

**Report of the Governance Sub-committee to Steering Committee of Food Secure  
Canada  
October 12, 2012**

**Governance Sub-committee Members:**

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Ad hoc advisors: Amanda Sheedy and Holly Solomon (pro-bono lawyer)

**Summary of Work Accomplished Since April 2012.**

The Governance sub-committee has held 3 teleconference meetings and one 6 hour in-person session since April 2012. In addition, teams of two people and individuals have accomplished various tasks in between these meetings. Our main accomplishments thus far:

- Identification of changes needed in current bylaws;
- Collective familiarization with the new requirements that all non-profits must fulfill no later than October 2014, including the Transition guide for non-profits and the electronic bylaw builder;
- A line-by-line examination of each article in our current bylaws and the construction of a comparative matrix between the current bylaws and the new legal requirements;
- A review of the membership structures of other associations with similarities to our own;
- A preliminary attempt to use the [bylaw builder](#) to adapt to our needs;
- A review of our membership criteria, goals, options for the future;
- Elaboration of a work plan that will allow us to meet the new legal requirements while strengthening our values and our organizational effectiveness and accountability;

While we were initially aiming to have new bylaws adopted at the November 2012 AGM, this goal is now seen as unrealistic given the amount of work, expertise, consultation and communications required and we are now aiming to adopt new bylaws by the fall of 2013.

All background documents developed by the Sub-committee are available to any member of the Steering Committee upon request.

**Critical issues**

Very early on in our mandate, the Sub-committee identified two critical issues that required extensive discussion:

1. Membership: criteria, rights, roles and responsibilities

## 2. Governance: A Board of Directors vs. a Steering Committee

Our discussions and recommendations on these two issues are elaborated in the following sections. It has become clear to all members of the sub-committee that the complexity of our task – and the challenge before Food Secure Canada – lies in the contradiction of trying to adapt a dynamic, diverse and growing social movement to the conservative and static criteria for organizational structure embodied in the new [Canada not-for-profit Corporations Act](#). Our recommendations stem from this tension between the reality of an activist movement and the legal environment in which we are obliged to work.

### **Membership**

Food Secure Canada currently has three categories of members: individual, organizational and associate and the first two are entitled to vote.

Under the new Act, there are two mandatory provisions on membership:

1. Conditions required for membership
2. Notice of meetings to members who are entitled to vote at Annual meeting

### **Background Reflections on Food Secure Canada Membership**

Organizations and individuals join Food Secure Canada for a variety of reasons – but more than any others, because they agree with its vision and wish to work with others across the country to accomplish its goals.

In the new constellation of FSC, we can see increased membership as a means to accomplish three key related goals:

1. *Strengthen the food movement* by ensuring that the individuals and organizations that comprise it are effectively networked at the national level.
2. *Strengthen our financial base* and independent revenue stream so that we are not dependent on government or foundations or any other external source.
3. *Enhance our capacity for effective advocacy* by representing (and claiming to represent) a large number of people and organizations.

### **Challenges for FSC membership as we grow:**

As we seek to grow our membership – hopefully to thousands of individuals and many more organizations -- the logistical and political management of democratic process with a larger group of members is bound to become more complicated. A decreasing fraction of our members for example will be able to attend Assemblies and fewer people will actually know each other personally the way that have in the first years of organizational development.

As we increase our political weight and manage more financial resources, those who disagree with our policies and politics may pay more attention and could conceivably attempt to undermine our work, possibly even from within.

Consensus decision-making is more complicated as numbers grow and people are spread across distances, as well as dealing with a wide breadth of issues ranging from agriculture to inner city poverty; gardening to the political economy of food. A larger group of involved citizens combined with a wide range of issues suggests that at least some of work will need to be decentralized – for both issues and geographic reasons.

The central challenge is to maintain the momentum, participatory practices and sense of ownership that members of FSC have developed over the years as we expand our reach to new audiences, become more “institutional” with office, staff and funding, and a higher profile at the national level. The process of revising our bylaws cannot ensure that we get the balance right, but we must ensure that the structures we develop facilitate the direction we are striving to go in: a strong, united, diverse social movement aiming to achieve significant policy change at the national level.

One of the challenges we face is that under the new act, all *voting* members must be able to communicate with each other at a General Meeting of the Association (ie. in person or by conference call and a decent level of participation is virtually impossible to attain, either at the biennial Assemblies or through an electronic meeting). Even with our current number of members, this is a logistical challenge. Once we grow our numbers significantly it will become impractical. Maintaining our current system of one-member one-vote is likely not feasible under the new requirements of the law. For this reason, we recommend creating two classes of members – one voting (Class A) and one non-voting (Class B).

The only subject upon which FSC members generally vote is for members of the Steering Committee. All other decisions, including adoption of the financial statements and, because of our increased revenues, the nomination of an auditor to do our financial statements, are voted on only in the unlikely situation where consensus cannot be reached. To the governance sub-committee therefore, the challenge becomes: how can we ensure accountability to the entire membership of FSC while reducing the number of people who actually vote to a realistic number?

### **FSC Governance Sub-committee Proposal One on Membership**

In order to meet the requirements of the Act, the Governance sub-committee proposes that FSC will have two categories of members: Class A and Class B. (This is the language of the Act, which we may choose to modify. It is used here for the sake of simplicity.) For virtually all matters of substance, class A and Class B members enjoy identical rights and decision-making is by consensus. However, in this new schema imposed by the legislation, only a limited number of members, those designated as Class A, are empowered to vote to elect members of the Governing Board, on financial statements and to appoint an auditor. Class B members do not vote (but can nominate

people to be appointed – see below). A complete list of their common rights and responsibilities of all members is appended at the end of this description. All existing and new members of FSC will be Class B by default, but for the purposes of our association, the following steps will be used to designate Class A members.

### **Nomination Process for the Board**

1. Two months prior to the annual general meeting of FSC, all members will be invited to nominate people to fill the vacancies of the Governing Board, according to pre-established criteria that ensure balance, diversity (geographic, sectors, ethnicity, skill sets) <sup>1</sup>
2. A straw poll will be taken of the nominated candidates by electronic means – all members will have an opportunity to participate electronically in the straw poll.
3. Steps one and two will be publicized on the FSC website and through FSC newsletters and other communications tools.
4. The Steering Committee (or Board of Directors) will review the results of the straw poll to the nominated candidates, and complementing that information with other needs of the organization, will present a slate of candidates for the Board of Directors to be voted upon by Class A members.

### **Nomination of Class A members**

1. Class A members will be nominated for a period of one year but they will generally have a single unique function: to vote on matters that require voting according to the Act at the annual general meeting. They could, potentially, also be convened under exceptional circumstances where the Board reaches an impasse that can only be resolved by a vote of the membership.
2. Class A members will be nominated by existing networks in Food Secure Canada, according to the following allotment (this is a proposal by the governance sub-committee, all of which should be carefully reviewed and debated):
  - a. Provincial (10) and territorial networks (3) : 2 members each for potentially 26 people
  - b. Other active FSC networks (children and food; Northern network; sustainable and local food systems): 2 members each for a total of 8
  - c. Other significant partners (Indigenous Circle; Canadian Association for Food Studies): 2 each for a total of 4.
  - d. A full slate of Class A members would therefore be 38 people.
  - e. As the work within FSC develops and new networks are formed, the Governing Board will be able to suggest new categories for nomination for Class A membership.

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Include current criteria, to be condensed or modified as we move to Board of Directors

3. If one of the above networks is unable to name a representative to fill their space for Class A voting, the space shall remain vacant and quorum shall be consequentially reduced.
4. Quorum will need to be defined

### **FSC membership Rights and Responsibilities**

All members

- a. Support the vision of Food Secure Canada (zero hunger, healthy and safe food, sustainable agriculture), and in a general (not necessarily literal) sense broadly support the recommendations of the People's Food Policy.
- b. Have the opportunity to attend and propose activities for the FSC Assembly and other FSC activities as well as recommend and participate in networking and working groups as space allows.
- c. Participate in FSC activities and help direct the organization through consensus-based decision-making in committees, networks and working groups.
- d. Participate in training and capacity building activities offered by FSC as space allows.
- e. May have their work and activities publicized on the FSC website and newsletter and other communications tools as space allows.
- f. Have access to all information relevant to FSC Networks through a member login on our website (expected to be operational in 2013).
- g. Opportunity to sign on to joint letters and statements, be involved in FSC advocacy campaigns and to have specific advocacy initiatives undertaken with regard to your organizational priorities (eg. Liaison with MPs, Parliamentary Committees, policy makers)
- h. Have the opportunity to nominate members for the Board of Directors of FSC and participate in a poll to create a slate to be subsequently voted upon by Class A members.

### **FSC Governance Sub-committee Proposal Two: Create a Board of Directors**

Our unanimous recommendation is to replace the current 23-member Steering Committee with a smaller and more accountable Board of Directors, which will bring together the political, financial and legal direction of the organization in one body.

This body would:

1. Be comprised of 9 to 11 elected members, with full consideration given to precise criteria elaborated in the policies of FSC
2. Each Board member would have a three-year term, renewable once
3. The Board would be elected by Class A members, through the process described above.

DRAFT Time Line for New Bylaws (including nominations for SC this year)

<b>DATE</b>	<b>Procedure</b>	<b>Responsibility</b>
06-Sep-12	Consultation with lawyer	Diana and Cathleen
07-Sep-12	Summary to SC	Diana and Eric
13-Sep-12	Steering committee discussion on membership and Board; Nominations committee struck	Eric and SC
21-Sep-12	Call for nominations to new SC to members; form goes on website based on last year's form; outreach to people we need.	Nominations cttee
01-Oct-12	Preparation of any bylaw changes that need to be adopted by 2012 AGM	Diana and Eric with Holly
05-Oct-12	Nominations close	Nom. Committee
12-Oct-12	SC adoption of short-term by law amendments for ratification at AGM	Eric
15-Oct	Notice to members regarding short-term bylaw amendments and longer term bylaw review agenda	Diana and Eric
26-Oct-12	Electronic voting for new SC and nomination of a slate of candidates (over several days)	Staff
04-Nov-12	AGM- Edmonton: election of new SC; ratification of short-term bylaw changes; empowering SC to elaborate new bylaws to be in conformity with Act	SC
Dec-12	Brief new SC members on bylaw changes process	Eric or Diana
Jan-13	New draft bylaw development according to agreed principles	
Apr-13	Members consultation and Legal review from (January to April)	Holly, Diana, Chair
May-13	Incorporation of bylaw changes into Articles of continuance	
Sep-13	Special general meeting to adopt new bylaws	
Oct-13	Industry Canada adopts articles of continuance	
Nov-13	Nomination of class A members by networks	
Dec-13	Nominations received for Board of Directors, straw poll, Formation of slate of candidates by SC.	
01-Jan-14	Election of Board of Directors	