

Valley Heritage Radio Board of Directors

By-law (Constitution) Sub-Committee Report

The following Report was presented at the March 9, 2020 Board of Directors Meeting:

The Board of Directors created the Sub-Committee to review By-law 1 of the Board of Directors at their November 11, 2019 Board Meeting. Appointed to the Sub-Committee was Lesley Galbraith, Production/Program Manager, Kelly McNulty, Accounts Receivable/Payable, Jason Marshall, Station Manager, Jackie Asselin, Board Member and Mackie McLaren, Chair of Finance Committee. President Denny Ferguson who was an ex-officio member and Fay Kolpin attended our last meeting. Fay had provided Jackie with Nominating Committee and proxy suggestions in between earlier meetings.

The Sub-Committee met on January 28, 2020, February 11, 2020 and February 25, 2020 at the Station Manager's Office.

Credit goes to Jackie Asselin for putting these documents together. Jackie drafted a base document to start the discussions and the Members worked hard to review previous by-laws of the Board to ensure that all relevant sections were reflected in the new drafts. My vision was to combine two documents staff worked with to manage the AGM and voting. However, it was Jackie's foresight that brought us back to two separate documents, but being for different purposes than we currently have.

Some background. Jim Long was our governance person. He organized the Annual General Meetings, voting, emails, etc. for years. With his untimely passing, Kelly and Lesley very ably picked up the torch and organized our 2019 AGM from start to finish. But it wasn't without some stressful times, particularly when it came to voting procedures, and timeline to meet the requirements of the By-law. Confounding their efforts, in my view, was that they were working from two separate documents (the By-law and a voting policy) that contradicted itself in several aspects.

However, Jackie, in her wisdom convinced me and the other members that two separate documents, one being the By-law which contains the requirements of the Corporations Act and the second document being Board Policies work better. Her wisdom was that only changes to the By-law in the future would have to come to the AGM for approval, while the Policies are only approved at the Board level, and they contain the AGM and Voting details and the structure of the Organization.

As you review the draft By-law and Policies, you will find that most of the sections have been imported in whole from other documents. However, there are some new ideas in both documents that are included for discussion by the Members.

By-law Number 2020-1

Articles 1:00, 2:00 and 3:00 are similar to the current policies.

Article 4:00 – Board of Directors

The following sections in this Article have been added or amended.

4:05 no longer do you have to be a member to be elected to the Board, but you must purchase a Membership “forthwith”.

4:07 and 4:11 are new items to allow a new Director to complete the term of a resigning Director they are replacing. Currently the new Director must face election at the next AGM.

Articles 5:00 – 11:00 are similar to the current policies.

Article 12:00 – Policies

This is the section that authorizes the Board of Directors to make Policies on any matter that are not inconsistent with Act or By-laws. This is the section that grants authority to create the separate Policy Document.

As you can see, the By-law sets out how the requirements of the Corporations Act are fulfilled.

Valley Heritage Radio Policies

As with the By-law, most of the policies are drafted from existing By-law or voting policies. In one or two cases, individual sections/ideas from original documents that have been rescinded appear in this draft. I point out the proposed changes below:

VHR-1 Membership Policy

1.01 – 1.09 are similar to our current policies

1.10 Members to be approved by Board of Directors - this is a requirement of the Corporations Act. A system would have to be developed where a list of new members is presented at Board Meetings for approval.

1.11 Person elected to Board are members by virtue of their office. This ties back to Article 4:05 of By-law 2020-1 where new board members don't have to be members to be elected to the Board, but must become members “forthwith”

VHR-2 Nominations Committee

This policy has more detail than the current policy.

- 2.01 a) – f) are new policies and requirements of the Nominating Committee in the filling of vacancies on the Board. The idea of “competencies” is introduced.
g) – k) include current timelines and details for nomination period
- 2.02 This is a list of the representational areas similar to those set out in the 2008 By-law

VHR-3 PROXIES

- 3.01 All Members are entitled to a copy of the proxy form. This is a requirement that is required in the Corporations Act. This form will be attached to our online Notice and described in voice and print ads.
- 3.02 - 3.05 are very similar to the current requirements.
- 3.06 this is a new section that sets out the requirements for someone who wishes to revoke their proxy.

VHR-4 ELECTION PROCEDURE – BOARD OF DIRECTORS

4.01 – 4.05 are similar to the current process.

VHR -5 MEETING OF DIRECTORS

5.01 - 5.10 are similar procedures now carried out by the Board.

These two policies were presented to the Board at their September and November, 2020 Board of Directors Meetings. The Board has recommended that By-law 2020-01 and the Policies be presented for approval by the Membership at this upcoming AGM. The changes set out in these documents only take effect after the AGM, so the 2020 nominating and voting process must follow the current approved processes.

Respectfully Submitted

Mackie McLaren, Chair of Finance Committee
Jackie Asselin, Director
Lesley Galbraith, Production/Program Manager
Kelly McNulty, Accounts Receivable & Payable
Jason Marshall, Station Manager