

**Meeting of the Board of Directors of the
Canadian Public Relations Society
February 21, 2004–Marriott Residence Inn, Vancouver, British Columbia**

Present: Lisa Homer APR (President)
Robyn Quinn APR (President-Elect)
Colleen Killingsworth APR, (Vice President)
Rod Stanley APR (Treasurer)
Blair Peberdy APR (Secretary)

Rick Mauro, APR, Hamilton
Shawn Kelly, APR, Calgary
Tamara Magnan, Edmonton
Mark Hunter LaVigne APR, Toronto
Malcolm French, APR, Regina
Melanie Lee Lockhart, APR, Manitoba
Lucie-Anne Fabien ARP, SRQ
Pierre Pontbriand, APR Ottawa
Catherine Robertson, Vancouver
Dianne George, APR, Vancouver Island
Dionne Olsen, Northern Lights

Regrets: Daniel Granger ARP (Past President)
Richard Sparkes APR, Newfoundland
Christina Winsor, New Brunswick
Verna Lynne Weeks, PEI
Lorne Darlington, APR, Lethbridge

1. Welcome

President Homer welcomed Board members and/or their designates to Vancouver and thanked everyone for taking their personal time to participate in the Society activities. She noted that, depending on discussion, it may be possible to complete the Board agenda within one day. Board members then introduced themselves.

2. Approval of Minutes of Meeting October 4-5, 2003

MOTION 03:11: Moved by C. Killingsworth, seconded by S. Kelly that the minutes of the CPRS Board of Directors meeting of October 4-5, 2003 be approved. Carried.

3. Approval of Agenda

MOTION 03:12: Moved by M. Lockhart, seconded by T. Magnan that the Agenda be amended to allow for all items to be covered by the end of Saturday's agenda and approved.. Carried.

4. Governance Review Task Force Update

Governance Review Task Force members C. Killingsworth and Pierre Pontbriand lead the discussion on the status of the work conducted by the Task Force since the October Board meeting using a powerpoint presentation entitled "Member Consultation Review and Final Recommendations to the National Board of Directors". The Task Force had incorporated feedback from the membership received by the December 4th deadline and the subsequent January 31st deadline. C. Killingsworth tabled the following 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.

Discussion followed.

M. French noted that Board members elected for particular regions should be representing those regions. C. Killingsworth responded that under the new model, all Board members have an inherent responsibility to represent all regions.

C. Robertson noted her appreciation for the work done by the Task Force. However, she noted that it again demonstrated the disconnect in the process between the Board and the various Councils, Committees and Task Forces. C. Robertson said that she hoped that the new governance model would allow the Board to be more engaged. C. Killingsworth responded that the governance review was intentionally driven by the membership and not by the Board. With respect to the provision for the President to serve a maximum of two years, she felt this was limiting, and recommended that the terms of office be reviewed when developing the bylaws and regulations.

T. Magnan asked how the election of directors would take place. C. Killingsworth responded that eight new directors would be elected at a Special Meeting in March 2005 and in subsequent years, four new directors could be elected at the AGM. She noted that the proxy ballot will engage members from across the country in the process.

L. Fabien echoed C. Robertson's concerns that the implementation be revised to the best of our abilities. She endorsed the idea for a Presidents' Council particularly if its purpose was to help local Society Presidents manage their Societies more effectively. C. Killingsworth noted that the role of the Council will be determined by the Council members.

D. Olsen expressed concern that the Board did not have input into the development of the governance model and questioned the Task Force's responsibility for determining the content. R. Quinn responded that in 1999 the Board held a retreat to discuss and develop a strategy for implementing a new governance model. The Neufeld Group Board Retreat Follow Up Report, "*Making the Future Ours*" prepared in October 1999 was shelved because the membership was not consulted during its development. Now, five years later, the Society took the approach that it would consult with the entire membership, not just the Board.

R. Stanley reminded everyone that the governance exercise was undertaken in an effort to increase efficiency in the Board structure and that all Board members and member Societies had ample opportunity for input. The proposed governance model reflects a very comprehensive effort by the Task Force.

S. Kelly noted that changes to the National bylaws may require changes to local Member Society bylaws.

C. Robertson agreed with the member consultation process but believes the final decision should be a Board decision. She noted that the nominating committee's role would be a very important one under this new governance model.

P. Boyd noted that regulations can be changed by Board approval. He suggested that certain Task Force recommendations should be introduced as regulations that would not require full membership voting.

D. George noted that the current bylaws changes only require 30 members representing three Societies and suggested that this was probably not sufficient.

M. LaVigne expressed his confidence that the consultation had been well done and that representation will cover the diversity of the country.

L. Homer commented that the Governance Review process was a collaborative effort between Board, Task Force and the membership. The governance model was developed from previous and current research.

The question was called. P. Boyd circulated a copy of the resolution for signatures. K. Dalton noted that signatures had been received by FAX from B. Scott, P. Spurway and Mona Etcheverry. D. Granger indicated his would be faxed later in the day. Board members present and by fax voted unanimously to accept the resolution. The resolution was also faxed to Verna Lynne Weeks for signature.

MOTION 03:13: Moved by C. Killingsworth, seconded by R. Quinn that the Governance Resolution be accepted as presented. Carried.

5. Review of Financial Statements

Treasurer Stanley noted that a two-year debt reduction plan had been developed by himself and P. Boyd immediately following the October Board meeting and was approved by the Executive Committee. He noted as of January 31, 2004 the Society had a profit of \$76,466 and expressed his pleasure at the lower than expected expenses that the Society was incurring for a number of activities including expenses for the October Board meeting held in Hamilton. There was an adjustment of \$5,500 for membership fees due to this amount being owed to CPRS Vancouver from the period 2000-2001. He noted that costs associated with printing, courier and postage were now reflected in the individual line item, which accounted for higher than budgeted expenses for membership documentation. Correspondingly, the actual year-to-date figures for

postage and courier and printing were lower than budgeted. Stanley also reported that the Executive Committee had approved a new budget item for the Ethics Network in the amount of \$1,000 which will be added to the March Statement of Financial Position.

MOTION 03:14: Moved by C. Killingsworth, seconded by M. LaVigne that the Statements of Financial Position April 1, 2003 to January 31, 2004 be accepted as presented. Carried.

6. Member Society Reports

Board members presented local Member Society reports. Written reports were distributed from the Presidents of Member Societies from Vancouver Island, Calgary, Edmonton, Regina, Saskatoon, Hamilton, Manitoba, Toronto, Ottawa/Gatineau, SRQ, Nova Scotia, New Brunswick PEI and from Catherine Robertson representing CPRS Vancouver. Written reports were not received from Northern Lights, Lethbridge or Newfoundland.

7. Overview of CPRS Action Plan for 2003-2004

President Homer reviewed the four key priorities: continuous improvement in membership services; increased financial focus; governance review task force initiative and; increased PR for PR for the Society, in a powerpoint presentation entitled, "Update Action Plan 2003-2004".

Member Services:

Current membership stands at 1,676 as of February 19, 2004 compared to 1,668 last year. The National Office processed 107 new membership applications since the last Board meeting. Largest percentage increase in membership in the last four months was Quebec with 20%, followed by Toronto with 16.8%, Edmonton with 14% and Ottawa with 12%.

Recent improvements include: the updated interactive on line membership directory; the implementation, effective January 1, 2004, of new memberships with an anniversary renewal date and; unique password and ID for each member to access on line credit card renewal will be issued with renewal notices in February. In the Accreditation program, 83% of the candidates in 2003 successfully completed the program with 24 of 29 candidates from 10 different Societies achieving their APR. There are 37 new APR applicants for 2004. In the Awards program, a new student award, sponsored by Frontline Communications, has been added for Risk and Crisis Communications Management. The web site continues to be enhanced with the addition of a list of updates on the home page. Executive Committee and Board meeting minutes are now posted on line. In addition, the Society is investigating general and professional liability insurance for members.

Financial Focus:

The Treasurer and the National Office are continuing their efforts to manage the Society expenses while generating new revenue streams through sponsorships.

Governance Review Task Force:

The National Office has prepared a customized proxy ballot and a notice of the Special Meeting on March 31, 2004 which will be mailed to each voting member of the Society February 21, 2004. The results of the governance resolution voting will be announced April 7 and, if approved, subsequent bylaw changes will be prepared by the National Office in consultation with legal counsel and voted on at the AGM in June.

PR for PR:

CPRS continues to support the Global Alliance initiatives including adopting the universal ethics protocol and responding to the regulatory study impacting the profession. The Presidential Tour included visits and/or presentations to Member Societies in Calgary, Montreal, Regina, Ottawa, Toronto, Victoria and Prince George on the state of affairs and Corporate Social Responsibility. The National Office has issued several press releases including one on the Global Alliance appointment of Jean Valin as Chairman and one on the Accreditation results.

Action Item: National Office to post the Update Action Plan 2003-2004 on the web site in the Member Only area.

Response to Federal Sponsorship Scandal

Board members discussed the Federal sponsorship scandal implicating advertising and communications agencies in Quebec. President Homer developed a response and asked that media inquires be directed to her whenever possible. M. LaVigne offered to provide media training relating to key messages for President Homer if required.

8. Executive Committee reports on Committees**a. Accreditation**

Vice President C. Killingsworth referred the Board to the *Analysis of Cost Effective Web-based Accreditation Examination Alternatives* research report prepared by TM NewMedia Inc. of Victoria, BC at the request of the National Council on Accreditation. The Council reviewed the recommendations and determined that web-based examination alternatives were high risk and would not result in cost savings. As a result, the Council advised the Board to approve a recommendation not to proceed with web-based written exams. C. Killingsworth acknowledged the work done by Sharlene Smith to ensure the research was conducted and the report prepared in a timely manner.

MOTION 03:15: Moved by C. Killingsworth, seconded by R. Quinn, that the Society not adopt a web-based written accreditation exam, but rather continue to pursue locally written exams and internet-based administration of the process as much as possible. Carried.

C. Killingsworth reviewed the proposed change in Chief Examiner role sponsored by the National Council on Accreditation. The Council proposes to re-establish the Chief Examiner position as one position with responsibility for adjudicating the program in both English and French Canada. The Council will develop terms of reference for the Chief Examiner to ensure that he/she can facilitate the process in both official languages and to establish a regional examiner position in French speaking Canada to carry the role and responsibilities similar to English speaking Canada regional examiners.

The recommendation is to implement this new model in 2005 at the end of the term of the current Chief Examiners. Upon receiving Board endorsement for the shift to one Chief Examiner, the Presiding Officer of the National Council on Accreditation, and the two existing Chief Examiners, will begin the process of developing the terms of reference for the newly created Chief Examiner position for Council endorsement. Once the terms of reference have been established, the Accreditation Council will begin recruiting for a Chief Examiner to assume the role in 2005.

L. Fabien clarified that the recommendation was not formally presented to the Board of SRQ, although she supports the recommendation and will present it to an upcoming SRQ Board meeting.

MOTION 03:16: Moved by C. Killingsworth, seconded by T. Magnan that the National Board, on the recommendation of Council, pursue having one Chief Examiner for all of Canada subject to SRQ endorsement. Carried.

C. Killingsworth presented the third National Council on Accreditation recommendation. Over the years, the local Accreditation Chair has reported solely to the local President with no direct line of communication or responsibility to the Chief Examiner or National Council on Accreditation. The role of the local Accreditation Chair is to support the implementation of the National Accreditation Program at the local level. The fact that there is no direct connection or reporting responsibility to the Council has resulted in inconsistencies in program implementation, a lack of clear communication and understanding of the local role in relation to the national program, and no direct connection between the Accreditation Chair and the Council and Chief Examiner. The Council would like the Board to approve a change in the reporting structure.

MOTION 03:17 Moved by C. Killingsworth, seconded by M. LaVigne, that the reporting for Member Society Accreditation Chairs be amended so that they report directly to the National Council on Accreditation rather than to the Member Society Presidents. Member Society Accreditation Chairs will continue to have dotted line relationship with Member Society Presidents. Engage the Accreditation Council in helping to recruit and screen potential local Accreditation Chairs with the goal of ensuring that local chairs are accredited members of the Society and that they have a base understanding of the Accreditation program and process. Implement the new model in 2004 after National Board discussion and acceptance of the proposed change, and consultation with member Society Presidents and local Accreditation Chairs.

Discussion followed. Concerns were raised regarding the selection criteria for Accreditation Chairs, the precedent of direct involvement by Council in local Society Boards having authority to recruit and screen members, budgetary considerations and the issue of confidentiality of candidates' identities.

AMENDED MOTION 03:17: Moved by M. French, seconded by C. Robertson, that the Board endorses and commends to Member Societies the policy that the National Council on Accreditation should have direct liaison authority with local Accreditation Chairs. Carried.

b. College of Fellows

President-Elect R. Quinn presented the report on the College of Fellows prepared by Past President D. Granger. The application deadline for the College of Fellows was February 1st, 2004. The selection committee invited 41 CPRS members who met the criteria of 20 years' public relations experience and 10 years membership in CPRS to apply. Nine applications or 22% response representing five Member Societies were received.

c. Awards

Co-Chair of the Awards Committee P. Pontbriand reported that the Executive Committee had approved a new student award for Risk and Crisis Communication sponsored by Frontline Communications. He directed Board members to review a copy of the entry form supplied with the Board materials. He encouraged Board members to promote the award to student members within their local Member Societies.

d. Sponsorship

President-Elect R. Quinn distributed copies of a revised National Sponsorship Application Form and National Conference Sponsorship Contracts and an Exhibitor Contract developed by P. Boyd. The application outlines the five levels of Sponsorship – Platinum, Gold, Silver, Bronze and Sponsor. Each Sponsor can select from a variety of opportunities including Accreditation, National Award, Communiqué, Annual Printed Directory and Web site. The form includes benefits of sponsorship, fees and a contract. R. Quinn acknowledged the significant contribution that P. Boyd has made in developing the sponsorship program. P. Pontbriand suggested that the pricing for the Platinum level be revised to read \$10,000 (\$500 discount). In addition to the National Sponsorship program, P. Boyd has customized contracts for the Title and Primary Sponsor and Gold level sponsor for each of the next three conferences (Quebec City, Calgary and Niagara Falls). These will be presented to CNW and CCN Matthews, who have already agreed to a three-year sponsorship plan, for signatures.

MOTION 03:18: Moved by R. Quinn, seconded by L. Homer that the Board acknowledge and commend P. Boyd for a developing the National Sponsorship program and the National Conference contracts. Carried.

e. Bylaws

Secretary B. Peberdy noted that he, P. Boyd and M. French (via teleconference) had met with legal counsel, Paul Anderson, to ensure that required changes to the Bylaws and Regulations will be in order for the voting at the AGM in June. He noted that past unregistered Bylaws changes must be filed with Industry Canada. T. Magnan noted that local Member Society Bylaws may be impacted by the changes and suggested that a template for local Society Bylaws be developed and distributed to local Society Presidents. M. French suggested that the Bylaws be reviewed in future.

Action Item: National Office to prepare Bylaw templates for local Member Societies.

f. Education

C. Killingsworth presented a report from Janice Robertson, Presiding Officer of the Education Committee. She has continued to answer requests for information, investigate potential exchanges/articulation programs and has assisted graduate students to pursue research with our members. On the post-secondary side, she had an inspirational chat with Deanna Drendel and agreed that the Body of Knowledge document will be agreed to in concept by the majority of the Canadian institutions we know about - before the end of this school year. Deanna has graciously agreed to work with the Quebec schools. She believes she will also have a committee with a mandate and two or three goals for 2004/2005.

g. Judicial and Ethics

Treasurer R. Stanley happily reported that there had been no issues or complaints brought forward to the Judicial and Ethics Committee. He referred to the Ethics Network – Plan/Progress Report prepared by Deanna Drendel. The establishment of the National Ethics Network was approved by the Executive Committee with a \$1,000 budget for communications. The Network intends to hold its first annual meeting and launch its first collective project at the National conference in Quebec City. The announcement of the Ethics Network and call for volunteers was posted on the national web site on January 19th and information on the Network will be included in the March Communiqué.

C. Killingsworth commended D. Drendal for her work on behalf of the National Society for establishing a National Ethics Network.

The Global Alliance has asked CPRS to ratify its Universal Ethics Protocol. Presiding Officer of the Judicial and Ethics Committee D. LaBelle provided the following recommendation: Madam President I have reviewed all aspects of the Global Alliance Protocol on Ethics and find that they align in every way with the CPRS Code of Professional Standards. I therefore recommend that the CPRS Board consider the following recommendation for adoption at its next meeting:

MOTION 03:19: Moved by R. Stanley, seconded by M. Lockhart, as the Judicial and Ethics Committee of CPRS has conducted its due diligence on the contents of the Global Alliance Protocol on Ethics and certifies that all elements of the protocol are contained in the CPRS Code of Professional Standards, it is therefore recommended that the Society be a signatory to the ratification document proffered by the Global Alliance accepting the terms of the protocol at soon as practical. Carried.

h. Web site

R. Stanley presented a summary of the Web Trends Report on the CPRS web site activity between October 2003 to January 2004. He noted there were 27,017 unique visitors to the site and the top eleven pages visited were: Home page; Careers; SCRIP Welcome; Accreditation Education – Institutions; Membership; Code of Professional Standards; National Conference; Contact us; News Media and; Professional Development.

Of the top 100 pages visited, information About CPRS was most frequently visited followed by Membership, then Education, Accreditation and Awards. Areas frequently visited in the Member only section include Governance consultation, Governance Feedback, Membership Directory, Resources, Library and Communiqués. Top 10 pdf downloads Accreditation Handbook – English French; Accreditation Exams English; CPRS Directory; Membership applications; Governance Task Force Recommendations; Governance Review President; Awards Brochure 04; Accreditation applications; Bylaws, Accreditation Exams French.

R. Stanley reported that he was working with the National Office on developing an RFP/Careers posting section on the national site. He thanked the National Office for its great support on maintaining and enhancing the web site.

9. National Office Operations

a. Insurance

P. Boyd, responsible for Strategic/Financial Planning & Control, noted that several members had called the Society's National Office inquiring about liability insurance. He asked several companies to provide information on professional liability insurance and three companies responded. It became apparent that stand-alone liability insurance was very expensive and difficult to obtain. One company, Erb and Erb Insurance was proactive and came forward with a special proposal to provide a policy that combined both professional liability and general insurance coverage tailored to a company's specific needs in terms of number of employees, fixed assets, etc. Such a policy would be less costly than separate insurance policies and if CPRS chooses to work with Erb and Erb Insurance, a significant discount could be offered to members. The plan would be CPRS branded, but the insurance coverage would be available to all practitioners, whether or not they were CPRS members. The difference would be premiums for non-members would be 25% higher, ensuring that the CPRS membership fee was less than

the difference in premium. Also, Erb and Erb would actively promote the CPRS-branded policy to non-members and encourage them to immediately join the Society to earn the lower premium. As a token of good faith, Erb and Erb had produced a small quantity of promotional brochures for the Board's consideration.

President Homer asked that health insurance packages to be investigated by the committee at the same time they are reviewing other potential components of the package.

P. Boyd recommended that Board establish an ad hoc committee led by Secretary Blair Peberdy to review the proposal and report back to the Board with a written recommendation. The committee would evaluate whether to put out an RFP or accept the proposal presented by Erb and Erb Insurance Brokers Ltd.

M. LaVigne and C. Robertson volunteered to participate on the committee. It was recommended that the committee contact members who work with insurance companies to see if they want to quote on the business.

P. Boyd noted that he appreciated the recognition that he and K. Dalton had received but reminded the Board that Wendy Wellington, Val Boyd and Elizabeth Tang worked very hard as part of the team effort at the National Office.

b. Foundation

Executive Director K. Dalton reviewed the report prepared by Barbara Sheffield, Chair of the Communications and Public Relations Foundation, which outlined the background on the Foundation, established in 1979 as a non-profit organization with charitable status. Activities of the Foundation include the Ruth Hammond Scholarship, the Jack Yocom Profile Collection and the Charles and Diana Tisdall Lecture. The Foundation is asking for CPRS support by encouraging members to make donations to the Foundation in support of public relations educational initiatives or specific projects.

Discussion included a desire for broader national representation on the Foundation Board with less concentration in Toronto. There was overall agreement to develop a relationship and support the Foundation to fund research into public relations following a review of the Business Plan.

MOTION 03:20: Moved by R. Mauro, seconded by C. Killingsworth that the Board receive the report of the Foundation and are encouraged by its content and continue the dialogue with the Foundation. Carried.

c. Privacy Policy

K. Dalton referred the Board to the CPRS Privacy Policy, which was developed in order to comply with Federal legislation effective January 1, 2004, governing the use, collection and disclosure of personal information. The Policy is posted on the web site. The Federal legislation only applies where no provincial legislation exists. BC, Alberta and Quebec currently have provincial privacy legislation which supercedes the Federal legislation.

10. National Conferences

Quebec City Report 2004

L. Fabien presented a progress report on behalf of the Organizing Committee for the National Conference in Quebec City and distributed an updated Statement of Revenue and Expenses for

the period ending February 20th. The National Office had processed 95 full conference extra early bird registrations which was right on budget. She noted that the program included top international speakers including James Grunig. However, she expressed concern that no public relations agencies had committed to sponsor the conference. She requested that if Board members had any influence with larger agencies that they approach them for sponsorship. She distributed a new Statement which was revised at the request of Conference Chairman Richard Fournier to better reflect expected expenses on individual budget items. L. Fabien suggested that the revised budget be distributed to the Executive Committee following the meeting for approval.

Action Item: National Office to revise budget according to requests from the Conference Organizing Committee and submit to the Executive Committee for approval.

Calgary Report 2005

S. Kelly distributed a report prepared by 2005 Conference Chair Monique Chenier on the status of the Calgary conference. The theme of the conference is "Energize – your work, your life, your world". She noted that the hospitality committee has arranged for a "Taste of Canada" kick off reception and the evening event on the second night will be an authentic Western BBQ and Rodeo followed by a live Wild West Bullarama and barn dance. The Award Gala will be a formal dinner with entertainment followed by a casino. The budget for the Calgary conference will be tabled during the June Board meeting.

T. Magnan noted that the Edmonton Society will be sponsoring/hosting an event at the Calgary conference. R. Stanley added that the PEI Society can offer support and advise if needed.

11. New Business

M. Lockhart mentioned that she had received a request from a professional body that was looking for judges for a communications award category in 2005. R. Quinn suggested that the request sent to the Awards Committee for consideration.

M. French and S. Kelly expressed concern about membership retention rates and asked if membership dues could be paid on monthly or quarterly basis. K. Dalton noted that Germaine LeMoine as Chair of the Membership Recruitment and Retention Committee had conducted research with Member Societies and had prepared a report, which was shelved in February 2003, when she resigned from the Board. K. Dalton offered to send the report to anyone who was interested in participating on the Membership Committee. M. French, S. Kelly and R. Mauro volunteered to work on membership recruitment and retention.

Action Item: K. Dalton to send the membership report developed by Germaine LeMoine to the new members of the Membership Recruitment and Retention Committee.

Action Item: The National Office will review the practical issues in moving to a quarterly payment system for 2005.

L. Homer thanked the Board for their commitment to the Society and commended them on a very productive meeting.

12. Adjournment

Motion 03:21: There being no further business for the day, moved by M. Lockhart, seconded by R. Quinn the meeting was adjourned at 4:50 p.m.

Next meeting of the CPRS Board will be June 10, 2004 in Quebec City.