



Canadian Academy of Health Sciences
Académie canadienne des sciences de la santé

Changes to the Bylaws

The following changes were discussed and approved by the Board of Directors of the Canadian Academy of Health Sciences.

Article 3.01 – Financial Year

Existing: Financial year ends March 31st.

Proposed: Financial year to be changed to December 31st.

Rationale: to coincide with membership year. Makes it easier for financial planning.

Article 3.03 – Execution of Documents

Existing: Bylaws requires two Officers or Directors to sign all contracts, etc.

Proposed: “Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by an Officer or Officers of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct or authorize”

Rationale: practise has been that the CEO and/or Officers have signed contracts on behalf of CAHS. This provides clarity on the process and flexibility (two Officers shouldn’t have to sign contracts with small suppliers, etc.).

Article 4.02 – Transition of Existing Membership

Existing: transition Fellows that incorporated the Academy into regular Fellows of the organization.

Proposed: remove this article.

Rationale: this article is no longer required. It was necessary when the Academy was incorporated but is no longer needed.



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Article 5.12 – Proposals at annual Meetings

Existing: this article sets out the process through which a Fellow would raise an issue at the Annual Meeting. It requires any proposal to be signed by at least 5% of the Fellows before it can be presented.

Proposed: Subject to compliance with section 163 of the Act, a Fellow entitled to vote at an annual meeting may submit to the Corporation notice of any such matter in advance of the annual meeting or directly at the annual meeting.

Rationale: to democratize the process through which Fellows can raise issues at the AGM, it is proposed to waive the requirement to have at least 5% of the Fellows sign on a proposal before it is raised at an Annual General Meeting. It is also proposed to waive the requirement to have the Fellow pay for the cost of including the statement in the notice of meeting.

Article 6.02 – Number of Directors

Existing: There is no minimum number of Directors provided.

Proposed: That a minimum of six (6) Directors be included.

Rationale: article 6.04 indicates that there are to be more than six (6) Directors.

Article 6.04 – Composition of the Board

Existing: subsection (i) provides for the Chair of the Assessment Committee to a non-voting member.

Proposed: That this section be removed.

Rationale: Chairs of Committees are appointed by the Board of directors. The existing statement limits the Board to find an external director to fill the position of Chair of the Assessment Committee as a non-voting member of the Board. Removing this section enables the Board to choose a Chair of the Assessment Committee from within its membership and brings that process in line with existing policies on the selection of Committee Chairs.



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Article 6.05 subsection (b) – Election of Directors and Term

Existing: Sets out the terms of office for Directors.

Proposed: Add a section on the length of the term for which a President-Elect is selected and thereby clarify the bylaws. “the President-Elect who shall serve for a term of three (3) years on the Board (one (1) as President-Elect, one (1) as President, and one (1) as Immediate Past President)”

Rationale: this clarifies the length of the term of the President-Elect, President and Past President. It does not change what the bylaws provided in the past (see article 6.06) – just clarifies it.

Article 6.05 subsection (e) – Election of Directors and Term

Existing: Provides the name of the Governance and Nominating Committee.

Proposed: “The Chair of the Board Committee responsible for nominations will present a report to the Fellows for the election...”

Rationale: Removes the name of the Committee (which has changed to Governance and Finance) and provides more flexibility on the structure and names of the committees.

Article 8.02 subsections (a) and (b) – Description of Offices

Existing: Includes a requirement for the President and President Elect to represent CAHS on the Board of Governors of the Canadian Academy of Science.

Proposed: Removes this requirement.

Rationale:

1. The Canadian Academy of Science is now called the Council of Canadian Academies (CCA);
2. It does not have a Board of Governors but rather a Board of Directors;
3. In line with the Board’s wish to provide diversity in its representation to CCA and other organizations, it is proposed to remove the requirement for the President and President Elect to serve on CCA. This will give flexibility to the Board in the selection of its representatives. It is in line with what is done in other Academies (Royal Society of Canada and Canadian Academy of Engineering).



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Article 8.02 subsection (c) – Description of Offices

Existing: Has the Immediate Past President serve as the Chair of the Governance and Nominating Committee and the liaison on behalf of the “Corporation”. Also has a note on the President filling the duties of the Immediate Past President in the absence or disability of the Immediate Past President.

Proposed: Remove the requirements for the Immediate Past President to serve as the Chair of any committee and as liaison for the organization. Removes the section on the President filling the duties of the Immediate Past President in case of a vacancy.

Rationale:

1. In practice, the Immediate Past President has chaired another committee. There should be flexibility in what committees the Immediate Past President is involved based on skills and interest;
2. The role of liaison to other organizations is handled by other members of the Board and Officers;
3. Provides flexibility, in the event of a vacancy in the role of Immediate Past President, for the Board to assign any responsibility to any other Board members.

Article 8.02 subsection (d) – Description of Offices

Existing: sets out the role of the Secretary.

Proposed: Modernize the role of the Secretary. “The Secretary shall be a Director and attend all meetings of the Board, review and present the minutes of Board proceedings, ensures that all regulatory filings are properly made and report to the Board.

Rationale: The existing description of the role of the Secretary (such as being the “custodian of all books, papers, documents and other instruments belonging to the Corporation”) is not in-line with a modern organization that has an office and staff. Practice is that the Secretary has not had that role for a number of years.



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Article 8.02 subsection (f) – Description of Offices

Existing – describes the roles and responsibilities of the Executive Director.

Proposed: Add the title of Chief Executive Officer.

Rationale: The Board decided to appoint a Chief Executive Officer rather than an Executive Director. It wishes to keep both titles in the bylaws in order to provide itself the flexibility to revert to the title of Executive Director if and when needed.

8.03 – Term of Office

Existing: Sets the term for Officers.

Proposed: Changes the term of Officers to one (1) year and amends the section to confirm that the term of the CEO or Executive Director is set per contract.

Rationale:

1. Corrects the article and put it in line with article 6.06 that sets the term of the President-Elect and President to one (1) year;
2. The CEO or Executive Director is hired per contract and the term of the contract is variable and shouldn't be set out through the bylaws.



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Section IX. Committees

Existing: Provide information and responsibilities for the Governance and Nominating Committee, the Fellowship Committee and the Assessment Committee.

Proposed: Remove all articles and replace by the following text: “From time to time, the Board of Directors will form committees as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. The membership and terms of reference of Board committees will be in conformity with policies established by the Board.

The Board of Directors will set policies to govern the regular review of financials, the review of audit reports, nominations to the Board, the creation of slates of candidates to the Board, the selection of officers of the Board, the application and admission of Fellows, and to oversee the conduct and management of Assessments and other activities in keeping with the Mission of the Corporation. These activities will be administered by Committees set up by the Board who will report to the Board.”

Rationale: Provides flexibility to the Board to determine the structure, terms of reference and composition of its committees. Ensures accountability by spelling out minimum responsibilities and reporting to the Board.