

# FIPA Bylaw Revisions: Overview

Mike Larsen

The AGM agenda package includes a motion to revise FIPA's bylaws. In keeping with past practice and advice, the motion proposes that the current bylaws be replaced by the revised set. Please see below for an overview of the proposed changes.

Note that the below list is in addition to numerous incidental amendments (re-numbering of sections and internal reference to other sections), minor changes in wording to reflect the language of the Societies Act, and corrected typos that are not listed here.

## Part 1 Interpretation

Under 1.1.6., the wording of the Definition of 'Electronic Means' has been added to reflect best practice in the governance of societies that conduct business remotely. The wording recognizes the right of participants in FIPA's meetings to communicate adequately with each other and to vote using electronic means.

## Part 3 Meeting of Members

Under 3.6, the previous language specifying Bourinot's rules of Order as the default rules of procedure for annual, special, or general meeting has been removed, leaving the existing provision that the Board shall determine the rules for such meetings.

Under 3.7., it is noted that that the Board may direct FIPA to hold annual, general, or special meetings by Electronic Means.

## Part 5 - Board and Officers

Under 5.3.1, the eligibility criteria for Directors has been amended to require membership in the organization for three consecutive months prior to the election, as opposed to six months. This is intended to provide FIPA with greater capacity to fill current or foreseeable vacancies on the Board through AGM elections.

Under 5.4.5, the bylaws introduce a new term limit for Directors. Directors may be elected for up to four consecutive two-year terms, after which they may not serve on the Board until a year has passed. This is intended to facilitate growth and change on the Board and to allow for strategic recruitment planning. The 4 x 2-year term limit is also long enough to facilitate continuity over time.

Under 5.6.2. and 5.6.3., the powers of the Board to appoint Directors between AGMs has been amended. Rather than specifying a fixed number of Directors who may be so appointed, the amended language grants the Board the authority to appoint (between AGMs) up to 1/3 the number of Directors who were elected at the previous AGM. This preserves the role of AGM elections by Members as the preferred method for the appointment of Directors while also allowing the Board to set appropriate appointment targets between AGMs.

Under 5.6.4, the Board is required to establish and maintain policies around Strategic Recruitment and Equity, Diversity, and Inclusion, and to refer to these policies when making interim appointment decisions.

***A note on rationale:*** All persons elected to the Board of Directors must support the mandate and purpose of FIPA, and there is always room for passionate and engaged members of the information and privacy rights communities to join the organization and serve as Directors. FIPA also relies on the presence of certain skill sets among the members of the Board, and this is where a strategic recruiting policy comes in. For example, FIPA's current staffing model involves an amazing mix of co-op students and researchers who are able to work with the organization while also earning hands-on experience and / or credit towards their degrees. This is made possible by supervisory support provided by Directors and Advisors who are lawyers or information and archival professionals. It is in the long-term interests of FIPA to strategically recruit Directors who can carry on this important work. Additionally, the growing size and capacity of FIPA requires that the Board charged with its governance includes members who have skill sets necessary to fulfil the responsibilities of Treasurer and Secretary. FIPA also has important commitments to Equity, Diversity, and Inclusion. These commitments have informed our staffing policy for some time now, and it is important that they inform strategic recruitment for the Board as well. The organization can only benefit from striving to ensure that a diverse mix of views, perspectives, and identities are reflected in FIPA's governance.

Under 5.6.6. and 5.6.7., the language around the waiver of membership term requirements for appointments to the Board has been changed (to reflect the shift from a six-month to a three-month membership term requirement, per 5.3.1.), and some redundant language has been removed.

## Part 7 - Duties of Officers

This section of the bylaws has been given a thorough update.

Under 7.1.1 and 7.1.2, the duties of the President and Vice President have been clarified. In keeping with good governance practices, the role of the Vice President has been expanded to encompass a duty to 'assist the President in the performance of the President's duties'.

Under 7.2, the duties of the Secretary have been clarified to note that the Secretary is ultimately responsible for the keeping of all records and documents of the Society \*except those required to be kept by the Treasurer\*.

Under 7.3, the duties of the Treasurer have been clarified to remove responsibilities for maintaining policies for the solvency of the society and receiving and banking monies collected by the Society, as these responsibilities are, in practice, handled by the Executive Director (in terms of receiving and processing transactions in accordance with FIPA's financial management policy, which requires dual authorization for transactions) and by the Board as a whole (in terms of establishing and maintaining financial policies).

Under 7.8, the responsibility of the Board to register Members of the Society has been clarified. The full name and contact information for members must be kept on the register of the Society.