

Proposed Change to the Governance Model

March 31, 2013

Governance Committee Activities 2012-2013

- Biathlon Canada Board formed the Governance Committee at the 2012 AGM to investigate governance changes required as a result of the new Canada Not-for-profit Corporations Act and to look at improvements to the Biathlon Canada governance model.
- Committee – Murray Wylie (Chair), Joanne Thompson, Clayton Whitman, Ray Kokkonen, Dan O'Connor, Brendon Bulger, Andy Holmwood and Ken Davies.
- We have reviewed material provided by Sport Canada, examples of what other NSO's have done, material provided from our consultant, Rachel Corbett, from the Sport Law and Strategy Group.
- We met over a weekend in September and then presented the Board and Executive a summary of our findings via teleconference seeking feedback. We met again for two days in January to form our recommendations.
- After much debate, the recommendations are a unanimous conclusion of the Committee. We take comfort in knowing that many other NSO's are following the same path.
- This presentation summarizes our recommendation to the Board.

Recommendation One

Change membership classes to comply with Canada Not-for-profit Corporations (NFP) Act

- Reduce existing membership classes from 5 to 1 – the new class will be made up of the 12 Divisions of Biathlon Canada
- All existing Regular Members, Life Members, Day Members, Honorary Members and Clubs will now be called Registrants – fee structure will remain the same
- The 12 Divisions (the new Members) will be allocated votes based upon the number of Registrants using the same formula contained at Article 47 in the current bylaws – one vote per 100 Registrants. While the actual bylaw will change, the method for determining Member votes will be the same
- The 12 Divisions (the new Members) must be in good standing – legally incorporated, recognized by its respective provincial/territorial government, have proper bylaws and govern itself according to democratic principles

Recommendation Two

- 2) Move from the existing **constituency based** Board to a seven person **competency based** Board, eliminating the Executive Committee but creating/maintaining key Standing Committees
- Recommendation 1) is mostly forced on us by the new NFP Act. This recommendation reflects a great deal of deliberation on behalf of the Governance Committee looking at how to improve the governance of Biathlon Canada.
 - The main reason for this direction is to streamline decision making and operate in a manner expected by our two main funding partners, Own the Podium and Sport Canada - to move from a Board and Executive Committee made up of 20 individuals to a Board of 7 people fully accountable to our Members (the 12 Divisions).

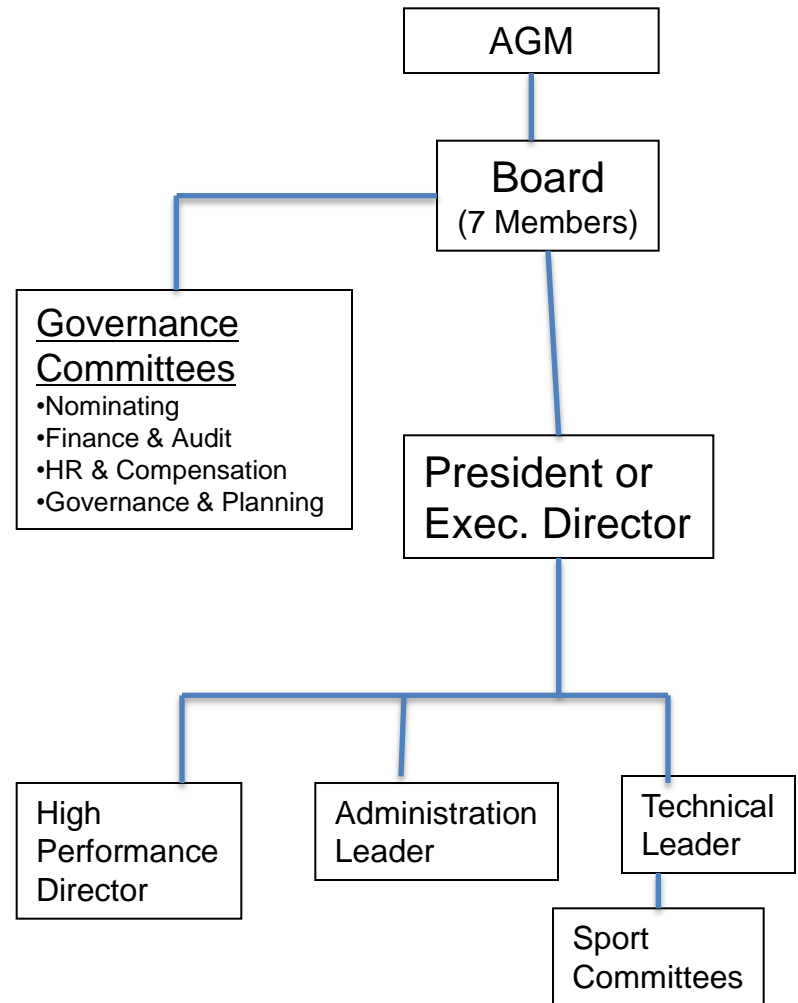
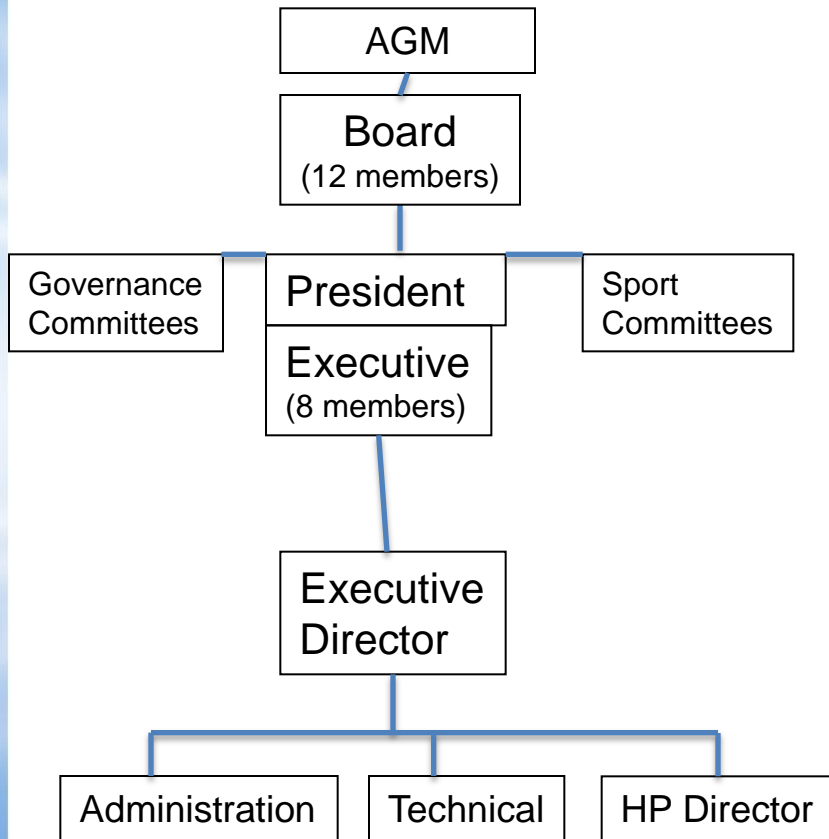
Rationale for Proposed Board Change

- The main reason for changing the Board is to comply with the new Act – provisions such as all Directors must be elected by members whereas now the Board is made up of Division Presidents.
- The current Board/Executive Structure ensures broad participation from up to 20 people across Canada. Ideally this keeps all the Divisions informed and involved on Biathlon Canada initiatives. The reality is that only a portion of the 20 volunteers in the current structure have the time to focus on Biathlon Canada initiatives as many of them have Divisions to run, athletes to coach and events to host. While attendance at the Biathlon Canada AGM is healthy, governance on an ongoing basis is really performed by a combination of the Executive Director, the President, Treasurer and a few VP's with the occasional involvement of the Board.
- This lack of active governance by the Board together with volunteer Executive positions makes Sport Canada and OTP uncomfortable. Encouraging the Board to focus on higher level governance matters such as strategy and policy allows the Biathlon Staff to focus on day to day activities.

Existing Structure

Versus

Proposed Structure



Critical Success Factors

- We need to share the proposed changes widely in advance of the June 2013 AGM when the new single Membership class will be voted upon by the current Board of Directors
- The key component of the new structure is the Nominating Committee which must ensure that the candidates for the Board are qualified, capable and have the time to dedicate to helping to run Biathlon Canada. Ray Kokkonen is developing the detailed terms of reference and processes for the Nominating Committee. The starting principles are on the following slide.
- A clear transition plan is required for the steps to move to the new governance structure

Nominating Committee

- The key role of the Nominating Committee is to find the best candidates for the Members to select the Board from.
- The Nominating Committee will be made up of 3 Members with a long history in the sport in Canada and not current Directors
- All nominees will complete an application and submit a resume
- The nominating process will be a year round focus to attract the best candidates
- Minimum qualifications and key attributes will be posted and communicated widely
- Note that the Biathlon Canada bylaws will still permit nominations from the floor at an AGM or Special Meeting called to elect Directors

Next Steps

- Ask Questions – any of the Governance Committee members. Contact Murray Wylie at mawylie@ns.sympatico.ca
- Understand the proposed governance changes and the potential impact
- Review the proposed membership category changes that will be voted on at the June 2013 AGM
- Review the slate of candidates brought forward by the Nominating Committee that will be voted on at the June 2013 AGM
- Review the required bylaw changes for the NFP Act and Articles of Continuance that will be distributed in September 2013 and voted on at a special meeting in October 2013 by the Members