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**The Canadian Public Relations Society, Inc.**

## **CPRS Governance Report**

The Governance Review Task Force

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*(Revised February 2004)*

The Governance Review Task Force (GRTF) has now reviewed all of the feedback received during the consultation process for implementing a new governance model for CPRS. The Task Force was impressed by the overwhelmingly positive response. In preparing this revised (indicated in italics) proposal the GRTF has taken into consideration the ideas and concerns raised by members and would like to thank those who took the time to participate.

## Background

The CPRS Governance Review Task Force (GRTF) was struck in May 2003 and given the mandate to review CPRS' national governance structure, and recommend next steps in implementing changes that would more accurately reflect and support its work. The timing made sense. CPRS had undertaken reviews in previous years but with the changes in our operational support, the organization needed to get its "administrative house in order" before undertaking any more change.

The issue of governance is not new to CPRS Boards. *The Advantage Group Report*, (1999) highlighted many issues and recommended major change. It recognised that "...the formal structural factors associated with Board size and CPRS governance are not conducive to effective governance." The report also went on to state, "...in the longer term, CPRS should reduce the size of the Board of Directors." The current CPRS National Board can have a maximum of twenty-three members, including six officers of the national Society who make up the executive committee, the elected president of each local Member Society, and presiding officers of recognised sections of the Society. A subsequent report from the Society's management company presented another possible governance model, which was tabled with the Board in February 2003.

These critical issues remain for CPRS National. As a volunteer driven organization, time and clarity of task are required to undertake the necessary work. Decision-making should be undertaken by a Board whose members are engaged in the ongoing issues of the National organization.

Volunteer time must be valued and used most effectively both for their benefit and the benefit of the membership.

CPRS President Daniel Granger struck the Governance Review Task Force with a broad mandate to develop recommendations on governance for the National Board's and member's consideration. The GRTF met in Hamilton on May 24<sup>th</sup> and 25<sup>th</sup>, 2003 and has developed a process and the recommendations outlined in this plan.

Your feedback and discussion is welcomed and encouraged.

## The Starting Point

Based on the significant research material already available and the management expertise provided by our administration, the GRTF developed the following objective:

- *To develop recommendations and to begin a plan to implement changes that will ensure CPRS' long-term operational efficiency, better decision-making, and professional and financial viability. Planning must include short, medium and long-term strategies.*

The GRTF believes that the outcomes for our process include:

- A plan that incorporates short, medium and long-term strategies, including operationalizing change and providing a transition process
- Bylaw review and revision to allow for more flexibility in Board recruitment and membership, and decision making
- A decision making model for the full national Board that carries with it clear accountability measures
- Clear, written roles for the national Board, the executive committee, the National Office and Member Societies
- A three-year strategic plan, a three-year financial plan and an annual operational plan for the Society
- A communication plan to ensure open communication, understanding and endorsement by the membership

## Criteria for Change

The GRTF also developed the following criteria for the task:

- Recommendations need to ensure the long-term viability of CPRS
- Changes need to improve the quality and level of Board decision making
- A new structure needs to be economically viable, and minimize the fiscal impact to Member Societies
- Member Societies still need to have a forum for input to the national Board and communication with each other
- Processes need to be transparent, fair and democratic
- Processes need to ensure accountability for decision-making at the Board table and more fully incorporate the “business streams” of the Society, which are currently outside the ongoing review of the Board. Examples include accreditation, awards, education and membership.
- Changes need to ensure the increased efficiency and effectiveness of the National Office.
- The process will balance the appropriate time to inform and consult with members along with the flexibility to implement change in a timely fashion.

## Proposed Governance Model

The proposed governance model incorporates a structure that meets the criteria established for this process. Critical to the success of this option is a committed and engaged Board with clear accountability to CPRS' membership, while Member Societies

remain connected to a national organization through the introduction of a new *Presidents' Council*.

The GRTF believes that an elected Board would be more involved in CPRS national decision-making, and more accountable to its members. In effect, this would result in an enhanced role of the executive committee, from the key decision making body to an “enabling” body, supporting the organization’s agenda rather than driving it.

The structure envisioned follows:

The CPRS National Board	Role of the National Board
<ul style="list-style-type: none"> <li>• <i>The National Board will be made up of 12 elected Directors</i></li> <li>• <i>The National Board of Directors will be elected by the membership prior to the AGM to fill expiring terms.</i></li> </ul> <p><b>Terms:</b></p> <ul style="list-style-type: none"> <li>• <i>Each Director’s term will be three years. (Terms would be staggered at the outset to ensure the continuity during the transition).</i></li> <li>• <i>The Board composition will reflect the geographic diversity of the membership. Accordingly, the Board election process will ensure that the composition includes at least one member from each of six newly designated geographic areas: The new areas are Atlantic, Quebec, Ontario, the Prairies, Alberta and BC.</i></li> </ul> <p><i>The process to ensure this diversity is outlined in Appendix B: Transition Plan.</i></p> <p><b>Eligibility:</b></p> <ul style="list-style-type: none"> <li>• <i>Board members must be accredited or have a minimum of five years membership in CPRS National and a minimum of one year experience on a Member Society Board or National Council/Committee/Task Force, and are current CPRS National members and have knowledge of CPRS National affairs and issues. Executive Committee members must be accredited.</i></li> </ul> <p><b>Meetings:</b></p> <ul style="list-style-type: none"> <li>• <i>There will be four face-to-face and eight teleconferences per year.</i></li> </ul>	<ul style="list-style-type: none"> <li>• <i>Directors responsible for issues of National Society concern</i></li> <li>• <i>Dynamically represent the (voice) of the membership</i></li> <li>• <i>Set strategic direction</i></li> <li>• <i>Oversee management of Society</i></li> <li>• <i>Directly responsible for, engaged in and actively accountable for the business of the organization</i></li> <li>• <i>Directors are expected to attend, at a minimum, 66 per cent of Board meetings, no alternates</i></li> <li>• <i>The National Board of Directors will have the responsibility to establish National Council/Committee/Task Forces are required. The President, with the approval of the Board, will appoint the Presiding Officer(s) to each Council, Committee, Task Force. Directors will be assigned responsibility for Councils, Committees, Task Forces to ensure they establish goals and objectives that reflect the overall strategic plan; facilitate communication between Councils, Committees, Task Forces and the Board; and ensure they are fiscally responsible. Directors will sit on Councils, Committees, Task Forces, but not act as chair or co-chair.</i></li> <li>• <i>Actively accountable in measurable ways to the National Member Society, as established in the strategic plan</i></li> <li>• <i>Participate in the planning of and approve strategic, operational and financial plans</i></li> <li>• <i>Authority to make decisions with National Office input</i></li> <li>• <i>President to liaise with Presidents’ Council</i></li> </ul>



<h2 style="text-align: center;">The Executive Committee</h2>	<h2 style="text-align: center;">Role of the Executive Committee</h2>
<p><b>Executive Elections:</b></p> <ul style="list-style-type: none"> <li>▪ The Board is responsible for electing <i>(by secret ballot) the Executive from its membership – President, Vice President/Treasurer and Vice President/Corporate Secretary</i>. The newly elected Board and Executive will be announced and introduced during the AGM following the election.</li> <li>• <b>President:</b> elected for a one-year term which may be renewed once. Pre-established conditions (including re-election to the Board if required) must be met for the term to be renewed. <ul style="list-style-type: none"> <li>• Role is to be the face / spokesperson of the organization, to respond to strategic issues.</li> </ul> </li> <li>• <b>Vice-President and Treasurer:</b> one-year term. <ul style="list-style-type: none"> <li>• Responsible for financial issues.</li> </ul> </li> <li>• <b>Vice-President and Corporate Secretary:</b> one-year term <ul style="list-style-type: none"> <li>• Ensures bylaws and regulations are enforced, liaise with <i>Judicial and Ethics Presiding Officer</i>, ensures action items are implemented and oversees transition and governance</li> </ul> </li> <li>• <b>Executive Director/CEO – ex-officio</b></li> <li>• <b>Executive Committee members must be accredited.</b></li> </ul>	<ul style="list-style-type: none"> <li>▪ Set <i>Board meeting</i> agenda with input of National Office</li> <li>▪ Monitor progress – ensure plans are implemented</li> <li>▪ Identify gaps <i>in policy, programs, administration</i></li> <li>▪ Fiscal management with National Office input</li> <li>▪ Crisis management/response</li> <li>▪ Help in the smooth administration of the Society</li> <li>▪ Set agenda for annual strategic, operational and financial planning session</li> <li>▪ Monitor the Society's agenda <i>and</i> make recommendations for Board ratification, including at special meetings.</li> <li>▪ Meetings are held predominantly by teleconference, three weeks prior to scheduled Board meeting. Purpose of meeting is to determine agenda and to confirm status of operational plan.</li> <li>▪ <i>In the event that a director resigns from the Board, the Executive Committee will have authority to appoint someone from the same geographic area as an interim replacement.</i></li> </ul>



## **Committee/Portfolio Structure**

**Individual Board Members could hold responsibility for more than one committee.**

**Goal:**

- to ensure Board connectivity to the work of the Society:

**Committee Leadership – Board liaison (chair to be elected or appointed)**

- *National Conference*
- **Accreditation**
- **Awards**
- **Education – National Library, Body of Knowledge, Students**
- **Membership Recruitment and Retention**
- **PR for PR/Communications - online communications**

**College of Fellows**

- *Presidents' Council* **NEW \*\***
- **Sponsorship/strategic partnership NEW\*\***
- **International – Global Alliance, PRSA (President)**
- **Professional ethics (President/Past-President)**
- **Finance (Treasurer) NEW \*\***
- **Transition and Governance (Corporate Secretary)**
- **Nominating (At call of president, each geographic area to be represented)**



## **Presidents' Council Role**

- *Under the aegis of the National President, a Presidents' Council comprised of Presidents of CPRS Member Societies or their designates will be established to ensure best practices are shared between Member Societies.*
- **Member Society Presidents forum**
- *Minimum of one face to face meeting a year prior to the AGM*
- **Teleconferences with members of the Executive Committee as required**
- *The National President and Executive Director will be ex-officio members of the Presidents' Council to ensure local level issues are heard at the National Board level.*

This model addresses many of CPRS' governance issues, and allows for fair representation. The GRTF also believes it will allow for increased efficiency and cost effectiveness and streamline CPRS' decision making. For full consideration, the GRTF also offers the following overview of advantages and disadvantages to our proposal.

## Role of National Office

The role of the National Office would be:

- Keeper of/monitor bylaws - ensure they are followed
- Enforcing accountability/policy
- Report to members/Member Society president
- Orient Board members on their role and liability
- Facilitate and ensure plans are implemented
- Cost benefit analysis of strategic plan and initiatives for Board input and approval
- Make recommendations for operational and strategic improvements for Board input and approval
- Prepare budgets for Board input and approval
- Fiscal management
- Communicate with Member Societies - report back on Board activities
- Continuity/historical perspectives/ corp. memory
- Set agenda with National Executive Committee
- Ensure Member Societies provide audited/reviewed financial statements and bylaws.

Incorporating the Proposed Governance Model

<b>Advantages</b>	<b>Disadvantages</b>
<ul style="list-style-type: none"> <li>· Addresses long standing issue</li> <li>· Member Societies get to interact at national level through the <i>Presidents' Council</i></li> <li>· Work of organization connected with Board/organization leadership</li> <li>· Clear focus on national issues and issues of concern to members</li> <li>· Increased accountability</li> <li>· Increased democratization</li> <li>· Empowers individual Board members</li> <li>· Continuity and corporate memory enhanced</li> <li>· Support of innovation and new initiatives</li> <li>· Lightens load on Member Society while still enabling local Society president to interact nationally</li> <li>· Financial advantages – reduced Board size, reduced cost to National and local Member Societies</li> <li>· Succession planning</li> <li>· Streamline decision making</li> <li>· Solves long-term financial issue</li> <li>· More efficient operation</li> <li>· More equitable access for all members: All geographic areas at the table – not just those Member Societies who can afford to send representatives or who are a specific size</li> </ul>	<ul style="list-style-type: none"> <li>· Significant change that will need a change management plan</li> <li>· Potential conflict and controversy</li> <li>· Perception that Member Societies will lose voice at the table</li> </ul>

## Funding

While the GRTF believes this model is required for good governance of the Society, it also believes the model to be fiscally prudent. Travel costs will only be borne by the Member Society for the *Presidents' Council*, not for elected members to attend National Board meetings.

Travel will be a component for four meetings per year and will be planned for based on budget fares and accommodations.

Projected average cost per person per Board meeting	\$955 x 12 Board Members	\$ 11,460
Estimate for meeting room rental		<u>300</u>
<b><i>Estimated total cost per meeting</i></b>		\$ 11,760
Four face-to-face Board meetings per year	Estimated \$12,000 per meeting	\$ 48,000
Six teleconference Board meetings per year	\$275 per meeting	<u>1,650</u>
<b><i>Estimated total annual cost</i></b>		\$ 49,650

During the most recent fiscal year, travel costs borne by CPRS National and Member Societies was in excess of \$60,000. The new model reduces that amount by 17%. Under the proposed model, National Board meeting travel costs would be a responsibility of CPRS National, with no share required of Member Societies. A Member Society would only be responsible for the travel costs of its President (subject to that Member Society's own policies and bylaws) to attend the Annual *Presidents' Council* Meeting, to be scheduled the day before the CPRS National Conference.

## Timeline

<i>February 21, 2004</i>	<i>Email and mail notice of March 31<sup>st</sup> Special Meeting, proxy ballot and copy of final document. Members will be asked to vote yes or not to approving Governance Review Task Force proposal in its entirety.</i>
<i>March 24, 2004</i>	<i>Deadline for receipt of proxy ballots is 12 noon EST on Wednesday, March, 24, 2004.</i>
<i>March 31, 2004</i>	<i>Special meeting convened at the National Office in Toronto. For the vote to be valid we need a minimum of 30 votes cast from a minimum of three Member Societies, a simple majority voting in favour of the proposal.</i>
<i>April 7, 2004</i>	Special Communique to members announcing the results of the special member vote.
<i>May 11, 2004</i>	Final report and housekeeping Bylaw resolutions distributed to members with AGM material and proposed slate of Executive Committee members (existing governance structure).
<i>June 2004</i>	Vote on housekeeping Bylaw resolutions and proposed slate of Executive Committee members.
<i>June 2004</i>	Member approved Bylaw changes filed with Industry Canada for approval (minimum 20 day process).
<i>October 2004</i>	<i>Recruit Nominating Committee to develop slate for eight Directors to be elected at Special Meeting in March 2005 based on new governance formula. Four members of existing Executive Committee will be grandfathered for one year.</i>
<b><i>Proposed Timeline</i></b>	<b><i>For transition year – Subject to Amendment</i></b>
<i>November 2004 –February 2005</i>	Candidate recruitment. Publicize election and call for candidates.
<i>February 15, 2005</i>	Close nominating process.
<i>February 18, 2005</i>	Verify eligibility.
<i>February 21, 2005</i>	Post list of candidate bios on Web site. Mail customized ballots.
<i>March 24, 2005</i>	<i>Proxy ballots have to be received at National office.</i>
<i>March 31, 2005</i>	<i>Special Meeting to elect Directors.</i>
<i>April 6, 2005</i>	Deadline for scrutineers to count ballots.
<i>May 2, 2005</i>	Successful candidates are informed of their election.
<i>May 3, 2005</i>	Election results announced in email to membership and posted on the Web site.
<i>May 16, 2005</i>	Election results are published and distributed to members in Annual Report to the Society.
<i>June 2005</i>	Introduce new Board at AGM – grandfather four current EC members for continuity purposes for one year term; 1/3 elected two year term; 1/3 elected three year term.

## Appendices

- A. Membership Consultation Action Plan**
- B. Governance Transition Plan**
- C. Election Procedures Generally**
- D. Nominating Process and Procedures**
- E. *Presidents'* Council**

**The following appendices are provided to give some context for how the Task Force would see operationalizing the changes to Governance.**

**They are provided here for general comment from the membership.**

### Appendix A: Membership Consultation Action Plan

#### **Objectives**

- To ensure a well informed membership
- To ensure that an appropriate process is implemented for membership feedback
- To ensure that Board members receive committee support in implementing this consultation

#### **Strategy**

- Governance Committee members overall role is to provide the consultation tools, monitor the process, and be accessible to Member Societies requiring further clarification/explanation/briefing
- Board Members and Member Societies have a role to play in implementing the consultation strategy

#### **Consultation Timelines**

- Phase 1 – Implementation October 6 to December 4, 2003
  - Gather and incorporate member input
- Phase 2 – January 1 to February 21, 2004
  - Prepare for and implement the *Proposal* vote
- Phase 3 – March 31 to May 2004
  - Prepare for AGM

## Appendix B: CPRS Governance Transition Plan

This appendix outlines the plan for the transition of governance, and outlines procedures for:

- Special General Meeting
- Election Process, Year one (2005)
- Establishment of *Presidents'* Council

### **Special General Meeting**

It is proposed that on March 31, 2004 a special general meeting of CPRS membership be held for the purposes of voting on the proposed *governance model*. Members will be asked to submit their personalized ballot by fax prior to *noon* on March 24, 2004. Bylaw changes required to support the implementation of the new governance model *will be voted on at the AGM in June 2004*.

### **Election Procedure Year 1 (elected prior to June 2005 AGM)**

#### **Overall Board Composition**

Best practices in governance recognize that diversity of knowledge experience and perspective is essential to good decision-making. In a membership organization, consideration is also often given to ensuring that the Board composition reflects the diversity of the membership. With this in mind, the Governance Review Task force recommends that the Board composition reflect the geographic diversity of CPRS. Accordingly a process for transition and election has been drafted which incorporates both the desires for diversity in knowledge, experience and perspective and to have a decision-making model which is focused on working toward the good of the profession, the Society and the members as a whole.

It is proposed that the Canadian Public Relations Society will be governed by a 12-member *elected* Board, with Board members elected to three-year terms, and with a one-third (four members) turnover each year. It is further proposed that at least one member be elected from each of six geographic areas: Atlantic, Quebec, Ontario, Prairies, Alberta and B.C. A formula is proposed to ensure that such representation occurs both in the transition and subsequent years.

#### **Year One**

To ensure continuity and an effective transition, which will allow the one-third turnover each year, four members from the 2004 Executive Committee - President-Elect, vice-president, secretary and treasurer will be grandfathered to the 2005 Board for a one-year term. These individuals will continue in executive roles in 2005 (President-Elect becomes President, VP, Secretary and Treasurer continue their existing roles, ending with the 2006 AGM. In 2005 the other eight positions will be elected by the membership at large. These terms will be staggered (3 years and 2 years) to allow the transition to be completed in 2006 by the election of four new members.

The formula to be used for electing the eight eligible positions in 2005 is:

1. All CPRS members who meet criteria established as part of the governance review and consultation process may submit their names as candidates for the Board.
2. Each CPRS member in good standing may vote for eight individuals from this pool of candidates.
3. The four members with the highest number of votes will be elected, provisionally, for three-year terms beginning with the 2005 AGM.
4. The four members with the next highest number of votes will be elected, provisionally, for two-year terms beginning with the 2005 AGM.
5. Where vote count results in a geographic area not being represented in the Board's composition, the candidate from that geographic area with the highest number of votes will replace the candidate with the lowest number of votes from any geographic area from which at least one other candidate has been provisionally-elected. The candidate who replaces, will assume the term length of the candidate who is being replaced. This process will continue until the Board's requirement for geographic diversity has been met.
6. Four members of the 2004-5 Executive Committee (as outlined above) will be grandfathered to the Board for a one-year term beginning with the 2005 AGM. These individuals may choose to run for a three-year term in 2006. Note that, as explained earlier, in future years the executive committee would consist of three members: President, Vice-President/Treasurer, and the Vice-President/Corporate Secretary.

The model is best explained with a practical example.

### Sample Election Results

Candidate	Votes	Geographic Area
A	92	ATLANTIC
B	74	ALBERTA
C	64	ONTARIO
D	58	PRAIRIES
E	55	PRAIRIES
F	50	ATLANTIC
G	44	QC
H	39	ATLANTIC
I	37	PRAIRIES
J	25	ONTARIO
L	22	ALBERTA
M	22	BC
N	20	ALBERTA
O	19	BC
P	17	ONTARIO
Q	16	QC
R	14	QC
S	10	BC

These result in a *provisionally* elected Board (provision being that the Board composition reflects CPRS' geographic diversity by the inclusion of at least one member from each geographic area.)

Elected for three years			Elected for two years			Grandfathered for one year
Candidate	Votes	Geographic Area	Candidate	Votes	Geographic Area	President Elect, 1 <sup>st</sup> VP, secretary and treasurer
A	92	ATLANTIC	E	55	PRAIRIES	
B	74	ALBERTA	F	50	ALBERTA	
C	64	ONTARIO	G	44	QC	
D	58	PRAIRIES	H	39	ATLANTIC	

Applying the formula to ensure geographic diversity then results in the ultimately elected Board

Elected for three years			Elected for two years			Grandfathered for one year
Candidate	Votes	Geographic Area	Candidate	Votes	Geographic Area	President Elect, 1 <sup>st</sup> VP, secretary and treasurer
A	92	ATLANTIC	E	55	PRAIRIES	
B	74	Alberta	F	50	ALBERTA	
C	64	ONTARIO	G	44	QC	
D	58	PRAIRIES	H*	39	ATLANTIC	
			M*	22	BC	

*\*Candidate M replaces Candidate H to provide representation from B.C. to the Board's composition. Representation from Atlantic is already provided by Candidate A*

It is to be noted that in **year one only**, the geographic makeup of the Executive Committee has been excluded from the formula used to determine the Board's composition. This decision was made to:

- Provide stability during the transition year by ensuring that the four EC members remain in place, and continue to provide leadership during the first year.
- Reflect the fact that the EC was not elected by the members at large within the context of the new model

In future years, the Executive Committee is selected from a Board fully elected by the CPRS membership and for which geographic diversity has already been assured.

## **Future years**

For 2006 and subsequent elections, CPRS members would vote for four candidates who would each serve one three-year term, replacing four individuals whose term has expired. (In 2006, this would be for the four positions that were grandfathered. Each of these individuals could choose to run again for a three-year term beginning in 2006.)

The requirement to reflect geographic diversity would still apply, as would the formula to ensure this. The nomination and election process to be implemented when the transition is completed is outlined in Appendices C and D.

The GRTF sought input from a number of other organizations with volunteer Boards that underwent similar transitions, including other membership-based professional associations and regulatory authorities. The GRTF modeled a number of scenarios that could be used to ensure the geographic diversity while at the same time achieving overall governance objectives, and are confident that the proposed model is both equitable and workable in practice.

## **Establishment of the *Presidents' Council***

An important part of the new governance model is the role of the *Presidents' Council* in sharing best practices between Member Societies and providing input to the Board on issues at the local level. These roles and the processes to achieve them are outlined in Appendix E.

The Council comprises Presidents of CPRS' Member Societies or their designates. The *Presidents' Council* would be established concurrent with the 2004 or 2005 AGM. At that time, the *Presidents' Council* will have essentially the same composition as the outgoing National Board and, as such, will meet immediately prior to the 2005 AGM.

Under the **new** governance model, the *Presidents' Council* meets prior to the CPRS Annual Conference. The first meeting of the new *Presidents' Council* will take place prior to the 2006 AGM, in conjunction with the 2006 National Conference in Calgary. In the interim, the process for the *Presidents' Council* online forum will be established following the 2005 AGM, plus a means for input (e.g. conference call) to the Executive Committee as required, to ensure that the Board is able to utilize this channel for dialogue during this important transition year.

## Appendix C: Election Procedure Generally

At the annual election of the National Board, which takes place on or before May 15 of each year commencing in the year 2005, a member shall only be entitled to vote for the election of an elected National Board member if the member is in good standing.

The National Board will implement a procedure for mail-in and/or fax balloting for elections to be held in the year 2005 and thereafter.

No proxy voting for the election of directors shall be permitted.

### ***Election Procedure/Balloting***

The National Board ballot will list in alphabetical order the names of the candidates and their Member Society.

Every member shall mark his/her respective ballot with an "X" which clearly designated the candidate or candidates, not to exceed the number of candidates to be elected in that election, for whom the member desires to vote.

A ballot that is not marked clearly to designate the candidate or candidates for whom the member desires to vote or a ballot marked to exceed the number of candidates to be elected in that election, shall not be counted and shall be considered spoiled.

### ***Election Procedure/Counting***

Following the deadline for the receipt of the marked ballots, the Executive Director, in the presence of CPRS' duly appointed auditors, or other third-party as appointed by the President and designated by the bylaws, open the ballots and the auditors or other third-party shall count the ballots. Any candidate for election or any person authorized in writing by such candidate is entitled to be present at the opening of the ballots and the scrutinizing and counting of the ballots.

On the completion of the count, the scrutineers and the Executive Director shall sign a record detailing the number of ballots received, the number of ballots counted for each candidate and the number of spoiled ballots. The Executive Director shall then provisionally declare those candidates who have achieved the highest number of votes for the number of positions as elected Board members.

### ***Requirement for Geographic Diversity***

At least one delegate from each geographic area shall be elected as a director. In the event that there is a geographic area not represented through the election for directors, the Executive Director shall declare the candidate who has received the largest number of votes from the geographic area not otherwise represented, elected. He/she shall replace the candidate who has received the next highest number of votes, and whose geographic area is already represented by another member. This process shall continue until each geographic area is represented by at least one member.

The Executive Director shall notify the President of the results of the election. The President shall notify all successful candidates of their election and their terms of office and the President shall cause publication of such notice in the Annual Report of the organization. The President shall also introduce the newly elected Board during the Annual General Meeting.

### ***Equality of Votes***

In the event that the election of one or more candidates for the National Board is undecided by reason of an equality of votes, the scrutineers shall promptly put into a box one paper for each candidate whose election is undecided and having the name of the candidate written on it. The Executive Director shall draw by chance from the box in the presence of the scrutineers, either the duly appointed auditors or other third-party as appointed by the President and designated by the bylaws, one or more of such papers sufficient to make up the required number of directors for that geographic area. The Executive Director shall declare the candidate or candidates whose name appears on the papers so drawn be elected as National Board members.

### ***Post-Election Procedure***

The ballots and other documents in respect of an election for elected National Board members shall be kept by the Executive Director for 60 days after the date of the election. Upon the expiration of the two month period, the President shall direct the Executive Director to destroy the ballots and other documents and to retain the record of the count signed by him/her and other scrutineers as part of the records of the Society. Those persons declared to be elected by the Executive Director shall take office as elected National Board members at the standing meeting of the Board prior to the Annual General meeting following the election.

### ***Election Procedure/Executive Committee***

Nominations for the Executive Committee are prepared by the Nominations committee for consideration by the newly elected National Board during its meeting prior to the AGM. The Board is responsible for electing the Executive. The newly elected Board and Executive will be announced and introduced during the AGM following the election.

The terms of office for the Executive are as follows:

- President: elected for a one-year term, which may be renewed once. Pre-established conditions (including re-election to the Board if required) must be met for the term to be renewed. Role is to be the face / spokesperson of the organization, to respond to strategic issues.
- Vice-President and Treasurer: one-year term. Responsible for financial issues.
- *Vice-President and Corporate Secretary*: one-year term. Ensures bylaws and regulations are enforced, liaises with Judicial and Ethics *Presiding Officer chair*, ensures *Board action items are implemented and oversees transition and governance*
- Executive Director/CEO – ex-officio
- In the event that a director resigns from the Board, the Executive Committee will have authority to appoint someone from the same geographic area as an interim replacement.
- Executive Committee members must be accredited.

## Appendix D: Nomination Process and Procedures

### ***Governing Authority from CPRS ByLaws:***

Reference list of bylaws to be developed.

### ***Mission of the CPRS Nominating Committee***

The Nominating Committee is to present the CPRS membership with the best candidates available for the CPRS National Board, including recruitment, evaluation and recommendation of candidates.

### ***CPRS Nominating Committee Composition and Terms***

The Nominating Committee shall be made up of one representative from each of the six geographic areas – Atlantic Canada, Quebec, Ontario, Prairies, Alberta and B.C – each of who will serve a three-year term to ensure continuity and consistency in the nominating process. The Executive Director is ex-officio to the Nominating Committee.

### ***Suggested Criteria for Volunteer Service on the Nominating Committee***

In addition to the Bylaws requirements, the following criteria shall be considered:

1. Member Society involvement. Member Societies are the backbone of CPRS. Without having been a local officer or Board member, one could have insufficient knowledge of the activities and concerns experienced by those entities, and thus be hampered in deciding which individuals at the national level could best serve those interests.
2. National Committee/Task Force leadership. Such leadership is of enormous value in getting to know members outside one's geographical area.
3. Years of Membership in the Society. An exposure over time to all of the communication and activity of CPRS is exceptionally valuable. It aids overall awareness and understanding. Five years membership is felt to be adequate and reasonable.
4. Commitment. One must have the time and resources needed for the job and be willing to commit them all to this task.

## ***CPRS Nominating Committee Roles & Responsibilities***

1. Recruitment of Candidates: The Committee should recruit a variety of candidates for consideration without respect to gender, age, race or ethnicity, secular preference or disability. Attention should be given to seeking candidates representative of: 1) the various fields in which PR professionals work, including education, corporate, not-for-profit organizations, government, military, agency, counselling; 2) the geographical distribution of CPRS membership.

The recruitment process should be as open as possible. Candidates should be encouraged to either present themselves directly to CPRS' Nominating Committee or to have their names placed in nomination by fellow CPRS members.

2. Pre-election Procedure: The form of the nomination, as approved by the Board, for the position of an elected Board member shall be available from the National Office or from [www.cprs.ca](http://www.cprs.ca). Any candidate wishing to stand for election shall deliver to the National Office a duly completed and original signed nomination form no later than *[timing to be determined]*. Where the deadline for delivering a duly completed and original signed nomination form to the National Office occurs on a weekend or holiday, the deadline shall be extended to no later than *[timing to be determined]*. The nomination of a candidate for election as a National Board member shall be in writing on the form approved by the Board, duly completed and signed by the candidate and nominated by a minimum of three (3) members from at least two (2) Member Societies, non of whom are candidates, and the original shall be delivered to the National Office. The National Office shall not be responsible for lost or delayed nomination forms.
3. Nominating Committee's Review of Candidates: The Nominating Committee will review each candidate's nomination form to ensure its completeness and confirm the eligibility of the candidate.

Contact by any person – member of the Society or not – on behalf of the candidacy of any one person or against the candidacy of another shall be considered lobbying. Each member of the Nominating Committee will be asked to keep a log of such contacts, including name of individual making contact, on behalf of whom, and details of the information provided. Information from each member's log will be provided to all members of the Committee when the Nominating Committee convenes to confirm the election slate.

Committee members shall reveal conflicts of interest to the Committee such as professional or personal relationships with candidates. The Committee shall determine whether or not such conflicts require abstention from the verification process.

4. **Announcement of Candidates:** After the last day for delivery of the signed nomination forms for the candidates for the National Board to the National Office and before [timing to be determined], the name and relevant information of each candidate will be posted to [www.cprs.ca](http://www.cprs.ca). The Nominating Committee shall also cause to be sent to each member by prepaid mail at his/her latest address as shown in the records of the National Society or by electronic mail or facsimile or by such other methods of service as the National Board may resolution direct, an alphabetical list of the candidates running for elected positions to the National Board together with biographical profiles of such candidates in the form, verified and approved by the Nominating Committee.
5. **Acclamation:** In the event that the number of candidates nominated for elected directors in any election equals the number of vacancies on the National Board, the President shall declare those candidates to have been elected to the Board, subject to the requirement for the Board's composition to have at least one member from each geographic area. Should the pool of candidates nominated not meet this geographic requirement, a candidate will be appointed from the geographic area(s) which would otherwise not be represented, (subject to the provisions outlined in (6.) below), and an election will be held to elect the otherwise nominated candidates to the remaining vacant positions.
6. **Insufficient Candidates:** In the event that there are insufficient candidates for elected positions to the National Board for an aforementioned geographic area in any election, the Board may appoint members whose membership resides with a Member Society in that geographic area to sit as elected members for that geographic area to fill the vacancy.

**General Timeline for Operations of CPRS Nominating Committee**

<b>Action</b>	<b>Timeline</b>
Recruit nominating committee	October
Candidate recruitment	November – March
Publicize election and call for candidates	January – February
Close nominating process	Mid February
Verify eligibility	mid February
Post election. E-mail ballot and post candidate bios on Web site.	Third week of February
Deadline for faxing or mailing ballots to National Office (all ballots must be received by this date, not post-marked)	Third week of March
Deadline for scrutineers to count ballots	First Friday in April
Successful candidates are informed of their election	First Monday in May
Election results announced in e-mail to membership and posted to the Web site	First Tuesday in May
Election results are published in the Annual Report of the Society	30 days prior to AGM

## Nomination Form

### ***Candidate Instructions***

The Bylaws of the Canadian Public Relations Society provide that:

1. The nomination of a candidate shall be in writing on the approved form and signed by a minimum of three (3) members from at least two (2) Member Societies. The nominee will indicate his/her assent by signing his/her Nomination Form.
2. Should you wish to include a photograph for publication, it must be 5 x 7 print or a digital image.
3. Original Nomination Forms must be received at the National Office of the Canadian Public Relations Society by *[time to be determined]*. Nominations received after that date and time shall be declared invalid.
4. After the last day for delivery of the signed nomination forms for the candidates for the National Board to the National Office and before *[timing to be determined]*, the name and relevant information of each candidate will be posted to [www.cprs.ca](http://www.cprs.ca). The Nominating Committee shall also cause to be sent to each member by prepaid mail at his/her latest address as shown in the records of the National Society or by electronic mail or facsimile or by such other methods of service as the National Board may resolution direct, an alphabetical list of the candidates running for elected positions to the National Board together with biographical profiles of such candidates in the form, verified and approved by the Nominating Committee.
5. The Canadian Public Relations Society shall not publish an election statement or comments made by a candidate in his/her Nomination Form that, in the exclusive opinion of the Nominating Committee, may be libellous or in bad taste.

### **NOMINATION FORMS AND/OR QUESTIONS SHOULD BE DIRECTED TO:**

Executive Director at the National Office.

### **Nomination Form/Candidate Profile**

1. Candidate's Name/Designations [are you accredited yes/no].
2. Organization name/address/phone/fax/e-mail.
3. Position/Title with Organization.
4. Years of Membership in CPRS.
5. Areas of Expertise.
6. CPRS Leadership Experience – local/national.
7. Additional Comments.

Geographic area: [List geographic areas. Direct to circle one of the geographic areas.]

The Undersigned Candidate Hereby Agrees to Stand for Election to the CPRS National Board.

Candidate's Signature/Date

The Undersigned Members of CPRS Hereby Nominate the Above Candidate

1<sup>st</sup> Nominator Name/Member Society/Date

2<sup>nd</sup> Nominator Name/Member Society/Date

3<sup>rd</sup> Nominator Name/Member Society/Date

Please be advised that your answers to questions 4, 5, 6 and 7 will be published as part of your biographical profile.

## Appendix E: Role of the Presidents' Council

While a smaller, fully-elected Board affords more efficient and effective decision-making, CPRS' Governance Review Task Force recognizes that the sole reason for the Board's existence is to make decisions that best serve the needs of the membership at large. Making these decisions depends on developing and maintaining channels to the members, through dialogue with leadership at the Member Society level. At the same time, Member Societies need a formal means to share ideas, concerns and best practices with each other in serving members at the local level – the level at which most members “experience” CPRS.

To serve these advisory, representative and knowledge-sharing roles effectively, the Governance Review Task Force recommends the establishment of the Presidents' Council the following outlines the mandate, composition and suggested activities of the Council.

### *President's* Council Role

- Similar to Accreditation Council
- Can bring issues forward to the Board and table recommendations
- CPRS National President and Executive Director ex-officio members
- National Board Director liaison facilitates communication

### **Mandate**

The mandate of the *Presidents'* Council is to:

- Facilitate communication/consultation with the members of the local societies represented
- Promote awareness, understanding and education among members of the local societies
- Encourage debate and discussion about emerging issues for the profession between members of the local societies
- Raise and refer issues and trends to the Board for consideration in strategic or operational planning.

Members of the Council are accountable to their local members and perform an advisory role to the Board.

## Composition

The Presidents' Council is composed of all Member Society Presidents, or their *designates*. Criteria for appointees are at the discretion of the Member Society. Many Member Societies have already established such criteria for their representative on the National Board, under the current structure. *The National President and the Executive Director will be ex-officio members.*

## Activities

The *Presidents' Council* assists the Board and CPRS members to engage in a strategic dialogue by:

- Determining relevant member interests, concerns and questions regarding CPRS initiatives
- Identifying and implementing/advising on the best ways to communicate with members
- Assisting with convening meetings, workshops, and panels
- Ensuring information and responses are requested from and shared with concerned stakeholders
- Expanding CPRS's sphere of dialogue and influence by facilitating relationships, seeking input or promoting partnerships with secondary or tertiary stakeholders

Providing the Board with content-specific input for consideration

Activities are generated:

- As a result of CPRS strategic priorities – where Board identifies that member/Member Society input/knowledge is required
- As a result of the Council's identification of emerging issues or stakeholder concerns that it feels the Board needs to address

## Meetings of the *Presidents' Council*

The *Presidents' Council* meets annually, during the National Conference, prior to the AGM. This meeting is facilitated by the President and Executive Director of CPRS.

In addition, the members communicate through an online forum established and administered through the CPRS National Website and through teleconferences with members of the Executive as required.