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Title: **Governance Policy, CSAWCC-2022-015**

Submitted By: President and Chief Executive  
Officer

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Purview: Board of Directors

Date of Approval: 10 September 2023

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## **Governance Policy**

BE IT RESOLVED that the Canadian South Asian Women's Chamber of Commerce (hereinafter "the Corporation") do adopt the "GOVERNANCE POLICY" effective upon a successful vote by the Board of Directors.

### **1. Overview**

- 1.1 Whereas the Corporation's governance will require adapting regulations.
- 1.2 Whereas the Corporation's By-laws lay the foundations to the Corporation's governance.

### **2. Adoption**

- 2.1 Be it therefore resolved, that the Board of Directors adopt the following Governance Policy.
- 2.2 Be it further resolved, that no provisions of this policy shall override the foundational principles present in the By-laws, and where there is a discrepancy between this policy and the Corporation's By-laws, the By-laws shall prevail.

## **Part 1 (Executive Offices)**

### **1. Office of the President and CEO**

- 1.1 The Office of the President and Chief Executive Officer (OPCEO) shall be defined as "the department for all employees providing administrative or advisory support, directly to the President, who is situated, in the organizational chart, as the President's direct subordinate".
- 1.2 The OPCEO is situated under the joint-management of the President and Chief Executive Officer (PCEO) and the Chief of Staff. The Chief of Staff is empowered to supervise the day-to-day operations of the Office, and liaise with the Corporation, only to the extent, explicitly or implicitly, delegated by the PCEO.



- 1.3 The OPCEO shall not have a limit on the amount of voluntary-staff in the Office, at the discretion of the President/CEO. The limit on the composition of OPCEO will be solely based on the applicable budgetary provisions..

## 2. **Corporate Secretary**

- 2.1 The Corporate Secretary shall be responsible for the management of governance, external and internal communications; providing advice on governance protocols and procedure to the National Council, Board of Directors, and President/CEO; and policy and resolution drafting. The Corporate Secretary may also work closely with the Managing Director to manage the Corporation's privacy policies.
- 2.2 The Corporate Secretary shall oversee the Corporation's Corporate Secretariat which is responsible for the management of governance including the coordination of corporate committees, meetings of National Council, meetings of the Board of Directors, and the Annual General Meeting; Communications, including external and internal communications, media relations, issues management, and long-term communications strategies; Ombudsperson services; and general advice to the Corporation's Board of Directors and Executives.
- 2.3 The Corporate Secretary will also act as a permanent Advisor to the Board of Directors (Board Advisor) and Advisor to the National Council (Council Advisor).
- 2.4 The Corporate Secretary may take on an additional role, on the advice and at the discretion of the President/CEO.
- 2.5 The Corporate Secretary will also act as the Official Spokesperson for the Corporation, on the President and Chief Executive Officer's behalf, when directed.
- 2.6 The organizational structure of the Corporate Secretariat shall be as follows, subject to budgetary allocations and approvals by the President/CEO and the Managing Director.
- Corporate Secretary;
    - Communications and Issues Division;;
    - Ombuds Services Division; and
    - Governance Coordination Division.



### **3. Managing Director**

- 3.1 The Managing Director shall be responsible for the day-to-day management of the Corporation, specifically with regards to general operations, human resources, IT management, property management, membership relations (coordinating with the Corporate Secretariat) and any other subject-matters as delegated by the President/CEO. .
- 3.2 The Managing Director shall have the authority to administer and create policies relating to:
- General operations;
  - Human Resources and hiring practices;
  - IT Management;
  - Membership protocols, standards and general relations;
  - Management of corporate property; and
  - Any other policy or regulation that has the approval of the P/CEO.
- 3.3 The Managing Director shall serve in their role at the pleasure of the Board of Directors, on the advice of the President/CEO, and may from time to time, be asked to present matters pertinent to their role to the Board.
- 3.3.1. The Managing Director shall serve in their role for a three (3) year term, available for extension thereafter no more than twice (Maximum of nine (9) years).
- 3.4 The Managing Director may attend meetings of the Board of Directors, upon explicit invitation by the Chairperson or the President/CEO. The Managing Director does not retain voting rights on the Board.

## **Part II (National Council)**

### **1. Composition**

- 1.1 The composition of the National Council is subject to alterations by the sole authority of the Board of Directors, on the advice of the President/CEO. The composition shall be as follows:
- President and Chief Executive Officer;
  - Managing Director;
  - Regional Vice-President, Ontario and Québec;
  - Regional Vice-President, West;
  - Regional Vice-President, British Columbia and North;
  - Regional Vice-President, Atlantic;



- Special Representative, 2SLGBTQ+;
- Special Representative, Persons with Disabilities;
- Special Representative, Youth;
- Chairperson of the Board of Directors (non-voting);
- President(s) Emeritus (non-voting);
- Corporate Secretary (Council Advisor, non-voting);

1.2 The composition of the National Council shall never exceed 15 voting members, and no more than thirty (30) total members.

1.3 The President/CEO may, at their discretion, appoint Councillor(s)-at-large to serve on the National Council, subject to the limits in section 1.2, with non-voting status.

1.4 All members of the National Council, with the exemption of Councillors-at-large and the President and Chief Executive Officer, are nominated by the President and Chief Executive Officer and appointed by the Board of Directors.

1.5 The following members of the National Council shall be appointed for a 3-year term:

- President and Chief Executive Officer;
- Managing Director;
- Regional Vice-President, Ontario and Québec;
- Regional Vice-President, West;
- Regional Vice-President, British Columbia and North;
- Regional Vice-President, Atlantic;

1.6 The following members of the National Council shall be appointed for a 2-year term:

- Special Representative, Persons with Disabilities;
- Special Representative, 2SLGBTQ+;
- Special Representative, Youth;
- Councillors-at-large;

1.7 President(s) and Director(s) Emeritus shall retain their title, and right to attend National Council meetings for life.

## **2. Operations of the National Council**

2.1 The National Council shall meet no less than once per month, at a date and time determined by the Council at the first meeting of the new Council Session. The Council session shall run parallel to the Board Session, being July 1st to June 30th.

2.2 Meetings of the National Council shall be presided over by the PCEO.

2.3 The Corporate Secretary, at the direction of the President/CEO, shall compile a meeting agenda and send notice to all members of the Council no less than ten (10)



days before the date set for the meeting. Such notice will be delivered by electronic mail, and must contain:

- The time, date and location of the meeting;
- A general Agenda for the upcoming meeting;
- The minutes from the previous meeting;
- All supporting materials for the resolutions and presentations on the agenda;

2.4 The Corporate Secretary shall record the minutes of each meeting and make an unofficial version available to all members of the National Council no more than five (5) days following the end of the meeting.

2.5 Meetings of the National Council, unless otherwise directed by the By-laws or this policy, shall be conducted in a manner consistent with the Roberts' Rules of Order.

2.6 The National Council, upon the successful approval of a motion, may, from time to time, strike committees to accomplish a specific goal.

2.6.1 Committees of the National Council cannot be granted delegated authority to make decisions. Committees must report their findings and make recommendations to the National Council for authorization.

2.6.2 The President/CEO shall be empowered to convene a joint-committee of the National Council and the Board of Directors, provided that (i) the subject-matter of the committee does not fall within either body's jurisdiction, and (ii) both bodies pass a joint resolution to strike the committee and approve its composition, with the National Council passing the resolution first and the Board of Directors passing the resolution at the nearest meeting of the Board.

2.7 Councillors-at-large shall serve at the pleasure of the President/CEO, for the duration of the President/CEO's term.

2.7.1 Councillors-at-large are not subject to reappointment by an incoming President/CEO.

2.7.2 Councillors-at-large do not retain voting rights on the National Council.



## **Part III (Board of Directors)**

### **1. Composition**

- 1.1 The Corporation's Board of Directors shall be responsible for overseeing the strategic direction, standard of operations, and fiscal responsibility of the organization.
- 1.2 The Board of Directors shall be composed of no more than twelve (12) directors to serve for a (2) year term, with the exception of "Directors-at-large" who are exempt from the composition and term limit.
- 1.3 The Board of Directors shall be empowered to hold an internal election for the positions of Chairperson, Vice-Chairperson, and Treasurer upon the beginning of a new Board Session.
- 1.3.1 The election of the Chairperson, Vice-Chairperson, and Treasurer will be administered by the Corporate Secretary, who will act as an independent Electoral Officer to preside over the election.
- 1.4 All members of the Board of Directors shall be entitled to one (1) vote on all matters put to vote to the Board, with the exception of Directors-at-large, and the Chairperson; the Chairperson may only vote in the event of a tie.

### **2. Operations of the Board of Directors**

- 2.1 The Board of Directors shall meet no less than six (6) and no more than eight (8) times per fiscal year.
- 2.1.1 The dates and times for meetings of the Board of Directors will be compiled and established in a Board Work Plan, tabled by the Corporate Secretary for information at the first Board Meeting of a new session.
- 2.2 A session of the Board of Directors shall be from July 1st to June 30th of any given year.
- 2.3 The minutes of meetings of the Board of Directors will be recorded by the Corporate Secretary, with unofficial minutes being made available to all directors no more than five (5) days following the conclusion of a meeting. Minutes become official once they are approved by the Board of Directors at the next meeting of the Board.



### **3. Appointments to the Board**

3.1 Appointments to the Board of Directors shall be administered by the Governance and Nominations Committee of the Board, who will make recommendations to the Board of Directors, with the advice of the President/CEO, assisted by the Corporate Secretary, where the slate of candidates will be subject to a successful vote of the Board.

3.2 Candidates will seek nominations at the AGM for an appointment as a "Director".

3.2.1 Candidates shall only be successfully nominated if they present their nomination forms with five (5) supportive signatures from Individual or Corporate Members, to the Corporate Secretary, prior to the deadline.

(a) Current members of the Board of Directors and National Council may not place their signature in support of any candidate.

3.2.2 If, (i) upon the deadline for applications, there is an amount of successful nominees equal to the vacant positions, or (ii) there are not enough successful candidates to fill all the vacant positions, the Chairperson of the Board of Directors shall direct the Chair of the Governance and Nominating Committee to:

(a) Open applications for positions on the Board of Directors to the entire membership via internal communications through the Corporate Secretariat; and

(b) The Chairperson shall, at their discretion, sign a directive waiving the requirement for signatures under subsection 3.2.1.

3.2.3. Elections will be held intermittently, with the appointment of six (6) Directors per election. To ensure stable governance.

3.3 The slate of Board candidates must be tabled to the Board for a vote at the last meeting of the Board Session, as illustrated by the Board Work Plan.

3.3.1 The call for applications to the Governance and Nominations Committee shall take place during the Annual General Meeting, the deadline for applications being 5:00 PM Eastern Standard Time the day following the end of the AGM.

3.4 The Chairperson of the Committee is obligated to present the slate of candidates, with applicable rationales, to the President/CEO for awareness and advice where possible.



3.4.1 The President/CEO is not permitted to speak in favour or in dissent towards any presented candidate, unless (a) The President/CEO has personal knowledge that the nomination of an individual to the Board of Directors would cause grave harm to the (i) reputation, (ii) operations, or (iii) solvency of the Corporation.

3.4.1.1 Any such dissenting recommendation must be made in writing, with all available information, and presented to the Chairperson of the Board, the Chair of the Committee, and the Corporate Secretary, no less than twenty-one (21) days prior to the confirmation by the Board.

3.5 The President/CEO shall be empowered to appoint "Directors-at-large" who serve at the President/CEO's pleasure, until the President/CEO ceases office.

3.5.1 An incoming President/CEO may, at their discretion, re-appoint "Directors-at-large" from a previous administration, who serve under the same conditions as section 3.5.

3.6 There shall never be more than two (2) Directors-at-large at the same time.

3.7 Directors-at-large do not retain voting rights with the Board of Directors.

## **Part IV (Procedure)**

### **1. Policies, Resolutions and Motions**

1.1 Any and all Boards, Commissions, and Councils of the Corporation shall be permitted to enact resolutions, insofar as the jurisdictional limitations on the body, which may encompass motions, policies, and general resolutions to direct action.

1.2 Unless otherwise indicated in the By-Laws or this policy, all resolutions, policies and motions adopted by a body are deemed invalid unless they attain a vote return of no less than two-thirds ( $\frac{2}{3}$ ) of those present at the meeting where quorum is met.

1.3 When drafting a policy, motion, resolution, or any other presented materials to the National Council or Board of Directors, the individual may consult the Corporate Secretary for questions relating to procedure, format, and any other applicable questions.

1.4 Any and all materials for tabling at the National Council or Board of Directors must be submitted to the Corporate Secretary no less than ten (10) days prior to the date of the meeting.





## 2. Jurisdiction

- 2.1 All Councils, Boards, and Commissions of the Corporation, and committees thereof, must act within their respective jurisdiction as dictated in this policy or in the By-Laws.
- 2.2 The Board of Directors of the Canadian South Asian Women's Chamber of Commerce shall act, advise, and oversee matters of the Corporation relating to:
- (a) Financial administration and fiscal responsibility;
  - (b) Hiring of Executive-level staff, Board Members, and other individuals with delegated authority of the President/CEO;
  - (c) Legal, Ethical, and Reputational management and maintenance of equity, diversity, and inclusion of the Corporation;
  - (d) Ensuring effective and reasonable organizational planning and structure; and
  - (e) Any other subject-matter so-delegated by the President/CEO or referred to the Board of Directors by the National Council.
- 2.3 The National Council of the Canadian South Asian Women's Chamber of Commerce shall act, advise, and oversee matters of the Corporation relating to the:
- (a) Chapter organizations and membership in the Corporation;
  - (b) Management of the organization's projects, programs and campaigns;
  - (c) Management of events, stakeholder relations, and human resources;
  - (d) Daily management of the Corporation's office(s) and services;
  - (e) Any other subject-matter so-referred to the National Council by the Board of Directors and/or the President/CEO.
- 2.4 As per this subsection, matters pertinent to any body within the organization, may refer matters to another for action, information, or approval, at the request of the President/CEO, when the National Council wishes to refer a matter; or the Chairperson of the Board of Directors, where the Board of Directors wishes to refer a matter.
- 2.4.1 No body is permitted to delegate complete jurisdiction, the matter of discussion will remain on the docket of the "primary body" for final review and approvals.
- 2.5 Where there is a discrepancy between jurisdictions on a matter, the President/CEO, on the advice of the Corporate Secretary, shall decide on how to proceed. The President shall only direct that:
- (a) A matter be deliberated on by both bodies, in full;



- (b) A matter must be presented to the secondary body upon final approval;
- (c) A matter remain under the sole jurisdiction of one body;

2.5.1 Where the President/CEO decides on the jurisdiction of a specific matter, the Corporate Secretary will circulate an electronic copy of the decision to members of all applicable bodies.

### **3. Signing and Delegated Authorities**

- 3.1 The signing authority, in the name of the Canadian South Asian Women's Chamber of Commerce shall be permanently and solely that of the President and Chief Executive Officer of the Corporation.

3.1.1 Upon the appointment of a new President and Chief Executive Officer, the Corporate Secretary shall prepare a document entitled "Transfer of Authority" to be signed by the outgoing P/CEO, the incoming P/CEO, and the Chairperson of the Board of Directors.

- 3.2 Unless otherwise indicated, all authorities of the Corporation reside within the President and Chief Executive Officer. The P/CEO may delegate these authorities, from time to time, for a determinate or indeterminate period of time, to

- (a) Any Executive who requires delegation of authority to accomplish a specific goal or task;
- (b) To an individual appointed by the National Council or Board of Directors as a Special Commissioner for a specific investigatory or reporting purpose, for which the individual will require certain powers that reside within the P/CEO; or
- (c) To any individual, Executive or Corporate Staff Member, who will require certain authorities for a specific period of time due to the fact that the P/CEO is on leave.

3.2.1 In any case, a Delegation of Authority Form (DOA) will be prepared by the Corporate Secretary, and signed by the President/CEO and the individual to which authorities are being delegated, with the Corporate Secretary's signature as a witness.

- 3.3 No member of the Board of Directors shall be delegated authority, beyond that of the Board of Directors, unless appointed to serve as a Special Commissioner.

- 3.4 A Special Commissioner shall be an individual appointed jointly, by the National Council and Board of Directors, to serve an investigatory or reporting role on a specific project (i.e. a post-mortem). Specific directives on the Special



Commissioner's role shall be outlined in the resolution which appoints the individual.

3.4.1 The Corporation's Ombudsperson, whether vested in the Corporate Secretary, or a specific staff member, shall be permanently delegated authority under subsection 3.4, as a special commissioner. The incumbent shall have the authority to:

- (a) Compel the production of documents that may be considered confidential or protected.
- (b) Compel interviews from individuals in the Corporation that may be involved in a specific investigation.
- (c) Place any member of the Corporate staff on temporary suspension, should (i) the individual be under investigation by the Office of the Corporate Secretary, (ii) that the act to which the individual is accused is so egregious that their continued presence poses a risk to the well-being of other team members, and (iii) that the presence of the individual could impede the Ombudsperson's investigation due to the possibility for duress.

3.4.2 In the event that the Ombudsperson requires knowledge of confidential, personal, or protected information to accomplish the goal of their investigation, the Ombudsperson is not permitted to disseminate, share, or otherwise distribute details of the confidential information.

- (a) Any details obtained from confidential materials which need to be incorporated into the Ombudsperson's final report, must be redacted; with a non-redacted copy only made available to the President/Chief Executive Officer, Chairperson of the Board of Directors, and the Managing Director.

## **Part V (Annual General Meeting and Elections)**

### **1. Procedures of the Annual General Meeting (AGM)**

- 1.1 The Annual General Meeting shall be a convention where the Corporation must present financial, organizational, and structural updates and planning to the Membership. During the AGM, there shall also be the election of the President/Chief Executive Officer, all Regional Vice-Presidents, and the incoming Members of the Board of Directors (when applicable).
- 1.2 The Annual General Meeting shall be presided over by the Secretary-General, a member of the Board of Directors appointed to serve in this role for the duration of the AGM.



- 1.3 Voting at the Annual General Meeting shall be conducted in the matter prescribed by section 19 of the Corporation's By-laws.
- 1.4 Members shall be permitted to submit resolutions, to the Corporate Secretary, for presentation at the AGM, by (i) collecting 50 supporting signatures and (ii) submitting the resolution to the Corporate Secretary, by electronic mail, no less than ninety (90) days preceding a meeting. Limitations exist pursuant to section 13 of the By-Laws.
- 1.5 The National Council may strike a committee entitled the "AGM Planning Committee" in advance of the meeting, for the body to make administrative decisions and plans for the AGM.
  - 1.5.1 Permanent members of this committee shall include:
    - (a) The Corporate Secretary (who will Chair the committee);
    - (b) The Secretary-General; and
    - (c) The President/CEO.
  - 1.5.2 The AGM Committee shall not exceed six (6) members including the permanent members.
- 1.6 The AGM Planning Committee shall be automatically dissolved at 11:59 PM Eastern Standard Time on the final day of the AGM.

## **2. The Duties of the Secretary-General**

- 2.1 The Secretary-General (SG) shall be a member of the Board of Directors appointed by the Board, on the advice of the President/CEO, for the purpose of presiding over the Annual General Meeting.
  - 2.1.1 The Secretary-General shall cease their duties on the Board of Directors, following their appointment as SG.
  - 2.1.2 The position that the SG occupied on the Board of Directors shall not be considered vacant while they serve as Secretary-General.
- 2.2 Working in collaboration with the Corporate Secretary, the Secretary-General shall advise on the formulation of the agenda, voting procedures, and other administrative details pertaining to the AGM.
- 2.3 The Secretary-General is required to act impartially, without undue influence or bias, throughout the course of their tenure in the role.



- 2.4 The Secretary-General shall automatically cease to hold the role and the responsibilities thereof at 11:59 PM Eastern Standard Time on the final day of the AGM.

## **Part VI (Membership and Chapters)**

### **1. Membership**

- 1.1 All individuals having met the requirements under the *Membership Charter*, shall be considered a member of the corporation.
- 1.2 Membership in the National Organization infers membership of the individual in the Chapter organization in their respective region.
- 1.3 Members are entitled to attend meetings of the National Council and Board of Directors as an Observer, by sending a request to the Corporate Secretary fourteen (14) days prior to the meeting.
- 1.4 Members are entitled to one (1) vote per Individual or Corporate Membership, at the Annual General Meeting.

### **2. Chapter Organizations**

- 2.1 The structure of Chapter organizations shall be the following, the:
1. Regional Vice-President, Region;
  2. Managing Director, Province;
  3. Director of Operations;
  4. Director of Finance;
  5. Director of Membership;

At minimum, there must be a Regional Vice-President and Director of Operations.

- 2.2 Chapter organizations shall store all funds with the National Corporation. Chapters will have independently-allocated accounts, from which the Managing Director of the Chapter can make requests to the Office of the Managing Director for funds.

2.2.1 The Corporation shall not be authorized to use any funds obtained on behalf of a Chapter, unless that Chapter is dissolved.

- 2.3 The regions of Canada, in the context of CSAWCC's operations, shall be the regions of:
- (a) Ontario (East);
    - (i) Being all of Ontario to the East of Belleville to the border of Québec.



- (b) Ontario (Central and GTA);
    - (i) Being the boundaries of London, ON to the South; Parry Sound to the North; Lake Huron to the West; and Belleville to the East.
  - (c) Québec;
    - (i) Being the province of Québec.
  - (d) West;
    - (i) Being the provinces of Manitoba, Saskatchewan, and Alberta.
  - (e) British Columbia and North;
    - (i) Being the provinces and territories of British Columbia, Yukon, Northwest Territories, and Nunavut.
  - (f) Atlantic;
    - (i) Being the provinces of New Brunswick; Prince-Edward-Island; Newfoundland and Labrador; and Nova Scotia.
- 2.4 The Regional Vice-Presidents, sitting on the National Council, shall represent their respective regions on the Council, and supervise the administration of Chapter organization's within their purview.
- 2.5 Chapter organizations, under the supervision of the respective Regional Vice-President, may be dissolved by the National Council, by a three-quarters ( $\frac{3}{4}$ ) vote, for cause. Reasoning for dissolution shall be:
- (a) Proof of, or allegations of, corruption, misappropriation of funds, money laundering, or any other chapter actions which contravene the *Criminal Code of Canada*, *Canadian Human Rights Act*, or conduct which breaches any provincial crimes statute(s);
  - (b) An act of abuse of power, authority, or other form within the Chapter organization; or
  - (c) A petition of two-thirds ( $\frac{2}{3}$ ) of the Members of that Chapter, received and verified by the Corporate Secretary, requesting dissolution.
- 2.4.1 To dissolve a Chapter organization, there must be a "Motion to Dissolve a Chapter" lawfully tabled to the National Council, which must be approved by three-quarters ( $\frac{3}{4}$ ) of the Members of the Council, with the abstention of the respective Regional Vice-President. This motion must be heard and voted-on within one (1) meeting.
- 2.4.2 Upon dissolution of a Chapter organization, all members of that region will retain National and Regional Membership.
- 2.4.3 Notice of Dissolution must be sent by the Corporate Secretary to all members of the dissolved Chapter no more than five (5) days following the tabling of the Motion. With a second notice sent to all Members no more



than five (5) days following the meeting in which the Motion is heard,  
advising the Members of the status of the Chapter.

## **Part VII (General)**

### **1. Miscellaneous**

- 1.1 This policy shall only be subject to amendment by the Board of Directors.
- 1.2 This policy shall not be subject to amendment, review, or striking for two (2) years following its ratification by the Board of Directors.

### **2. Application**

- 2.1 This policy shall apply to the entire Corporation, its subsidiaries, National Council and Board of Directors.