

Item H: Bylaw amendments (short-term)

Resolutions amending our bylaws that have been adopted by the Steering Committee over the last year and which are submitted for ratification to the membership. A link to our current bylaws can be found [here](#).

Amendments to FSC Bylaws.

1. The Steering Committee (SC), whose responsibilities are itemized in Section 4 of our bylaws, delegates its power and responsibilities over the financial and legal management of the Association (ability to authorize expenditures, borrow money, hire staff, adopt management policies, pay salaries, sign contracts) to the Executive Committee of FSC. The Executive Committee is comprised of the Chair, Vice-Chair, Treasurer, and Secretary. The Executive Director and sectoral directors (International Affairs; Sustainable Food Systems, Health and Safety; Zero Hunger) are appointed as non-voting members of the executive. Quorum is 3 of the 4 members of the exec who vote. Decision-making by consensus is the norm for all committees of FSC, including the executive.

The composition of the SC is unchanged. Its role is to advise the Executive, to build and expand the reach of FSC, ensure its mandate is effectively pursued and communicated and that strategic opportunities are seized. Steering Committee members are actively encouraged to participate on subcommittees of the SC. E.g. Fundraising committee, assembly planning committee, governance committee.

Update: This policy has been put into practice since April 2012. This delegation of authority is a question of practicality given the reality of a funded and staffed organization.

2. The Steering Committee empowers the Executive to decide upon appropriate signing authority for legal agreements (contracts of any sort) and finances (cheques, banking etc). The SC also empowers the Executive to develop policies on basic management procedures, staffing and finances. The Chair, Vice-Chair, Treasurer and Secretary have the authority to approve such policies and practices.

Update: This policy has been put into practice and in-house policies are being developed currently, with close Executive oversight and regular information updates as appropriate to the Steering Committee.

3. The Steering Committee strikes a sub-committee to oversee the thorough revision of Food Secure Canada bylaws in order to properly reflect the new reality of the organization and to conform to new rules of the Canada Not-for-profit Corporations Act that go into effect October 17, 2014. This committee will be composed of the Chair, the Executive Director and the following Steering Committee members: Cathleen Kneen and Joyce Rock. This sub-committee will examine, inter alia, the following issues and report to the AGM in November on its progress and, if possible, conclusions for adoption by the membership. Issues requiring examination: membership structure and fees and associated rights and responsibilities; review of appropriate governance structure including the issues that were raised during the Strategic planning retreat of 2011.

Explanation/Update: Tatiana Fraser and Shawn Pegg also joined this committee, which will give a report on its work to the membership as a separate item at the AGM. Lawyer Holly Solomon is providing advice to this committee on a pro-bono basis. The Committee come up with a proposal for a new membership structure (that will facilitate steady growth and ensure democratic accountability and consensus decision

making) as well as a Board of Directors to replace the Steering Committee. These changes need to be discussed, modified and improved in order to be adopted by all FSC members over the coming year. A special meeting in advance of the AGM will be held on Friday 2 November at 11 am so if you would like to reviews our obligations and proposals in more detail, attend that session.

- 4 The Steering Committee deletes sections 7 (staffing policy); 8 (activities) and 9 (funding) from its bylaws.

Update: These are all important issues, which are most appropriately managed at the staff and Executive level. Policies on staffing, funding, finance are being developed in consultation with the Executive and will be shared with SC in due course. The activities section (8) is obsolete as our engagements are far more complex than this section suggests. In general, we should keep the bylaws as brief as possible and put matters that are bound to change over time in policies and procedures that are much easier to change without going through Industry Canada or other external organs.

5. In Article 1, the head office of the Association is in Montreal (rather than Ottawa).

Update: This change is now underway legally.