



**From:** Brendan Wycks [mailto:brendan.wycks@cafii.com]  
**Sent:** March-28-13 4:32 PM  
**To:** 'Hines, Jennifer' (jennifer.hines@rbc.com)  
**Cc:** 'Leya Duigu'  
**Subject:** CAFII Bylaw Provisions Related To Chair And Vice-Chair

Jennifer:

Below, beneath my signature block, are the Bylaw provisions related to Chair and Vice-Chair of the Board.

The Bylaw is completely silent as to how the Chair and Vice-Chair are to be elected or appointed.

It's also silent as to how the Chair and Vice-Chair roles should be rotated among the Foundation and Voting Members (Foundation Members are the "Big 6" including National Bank; Voting Members are all 10 Full Members), ie. the Bylaw does not provide any guidelines for succession planning.

That original approach of omission/silence in the Bylaw was probably deliberate and purposeful, given CAFII's design and nature as an Association, as it does provide maximum flexibility for the Members of the Association to deal with vacancies and needs as they arise, by consent.

That said, in my view, to modernize and inject more rigour, consistency and transparency into CAFII, we should amend the Bylaw to create

- the expectation/requirement that there will be at least one Vice-Chair, in addition to the Chair, at any given point in time (possibly an Immediate Past-Chair as well, where a Chair who has finished his/her term remains on the Board); and
- some specificity around succession and rotation, among the Foundation and Voting members, in the Chair and Vice-Chair roles.

So to sum up,

- there are no restrictions that would preclude the Board from appointing Rino D'Onofrio, Julie Barker-Merz, or any other Director as a Vice-Chair at the June 11 meeting; and
- with your concurrence, I'd be happy to draft up two or three alternative approaches, including draft bylaw amendment language, re succession and rotation in the Chair and Vice-Chair roles (and perhaps re the EOC Chair role as well), for your review and consideration.

After reviewing the options, we could then decide if and how we should proceed with one (or more than one) of the alternatives, in terms of channeling the Bylaw amendments through the EOC before ultimately seeking Board approval and then ratification by the Membership at a General Meeting.

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#### 5.10 *Chair and Secretary of Board Meetings*

*The Chair or, in his or her absence, a Vice-Chair, or in the absence of both the Chair and a Vice-Chair, a director chosen from among those present, shall act as the Chair at all meetings of the Board; and the Secretary of the Corporation, or his or her delegate, shall act as Secretary at all meetings of the Board.*

#### 7.02 *Chair*

*The Chair shall, if present, preside at all meetings of the Board and of the members, be an ex officio member of all committees appointed by the Board, sign all instruments which require his or her signature in accordance with the By-laws or otherwise, represent the Corporation at public or official functions, and have such other powers and duties as may from time to time be assigned to him or her by the Board. The Chair must be a Director.*

#### 7.03 *Vice-Chair(s)*

*The Board may assign a Vice-Chair(s) any of the powers and duties that are by any provision of this By-law assigned to the Chair. The Vice-Chair (or one of the Vice-Chairs) will act as the Chair in the absence of the Chair and shall have such other duties as may be assigned to him or her by the Board. The Vice-Chair(s) must be Directors.*

#### 10.06 *Chair, Secretary and Scrutineers*

*The Chair shall be the Chair of any meetings of members. Where the Chair is absent or is for any reason unable to preside at a meeting of members, a Vice-Chair shall preside in place of the Chair. If both the Chair and the Vice-Chair(s) are absent, the Voting and Foundation Members attending the meeting may elect one of their number to preside at the meeting. If the Secretary is absent, the Chair of the meeting shall appoint a person attending the meeting to act as Secretary of the meeting. If desired, one or more scrutineers, who need not be members, may be appointed by a resolution or by the Chair with the consent of the meeting.*