Governance Committee Report

For POWWR Annual General Meeting, March 6, 2024

In the past year, since our last AGM, POWWR has responded to significant growth in many ways. One was to establish a more formal structure of committees, each one chaired by a member of the Board. One of the first committees set up was the Governance Committee, charged with oversight of the performance and function of the Board of Directors, to ensure that the organization is governed within the legal and ethical standards set out by the Canada Not-for-Profit Corporations Act and other relevant government legislation. The committee is responsible for recommending bylaw changes as required, and assists with Board succession planning, recruitment and orientation of new Directors, and the planning and execution of the Annual General Meetings.

Policy Work

The committee started out with one member: Chair and all-around gopher Steve Pinney. Steve was soon joined by Director Anette Happel, and POWWR member Lori Barnes (who has since become a Director). Armed with the City of Kitchener Sports Club Operations Manual as a guide and template, the committee met for the first time on April 23, 2024, and began work to identify what policies were required by POWWR to function as a credible non-profit sports organization and determine the priority of those policies.

Since then, the committee has created, and the Board has approved, the following policy documents:

- Volunteer Agreement
- Financial Policy
- Privacy Policy
- Confidentiality Policy
- Board of Directors Member Agreement
- Nominations Committee Terms of Reference

This line of work will continue, to ensure that POWWR has a solid governance foundation for the future.

Bylaw Changes

As POWWR grows and evolves bylaw changes are required from time to time to ensure that they accurately reflect the current status of the organization. For this year's AGM the committee has recommended, and the Board has approved, three changes that are summarized below:

- Bylaw 6.4 Meetings of Members, Order of Business - a change to bring the current bylaw into alignment with our actual meeting agenda order.

- Bylaw 9.1 Committees - a change to make this bylaw reflect the actual current committee structure.

- Bylaw 11.2 Cheques - a change to make cheque signing easier by changing one authorized officer and increasing the number of signing authorities from 3 to 4.

The proposed changes are now subject to ratification by the members. The full text of the current and proposed bylaws can be found on separate pages below.

PROPOSED BYLAW CHANGES

Change 1. Bylaw 6.4, AGM Order of Business. This change is a housekeeping item to bring the original general template bylaw into alignment with actual practice.

Current bylaw reads:

6. MEETINGS OF MEMBERS

6.4 Order of Business:

The suggested order of business at the Annual General Meeting of POWWR shall be as follows:

a. Report certifying voting power and the determination of a quorum.
b. Approval of minutes.
c. Report of Secretary.
d. Report of Treasurer.
e. Report of the Board.
f. Report of Elections.
g. Report of Committees.
h. Miscellaneous or Special Business.
i. Adjournment

All meetings of POWWR shall utilize Robert's Rules of Order.

Proposed bylaw would read:

6.4. Order of Business:

The suggested order of business at the Annual General Meeting of POWWR shall be as follows:

a. Call to Order

b. Verify Quorum
c. Opening Remarks
d. Agenda Review and Approval
e. Minutes of the Previous Annual Meeting
f. Business arising from the Previous Minutes
g. Reports of the Board, including
    1. President's Report
    2. Financial Report
    3. Membership Report
    4. Governance Report
    5. Events Report
    6. Nominations Report / Elections
    7. Other reports as deemed necessary.
h. New Business
i. Adjournment

All meetings of POWWR shall utilize Robert's Rules of Order.

Change 2. Bylaw 9, Committees. This change is a housekeeping item to bring the bylaws into alignment with our current committee structure.

Current bylaw reads:

9. COMMITTEES

9.1 Committees:

POWWR shall have the following committees:

1. Nominating Committee,
2. Tournament Committee,
3. Membership Committee,
4. Special Events Committee,
5. Communications Committee,
6. Rules and Grievance Committee, and
7. Skills Development Committee.

POWWR shall have other Committees as may be established by the Board. All Committee members shall serve without compensation and shall be individual members of POWWR.

1. Nominating Committee:

The Nominating Committee shall be composed of one (1) Board Member and members chosen by the Board who may not be members of the Board. Committee members shall serve a one-year term. The number of Nominating Committee members can be up to five (5) persons. The Nominating Committee shall make recommendations to the Board.

2. Tournament Committee:

This committee will plan, organize and manage all tournaments.

3. Membership Committee:

The Membership Committee shall solicit new POWWR members, renew memberships, and be the repository of information about and statistics regarding existing members of POWWR. The Treasurer will be in charge of the collecting and the accounting of annual membership dues.

4. Special Events Committee:

Create and/or participate in special activities and events in which pickleball is either the full or partial focus (e.g., Mayor's City Hall events, special play days with groups from outside the Waterloo Wellington Region, demonstrations and open houses to assist others in forming pickleball clubs, etc.)

5. Communications Committee:

The communications committee with direction from the Board, create and provide timely and relevant information to all POWWR members and the public, and to work jointly with the Waterloo Wellington Region Pickleball club/association representatives to distribute information that promotes the sport.

6. Rules and Grievance Committee:

The Rules and Grievance Committee meet to provide input and advice to the Board on specific cases and in general.

7. Skills Development Committee:

This committee creates and offers opportunities for players at all skill levels and with a range of experience, to continually develop their skills.

Proposed bylaw would read:

9. COMMITTEES

9.1 Committees:

POWWR shall have the following key committees:

- Financial Committee,
- Membership Committee,
- Governance Committee,
- Events Committee,
- Nominations Committee.

POWWR shall have other committees as may be established by the Board from time to time. All committees will be comprised of a board member as Chair, plus as many other members as deemed necessary by the Chair, up to a normal maximum of four additional members. Additional members must be members of POWWR but may or may not be board members. Committee members shall serve a one-year term, renewable at the discretion of the Chair. All Committee members shall serve without compensation.

All committees shall present reports at every Board Meeting for review and approval, unless there has been no committee activity since the previous meeting. Reports must be submitted to the Secretary by email a minimum of 3 days in advance of the meeting to allow for pre-circulation to the Board. Committees with no activity or report should advise the Secretary at least 3 days in advance of the meeting.

A brief general description of the key committees is as follows:

Finance Committee:

The Finance Committee will be chaired by the Treasurer of POWWR. The committee is responsible for managing all the financial activities of POWWR. The committee will prepare and present a financial Statement of Operations at all meetings of the Board or annual meetings of the members.

Membership Committee:

The Membership Committee shall administer new POWWR memberships, renew memberships, and be the repository of information about and statistics regarding existing members of POWWR. The committee will be responsible for collecting annual membership dues.

Governance Committee:

The Governance Committee will provide oversight of Board of Director function and performance and ensure that POWWR is governed within legal and ethical standards set out by the Canada Not-for-Profit Corporations Act. The committee is responsible for policy development, review and amendment. The committee is also responsible for the

planning and execution of all meetings of the members, annual or special, including annual Board elections, in coordination with the Nominating Committee.

Events Committee:

The Events Committee plans and executes POWWR pickleball programs and events, including arranging facilities, recruiting volunteers in coordination with the Volunteer Committee, communicating to all participants and potential participants in coordination with the Communications Committee, and preparing budgets for the programs and events.

Nominations Committee:

The Nominations Committee is a standing committee of the POWWR Board of Directors. It is responsible for ensuring, on a continuing basis, that the Board is composed of qualified and skilled persons capable of, and committed to, providing effective governance leadership to the organization. The committee oversees the election of Board members at the Annual General Meeting in coordination with the Governance Committee.

Change 3. Bylaw 11.2, Cheques. This change is a request from the officers of POWWR. It makes the signing of cheques easier by changing one of the designated officers from Secretary to Vice-President and by increasing the number of signing authorities from three to four.

Current bylaw reads:

11.2 Cheques:

Three (3) POWWR Board members, consisting of the duly elected President, Secretary and Treasurer, shall be authorized to sign all POWWR cheques. Two (2) of the three (3) authorized Board members shall sign all cheques.

Proposed bylaw would read:

11.2. Cheques:

Four (4) POWWR Board members, consisting of the duly elected President, Vice-President, and Treasurer, as well as one additional Board member to be

designated annually by the Board, shall be authorized to sign all POWWR cheques. Two (2) of the four (4) authorized Board members shall sign all cheques.