

GOVERNANCE COMMITTEE REPORT

In 2012, the Royal Military Colleges Club of Canada (the Club) completed its internal Strategic Review entitled *The Road Ahead*. This report reflected a clear need and strong desire to revamp the governance of the Club to simplify and streamline the day to day operations and to enhance the strategic direction and management of the Club. To this end a Governance Committee, as part of the Implementation Plan of the Strategic Review, was created consisting of 4459 Ed Murray, 4976 Reg Watts, H24263 John Cowan, 5611 Gerry Stowe 13987 Bryan Bailey and 5533 Glenn Allen. The group worked through the Fall of 2013 and into 2014 to review and refine governance models and supporting policies and procedures for the management of not-for-profit organizations similar to the Club. The Governance Committee reports to the Strategic Review Implementation Committee, which is led by 9143 Bruce McAlpine, which in turn reports to the Club's Executive Committee and General Council.

After extensive discussion, the Executive Committee approved the recommendation to engage a third party Consultant with demonstrated excellence and experience in governance of not-for-profit organization such as the RMC Club. The major role of the Consultant was to assist with the implementation of such a re-organization. Part of approval process for this approach was that the related costs should not come from the operating budget of the Club. Accordingly sponsorship funding for the Consultant was sought and obtained allowing the continuance of the restructure of the Club's governance model.

After a review of potential Consultants, Ralph Kikkert of STRIVE! was retained to assist the Committee in developing and refining the Club's governance model, the related Constitutional amendments, and a Policy and Procedures manual. STRIVE! as a Consulting organization has extensive experience in formulating governance models and creating management systems for not-for-profit organizations. A very productive process was successfully conducted leading to the proposal of the future governance model as detailed below.

A "straw man" solution was developed with a **Board of Directors (BOD)** effectively replacing the current functions of the **Executive Committee** responsible for managing the Club's affairs and reporting to the membership of the Club at the AGM. A much broader generational representation will be institutionalized into the new Board as Directors will be selected from various demographic cohorts based on year of entry. The present **General Council** will become an advisory body to the BOD.

The proposed new governance model of a BOD parallels the organization of the RMC Foundation and most other not-for-profit organizations. The Club's BOD will meet quarterly or more frequently as required by the President. The following highlights pertain to the proposed governance model:

- Board size will be 14 members including:
 - 9 members will be elected by AGM for a three year term with 1/3 retiring each year;
 - 5 of the elected members will represent a cohort from year of entry: 05-10 years, 11-20 years, 21-30 years, 31-40 years, and 41-49 years. The Adjutant of the Old Brigade will represent all classes 50 + years from entry;
 - 4 members will be elected at large representing geography, College of Graduation, expertise, and Language considerations; and
 - 5 members will be standing appointments to BOD including: Club Past President, Past President of the Foundation, Adjutant of Old Brigade, the CF Liaison Officer, the Cadet LO to Club (ex-officio/non-voting).
- The President will be elected for a 2 year term by the BOD with the provision that an additional year can be served if desirable;
- The Treasurer will be elected by the BOD. The Treasurer will Chair the Finance Committee which combine the terms of reference for the current Investment and LMIF Committees; and
- The Executive Committee of the BOD will be comprised of the President, Vice President, Treasurer, and Past President.

The General Advisory Council (GAC) will be composed of Branch Presidents plus another Branch representative, Honorary Counsel, the Old Brigade Advisory Committee, Assistant CFLO and Committee members who are not members of BOD. The GAC will meet in an advisory capacity with the BOD a minimum of twice yearly. The President of the Club will chair the GAC meetings.

Committees of the BOD will be chaired by a member of the BOD. Members of the Committees as required will be selected from the GAC and the membership at large based on expertise, interests and willingness to serve. The Standing Committees will be: Executive, Finance (including Investment and LMIF), Audit, Communications, Nominating, and Honours and Awards.

A “POLICY and PROCEDURES” document is being created which will support the restructure and provide guidance for the operation of the Club along with the necessary amendments to the existing Constitution. The proposed new governance model along with the current structure is shown in the diagrams below.

The proposed restructure will be presented to General Council for review and subsequently presented to the membership for endorsement at the AGM on 27 September 2014 during Reunion Weekend. Subject to such approval, it is the intention that the new Club governance structure will be in place on 1 January 2015. The Constitutional amendments to support the new organization will be circulated to Club members for information. Member approval will be solicited electronically after the 2014 AGM.

CURRENT GOVERNANCE MODEL

PROPOSED GOVERNANCE MODEL