

**Governance Committee Report to the Membership**  
**Special Members' Meeting**  
**January 11, 2022**

*Background*

Effective January 1, 2022, the newly named Peterborough & the Kawarthas Chamber of Commerce will be governed by a Provisional Board of Directors and a Provisional Executive, comprised of Directors from both Chamber boards. The organization will continue to operate under the current by-laws of the Greater Peterborough Chamber of Commerce (GPCC). In order for the intended Provisional Board and Executive structures to be in compliance with the Boards of Trade Act, some of the GPCC's current by-laws need to be amended. The following two by-laws set the parameters for how and when this may be done.

**59. By-laws or by-law amendments**

*Any part of the Constitution and By-Laws of the Chamber may be rescinded, altered or amended at any Annual General Meeting of the Chamber or any Special General Meeting called for that purpose, by a two-thirds vote of such properly constituted meeting, provided always that notice of the proposed change or changes shall have been given to the meeting at which such proposed change or changes shall be submitted for decision, and that a copy of said notice be provided to each Member of the Chamber at least fourteen (14) days prior to the said meeting.*

**20. Special Meetings of the Members**

*In addition to the Quarterly Meetings, the Board or a majority of Members of the Chamber may call a Special Meeting of the Members. A written request must be placed in the hands of the President & CEO. In the event that the Members requisition a Special Meeting of the Members, the Directors shall arrange for such meeting without delay. The purpose of such meetings shall be stated in the notice of meeting sent to Members and no other business shall be considered.*

**By-law 28** states that the Board/directors shall be elected at the First Quarterly Meeting of Members. Therefore, we must update the by-laws in preparation for the election at the First Quarterly Meeting.

The 1<sup>st</sup> Quarterly Meeting of 2022 is being held at the January 11<sup>th</sup> Business Exchange networking event.

In order to ensure that the January 11<sup>th</sup> election is in compliance, a Special General Meeting will precede the Quarterly Meeting. This meeting will be called to order, the proposed by-law changes presented and voted upon, and then the meeting adjourned. Subsequently, the Quarterly Meeting will be called to order, as a separate meeting.

**By-laws Requiring Amendments**

**28. Number of Directors**

The current by-law states that the maximum number of Directors is 14 (Chair, Vice-Chair, Treasurer, plus 11 others; appointees are not included). Each Chamber has 10 Directors intending to join the Provisional

Board, for a total of 20. The committee recommends a maximum of 24, to provide flexibility. This number can be reduced in future.

The Provisional Board will include a Past Chair, Chair, Vice-Chair, and Secretary-Treasurer from each Chamber. The current by-law language needs to be amended to allow for these Co-Chairs, Co-Vice-Chairs, and Co-Secretary-Treasurers.

Current wording, with suggested amendments in red

*The Chamber shall be managed by the Board, which shall consist of:*

- *a Chair, Vice-Chair and Secretary-Treasurer, all of whom shall be elected from amongst the Members by the Members by Ordinary Resolution at the first Quarterly Meeting of the Members in each calendar year; and*
- *A minimum of eight (8) and a maximum of ~~eleven (11)~~ **twenty-one (21)** other Directors, all of whom shall be elected from amongst the Members by the Members by Ordinary Resolution at the first Quarterly Meeting of the Members in each calendar year.*
- ***The Members may elect Co-Chairs, Co-Vice-Chairs and Co-Treasurers, with the total number of Directors not to exceed twenty-four (24).***

*For further certainty, the Chair, Vice-Chair and Secretary-Treasurer are Directors within the meaning of the Act and this By-Law.*

*The following appointees (non-voting) shall be invited to participate in Board meetings:*

- *The immediate Past Chairs*
- *One representative from each of: City of Peterborough, County of Peterborough, Peterborough County Federation of Agriculture, and the Women's Business Network*
- *The President & CEO of the Chamber, and the Executive Assistant of the Chamber*

### **31. Number of terms of Office of Directors**

Following the GPCC's standard succession plan, the total number of years to move through the Executive is 5 (2 as Director at Large, and 1 each as Secretary-Treasurer, Vice Chair and Chair). The current maximum number of terms is 10, including time on the Executive, meaning that after 5 years on the board, a director must either join the Executive (space permitting) or retire.

As we combine two boards, there may be more directors interested in moving up through the succession plan. It is recommended that the maximum number of terms be increased from 10 to 12, thus giving 7 years to move up. For greater flexibility, references to time spent or not spent as an Officer, would be removed.

Current wording, with suggested amendments in red

*Each Director may only be re-elected to hold a maximum of ~~ten (10)~~ **twelve (12)** consecutive one-year terms, ~~including terms as an Officer~~. ~~The maximum number of consecutive one-year terms for a Director who has not been an Officer is five (5)~~. ~~Note: Normal practice is four (4) one-year terms.~~*

*Officers including Chair, Vice Chair, and Secretary-Treasurer may be elected for a maximum of two (2) consecutive terms of one (1) year each. Note: Normal practice is for the Chair, Vice Chair and Secretary-Treasurer to serve one (1) one-year term.*

#### **48. Standing committees**

The usual makeup of the Executive committee is: Past Chair, Chair, Vice-Chair, Secretary-Treasurer, and 2 Directors-at-Large. Since the Provisional Executive will include one of each position from each Chamber, it is recommended that it not include Directors at Large. This will help to keep the Provisional Executive to a more practical size. For flexibility, the language would be changed to “may include”. This would also give more flexibility as we move towards having one person in each officer role, instead of two.

Current wording, with suggested amendments in red

*The Board shall create the following Standing Committees: Nominating, By-Law Review, Policy, Executive, and Budget.*

- *The Board shall have the power to appoint and remove Committee Members of the Standing Committees.*
- *Each Standing Committee shall operate within its terms of reference and mandate that the Board shall provide it.*
- *The Nominating Committee shall be appointed annually and consist of ~~five persons (5)~~ the immediate Past Chair(s), Vice Chair(s), two (2) other persons from the General Membership, and one (1) Chamber Staff member.*
- *The By-Law Review Committee shall be appointed annually and consist of not less than three (3) Members, of which at least one (1) must be a Board Director.*
- *The Policy Committee shall be appointed annually and consist of not less than ten (10) Members, of which at least two (2) must be Board Directors.*
- *The Executive Committee shall consist of the Officers of the Chamber, as described in the section on roles of officers of this By-Law.*
- *Following the election from the membership at large, and prior to the first meeting of the incoming Board of Directors, the Nominating Committee shall prepare a slate of officers, ~~including which may include~~ up to two (2) Directors-at-Large for membership on the Executive Committee for recommendation to the incoming Board of Directors.*
- *At the first regular meeting of the Board of Directors, the Nominating Committee shall present ~~the slate of officers~~ for approval by the Board, ~~a slate of officers, including up to 2 Directors at Large, for membership on the Executive.~~*
- *The following appointees (non-voting) shall be invited to participate in Executive meetings:*
  - *The immediate Past Chair(s)*
  - *The President & CEO of the Chamber, and the Executive Assistant of the Chamber*
- *The Executive Committee shall have supervision of the general activities of the Chamber, including the finances; shall provide for holding emergency meetings and for transacting such business as does not necessitate a meeting of the complete Board, and shall have such other powers conferred upon it as the Board of Directors may, from time to time, determine. The*

*decisions of the Executive Committee shall, however, be final only in case where power is specifically vested in it by the Board.*

- *The Budget Committee shall consist of the Chair(s), Vice-Chair(s), Secretary-Treasurer(s), and up to one (1) Director at Large.*
- *The Budget Committee shall strike the budget, and shall then present the completed budget for ratification to the Board.*
- *The Members of the Standing Committees shall not be remunerated in respect of their participation in the Standing Committee.*
- *The Standing Committee may formulate its own rules of procedure, which shall include the following:*
  - *A quorum of the Standing Committee shall be a majority of Committee Members present in person or by electronic means.*
- *All decisions of the Standing Committee shall be made by Ordinary Resolution. All Chamber Standing committees shall be directly responsible to the Board of Directors, shall submit reports of their findings and recommendations to the Board of Directors; these reports shall not be made public until approved by the Board of Directors, except when committees are invested with specific power to act by the Board without consultation with the Board.*

#### **Additional By-laws for which Changes are Recommended**

##### **25. Voting at Meeting of Members**

The current by-law states that the number of votes allotted to each Member is determined by their number of employees. In fairness to all Members, it is recommended that this be changed to one vote per Member (this is the current approach by the Kawartha Chamber).

##### Current wording

*At any Meeting of Members, each voting Member present at such meeting shall have those number of votes as indicated below based on the Member's applicable number of employees.*

<i>Number of Employees</i>	<i>Number of Voting Delegates</i>
<i>1-9</i>	<i>1</i>
<i>10-24</i>	<i>2</i>
<i>25-49</i>	<i>3</i>
<i>50-99</i>	<i>4</i>
<i>100-199</i>	<i>5</i>
<i>200-399</i>	<i>6</i>
<i>400-799</i>	<i>7</i>
<i>800 and over</i>	<i>8</i>

*At any meeting of the Members, a majority of the Members present are competent to do and perform all the acts that either under the Act or the By-Laws are or shall be directed to be done at a Meeting of Members. At any Meeting of Members every question shall be determined by an Ordinary Resolution, unless otherwise provided by the By-Laws or by the Act.*

Suggested amended version (second paragraph is unchanged)

*Each Member shall be entitled to exercise one (1) vote at all Meetings of the Members. Where a Member is an organization, such Member shall designate, in the form required by the Chamber, an individual to exercise the vote on its behalf.*

*At any meeting of the Members, a majority of the Members present are competent to do and perform all the acts that either under the Act or the By-Laws are or shall be directed to be done at a Meeting of Members. At any Meeting of Members every question shall be determined by an Ordinary Resolution, unless otherwise provided by the By-Laws or by the Act.*

### **32. Election of Directors**

Currently, the workplan and timelines of the Nominating Committee are defined within the by-laws. This is not a requirement of the Boards of Trade Act; therefore, it is recommended that this information be moved to the Chamber's Policy & Procedure Manual. This would allow for greater flexibility to make changes, as the Provisional Board figures everything out over the next year.

This section would be removed:

*The Nominating Committee meeting should be held in May to establish recruiting priorities and commence recruiting process; further, the Committee should cause the Call for Nominations to go out to the Members in July. A meeting should be held in September to prepare a Slate of Nominees for presentation to the Board at the October Board Meeting; this slate will presumably include those Nominees resulting from the Call for Nominations to the membership, as well as those recruited by the Committee. The Nominating Committee shall submit to the Board of Directors a slate of nominations for the directors in October in each year, the Board of Directors shall cause to be circulated to the membership a slate of directors submitted by the Nominating Committee together with a copy of this Section 3 on or before the 1st day of November in each year.*

*Directors shall be elected from amongst the Members by the Members by Ordinary Resolution at the first Quarterly Meeting of the Members in each calendar year, and the new Board shall assume office immediately thereafter.*

*The Nominating committee shall also act as an election Committee, shall prepare and distribute ballots, supervise the election and the counting of ballots, and shall certify in writing the names of the successful candidates duly elected to the Board.*

*If the number of nominations received are less than or equal to the number of vacancies on the Board, the candidate(s) shall be declared elected by acclamation by the Board of Directors and ratified by the Members at the first Quarterly Meeting of Members*

*In the event of a tie vote for the last place in the election, the election shall be made by lot under the direction of the Nominating Committee.*

*The Board of Directors shall have authority to make, within the by-laws, any regulations which are deemed necessary for the guidance of the Nominating Committee in the election procedure. The Board may also consider for approval any recommendations of the Nominating Committee regarding such regulations.*

### **34. Oath of Office**

To be more inclusive of all of the communities within our area, it is recommended that this be changed to the version currently used by the Kawartha Chamber.

Current wording, with suggested amendments in red

The Chair and Vice-Chair of the Chamber shall, before starting the duties of their office, take and subscribe before ~~the mayor of the city or town constituting the District~~ **the mayor of one of the municipalities within the District**, or before any justice of the peace, an oath or affirmation in the following form:

### **59. By-laws or by-law amendments**

As noted above, the current by-law states that by-laws may be changed at the AGM or a Special General Meeting. To provide greater flexibility, it is recommended that this be changed to “at any Meeting of the Members”.

Current wording

Any part of the Constitution and By-Laws of the Chamber may be rescinded, altered or amended at any Annual General Meeting of the Chamber or any Special General Meeting called for that purpose, by a two-thirds vote of such properly constituted meeting, provided always that notice of the proposed change or changes shall have been given to the meeting at which such proposed change or changes shall be submitted for decision, and that a copy of said notice be provided to each Member of the Chamber at least fourteen (14) days prior to the said meeting.

Suggested amended version

A new By-Law or an amendment to the By-Laws may be considered at any Meeting of the Members, provided that notice is provided to the Members in accordance with this By-Law.

Notice of a proposed new By-Law or an amendment to the By-Laws must be in writing and sent to all Members within the notice of meeting at which such proposed amendment is put to the Members for approval. A copy of such notice must be duly entered in the books of the Chamber as a minute of the Chamber.