

# **Canadian Coast Guard Auxiliary National Council** **Members Charter/Terms of Reference**

## **Introduction**

The Canadian Coast Guard Auxiliary National (CCGA-N) is a non-profit organization dedicated to supporting regional Coast Guard Auxiliary Associations in their mission.

## **Mission**

The Canadian Coast Guard Auxiliary National supports the respective missions of the regional auxiliary organizations to save life on the water.

## **Values**

In all we do or say, we will:

- Celebrate the courage, dedication and humanity of our volunteer crew members
- Seek the highest standards of professionalism
- Sustain our voluntary fellowship
- Maintain our independence
- Gain the awareness and support of the public
- Encourage open and honest communications at all levels
- Promote teamwork, both amongst ourselves, and with our mission partners

The organizational structure of the CCGA is testament to its humanitarian ideals and its grassroots strengths.

In Canada, six Canadian Coast Guard Auxiliaries are federally incorporated as non-profit associations.

- CCGA National Inc.
- CCGA Pacific Inc.
- CCGA Central & Arctic Inc.
- CCGA Quebec Inc.
- CCGA Maritimes Inc.
- CCGA Newfoundland & Labrador Inc.

Each association has a legal entity (Corporation) separate from that of the Government of Canada.

Each of the five regional associations are members of the CCGA National Council, chaired by an elected National Chair. All Council Members are governed under this Charter.

The National Council oversees the administrative and business requirements for joint projects and shared services.

The following represents the expectations of a Member of the National Council as it relates to their duties and obligations to the Council and the Auxiliary.

## **1. GOALS AND OBJECTIVES**

1. As a member of the Council, each member will:
  - 1.1. Oversee the management and governance of the business and affairs of the National CCGA;
  - 1.2. act honestly and in good faith and in the best interests of the National CCGA;
  - 1.3. exercise the care, diligence and skill of a reasonably prudent person;
  - 1.4. fulfill the legal requirements and obligations of a corporation director; and
  - 1.5. represent the interests of all members in the governance of the National CCGA.

## **2. PRINCIPLES**

2. The National Council will be governed by the following fundamental principles of good governance :
  - 2.1. The majority must be allowed to rule;
  - 2.2. The minority have rights that must be respected;
  - 2.3. Members have a right to information to help make decisions;
  - 2.4. Courtesy and respect for others are required;
  - 2.5. All members have equal rights, privileges and obligations;
  - 2.6. Members have a right to an efficient meeting.

The essence of a good organization, and meeting, is the equal **opportunity** of members to initiate ideas, oppose ideas, and to do so without coercion.

## **3. DUTIES AND RESPONSIBILITIES**

### **3. Council Activity**

3. Each member will:
  - 3.1. exercise good judgment and act with integrity;
  - 3.2. use their abilities, experience and influence fully and constructively;
  - 3.3. demonstrate high ethical standards;
  - 3.4. be an available resource to management and the National Council;
  - 3.5. devote time to be of effective service to the National Council;
  - 3.6. respect confidentiality;
  - 3.7. advise the Chair in advance when planning to introduce significant or previously unknown information or material at a National Council meeting.
  - 3.8. understand the difference between governing and managing ie. focus on vision, direction, resourcing, monitoring and accountability and not encroach on staff or volunteers areas of responsibility;
  - 3.9. be aware of potential conflict areas – real or perceived – and disclose and abstain from voting when required;
  - 3.10. when appropriate, communicate with the members of the Council or Business Managers between meetings;
  - 3.11. demonstrate a willingness and availability for one on one consultation with the Chair as required;
  - 3.12. evaluate the CCGA's performance;

- 3.13. advise the Chair and the Secretary of the Council at the earliest possible date if he or she is not able to attend a meeting or for whatever reason serve as a member;
- 3.14. be collegial and respectful towards other Members.

### **3.2 Meeting Preparation and Attendance**

Each member will:

- 3.15. Prepare for Council meetings, and where appropriate committee meetings for those committees of which they are a member, by reading reports and background materials prepared for each meeting and acquiring adequate information necessary for decision making; and, maintain an excellent Council and committee meeting attendance record.
- 3.16. Members will strive for 100% attendance and are expected to attend at least 70% of all Council meetings and, for those committees of which they are members, 70% of all committee meetings.
- 3.17. Meetings of the Council, and all committees, will be governed by the Objects of Incorporation and Roberts Rules of Order with precedence given to the Objects of Incorporation.
- 3.18. Notice of Meetings shall be served by the Secretary who is responsible for ensuring a proper record of proceedings is kept and a copy retained in the Corporate Minute Book.
- 3.19. Preparation of the Agenda shall be the co-responsibility of the Chair and the Secretary.
- 3.20. All meeting material shall be made available to members at least 7 days in advance of any properly called meeting. Exceptional items (post-7 days) may be added at the written request of any member but will only be considered with the consent of the Council at that time.

### **3.3 Communication**

Each member will:

- 3.21. Participate fully and frankly in the deliberations and discussions of the National Council; and
- 3.22. Encourage free and open discussion of the affairs of the CCGA by the members.

### **3.4 Independence**

Each member will:

- 3.23. speak and act independently of staff and volunteers; and
- 3.24. while recognising particular regional interests endeavour to represent the national interests of the CCGA.

### **3.5 Committee Work**

Each member:

- 3.25. is expected to participate on committees when asked and become knowledgeable about the purpose and objectives of the committee; and

- 3.26. is expected to understand how committees function, and the role of staff and volunteers supporting the committees.

### **3.6 Knowledge and Representation**

Each member will:

- 3.27. become and remain knowledgeable of the full range of the CCGA's programs and services;
- 3.28. develop and maintain a thorough understanding of the unique role of the CCGA within the national and international maritime safety community
- 3.29. develop and maintain an understanding of the regulatory, legislative, economic, social and political environments within which the CCGA operates;
- 3.30. participate in and receive on-going training and education when asked;
- 3.31. become acquainted with the members of the Council, Regional Auxiliary Boards, staff and key volunteers of the CCGA;and
- 3.32. be an effective ambassador and representative of the CCGA.

### **4. AFFIRMATION**

In recognition of the acceptance of this Charter and its collegial nature each Council member has agreed to sign-off, be bound by and table a signed copy with the Secretary.

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Signed/Dated

At the CCGA-N meeting held in Toronto on November 21, 2012, the National Council created the National Restructuring Committee to draft a proposal of National structure and the role of the National chair and to report to the Council.

The following recommendations were subsequently adopted by the National Council:

## **INCORPORATION**

The Committee recommends National remain an incorporated entity.

## **SUMMARY**

The following is a summary of the recommendations of the Committee:

1. CCGA- National changes its format to that of a Council or Association. For the purposes of this discussion, “council” will be the operative description;
2. The Council consists of 5 Representatives, one from each of the Regions;
3. The Council will elect a Chair from a list of Nominees put forward by the Representatives of each Region. Each Region will nominate a candidate from within its membership;
4. The Chair Elect will have one 2-year term, with the option of a second 1-year term, at the discretion of the Council. This option can be renewed one more time at the discretion of the Council for a total maximum of four years;
5. Every National Council meeting shall include an “In Camera” session attended by the 5 Regional Representatives only, for the purpose of assessing the efficacy of the Chair, the operations of the National Council, and any paid staff positions;
6. The National Council will be financially supported equally by the 5 Regions;
7. Each Region negotiates its own Contribution Agreement with the Federal Government. Each Agreement will include money earmarked for the support of the National Council. National will negotiate its contribution agreement with the five Regions.

## **ROLE OF THE NATIONAL COUNCIL**

1. The role of the National Council is:
2. To gather statistical data required for negotiation of insurance benefits and premium;
3. To share best practices among the Regions;
4. To be accountable and transparent for monies granted for its operations;
5. To be directly accountable to the Regions in all its operations and fiscal responsibilities;

6. To provide national guidelines for minimal standards of training, vessels and equipment;
7. To provide translation services as required;
8. To provide a venue for National Awards;
9. To provide representation at various events as approved by the Council;
10. To manage the website;
11. If requested by the Council, develop and file requests for NIF projects of NSS or other projects from any other organizations.

### **ROLE OF THE NATIONAL CHAIR**

1. To support the role of the National Council;
2. To organize and chair Council meetings;
3. To ensure the agendas for National Council meetings are distributed to the Regions, and all regions are invited to add to or adjust the draft agenda in a timely manner;
4. To maintain a National perspective, and to divest him/herself from personal interest in his/her own Region;
5. To function only in the best interests of the CCGA and the 5 Regions;
6. To represent the Regions as required at various events with the approval of the Council.
7. The National Chair will hold no CCGA Council position within his/her own Region and will perform his/her duties with the highest ethical standards.

### **ELECTION PROCESS**

1. At the National Council AGM, each Region is invited to put forward the name of a candidate for the National Chair position.
2. Each candidate will supply a brief autobiography and a statement of interest in holding the position.
3. The 5 Regional Representatives will hold an in camera meeting to discuss the candidates to vote on and elect a Chair.
4. Voting shall be by secret ballot.
5. The votes will be tallied by 2 Council members, to be appointed by the majority of the Council.
6. Ballots will be destroyed upon acceptance of a motion to do so.

## **NATIONAL COUNCIL BUDGET**

1. Budget will be agreed upon by the 5 Regional representatives;
2. Each region shall be equally responsible for the financial support of the National Council as per above;
3. Each region will have built in to its Contribution Agreement adequate funding to support the National Council based on the Council's projected budget;
4. Included in the budget for the National Council will be sufficient funding to allow for unforeseen issues, not to exceed \$25000.

## **Canadian Coast Guard Auxiliary National Committee Structure**

### **Introduction**

The Canadian Coast Guard Auxiliary (CCGA) is a non-profit organization dedicated to Search and Rescue (SAR) and safe boating activities.

Its mission is to provide a National Volunteer Maritime Rescue Service. Governance at the National level is through the CCGA National Board of Directors (National Council).

In order to conduct business the National Council has recourse to a variety of committees.

### **1.0 The Role of Committees - General**

Committees exist to assist a Council based on what they are instructed to do. They cannot act independently. They make recommendations. Only the full Board can make decisions.

Committees are managed under the same rules of procedure as the full Council with the same duties/obligations/constraints.

There are two (2) types of committees - Standing and Special.

The former (Standing) are usually included in the By-Laws and are considered a permanent part of the corporation and while membership may change, the purpose of such a committee including its functions and duties do not change. These functions and duties are essential to the effective and efficient operation of an organization.

The latter (Special) are usually created to perform a specific task and are dissolved when the task is completed and a final report submitted to and considered by the full Council. Such committees usually have 2 functions - to investigate or to carry-out ie. implement an action.

Committee size and composition will be dictated by its type or purpose.

The most important member of any committee is the Chair who is responsible for the management and oversight of the committees work. In selecting a Chair the main determinates are, again the purpose of the committee, but also finding someone with the interest and time to dedicate. The balance of membership should be based on what specific individuals can contribute to the work of a committee. It is team-work not a one-person band.

As committee reports and recommendations are always submitted to the full Council for consideration and approval there is no need for committees to "mirror" the geo-political structure of the Council.



## **2.0 Committee Principles**

The same principles of good governance apply to committees:

- The minority have rights that must be respected;
- Decision-making will be, where possible, on a consensual basis;
- Members have a right to information to help make decisions;
- Courtesy and respect for others is required;
- All members have equal rights, privileges and obligations;
- Members have a right to an efficient meeting.

The essence of a good organization, and meeting, is the equal **opportunity** of members to initiate ideas, oppose ideas, and to do so without coercion or fear of reprisal.

## **3.0 Standing Committees**

The following Standing Committees are those that exist or are proposed for the CCGA National Council.

- Executive
- Finance and Audit
- Governance (Restructuring)
- Awards
- Information Technology (IT)

The Chair of each Standing Committee will be a National Council member, except where indicated, other members may not be from the National Council itself.

Standing Committees may have additional functions assigned at the discretion of the Council.

It is expected that the business of all committees will be conducted by email and telephone conferences with face-to-face meetings limited and only with the specific approval of the CCGA National Council.

### **3.1 Executive Committee**

**Chair :** National Chair

**Members :** Vice-Chair  
Secretary  
Treasurer

**Duties :** To manage in accordance with approved policy the day-to-day business of the National Auxiliary and to also act as the Human Resource advisors to the National Council on staffing, staff remuneration, benefits and compensation.

### **3.2 Finance and Audit Committee**

**Chair:** Treasurer

**Members:** National Chair  
National Business Manager

**Duties:** To manage and oversee the finances of the Auxiliary; to set accounting policies, practices and procedures; and, to develop and ensure the adequacy and efficacy of the Auxiliary Business Planning processes. The Committee will review monthly financial statements, comparing actual to actual and actual to budget, identifying any concerns or issues such as for example cases of fraud or misappropriation of funds. Further, it will recommend appropriate accounting policies and procedures, review all expenditures, ensure costs are consistent with budget and the purposes of the auxiliary as determined by the Council, the Contribution Agreement, funding purposes and policies.

The Finance Committee will in addition undertake the role of an Audit Committee as such the Committee will review performance and recommend the appointment of an Auditor, meet with the Auditor each year to go over the audit plan and results, receive reports on the audit and communicate findings to the Council as a whole.

### **3.3 Governance (Restructuring) Committee**

**Chair:** Secretary

**Members:** National Chair  
One Additional National Council Member

**Duties :** To manage and oversee the governance of the National Auxiliary including responsibility for keeping its core governance documents (By-Laws etc.) up to date and reflective of changes in corporate best practices; to oversee the functioning of the National Council and committee structure; and to provide advice on regional consistency. The Governance Committee will be responsible for reviewing the By-Laws on an annual basis to ensure that any changes are processed in time for approval at the Annual (or Special if required) General Meeting. Further the Committee will ensure that all annual legal reporting requirements are met.

### **3.4 National Awards Advisory Committee**

**Chair:** President

**Members:** One additional National Council Member on rotation  
National Business Manager  
One CCG representative

**Duties:** to manage and oversee the CCGA National Awards Program including the responsibility for reviewing and approving/declining national award nominations; to recommend to the National Council improvements to the CCGA National Awards Program; and to ensure consistency in the application of the eligibility and selection criteria for each award. To nominate CCGA members on external recognition programs.

Description of positions  
on CCGA National Council

<b>Job Title:</b>	National Chair		
<b>CCGA National</b>	CCG Auxiliary National		
<b>Location:</b>	Ottawa		
<b>Nature of Position:</b>	Elected - By National Auxiliary Council Members	<b>Position Type:</b>	Volunteer
<b>Incumbent:</b>		<b>Effective Date:</b>	
		<b>Term Expires :</b>	
<b>Personal Contact Information :</b>			
<b>Fax or E-mail:</b> (xxx) xxx-xxxx or <a href="mailto:someone@example.com">someone@example.com</a>		<b>Mail:</b> 123 ABC St. Anytown, Any Province A1A B1B	
<b>Job Description</b>			
<b>Role and Responsibilities</b>			
<ul style="list-style-type: none"> <li>• Presides as Chair of the National Council ensuring they are conducted in an efficient and effective manner;</li> <li>• Facilitates the effective operation and management of, and provides strong leadership to, the Council;</li> <li>• Is charged with the general management and supervision of the affairs of the National Auxiliary;</li> <li>• Is responsible for implementing decisions of the National Council;</li> <li>• Executes all legal documents on behalf of the National Auxiliary;</li> <li>• Acts as the official spokesperson for, and represents the Auxiliary at approved national and international meetings and events, as instructed by the Council;</li> <li>• Leads the setting of the strategic direction and good governance of the CCGA National;</li> <li>• Chairs the National Executive Committee;</li> <li>• Supervises the CCGA National office staff.</li> </ul>			
<b>Qualifications and Education Requirements</b>			
Demonstrated strategic thinking and leadership exhibited by a minimum of 4 years in a management position in a Regional Auxiliary.			
<b>Preferred Skills</b>			
Good judgment: know when to strictly enforce the rules of procedure.			
Governance : Willingness to learn the correct procedures and to use them fairly and judiciously.			
Active listening skills: Ability to expedite business by listening to members and summarizing discussion.			
Calmness: Ability to keep peace and maintain decorum.			
<b>Reviewed By:</b>		<b>Date:</b>	
<b>Approved By:</b>		<b>Date:</b>	
<b>Last Updated By:</b>		<b>Date/Time:</b>	

<b>Job Title:</b>	Vice-Chair		
<b>CCGA National</b>	CCG Auxiliary National		
<b>Location:</b>	Ottawa		
<b>Nature of Position:</b>	Elected by Council	<b>Position Type:</b>	Volunteer
<b>Incumbent:</b>		<b>Effective Date:</b>	
		<b>Term Expires :</b>	
<b>Personal Contact Information :</b>			
<b>Fax or E-mail:</b> (xxx) xxx-xxxx or <a href="mailto:someone@example.com">someone@example.com</a>		<b>Mail:</b> 123 ABC St. Anytown, Any Province A1A B1B	
<b>Job Description</b>			
<p><b>Role and Responsibilities</b></p> <ul style="list-style-type: none"> <li>• Provides leadership for the National Auxiliary;</li> <li>• Supports the setting of the strategic direction and good governance of the CCGA National;</li> <li>• Presides as Chair of the National Council in the absence of the President;</li> <li>• Chairs the National Executive Committee in the absence of the President;</li> <li>• Executes all legal documents on behalf of the National Auxiliary when the President is unavailable;</li> <li>• Acts as the official spokesperson in the absence of the President;</li> <li>• Exercises such other duties as are assigned by the President.</li> </ul> <p><b>Qualifications and Education Requirements</b></p> <p>Must be a sitting Council member to be considered for election. Demonstrated strategic thinking and leadership exhibited by up to 4 years in a management position in a Regional Auxiliary.</p> <p><b>Preferred Skills</b></p> <p>Good judgment: know when to strictly enforce the rules of procedure. Governance : Willingness to learn the correct procedures and to use them fairly and judiciously. Active listening skills: Ability to expedite business by listening to members and summarizing discussion. Calmness: Ability to keep peace and maintain decorum.</p>			
<b>Reviewed By:</b>		<b>Date:</b>	
<b>Approved By:</b>		<b>Date:</b>	
<b>Last Updated By:</b>		<b>Date/Time:</b>	

<b>Job Title:</b>	Secretary		
<b>CCGA National</b>	CCG Auxiliary National		
<b>Location:</b>	Ottawa		
<b>Nature of Position:</b>	Elected by the Council	<b>Position Type:</b>	Volunteer
<b>Incumbent:</b>		<b>Effective Date:</b>	
		<b>Term Expires :</b>	
<b>Personal Contact Information :</b>			
<b>Fax or E-mail:</b> (xxx) xxx-xxxx or <a href="mailto:someone@example.com">someone@example.com</a>		<b>Mail:</b> 123 ABC St. Anytown, Any Province A1A B1B	
<b>Job Description</b>			
<b>Role and Responsibilities</b>			
<p>The Secretary is responsible for ensuring that an organization complies with all relevant legislative and regulatory requirements and keeping members informed of their legal responsibilities. In addition the Secretary is responsible for :</p> <ul style="list-style-type: none"> <li>• Being the custodian of the corporate seal and keeping all records of the organization including committee documents;</li> <li>• Providing Notice of Meeting and in conjunction with the President preparing Agendas for National Council meetings;</li> <li>• Signing all Minutes and other certified acts of the organization;</li> <li>• Maintaining the official documents of the organization including By-Laws, Rules of Order, Standing Rules, correspondence and Minutes;</li> <li>• Ensuring the taking of Minutes at all business and board meetings;</li> <li>• Chairing the National Council in the absence of the President and Vice-Chair;</li> <li>• Chairing the Governance Standing Committee;</li> <li>• Assisting in the setting of the strategic direction and good governance of the CCGA National;</li> <li>• Performing such other duties as may from time to time be determined by the Board.</li> </ul>			
<b>Qualifications and Education Requirements</b>			
<p>Must be a member of the Council.          Demonstrated strategic thinking and leadership usually exhibited by up to 4 years in a management position in a volunteer organization.          Demonstrated administrative experience normally exhibited from having performed similar duties in a volunteer organization.</p>			
<b>Preferred Skills</b>			
<p>Serving with integrity and respect for others.          Innovating through analysis and ideas.          Mobilizing members, colleagues and partners with focus and consistency.          Delivering through action, people and financial management.</p>			

Reviewed By:		Date:	
Approved By:		Date:	
Last Updated By:		Date/Time:	



<b>Job Title:</b>	Treasurer		
<b>CCGA National</b>	CCG Auxiliary National		
<b>Location:</b>	Ottawa		
<b>Nature of Position:</b>	Elected by Council	<b>Position Type:</b>	Volunteer
<b>Incumbent:</b>		<b>Effective Date:</b>	
		<b>Term Expires :</b>	

**Personal Contact Information :**

**Fax or E-mail:**

(xxx) xxx-xxxx or [someone@example.com](mailto:someone@example.com)

**Mail:**

123 ABC St.  
Anytown, Any Province  
A1A B1B

**Job Description**

**Role and Responsibilities**

The Treasurer is the corporate officer entrusted with fiduciary responsibility for the caring of the organizations funds. The Treasurer is responsible for :

- Keeping full and accurate accounts of all receipts and disbursements in a proper book of accounts;
- Receiving and disbursing the money of the organization;
- Depositing all monies and valuable effects in the name and to the credit of the National Auxiliary;
- Rendering to the Council at regular meetings an account of all transactions and providing status on the finances of the National Auxiliary;
- Filing on a timely basis and in the correct form the appropriate tax information with the relevant authorities;
- Overseeing the preparation of the budget for the National office;
- Overseeing the finances of the CCGA National;
- Chairing the Finance Standing Committee;
- Ensuring the auditing of the organization;
- Assisting in the setting of the strategic direction and good governance of the CCGA National;
- Perform such other duties as may from time to time be determined by the Council.

**Qualifications and Education Requirements**

Be a member of the Council or a member of a Regional CCGA to be considered eligible for election.

Demonstrated strategic thinking and leadership exhibited by up to 4 years in a management position in a volunteer organization.

Professional accounting designation; or, a combination of relevant experience in bookkeeping and financial management of not-for-profit organizations.

**Preferred Skills**

Serving with integrity and respect for others.

Innovating through analysis and ideas.

Mobilizing members, colleagues and partners with focus and consistency.

Delivering through action, people and financial management.			
Reviewed By:		Date:	
Approved By:		Date:	
Last Updated By:		Date/Time:	

<b>Job Title:</b>	Director		
<b>CCGA National</b>	CCG Auxiliary National		
<b>Location:</b>	Ottawa		
<b>Nature of Position:</b>	Appointed as per provisions of National By-Laws	<b>Position Type:</b>	Volunteer
<b>Incumbent:</b>		<b>Effective Date:</b>	
		<b>Term Expires :</b>	
<b>Personal Contact Information :</b>			
<b>Fax or E-mail:</b> (xxx) xxx-xxxx or <a href="mailto:someone@example.com">someone@example.com</a>		<b>Mail:</b> 123 ABC St. Anytown, Any Province A1A B1B	
<b>Job Description</b>			
<p><b>Role and Responsibilities</b></p> <p>Responsible for :</p> <ul style="list-style-type: none"> <li>• Exercising fiduciary responsibility of overseeing the operation of the corporation;</li> <li>• Constructively challenging and contributing to the development of strategy;</li> <li>• Scrutinizing the performance of the corporation;</li> <li>• Ensuring that information is accurate and controls and systems for risk management are in place, robust and working;</li> <li>• Setting the strategic direction and as one of the custodians maintaining the good governance of the corporation;</li> <li>• Making decisions in the best interest of the corporation;</li> <li>• Actively participating in the committee work of the corporation, either as Chair or member, where required;</li> <li>• Performing such other duties as may from time to time be determined by the Council.</li> </ul> <p><b>Qualifications and Education Requirements</b></p> <p>Appointment is at the discretion of each of the 5 Regional Auxiliaries (Newfoundland and Labrador, Maritimes, Quebec, Central &amp; Arctic, Pacific ) whom may each elect or appoint one Director to the Board.</p> <p><b>Preferred Skills</b></p> <p>Serving with integrity and respect for others.  Innovating through analysis and ideas.  Mobilizing members, colleagues and partners with focus and consistency.  Delivering through action, people and financial management.</p>			
<b>Reviewed By:</b>		<b>Date:</b>	
<b>Approved By:</b>		<b>Date:</b>	
<b>Last Updated By:</b>		<b>Date/Time:</b>	