



THE ROYAL REGIMENTAL OF CANADIAN ARTILLERY
SENATE GOVERNANCE GUIDE
DATED 08 NOVEMBER 2022

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PREFACE

1. Governance is the exercise of authority, direction, and control of an organization with a view to ensuring that its purpose and aspirations are achieved. It includes the structures, roles, functions, responsibilities, processes, and practices that the directors of an organization employ to provide corporate leadership. In the context of The Royal Regiment, Artillery Senate is considered the Regiment's senior "governing body" accountable to the Regimental Family.

2. This document contains agreed authoritative rules and procedures for the conduct of Senate business. It provides practical guidance for Senate Directors aimed at enhancing the quality of governance of the Regimental Family consistent with contemporary standards and the best practices of successful not-for-profit organizations. New Directors may utilize this material to familiarize themselves with their responsibilities while more experienced members may draw upon it to confirm the efficacy of their participation in the affairs of Senate. In both instances, it should be read in junction with Regimental Standing Orders.

CHAPTER 1 – INTRODUCTION

101. GENERAL

1. “A regiment is more than a mere organization; it is in truth a family, with its ancestors and descendants, its pride and its possessions, and through all its vicissitudes, a strong sense of community and continuity” – Field Marshal Earl Wavell.

2. The Royal Regiment of Canadian Artillery (RCA) – also referred to as “The RCA”, The Royal Regiment, The Regiment or, informally, the Gunners – comprises the Regular and Reserve Force units and personnel of the artillery branch of the Canadian Armed Forces. It is a potent and vital force multiplier within the spectrum of the Canadian Army’s combat capabilities and has a long and illustrious record of contributions to the success of our nation’s military endeavours – contributions founded on our ethos of “On Time and On Target”. At the head of The Royal Regiment are the Sovereign – our Captain General, the Colonel Commandant, and the Senior Serving Gunner. Other senior regimental appointments include Director RCA, Director RCA (NCM), Regimental Colonel RCA, Regimental Sergeant Major RCA, Commander Home Station RCA, and Director of Music RCA. Honorary Colonels and Honorary Lieutenant-Colonels support Reserve Force artillery units and provide a valued link to local communities as do, for all units and The RCA as a whole, “Friends of The Regiment”. Regimental Headquarters RCA provides a focal point for Regimental administration. In keeping with the philosophy of the Army’s regimental system, The Regiment is deemed to constitute a family – the Regimental Family. This family is one which embraces the entirety of serving, former, and retired Regular and Reserve Force Gunners as well as their own family members and the members of our bands, museums, associations, affiliated cadet corps, re-enactment groups, foundations, and societies. In the broadest sense, the Regimental Family includes all of those who wear or have worn our cap badge, plus the many who support us. This formulation reflects our Regimental adage, “Once a Gunner, Always a Gunner”. This is a belief shared by our Allied Regiment, the Royal Regiment of Artillery and by other Commonwealth Royal Regiments of Artillery. By virtue of its composition and nature, the family concept plays an indispensable role in promoting the cohesiveness, pride, loyalty and esprit de corps of Gunners thus enhancing the moral component of their effectiveness in operations. Finally, it may be said that in view of its deep historical roots, its intimate involvement with many of the key events of our country’s history, its presence in thirty-three locales from sea to sea, and, its bilingual character, The Royal Regiment of Canadian Artillery is very much a national institution.

3. Be it as a vital component of the Army’s operational capability, a family supportive of that capability or, a national institution, The Royal Regiment of Canadian Artillery merits governance of the highest order. Moreover, non-public funds and non-public property belonging to The Royal Regiment exist in substantial store and require dutiful care by all entrusted with its stewardship.

4. The following chapters are intended to provide the directors of Senate with comprehensive reference material to assist them in their governance functions of direction setting, resource development and stewardship, risk management, performance management, and stakeholder relations.

102. CREDIT

This Governance Guide draws extensively upon several source documents, adapting material to the circumstances and culture of The Royal Regiment. The Regiment specifically acknowledges the use made of “Governing for Results” by Mel Gill, Copyright 2002. We have done so with the kind permission of the author, on the condition that “they not be made broadly accessible by web posting or otherwise”. None of the material in this Governance Guide should be reproduced or disseminated in any way for the use of any other institution without the expressed consent of the Senate of The Royal Regiment of Canadian Artillery.

CHAPTER 2 – GOVERNANCE FRAMEWORK

201. GENERAL

Regimental affairs of The Royal Regiment of Canadian Artillery are directed and guided by governance bodies in accordance with, inter alia, the National Defence Act, Canadian Armed Forces policy, orders and regulations, Regimental Standing Orders, and The RCA Family Strategy. The principal bodies, formed for this purpose, are defined in the following paragraphs.

202. ARTILLERY SENATE

1. Artillery Senate (or, simply “Senate”) is the senior governing body of The Royal Regiment and acts as its *de facto* board of directors responsible to the Regimental Family at large for the conduct of The Regiment’s non-public affairs. Its mandate is to promote and preserve the long-term well-being of The Regiment and to further its interests. While Artillery Council (see below) concerns itself with matters related to operational effectiveness and leadership, Artillery Senate focuses on the health of the family institution and its place in Canadian society. Artillery Senate will not involve itself in matters within the purview of Artillery Council, unless requested to advise or assist. To accomplish its mandate, Senate works with stakeholders both within and outside The Royal Regiment, including The RCAA and other artillery associations, honorary appointees, and “Friends of The Regiment”.

2. See subsequent paragraphs and chapters for further detail.

203. ARTILLERY COUNCIL

1. Artillery Council provides advice and guidance to the Director RCA and Director RCA (NCM) on matters relating to Lines of Operation 1 and 2 of The RCA Family Strategy.

2. Membership consists of:

- a. Senior Serving Gunner (Chair);
- b. Colonel Commandant;
- c. serving artillery general officers;
- d. senior serving Reserve Force artillery officer;
- e. Director RCA;
- f. Director RCA (NCM);
- g. Regimental Colonel RCA; and
- h. RSM RCA.

3. Artillery Council meets at the direction of the Chair, at least twice yearly (typically prior to scheduled meetings of Artillery Senate) and considers such matters as are placed before it by the Chair or the Secretary. It reviews and recommends key artillery appointments and approves all major operational policy initiatives.

204. COUNCIL OF COLONELS

The Council of Colonels provides advice to the Directors and the Regimental Colonel on matters of succession planning and other topical issues within The Royal Regiment. Membership consists of all artillery colonels.

205. COUNCIL OF CHIEF WARRANT OFFICERS

The Council of Chief Warrant Officers provide advice to the RSM RCA on matters of succession planning and other topical issues within The Royal Regiment. Membership consists of all artillery chief warrant officers.

206. RCA DRESS AND CEREMONIAL COMMITTEE (DCC)

1. The RCA DCC considers matters of dress and ceremonial pertaining to The Regiment and makes recommendations to Artillery Senate.

2. Membership consists of:

- a. Regimental Colonel RCA (Chair);
- b. RSM RCA (Co-Chair);
- c. Regimental Major;
- d. RSM RCA (Reserve);
- e. RSMs of Regular Force units;
- f. one Reserve Force unit RSM per division;
- g. additional members as necessary to achieve an appropriate representation of both male and female soldiers; and
- h. RQMS RCA – secretary (non-voting member).

3. The Committee meets as required but not less often than once per year.

4. See Regimental Standing Orders Volume I for further detail.

207. RCA HONOURS AND AWARDS COMMITTEE (HAC)

1. The RCA HAC considers matters of honours and awards (including nominations) pertaining to The Regiment and makes recommendations to the Colonel Commandant or Regimental Colonel.
2. Membership consists of:
 - a. Deputy Regimental Colonel RCA (Chair);
 - b. Deputy Director RCA (Reserve);
 - c. Regimental Major;
 - d. RSM RCA;
 - e. RSM RCA (Reserve); and
 - f. RQMS RCA (Committee Secretary, non-voting).
3. The committee meets quarterly at the call of the Chair.
4. See Regimental Standing Orders Volume I for further detail.

208. OTHER GOVERNING BODIES

1. Other bodies bearing responsibility for the conduct of Regimental affairs include (see Regimental Standing Orders Volume II for details):
 - a. RCA Regimental Fund Executive Board;
 - b. RCA Kit Shop Executive Board; and
 - c. RCA Non-public Property Executive Board.

209. APPLICABILITY AT UNIT LEVEL

Commanding officers are encouraged to apply relevant principles and aspects of this framework to the governance of non-public Regimental affairs at the unit level.

210. NATIONAL DEFENCE ACT (NDA)

1. The following definitions and provisions of the NDA are germane to the conduct of Regimental affairs:
 - a. Non-Public Property (NPP). NPP means:

- (1) all money and property, other than issues of materiel, received for or administered by or through messes, institutes or canteens of the Canadian Forces;
 - (2) all money and property contributed to or by officers, non-commissioned members, units, or other elements of the Canadian Forces for the collective benefit and welfare of those officers, non-commissioned members, units, or other elements;
 - (3) by-products and refuse and the proceeds of the sale thereof to the extent prescribed under subsection 39(2); and
 - (4) all money and property derived from, purchased out of the proceeds of the sale of, or received in exchange for, money and property described in paragraphs (a) to (c).
- b. Section 38 of the NDA (NPP):
- (1) “The non-public property of a unit or other element of the Canadian Forces shall vest in the officer from time to time in command of that unit or other element, and shall be used for the benefit of officers and non-commissioned members or for any other purpose approved by the Chief of the Defence Staff in the manner and to the extent authorized by the Chief of the Defence Staff”.
- c. Section 48 of the NDA (Service Associations):
- (1) “The Governor in Council may establish associations and organizations for purposes designed to further the defence of Canada”.
 - (2) “The Minister may authorize the provision of accommodation, materiel and facilities for the training, practice and use of the associations and organizations mentioned in subsection (1) and other associations and organizations designed to further the defence of Canada, whether or not the members of such associations and organizations are officers or non-commissioned members”.

211. CANADIAN ARMED FORCES POLICY, REGULATIONS AND ORDERS

The Regiment’s governing bodies must remain alert to current policy, regulations, and orders applicable to the discharge of their role, responsibilities, and functions.

212. REGIMENTAL STANDING ORDERS

1. Regimental Standing Orders (RSOs) are promulgated in two volumes:

- a. Volume I – History, Organization and Heritage. This volume relates our history and explains how we are organized and governed. It also supplies direction and guidance for the management and application of those aspects of our heritage that define our identity, promote ethos and esprit de corps, and distinguish us from the other proud corps, regiments and branches of the Canadian Army and the Canadian Armed Forces.
- b. Volume II – Administration. This volume pertains to the management of non-public funds and property and of the various programmes and activities established for the well-being of The Regiment and its members.

2. Issued under the combined authorities of the Colonel Commandant, the Senior Serving Gunner, Director RCA, Director RCA (NCM), Regimental Colonel RCA, and RSM RCA, they provide direction and guidance for all aspects of the conduct of Regimental affairs.

213. RCA FAMILY STRATEGY

1. The RCA Family Strategy defines the Regimental Family and represents a framework of thought and action aimed at fostering a credible, relevant, cohesive, and valued Royal Regiment. Further shaped by vision, centre of gravity, values, and objectives our efforts are grouped into five Lines of Operation with oversight of same assigned to either the Director RCA/Director RCA (NCM) or the Regimental Colonel RCA:

- a. Line of Operation 1 – Develop and generate the capabilities that will sustain The Royal Regiment in operations (Director RCA);
- b. Line of Operation 2 – Assure excellence in leadership through succession planning (Director RCA and Director RCA (NCM));
- c. Line of Operation 3 – Nurture the family institution (Regimental Colonel RCA);
- d. Line of Operation 4 – Connect with Canadians (Regimental Colonel RCA); and
- e. Line of Operation 5 – Celebrate our heritage (Regimental Colonel RCA).

2. The current version of the Family Strategy is attached as an annex to Chapter 3 of Regimental Standing Orders – Volume I.

214. NON-PUBLIC FUNDS (NPF)

1. RCA Regimental Fund.

- a. The RCA Regimental Fund (“the Fund”) is a NPP entity of the Canadian Armed Forces as defined by the NDA.

- b. it comprises monies collected for the purpose of supporting the non-public affairs of The Royal Regiment of Canadian Artillery.
- c. such monies are derived mostly from voluntary contributions from serving members of the Regiment – primarily members of the regular component of the Regiment who donate to the Fund on a monthly basis by pay allotment. Members of the reserve component may also contribute, although most choose to support their local unit fund instead. Similarly, retired members and friends of the Regiment may donate to the Fund although many prefer to give to The RCA Heritage Fund.
- d. as a Canadian Armed Forces NPP entity, The RCA Regimental Fund is deemed by the Canada Revenue Agency to be a “qualified donee”. As such, contributions or donations to the Fund attract Official Income Tax Receipts issued by Regimental Headquarters (RHQ) RCA on behalf of the Canadian Forces Morale & Welfare Services (CFMWS) NPF Accounting Office in Shilo, MB.
- e. The RCA Regimental Fund is considered an account of the Canadian Forces Central Fund (CFCF) – also an NPP entity. RCA Regimental Fund monies on account with the CFCF attract investment (largely interest) income which is spent on current programmes or re-invested – as is, from time to time, decided.
- f. The RCA Regimental Fund is governed and managed in accordance with Canadian Armed Forces NPP regulations and the Fund constitution. Fund expenditures focus on supporting Line of Operation 3 of The RCA Family Strategy – Nurture the family institution.

2. RCA Heritage Fund.

- a. The RCA Heritage Fund (“the Heritage Fund”) is a NPP entity of the Canadian Armed Forces as defined by the NDA.
- b. it comprises monies collected for the purpose of supporting the non-public affairs of The Royal Regiment of Canadian Artillery.
- c. such monies are derived from voluntary contributions from members of the Regimental Family and Friends of the Regiment.
- d. as a Canadian Armed Forces NPP entity, The RCA Heritage Fund is categorized by the Canada Revenue Agency as a “qualified donee”. As such, contributions or donations to the Heritage Fund attract Official Income Tax Receipts issued by RHQ RCA on behalf of the CFMWS NPF Accounting Office in Shilo, MB.
- e. The RCA Heritage Fund is operated as an account of the (CFCF – also an NPP entity). Donations earmarked for specific purposes are deposited in an operating sub-account until they are expended. General donations are deposited in an investment sub-account with a view to generating income for future use. RCA

Heritage Fund monies on account with the CFCF attract investment (largely interest) income which is spent on current programmes (in the case of the operating sub-account) or re-invested in proportion as may, from time to time, be decided (in the case of the investment sub-account).

- f. The RCA Heritage Fund is governed and managed in accordance with Canadian Armed Forces NPP regulations and the Heritage Fund constitution. Fund expenditures focus on supporting Line of Operation 5 of The RCA Family Strategy – Celebrate our heritage. Expenditures are also made in support of Line of Operation 3 – Nurture the family institution and Line of Operation 4 – Connect with Canadians.

215. OTHER NPP

The NPP of The Royal Regiment includes no real property. NPP in the form of historical artefacts and other items does, however, exist in large quantity under the custodianship of units, messes, and museums.

216. ROYAL CANADIAN ARTILLERY ASSOCIATION (RCAA)

1. (“The RCAA”, “The RCA Association” or simply, “the Association”) was formed in Ottawa in 1876 as the Dominion Artillery Association with the object of developing and distributing gunner skills and conducting competitions. In 1895, it became the Dominion of Canada Artillery Association. It was incorporated by Act of Parliament as a not-for-profit organization in 1904 with the same object. The Act of Incorporation was amended in 1949 to change its purpose to, “The promotion of the efficiency and welfare of the Royal Regiment of Canadian Artillery and of all matters pertaining to the defence of Canada” and, to add “Royal” to its name. It was the first of the Service Associations and was a charter member of the Conference of Defence Associations (CDA) when the latter was formed in 1932.

2. The RCAA remains today a not-for-profit organization federally incorporated without share capital. It is also recognized as a registered charity by the Canada Revenue Agency.

3. Its mission is “the promotion of the effectiveness and welfare of The Royal Regiment of Canadian Artillery and of all matters pertaining to the defence of Canada”.

4. The RCAA is a leading member of the Regimental Family. It operates independently of, but in close collaboration with Artillery Senate with the Chair of the Board of Directors and the President of the Association serving as ex-officio directors. Joint Senate-RCAA Committees exist to execute selected functions serving the purposes and interests of both entities and to avoid duplication of effort.

217. GOVERNANCE MODEL

1. The Royal Regiment is not an incorporated entity. However, it has been determined that in order to facilitate the high standard of governance desired for Regimental affairs, Senate should

adopt the form and best practices of a board of directors of a federally incorporated not-for-profit corporation. Accordingly, the organization and content of this Governance Guide are informed by the Canada Not-for-profit Corporations Act, extant literature on the subject of governance, and the example of existing boards. Crucially, we have created for our use, model Articles of Incorporation and By-Laws.

2. Articles of Incorporation. The Articles of Incorporation contain specific information including: the corporate name, location of the registered office, number of directors, purpose of the corporation, restrictions on activities, classes of members, and distribution of assets on liquidation. See Annex A.

3. By-Laws. The By-Laws are the rules provided by the Corporation to its board of directors (Senate) within which the directors may discharge their governance role, functions, and responsibilities. They shall be reviewed by the Directors every three years and may be amended only by a meeting of the members of the Corporation. See Annex B.

218. POLICIES AND GUIDELINES

1. Senate directors have approved the framework of policies/guidelines contained in this Governance Guide for the good governance of Senate and the Regimental Family.

2. They supplement the By-Laws and in the event of any conflict, the By-Laws shall prevail.

3. These policies/guidelines shall be reviewed by Senate at intervals not to exceed three years and may be amended by resolution of Senate.

4. There is a distinction between these policies/guidelines for conduct of the business of Senate and those that govern the non-public affairs of The Royal Regiment. The former is contained in this Guide and the latter are found in the Standing Orders of The Royal Regiment of Canadian Artillery.

219. ETHICS

Ethical behaviour in human conduct is morally correct, honourable, just, principled, honest, and trustworthy. The Royal Regiment has a long tradition and reputation of ethical behaviour and remains committed to maintaining this culture.

ANNEXES

A Model Articles of Incorporation

B Model By-Laws of The Regimental Family of The Royal Regiment of Canadian Artillery

MODEL ARTICLES OF INCORPORATION

1. Corporate Name: The Regimental Family of The Royal Regiment of Canadian Artillery.
2. The province where the registered office is to be situated: Manitoba.
3. The number of directors or the minimum and maximum number of directors: Minimum number – 5; Maximum number – 25.
4. Statement of the purpose of the corporation: The purpose of the corporation is to advance the interests of The Royal Regiment and to promote and preserve its long-term well-being.
5. Any restrictions on the activities that the corporation may carry on: There are no restrictions on the activities that the corporation may carry on.
6. The classes, or regional or other groups, of members that the corporation is authorized to establish: The corporation is authorized to establish one class of members. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the corporation.
7. Statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the corporation: Property remaining on liquidation to be distributed to The RCA Regimental Fund.
8. Additional Provisions:
 - a. the corporation shall be carried on without purpose of gain for its members, and any profits or other accretions to the corporation shall be used in furtherance of its purposes.
 - b. directors shall serve without remuneration, and no director shall directly or indirectly receive any profit from their position as such, provided that a director may be reimbursed for reasonable expenses incurred in performing their duties.
 - c. a director shall not be prohibited from receiving compensation for service provided to the corporation in another capacity.

MODEL BY-LAWS OF

THE REGIMENTAL FAMILY OF THE ROYAL REGIMENT OF CANADIAN ARTILLERY

BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of

THE REGIMENTAL FAMILY OF THE ROYAL REGIMENT OF CANADIAN ARTILLERY

(the "Corporation")

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BE IT ENACTED as a by-law of the Corporation as follows:

SECTION 1 - GENERAL

1.01 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- a. "Act" means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or Regulations that may be substituted, as amended from time to time;
- b. "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the Corporation;
- c. "board" means the board of directors of the Corporation and "director" means a member of the board;
- d. "by-law" means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;

Annex B to Chapter 2

- e. "meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- f. "ordinary resolution" means a resolution passed by a majority of not less than 50% plus one of the votes cast on that resolution;
- g. "proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- h. "Regulations" means the Regulations made under the Act, as amended, restated or in effect from time to time; and
- i. "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.02 Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust, and unincorporated organization.

Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

1.03 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the secretary of the Corporation shall be the custodian of the corporate seal.

1.04 Execution of Documents

Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law, or other document of the Corporation to be a true copy thereof.

1.05 Financial Year End

The financial year end of the Corporation shall be determined by the board of directors.

Annex B
to Chapter 2

1.06 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint, or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct, or authorize.

1.07 Borrowing Powers

The Corporation shall not borrow money.

1.08 Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

SECTION 2 - MEMBERSHIP – MATTERS REQUIRING SPECIAL RESOLUTION

2.01 Membership Conditions

Subject to the articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be available only to individuals interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the board or in such other manner as may be determined by the board. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

2.02 Directors

All members of the Corporation are directors.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

Annex B
to Chapter 2

2.03 Absentee Voting by Mail Ballot

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot if the Corporation has a system that:

- a. enables the votes to be gathered in a manner that permits their subsequent verification; and
- b. permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

SECTION 3 - MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

3.01 Membership Dues

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date, the members in default shall automatically cease to be members of the Corporation.

3.02 Termination of Membership

A membership in the Corporation is terminated when:

- a. the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- b. a member fails to maintain any qualifications for membership described in Section 2.01 of these by-laws;
- c. the member resigns by delivering a written resignation to the Chair of the board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- d. the member is expelled in accordance with Section 3.03 below or is otherwise terminated in accordance with the articles or by-laws;
- e. the member's term of membership expires; or
- f. the Corporation is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

Annex B
to Chapter 2

3.03 Discipline of Members

The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- a. violating any provision of the articles, by-laws, or written policies of the Corporation;
- b. carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion; or
- c. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member, and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

SECTION 4 - MEETINGS OF MEMBERS

4.01 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles, or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the Chair of the meeting or by resolution of the members.

4.02 Chair of the Meeting

In the event that the Chair of the board and the co-chair of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

4.03 Quorum

A quorum at any meeting of the members (unless a greater number of members are required to be

Annex B
to Chapter 2

present by the Act) shall be 50% of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

4.04 Votes to Govern

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the Chair of the meeting in addition to an original vote shall have a second or casting vote.

SECTION 5 - DIRECTORS

5.01 Election and Term

Subject to the articles, all members during their term of membership are directors.

5.02 Accountability

The property and business of the Corporation shall be managed by the Board. The Board shall provide strategic direction to and formulate policies for the governance of the Corporation and oversee its outcomes. Directors shall:

- a. exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and
- b. take such measures as necessary to ensure that the Board and the Corporation in the conduct of its affairs, comply with all requirements under the law.

SECTION 6 - MEETINGS OF DIRECTORS

6.01 Calling of Meetings

Meetings of the board may be called by the Chair of the board, the co-chair of the board or any two (2) directors at any time; provided that, for the first organization meeting following incorporation, such meeting may be called by any director or incorporator. If the Corporation has only one director, that director may call and constitute a meeting.

6.02 Notice of Meeting

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in Section 8.01 of this by-law to every director of the Corporation not less than 7 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced

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at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

6.03 Regular Meetings

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

6.04 Participation by Electronic Means at Meetings

If the Board chooses to make available a telephonic, electronic, or other communication facility that permits all participants to communicate adequately with each other during a meeting, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic, or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic, or other communication facility that the Corporation has made available for that purpose.

6.05 Directors or Members' Meeting Held Entirely by Electronic Means

If the directors call a meeting pursuant to the Act, those directors, or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic, or other communication facility that permits all participants to communicate adequately with each other during the meeting.

6.06 Votes to Govern

Unless otherwise required by the Act or the articles of the Corporation, questions arising at any meeting of the board shall be decided by a consensus of the directors present at the meeting. A consensus will be considered to have been reached when no director objects to the question on the floor before the meeting. Should the Chair of the meeting determine, after a reasonable effort to achieve consensus has been made, that a consensus will not be reached regarding a particular question, then the Chair shall refer the question to be decided by a majority vote of the directors. In that event, each director is authorized to exercise one vote. In case of an equality of votes, the Chair of the meeting in addition to an original vote shall have a second or casting vote.

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6.07 Committees

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such Regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

6.08 Additional Directors

The board of directors may appoint additional directors for a term expiring not later than the close of the next annual meeting of members, but the total number of directors appointed may not exceed one-third of the number of directors elected at the previous annual meeting. The precise number of directors to be appointed in this manner may be fixed by ordinary resolution of the members.

SECTION 7 - OFFICERS

7.01 Description of Offices

Unless otherwise specified by the board which may, subject to the Act modify, restrict, or supplement such duties and powers, the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- a. **Chair of the Board** – The Chair of the board, if one is to be appointed, shall be a director. The Chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The Chair shall have such other duties and powers as the board may specify.
- b. **Co-Chair of the Board** – The co-chair of the board, if one is to be appointed, shall be a director. If the Chair of the board is absent or is unable or refuses to act, the co-chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The co-chair shall have such other duties and powers as the board may specify.
- c. **President** – If appointed, the president shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The president shall, subject to the authority of the board, have general supervision of the affairs of the Corporation.
- d. **Secretary** – If appointed, the secretary shall attend and be the secretary of all meetings of the board, members, and committees of the board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant, and members of committees; the secretary shall be the custodian of all books, papers, records, documents, and other instruments belonging to the Corporation.

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- e. **Treasurer** – If appointed, the treasurer shall have such powers and duties as the board may specify.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board or president requires of them. The board may, from time to time and subject to the Act, vary, add to, or limit the powers and duties of any officer.

7.02 Vacancy in Office

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- a. the officer's successor being appointed;
- b. the officer's resignation;
- c. such officer ceasing to be a director (if a necessary qualification of appointment);
or
- d. such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

SECTION 8 - NOTICES

8.01 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered, or served), other than notice of a meeting of members or a meeting of the board of directors, pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;

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- c. if sent to such person by telephonic, electronic, or other communication facility at such person's recorded address for that purpose; or
- d. if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant, or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

8.02 Invalidity of any provisions of this by-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

8.03 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

SECTION 9 - DISPUTE RESOLUTION

9.01 Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 9.02 of this by-law.

9.02 Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles,

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by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a. the dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b. the number of mediators may be reduced from three to one or two upon agreement of the parties.
- c. if the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- d. all costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

SECTION 10 - EFFECTIVE DATE

10.01 Effective Date

Subject to matters requiring a special resolution, this by-law shall be effective when made by the board.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the ___ day of ___, 20___ and confirmed by the members of the Corporation by special resolution on the ___ day of ___, 20___.

Dated as of the ___ day of ___, 20___.

[Indicate name of director/officer]

CHAPTER 3 – ROLE, FUNCTIONS & RESPONSIBILITIES

301. GENERAL

For the purposes of this Governance Guide, "Senate" means the Board of Directors of The Regimental Family of The Royal Regiment of Canadian Artillery (the Regimental Family).

302. ROLE

Artillery Senate (or, simply "Senate") is the senior governing body of The Royal Regiment and acts as its *de facto* Board of Directors responsible to the Regimental Family at large for the conduct of The Regiment's non-public affairs. Its mandate is to promote and preserve the long-term well-being of The Regiment and to further its interests. While Artillery Council concerns itself with matters related to operational effectiveness and leadership, Artillery Senate focuses on the health of the family institution and its place in Canadian society.

303. FUNCTIONS

1. The essential functions of Senate are:
 - a. Direction Setting. Maintenance of a strategic-level perspective of The Regiment's internal and external operating environments with a view to establishing goals and objectives for the Regimental Family and strategies for their attainment;
 - b. Resource Development and Stewardship. Oversight of fund raising, investment, and expenditure as well as the attraction of volunteers for service to the Regimental Family;
 - c. Risk Management. Identification, measurement, monitoring, and control of potential hazards to the well-being of the Regimental Family;
 - d. Performance Management. Oversight of the governance and management of Regimental non-public affairs to include all related programmes, projects, and activities with a view to maximizing effectiveness and efficiency; and
 - e. Stakeholder Relations. Communication with key stakeholders both internal and external to the Regimental Family, and advocacy in favour of The Regiment's well-being.

304. RESPONSIBILITIES

1. More specifically, in a Regimental context, it is responsible for:
 - a. developing, guiding the implementation, and amending, as appropriate, The RCA Family Strategy;

- b. governing The Royal Regiment in matters related to Lines of Operation 3, 4 and 5 of The RCA Family Strategy;
- c. approving programmes, projects, and activities in support of The RCA Family Strategy;
- d. overseeing management of The RCA Regimental Fund and The RCA Heritage Fund in accordance with the fund constitutions (see Regimental Standing Orders Volume II) to include approval of investment policies and annual budgets and monitoring of expenditures;
- e. coordinating fund-raising activities in support of major Regimental projects and activities;
- f. promoting the Strategic Capabilities Assessment (produced by Director RCA for the approval of Artillery Council) as a tool to record the evolving operational capability of The Royal Regiment, to register The Regiment's professional assessment of artillery force development priorities, and to articulate key strategic communications messages – all with a view to facilitating unity of thought, purpose, and action within and by The Regiment;
- g. planning the succession of Senate members with a view to ensuring appropriate skills, experience, and backgrounds are represented;
- h. promoting the activities of The RCAA and coordinating its work with that of other Regimental entities;
- i. maintaining awareness of all nominations for Honorary Colonel and Honorary Lieutenant-Colonel appointments;
- j. approving recommendations submitted by The RCA Dress and Ceremonial Committee;
- k. approving recommendations submitted by The RCA Honours and Awards Committee;
- l. approving major amendments to RCA Standing Orders;
- m. monitoring Regiment's non-public affairs for consistency with the Family Strategy;
- n. allocating financial resources in a manner which is consistent with the Family Strategy;
- o. accounting to members of the Regimental Family the conduct of projects, programmes and activities and the expenditure of funds;

- p. promoting and supporting the role of the Regimental Colonel, other senior serving leaders and RHQ RCA in the conduct of The Regiment's non-public affairs;
- q. ensuring the proper management of critical transitional phases and events (such as turnover in key positions in Senate and senior management, rapid growth or decline in resources, and issues of significant internal or public conflict or controversy);
- r. remaining knowledgeable about risks inherent in The Regiment's non-public affairs programmes (including non-compliance with the governance framework) and ensuring that appropriate risk analysis is performed as part of Senate decision-making;
- s. identifying unusual risks to the integrity of the Regiment's non-public affairs and ensuring that appropriate programmes and processes are in place to protect against such risk;
- t. ensuring effective communications with stakeholders;
- u. providing opportunities for stakeholders to contribute to the setting of direction for the conduct of Regimental affairs;
- v. contributing to the maintenance of strong stakeholder relationships by representing the Regiment and its affairs positively to stakeholders;
- w. advocating, within appropriate boundaries, on behalf of the well-being of the Regimental Family;
- x. preserving the corporate memory of the Regimental Family thus contributing to its continuity and stability;
- y. providing orientation and governance education opportunities for directors as deemed appropriate; and
- z. periodically assessing the effectiveness of governance functions, structures, practices, processes, and individual contributions and making adjustments to same where necessary.

CHAPTER 4 – STRUCTURE

401. GENERAL

While the Regimental Family is not legally a not-for-profit corporation, Senate is structured and operates as a not-for-profit board of directors.

402. COMPOSITION

1. Directors.

- a. directors are those members of Senate with voting rights and may number from a minimum of five to a maximum of twenty-five. There are two categories of director – ex-officio and elected.
 - (1) Ex-officio Directors. Ex-officio directors are directors by virtue of the status or appointments they hold in the Regimental Family. They remain directors for as long as they hold their appointments. These are:
 - (a) Colonel Commandant;
 - (b) Senior Serving Gunner;
 - (c) serving artillery general officers;
 - (d) immediate past Colonel Commandant;
 - (e) Chair of the Board of Directors of The RCAA;
 - (f) President of The RCAA;
 - (g) National Chair of The RCA Heritage Campaign; and
 - (h) RSM RCA.
 - (2) Elected Directors. Nominees for election as a director are sought from amongst members of the Regimental Family including “Friends of The Regiment” with a view to bringing to Senate a range of skills, knowledge, and backgrounds. They are elected, by the sitting directors, to an initial term of three years (with the possibility of two, three-year extensions for a total of nine years service).
- b. see Chapter 5 for further details.

2. Honorary Directors.

- a. with a view to recognizing special contributions to The Royal Regiment, Senate may appoint up to five honorary directors for a term of three years with the possibility of a one-year extension for a total of four years service.
- b. honorary directors may attend meetings of Senate and participate fully in deliberations but shall not be entitled to vote.
- c. see Chapter 5 for further details.

3. Officers.

- a. The Officers of Senate are four filled on an ex-officio basis as follows:
 - (1) Chair (Colonel Commandant);
 - (2) Co-Chair (Senior Serving Gunner, or a serving general officer delegated by the Senior Serving Gunner);
 - (3) Regimental Colonel (serving the function of chief executive officer) (non-voting); and
 - (4) Regimental Major (serving the function of secretary-treasurer) (non-voting).
- b. see Chapter 6 for further details.

4. Ex-officio (non-voting members) Members.

- a. Director RCA;
- b. Director RCA (NCM);
- c. Regimental Colonel RCA;
- d. Commander Home Station RCA;
- e. Director of The RCA Heritage Campaign;
- f. Director of Music RCA;
- g. Director of The RCA Museum; and
- h. Executive Director of The RCAA.

(Note: Terms of reference for these appointments may be found in Regimental Standing Orders or, in the case of the ED RCAA, in the relevant Association document.)

5. Adjunct Advisors.

- a. Senate may appoint adjunct advisors who volunteer to serve in an advisory capacity on a committee of Senate.
- b. adjunct advisors participate in the work of the committee to which they are appointed. Adjunct advisors, as appointees of Senate, are subject to the confidentiality provisions applicable to directors.
- c. adjunct advisors are members of the specific committee to which they are appointed, not members of Senate at large. However, where an adjunct advisor's expertise offers particular value, Senate may decide to involve adjunct advisors in Senate business, including Senate meetings.

6. Committees.

- a. Senate may, from time to time, appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulation or direction as Senate may stipulate. Any committee member may be removed by resolution of Senate.
- b. Senate and The RCAA have agreed that certain committees shall be joint committees of Senate and the Association.
- c. see Chapter 7 for further detail.

7. Secretariat. Administrative support to Senate will be provided by personnel (typically from RHQ RCA) appointed for this purpose by the Regimental Colonel.

8. Membership Transferability. Membership in Senate as a director or honorary director shall not be transferable. Ex-officio (non-voting) members may be represented at meetings by delegates should they not be able to attend themselves.

9. Delegation of Authority. Individual directors may not act in place of Senate except when acting together as an executive committee in accordance with the By-Laws. Senate may, by policy or general resolution, delegate certain authorities to one or more directors but retains ultimate responsibility and accountability for the authorities so delegated.

CHAPTER 5 – DIRECTORS

501. GENERAL

1. Individual directors of Senate are appointed under the authority of the By-Laws and are responsible to Senate.
2. Each director is responsible to act honestly, in good faith and in the interests of the Regimental Family, and in so doing to support The Regiment in the execution of its role, missions, and tasks.
3. The By-Laws require that directors:
 - a. exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and
 - b. take such measures as necessary to ensure that Senate and the Regimental Family, in the conduct of its non-public affairs, comply with all requirements under the law.
4. Individual directors have no authority to act or give direction individually. Senate may delegate authority to an individual director or officer or the Regimental Colonel; however, Senate remains ultimately responsible and accountable.

502. DUTIES OF DIRECTORS

1. Directors are in a fiduciary relationship with the Regimental Family. Their fiduciary duties are owed only to The Regimental Family and not to any stakeholder or other interest group and include a duty of due diligence, loyalty, and care.
2. Due Diligence. Directors exercise their duty of due diligence by remaining informed of governance requirements, the evolving operational situation, and activities of the Regimental Family.
3. Loyalty. Directors exercise their duty of loyalty by acting always in the best interests of the Regimental Family, maintaining Senate solidarity, and exercising vigilance for conflicts of interest.
4. Care. Directors exercise their duty of care by exercising the diligence and skill of a prudent person, participating constructively in Senate deliberations, working collegially, and respecting the differences in roles between Senate and staff.
5. Standard of Care. A director is required to apply the full level of skill and judgment that may reasonably be expected of a person with their knowledge and experience. The reasonableness of the conduct of directors must be viewed in the context of:

- a. their personal knowledge and experience; and
 - b. the subject before Senate (i.e. a director with financial expertise would be held to a higher standard of care than one who did not possess this specialized knowledge).
6. Fiduciary Conduct. Directors are required to abide by the rules of fiduciary conduct:
- a. Good Faith. Act in the legitimate and best interests of the Regimental Family taking into account all relevant factors, without preference for any particular group if to do so would not be in the best interests of the Regimental Family as a whole;
 - b. Honesty. Act honestly in all transactions involving the Regimental Family;
 - c. Loyalty. Remain loyal to the interests of the Regimental Family and above those of any other party that they may feel they represent;
 - d. Confidentiality. Respect the confidentiality of matters that are not, or will not be disclosed to the public, especially matters which are dealt with in camera. Further, respect Senate policies pertaining to public communications whereby only the Chair, or someone delegated to be the Senate spokesperson, may speak publicly on behalf of Senate. The duty of confidentiality continues indefinitely after a director has left Senate;
 - e. Obedience. Respect the principle that the majority governs. Even if they did not support a valid majority decision, directors are bound to remain true to it once taken; and
 - f. Conflict of Interest. Avoid conflicts of interest. Directors are considered to be in a “conflict of interest” whenever they themselves, or members of their family, business partners or close personal associates, may personally benefit either directly or indirectly, financially, or otherwise, from their position on Senate.
7. Ethical Conduct. The Regimental Family is committed to a culture of ethical behaviour. Directors are expected to maintain the highest ethical standards and to comport themselves lawfully, in a reasonable and prudent manner.

503. EXPECTATIONS OF DIRECTORS

1. Directors shall be guided in all their deliberations by the governance framework, by-laws, and the content of this document. In addition, for the satisfactory fulfillment of their responsibilities and duties, directors are expected to demonstrate the following:
 - a. Commitment. Be willing, able, and ready to commit significant personal time to the business of Senate.
 - b. Attendance. Regularly attend scheduled Senate meetings and meetings of those

committees on which they have agreed to serve. In addition, directors are expected to participate in selected public events conducted by, or on behalf of the Regimental Family. From time to time they may be called upon to promote the work of the Regimental Family and advocate for its interests.

- c. Preparation. Attend Senate and committee meetings fully prepared to deliberate agenda issues and recommend action. This requires:
 - (1) working knowledge of the Regimental Family's governing documents, plans, and policies;
 - (2) reading of materials provided in support of the agenda; and
 - (3) discussing evolving issues with Senate colleagues.
- d. Participation. Participate in Senate and committee deliberations by:
 - (1) questioning and challenging incomplete, unclear, inaccurate, or erroneous information; and
 - (2) making informed interventions based on their personal perspective and life-experience.
- e. Comportment. Conduct themselves in accordance with a spirit of collegiality and with respect for the collective decisions of the Senate and to subordinate any personal interests to the best interests of the Regimental Family.
- f. Evaluation. Participate in a continuous process of evaluation regarding:
 - (1) the well-being of the Regimental Family;
 - (2) the effectiveness and efficiency of the Senate in carrying out its functions and responsibilities; and
 - (3) individual contributions to the effectiveness of Senate.
- g. Resignation. A director facing any of the following situations should consider either resigning from the Senate or declining to put their name forward for re-election for a subsequent term:
 - (1) a personal breach of ethical propriety;
 - (2) inability to support a particular Senate decision; or
 - (3) inability to continue making a significant contribution to the governance of the Regimental Family.

504. RECRUITMENT OF DIRECTORS

1. Certain directors are ex-officio based on their appointments within the Regimental Family. However, the majority are volunteers – either retired members of The Regiment or individuals recruited from other walks of life – who are elected.
2. Crucial to the good governance of the Regimental Family are competent, committed, and diverse volunteers prepared to give of their time and abilities to sit on Senate.
3. It is the responsibility of the Joint Strategic Recruiting Committee (“Recruiting Committee”) to identify, assess, and recommend to the Senate suitable members for election as directors.
4. Recruitment can take the form most appropriate to the circumstances whether that is by personal referral from a currently serving director or another member of the Regimental Family. The Chair of the Recruiting Committee should maintain a file of candidates who have expressed interest in becoming directors.
5. As director vacancies occur or are anticipated, the Recruiting Committee will review the Senate’s need for specific expertise, experience, or background.
6. In identifying nominees, the Recruiting Committee should bear in mind the following criteria:
 - a. Senate should reflect the Regimental Family it serves with consideration being given *inter alia* to regional, linguistic, commissioned and non-commissioned, regular and reserve, serving and retired representation.
 - b. Honorary Colonels and Lieutenant-Colonels will often make good candidates due to their backgrounds, community, regional, or national profiles and connections.
 - c. no one group should dominate the Senate.
 - d. Senate should be populated with individuals of strong moral character, motivated to give freely of their time and energy in a dedicated and collaborative fashion.
 - e. individual directors should possess the following qualifications and characteristics:
 - (1) expressed interest in The Royal Regiment and its affairs;
 - (2) useful work experience or professional qualification;
 - (3) comfortable working at the national level;
 - (4) superior verbal and written communication skills;

- (5) free from conflicts of interest; and
- (6) understand the expectations of directors.

7. Selection Process.

- a. sponsors forward the names of candidates to the Chair of the Recruiting Committee in writing indicating the reasons for their nomination and include their curriculum vitae.
- b. the individual's candidacy is placed on the agenda of the next available Recruiting Committee meeting. The Recruiting Committee weighs the needs of the Senate with the information provided by the sponsor and decides if there is potential in pursuing the candidacy. If yes, an interview is conducted with the candidate by one or more members of the Recruiting Committee. The purpose of the interview is to further assess the candidate's suitability and motivation for service as a director. The persons conducting the interview will ensure that the candidate is aware of the expectations for directors on Senate. The interview should occur in person in a suitable environment and an atmosphere of collegiality.
- c. the results of the interview are brought back to the Recruiting Committee who decide to recommend, hold in abeyance, or not recommend the candidate for election as a director.
- d. if the decision of the Recruiting Committee is to hold in abeyance or not to recommend the candidate then the Chair of the Recruiting Committee will communicate the Committee's decision to the candidate and inform the Chair of the Senate.
- e. if the decision is to recommend the candidate, then the Chair of the Recruiting Committee requests that the Chair of the Senate place the matter on a future agenda of the Senate. The Chair of the Recruiting Committee will inform the candidate of the Recruiting Committee's recommendation and the approximate timing for consideration by Senate.
- f. if Senate does not elect the candidate as a director, then the Chair of the Senate informs the candidate verbally of the Senate's decision. If the Senate does elect the candidate, then the Chair of the Senate informs the candidate in writing including an outline of the expectations of directors and the pertinent governance documents relating thereto.
- g. the Secretary shall keep a list of all directors and their election dates and term expiry dates.

505. ORIENTATION AND DEVELOPMENT OF DIRECTORS

The recruitment and selection policy and process outlined above will produce directors with impressive but varied abilities, skills, and experience. Not all new directors will have a deep or broad understanding of the Regimental Family or not-for-profit governance functions and responsibilities. In addition, there is a constant need for all directors to keep abreast of changes in the governance and the Regimental Family. To the extent to which circumstances and resources permit, Senate will endeavour to provide directors, both new and old, with a programme of appropriate orientation, mentoring, and continuing education.

506. HONORARY DIRECTORS

1. The honorary director designation pays tribute to individuals who have made a significant contribution to the betterment of the Regimental Family. In addition, the appointment of honorary directors allows the Senate to continue to benefit from their knowledge, personal abilities, competency, experience, and corporate memory.

2. Selection.

- a. it is the responsibility of the Recruiting Committee to recommend to the Senate individuals for appointment as honorary directors. Candidates will normally be former directors or distinguished Canadians who bring particular expertise or influence to Senate.
- b. any serving director of the Senate may recommend a person to be considered an honorary director. The recommendation should be in writing to the Chair of the Recruiting Committee. The Recruiting Committee reviews the recommendation to determine if the candidate meets the criteria for this position.
- c. if the candidate meets the criteria, the Chair of the Governance Committee advises the person of the recommendation to be elected an honorary director, the expectations for this position and verify that the person is willing to accept this position if approved by the Senate. The Chair of the Recruiting Committee requests the Chair of the Senate to place the matter on a future agenda of a Senate meeting.
- d. the Chair of the Senate advises the candidate of Senate's decision.

3. Expectations. Honorary directors are expected to generally conform to the duties and expectations of regular directors.

CHAPTER 6 – OFFICERS

601. GENERAL

Officers of Senate are appointed under the authority of the By-Laws and are responsible to Senate.

602. CHAIR

1. The Chair is the Colonel Commandant RCA. The Chair shall preside at all Senate meetings. In their absence, meetings of the Senate may be chaired by the Co-Chair, or another director designated by the Chair.

2. The role of the Chair is to ensure the integrity of Senate's processes. The Chair is the only Senate member authorized to speak for Senate unless this is specifically delegated to another Senate member.

3. In addition, the Chair:

- a. presides as the 'manager' of the Senate's activities, ensuring that the Senate and its members follow Senate rules and policies;
- b. is responsible for ensuring that the Senate's work is conducted effectively and efficiently during regularly scheduled Senate meetings. The Chair has no authority to make decisions outside the By-Laws or the parameters of policies created by resolution of Senate;
- c. sets the agenda for meetings of Senate with input from the members of Senate and with the assistance of the Regimental Colonel, ensures that its meetings are focused on matters of Senate responsibility;
- d. is responsible for promoting the development of a Senate work plan, complementary to Senate's strategic priorities and operational plan and ensuring that Senate's work and influence are evenly distributed among Senate members;
- e. plans the conduct and timing of Senate meetings in conjunction with the Regimental Colonel and chairs meetings of Senate;
- f. ensures that Senate is properly informed about the operations of the Regimental Family, has the information and opportunity necessary to come to decisions on matters within its purview, and that decision-making is transparent;
- g. without undermining the Regimental Colonel's accountability to the full Senate, is the Senate's primary liaison with the Regimental Colonel, who is responsible for the execution of Senate policies and directives, and for determining the means, organizational structure, and management processes necessary to achieve the Regimental Family's objectives;

- h. strives to ensure that Senate works effectively as a team and that areas of overlap between Senate, RCAA and RHQ RCA responsibilities are managed constructively;
- i. is responsible to ensure that conflict of interest issues and other conflicts or disputes are addressed sensitively and resolved constructively;
- j. is responsible to ensure that directors who fail to meet expectations or obligations are gracefully retired;
- k. with the support and cooperation of Senate, is responsible for ensuring adequate communications and accountability to the Regimental Family; and
- l. acts as public spokesperson for Senate and the Regimental Family as required, subject to any direction provided by Senate.

603. CO-CHAIR

The Co-Chair is the Senior Serving Gunner. Given the unique nature of the positions of Colonel Commandant and the Senior Serving Gunner, they share the responsibilities of chairing the Senate. As the Chair, the Colonel Commandant will normally lead on issues, while as Co-Chair, the Senior Serving Gunner will play such role as they mutually agree.

604. REGIMENTAL COLONEL

The Regimental Colonel serves the function of “chief executive officer” of the Senate and shall be responsible for implementing the policies, plans and directions of Senate and shall, subject to the authority of the Senate, have general supervision of the affairs of the Regimental Family.

605. REGIMENTAL MAJOR

The Regimental Major serves the function of “secretary-treasurer” of the Senate and shall ensure that all secretarial and treasury functions are performed for the Senate and that records are kept of all proceedings and transactions. The Regimental Major is the custodian of all official books, papers, records, documents, and correspondence of Senate and of the financial records of The RCA Regimental Fund and of The RCA Heritage Fund.

CHAPTER 7 – COMMITTEES

701. GENERAL

1. Committees play an advisory role. Their purpose is to bring the experience, expertise, and judgment of a group of interested and informed persons to bear on a specific area of concern to the Senate and in the case of joint committees, to The RCAA Board of Directors (BOD) as well. It assists Senate by considering matters referred to it in greater depth than would be possible by the entire Senate. They identify and isolate the key issues requiring Senate attention, propose alternative actions including the implications thereof, and make recommendations to the Senate for decision.
2. Senate will not review the matter in the same detail as a committee but must be satisfied that all pertinent information was considered or refer the issue back to the committee for further study.
3. Senate will consider the recommendations of the committee and adopt or amend these recommendations or make such other disposition, as it deems necessary.
4. Committees do not speak or act for Senate unless such authority is formally delegated, is time-limited, and is for specific purposes.
5. They do not have any authority to direct staff although they may, through the Senate, ask the Regimental Colonel to allot resources in support of committee activities.
6. The role of committee chair should align with that of the role of Chair of the Senate described above properly adjusted to the functions of a Senate committee.

702. COMPOSITION

1. On an annual basis, the Senate shall decide which committees are to be active for the following year and shall appoint (or confirm) Chairs and assign directors for each of the active committees for a term of one year. At the request of a committee chair, the Senate may at any other time of the year appoint additional or alternate members to committees for the purposes of filling vacancies or to meet requirements. The Senate may, on the recommendation of the respective committee chair, also appoint persons other than directors to be members of committees for the purpose of adding subject matter expertise. These members shall be titled Adjunct Advisors.
2. A director of the Senate chairs all committees except that a Past Chair of the Senate, who need not be an incumbent director, may chair the Governance Committee.
3. Committee members are assigned on the basis of personal preference and relevant skills and experience.
4. The Senate Chair (voting) and the Regimental Colonel (non-voting) are ex-officio members of all committees.

703. TERMS OF REFERENCE

1. The current Terms of Reference for the Senate committees are attached as Annexes A to G of this Chapter. Committees should review their Terms of Reference at least annually. Senate, as required, may amend these Terms of Reference.
2. Should Senate establish any *ad hoc* committees for specific issues, such committees should be disbanded when the task is completed or is no longer relevant.

ANNEXES

- A GOVERNANCE COMMITTEE
- B RISK MANAGEMENT COMMITTEE
- C JOINT STRATEGIC PLANNING COMMITTEE
- D JOINT STRATEGIC RECRUITING COMMITTEE
- E JOINT STAKEHOLDER LIAISON COMMITTEE
- F JOINT STRATEGIC FUNDRAISING COMMITTEE
- G HERITAGE COMMITTEE

GOVERNANCE COMMITTEE

PURPOSE

The Governance Committee advises Senate on matters pertaining to the governance of the Regimental Family to include operation and performance of Senate.

COMPOSITION AND MEETINGS

The Governance Committee shall comprise a Chair (normally the Chair of Senate) and at least two (2) Directors and will meet as required.

FUNCTIONS AND RESPONSIBILITIES

1. Develop and maintain subject matter expertise in non-for-profit corporate governance.
2. Monitor the adequacy of the Senate's capability and capacity to discharge its governance functions of:
 - a. direction setting;
 - b. resource stewardship;
 - c. risk management;
 - d. performance management; and
 - e. stakeholder relations.
3. Contribute to the effectiveness and efficiency of the Senate by:
 - a. advising Senate with respect to best governance practices; and
 - b. monitoring and responding to changes in the Governance Framework.
4. Evaluate the effectiveness of the governance of the Regimental Family by means of:
 - a. periodic reviews of the Regimental Family's Governance Framework; and
 - b. periodic assessments of Senate operation and the contributions of individual directors.

RISK MANAGEMENT COMMITTEE

PURPOSE

The Risk Management Committee advises Senate on the mitigation of risks to the good stewardship of The Regiment's non-public property and the reputation of the Regimental Family.

COMPOSITION AND MEETINGS

The Risk Management Committee shall comprise a Chair and at least two (2) directors and it shall meet as required.

FUNCTIONS AND RESPONSIBILITIES

1. Monitor the management of The RCA Regimental Fund, The RCA Heritage Fund, other non-public property and The RCA Kit Shop with a view to identifying and alerting Senate to risks to their good stewardship.
2. Monitor the overall conduct of The Regiment's non-public affairs with a view to identifying and alerting Senate to risks to the reputation of the Regimental Family.
3. Maintain the investment policy for Regimental NPF to including monitoring of the suitability of current Canadian Forces Central Fund investment options. See Regimental Standing Orders Volume II.

JOINT STRATEGIC PLANNING COMMITTEE

PURPOSE

Given their role of direction setting, both Senate and The RCAA BOD are required to undertake strategic planning within their respective areas of responsibility for the well-being of the Regimental Family. As these areas overlap to a substantial extent, it makes sense that the contemplation of ends, ways and means be done jointly with a view to harmonization and economy of effort. The purpose of the Joint Strategic Planning Committee is to lead this contemplation and to agree necessary and appropriate changes to The RCA Family Strategy, the resulting gap analysis, and the plans for the closure of these gaps.

COMPOSITION AND MEETINGS

The Joint Strategic Planning Committee shall consist of a Chair and at least at least one (1) director from each entity and shall meet as required. An additional member of the Committee shall be a serving, post-command, artillery Lieutenant-Colonel or Colonel to assist the work of the Committee and to liaise with the Regimental Colonel and the Regimental Family. Participation by the Past Colonel Commandant would also be advantageous.

FUNCTIONS AND RESPONSIBILITIES

1. Maintain an environmental scan with a view to identifying emerging trends, risks and opportunities that may affect the strategic direction of the Regimental Family.
2. Oversee the maintenance of The RCA Family Strategy and its supporting implementation plan to include measurement of progress toward the achievement of stipulated goals and objectives.
3. Prepare an annual assessment that:
 - a. gauges the Regimental Family's progress in fulfilling its strategic goals and objectives;
 - b. identifies significant changes in the operating environment to include new risks and opportunities;
 - c. evaluates the suitability of the current directions and strategies in light of evolving circumstances; and
 - d. recommends necessary changes to same.
4. Present the assessment to the Senate and RCAA Board of Directors.
5. Monitor Artillery Senate/RCAA BOD relations and, as required, make recommendations to improve collaboration.

JOINT STRATEGIC RECRUITING COMMITTEE

PURPOSE

Given the number of positions with the Regimental Family's governance and management structure (Senate, including adjunct advisors, and RCAA Board of Directors and Executive) and the relatively small pool of potential volunteers willing and able to fill them, it makes sense for Senate and The RCAA to combine their volunteer identification and recruitment efforts. The purpose of the Joint Strategic Recruiting Committee is to conduct this effort and recommend suitable candidates for the consideration and approval of Senate and The RCAA Board of Directors. The Committee will also play a role in assisting Commanding Officers to identify suitable candidates for Honorary Colonel and Lieutenant-Colonel positions.

COMPOSITION AND MEETINGS

The Strategic Recruiting Committee shall consist of a Chair and at least one (1) other Director from each of the Senate and The RCAA BOD and shall meet as required. The Regimental Colonel and Director RCA will be permanent ex officio members of this committee.

FUNCTIONS AND RESPONSIBILITIES

1. Monitor the volunteer needs of the Senate and The RCAA.
2. Maintain a data base of potential volunteers from across the Regimental Family.
3. Maintain contact with Commanding Officers with a view to helping to identify potential candidates for honorary appointments.
4. As vacancies arise, advertise these to the data base of potential volunteers and, as appropriate, to the broader Regimental Family. Assess those who indicate interest and make recommendations to Senate and The RCAA Board.
5. Assist the Chairs of Senate and The RCAA Board in assigning directors to standing and *ad hoc* committees.
6. See paragraph 504 for detail pertaining to the recruitment of Senate directors.

JOINT STAKEHOLDER LIAISON COMMITTEE

PURPOSE

1. The purpose of the Joint Senate/RCAA Stakeholder Liaison Committee is to help the Senate and The RCAA ensure that the Regimental Family addresses the interests and needs of its varied stakeholders and that the potential contributions of all stakeholders to the well-being of the Regiment are fully exploited.
2. NB: Given that “advocacy” of the Regimental Family’s interests with respect to specific issues is a focussed strategic activity carefully managed and conducted by specific individuals under the close control of The RCAA or Senate as appropriate, it does not form part of the role of this Committee although it may be asked for its advice from time to time.
3. There is obviously a close relationship between stakeholder liaison and strategic-level fundraising. As is often said, “friend-raising is a necessary prelude to fundraising”. As such, it is vital that the Joint Stakeholder Liaison Committee and the Joint Strategic Fundraising Committee work hand-in-hand, sharing information; agreeing and adhering to common messaging to their respective audiences; and avoiding duplication of effort. Experience may recommend that these Committees be combined.

COMPOSITION AND MEETINGS

The Stakeholder Liaison Committee shall consist of a Chair and at least one (1) director from each of the Senate and The RCAA BOD and shall meet at as required.

FUNCTIONS AND RESPONSIBILITIES

1. Identify and maintain a database of the key stakeholders (both individual and group or category) in the Regimental Family.
2. Maintain awareness of issues and developments at the national, regional, and local levels that may be of interest to stakeholders of the Regimental Family or that could impact the reputation of The Regiment.
3. Assess these issues and, where appropriate, advise Senate/RCAA BOD on how issues should be exploited or alleviated.
4. Assess the needs and wants of stakeholders and advise Senate/RCAA BOD accordingly.
5. Ensure that stakeholders, particularly Honorary appointments, and regional artillery associations are aware of the successes and needs of the Regimental Family at the national level.
6. Help maintain the credibility of the Regimental Family in the eyes of stakeholders as well as confidence in its governance entities.

Annex E
to Chapter 7

7. Help raise and maintain the public profile of the Regimental Family.
8. Identify opportunities for alliances with entities that share interests with the Regimental Family.
9. Maintain an outreach programme which includes:
 - a. policies governing interactions with specific stakeholder groups;
 - b. objectives with respect to selected stakeholders;
 - c. delineation of Senate and RCAA responsibilities for interactions with stakeholders;
 - d. a communications plan with key messages tailored to the interests of stakeholders;
 - e. identification of resource requirements for the outreach programme;
 - f. the results of outreach activities; and
 - g. lessons identified and learned.

JOINT STRATEGIC FUNDRAISING COMMITTEE

PURPOSE

1. The Joint Strategic Fundraising Committee advises Senate and The RCAA Board of Directors on issues pertaining to fundraising in support of Regimental Family programmes, projects, and activities.
2. While acknowledging that fundamental responsibilities for adequate funding of RCA Regimental Fund programmes, RCA Heritage Fund projects and programmes, the Regimental Communications Programme, and RCAA activities remain separate, there is a need and scope for collaboration aimed at prioritizing requirements, identifying potential donors, sharing successful solicitation strategies, and implementing user-friendly donation mechanisms. Note: This Committee will not involve itself in advocacy.

COMPOSITION AND MEETINGS

The Joint Strategic Fundraising Committee shall comprise the National Heritage Campaign Chair and at least two (2) other directors from each entity and shall meet as required.

FUNCTIONS AND RESPONSIBILITIES

1. Maintain an awareness and understanding of issues affecting national level fund-raising.
2. Recommend fund raising priorities and deconfliction of targeted fund raising undertaken by The RCA Regimental Fund, RCA Heritage Fund and The RCAA.
3. Identify corporate sponsors who may be approached by The RCAA for support of Regimental Family programmes, projects, or activities.
4. Identify other potential donors who may be approached by appropriate members of the Regimental Family for support of programmes, projects or activities.
5. Assist fund raising campaigns by:
 - a. recommending ways of encouraging volunteerism and a giving culture across the Regimental Family;
 - b. identifying and sharing successful solicitation strategies;
 - c. recommending improvements to the user-friendliness of donor-mechanisms; and
 - d. identifying and recommending programmes, projects or activities with potential for strong appeal to members of the Regimental Family.

HERITAGE COMMITTEE

PURPOSE

Advise Senate on the prudent expenditure of NPF in support of programmes, projects and activities aimed at celebrating our heritage.

COMPOSITION AND MEETINGS

1. The Heritage Committee shall comprise the following:
 - a. Colonel Commandant;
 - b. Chair National Heritage Campaign;
 - c. Director National Heritage Campaign;
 - d. Regimental Colonel; and
 - e. RSM RCA.
2. The Committee will meet as required.

FUNCTIONS AND RESPONSIBILITIES

1. Oversee management of The RCA Heritage Fund by RHQ RCA.
2. Receive, screen, and recommend new proposals for RCA Heritage Fund expenditures.

CHAPTER 8 – PRACTICES & PROCEDURES

801. GENERAL

This chapter outlines practices and procedures for the discharge of the Senate's functions and responsibilities.

802. OPERATING PHILOSOPHY

1. Senate's focus should be on strategic leadership rather than administrative detail. Although Senate is responsible for monitoring and auditing performance, it is not involved in day-to-day operations, the management of which is delegated to the Regimental Colonel.

2. Style of Governance. In carrying out its role and responsibilities, Senate is committed to:
- a. the need to direct, control, and inspire the Regimental Family through careful deliberation and innovative directions;
 - b. demonstrating to stakeholders its competence, diligence, and effectiveness;
 - c. ensuring that all business of the Regimental Family is conducted in a legal, transparent, and ethical manner and in accordance with the principles of fair play;
 - d. enforcing behaviour that is needed to govern with excellence including matters such as attendance, respect for roles, maintaining a unified front as a Senate, and correcting any tendency of directors to stray from the principles adopted in this Governance Guide; and
 - e. continuous learning and performance improvement.
3. Organizational Culture.
- a. a positive workplace culture is a crucial ingredient of effective governance. The Senate's organizational culture may set the tone for the conduct of the entirety of The Regiment's non-public affairs. Directors, the Regimental Colonel, staff, and volunteers must feel valued, supported, and encouraged to take measured risks in pursuit of organizational goals.
 - b. to do this, Senate strives maintain an environment where:
 - (1) trust is established through respect, openness, and transparent communication;
 - (2) directors and others feel free to express their opinions;
 - (3) opinions are given thoughtful and careful consideration;

- (4) ideas are received, challenged, and evaluated without malice or *ad hominum* remarks;
 - (5) all feel like equals in the decision-making process; and
 - (6) disagreements and conflicts are resolved constructively.
- c. while organizational stability is desirable, it must be balanced against the need for innovation in a complex, rapidly changing environment. This requires of the Senate to:
- (1) avoid blame;
 - (2) build on strengths;
 - (3) encourage ‘no fault’ experimentation;
 - (4) take calculated risks;
 - (5) “steer without rowing” (i.e. controlling for outcomes without controlling means); and
 - (6) identify organizational tensions (in cooperation with the Regimental Colonel, staff, and other entities) and working collegially to resolve them.

803. WORK PLAN

1. Senate must set its yearly agenda with a view to ensuring that it appropriately and adequately executes its role, functions, and responsibilities as specified in Chapter 3. The same applies to committees. Given the scarcity of resources available for this purpose, it will likely remain necessary to refrain from the production of formal strategic plans and other such elaborate documents in favour of simple budget centered annual operating plans, statements of priorities, and expressions of direction and guidance aimed at specific programmes, projects and activities.

2. The Regimental Family’s fiscal year is 1 April to 31 March. However, since the Senate membership and Committee composition change each year in June, the Senate itself operates on a June-to-June cycle.

804. MEETINGS

1. Meetings of the Regimental Family. In a not-for-profit corporation, the corporation has an annual general meeting to report to the members. In the absence of a corporate structure, Senate will report annually to the Regimental Family through a variety of mechanisms. The primary means will be through the report of the Colonel Commandant at The RCAA AGM.

2. Senate Meetings.

- a. Scheduling. Senate meetings are normally held quarterly. The Co-Chairs schedule meetings in conjunction with the Regimental Colonel and with an opportunity for directors to comment thereon prior to implementation.
- b. Conduct. Meetings are conducted in accordance with Senate By-Laws and Robert's Rules of Order.
- c. Agenda.
 - (1) the Chair sets the agenda for Senate meetings with the assistance of the Regimental Colonel and with input from directors with a view to ensuring that the matters selected are focused on the Senate's functions and responsibilities. The Co-Chairs should consider tabling an agenda item at one meeting for decision at a subsequent meeting where the item seeks a decision of the Senate to do any of the following:
 - (a) amend the Governance Framework of the Regimental Family;
 - (b) amend the Family Strategy;
 - (c) materially affect the approved budget;
 - (d) undertake initiatives denoted by elevated risk of adverse impact on the well-being of the Regimental Family; or
 - (e) enter into a partnership with another entity.
 - (2) agenda setting should also take into consideration committee and staff reports.
 - (3) agenda should include the record of decisions of the previous meeting, the status of outstanding action items, standing reports and new business.
 - (4) agenda and their supporting documentation should be distributed to directors at least one week prior to meeting.
- d. Decision Making.
 - (1) decisions of Senate are taken at Senate meetings at which a quorum (i.e. a simple majority) of directors is present.
 - (2) decisions will ideally be made through a consensus development process leading to a formal vote to record the decision (with the Chair voting only to resolve a tie). This process is intended to encourage full discussion

leading to a decision that all or at least the largest possible majority of directors can support. A simple majority of votes, regardless of abstentions, is required for approval. Dissenting directors may request that their objections be recorded in the Record of Decisions.

- (3) disagreements should be aired at Senate meetings prior to a decision being made. Once a decision is made the Senate speaks with one voice in favour of the decision taken.
 - (4) the Regimental Colonel acting in the capacity as Secretary shall ensure that a Record of Decisions taken at each meeting of Senate is produced. The Chair is responsible for the content of the Record of Decisions and shall present it to Senate for approval at the subsequent meeting. Records of Decisions taken at its meetings shall be made available on the Regimental website www.rca-arc.org.
- e. Confidentiality. The following items are to be treated as confidential unless otherwise decided by a resolution of the Senate:
- (1) personal matters about an identifiable individual;
 - (2) matters of personal conflict between members of Senate;
 - (3) any other matters which, the public discussion thereof, Senate determines would be prejudicial to the interests of the Regimental Family or its members; and
 - (4) when an item is required to be treated as confidential or Senate determines that a matter is to be kept confidential, the item shall be designated as a confidential minute, segregated, and kept separate from non-confidential minutes by the Secretary. Confidential minutes and their supporting materials shall be accessible by directors; persons designated by the Chair of Senate; and the Regimental Colonel or persons designated by them for the purposes of carrying out their duties.

3. In Camera Meetings.

- a. regular Senate meeting agenda may include an in-camera session whereby attendance is limited to Senate members and named invitees at the discretion of the Senate. The Senate moves into in camera with an approved motion. Similarly the in-camera meeting is terminated with an approved motion.
- b. while in camera the Senate considers and discusses confidential items listed above as well as any other matters which, the public discussion thereof, the Senate by a two-thirds (2/3) majority vote, determines would be prejudicial to the interests of the Regimental Family or its members.

4. Senate Committee Meetings.

- a. committees meet in accordance with their Terms of Reference. Typically they are held at the call of the committee chair or at times regularly scheduled by resolution of the committee or the Senate.
- b. committee meetings are less formal in their conduct than Senate meetings but may adopt conventional rules of order as necessary. Their proceedings are subject to the same requirements for record keeping and the committee chair will report the results of their work to Senate.
- c. the Chair of the Senate and the Regimental Colonel, as *ex officio* members of Senate committees receive notice thereof and are welcome to, but are not obliged to attend, said meetings.
- d. based on established Senate priorities, the Chair of each committee informs the Chair of the Senate before the Senate Meeting in September of the corporate objectives that will be the focus of the committee's work for that year so that these can be included these in the Senate Work Plan for the year.
- e. in the spring of each year at the request of the Chair of the Senate, the Chair of each committee reports to the Senate their progress on the work they have focused on and recommended to the Senate the previous September.
- f. they do not speak or act for Senate unless such authority is formally delegated.
- g. they do not have any authority to direct staff although they may, through Senate, ask the Regimental Colonel to allocate resources in support of committee activities.
- h. the role of a Senate committee chair aligns with that of the Chair of Senate properly adjusted to the purpose of the committee. The committee chair:
 - (1) schedules and plans the conduct of committee meetings in accordance with the committee's Terms of Reference and with the input of committee members; and
 - (2) chairs all meetings of the committee.
- i. occasions may arise where unpredicted and non-scheduled meetings will be required. Such meetings may be held with the consent of committee members.
- j. committee chairs set the agenda for meetings with inputs from committee members and the Regimental Colonel and after consideration of the committee terms of reference, assigned tasks from Senate, or the committee's own work plan.
- k. agenda should include the written records of the previous meeting of the committee

for approval by the committee.

- l. agenda and their supporting documentation are prepared and distributed in electronic format.
- m. Senate committees should arrive at the advice and recommendations they will give to Senate on a consensus basis.
- n. a discussion process should occur that allows the diverse views of committee members to be expressed on the issue to be considered by the committee.
- o. where there is consensus on the advice or recommendations to be provided to the Senate, the committee should record same.
- p. if disagreements persist, consideration should be given to presenting the committee's advice to the Senate inclusive of the dissenting point of view.
- q. where it is decided to provide advice or recommendations to Senate then the Chair of the committee should seek the inclusion of a relevant item in a future Senate meeting agenda.
- r. Senate committees have the option of having minutes taken of their proceedings or making a written record of their meetings.
- s. in either case the minutes or written record must reflect the progress of work accomplished at each meeting. The content of minutes or a written record presented to the committee for approval is the responsibility of the Chair of the committee.
- t. committee meeting confidentiality and records thereof should be kept and accessed in an analogous fashion to that of confidential matters addressed at Senate meetings.

805. CONFLICT RESOLUTION

1. Directors are recruited to bring diverse views on issues to Senate debates and decision-making. Constructive disagreements between directors are encouraged. They can generally be managed by following proper rules of procedure and encouragement of good listening skills. However, in the heat of debate, disagreements may degenerate into serious conflict on issues or between personalities.

2. The Senate Chair is responsible for managing such conflicts. A neutral Senate member or third party should be selected if the Senate Chair is a party to the conflict.

806. PERFORMANCE EVALUATION

1. Good governance requires a continuous cycle of planning, setting directions, monitoring progress, evaluating performance, and adjusting plans accordingly. As part of this cycle, Senate

annually evaluates, using tools as it may from time to time deem appropriate, both the Senate's collective and individual performance.

2. Collective evaluations are intended to assess the effectiveness of the Senate in the fulfillment of its principal governance functions and responsibilities with a view to improving its performance. The object of individual performance evaluations is not the scrutiny of any one individual but to assess on a non-attributable basis the performance of Senate directors. In so doing, Senate demonstrates its accountability to its stakeholders.

807. MEMBER EXPENSES

Directors are expected to cover any routine costs associated with their membership on Senate.

808. SENATE RECORDS

1. Senate Records consist of the following:

- a. the contents of this Governance Guide and any amendments thereto;
- b. the agenda, supporting materials and records of decisions of all Senate meetings and Senate committee meetings; and
- c. legal agreements to which an officer of the Senate is signatory.

2. The Regimental Colonel acting as the Secretary shall be responsible for the collection and retention of Senate records.

3. Senate records shall also be maintained in electronic format on the Regimental website.

4. Where a record, or any portion thereof, is required to be kept confidential, it shall be segregated and be accessible only by directors, the Regimental Colonel and persons designated by the Regimental Colonel for the purposes of carrying out the purposes of the record.