



Rationale for updating the CESBA By-laws at the AGM on September 26, 2024:

Executive Summary (September 26, 2024)

Context:

CESBA hired a Governance Coach to assist us in ensuring that we were indeed going to be 'ONCA compliant' (the Ontario Not-for-Profit Corporations Act) as of October 2024. There are some significant provincial changes coming to the Not-For-Profit sector and CESBA wanted to ensure compliance so we hired a third-party (highly recommended) to guide us through some analysis of our Board operations.

To ensure compliance with the Ontario Not-for-Profit Corporations Act (ONCA) as of October 2024.

<https://nonprofitlaw.cleo.on.ca/transition-to-onca>

<https://nonprofitlaw.cleo.on.ca/transition-to-onca/update-governing-documents>

(At this time of writing, our Governance Coach has assured us that we are going to be ONCA compliant as of October 2024.)

Guiding principles used by our Governance Coach to support the Board:

- Ensure compliance with ONCA
- Reviewing current CESBA By-laws, adding articles where necessary, clarifying language throughout the document and making amendments where needed (from Article 1.01 through to 11.01 of the By-laws)
- Used model by-law template flow and wording where appropriate
- Streamlined, eliminated duplication, simplified language where possible and proposed moving some parts to policies
- Made gender neutral
- Looked at current practices to confirm they were still accurate – proposed changes where appropriate

Items for Board discussion that have taken place since June 2023:

- Should we have an overall board term limit of 6 years with no chance of returning?
- Should we consider three 2-year board terms instead of two 3-year terms for Directors?
- Should we change the range for board composition from a minimum of 5 directors and a maximum of 7?
- Should we add a 'Treasurer' as an Officer position who would also Chair the Finance & Audit Committee?
- Should we have one class of members for School Boards only (must be "companies" and not individuals)?
- Should we eliminate Membership Class 2 and create Associate, Partner and Sponsorship programs where they will NOT be members according to by-laws and ONCA?

Attached are the CESBA current by-laws and the proposed by-laws as they will read if the changes are approved by the CESBA Membership at the CESBA AGM on September 26, 2024.