

## OVERVIEW

Incorporated in 1962, the Canadian Society of Association Executives (CSAE) is Canada's only member-based not-for-profit organization committed to delivering the knowledge, resources and environment to advance association excellence. CSAE, also known as an "association of associations," offers robust networking and learning opportunities, including an education program leading to the Certified Association Executive (CAE<sup>®</sup>) designation.

Legislated under the Canada Not-for-Profit Corporations Act (CNCA), CSAE is governed by a Board of Directors (Board). The Board assumes overall responsibility for the governance of CSAE, establishes policy to provide direction for the organization, sets strategic priorities towards achieving the Mission and Vision and monitors the overall performance of the Board, the President & CEO (P&CEO) and the organization.

CSAE operates through a central hub and seven regional networks across the country - in Alberta, Atlantic Canada, British Columbia, Manitoba, Ottawa-Gatineau, Quebec and the GTA/Golden Horseshoe (Trillium). Regional networks deliver programs and services to local members. This includes, but is not exclusive to, educational programming and events, special events and member-based activities.

## PURPOSE

Network councils are comprised of volunteers within a regional network who have oversight for developing plans and annual activity within the respective network. Responsibilities are outlined in the Board, Network and Employee Relations policy #002 and chart (appendix #1).

## ACCOUNTABILITY

Network councils contribute to CSAE's strategic plan and annual operating plan and implement programs and services to support approved plans and deliver value to members.

Councils are accountable to the P&CEO per the Governance Model policy and structure #001 (appendix #2).

Each council member shall sign a written *commitment to serve* form annually and must abide by organizational policies including confidentiality and conflict of interest.

CSAE's insurance coverage shall protect council members and network volunteers against innocent error in the conduct of their responsibilities.

#### AUTHORITY

Acting in the capacity and authority outlined in the roles and responsibilities as defined by the Board (appendix #1), and within operational policies as defined by the P&CEO, the network council shall exercise oversight in the following areas:

#### *Managing the network:*

- Engage network members and stakeholders in program delivery to attain results
- Monitor progress on network activities
- Review and confirm data and information on results of network activities
- Ensure transparent and accountable decision making and communications between council and the P&CEO and between the network administrator and the P&CEO
- Recruit and appoint network council members and local network committee members
- Conduct orientation for network volunteers
- Develop and plan for succession of council and other network volunteers
- Evaluate and recognize council members and committee volunteers

#### *Planning & programming:*

- Contribute to the strategic plan and annual operating plan
- Implement programs and services to support approved plans and deliver value to local members
- Determine content, topics, speakers with operational support from the network administrator and in accordance with CSAE event guidelines

*Membership:*

- Act as a CSAE ambassador for existing, new and potential members
- Identify and develop engagement opportunities for local members, included in the annual plan, with support from Membership & Business Development and the network administrator
- Contribute to CSAE's pan-Canadian recruitment and retention plans, as well as customize plans specific to the local network

*Financial:*

- Develop an annual operating budget, approved by the Board, as part of the overall planning process to support the network's annual plan
- Comply with financial procedures
- Monitor financial status on network activities

*Protect standards:*

- Exemplify and reinforce all values
- Support and reinforce CSAE's core values and desired culture across and within networks
- Adhere to the CSAE Code of Conduct (appendix #3)
- Provide network leadership

*Committees:*

From time to time and where applicable, networks may establish committees, task forces and working groups as required and approved by the council. The responsibilities for any established committee, task force or working group shall be set out in individual terms of reference as approved by the network council.

The council, appoints all committee, working group and task force chairs.

*Charity of choice:*

- Where applicable, network councils may choose to support a charity of choice to be approved by the P&CEO prior to launch
- Fundraising efforts must be clearly identified in support of the charity
- Funds raised must be accounted for with support from the Director, Finance & Corporate Services

#### SUPPORT

A network administrator, and other CSAE functional units and employees as designated, provides support to the network council through professional and administrative services. Centralized support services include but are not exclusive to finance and corporate services; IT solutions; technology support; marketing and communications; sponsorship; and business development.

#### COUNCIL COMPOSITION/MEMBERSHIP

CSAE members are eligible to be appointed to a council if their membership is in good standing as outlined in the CSAE by-laws (appendix #4).

Council sizes depend greatly on the region's volunteer population. A council may range from a minimum of five to a maximum of 12 members. Each council shall appoint a council chair. Where applicable, councils may appoint a first vice and a second vice (see appendix #5 for descriptions). The immediate past chair will also serve by nature of the position. At least one member must be a business member. The P&CEO is ex-officio and is entitled to attend meetings.

It is recommended, when possible, that members serve on a staggered basis for a two-year term renewable twice.

In the event a vacancy occurs on the council, the council may, at its discretion, appoint another eligible member to serve or leave the position vacant until the next annual appointment.

#### COUNCIL APPOINTMENT

Vacancies will be included in the annual call for volunteers, outlining the specific requirements as identified by the council or, where applicable, a nominating committee (chaired by the immediate past council chair) or task force.

Applications will be received, reviewed and vetted by the council. The council will approve the appointments for all vacant positions. The leadership of the council (chair, vice chair(s) and past chair) will be appointed by the council. All terms for network council members will commence immediately following the CSAE annual general meeting (AGM) in October.

## COMMITMENT

- Comply with governance and operational policies in relation to network activities
- Develop, in consultation with the P&CEO, and implement network operational controls or guidelines
- At any meeting of the council, a quorum shall consist of a simple majority (50% plus one).
- All decisions made at the council level are by consensus not by vote
- Provide an update to members in the CSAE annual report and as part of the AGM

## COUNCIL MEETINGS

A minimum of four council meetings will be held, in-person or electronically, each governance year.

The frequency of meetings will be assessed by the council with additional meetings held as required during the year.

## REMUNERATION

Individuals shall not be remunerated for their duties as council members. Council members may be reimbursed for reasonable expenses, based on CSAE's expense policy (appendix #6), incurred while performing volunteer duties. Such expenses shall be included in the annual budget, approved by the Board, and monitored accordingly by the network council and the P&CEO.

Any council member may serve CSAE in any other professional capacity and receive compensation so long as it complies with CSAE's conflict of interest policy.

## Appendices

- 1) Board, Network and Employee Relations policy #002 and chart
- 2) Governance Model policy #001 and structure
- 3) Code of Conduct (under revision)
- 4) By-laws
- 5) Network Council Leadership Descriptions
- 6) Expense policy (in development)

## Appendix #5

### Leadership descriptions

Chair (one-year term, where necessary or applicable the council chair/vice chair term(s) may be extended at the discretion of the council):

- chair all council meetings.
- monitor attendance of members at council meetings.
- oversee the planning and implementation of the annual network plan.
- ensure compliance with organizational policies.
- monitor and report on the activities of the network to the President & CEO.
- participate in quarterly council chairs' meetings.
- attend and contribute to the annual Leaders Forum.

First vice (one-year term, where necessary or applicable the council chair/vice chair term(s) may be extended at the discretion of the council):

- act on behalf of the council chair where the council chair becomes incapacitated or is unavailable to perform their duties.
- lead the network's annual planning exercise in conjunction with the network administrator.
- oversee the development of the network's plan and budget, ensuring compliance with financial policies.
- eligible to participate in pan-Canadian working groups and committees if their time and interest permits.
- prepare to assume the chair position in the coming year.

Second vice – where applicable (one-year term):

- ensure the accuracy of the minutes for council prepared by the network administrator.
- eligible to participate in pan-Canadian working groups and committees if their time and interest permits.

### Past chair

- oversee the annual call for volunteers, review and subsequent selection and appointment process of council members and network committees
- support and mentor the council chair.