

Report of the Governance Committee to the AGM on the CIS revised Bylaw

November 6, 2018

The Governance Committee of CIS observed in early 2018 that the organization's Bylaw was out of date and out of step with current Board practices.

A subcommittee of the Governance Committee composed of Alan Whyte, David Thompson and Chris Matthews worked on the revisions to the Bylaw over the course of the year.

The Governance Committee has approved the attached revised Bylaw and the Board recommended its adoption to the membership at the AGM at its meeting on September 25.

The main changes from the former version of the Bylaw can be summarized as follows:

5.01(2) - Because the Board has had some difficulty in recruiting current school governors to the Board, there is now an extension of 24 months following the candidate having served as a school governor in order to qualify as a governor representative on the CIS Board.

5.02 and 04 - The former Bylaw created one-year terms for all of the CIS directors, so that at least in theory, a completely new Board was elected every year at the AGM. This has been revised so that the standard term is three years. There is language in 5.02 to allow for the phase-in of directors onto the three-year term model. Thus, approximately one third of the directors will be elected each AGM.

5.02 and 03 - The terms related to the Vice Chair, Chair and past Chair have been revised to the following:

- Vice Chair - two-year term
- Chair - three-year term
- Past Chair - one year term

16 and 18(g) - a majority of the members of each standing committee must be directors, as opposed to non-directors. In addition, the Chair of each standing committee must be a director unless the Board approves otherwise.

Respectfully submitted,

Alan Whyte, Chair of the Governance Committee/Vice Chair of the Board