

Frequently Asked Questions
STLHE By-law Changes
Spring, 2021

Governance isn't the most interesting aspect of a not-for-profit's business, but it is vitally important because it creates the foundation for how we do business and how the Board of Directors makes decisions and exercises responsible stewardship of the organization on behalf of its members. It ensures accountability and competent management of issues – large and small – by the Board, with support from staff.

Recently, the Board approved an essential by-law change to bring our governance in line with the federal legislation, the *Canada Not-for-profit Corporations Act*, that governs our activity. This Act sets the standard, including best practices, for all nationally-constituted not-for-profit organizations in Canada. To continue to operate as an organization, we have no choice but to align ourselves with that standard. Plus, the insurer that provides us with Board liability insurance demands that too. Changes – and they are minimal -- were made with support and advice from legal counsel and with the interests of the membership in mind. And we are not alone. Many other Canadian not-for-profits are going through the same review and update process.

Interesting fact: There is only one by-law, the by-law of the Society for Teaching and Learning in Higher Education. Details within the by-law are expressed through various sections (not articles, which refer to the Society's Articles of Incorporation).

So, the administrative changes the Board has approved are very straightforward and required by law. If you'd like to learn more, you can follow our legal counsel, Jordyn Allan from Miller Thomson LLP, as she walks through an annotated version of the by-law, along with Board Secretary, Miriam Carey, at the Information Session on May 20, 2021. [Here is the link to that Session.](#)

Based on the questions that arose from that session, we've developed a set of **Frequently Asked Questions**.

Why were these changes necessary?

In the past year, the STLHE Board of Directors became aware that our governance did not align with the *Canada Not-for-profit Corporations Act*. This legislation sets the standard for the governance of not-for-profit organizations across Canada. Only minor changes were required to address this situation.

To ignore this requirement, and remain outside the law, would have set STLHE on the road to dissolution.

The insurance company that provides liability insurance for the Board also signalled that these changes were required as a condition of insurance.

Has the Board already approved these changes?

Yes, the Board approved these changes on April 22, 2021. The Society's by-law and attendant processes are within the Board's decision-making jurisdiction. Of course, by-law changes must be validated by membership at the upcoming AGM on June 18, 2021.

Interesting fact: STLHE has two classes of members – individual and institutional. Individual members exercise all the normal rights of membership including the right to stand for office, to vote in elections, to receive notice of and attend members' meetings. Institutional members currently support the Society through their annual fees but do not exercise membership rights.

Is it true that how we will vote for the composition of the STLHE Board has changed?

In the future, and in alignment with the *Canada Not-for-profit Corporations Act*, all Directors will be elected **at large to** the Board by **all individual members** who wish to participate in STLHE elections. **Any individual member** can be nominated as a candidate or may self-nominate. There is no impediment to voting by any individual member.

Members have, up till now, elected the Officers of the Board (e.g., Secretary, Treasurer). Again, based on these by-law changes, the Board will now designate the Board's Officers and assign specific roles to them at its first meeting after the membership elects the Directors at the AGM. This represents best practice in governance.

Have changes been made regarding representation of affiliate groups on the Board?

The Act only does not allow for "entitled" or "ex-officio" Board positions; therefore, the direct election of Directors to represent affiliate groups is no longer allowed. All Directors must be elected by the full voting membership. To ensure appropriate representation of these groups, it is hoped that one or more of their membership will stand for election to the Board. Once they are elected to the Board, all members contribute to broader STLHE discussions and decisions as Directors of the entire Society.

How are these affiliate groups attached to STLHE from a governance point of view?

The STLHE by-law has a provision for Affiliate Groups (Section 10), which are groups of STLHE members organized into one of three types of communities of practice: constituency groups, special interest groups, and teaching and learning networks. There is a lot of history behind the connection between various affiliate groups and STLHE. These groups have been formed by STLHE members who presented themselves as having common interests or expertise, and the

STLHE Board enabled their important work by identifying them as an “affiliate”. These groups, which are often known as “communities of practice”, operate within the values and policies of STLHE and can be disbanded by the Board if they do not continue to do so. All funding for these groups flows from the STLHE budget, from which all other budgetary allocations flow. Thus, the affiliate groups may have their own budgets for their own projects, but these budgets are actually allocations within the Society’s budget. The affiliate groups do not have separate budget or fiduciary responsibilities.

Affiliate groups are also subject to the STLHE by-law and may have Board-approved documents referred to as their “by-laws”. Technically, affiliate groups do not officially have their own by-laws (they have what might be named “terms of reference”) and operate under the Society’s by-law. Affiliate groups may also have elections to leadership positions in addition to annual meetings. They also are required to produce an Annual Report for submission to the STLHE Board of Directors to facilitate the latter’s oversight responsibilities.

How can the Board ensure good communication and engagement with these affiliate groups in the future?

The STLHE Board has a responsibility to engage and communicate with all its members; in fact, many STLHE members are actually members of more than one affiliated group. Any member can raise a concern with any member of the Board at any time, whether they chair an affiliated group or not. The Board is also hopeful that both regular and informal communications channels can be established to ensure that both STLHE and these groups are enriched by shared and/or divergent priorities and experiences.

Have changes been made regarding lifetime and award members?

Our by-law provides for only two classes of membership: individual and institutional. Lifetime and awardee memberships exist under the individual class of members and thus, those members exercise all the rights and privileges of all individual STLHE members, including running for office and voting in elections and membership meetings. STLHE will, of course, continue to recognize these remarkable members in a variety of ways.

In a Special Meeting of the Board concerning membership issues, held on October 8, 2020, the Board passed a motion to increase equity between award recipients by providing free memberships for a period of two years only (with the exception of the Alan Blizzard Award, where free memberships never existed, and the Christopher Knapper Lifetime Achievement Award, which provides lifetime memberships). Previously awarded lifetime memberships have been grandfathered in and continue. Any awardees with a free membership from 2021 onward can expect that free membership to continue for two years only, after which membership dues will be expected if membership is to be retained.

Are other governance changes planned?

The Board will continue to review aspects of our governance, as is our fiduciary duty. Where any changes might impact members, members will be engaged about those efforts as they develop.