



Report from The Governance Review Task Force

February 2004

Member Consultation Review and Final Recommendations to the National Board of CPRS

Governance Review Task Force:

Richard Sparkes, APR, Newfoundland

Guy Litalien, ARP, SRQ

Pierre Pontbriand, APR, Ottawa

Grace Diffey, APR, Hamilton

Colleen Killingsworth, APR, Calgary

Joan Yates, APR, Vancouver Island



The Canadian Public
Relations Society, Inc.
La Société canadienne
des Relations publiques, Inc.

The Objective

A governance model that will ensure CPRS' long-term operational efficiency, better decision-making and professional and financial viability



Member Consultation

- Member Consultation –
 - October 6 – December 4
- Consultation Tools
 - Key messages
 - Letter to Members
 - Q&A
 - Feedback/discussion form
 - Online consultation forum



Member Consultation Outcome

- 31 responses from individual members
- Town Hall meeting responses from:
 - Vancouver Island
 - Calgary
 - Regina
 - Hamilton
 - Ottawa
 - Société des relationnistes du Québec
 - PEI
 - Nova Scotia
 - Global Alliance
 - Judicial and Ethics Committee
 - College of Fellows



Member Consultation Outcome

- Impressed by the overwhelmingly positive response.



Member Consultation Outcome

1. Governance structure:

- Do you agree, in principle, with the overall statement that CPRS needs a governance model that increases board accountability to the membership?

Yes	31	84%
No	2	5%
Undecided	4	11%
<u>No answer</u>	<u>0</u>	<u>0%</u>
Total Responses	37	100%



Member Consultation Outcome

- **Do you agree, in principle, with the proposed structure for the CPRS national board which would incorporate a 12 member board, with board members fulfilling a three-year term with a possible renewal of three years?**

Yes	29	78%
No	5	13%
Undecided	1	3%
<u>No answer</u>	<u>2</u>	<u>5%</u>
Total Responses	37	100%



Member Consultation Outcome

(c) Do you agree, in principle, with the newly defined role for the CPRS board?

Yes	32	86%
No	2	5%
Undecided	1	3%
<u>No answer</u>	<u>2</u>	<u>5%</u>
Total Responses	37	100%



Member Consultation Outcome

(d) Do you agree with the proposed role of the National office?

Yes	28	76%
No	3	8%
Undecided	3	8%
<u>No answer</u>	<u>3</u>	<u>8%</u>
Total Responses	37	100%



Member Consultation Outcome

2. Board Composition:

- Do you agree, in principle, with the proposed board composition reflecting a new regional breakdown of Atlantic, Quebec, Ontario, the Prairies, Alberta and BC?

Yes	30	81%
No	4	11%
Undecided	2	5%
<u>No answer</u>	<u>1</u>	<u>3%</u>
Total Responses	37	100%



Member Consultation Outcome

3. Board Elections:

- **Do you agree, in principle, to the proposal to have a board elected by the membership of CPRS?**

Yes	33	89%
No	2	5%
Undecided	1	3%
<u>No answer</u>	<u>1</u>	<u>3%</u>
Total Responses	37	100%



Member Consultation Outcome

(b) Do you agree to the recommendation that members of the board should be accredited?

Yes	19	51%
No	13	35%
Undecided	4	11%
<u>No answer</u>	<u>1</u>	<u>3%</u>
Total Responses	37	100%



Member Consultation Outcome

4. Executive Committee:

- Do you agree, in principle, to the proposed role for the Executive Committee?

Yes	34	92%
No	1	3%
Undecided	1	3%
<u>No answer</u>	<u>1</u>	<u>3%</u>
Total Responses	37	100%



Member Consultation Outcome

5. Committees and Portfolios:

- **Do you agree, in principle, to the new reporting structure being proposed for committees / portfolios, which links ongoing accountability more closely to board decision making?**

Yes	31	84%
No	2	5%
Undecided	3	8%
<u>No answer</u>	<u>1</u>	<u>3%</u>
Total Responses	37	100%



Member Consultation Outcome

(b) Do you see a role for the recommended Society Council, which is currently proposed as a mechanism to keep Society Presidents' linked to national and to one another?

Yes	29	78%
No	1	3%
Undecided	6	16%
<u>No answer</u>	<u>1</u>	<u>3%</u>
Total Responses	37	100%



Member Consultation Outcome

- (c) Do you have any comments, concerns or recommendations to make regarding the proposed Transition Plan**
- Do you have any comments, concerns or recommendations to make regarding the proposed nomination process and procedure?**
 - Would you like to make additional comments on other aspects to the Governance Discussion document?**



Revised Governance Model

- GRFT has taken into consideration the ideas and concerns raised by members and would like to thank those who took the time to participate
- GRFT reviewed and analyzed feedback; adjusted model as appropriate



Revised Governance Model

CPRS National Board

- The National Board will be made up of 12 *elected* Directors.
- The National Board of Directors will be elected by the membership prior to the AGM to fill expiring terms.
- Each Director's term will be three years. (Terms will be staggered at the outset to ensure continuity during the transition).
- The Board composition will reflect the geographic diversity of the membership. Accordingly, the Board election process will ensure that of the 12 Directors there will be at least one Director from each of six newly designated geographic areas: The new areas are Atlantic, Quebec, Ontario, the Prairies, Alberta and BC.



Revised Governance Model

CPRS National Board

- 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 be current CPRS National members in good standing. Executive Committee members and Accreditation Council Presiding Officer must be accredited.*
- There will be four face-to-face meetings and eight teleconferences per year.



Revised Governance Model

Role of the National Board

- Directors responsible for issues of National Society concern
- *Dynamically represent the (voice) of the membership*
- Set strategic direction
- Oversee management of Society
- Directly responsible for, engaged in and actively accountable for the business of the organization
- Directors are expected to attend, at a minimum, *66 per cent* of Board meetings; no alternates. The existing bylaw, "Executive Committee members may be removed by a vote of not less than two-thirds of the Board" *will be extended to include all Directors.*



Revised Governance Model

Role of the National Board

- *The National Board of Directors will have the responsibility to establish National Councils/Committees/Task Forces as 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 the Councils, Committees, Taskforces 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.*



Revised Governance Model

Role of the National Board

- Actively accountable in measurable ways to the National Member Society, as established in the strategic plan
- Participate in the planning and approve strategic, operational and financial plans
- Authority to make decisions with National Office input
- President to liaise with *Presidents' Council*



Revised Governance Model

The Executive Committee

- The Board will be responsible for electing (*by secret ballot*) the Executive Committee from its membership - President, Vice President/Treasurer and Vice President/Corporate Secretary. The Executive Director will serve on the Executive Committee in an ex-officio capacity. Executive Committee members must be accredited. The newly elected Board and Executive will be announced and introduced during the AGM following the election.
- 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.



Revised Governance Model

The Executive Committee

- 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, ensures Board action items are implemented, and oversees transition and governance.
- Executive Director/CEO - ex-officio



Revised Governance Model

Role of the Executive Committee

- Set Board meeting agenda with input of National Office
- Monitor progress - ensure plans are implemented
- Identify gaps in policy, programs, administration
- Fiscal management with National Office input
- Crisis management/response
- Help in the smooth administration of the Society



Revised Governance Model

Role of the Executive Committee

- Set agenda for annual strategic, operational and financial planning session
- Monitor the Society's agenda and make recommendations for Board ratification, including special meetings.
- Meetings will be held predominantly by teleconference, three weeks prior to scheduled Board meetings. Purpose of meeting is to determine agenda and to confirm status of operational plan.



Revised Governance Model

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.*
- *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.*



Revised Governance Model

President's Council Role

- Further explanation
 - 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



Implementation Timeline

- Jan. 19, 2004
- E-mail a letter to members containing the revised version of the governance model that has been prepared based upon careful consideration of members' observations and recommendations. Members have until January 31st to comment on this final draft.
 - Evaluate any responses and make any necessary final changes.
- Feb. 1, 2004



Implementation Timeline

- Feb. 21, 2004 • E-mail and mail notice of March 31st Special Meeting, proxy ballot and copy of final document. Members will be asked to vote yes or no to approving Governance Task Force proposal in its entirety.
- March 31, 2004 • 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.



Implementation Timeline

April 7, 2004

- Send out notice announcing the result of the vote, a notice announcing the AGM and a list of the bylaw changes to be approved.

June 11, 2004

- Vote on bylaw changes and elect five members to the Executive Committee for the 2004-2005 term based on current governance formula.

October 2004

- 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.



Resolution

WHEREAS the Governance Review Task Force has submitted its final report (“Report”) and recommendations to the Board of Directors;

AND WHEREAS the Report has been submitted to the general membership for review and comment;

AND WHEREAS the Report has been revised accordingly.

BE IT RESOLVED:

1. That the Report of the Governance Review Task Force be and the same is hereby adopted;
2. That the Report shall be put to the general membership with a recommendation of the Board of Directors to adopt the Report.
3. That the Secretary be and is hereby authorized to execute the Governance Review Task Force Report and any other documentation on behalf of the Society as may be required with respect of the Report.





Questions?

