



To: Members of Skate AB | NT | NU
From: Jennifer Keliher
Chair, Governance Committee
Date: November 13, 2024

Re: Skate AB | NT | NU Bylaw Amendments re: Composition of Board and Elections

Background

In May 2023, the Government of Canada released the Canadian Sport Governance Code (the “Code”). The purpose of the Code is, in part, to improve the governance of national sport organizations (“NSOs”), and all NSOs are required to fully adopt the foundational governance principles in the Code by April 2025 in order to receive federal funding.

In May 2024, Skate Canada approved amendments to its bylaws to ensure they are aligned with the foundational principles set out in the Code.

As a provincial sport organization, Skate AB|NT|NU is not required to implement the foundational governance principles in the Code. Nevertheless, the Governance Committee has tracked the Code and Skate Canada’s response and feels it is important to ensure our Section’s bylaws are aligned with both Skate Canada’s bylaws and the Code to ensure the Section is following best practices.

There are two main principles in the Code that we wish to adopt in the Section’s bylaws:

- Concept and composition of “Independent Directors”; and
- A board chair who is elected by the Directors (rather than the membership).

Other aspects of the Code are either already accounted for in the Section’s bylaws or are better addressed through policies.

At the 2024 Skate AB|NT|NU Annual General Meeting (“AGM”), the Governance Committee Chair announced that the Section would be holding a Special Meeting in Fall 2024 to implement certain bylaw amendments in response to the Code and the recent changes made by Skate Canada. Because the proposed amendments structurally change how we elect the Chair, the preference was to pass the amendments prior to the next AGM since the Chair position will be up for election in 2025 under the Section’s current bylaws.

We are providing the following documents for your review:

- Current version of the Section bylaws Click [here](#);
- Redline version of the proposed amended Section bylaws; and
- Memo with annotations to help explain the proposed amendments.

Any questions regarding the proposed amendments can be directed to info@skateabnwtun.ca .



Amendments to Article 1 (Definitions)

- 1(l) – Addition of the definition of “Independent Director”:

Independent Director – A Director who has no fiduciary obligation to any body for skating at the national or provincial level, receives no direct or indirect material benefit from any such party, and is free of any conflict of interest of a financial, personal or representational nature (provided that participating in the sport of skating does not alone cause a Director not to be an Independent Director). For greater clarity, serving as a Section official or Skate Canada Coach does not automatically disqualify a Director from being an Independent Director.

Rationale:

1(l) – Adding and defining “Independent Director”.

- The Code offers a definition of “Independent Director”. The Skate Canada bylaws have adopted that language (using language particular to the sport of figure skating), and we have adopted that same language as well with some further clarifications.
- For background, the Code stipulates that not less than 40% of the directors of an NSO should be “Independent”, and that the board chair should be an Independent Director. The Code goes on to state that an NSO’s nominating committee would be responsible for determining whether a director or prospective director is “Independent”, and that independence could be cured upon resigning from or terminating the circumstance that gives rise to the non-independence.
- In our view, in order for a Director to not be considered “Independent” per the definition, they would need to meet all three of the criteria listed: (1) no fiduciary obligation; (2) no direct or indirect material benefit; and (3) no conflict of interest. There has been some debate over whether this definition captures two key stakeholder groups, being coaches and officials. Our view is that simply being an official or coach does not *prima facie* disqualify a candidate from being considered “Independent” and we have attempted to clarify that in the definition itself to avoid confusion over eligibility. Our Section has benefited from the active participation of officials and coaches on the Board, and we wish to maintain those candidate pools into the future.
- The independence of an official, coach, or any other candidate would likely need to be assessed by the Nominating Sub-Committee and the Board, and this will be most relevant when the Board determines who to appoint as its Chair and Vice-Chair.

- 1(f) – Definition of “Chair” modified to eliminate reference to the position being elected.
- 1(p) – Definition of “Officer” expanded to include the Vice-Chair and such other positions as the Board may appoint.
- 1(bb) – Definition of “Vice-Chair” added.

Rationale:

These are all consequential amendments to the defined terms used in the bylaws.



Amendments to Article 5 (Proceedings at Meetings)

Deletion of current Article 5.7 about the role of an Alternate Chair.

Rationale:

The role of Alternate Chair will now be referred to as Vice-Chair, and the role is more precisely defined in Article 7. As a result the reference to Alternate Chair at Article 5.7 is no longer required.

Amendments to Article 6 (Board of Directors)

The following are the proposed amendments to Article 6:

6.1 Composition of the Board

The Board will be composed of:

- a) Director (Coaching)
- b) Director (Regions)
- c) Seven (7) Directors at Large; and
- d) Additional Directors, if any,

up to a maximum of eleven (11) Directors.

Rationale:

The major change to Article 6.1 reflects that seven, rather than six, Directors at Large will be elected by the Members (i.e. Clubs/Skating Schools, Region Coaching Representatives, and Directors) and it removes reference to the Chair as a standalone position that is elected by the Members. The proposed amendment also simplifies the language around Directors at Large by eliminating the number system, which is used more so as an administrative aid. The proposed version aligns more closely with comparable clauses in the Skate Canada and Skate Ontario bylaws. The total number of Directors permitted by the Bylaws has not changed.



6.2 Eligibility of Directors

6.2.1 To be eligible to be elected to serve as a Director, a person must:

- a) be 18 years of age or older and have the power under law to contract;
- b) be a resident of Alberta, the Northwest Territories, or Nunavut;
- c) be either a Registrant or a Skate Canada Coach in Good Standing with Skate Canada and the Section, or undertake to become a Registrant or a Skate Canada Coach promptly after their election;
- d) not have been declared by a court in Canada or elsewhere of being incapable of managing their own affairs;
- e) not be an undischarged bankrupt; and
- f) not be a paid employee of the Section or Skate Canada.

6.2.2 The following further restrictions apply to be elected to serve as Director (Coaching) or Director (Regions):

- a) Candidates for Director (Coaching) are further restricted to Skate Canada Coaches,
- b) Skate Canada Coaches are not eligible for the Director (Regions) position, and
- c) Candidates for Director (Regions) are further restricted to current or former board members of a Club that is a Member pursuant to these Bylaws.

Rationale:

The only substantive change to the clauses on eligibility of directors is to specify that a Director must be a resident of Alberta, the Northwest Territories or Nunavut. This is not a requirement of the Code, but is rather intended to reflect past practice and ensure that governance in the Section remains local. For greater clarity, if a Director moved out of the province they would not be captured in the removal provisions and would in theory be permitted to carry out their term as Director. They would not, however, be eligible to stand for re-election if they were no longer resident in the province or applicable territories.



6.3 Remuneration

Directors shall serve without remuneration, but may be reimbursed reasonable expenses in accordance with policies approved by the Board.

Rationale:

Remuneration was previously addressed under the eligibility rules in Article 6.3. Since remuneration is a separate concept this has been taken out and given its own sub-clause. The additional wording about being reimbursed reasonable expenses is taken from the Code.

6.4 Nominations

- a) Any nominations for Director must be submitted in writing or by electronic transmission to the Section or to the Chair of the Nominating Sub-Committee no later than twenty-eight (28) days prior to the Annual General Meeting. Nominations shall include the written consent of the nominee and the endorsement of a Registrant or Skate Canada Coach, and shall otherwise comply with any policies and procedures established by the Nominating Sub-Committee.
- b) The names of candidates who meet the eligibility criteria prescribed in Article 6.2, as applicable, will be circulated to all Members no later than twenty-one (21) days prior to the Annual General Meeting.
- c) Any candidate for Director (Coaching) who chooses to stand for election as a Director at Large in the event they are not elected to the Director (Coaching) position shall declare their intent at the time of the nomination deadline, if applicable.
- d) Any candidate for Director (Regions) who chooses to stand for election as a Director at Large in the event they are not elected to the Director (Regions) position shall declare their intent at the time of the nomination deadline.
- e) Nominations from the floor will not be accepted.

Rationale:

The proposed version removes the reference to the Chair needing to declare their intent to also stand as a Director at Large in the event they are not elected to the Chair position. The proposed version also tightens up some language and inserts a reference to nominations complying with any policies and procedures established by the Nominating Sub-Committee.



6.5 Directors' Terms

- a) Elected Directors shall hold office for two (2) years and will hold office until they or their successor has been duly elected in accordance with these Bylaws, or until the Director resigns, is removed from, or vacates the position.
- b) A Director may not serve more than three (3) consecutive two (2) year terms.
- c) A Director who has served three (3) consecutive two (2) year terms may serve as an Elected Director or an Additional Director provided there has been a period of no less than one (1) year since the Annual General Meeting at which their term limit was reached or would have been reached if they had not resigned, been removed from, or vacated the position.
- d) An Additional Director who subsequently seeks election as an Elected Director shall not count the terms served as an Additional Director as part of the three (3) allowable consecutive terms.

Rationale:

The amendments to the clause on term limits remove references to the Chair, which will be dealt with separately in Article 7. The proposed language also removes the option of permitting a Director to serve a fourth consecutive term in the position of Chair. This would be practically unworkable in the absence of a direct election for the Chair position.

6.6 Elections

- a) The terms of Elected Directors will be staggered as follows:
 - i. the Director (Coaching) shall be elected in even numbered years, by and amongst the Skate Canada Coaches within the Section, prior to the Annual General Meeting. Election dates and procedure shall be prescribed by the Nominating Sub-Committee;
 - ii. the Director (Regions) and three (3) Directors at Large shall be elected in even numbered years at the Annual General Meeting;
 - iii. the other four (4) Directors at Large shall be elected in odd numbered years at the Annual General Meeting.
- b) Elections will be held at the Annual General Meeting, as required, in the following order and will be conducted on separate ballots:
 - i. Director (Regions)
 - ii. Directors at Large



- c) Any candidate who runs for but fails to be elected to the position of Director (Regions) may choose to stand for election as Director at Large if they have provided notice in accordance with Articles 6.5(c) and (d).
- d) All elections of Elected Directors shall be determined by Ordinary Resolution, in accordance with voting procedures prescribed by the Board.

Rationale:

The proposed amendments incorporate wording from Article 6.1 in the current version of the Bylaws, but moves it to this clause for greater clarity. It also adjusts the number of Directors who are elected in odd-numbered years from three to four to reflect the increase to seven Directors at Large, and adjusts the order of elections to eliminate the Chair election. One more addition is using the term “Ordinary Resolution” in place of the term “simple majority” since “Ordinary Resolution” is a defined term.

6.7 Resignation, Vacating and Removal

- a) A Director may resign from the Board at any time by presenting notice of their resignation to the Board. Such resignation will become effective as of the date on which the notice is accepted by the Board.
- b) The position of Director shall be automatically vacated if the Director:
 - i. resigns.
 - ii. is expelled or suspended from Skate Canada,
 - iii. is found by a court in Canada or another country to be of unsound mind.
 - iv. is found guilty of a relevant criminal offence.
 - v. dies, or
 - vi. becomes bankrupt.
- c) The Board may remove any Director, including the Chair, before the expiration of their term of office with a special majority vote of-three-quarters (75%) of the Directors, provided that such Director has been given notice of and provided with the opportunity to be present and to be heard at the meeting where such resolution is put to a vote.



- d) A Director, including the Chair, may be removed by Special Resolution of the Members, provided that the requisite notice has been given and the Director has been given notice of and provided the opportunity to be heard.

Rationale:

There are no substantive changes to the resignation, vacating and removal clause. Some language has been tightened up and the removal clauses have been reworded slightly to align with the existing language used in the bylaws about removing Officers.

6.9 Vacancies

Where the position of a Director becomes vacant for whatever reason before the Director's term is complete, the Board may fill the vacancy with a qualified person who meets the eligibility criteria in Articles 6.2 until the completion of the two-year term. A Director filling a vacancy for less than one (1) year shall remain eligible to serve three (3) consecutive two-year terms as an Elected Director; a Director filling a vacancy for more than one (1) year shall be eligible to serve two (2) consecutive two-year terms as an Elected Director.

Rationale:

The language that has been added to this clause is intended to provide clarity on how to calculate term limits for a Director who is appointed by the Board to fill a casual vacancy.

6.10 Additional Directors

The Board may appoint a maximum of two (2) Directors, who shall hold office for a term of one (1) year, expiring not later than the close of the next Annual General Meeting. The Board may not appoint the same individual as an Additional Director for more than one (1) term. Additional Directors shall not count the term served as an Additional Director as part of the three (3) allowable consecutive terms.

Rationale:

The language on Additional Directors was previously addressed under the Board compensation section in Article 6.1. Since Additional Directors is a separate concept this has been separated and given its own sub-clause.



- 6.11 Powers of the Board: Except as otherwise provided in the Bylaws, the Board has the authority to exercise the powers of the Section and may delegate any of the powers, duties, and functions:
- a) the Board will set and monitor the accomplishment of the vision, values, and strategic direction of the Section;
 - b) the Board will provide continuity for the Section by ensuring its financial health;
 - c) the Board may employ or engage under contract such persons as it deems necessary to carry out the work of the Board;
 - d) the Board may develop policies governing the management of the affairs of the Section;
 - e) the Board may develop policies that are in line with Skate Canada policies relating to the discipline of Members and Registrants and will have the authority to discipline in accordance with such policies;
 - f) the Board may develop policies that are in line with Skate Canada relating to the management of disputes within the Section and all disputes will be dealt with in accordance with such policies; and
 - g) the Board may perform any other duties from time to time that may be in the best interests of the Section.

Rationale:

No changes proposed.

6.12 Meetings of the Board

- a) The Chair or any five (5) Directors may call a meeting of the Board;
- b) The Board may meet by teleconference or other electronic means that permits each Director to communicate adequately with each other;
- c) At any meeting of the Board, quorum will be 50% plus one of Directors holding office, including the meeting Chair;
- d) Each Director is entitled to one vote. Resolutions shall be by majority vote. Voting shall be by a show of hands, orally or by telephone ballot, at the discretion of the Chair. Votes may be cast by secret ballot if a majority of Directors present at the meeting so request.



- e) The meeting Chair may vote only when the vote would change the result. Therefore, the meeting Chair may vote to break a tie, and thus pass the motion or to create a tie, and thus defeat a motion;
- f) There shall be no voting by proxy at a Board meeting.
- g) Email motions may be conducted at the discretion of the Chair between meetings;
- h) A resolution, duly moved and seconded, may be voted by, email, electronic voting system, or telephone ballot at the discretion of the Chair;
- i) Meetings of the Board will be closed to Members and the public except by invitation of the Chair of the Section;
- j) In the absence of the Chair, the Directors shall appoint a Chair for a meeting from among those Directors present; and
- k) Meeting minutes shall be taken by the Executive Director, or designate, and kept at the Section office.

Rationale:

No changes proposed.

Amendments to Article 7 (Officers)

The following are the proposed amendments to Article 7 of the Section's bylaws, along with annotations.

- 7.1 Officers are the Chair, Vice-Chair, and any other positions appointed by the Board by Ordinary Resolution.
- 7.2 The Chair and Vice-Chair must be Independent Directors and must have been elected to their position as Director.
- 7.3 The Chair shall ensure that the Board functions in accordance with its policies governing its own performance, ensure the execution of decisions made by the Board, sign all documents that require signature, and fulfill all duties inherent to the office of Chair. The Chair shall be the official spokesperson of the Section, and shall perform such other duties as may from time to time be established by the Board.
- 7.4 The Vice-Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair, and shall perform such other duties as may from time to time be established by the Board.



7.5 Appointment of Officers:

- a) The Officers shall be appointed by the Elected Directors by Ordinary Resolution in accordance with any voting procedures established by the Board. The Board shall appoint the Officers, as applicable, at the first meeting of Directors following the Annual General Meeting.
- b) The Officers shall hold office for either one (1) year or two (2) years depending on the duration remaining in their term as Director in accordance with Article 6.5(a) and Article 7.6, or until the Officer is removed from or vacates the office.
- c) If the office of Chair becomes vacant for whatever reason, the Vice-Chair shall serve as Chair until the first meeting of Directors following the next Annual General Meeting. The Board may appoint a replacement for the office of Vice-Chair from amongst the Elected Directors to serve until the first meeting of Directors following the next Annual General Meeting.

7.6 An Elected Director may serve up to a maximum of four (4) consecutive years as Chair.

7.7 The Board may remove any Officer before the expiration of their term of office with a special majority vote of three-quarters (75%) of the Directors, provided that such Officer has been given notice of and provided with the opportunity to be present and to be heard at the meeting where such resolution is put to a vote.

7.8 An Officer may be removed by Special Resolution of the Members, provided that the requisite notice has been given and the Officer has been given notice of and the provided with the opportunity to be heard

7.9 Any Officer may resign from their office by presenting notice of their resignation to the Board. Such resignation will become effective as of the date on which the notice is accepted by the Board. Subject to Article 6.7, the Officer will step down to serve the remainder of their term as a Director.

7.10 Transition provisions:

- a) The first appointment of the Officers pursuant to this Article shall be at the first meeting of Directors following the first Annual General Meeting at which these Bylaws (as amended) are in force.



- b) Notwithstanding Article 7.4, if the Chair has been directly elected by the Members in 2025 before these Bylaws (as amended) come into force, then the Chair shall remain in the position of Chair until the first meeting of Directors following the 2026 Annual General Meeting. In this case, the Chair shall be eligible to serve the remainder of their term as a Director at Large and remains eligible to be appointed Chair by the Board in accordance with Article 7.

Rationale:

- Article 7 is reworked to specifically address how the Chair is selected from amongst the Board. It also formalizes the position of Vice-Chair, which is intended to codify current Board practice around appointing an Alternate Chair. If the Chair is not able to act, or resigns or is removed from the Board, then the Vice-Chair will take over for the Chair until the next AGM.
- Article 7.1(b) is intended to prevent an Additional Director or Director appointed to fill a casual vacancy from serving as Chair. The Governance Committee felt it important that the Director who serves as Chair be someone who was directly elected by the Members. The proposed wording also restricts Additional Directors from voting on the Chair (though in practice this shouldn't be an issue, as the Chair will need to be appointed before Additional Directors are appointed in any given year).
- Article 7.5(b) sets the new term limit for both the Chair and Vice-Chair positions. We considered several different options and ultimately decided to propose an option that we think will best accommodate the fact that we have staggered elections and will allow the Board more flexibility to select the best candidates for Chair and Vice-Chair. The proposed amendments would allow a Director to serve either two years as Chair (if that Director is appointed Chair in the first year of their two-year term) or one year as Chair (if that Director is appointed Chair in the second year of their two-year term, or runs up against the four year maximum time limit to be Chair).
- Article 7.7 has been changed to reflect that a Director could be removed as Chair or Vice-Chair but still retain their seat as a Director (whereas under the current bylaws if a person is removed as an Officer they are automatically removed as a Director as well).
- Article 7.10 speaks to transition provisions in the event these bylaw amendments are not approved by the Members or accepted by Corporate Registries in time to be implemented for the 2025 AGM. Per the suggested transition provisions the Chair would be directly elected in 2025 and would then transition to being a Director at Large in 2026.