



## **CCGA Governance Review Meeting – Next Steps**

**July 8, 2006**



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[IOG 2006-5056]

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## **Closed Session for Presidents of the Auxiliary.**

The meeting began with a closed session for the Presidents of the Canadian Coast Guard Auxiliary (CCGA).

### ***IOG Clarification of Governance Review Recommendations – Closed Session.***

Following the discussion of other CCGA business, Tim Plumptre, IOG, introduced suggested outcomes for the review meeting. These were:

- (a) to seek confirmation of those key elements of the program of reform for the CCGA which are now 'ready for implementation'
- (b) to confirm those that are 'in play' but require further discussion in prior to any implementation (i.e. those items that will just be tabled)
- (c) to build an implementation strategy with timelines and responsibilities identified, including all participants.

CCGA participants said these were acceptable outcomes for the meeting. Following this, Malcolm Dunderdale, CCGA National, asked participants to share their reactions to the recommendations of the IOG report. Some regions indicated their general support for many of the recommendations, though there were also some areas of disagreement. Winston Pitcher, CCGA Newfoundland, circulated a document that detailed the reactions of his region to the recommendations.

In particular, participants sought clarification from the IOG regarding recommendations on:

- The voting structure for the National Chair, and
- The limitation on terms for the National Chair.

On the voting structure for the National Chair, Tim said that it has been an observation that there seems to be a “we” and “they” relationship between the regions and the National Board. There is a need for National Board members to engage with a national perspective. Tim stressed that the National Chair must adopt a national perspective, must represent the broad view and need a say in decision-making through a vote.

Several CCGA presidents expressed concerns regarding the recommended opportunity for the national chair to have two votes particularly as they saw that this could lead to the overruling of a majority position. Laura Edgar, IOG, stressed the importance for the National Chair to have a vote on Board decisions and said the recommendation for the second vote was designed to prevent a deadlock in voting (3-3 tie).

The presidents decided that the CCGA National Chair would be afforded one vote on National Board decisions and rejected the option for a second vote.

The other area of discussion was regarding the recommendation for term limits for the National Chair. Winston Pitcher, CCGA Newfoundland, expressed his region’s concerns that term limits may pose a recruitment challenge for the position of National Chair. Bruce Falkins, BC region, shared his region’s positive experience with term limits at the regional level. François Vézina,

CCGA National, highlighted that succession planning was more difficult by not having a term limit.

The CCGA Presidents suggested that a term of 2 years and a renewal for up to 2 years for the National Chair would be acceptable.

## **Joint Session CCGA and CCG**

### ***Welcome and Introductions***

To open the joint session, Malcolm Dunderdale, CCGA National, and Steve Troy, CCG, each welcomed their partners to the meeting. Following these opening remarks, the meeting took a one-minute moment of reflection to remember the service of CCGA National past-president Robert Petitpas.

Malcolm then outlined the process for review of the recommendations in the IOG report. Each of the recommendations would be discussed in turn and CCGA Presidents would accept, reject or amend the recommendations. Follow-up actions stemming from the recommendations would also be addressed. These have been captured in the Action Plan attached as Annex B to this report.

There are two Parts to the IOG recommendations:

- Part 1 provides recommendations to address governance challenges within the CCGA; and,
- Part 2 contains recommendations to the CCGA and CCG on building a more effective partnership.

## **Part 1. Recommendations to Address Governance Challenges within the CCGA**

### ***1. Terminology***

Tim said the recommendations in this section aim to bring the CCGA in line with conventional board terminology.

<b>Recommendation</b>	<b>Decision</b>	<b>Amendment</b>
1.1 That the “National Council” be re-named “National Board”	Accepted.	
1.2 That the current position of “CEO” of the National Board be re-named to “Chair”	Accepted.	The position will be the Chair of the CCGA National Board of Directors. In French the title will be Président du conseil d’administration national.

## 2. National Board

### 2.1 Decision-Making

Recommendation	Decision	Amendment
2.1.1 That decision-making be by consensus, where possible	Accepted, no comments.	
2.1.2 That the Chair of National be accorded a vote (not just in the case of a tie)	Accepted	
2.1.3 That in the case of tie, Chair of National be accorded a second vote	Rejected	
2.2 That there be a 2-year term of office for the National Chair, renewable for one additional term of up to 2 years upon the approval of the National Board	Accepted with amendment.	Amended to reflect that the second term could be up-to two years.

### Discussion

Tim suggested another area that the bylaws might address would be a consideration to prevent a past president returning for a second set of terms. The CCGA felt that the bylaws could be silent on this issue.

Recommendation	Decision	Amendment
2.3 That a code of conduct be developed, agreed to and implemented by the National Board	Accepted, with clarification. See Action Plan Item 2.0.	A code of conduct in the form of a governance policy will be developed to apply to both the National Board collectively and its members individually.

### Discussion

Laura said that the development of codes of conduct is becoming more commonplace. This code could address conflict of interest, principles for conduct of meetings and other such items.

### 2.4 Board knowledge and capacities:

Recommendation	Decision	Amendment
2.4.1 Based on the roles and responsibilities and skills and capacities required (as listed earlier in this report and/or identified by the Board), that the Board make use of existing provisions in the	Accepted, with clarification.	Bylaws to be revised to include the authority for the National Board, at its discretion, to add up to three full members to its complement.

National bylaws to bring in additional National Board members to fill any gaps that the Board may identify (as needed – e.g. legal, financial capacities)		
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Discussion

In discussion of this recommendation, Winston raised a concern from the Newfoundland region regarding the potential cost implication of increasing the size of the National Board. Tim said that the rationale for this recommendation was to support a diversity of the roles and skills that may be needed by the National Board. Steve Troy said that his interpretation of this recommendation is that it would formalize the option of bringing another member onto the CCGA National Board as a full-time member only if and as required. The cost impact of this potential expansion would need to be weighed by the National Board at such time. Bruce shared the experience of the BC region with this type of approach through their “community representatives” position on the regional board. Bruce said he thought the flexibility would be important to have to support the growth of the CCGA. Frank raised a concern around how to ensure that members of the National Board are knowledgeable about the CCGA and its operations.

<b>Recommendation</b>	<b>Decision</b>	<b>Amendment</b>
2.4.2 That an orientation program for new members to the National Board be developed, and delivered (as needed). The orientation should include (at a minimum): a brief history of the organization; mission and mandate; upcoming issues facing the Board; bylaws and other governance documents; key decisions taken; roles and responsibilities of the National Board, including fiduciary responsibilities of the National; and, relations with the Regional Auxiliaries.	Accepted. See Action Plan Item 3.0	

Discussion

Malcolm said that BC region has developed an orientation manual for their regional Presidents and has shared this with Francois. Tim suggested that an orientation program can usefully include a manual but that it may be good to consider other elements such as training to help bring new board members up to speed. (Manuals are not always read!).

<b>Recommendation</b>	<b>Decision</b>	<b>Amendment</b>
2.5 That the National Chair, or his/her designate, be the spokesperson for the CCGA at all national and international forums, and that the National Chair, or his/her designate, brief the National Board prior to any such forums, and provide a written report on results post-forum.	Accepted. See Action Plan Item 4.0.	

Tim suggested that this item could be addressed through an appropriate governance policy for the CCGA.

<b>Recommendation</b>	<b>Decision</b>	<b>Amendment</b>
2.6 That a communications policy for communications between the National (both Board and Office) and Regional Auxiliaries be developed and adhered to.	Accepted. See Action Plan Item 5.0.	
2.7 That the National Board consider having regional Business Managers and the senior staff person of the National Office (Executive Director, as proposed below) attend relevant portions of the National Board meetings as resources (non-voting status).	Accepted, with amendment.	This item was amended to state that this be done “as necessary” with a requirement of a minimum of one meeting per year.

### **3. Fundraising**

<b>Recommendation</b>	<b>Decision</b>	<b>Amendment</b>
3.1 That, upon completion and reflection on the results of the Waterfall Report, that the National Board consider (if required) the following additional steps to address fundraising issues within the CCGA.	Deferred. See Action Plan Item 6.0.	Decisions on fundraising would be deferred but groundwork for the questions to be considered would be conducted over the summer.
3.1.1 The Board develop and agree on Terms of Reference for a task force on fundraising.		
3.1.2 The role of the task force would be to review, clarify and define roles and		

<p>roles and responsibilities with regard to fundraising.</p> <p>3.1.3 That the task force report back to the Board with its recommendations, for Board approval.</p> <p>3.1.4 That the task force should take into account the diversity of the regions and the relationship to Coast Guard on fundraising questions</p> <p>3.1.5 That the task force include at least one member from the National Board, at least two other Auxiliary members who are engaged in fundraising at the regional and/or local level, and one additional non-Auxiliary member who has fundraising experience with other non-profit organizations</p> <p>3.1.6 That the task force consider and communicate the specific goals and objectives of any fundraising recommendations/activities.</p> <p>3.1.7 That one of the goals of the task force is to ensure a consistent approach to CCGA fundraising.</p>		
<p>3.2 That the CCGA consider holding a national seminar on fundraising techniques.</p>	Deferred	

Discussion

In discussion, Winston raised a concern regarding the financial implications of these recommendations. Bruce said the CCGA National Board should look at the fundraising issue, though it may not be necessary to have a high-cost Task Force. Jack Kruger, CCGA Central and Arctic Region, recommended that a final decision on this item be further examined at a later date, perhaps with outside expertise. Steve Troy said that there are two key elements for the fundraising issue:

- 1) Consideration of fundraising as an option.
- 2) Linkages with CCG and Transport Canada.

Tim shared that other organizations benefit from the different fundraising opportunities that are available on a national scale. Malcolm stressed the need to develop a distributive system that is “fair” and that is able to accommodate and recognize regional differences.

**4. Identity**

Recommendation	Decision	Amendment
4.1 That the National Board develop and agree on Terms of Reference for a task	Accepted, with	These recommendations were amended to provide that this

<p>force on CCGA identity.</p> <p>4.1.1 That the task force be tasked with reviewing, clarifying and resolving issues around the identity of the CCGA, including (but not limited to):</p> <ul style="list-style-type: none"> <li>• Building national identity within the broader CCGA membership</li> <li>• Communication of non-profit status to the CCGA membership and the public</li> <li>• Communication of partnership with CCG to CCGA membership and public</li> <li>• Consistency in uniforms and differentiation from CCG</li> <li>• Consistency in colour of boats and differentiation from CCG</li> <li>• Implications of identity on fundraising efforts (see section 3)</li> </ul> <p>4.1.2 That the task force report back to the Board with its recommendations, for Board approval.</p> <p>4.1.3 That one of the goals of the task force is to ensure national consistency of CCGA identity.</p> <p>4.1.4 That the task force include at least one member of the National Board, at least one other Auxiliary member from each region, and one representative from the Canadian Coast Guard. It may also be beneficial to include an additional non-Auxiliary member who has fundraising experience with other non-profit organizations, given the potential for identity to have an impact on fundraising.</p> <p>4.1.5 That there be some cross membership between the fundraising task force and identity task force.</p>	<p>amendment. See Action Plan Item 7.0</p>	<p>task force also examine the vision for the CCGA and identify staffing considerations for the National Office of this identity and vision.</p>
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Discussion

In discussion, participants shared their views on how to address the question of the identity of CCGA. Some of the themes of the discussion were:

- The connections between the identity question and the fundraising issue,
- That the work on identity might also consider a vision for the CCGA of where they would like to be in three years and how to get there,

- That there was not consensus around the need to further differentiate between the Coast Guard and the Coast Guard Auxiliary and some regions were very comfortable with the close ties, and
- The need to be clear surrounding the difference between CCGA identity and its potential impact on fundraising and the separate issue of public awareness.

Another element of this discussion surrounded the name Canadian Coast Guard Auxiliary. In discussion:

- BC region shared that the region felt that the name “Canadian Volunteer Coast Guard” is easier for the public to understand based on the results of their survey.
- Quebec region highlighted that the word Auxiliary doesn’t translate well into French. The Quebec region has added “sauveteur maritime bénévole” to clarify the purpose of the organization in the region.
- Central and Arctic region stated that they strongly oppose a name change, highlighting the success that US and New Zealand Coast Guard Auxiliaries have experienced using a similar name.
- A Coast Guard representative highlighted the importance for the Coast Guard of allowing the CCGA to use Coast Guard name. CCG wanted to build the partnership with the CCGA and it had been decided that they could accept the attendant risks of allowing the organization to use the name “Coast Guard.” The Coast Guard were also not supportive of a name change for the Auxiliary.
- The possibility of using a separate name for fundraising exclusively (along the lines of the BC region’s approach).

### **5. Bylaws of Regional Auxiliaries**

<b>Recommendation</b>	<b>Decision</b>	<b>Amendment</b>
5.1 Once any outstanding issues related to the roles and responsibilities of the National Board and National Office have been resolved, that the regional Auxiliaries recommend and seek approval from their members to change their bylaws to better reflect the roles and responsibilities of the National Board and office, and the relationship between the regional and national auxiliaries.	Accepted.	The IOG offered that they could identify changes that may have an impact on the regional bylaws if needed.
5.2 That, if needed, regional bylaws be adjusted to allow for recruitment and membership of fundraising and SAR prevention volunteers		

## 6. Staffing

Recommendation	Decision	Amendment
<p>6.1 That the National Office be headed by an Executive Director.</p> <p>6.1.1 That a subcommittee of the National Board be established to develop and agree on a job description, qualifications and suitable compensation, reflecting the results of previous discussion as set forth in this report</p> <p>6.1.2 That the same committee undertake a staffing process to recruit and select a suitable candidate</p>	<p>Deferred pending report of Identity and Vision Task Force. See Action Plan Item 7.0</p>	
<p>6.2 That the National Board, in collaboration with the Executive Director, determine what other staffing is necessary for the National Office.</p> <p>6.2.1 That job descriptions be developed for these roles</p> <p>6.2.2 That a process be established for determining staffing</p>	<p>Deferred pending report of Identity and Vision Task Force. See Action Plan Item 7.0</p>	

### Discussion

Bruce sought clarification regarding why this recommendation was present. Tim indicated questions arose regarding the performance of the National Office in the IOG interviews. In our review, some possible causes for this concern may be:

- Insufficient staffing at the National Office;
- The need for other capacities in National Office staff; and,
- Confusion of staff and volunteer roles due to the use of the title “CEO” for the National Chair’s position.

These recommendations sought to facilitate consideration of the staffing needs for the National Office.

Recommendation	Decision	Amendment
<p>6.3 That there be greater consistency in job descriptions, roles and responsibilities for the regional Business Managers</p>	<p>Accepted. See Action Plan Item 8.0.</p>	

### Discussion

Laura said that her observation has been that there are regional differences in tasks and expectations for Business Managers. Bruce suggested that there may be a standard list of core functions for Business Managers but that the emphasis each region places on each of these areas may differ depending on regional needs. Tim suggested that a regional comparative table be created to outline the core areas and the relative importance each of the Business Managers place on each area across the regions.

### **7. Other**

<b>Recommendation</b>	<b>Decision</b>	<b>Amendment</b>
7.1 That the Business Managers meet at least annually to share best practices, discuss emerging issues etc.	Accepted.	

## **Part 2. Recommendations to CCGA and CCG on Building a More Effective Partnership**

<b>Recommendation</b>	<b>Decision</b>	<b>Amendment</b>
8.1 That the CCGA and CCG agree on a set of principles that will guide their partnership relationship. Substantial work towards these principles has been set forth in this document.	Accepted. See Action Plan Item 9.0.	
8.2 That a common vision be developed by the CCGA and CCG regarding the shared purpose of this partnership.	Accepted. See Action Plan Item 9.0.	
8.3 That a common calendar of key moments in the year be jointly developed and agreed to by CCGA and CCG, updated on an annual basis.	Accepted. See Action Plan Item 9.0.	

Steve Troy shared that the Coast Guard would be happy to take the lead to develop a document on a set of principles, a common vision and a common calendar of key moments.

<b>Recommendation</b>	<b>Decision</b>	<b>Amendment</b>
8.4 That the CCG, when developing new contribution agreements with the CCGAs, more clearly define the roles and responsibilities of each of the parties, including performance measurement and planning and reporting requirements, and consider placing region-specific parameters on types and amounts of spending.	Deferred, to discussion on July 9, 2006.	CCG agrees to the intent of the recommendation but discussion of content will be deferred to July 9, 2006.
8.5 That a document be developed that will clarify the points of contact at CCG for the CCGA at a national and a regional level.	Accepted. See Action Plan Item 10.0	
8.6 That a four to five year strategic plan be developed and progress on goals and outcomes for this plan be assessed annually. This strategic plan would be updated as required, with a major review occurring every four to five years.	Accepted. See Action Plan Item 11.0	

### Discussion

In discussion, Susan Steele, CCG, said that as an element of this strategic plan CCG would like to review business plans from all the regions to develop a common list of shared elements for business plans between the regions. Susan also suggested that the CCG would develop a draft allocation process that would clarify why money is allocated and on what basis. These items are captured in Action Plan Item 11.0

<b>Recommendation</b>	<b>Decision</b>	<b>Amendment</b>
8.7 That a strategic meeting of the principals of CCGA and CCG be held annually. This meeting will review what progress was been made in the previous year within the framework of the strategic plan. Likewise it would provide a setting in which to discuss major priorities for the coming year and other issues of importance to either organization.	Accepted. See Action Plan Item 11.0.	Linked to outcomes of Strategic Plan.
8.8 That CCGA and CCG put in place an effective dispute resolution process.	Accepted.	To be included in the Contribution Agreement.
8.9 That Coast Guard address issues related to funding SAR Prevention activities	Rejected.	CCG is happy to support CCGA in their pursuit of this objective

for commercial fishermen with Transport Canada.		with Transport Canada who retain that responsibility.
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## Action Plan Review and Wrap-Up

Following the discussion of the IOG recommendations, Tim Plumptre presented an overview of the types of issues the Identity and Vision Task Force may choose to consider. These included demography – clients, volunteers, staff (age, gender, language, other); security; the maritime environment such as the impacts of climate change; and, technology and operations regarding life saving equipment and techniques

Tim said the work of the Identity and Vision Task Force will provide a framework for clarifying challenges to be addressed at national level, addressing the issue of identity, and anticipating and capitalizing on opportunities

Following Tim’s presentation, several CCGA participants expressed concerns around the need to limit the Terms of Reference for the Identity and Vision Task Force to ensure that it can successfully complete its goals in a timely manner. Jack said the broad outline of issues to consider that Tim presented may be beyond the scope of the Task Force. The Task Force will consider what to include in their Terms of Reference at their first meeting (See Action Plan Item 7.0).

Participants then reviewed the Action Plan developed throughout the day. The Action Plan is provided as Annex B to this report.

Following the review of the Action Plan, the meeting was adjourned and several participants expressed their views of positive outcomes of the meeting and the governance review process.

## Annex A: Participants List

Name	Organization and Region	Email
Gary Sidock	Canadian Coast Guard:	<a href="mailto:SidockGB@dfo-mpo.gc.ca">SidockGB@dfo-mpo.gc.ca</a>
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## Annex B: CCGA Governance Implementation Meeting Action Plan

Objectives	Activities	Responsibilities	Current Status
1.0 Bylaws	1.1 IOG to circulate minutes of the meeting to Regional Presidents, National Chair and Business Manager indicating outcomes on IOG recommendations for the bylaws.	Michael Bassett to send by July 14, 2006	
	1.2 Recommended Bylaw changes to be drafted for review.		
2.0 Code of Conduct for the National Board be developed and approved that will apply to the National Board and to the individual members of the Board.	2.1 BC and QC to share their individual copies of their codes of conduct. (Shared by July 14, 2006)	Bruce and Louis to send regional models to Francois ASAP.	
	2.2 Francois will consolidate the reports and send to the Regional Board by the end of July via mail (with return postage)	Francois to finalize document and post by mail by end of July 2006.	
	2.3 Code of Conduct to be signed off by each member of the National Board (or, if required, send comments/concerns to Francois for consideration/incorporation).	5 Regional Presidents and National Chair.	
3.0 Development of an orientation program for new members of the National Board.	3.1 Francois to circulate the BC region's orientation guide to the National Presidents (once it is translated) and the IOG for consideration in governance policies.	Francois by ??? National Chair and Steve Troy to consider whether to engage the IOG to review and make recommendations on the orientation program.	
	3.2 Presidents and National Chair to consider other elements to include in broad National Board orientation program. IOG – consider need for adaptation of regional materials to national context	Regional Presidents	

4.0 Governance Policies	4.1 IOG to develop draft of governance policies for CCGA review by Regional Presidents and National Chair.	IOG to share by September 15, 2006. IOG to also suggest types of governance policies to include.	
5.0 Communications Policy.	5.1 Francois and Louis to prepare a draft communications policy by Labour Day 2006 to circulate to Regional Presidents and National Chair.	Francois and Louis to prepare draft by Labour Day 2006.	
6.0 Further discussion of how to address fundraising.	6.1 Regional Presidents to circulate by August 1, 2006 major questions from their regions on fundraising regionally and nationally. Questions could include: Do we want to fundraise regionally/nationally? What is the purpose/goal of fundraising? What would the formula be for sharing of resources (nationally to regions) and (regions to regions)?	National and Regional Presidents (Chair) and business managers to compile their questions for a fundraising review by August 15, 2006. Possible teleconference to discuss. Malcolm to organize and lead at this point.	
	6.2 BC to share their materials and approaches to fundraising with Francois who will circulate to other Regional Presidents.	Bruce to send to Francois by August 1, 2006. Francois to send to Regional Presidents ASAP.	
7.0 Task force to be created on vision and identity	7.1 Jack Kruger and Bruce Falkins will be the CCGA representatives on this task force. Steve Troy to identify CCG representative(s). Louis Arsenault will serve in an advisory capacity on French language considerations and identity and vision.	Steve Troy to identify the CCG representative(s) by July 28, 2006. Jack to Chair this task force.	
	7.2 Initial meeting of this task force to be convened to establish terms and tasks for the group.	Chair (Jack Kruger) will convene this initial meeting.	

	7.3 The terms of reference for the task force to include consideration of staffing issues that may arise from the vision and identity discussion. Final decisions on staffing will be determined by the National Board at a later date.		
8.0 To review the job descriptions and roles of Business Managers across the regions.	8.1 CCGA Business Managers to weigh the percentage of their effort spent on each of these core tasks on an annual basis.	CCGA Presidents to communicate why this information is being compiled to business managers. Business managers to send this information to Steve Troy by August 1, 2006.	
	8.2 CCGA business managers to send their job descriptions to Steve Troy. CCG will combine these documents to develop a core list of duties.	CCGA Business Managers to send to Steve Troy by August 1, 2006. Steve to send the core duties document to CCGA Presidents by September 15, 2006	
9.0 To develop a common set of principles, vision and common calendar to guide the partnership	9.1 Steve Troy suggested that Steve Daoust would lead this process drawing on existing work.	Steve Daoust to develop draft by August 31, 2006	
	9.2 Malcolm and Francois to send Steve Daoust calendar items by August 15, 2006.	Malcolm and Francois to Steve Daoust by August 15, 2006	
10.0 To develop a points of contact document at the regional and national level.	10.1 Coast Guard to update existing relationship document and circulate to CCGA for early September 8, 2006.	Steve Troy to lead.	

11.0 To develop a 4-5 year strategic plan for the CCG-CCGA Partnership.	11.1 CCG and CCGA to develop a process for a shared 4-5 year strategic plan for the partnership. CCGA to identify process for including vision and identity work in this process.	CCG and CCGA to examine a process for the development of a 4-5 year plan in the Fall.	
	11.2 Susan Steele to review business plans to develop a draft set of core elements (template) needed for business plans. This would allow comparability between regional business plans on these elements. Susan Steele will also seek identification from Transport Canada regarding the core elements they need in business plans.	Susan Steele to develop draft of core elements by September 15, 2006.	
	11.3 Coast Guard to develop a draft allocation process to articulate why money is allocated and on what basis.	CCG Headquarters to develop the draft September 15, 2006.	