

RCMP Veterans' Association

THE ART OF BOARD GOVERNANCE



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A Welcome Letter from Association President Bob Byers

As President, and on behalf of the entire membership, it is my pleasure to welcome you to the RCMP Veterans' Association Board of Directors. Whether you are an incumbent member of the national Board or, a newly elected member of the Board, I am confident you will find this manual very instructive as we begin a new chapter in the life of the Association, together.

As you know, the RCMP Veterans' Association Articles of Continuance were successfully filed with Corporations Canada in June 2014 pursuant to the Canada Not-for-profit Corporations Act (*hereinafter the CNCA*). The significance of this achievement cannot be underestimated and nor can the Association risk non-compliance with the legislation and companion regulations. Governance of not-for-profit organizations, such as ours, has become increasingly critical with demands for unfettered transparency and accountability from its Board of Directors who have been elected by, and for the membership.

Under the current legislation we, individually and collectively, have the overall responsibility for the Association and for the strategy to achieve its legal purpose enshrined in our Constitution and Articles of Continuance. This is an oftentimes daunting responsibility but the risk of dissolution is very real if we fail to provide the kind of leadership we have been entrusted to deliver. On the other hand, having a resilient governance framework will ensure we are focused, productive, accountable and sustainable, now and in the future.

I would like each of you to consider this Governance Manual as your personal orientation guide and a ready reference document for your individual and our collective responsibilities as members of the Board of Directors. The information contained herein is a distillation of the extensive body of research of not-for-profit governance in general and the characteristics of highly effective boards.

The manual is organized in two sections, namely an overview of the principles of good governance followed by information specific to the RCMP Veterans' Association. I encourage you to become familiar with this manual and the valuable information contained herein to maximize your own personal contribution I am confident you will consistently make for the good of the Association.

Bob Byers

Bob Byers,
President,
RCMP Veterans' Association.



Foreword: Chief Administration Officer (CAO) Glen Siegersma

The ability to provide effective and engaged governance is key to a viable and sustainable Association for today and well into the future. Our transition to the CNCA has been successful due to significant efforts to improve the administration of the Association by working toward stronger relationships with the Divisions. Our collaborative efforts continue to enhance our communications and modernize the Association to flourish in the dynamic landscape we live in today. While some of our collective initiatives have become established, there is still a great deal of work to do.

In looking at our past to better inform our future, there are lessons to be taken from the efforts to modernize the Association beginning with the the Vinette Governance Review report of 2007. While the Vinette report drew the Board's attention to opportunities for improvement, few of these recommendations are readily visible in our current governance structure. In 2012, the (*former*) Executive Director was tasked with an administrative and operational review of the Secretariat with a view of building on the findings of the 2007 Vinette Governance Review report. At that time, two national surveys were conducted and valuable feedback from all of the Divisions was received. This feedback led, in part, to proactive initiatives to inspire confidence in the leadership of the Board and, while some of these initiatives are still in place, others have not been sustained.

All of these reports, including a cross Canada focus group report by Face Value Communications in 2015 on the strategic goal of growing the membership, are available for review from the Board. The reality is here we are, many years later and these core issues, and more, continue to be at the forefront of the challenges facing the Association.

As we continue to modernize our Association and design a governance framework with full integration of the CNCA, directors need to focus their attention on three important questions.

- What is the fundamental work of the Board of Directors?
- How will the Board add value to the membership?
- How will the effectiveness of the Board of Directors be evaluated?

The RCMP Veterans' Association diversified and geographically diverse structure does not lend itself well to a "one size fits all" model for governance. The responsibility of the Board of Directors is to provide the Association with strategic direction and to ensure accountability in measuring how our mission is accomplished. The delivery of the business plan and the actual work involved to achieve the strategic direction set by the Board is the responsibility of management, and in our case that translates to me, your Chief Administration Officer (CAO), working interdependently with the Association Division Presidents, the Board and the Chair of

our various Committees. For the purposes of this governance manual, the Association Division Presidents (*hereinafter the ADP*) means the (30) Division Presidents across Canada.

In closing, our individual efforts and collective performance will determine the future of the RCMP Veterans' Association. Our ability to have a positive impact on the thousands of veterans who look to us now, and will in the future, is not tied to the positions we hold but to the leadership we bring to the Board and to the Association as a whole.

Glen Siegersma

Glen Siegersma,
Chief Administration Officer,
RCMP Veterans' Association.





EXECUTIVE SUMMARY

The fundamental purpose of this document is to provide the Board of Directors of a Not-for-profit Corporation with the requisite knowledge to govern effectively. A Board is created as a consequence of a corporation being formed. For the RCMP Veterans' Association (*RCMPVA*), this means we are federally incorporated by virtue of the CNCA.

In June 2014, the Association was granted a Certificate of Continuance by Corporations Canada following the successful tabling of our Articles of Continuance, approved by a Special Resolution and a two-thirds majority at the Annual General Meeting (AGM) Rendez-Vous Ottawa. The original Articles and Certificate of Continuance, along with the registry of the first official Board of Directors under this new legislation, are maintained in the Secretariat at the Canadian Police College (CPC) in Ottawa.

The most important criteria of incorporation is the fact we are, by law, one Association notwithstanding we are organized into 30 divisions across Canada. This means that while divisions have the authority of the Board to conduct business according to their unique needs, Divisions do not have the authority to undertake any activity that may compromise and put the Articles of Incorporation and the Association at risk.

Good governance means the Board of Directors carries out its fiduciary responsibilities. A fiduciary role requires that the board is accountable to the membership of the Association to ensure it succeeds in fulfilling its purpose, or mission. The quality of governance is directly related to the board's behaviour and effective behaviour is crucial to good governance. There are three broad conditions conducive to, and supportive of, effective board behaviour. These conditions for good governance are:

1. **Board's Role:** Refers to what the board actually does throughout its term of office to provide leadership to the Association as a whole.
2. **Board Quality:** The quality of the people at the table and the impact of their collective skills on good governance.
3. **Board Structure and Processes:** Refers to how the board does its work and performs its governance role in the Association.

Conditions for Good Governance



Board Role

- Duties of Directors
- Board Role and Functions
- Effective Governance
- Management Relations



Board Quality

Composition
Size
Orientation and Training
Evaluation



Board Structure and Processes

Roles and Responsibilities
Committees
Meetings
Relations/Culture

Acknowledgement:

The information contained in this document is derived from several open sources on the subject of governance of Not-for-profit Corporations in Canada. Directors, and division executives who are responsible for governance of the RCMP Veterans' Association, are encouraged to be well informed on the legislative requirements of the new CNCA and its application to the Association.

PART 1: PRINCIPLES OF GOOD GOVERNANCE

1. What is governance and why does it even matter?

Govern simply means to plan, to steer, to control and, to be accountable for outcomes. A Board's governance framework is the method it chooses to distribute the powers and authorities of the Association. Implementing a model best suited to the mandate, mission and strategic direction of the Association is a matter of necessity to ensure the Board functions as a cohesive team with a shared vision for how the organization should be managed.

Governance is about making choices; what the Association wants to accomplish, the best way to achieve results, what resources are needed, and what defines success. By its very nature, the process of governing can be a challenging experience. As an elected Director of the Association, the responsibility to function effectively means bringing the requisite competencies to the position to consistently deliver quality services to the membership. Having sound judgement and foresight and constantly being aware of the environment is essential to results-based good governance.

While it makes sense to adopt a framework that is appropriate for the Association, it is important to know that all of these various models are fashioned from key principles. Moreover, the design and implementation of a highly effective governance framework for the Board of Directors, must also be highly effective for the governance of the 30 divisions that comprise the RCMP Veterans' Association. Whether we are an elected member of the Board or, an elected official of a Division Executive Committee, we are one Association bound by Articles of Continuance pursuant to the CNCA.

2. Four Key Components

1. *Accountability*: the ability of the membership to require its Board of Directors to account for their performance and their decisions. Accountability has two components:
 - (a) answerability means to respond to questions concerning one's official actions and
 - (b) consequences means sanctions for a breach of the rules.
2. *Transparency*: timely access to accurate and reliable information about Association finances, the management of resources and decisions affecting the membership at large.
3. *Predictability*: means the conduct and actions of the Board of Directors and staff are consistently applied pursuant to the Association's By-laws in a clear, fair and uniform manner and are effectively enforced.

4. *Participation*: engagement of the ADP together with the membership at large, along with other key stakeholders in the planning, execution and evaluation of strategic results.

These four key components are essential for the development of a culture of openness and trust by inspiring an unwavering commitment to the Association's purpose, confidence in its governance and nurturing a healthy balance between sustainability and innovation.

3. What's in it for me?

In any healthy democracy, being elected by the membership to the Board of Directors, or to a key position in a Division Executive Committee, provides an opportunity to make a difference. Most people volunteer to sit on the Association's board, or on a division executive team, out of a genuine desire to contribute their knowledge, experience and skills to advance the cause and for the greater good. On the contrary, others volunteer for less noble reasons and they become an impediment, indeed a distraction who knowingly or unknowingly, disrupt the work of the Association.

The motivation to serve as a member of the board, or in some capacity in a division, plays a vital role in determining how well members function as an effective team toward a common purpose. Once elected, members need to set aside personal agendas and focus on providing stewardship that is in the best interests of the Association. As a member of the Board of Directors, you will be asked to sign a *Letter of Acceptance* so that the membership's expectations of us and what you can expect in return are clear and unambiguous. (See Appendix "A")

4. Essential Board Tasks

The following are essential tasks germane to all Boards, regardless of size. These are:

- Safeguard the Mission of the Association, its values and operating principles to ensure they are relevant, current, and responsive to the needs and expectations of the membership;
- Oversee the development, approval and execution of strategic priorities and approve annual budgets and operational plans;
- Monitor performance with respect to the Association's mission, strategic goals, objectives and priorities;
- Seek and secure sufficient resources in order for the Association to adequately finance its operations;
- Account to members for expenditures and services acquired and/or provided;
- Ensure prudent and proper management of the Association's resources;
- Anticipate, mitigate and manage risks to the Association, its staff, members, clients and stakeholders;
- Establish performance indicators to monitor and assess performance of staff and members of the Board;

- Preserve the corporate memory and provide continuity and stability;
- Routinely involve the ADP in decisions affecting the Association;
- Represent the Association publicly and be a good ambassador and,
- Advocate on behalf of all retired members and employees of the Royal Canadian Mounted Police (RCMP) and their dependents.

5. What is expected of me?

Individual Directors have no authority to act independently of the full Board of Directors unless mandated by a resolution, a By-law or the direction of the President. Practically speaking, no individual Board member is empowered to direct the work of the CAO or other staff, or to make decisions that impact on the Association at large unless this role has been formally delegated. While the CAO reports directly to the President, the Board as a whole is ultimately accountable for performance of these employees.

Duty of Due Diligence: As a member of the Board of Directors you are expected to be well informed about the CNCA, the Articles of Continuance, the Association By-laws, its mission, and general operating principles as they pertain to the role of a Director. As well, you are responsible to keep yourself well informed about emerging trends and the various activities that occur within all of the Divisions. You will attend all Board meetings, serve on committees, and contribute from personal, professional and life experience to the work of the Board.

Duty of Loyalty: Consistently act with honesty and in good faith in what you reasonably believe to be in the best interests of the Association. Maintain solidarity with your fellow members of the Board of Directors in supporting a decision made in good faith in a legally constituted meeting of the Board and in reasonable full possession of the facts of the matter being discussed. Exercise vigilance and declare any real or perceived conflict of interest in accordance with the Association's By-laws and statutory requirements.

Duty of Care: Exercise the same degree of care, diligence and skill that a reasonably prudent person would show in comparable circumstances. Offer personal perspectives and opinions on issues that are subject of Board discussion and decisions. Voice clearly and explicitly, at the time a decision is being made, any opposition to a decision being considered and where necessary, ask for a review of the facts if you reasonably believe the Board is about to act in a manner inconsistent with its fiduciary responsibilities. Work cooperatively with staff, committees and Division Executive teams. Know and respect the distinction in the role the Board, the CAO and staff consistent with the principles of approved governance policies.

6. Liabilities

(a) Personal Liabilities

This refers to the personal liability of individual Directors arising from the Association's founding documents: the Constitution, the Articles of Continuance, the By-laws and common law.

(b) Statutory Liabilities

This may arise from a failure of the Association to fully comply with the CNCA and regulations under which we are incorporated. It is important to know that Directors of not-for-profit organizations in Canada face the same liabilities and penalties as for-profit business corporations, regardless of size and whether it has charitable status or not.

(c) Common Law Liabilities

This may occur when one or more Directors act outside of the scope of authority of the Association's governing documents. Examples of common law liabilities, include but not limited to:

- Signing contracts on behalf of the Association without authorization of the Board of Directors;
- Committing tortuous acts like negligent mis-management or careless oversight causing injury particularly when the Board was seized with the information of potential risk and failed to address the risk appropriately;
- Breaching fiduciary responsibilities where the Association suffers a loss that can be directly attributed to the actions or omissions of a Director(s) in the exercise of their duties;
- Breaching trustee duties, including a misuse of funds or property other than what was intended by sponsors, donors or funders and improper investment of Association funds; and
- Employee and workplace liability is joint and each Director is responsible for the full amount of all debts owed to employees pursuant to the CNCA and companion regulations.

The RCMP Veterans' Association has secured liability insurance, however it is incumbent on all Directors to ensure their actions can be indemnified from liabilities by taking all reasonable care in the discharge of their responsibilities. Although in reality most Directors of not-for-profit organizations have little to be concerned about, the notion of being held personally liable can be so daunting that it becomes a disincentive to be on a volunteer board. While Director liability is the exception rather than the rule, it is important this matter be clearly communicated and well understood.

7. Fiduciary Responsibility: The Heart of Good Governance

A fiduciary is a legal and ethical relationship of trust. It is, in point of fact, the highest standard of care between the members of the Association and the Board of Directors for whom membership interests are represented.

A key responsibility of a Director is to vigilantly ensure and maintain financial accountability of its assets, exercising due diligence to oversee and protect its financial stability. This means Directors must be objective, honest, responsible, trustworthy and efficient as stewards of the Association's assets. In this context, the Association must never be placed at risk for knowingly neglecting fiduciary responsibilities. Notwithstanding the Association has a national treasurer, this does not excuse all Directors from being a financial inquisitor. An awareness and ability to recognize potential threats is an essential competency of a Director.

The Board must be confident the financial plan is consistent with its strategic direction and priorities, cash flow is adequate to meet its administrative and operational needs, reserve funds are adequate and secure, expenses justified and audits are well established to eliminate potential risk of exposure. Having these systems in place are manifestations of fiduciary responsibility. To this end, the Association has engaged a public accountant and annual audits are done and reported to Corporations Canada.

8. Performance Management

Effective boards are characterized by a willingness to routinely examine individual and collective performance in meeting the needs of the membership of the Association. Self-examination should be considered common practice to ensure contributions are consistently value-added. While there are many ways to assess performance, the most instructive is to simply ask the membership about the leadership of their Board. In this context, the ADP are the voice of the membership. To this end, the Board of Directors will engage in routine communication with the ADP on any and all matters of importance to the membership of the Association. The ADP will be engaged four times a year, at a minimum and more often if necessary, to ensure the Board is meeting the needs and expectations of the membership of the Association. To facilitate meaningful interaction these virtual meetings, coordinated by the CAO, will consist of a manageable number of participants from each of the four regions of Canada: Pacific and North, Prairie, Central and Atlantic.

In order to assess whether a Board is achieving the results it is expected to achieve, it is essential the following four areas be consistently evaluated in consultation with the ADP.

1. Objectives:

- (a) Is the Board doing the right things to advocate on behalf of the membership?
- (b) How do we measure this?

2. Economy

- (a) Do we make the best use of our limited financial resources?
- (b) Can we do better and if so, how?

3. Effectiveness

- (a) Are we effective at lobbying on behalf of our members and dependents?
- (b) Are we too reliant on others to lobby for us?
- (c) What can and should we do to be more prominent in our advocacy work?

4. Efficiency

- (a) Is the membership getting value for money from its Board?
- (b) Are we doing things that should be abandoned and start doing things that matter?

In evaluating Board performance, it is useful to distinguish between discrete projects and overall results. A Board that is truly committed to consistently deliver quality services to the membership needs to routinely survey its constituents and ask the tough questions. We must be guided by the principle of meeting the expectations of the membership of the RCMP Veteran's Association and not fear holding the Board accountable. Even when the answers to those tough questions indicates shortfalls in meeting our goals, accountability will provide the impetus for positive steps forward.



A vision without a strategy is just an illusion.

Leadership, matters.

PART 11: THE RCMP VETERANS' ASSOCIATION

1. The Association: A Brief Overview

The RCMP Veterans' Association has been in existence since 1886. It was incorporated as the Royal Northwest Mounted Police Veterans' Association by Letters Patent under the Companies Act on January 14, 1924. On December 1, 1954 the name was changed to reflect the present-day name of the Royal Canadian Mounted Police (RCMP).

The Association came into being from a recognition the training, acquired police experience and camaraderie members of the RCMP and our employees developed during their service could be put to very meaningful use in the service to Canada, the RCMP and all former members and employees and their immediate families and dependants. The worthwhile precept is the cornerstone of the character of the Association and these principles are enshrined in our Constitution.

As of December 2020, there are 5,517 active members, 366 Life Members, 1,247 Associate members and 69 Honorary members of the Association. An elected Board of Directors is the governing authority for the Association. The Secretariat, under the supervision of the CAO, is located at the Canadian Police College (CPC) in Ottawa.

There are 30 Divisions within four Regions in Canada, namely the Pacific and North, the Prairie, Central and Atlantic. Each Division has its own Division Executive Committee who act on behalf of their membership and each is accountable to the Board of Directors pursuant to the CNCA.

Past Presidents are statesmen and they are afforded the title of Governor at the expiration of their term of office. As of this current year (2021), Governor Al Rivard from New Brunswick Division is the Association's representative on the Veterans's Ombudsman's Advisory Committee. Governor Keith Trail of Vancouver Division is the Director of the RCMP Veterans' Association Foundation and Governor Rick Morris of Toronto Division is the liaison to the Canadian Institute for Military and Veteran Health Research. The immediate Past President, Governor Steve Walker of Manitoba Division, is the Association's representative on the Insurance and Pension Committee and the Chair of the 2021 AGM Nomination Committee.

2. The Board of Directors

The composition of the Board of Directors is defined in Association By-law V111, titled: Board of Directors. It reads as follows.

A Board shall be established to manage the activities and affairs of the Association including its property and business, shall report periodically to the Association Executive Council and, shall be accountable to the membership.

The members of the Board are nominated by their own Division and their names are submitted for election at the Annual General Meeting (AGM). A Director can also be appointed to the Board, by the Board, in accordance with the CNCA from Active Members in good standing and Life Members. The elected Directors serve a term expiring not later than the close of the third AGM following election, and may be re-elected. The Articles permit additional Directors to be appointed to the Board between annual meetings to hold office for a term that must expire on or before the next AGM. However, the number of appointed directors cannot not exceed 1/3 of the directors elected at the previous AGM. Appointed directors must be elected at the AGM that follows their interim appointment, should they choose to stand for election however there is no requirement for an interim appointed director to be elected.

If elected as a Director, the immediate Past President will serve on the Board as Past President, or if appointed pursuant to the Act, the immediate Past President will be a director-at-large for a term consistent with the form of appointment.

The Board designates the Officers of the Association, and in accordance with the Act and elsewhere in the Association By-laws appoints the Officers, specifies their duties and, delegates powers commensurate with their duties. Accordingly, the Board of Directors appoints the President and Vice-President to serve as Board Chair and Vice-Chair respectively and specifies their duties and delegation of powers in accordance with the Act and Association By-laws. The CAO is a top-tier executive who manages the day-to-day administrative and operational business of the Association. The CAO reports directly to the President and where necessary, this responsibility can be delegated to the Vice-President.

The Directors may appoint the Treasurer and Secretary from amongst the Directors or, from amongst the membership at large. This ensures the members with the requisite skills are appointed to these two key offices. If appointed from within the Board, these two positions are Officers and also Directors. However, if they are appointed from amongst the membership-at-large, they become Officers but not Directors. The Board has the authority to manage the affairs of the Association in a manner that is effective, efficient and in the best interests of the Association overall, except where limited by the Act or the By-laws.

Responsibilities of the Board

- Establishing the strategic direction of the Association;
- Monitoring the progress and achievement of the strategic plan and objectives;
- Evaluating the performance of the Officers of the Association;
- Reporting to the membership by coordinating the Annual General Meeting (AGM);
- Ensuring that a Public Accountant (Auditor) is appointed by ordinary resolution of the members at each AGM to audit the Association's financial records pursuant to By-law X1.1;
- Approving the annual operating budget;
- Approving audited financial statements;
- Monitoring financial performance against approved budget and operating plans;
- Ensuring appropriate financial controls are established and adhered to, and
- Demonstrating leadership in all Association activities.

The Board is accountable to the membership of the Association. Directors are expected to consistently demonstrate a strong personal commitment to integrate the Association's mission and core values. All decisions and actions are to be intentionally consistent with fundamental purpose of the Association and, as a governing authority the Board acts in ways that reflect and understanding and commitment to its mission.

As a member of the Board, each Director is expected to demonstrate current knowledge and understanding of the principles of governance as described in Part 1 of this manual. Additionally, each is expected to have an awareness of the governance challenges emerging from the internal and external environment and the potential impact on the Association.

Members of the Board provide clear strategic guidance, exploring options for future direction and promote innovation by encouraging collective leadership of the Board to challenge the status quo and take calculated risks to enhance the Association's corporate profile.

The Board of Directors must be a results-oriented governance model placing emphasis on defined goals, clear priorities and holding each other accountable for performance. As a member of the Board, Directors individually and collectively, build collaborative and trusting relationships and constructively manage differences in opinions by promoting a shared agenda that supersedes individual interests. Fostering an atmosphere of trust among peers and the membership at large is a guiding principle and core competency of the Board.

Limitations

A member of the Association who is elected or appointed to the Board who is, or who becomes a member of a Division Executive Committee is entitled to attend and participate in a Board of Directors meeting and the AGM as a member of the Board, but not both. The CAO is entitled to attend Board of Directors meeting but only as a non-voting member.

Term of Office

The three year term of office may be staggered in accordance with the Association Manual. In the notice of an AGM, members will be informed each year of forthcoming vacancies of Directors to be filled by election. The newly elected Director will take office immediately following the close of business at the AGM at which they were elected or acclaimed.

Meetings and Notice

The Board will meet immediately following the close of business at the AGM to appoint the Officers of the Association. In addition, the Board will meet at least once a year but typically four times a year, or more as determined by the Association President. The Board meetings are held by video or teleconference at the Secretariat and meetings are coordinated

by the Association Secretary. A majority of Board members, or the President as Chair of the Board, or the Vice-President in the absence of the Chair, may call a meeting at any time. Directors may decide the location of the meeting in the notice and the business to be transacted pursuant to s. 138(2) of the Act will be identified prior the meeting taking place.

All notices of meetings of Directors shall include agenda items to be considered at the meeting but matters not identified in the notice may be added to the agenda with the consent of the Board. The Consent Agenda will be the mechanism for reporting and communicating all activities of the Board and Committees and these reports shall be made available to all members of the Board in advance of the meeting for review. The Consent Agenda is to be adopted unless a Director wishes one of more of these reports to be discussed in more depth in which case the matter is added to the meeting agenda. A Director participating by video or teleconference is deemed to have been present for the meeting.

The President/Chair, or in his/her absence, the Vice-President may call a Special Meeting of the Board in a written demand by one-third of the members of the Board. The reason(s) for the Special Meeting will be documented and no other business will be considered or discussed.

At any meeting of the Board, a quorum shall consist of a simple majority (50% plus one) of those entitled to be present and vote. A Director who declares a conflict of interest shall be counted in the quorum regardless of the conflict. Only those in attendance are entitled to vote. In the case of tie, the President/Chair is the deciding vote. Proxies, or other means of absentee voting, are not accepted at a meeting of the Board. All meetings of the Association, including Board meetings, shall adhere to Robert's Rules of Parliamentary Procedure. A summary of Robert's Rules, titled *The Chairs Book of Order: Making Sense of Parliamentary Procedure* is available from the Secretariat.

Officers of the Association

The Officers of the Association are those specified by the Board. This includes the Association President who acts as Chair of the Board of Directors, the Vice-President who acts as Vice-Chair of the Board, the Chief Administration Officer (CAO), the Association Secretary and Association Treasurer.

(A) Association President and Chair of the Board

The Association President is selected from amongst the elected Directors at the post-AGM meeting. Additionally, the President is also named Chair of the Board and serves at the pleasure of the Board for a term of three years.

The President is responsible for leadership and effective governance of the Association in partnership with the ADP and the Association President's Advisory Committee. As such the Chair, and all of the members of the Board, must be aware of and respect the purposes of the Association as enshrined in the Constitution. This requires a thorough understanding of the

social aspects of the Association, the necessity to respond to the service requirements of the membership and the need to advocate on their behalf. It is important the incumbent understands the influence their decisions and leadership will have. The services provided by the Association, and the results of its advocacy initiatives have the potential to significantly impact retired regular members, RCMP employees and spouses/survivors of regular members who are not members of the Association.

The Constitution and By-laws require the Association President to preside over the AGM and sit as Chair of all Board of Directors meetings. A clear expectation of the President's role is to identify and articulate the Association's strategic direction and priorities to the membership. As necessary, resources are acquired to achieve these strategic priorities and progress is monitored on an ongoing basis.

The President plays a vital role in promoting the interests of the RCMP Veterans' Association. In this regard, it is very important that positive relationships be developed with the RCMP, Veterans' Affairs Canada (VAC), the Royal Canadian Legion (RCL), the National Association of Federal Retirees (NAFR) and others. Of note is the fact it may be necessary, because of our limited resources, to rely on the expertise and experience of other organizations to assist the Association in developing policies related to complex matters such as pensions, insurance and benefits generally.

The President/Chair of the Board, in concert with the Association Secretary, communicates to the membership all matters that arise at the Board of Directors' meetings. Minutes of Board meetings are distributed in bilingual format for the information of all members. Prior to the AGM, the membership is provided with complete reports identifying the key activities that have occurred throughout the year. All reports are uploaded to the Association website for ease of access. In general, the President/Chair is in frequent contact with the Secretary, Treasurer, the CAO and Directors on a myriad of issues.

(B) Vice-President and Vice-Chair of the Board

The Association Vice-President is appointed from amongst the elected Directors at the post-AGM meeting. That person is also named Vice-Chair of the Board and serves at the pleasure of the Board for a term of three years.

The Vice-President/Vice-Chair of the Board is responsible for maximizing the Association's governance. The incumbent carries a broad array of responsibilities ranging from communicating matters of importance to the Board, providing guidance and advice on a variety of issues, overseeing the achievement of the strategic direction and objectives and acts and speaks for the Association President when required. The Vice-Chair brings outstanding management skills, demonstrated leadership and the ability to identify and solve problems to this key position.

(C) Association Secretary

In support of the President, the Board of Directors and Governors, the Association Secretary is responsible for managing the daily business functions. The position incumbent ensures accurate documentation exists to meet our legal requirements and to enable authorized persons to determine when, how and by whom business is conducted. In order to fulfill these responsibilities and, consistent with the Association By-laws, the Secretary facilitates the accurate recording of minutes of meetings and ensures they are available for use, as needed. The incumbent proposes policies and best practices, submits various reports to the Board as necessary and, performs other related duties as determined by the Board of Directors. The Association Secretary may delegate certain activities where necessary but is always accountable to the Board for decisions and actions. The Association Secretary is appointed to the position by the Board of Directors and serves at the pleasure of the Board for a term of three years, subject to renewal.

(D) Association Treasurer

The Association Treasurer is the custodian of the Association's finances and assets. As such, the incumbent is responsible for the Association's financial probity by administering the Corporation's finances to ensure accurate and complete receipt, disbursement and documenting of all funds. The Association Treasurer is appointed to the position by the Board of Directors and serves at the pleasure of the Board for a term of three years, subject to renewal.

(E) Chief Administration Officer (CAO)

The CAO is a top-tier executive of the Association who supervises the daily administration and operations of the Association and who is ultimately accountable for its performance. The CAO is a salaried employee of the Association and is supported by an administrative staff. The registered office of the Secretariat with Corporations Canada is located at the CPC in Ottawa, Ontario and is furnished and funded by the RCMP.

The CAO is responsible for managing the Secretariat and all of its attendant functions in accordance with the strategic direction set by the Board of Directors. The position requires the highest level of due diligence to ensure the Secretariat is managed efficiently and effectively on behalf of all internal and external clients. The incumbent acts a professional advisor to the President, the Board of Directors, the Governors and the membership of the Association at large and enshrines the core values of honesty, integrity, compassion, professionalism and accountability.

3. The Secretariat

The Association Secretariat is situated on the campus of the CPC in Ottawa. By definition, a Secretariat is a permanent administrative office. For our purposes, the RCMPVA Secretariat is managed by the CAO supported by administrative support staff. Although the office has been called a Secretariat for many years, it is only now that the functions of the office are being formalized and aligned to the strategic direction to be set by the Board of Directors.

Fundamentally, the main purpose of creating a formal Secretariat structure is to significantly enhance the Association's operational performance. This means the Board will cease to be a "working board" per se and will evolve to be more in line with the principles of a complimentary governance model with a focus on policy, governance and strategic direction. The responsibility for management and overseeing the delivery of the strategic goals set by the board will be the responsibility of the CAO working in collaboration with the ADP.

It is important to note, as the Secretariat fully transitions into its role as the operational facilitator of the Association now and in the future, we will see an evolution of the Secretariat structure for the Board and the Association. These steps will be taken to solidify the positive and sustained future of the Association as a whole.

4. Committees

Committees normally carry out the work of the organization. They should represent, involve and serve members while also providing a training ground for future leaders of the Association. Committees typically have an advisory role in the Association. They do not speak or act for the Board unless given a specific authority to do so by virtue of a By-law or by a formal resolution of the Board. The Board cannot abdicate its accountability for actions or decisions made by a Committee on its behalf.

Committees do not have the authority to direct staff although they may seek approval from the CAO to allocate resources to support certain committee activities. This does not need to be formal as it meets the test of a collegial working relationship. The Chair of a Committee can be a Board Director or a volunteer Chair from a division. In this context, every effort should be made to invite the active participation of Division Presidents to identify members who would be interested and willing to become involved in committee work to ensure broad member representation.

4.1 Standing Committees

Association Governance Committee

Chaired by the Vice-President, the Association Governance Committee (AGC), formerly the Association Operations Committee (AOC) is responsible for governance, strategic and corporate planning, the coordination and execution of the Annual General Meeting (AGM),

guardian of the Constitution and Association By-laws, approval authority for all resolutions and maintains ownership of the Governance and Association Manuals.

Membership Committee

The Chair of the Membership Committee is an operational director appointed from a Division who is supported by membership directors in the divisions across Canada. Growing the membership of the Association is among the highest priorities facing the Association and the focus continues to be aimed at inspiring retiring members and employees of the RCMP to join the Association.

The Nominating Committee

The immediate Past President sits as the Chair of the Nominating Committee and their responsibility is to identify and advance the names of members who wish to be elected to a director position on the Board at the AGM.

Advocacy and Support Committees

The Advocacy and Support Committees are evolving into a group of hybrid committees, responsible for advocating on behalf of individual members on all health-related matters, providing engagement and representation to address the systems support advocacy component focused on pension, benefits, gravesite maintenance, and other related advocacy matters. Additional details can be found on the website under the heading of Resources.

Audit Committee

The Chair of the Audit Committee reports to the Board of Directors but is not a Board member. The primary role of this Committee is to ensure the external audit is completed. The Committee recommends to the Board the engagement of the Auditor, signs the Letter of Engagement with the Auditor and may outline some of the audit priorities. Following the completion of the audit, the Chair and the Committee members are briefed on the results of the audit and the audit report is finalized. The Chair presents the audit report to the Board for approval. The Board may request the Auditor be present to assist with the presentation of the audit report. Moreover, the Audit Committee ensures the RCMP Veterans' Association adopts, maintains and applies appropriate accounting and financial reporting practices and procedures. The Committee also ensures the Association maintains effective risk management and internal control systems.

Other Committees

The identification and mandates of other committees and initiatives, such as Strategic Engagement, Finance and more, will continue to evolve under the leadership of the Secretariat. For a description of all Association committees, please refer to the Association Manual for details.

5. Strategic Communications

Effectively communicating, internally and externally, is a priority for the Board of Directors. To this end, the Board of Directors will engage in routine communications with the ADP on any and all matters of importance to the membership of the Association. The ADP will be engaged four times a year, at a minimum, and more often as the need arises. As well, the Association President's Advisory Committee, comprised of volunteer Division Presidents will provide advice to the Association President, as and when required.



SERVICE DELIVERY

The Value Proposition

To ensure the timely and consistent exchange of information between the Board of Directors and the Divisions, the Board will routinely consult with the ADP. The relationship between the Board and the Presidents will result in efficient and effective coordination, collection and transmission of information from across Canada to the Board and vice versa.

TENETS OF SERVICE

The Board will work interdependently with the ADP and participate in regional or division specific activities, where necessary and practical.

The Board is responsible to ensure the ADP is kept fully informed on matters affecting the Association, in whole or in part.

The Board is to be considered a key resource to the Divisions on all matters affecting a division that may require Board intervention, support or decisions.

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TENETS OF SERVICE

The Board is expected to be intimately familiar with all matters of import within the Divisions and be capable of discussing Association business, strategic directions, policies and decisions.

The Board will prepare an annual report to be presented to the membership at the AGM to demonstrate the collegial and interdependent working relationship with the ADP in a manner prescribed by the Association President or delegate.

REPORTING RELATIONSHIPS

All matters requiring follow up by the Board of Directors that have been raised in consultation with the ADP will be brought forward for discussion at a Board of Directors meeting and any decisions or action to be taken will be communicated to the ADP for the information of the membership at large.

6. Strategic Directions

Simply defined, the Association's strategic direction, or strategic intent, is the means to which the corporation will communicate to its membership where and how the Association will focus its resources, operationalized by clearly defined strategic goals and objectives. In other words, it identifies where the Association wants to be in the future. For the Association, this means that we will undertake a very focused and decisive approach to defining where we are today and where we will want to be tomorrow. Essential to success is the relationship between the Board of Directors and the ADP who will be engaged in all steps of the process to ensure the results are comprehensive, inclusive and aligned to the needs of the whole Association. The principle that all organizations are perfectly aligned to get the results they are currently getting simply means that if we want better results than we are currently getting then we need to purposely take the necessary steps that will result in sustained, long-term success.

There are many steps in identifying a strategic direction and typically this process begins with defining, or re-defining our vision, aligning the vision to our mission, identifying the strategic priorities and creating action plans to deliver on our priorities. Since it is entirely possible, indeed probable, that internal or external environmental factors that are beyond our control can influence our strategic direction and cause us to modify our direction, the 2021 and beyond strategic goals, objectives, and the details of delivery will be identified in the Association Manual under the appropriate heading. For the purposes of this Governance Manual, the foregoing serves as the brief definition of strategic direction and how the Board of Directors proposes to lead and deliver this organizational imperative in partnership with the ADP.

7. RCMP Veterans' Association By-laws

The Association By-laws have undergone revisions since 2017 and because it is entirely possible that more revisions will occur over time, the By-laws will be located on the Association website under the heading of Resources.

8. Conclusion

Governance, in its most basic terms, means transparency, clear articulation of roles and responsibilities, financial probity, accountability and a focus on strategic results. It is the prudent exercise of authority and control of an organization in order that its fundamental purpose is successfully achieved and sustained. Clearly, to effectively govern is to provide strategic leadership and make decisions that are for the good of the Association. These are the fundamental principles that guide the Board of Directors of the RCMP Veterans' Association. In closing, the membership has placed its trust in each of us and we are expected to lead the Association throughout our term of office. Challenge the status quo, hold yourself and each other accountable and be a beacon to the future.

Appendix “A”: Letter of Acceptance

On behalf of the membership of the Royal Canadian Mounted Police Veterans' Association, it is my pleasure to welcome you to the Board of Directors. This Letter of Acceptance, along with this Governance Manual, will provide you with valuable information about your role and responsibilities as a member of the Board, my expectations of you and, the expectations of all of us by the membership of the Association at large.

Candidates for a position on the Board of Directors are presented to the Nominating Committee, chaired by the immediate Past President. You have been nominated and elected by the membership to fill a vacancy on the Board and the Association has placed its trust in you to represent their interests to the very best of your ability.

The Purpose, Mission, Vision and Values of the RCMP Veterans' Association is enshrined in these words.



OUR PURPOSE: The RCMP Veterans' Association is a dedicated family of former employees of the Royal Canadian Mounted Police. The members of the Association possess shared life experiences and unique skills and abilities that are reflected in all we do for the greater good of our membership and all of the RCMP family. We are proud of our career contributions in the preservation of peace and security of Canada and our role in the rich history and traditions of the Force. Together we are stronger and we welcome you to become a member of the venerated family of Veterans.

OUR MISSION: To be responsive to the physical, psychological, social and economic welfare of all former employees of the Royal Canadian Mounted Police and their families.

OUR VISION: To provide exemplary service and support to our family of retired peace officers and employees and their families, today, tomorrow and always.

OUR VALUES: Diversity, Respect, Integrity, Trust, Teamwork, Service and Leadership.

The Board of Directors is the legal custodian of the Association and, as such, is responsible for proper and prudent stewardship. The Board's fundamental role is governance and this means ensuring:

- The Mission is respected but responsive to contemporary circumstances;
- The Board has a forward-looking vision and a comprehensive strategic direction for the conduct of its affairs;
- The Board carries out its business in a professional and ethical manner and is responsive to the broad interests of the membership and Association's stakeholders;
- Decision are made in a clear, timely and transparent manner;
- Resources necessary to achieve its strategic goals and objectives are identified and secured;
- Individual and collective Board performance is routinely monitored; and,
- Communication between the Board and the Divisions is inclusive, timely and effective.

Therefore, as a member of the Board you will be expected to:

- Commit yourself and your time to become fully oriented to your role as a director and the work of the Association nationally;
- Regularly attend Board meetings and Committee meetings to which you have been assigned and agreed to serve;
- Review the Consent Agenda in advance of a Board meeting so you are well informed and in a position to contribute to a discussion on any matter calling for a Board decision;
- Support Board decisions and be willing to work as a cohesive team;
- Provide advice to the President and other members of the Board when necessary;
- Attend the AGM in your capacity as a Board Director;
- Positively promote the Association and advocate for its interests; and,
- Contribute to the Board performance evaluation and your own contribution to it.

In closing, you have been elected to the Board of Directors by the membership because of your unique talents, experience and perspectives. Membership on the Board gives you an opportunity to make a difference in the future of the RCMP Veterans' Association. In addition to the satisfaction you will derive from being a member of the Board, you will have opportunities for personal growth and development associated with new learning, stimulating new contacts, and actively participating in a democratic process of a volunteer sector that has been serving our Veterans since 1886.

I thank you for your interest and dedication and especially for the contribution I am confident you will make as a Director of the RCMP Veterans' Association. I sincerely look forward to working with, and supporting you in the days, weeks and months ahead.

Yours truly,

Bob Byers

President,

RCMP Veterans' Association.

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I \_\_\_\_\_ have read the Governance Manual and this Letter of Acceptance. I fully understand my responsibilities as a member of the Board of Directors of the RCMP Veterans' Association and I agree to diligently fulfil my duties to the very best of my ability. I understand that my position on the Board of Directors is at the discretion of the membership of the Association and I can be removed from my position if I fail to perform my duties and lose the confidence of my colleagues on the Board and the membership of the Association pursuant to Part 9, Section 130(1) of the Canada Not-for-profit Corporations Act.

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

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OUR LEGACY ~ YOUR FUTURE