



MEMORANDUM

To: CBASK Council

From: Reché McKeague, K.C., Past President, Resolutions, Constitution and Bylaws Chair

Date: November 20, 2022

RE: Summary of Proposed Amendments to CBASK Bylaws

Bylaw amendments recommended by the CBASK's Governance Review Committee were presented to the Annual General Meeting in June 2022. After vigorous debate, the bylaw amendments were defeated because of a few specific concerns raised.

The Board brings forward the proposed bylaw amendments, updated to remove the concerns identified at the AGM (specific to the distribution of powers between AGM/Council/Board), to Council for its approval. Bylaw amendments approved by Council come into immediate effect until the Annual General Meeting where they must be approved to continue in effect.

Following is a summary of the effect of the proposed amendments.

Role of Council/AGM

1. *The role of Council shall be to:*

- a. *Act as an advisory body to the Board of Directors;*
- b. *Bring regional and professional issues to the attention of the Board.*

2. *At the AGM, all members attending will:*

- a. *Receive a report on the branch from the President;*
- b. *Pass resolutions to change the bylaws;*
- c. *Pass the budget.*

Council will continue to have input in setting the strategic direction of the branch and setting advocacy policies through the twice-yearly Council meetings. The Board will report on its activities to both Council and members at the AGM.

Responsibilities of Council Members

3. *Each voting member of Council shall:*

- a. *be familiar with the Bylaws, branch policies, and the organizational structure of the branch and national CBA;*

- b. be familiar with the mission and strategic goals and direction of the branch and national;*
- c. make all reasonable efforts to attend each meeting of Council;*
- d. participate in the debate on issues at meetings of Council;*
- e. put before Council the interests and or concerns of CBASK Members, and where necessary, assist the Board in obtaining input from the Members and to report to them on a periodic basis about the issues debated by Council and the decisions made there;*
- f. liaise with the local bar associations and report to them on a periodic basis about the issues debated by Council and the decisions made there, and promote the activities and profile of CBASK;*
- g. promote membership in the CBA to lawyers in Saskatchewan; and*
- h. support branch and national Sections, professional development, and general meetings and promote them to the Members.*

Some council members advised they don't know what they are supposed to do as members of Council. The above statement (adapted from the BC Bylaws and SK Policy Manual) will provide clarity.

Composition of Council

In reference to section 8 of the current CBASK bylaws and the Council directory, the composition of Council will be changed to:

- 4. The voting members of Council are CBA members resident in Saskatchewan with the following roles:*
 - a. Board of Directors*
 - b. Section and committee chairs*
 - c. Elected members of Council*
 - d. Members at large of Council*
 - e. Past presidents of the branch or national (non-voting if not a CBA member)*
 - f. Dean of the College of Law (non-voting if not a CBA member)*
 - g. Representative from Law Students Association (non-voting if not a CBA member)*
 - h. Representative from Indigenous Law Students Association (non-voting if not a CBA member)*
 - i. Representative from Public Legal Education Association (non-voting if not a CBA member)*
- 5. We recommend that the following no longer be members of Council:*
 - a. Editor of the Canadian Bar Review*
 - b. Representative of the Law Foundation*

c. Representative of Law Reform Commission of Saskatchewan

The current population distribution of lawyers throughout Saskatchewan as reported by the Law Society supports the continuation of the current proportion of representatives from the six jurisdictions.

With respect to representatives from other organizations, those who were retained are the key relationships most relevant to the advocacy and programming of CBASK and whose advice would be most helpful to the Board of Directors.

Frequency of Meetings

6. Council will meet twice a year, in person or virtually. One of these meetings shall be held in conjunction with the Annual General Meeting.

With increased frequency of meetings, coupled with the other changes, the Council could become a robust engagement opportunity for members and the Board. This could increase volunteer willingness to contribute, develop future leaders, and provide the Board with greater legitimacy in the accuracy of its decisions.

Agendas

7. Each meeting of Council will include:

- a. Discussion topics on which the Board seeks input and advice;*
- b. An opportunity to ask questions of the President about the activities of the Board of Directors between meetings;*
- c. An opportunity to ask questions of the Executive Director about the activities of the branch between meetings;*
- d. An opportunity to identify issues raised by the membership with members of Council.*

8. In advance of each meeting, Council will receive a written report from the President on the activities of the Board of Directors and a written report from the Executive Director on the activities of the branch.