



# Proposed By-Laws Governance Committee

OCTOBER 2021

**Volleyball for Life**

# AGENDA



- What is Governance?
- Why Change By-Laws Now?
- Proposed By-Law Revisions
- Regional Council
- Special Meeting



# What is Governance?

- Governance in its broadest interpretation refers to how an organization is run.
- Organized with a governance team, there are various processes, systems and controls utilized.
- By-Laws are the rules and principles that define the governing structure.
- The OVA governance structure includes:
  - Board of Directors
  - Standing Committees
  - Operating Committees
- The Board makes key decisions regarding priorities, roles, responsibilities, strategic objectives, expectations, delegate authority and to adhere to ministry and legal requirements.
- It is not about managing programs or people, nor about operating details.
- Ultimately the application of good governance serves to realize organizational goals.



# Why Change By-Laws?

## Ontario Not-For-Profit Corporations Act (ONCA)

- Proclaimed October 2021
- 3 year transition period

## Canadian Sport Governance Code

- December 2022
- Benefits of Good Governance
  - Mitigates organizational risk
  - Clarity of responsibilities

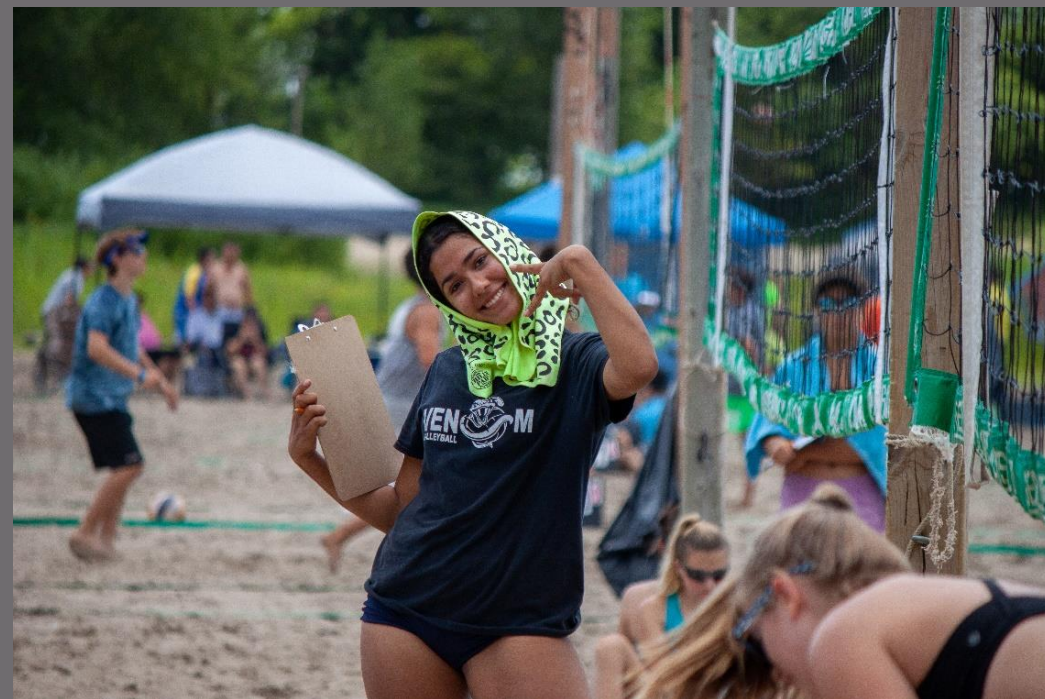




# Ontario Not-For-Profit Corporations Act

## ONCA Compliance

- Delegate voting is not permitted in ONCA
  - Regions are not a legal entity, therefore electoral powers are not granted within the by-laws
  - Director elections vs. appointments
  - Nominations from floor
  - Director term lengths







# Proposed OVA By-Law Revisions

- Classes of Membership *(ONCA Compliance)*
  - Non-voting – Recreational, Complimentary
  - Voting – Competitive
    - Player, parent, coach, referee, club leader/personnel
  - Removal of the delegate voting
- Membership Policy adopted by the Board *(Housekeeping Edit)*
  - Detail of member rules don't belong in by-laws
    - admission, fees, termination
- Quorum – 30 voting members present



# Proposed By-Law Revisions

## 4.2 Composition of the Board – The Board will consist of the following:

- (a) President
- (b) Vice-President – Finance/Treasurer
- (c) Vice-President – Admin/Secretary
- (d) Athletes' Representative
- (e) Director, Regional Engagement
- (f) Four (4) Directors at Large

- *Athletes' Representative - new* (Cdn Sport Governance Code)
- *Past President – removed* (ONCA due to appointed)



# Proposed By-Law Revisions

## Terms for Board Members *(recommended Cdn Sport Gov Code)*

- 3 year terms, currently 2 year terms
  - Provides more continuity on the board
  - Less turnover each year, helps reduce risk
- Maximum 9 years, except
- President and the VP Admin/Secretary - 6 years







# Proposed By-Law Revisions

## Transition Election Cycle

- Add election of Director of Regional Engagement
- Add election of Athletes' Rep
- Adjust to three year terms

Position >> — Year	VP Finance	Director- at-large	Director- at-large	President	Director, Regional Engagement	Director- at-large	VP Admin	Athletes' Rep	Director- at-large
<b>2021</b>	Bridget until 2022	Corinne until 2022	Michael until 2022	Elected for three years	Elected for three years	Elected for three years	Elected for two years	Elected for two years	Appointed for one year
<b>2022</b>	Elected for three years	Elected for three years	Elected for three years	Continues	Continues	Continues	Continues	Continues	Appointed for one year
<b>2023</b>	Continues	Continues	Continues	Continues	Continues	Continues	Elected for three years	Elected for three years	Elected for three years
<b>2024</b>	Continues	Continues	Continues	Elected for three years	Elected for three years	Elected for three years	Continues	Continues	Continues
<b>2025</b>	Elected for three years	Elected for three years	Elected for three years	Continues	Continues	Continues	Continues	Continues	Continues
<b>2026</b>	Continues	Continues	Continues	Continues	Continues	Continues	Elected for three years	Elected for three years	Elected for three years
<b>2027</b>	Continues	Continues	Continues	Elected for three years	Elected for three years	Elected for three years	Continues	Continues	Continues
<b>2028</b>	Elected for three years	Elected for three years	Elected for three years	Continues	Continues	Continues	Continues	Continues	Continues

# Proposed By-Law Revisions

Standing Committees are:

- Permanent committees mandated in the by-laws
- Focused to support organizational mandates and priorities
- Formed for matters that demand constant attention
- Terms of Reference determined and updated by board



**6.6 Standing Committees – The Standing Committees of the Association will be as follows:**

- (a) Athletes' Council
- (b) Finance Committee
- (c) Governance Committee
- (d) Nominations Committee
- (e) Regional Council



# Proposed By-Law Revisions

As noted in the Canadian Sport Governance Code athlete representation is required:

Each NSO to determine best way for athletes to be represented in governance structure understanding that athlete voices are to be heard

OVA modifying governance structure to include:

- Board of Directors – Athletes' Representative
- Standing Committee – Athletes' Council





# Regional Council

Purpose of the Regional Council is to:

- Encourage and facilitate exchanges of information and experiences about volleyball programs and issues at the club and regional level.
- Provide advice on program and services design and delivery between club/regions and Ontario volleyball.
- Integrate Ontario volleyball strategies into the club/regions and draw on the expertise within the club/regions.
- Review and report to regional members on actions taken by the Board and OVA management and their implications for clubs and regions.





# Regional Council

## Composition

- Chair – Director, Regional Engagement
- Each Region has a representative
  - Regional President
  - Application process with election, if necessary
  - Selected by Director, Regional Engagement, respective region sub-committee members and Nominations Committee
  - 3 year term
- Regions create sub-committees with terms of reference, as necessary
- Regional Representative (President) Chairs sub-committee
- Other sub-committees can be created, as necessary





# Regional Council

## Meetings

- Hold meetings as required
- Annual meeting in June
  - Review and approval of Regional Budgets
  - Budget submissions due May 31
- Geographical Regions are approved by the Board
- Flexible – fit for purpose





# Special General Meeting

Special General Meeting Nov 7, 2021 - virtual

- Regional voting delegates vote at special meeting
- Agenda limited to subject matter for which meeting duly called
- Special Meeting Agenda
  - Motions - Proposed Bylaw Revisions
- Annual General Meeting – Dec 12, 2021





# Questions?



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