwieldy and inefficient. The Canadian Sports Governance Code suggests boards between seven and

eleven. Nine is commonly seen as ideal as it allows for the rotational election of three Directors each year for terms of three years.

**8. Conflicts of Interest.** Funding agencies can be particularly concerned about conflict of interest provisions. The concern is always that operations be structured and money be spent in the best interests of the organization, not with any real or perceived self-interest that may directly or indirectly benefit those guiding the organization. Accordingly, there is heightened attention paid to conflict of interest. The proposed bylaws set out that no individual may serve (or, in each case, continue to serve) as a Director if they have a fiduciary duty in respect of an Affiliated Club. In this context a “fiduciary duty” includes holding a senior leadership position, including either as paid senior staff or as a director, in such Affiliated Club, organization, or entity. This restriction would apply to paid full-time coaches, but would not apply to part-time coaches, volunteer coaches, or any other volunteers other than volunteer directors. A person in such a position of conflict may still be nominated and run for a position as a Director in the Society, provided that if such a person with that conflict is elected as a Director of the Society, that person could not become a Director of the Society unless that person agrees to step back from their conflicted position in the Affiliated Club, organization, or entity for the duration of the time that they serve as a Director of the Society.

**9. Advisory Councils.** The proposed bylaws include a new element of governance structure, Advisory Councils. These councils are designed to provide a formal path for input between staff and key sectors of the membership, including athletes, coaches, and officials. These councils would introduce a structure for feedback and a voice for those groups, including a voting voice, with the Lead Advisor in each council having a vote, and with the Officials’ Advisory Council having the right to elect two additional Voting Members. The details with respect to Advisory Councils are set out in Part H of the proposed bylaws.

**10. Board Transparency.** Interestingly, and somewhat counter-intuitively, it is not seen as best practice to make the minutes of Board meeting available to members. The Societies Act is consistent with this approach, making a distinction between minutes of Members meetings and minutes of Board meetings. The reason for the difference is that publishing Board minutes is considered to be a possible restriction on a director’s willingness to speak freely when considering what might be in the best interests of the organization. Further, it is understood that a board will often consider controversial or difficult matters, and that what matters is not what happens at the meeting, but what the Board ultimately decides to do. It is now seen as best practice for organizations to publish summaries of material decisions taken at Board meetings as opposed to the minutes themselves. The proposed bylaws are consistent with this best practice.