

Air Cadet League of Canada Ontario Provincial Committee



REVISED GOVERNANCE STRUCTURE PROPOSAL

**Approved by the Board of Governors
18 February 2010**



AIR CADET LEAGUE OF CANADA ONTARIO PROVINCIAL COMMITTEE

Date: 18 February 2010
To: OPC Members and DND Partners
From: Donald A. Berrill, CD
OPC Chair

Subject: REVISED GOVERNANCE STRUCTURE PROPOSAL

This memorandum outlines a significant reorganization of the governance structure of the Ontario Provincial Committee. It is important to note that the OPC is not only a subsidiary body of the National Air Cadet League, but a corporation without share capital under Ontario law in its own right and registered as a charity with the Canada Revenue Agency.

The reorganization proposal has been prepared through extensive discussions amongst senior Officers of the OPC, the Special Advisor, the Executive Director, and reference to the structures of other League Provincial Committees and not-for-profit organizations. It was approved in its present form by the OPC Board of Governors on February 18.

There are three main aspects to the reorganization:

- The Board of Governors becomes a smaller group, focused upon the strategic direction, performance and funding of the OPC.
- The number of Committees is reduced from the current nineteen, to five Standing Committees, and four Special Committees.
- The current Area Vice-Chairs – who are responsible for the oversight, mentoring and development of local Squadron Sponsoring Committees, as well as organizing some activities on a zone / area basis – will be re-named, increased in number, and form a Squadron Operations Council, whose chair is a member of the Board.

1. Rationale for the Reorganized Board

At first glance, it may seem as if a primary outcome of the reorganization is to focus “control” of the organization in a smaller number of individuals; whereas, the opposite is true. Discussion, recommendations, policy creation and implementation for many aspects of the OPC’s operations – which now take place at overly-long Board meetings amongst individuals whose primary focus is not at the Board level – would now devolve to the Standing Committees.

These Committees would be comprised of the individuals actually responsible for coordination of policy, and operational control of activities and projects “in the field.” They would be empowered to carry out the day-to-day and month-to-month business of the OPC, keeping their ‘finger on the pulse’ of the Air Cadet Program, and reporting their findings, results and recommendations to the Board.

The work of the Board would be to determine the strategic direction of the OPC, and then ensure the work and recommendations of the Committees fulfill that direction and are financially sustainable. The Board would also be responsible for pro-active liaison with external partners and stakeholders, to facilitate the work of the Committees.

This is an ambitious plan, but it will give the OPC a more effective governance model, in line with the best practices of the not-for-profit community.

2. Composition of the Board of Governors

The reorganized Board will consist of ten individuals, eight of whom are elected at an annual general meeting, plus the Immediate Past Chair and Chair of the Squadron Operations Council, who serve ex officio:

- President and Chair of the Board
- Vice-President and Deputy Chair of the Board
- Six Governors, of whom four would chair Standing Committees
- Immediate Past Chair
- Chair of the Squadron Operations Council.

The Board of Governors takes office immediately upon conclusion of the AGM at which they were elected. The Squadron Operations Council would conduct a caucus vote in conjunction with the AGM, when necessary, to elect their Chair.

The Chair and Deputy Chair are elected to a two-year term. The six Governor members are elected to a two-year term on a staggered basis (i.e., three each year for a two-year term). The members ex officio would also serve a two-year term, corresponding to that of the Chair and Deputy Chair.

Appendix “A” shows an organizational chart, including permanent and contracted staff positions.

3. Committees and Coordinators

The proposal adopts the premise of most successful not-for-profit organizations that members of the Board should be a skilled and experienced group elected to lead and direct the business of the organization, rather than to simply chair committees or represent constituencies.

Committees are necessary in the not-for-profit sector for a number of purposes: most notably to achieve consensus, but – in the case of an organization like the OPC which has limited staff resources – also to carry out a wide variety of administrative and / or operational duties.

We must, however, keep two realities in mind:

- Committees can be costly. They consume staff and financial resources, and our traditional practice of having them report verbally and ratifying all of their decisions at Board meetings, is time-consuming.
- Over the past decade particularly, it has become apparent that fewer individuals are attracted to serving on “committees.” People who believe in a cause are often willing to donate time, personal resources and expertise, but they prefer a well-defined and results-oriented activity or responsibility – of which committees are generally viewed as the antithesis.

The OPC has a large number (19) of specialized committees currently mandated in its Bylaw. Our recent experience has been that the key committees are often composed of a relatively small group of volunteers with significant overlap; or, they are sparsely filled; or even dormant.

On the other hand, there has been a trend emerging within the OPC to appoint individuals as “coordinators” for certain activities or responsibilities (e.g., Registration & Screening, Debating Competition, Effective Speaking Competition, or IACE Hosting), and permitting them to recruit the “teams” necessary to conduct their work / events, outside of a formal committee environment.

This proposal recommends that the business of the OPC can be managed by five Standing Committees. Each Standing Committee would be chaired by a member of the Board, with a normal compliment of seven members (except the Squadron Operations Council), including a second Board member. Where the Committee is responsible for specific activities, the coordinators for those activities would be Committee members. The Standing Committees would be:

- Aviation Committee
- Cadet Programs Committee
- Finance Committee
- League Operations Committee
- Squadron Operations Council

In addition, there would be four Special Committees that have well-defined and limited mandates:

- Executive Committee
- Nominating Committee
- Advisory Board (Past Chairs and National members)
- Provincial Industry / League Action Team (PILAT)

Appendix “B” briefly outlines the scope of each Standing Committee’s mandate.

4. Regional Directors and Squadron Operations Council

The traditional OPC structure of providing an Assigned Director for each Squadron, who are in turn overseen by an Area Vice-Chair in groups of 9-15 Squadrons – the latter of whom often serve double and triple roles – is due for re-examination. Three factors must be considered:

- We have been unable to recruit sufficient, qualified and motivated individuals to fill and pro-actively carry out the ASD positions.
- The majority of Area Vice-Chairs have too many Squadrons to manage as effectively as they would wish to do.
- Combining the role of AVC and Board member dilutes the effectiveness of both the Area Vice-Chairs and the operation of the Board:
 - Area Vice-Chairs do not meet as a group to discuss their roles, compare best practices for Squadrons, and seek solutions to province-wide, Squadron level issues.
 - Board meetings can become a forum for discussing and dealing with specific Squadrons' issues, when AVCs should be empowered to deal with them.
 - Area Vice-Chairs are normally co-opted to serve as committee chairs or provincial activity coordinators, and fill-in as ASDs, instead of focusing exclusively on their AVC role.

The Board recognizes that the input of the current Area Vice-Chairs is now required to finalize a proposal on how their roles, and those of Squadron Directors, should evolve; however, the following recommendations are an integral part of the proposal:

- The term Area Vice-Chair is not compatible with the nomenclature of the new governance structure and should be changed to “Regional Director.” While these individuals would no longer be members of the Board, the term retains both a real and perceived level of authority to represent the OPC.
- The number of Regional Directors should be increased, so that no Regional Director is responsible for more than 4-6 Squadrons.
- This change in the scope of responsibility may make it possible for many Regional Directors to absorb the role of some of the Assigned Squadron Directors.
- Regional Directors will comprise a group known as the Squadron Operations Council, which could meet 2-4 times per year (including via teleconference, regional meetings, webinars, or in person at the AGM and SAGM), and report to the Board through the chair of the Council.

5. Improved Staff Support

A critical success factor for the reorganization is to increase the capacity of the Office staff to support the governance structure – particularly in the areas of communications, fundraising and managing of partner and external stakeholder relationships.

The current staffing is not adequate for present purposes and the new Governance structure – combined with proposed changes to the Funding Model – will require additional web site content, improved / more frequent electronic information, new / revised publications and print materials, as well as follow-up on fundraising initiatives. The most cost-effective way to accomplish this is to have an individual manage the administrative workload of the Executive Director, particularly in support to the Board and Standing Committees. This will afford the Executive Director considerably more time – with dedicated assistance – to fulfill these expectations and needs.

The Board of Governors has, therefore, decided to proceed with employment of an Executive Assistant (to the Executive Director), in time for the SAGM, subject to Board ratification.

6. The Way Ahead

How is the reorganization to be implemented? There is a considerable amount of work and consultation yet to take place:

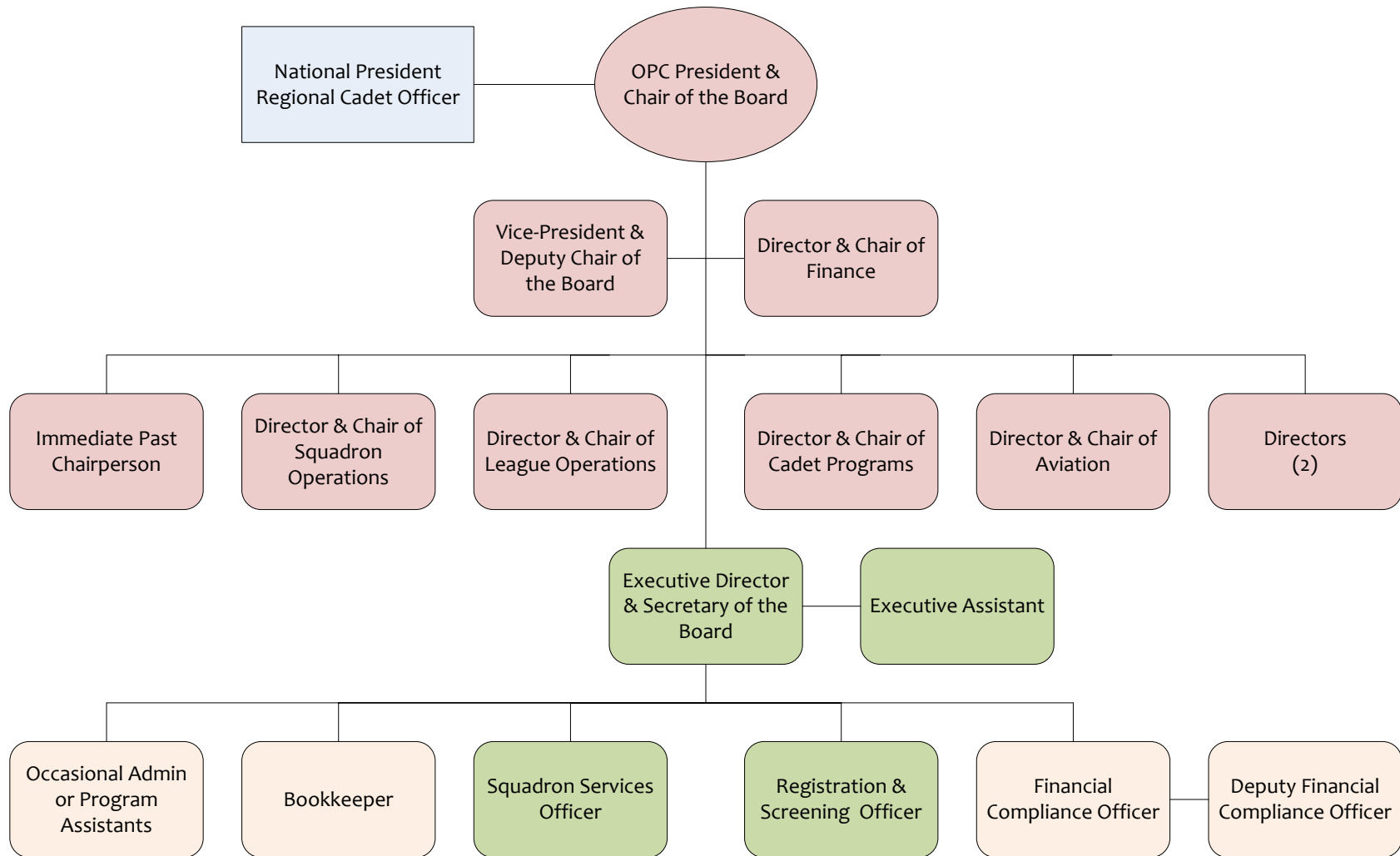
- Approval by the Executive Committee was given on February 1.
- Briefings for Area Vice-Chairs and Advisory Board members by the Chair, Vice-Chair and / or Treasurer, took place in Trenton, Toronto and London.
- The proposal, amended as required from feedback at the four regional briefings, was approved by the Board of Governors on February 18.
- Preparation of a new Bylaw and Terms of Reference for Standing / Special Committees will take place during February and March; consultation will take place with Area Vice-Chairs, to determine the structure and operation of the Squadron Operations Council; and RCSU(C) will be briefed on the proposal.
- The proposal, accompanied by a revised Bylaw and Terms of Reference, will be circulated with Notice of an SAGM, scheduled for May 1. The proposal is intended to come into effect at the 2010 AGM on October 31.
- Prior to the SAGM, a series of briefings for Directors and SSC members, Sponsors and Commanding Officers, organized by the Area Vice-Chairs and delivered by the Chair, Vice-Chair and / or Treasurer, will take place in Trenton, Toronto, North Bay and London.

- Following approval, with or without amendment at the SAGM, approval will be requested for the new Bylaw from ACL National.
- The new Board will be elected at the AGM on October 31.
- Ongoing development of the new Standing Committees and Regional Directors network will begin in a preliminary way after the SAGM on May 1, and become effective on October 31.



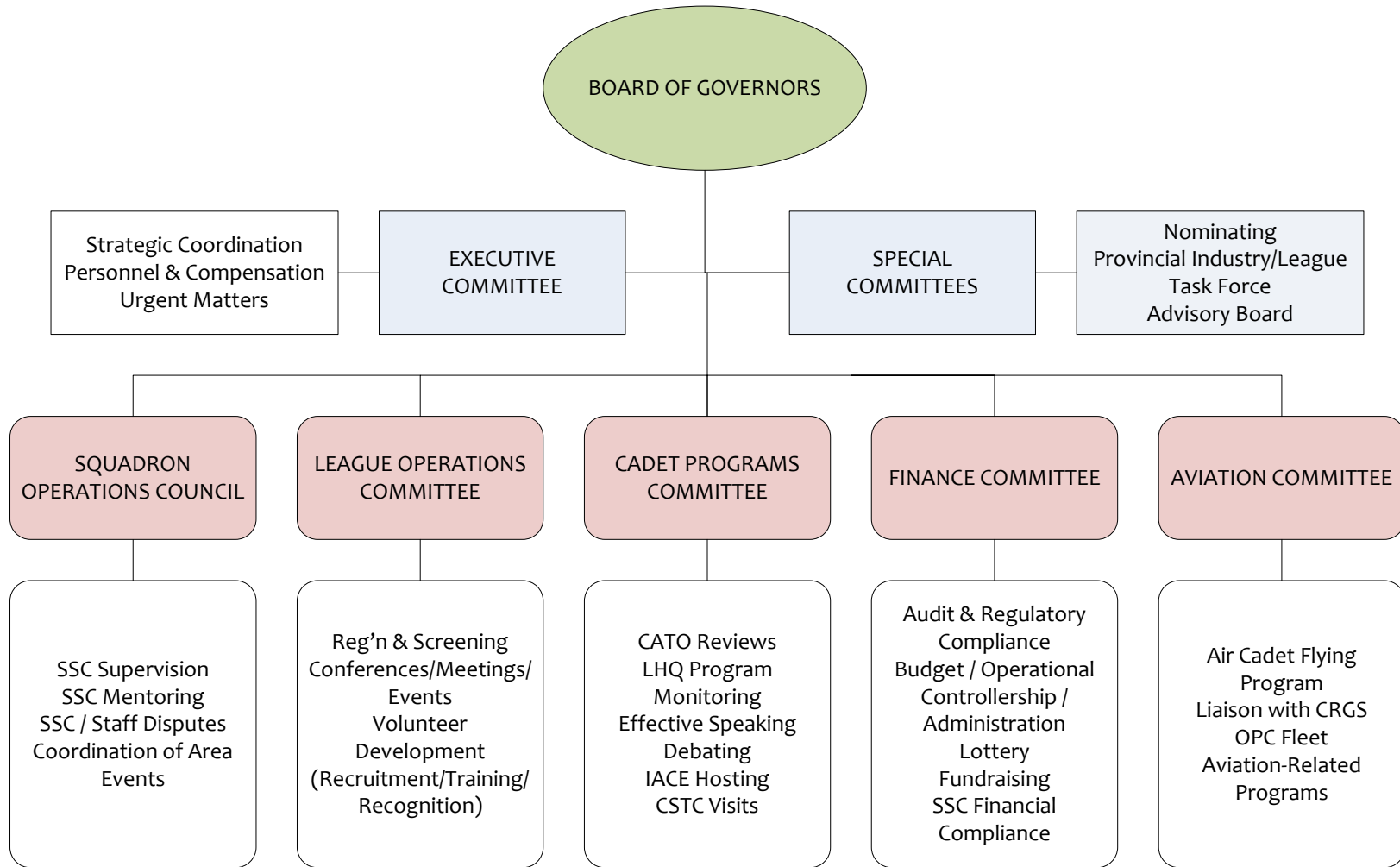
Appendix “A” – Revised Board of Directors and OPC Staff
Appendix “B” – Revised Committee Structure

Appendix A – OPC Board of Governors and Staff Positions



Executive Director, Executive Assistant, and Squadron Services Officer are permanent full-time positions. Registration & Screening Officer is a permanent part-time position. All other positions are contracted.

Appendix B – OPC Committee Structure



Standing Committees of the Board: Finance, Aviation, Cadet Programs, League Operations, Squadron Operations.