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May 2020

Board of Governors Position Paper and Recommendations: Evolving the Role of the Council Voting Representative

1. Introduction

As a result of feedback from Board Members and interest expressed by some Council Voting Representatives who represent the Ordinary Members of Scouts Canada (Council Voting Representatives, or CVR's) in increasing their level of engagement, the relevance of their contribution, their ability to execute their role, and creating better mechanisms for understanding the interests of the constituents they are meant to represent, the Board of Governors began work to consider the issues and develop a plan to address them. Work began at the February 2020 Board meeting and since that time, there have been several Board discussions to dissect the issues and develop a plan to move forward.

The Board agreed to the following principles that are intended to guide the approach with voting members:

- **Engagement** – The Ordinary Members of Scouts Canada (primarily Youth and Scouters within a Council) should feel that there is a mechanism that leads to their voice being heard in the governance of Scouts Canada, not just because they are told so, but rather, because one actually exists.
- **Respect for Prior Decision Making** – The current Board recognized that previous boards adopted our current democratic process for good reasons, after extensive deliberation and that due consideration should be given to the context in which the model was developed. They agreed to take the time to fully understand the historical context prior to making broad changes to the approach.
- **Effectiveness is Critical** – Any considered changes need to be operationally feasible. Not just from a governance perspective, but also from an operations perspective. We should avoid changes that create undue administrative overhead and burden.
- **Genuine** – Any changes made must not just be an artifact that sounds good, but should actually lead to real democracy, improved engagement, and better outcomes for Scouts Canada.

- **Open and Transparent** – The process we undertake to complete this review of what the role is and should be must be open and transparent to all who are interested. It must be a grounded and genuine way to talk about what we are trying to achieve and should be communicated to all voting members.
- **Iterative** - If we don't get it exactly right, we agree to monitor and keep tweaking it until it is optimal.
- **Scope of Role** – The role of the Council Voting Representative should be meaningful, participating as a key element in our governance. That role must fit with all the other elements of the governance model.

As an outcome of the discussions of the group, the following was adopted by the Board at its meeting on May 20, 2020.

2. Role of Council Voting Representatives

An important element worth reinforcing is that clarity and consistency of understanding of the role is critical. Improved clarity will help address any situation where some members of Scouts Canada have a different view or desire regarding what the role of the CVR is. This role must fit into the broader context of accountabilities and responsibilities of management (both staff and volunteer) and of the Board of Governors. It is critically important that we not introduce any ambiguity or overlap in the model.

The role of the Council Voting Representative is to:

- Broadly represent the interests of all Ordinary Members, especially Ordinary Members from the Council they represent, as we conduct the business of the corporation
- Vote to select three members from among their ranks (including one Youth member) that will participate as members of the Nominating Committee.
- Ensure that items prescribed by the bylaws of Scouts Canada happen. This includes the election of Board of Governors members as recommended by the Nominating Committee, voting on the approval of resolutions tabled by the Board of Governors that modify the by-laws of the organization, approval of the recommendation of the Audit Committee regarding the appointment of auditors for the following year, voting to receive reports from management, the Vice-Chair Finance, Audit Committee and management, etc.
- Bring forward important issues to the Board of Governors and/or Management. Although it is expected that all voting members fulfill their role in an appropriate way, it was felt that imposing any direct restrictions on the nature of the issues that can be raised to the Board by CVRs would be unwise and unnecessary.
- On occasion, propose resolutions for consideration at an AGM. Such resolutions may include resolutions asking that the Board of Governors consider making changes to By-laws or policies of Scouts Canada.

- Act as a safeguard against a Board acting egregiously, by being able to vote against, in conjunction with other voting members, the recommendation of the nominating committee and voting, in conjunction with other voting members to approve alternative nominations, thereby replacing the Board with another that would act in the interests of Scouts Canada.

It is equally important to define what the role is not. Council Voting Representatives do not:

- Directly involve themselves in setting policy or procedures for Scouts Canada
- Present resolutions that themselves modify the by-laws of the organization. Such changes require a Resolution by the Board of Governors and must be passed at a special meeting by a two third majority of all voting members
- Over-ride the Board of Governors on strategy and governance issues
- Over-ride management on operational issues
- Replace the existing management hierarchies that exist to deal with issues, resolve disputes, etc.
- Act to represent highly local or narrow interest groups to the detriment of the majority of Scouts Canada's Ordinary Members or the organization.

3. Engaging Council Voting Representatives During and Outside of the AGM

As we work on ensuring that the CVRs have a genuinely meaningful role in the democratic governance of Scouts Canada, it is important that we recognize that the AGM itself has, by its nature, a prescriptive agenda and operating model. There is not a lot of flexibility available for turning it into something that it isn't. Its core agenda is prescribed by corporate law and by the bylaws of Scouts Canada. As such, when working on ensuring that the role of CVR is meaningful, it is important to look to the opportunities that can be taken advantage of from a variety of activities; both during the AGM, and those that might happen outside the actual AGM, for example during a national conference.

Not taking advantage of the chance for engagement presented when we gather together with CVRs would be a missed opportunity. It is recommended that we hold a session prior to the AGM specifically to engage CVRs and facilitate interaction among them, creating a chance to address issues, improve communication and build mutual understanding and relationships. As the AGM continues to be held in concert with the annual Scouters Conference, there is a great opportunity to engage CVRs as active participants in a more significant way than has happened in the past. This can have a secondary benefit of giving the organization the ability to assess CVRs and, where appropriate, encourage them to participate in other ways at the national level, perhaps as members of the National Leadership Team, Board members, committee members, etc.

In order to properly represent the interests of their stakeholders, CVRs are encouraged to leverage existing ways for them to effectively connect with the local Ordinary Members that they

are supposed to represent. This should include participation in local social media mechanisms, council events, and other opportunities. Their role will be better communicated to their constituent members and Ordinary Members will be encouraged to reach out to the CVRs if they have any issues or concerns that they would like to discuss.

It is also important for CVRs to be confident that they are broadly representing the interests of Ordinary Members and not just a local or vocal minority, the ability for CVRs to interact with the other CVRs across the country outside the AGM will be created using the Scouts Canada Exchange/SharePoint platform.

In order to create the ability for CVR's to have an effective mechanism to bring forward important issues to the Board of Governors and management, opportunities for them to engage with Board members and management in a meaningful way must be created. They will be clearly given permission and encouragement to contact Board members and management with issues they would like to discuss, as such, they will be provided with the relevant contact information to engage in dialogue as required. We will not be placing limitations on the topics that CVRs can raise, but Board members and management will be clear on the types of topics that they should be referring elsewhere in the organization to be addressed. CVRs are encouraged to work with local management, and in particular their Council Key 3 as a first choice for local and operational topics.

Board members will also be clear and transparent around the nature of the interactions they can have with individual CVRs so as not to mis-represent their role as an individual member of the Board to never appear to be making commitments or taking positions on behalf of the Board.

4. Process to Elect and Onboard Voting Members

There is an opportunity to better publicize the process across all councils so that more Ordinary Members are aware and may therefore consider standing for the role. It is also critical that Council Voting Representatives receive sufficient and consistent orientation when they are appointed so that they can begin fulfilling their role as quickly as possible. An enhanced onboarding process will be developed.

5. Funding for Attending AGM by Council Voting Representatives

If it is true that the level of engagement with CVRs should increase, we must find ways to reduce the barriers to in person attendance. Personal cost has been a barrier to participation in the past and it has been decided to eliminate that barrier.

There will be funding provided to cover the costs of attendance of CVRs at the AGM and voting member session in person. Recognizing that there will always be some voting members that may

be unable to attend in person, remote participation will continue to be possible for the AGM and will also be made available for any CVR specific meetings that are planned

6. Recommendations Approved by the Board

The following is a summary of the recommendations approved by the Board on May 20, 2020

1. Improve the method of creating clarity for the role of Council Voting Representative by clearly articulating what the role entails and what it does not. Do this as part of the election process to ensure consistency among deputy elections officers, and reinforce it once Council Voting Representatives have been elected for their term
2. Ensure that CVRs specifically understand that they have permission and are encouraged to contact Board members and members of management to raise and discuss important issues related to the organization
3. Provide contact information for Board members, key management personnel and a Scouts Canada email distribution list to facilitate the ability to contact all other voting members
4. Incorporate content on CVRs and appropriate levels of engagement into the new Board member orientation session each year
5. Incorporate a session specifically targeted at engaging CVRs into the agenda prior to the AGM. The Governance Committee of the Board will be responsible for planning and executing this with the necessary staff support
6. Set expectations that CVRs be engaged in local activities like Scouter Conferences, social media channels, events, etc. and should be actively working with the Council Key 3 teams to understand their stakeholders' interests and issues and leverage existing communications tools to maximize interactions with Ordinary Members
7. Leverage all existing communication tools to better publicize the Voting Member Election process when it is underway
8. Implement a funding approach to support in person attendance of all/more CVRs
9. Communicate the expected changes to all current Voting Members as soon as possible