

**Agenda Item 7(a)**  
**January 26/21 EOC Meeting**

Amendment Of CAFII Bylaw To Remove Stipulation That Board Secretary/EOC Chair Must Come From A Foundation Member: Approved By CAFII Board At December 1/20 Meeting

**From:** Brendan Wycks

**Sent:** November-30-20 4:06 PM

**Subject:** Additional Agenda Item For December 1/20 CAFII Board Meeting Re Amendment Of CAFII Bylaw (new item 3(a)), and Slightly Revised Version of Document For What Now Becomes Agenda Item 3(c)

**CAFII Board Members (c.c. EOC Members):**

*This message is being sent on behalf of CAFII Board Chair Chris Lobbezoo, Board Vice-Chair Peter Thompson, Co-Executive Director Keith Martin, and myself.*

We have discovered that an amendment to clause 7.2(d) *Secretary* in CAFII's Bylaw is necessary to allow the Board to appoint a highly recommended candidate, Rob Dobbins of Assurant Canada, as the Association's new Board Secretary and EOC Chair at tomorrow's Board meeting. In addition to his impressive career background (see capsule biography included the Board's meeting materials), Rob is also an experienced EOC member who has been a strong contributor to its deliberations over the past three years.

In the CAFII Bylaw, clause 7.2(d) *Secretary* currently says, in its final sentence, "*The Secretary must be appointed from a Foundation Member organization and . . .*"

*(Please find CAFII's Bylaw attached.)*

Therefore, as per the revised December 1/20 CAFII Board agenda attached, a new item 3(a) *Amendment of CAFII Bylaw to Remove Stipulation That Board Secretary/EOC Chair Must Come From A Foundation Member* has been added, as a first and prerequisite item in the Governance section of the agenda.

(Also attached are a Briefing Note for new agenda item 3(a); and re-numbered/re-lettered Briefing Notes for the subsequent two items in Section 3 of the agenda.)

Under new agenda item 3(a), the Board is being asked to pass a resolution to amend Bylaw clause 7.2(d) such that the words stipulating that any person whom the Board wishes to appoint into the CAFII Officer role of Board Secretary and Executive Operations Committee Chair must come from a "Foundation Member," that is one of the founding Big 6 Bank insurance distributor members, be struck out and removed.

Keith Martin and I believe, and Chris Lobbezoo and Peter Thompson concur, that while there

was obviously good reason for the inclusion of those words in CAFII's original Bylaw back at the time of the Association's establishment in 1997, the exclusivity that they create with respect to the role of Board Secretary and EOC Chair is anachronistic today, given the current membership of our Association – with Foundation Members now being in the minority – and given our Association's current governance approach and practices.

In a related, relevant CAFII Bylaw provision, *clause 13.1 Bylaws, Amendment or Repeal* says this: *"the Directors may, by resolution, make, amend or repeal any by-law that regulates the activities or affairs of the Corporation. Subject to the Act (B. Wycks: i.e. the Canada Non-Profit Corporations Act) and the articles, any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members (B. Wycks: i.e. our Annual General Meeting in June, or a Special General Meeting that could be held before then) where it may be confirmed, rejected or amended by the Foundation Members by special resolution."*

With that as background, in tomorrow's Board meeting, Chair Chris Lobbezoo will be seeking a Mover and a Seconder for a Board Resolution which would strike out and remove the words *"The Secretary must be appointed from a Foundation Member organization and . . ."* from *clause 7.2(d)* of our CAFII Bylaw.

For absolute clarity, the amended *clause 7.2(d)* will then read as follows:

*Secretary: The Secretary, or his or her delegate, shall give or cause to be given notice of all meetings of the board and of the members, have custody of the seal, minute books, registers and other corporate documents of the Corporation, cause to be kept a record of the minutes of all meetings of the board and its committees, attend to correspondence and shall have such other duties as may from time to time be assigned to him or her by the board. The Secretary ~~must be appointed from a Foundation Member organization and~~ will also serve as the chair of the Executive Operations Committee (EOC).*

In that connection, also attached is a draft Written Resolution which can be used as the basis for a verbal Motion/Resolution in tomorrow's Board meeting.

***P.S. In addition, attached is a slightly revised/updated November 30/20 version of the document for what is now agenda item 3(c) Proposed CAFII Policy On Executive Staff Annual Performance Review and Consideration For Compensation Adjustment, which is being circulated on behalf of Martin Boyle. While the updates/changes made to the November 24/20 version included in the Board meeting materials are of a minor, housekeeping nature only, the attached November 30/20 version supersedes the previous version and should be referenced for the Board's dealing with agenda item 3(c) in tomorrow's meeting.***

**Brendan Wycks, BA, MBA, CAE**

Co-Executive Director

Canadian Association of Financial Institutions in Insurance