

## **OFA Structural Review**

### **Possible By-law Amendments**

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OFA has consulted with the PAC and county federations on possible amendments to its governance and structure.

Although areas under consideration have not achieved rousing or unanimous support for any one particular change, some consensus has built to the point where visible By-law amendments may help to crystalize the outcomes.

Two areas remained up for debate and a third has recent arisen from the PAC deliberations. The attached By-law provides draft changes to accommodate as follows:

#### **Sunset clause on Directors' terms:**

Section 12.5 of the By-law currently provides no length of term for a Director on the Board. The discussion of late have suggested a sunset clause be added to require Directors to step off the Board after a certain period of serving as a Director.

The Board has determined that a 5 consecutive term sunset clause would be appropriate.

The revised Section 12.5 provides this sunset clause of 5 consecutive terms, includes the detail that the Director must step off the Board for at least one year and that the new By-law starts with the current term being served on the enactment of this By-law.

That means that the clock starts when the By-law is amended with the current term being term 1 of 5.

#### **Election of Vice-Presidents:**

Some, but not strong consensus was achieved on the process of electing VPs. Providing a draft By-law may help crystalize a stronger consensus (one way or the other).

The election of President and VPs is currently in Section 14.2. It provides for annual election of each office.

This has been amended to provide that the Board will elect its Vice Presidents by amending 14.2 and adding a new 14.3.

The elections policy would also be amended to be consistent with this change, should it be made.

#### **PAC Co-Chair:**

The Policy Advisory Council Steering Group has recommended that a PAC member Co-chair its meetings. The current By-law provides, in Section 16, that the OFA President or a VP will Chair the PAC.

If the recommendation is adopted it would be prudent, for completeness, to amend the By-law to allow for a co-chair. This has been drafted in a new Section 16.

**Process:**

By-law amendments of this type are in effect on approval by the Board of Directors. They must be ratified at the next AGM to remain in effect.

It is anticipated the term-of-office amendment will not be too controversial but, regardless, will have no immediate ramifications of not ratified.

The election of VPs is more time sensitive. If approved by the Board, the change would have to be ratified at the AGM. If rejected, the AGM would host a VP election. If ratified, the AGM would not have a VP election.

So, it would be prudent to achieve approval by at least a majority of delegates prior to the AGM. The amendment can be presented at the PAC and subsequent county meetings, and be sent to delegates with a comment period. Feedback would be solicited by the October Board meeting for a vote on the amendment (or some other version of the amendment).

In this way, all delegates would be adequately informed of the proposed amendments well in advance of the AGM with some predictability of the outcome of a ratification vote.