

SOBLOC 2007

Report of the Standing Orders and By-laws Organizational Committee

Message from the Committee Chair

This year's SOBLOC committee has worked hard to reform the Governing Documents so that they work better for this great organization. We are all excited to see the final results of our work, and to see it live on for many years to come. We believe that what we have accomplished over the past three months will allow YPM to function better, and we hope that our recommendations will receive the full support of the Board. We look forward to hearing your thoughts and concerns on our proposals, and to presenting our position at the AGM.

This report was approved unanimously by the Standing Orders and By-Laws Organizational Committee, and presented to the Board of Directors of YPM Inc. on March 4, 2007.

My sincere thanks go to the members of this year's SOBLOC:

- Navdeep Bhullar
- Matt Bolley (Chair)
- Dana Gregoire
- Robby Pankhurst
- Jennifer Pawluk

-- Matt Bolley

Introduction

If the goals and efforts of the SOBLOC committee had to be summed up into one word, it would be reform. Whether it was dealing with the by-laws or the way the committee operated, we strove to do things differently, with the hopes of making SOBLOC and the governing documents of YPM better. While some things worked better than others in terms of the committee structure, we believe that our work has provided substantial changes to YPM's governing documents, which will help this great organization work better today and into the future.

Changes to the By-Laws

The main focus of this year's committee was on reforming the by-laws. It has been two years since the by-laws were given a thorough review, and the first task we set about accomplishing was to go through the by-laws clause by clause to determine what changes were needed to be made. The following list details the substantive changes that were made to the by-laws. All changes made in the by-laws, including the November 2006 Order-in-Council, can be found in Appendix A.

Making the By-laws a Corporate Document

For years, YPM Inc. has used the by-laws to codify specific details concerning the parliamentary side of the Youth Parliament of Manitoba, whether it be specific particulars about the Winter Session or parliamentary positions for the Board. While these things are important, they do not belong in the by-laws, which are a strictly corporate document. The main goal of the by-laws should be to set out how the corporation is run.

Reassigning sections of the By-laws

This goal is related to the last point. The by-laws contained a lot of important information, which unfortunately was in the wrong place. Therefore, SOBLOC reassigned this important information to other governing documents and the Policy Manual (ex. moved section on Lieutenant Governor to Policy Manual, made the WCYP Act its own Governing Document). There were also some parts of the by-laws that were deleted all together, as they unnecessarily tied the Board's hands to do what is in the best interest of YPM Inc.

Entrenched the Mission Statement into the By-laws

The committee believes the Mission Statement must be followed by future Boards of Directors for years to come. Having said this, we did not feel that the Mission Statement should be its own Governing Document. Therefore, we came to the conclusion that the Mission Statement should be part of the by-laws in the "Purpose of the Corporation" section, taking the place of a similarly worded clause that already exists.

Updated the Definitions Section

The committee had two goals when updating the definitions section: Removing definitions which were related to the parliamentary aspect of YPM, and adding definitions to terms which were undefined and unclear in the by-laws (ex. Former Members).

Deleted Special Membership

The committee believed that the only reason a Special Membership would be handed out would be to allow someone who could not attend the Winter Session for extenuating circumstances to apply for cabinet. Therefore, we have deleted the Special Membership, and allowed the Board to appoint Former Members to Cabinet who meet all the other requirements for membership (age, residence, and paid fee), but could not attend a Landmark event of YPM (Landmark Events determined by the Board).

Standardization of Corporate Titles

After examining the corporate titles of the Board of Directors, and consulting with the Board, we believe YPM should only have one Vice-Chairperson. This will avoid any confusion as to who is the Chairperson's second in command. However, this meant changing the corporate title of the House Leader from "Vice-Chairperson of Procedures" to "Director of Procedures".

Adjusting the Term of Office for Board members

Currently, the by-laws state that the term of office for Board members expires on December 31, giving the newly elected replacement just a one-day transition period. While this has traditionally not been the case, the committee wanted to ensure that this scenario could not play itself out, and that traditional Board practise was reflected in the by-laws.

Dealt with the Out-of-Province Executive Question

After consultations with the Board, the committee has come to the conclusion that in order to clearly define the expectation of Board members to remain in the province for the year, while at the same time avoiding any potential legal and enforcement issues, the Out-of-Province clause in the by-laws should be struck, and a Board Policy should be drafted to deal with this problem

Clearly Defined the Role of Cabinet

With the prospect of YPM having insurance not too far off, the by-laws need to reflect the important role the Cabinet plays as a corporate extension of the Board. Therefore, the committee determined that there should be one article in the by-laws dedicated to the Cabinet, which also outlines cabinet's role in YPM, and the expiry date of their term.

Standardized the Meetings Sections

The goals of the committee in this regard were twofold. The first was to move all traits common to all four meetings (AGM, Election, Impeachment, and By-election) to the Membership Meetings article. The second was to make sure that the three meetings that dealt with elections were all structured in the same matter.

Reordering the Elections

In order to reflect the current electoral realities of YPM Inc, the committee believed that the Treasurer (Deputy Speaker) should be elected before the Procedures Officer (House Leader).

Specifying Procedures in Acclamation Election

Currently, the Election Meeting section does not specify what should happen if, in an election with only one candidate, the "No" side gains a majority of the vote. Therefore, we have stipulated that if this scenario should come to pass, the Chief Electoral Officer would postpone the election for that position for a later date.

Changing Threshold for passing Orders-in-Councils

In order to standardize the thresholds between amendments and orders-in-councils, the committee has determined that orders-in-council should have 2/3 majority support from the membership in order to be permanently entered into the by-laws.

Changing the Committee process

In this Article, we took steps to clarify how committees are formed, how they are supposed to operate, who their membership should consist of, and when they have to report back to the organization

Changes to the Other Governing Documents

Standing Orders

Since last year's SOBLOC did a detailed review of the Standing Orders, this year's committee did little to change the Standing Orders. However, we did reorganize a couple of clauses into different articles that made the document flow better. We also ensured that our Standing Orders would not give us any problems at the Spring Session. Changes to the Standing Orders are outlined in Appendix B.

Code of Conduct

Like the Standing Orders, the Code of Conduct was reviewed in detail last year. However, the committee did make some significant wording changes in order to reflect the true nature of the scope of the Code. The changes make clear that clause one applies only to YPM events, and clause two and three only applies to parliamentary sessions. Changes to the Code of Conduct are outlined in Appendix C.

Western Canada Youth Parliament Act

This Act was passed by each of the youth parliaments to assist in the governance and planning of the Western Canadian Youth Parliament. Due to the nature and formatting of this document, which differs from the rest of the By-laws, the committee felt that it should be its own Governing Document. However, it is at the bottom of the Governing Document hierarchy. The Western Canada Youth Parliament Act is found in Appendix D.

Cabinet Member Reports

This year, for the first time in SOBLOC's history, the cabinet members of the committee were each assigned a controversial or large issue to cover. Each member was tasked with researching their issue, getting feedback from members of the YPM community, including Board members, Cabinet, former members, and others. They are then to compile all their research, and write a report outline what they have found, and what they recommend SOBLOC does to take action on their issue.

The three issues given to the cabinet members were:

- comparing YPM's Governing Documents to those in other YP's and non-profit organization,
- determining a contingency plan in the event of the entire Board resigning or being incapacitated, and
- how to address the out-of-province Board member issue.

However, there will only be two reports presented to the committee, as the out-of-province Board member issues has been dealt with already by the Board because of its pressing nature.

The reports are as follows:

Report #1: Comparisons with Non-Profits and YP's

Note: Items in italics within this heading contain principles and concepts that SOBLOC recommends be put into place within the following year by YPM. Other items can be considered as informal observations:

CanWest Global Communications (By-Laws)

- *Clause that states the general mandate and duty of the board “to supervise the management of the business and affairs of the Company, to act with a view to the best interests of the Company and to exercise the care, skill and diligence that a reasonably prudent person would exercise in comparable circumstances”*
- Clause about expectations of management (in our case equivalent to cabinet)
- Review of Board activities and performance

Manitoba Council for Leadership in Education

- *Article in By-Laws concerning the actions to be taken in the event of dissolution (in this case the remaining funds of the council will be made into a scholarship)*
- Clause about the evaluation of the directors

Other Youth Parliaments Structural Differences:

SYP

- Opposition, however members are free to speak whatever way they like
- Debate resolutions (amendments?)
- Maximum age is 21

BCYP

- Do not consider themselves a “mock” parliament, instead, members plan community service orientated activities and write them up as government bills, which are then debated by the house.
- Passed bills for community activities are then carried out during the year.
- Mandate is to serve youth to better their mental and physical well-being. They want to maximize the potential of B.C youth to give back to the community.
- They have a minister of “Innovative Projects”
- Hold regional sessions within B.C
- Maximum age is 21

- Give out a service award to members
- Award given to the member who raises the most money for the organization
- Award given to the most “inspiring member of session” for their community work
- Award given to member who shows outstanding leadership

TUXIS (Alberta)

- Maximum age is 21
- Opposition
- 5 weekend conferences held during the year
- Christian based

OYP

- OYP is a Christian organization where they explore their spirituality
- Members of other faiths are welcome
- Hold a “wind down session” at the end of each day to informally discuss personal issues and spirituality (VESPERS)
- It is still a mock parliament where they debate current issues and events
- Have an opposition, amendments
- Resolutions passed are forwarded on to provincial organizations
- Five regional parliaments

Report #2: Comparisons with Non-Profits and YP’s

With regard to the issue of a mass resignation/impeachment, or the bereavement of the entire Board of Directors of YPM Inc, this committee has considered the steps that should occur in light of such an event. Here is the suggested course of action –

Within the next two years, either YPM 86 or 87, the Board of Directors shall seek out and contact a lawyer who will provide legal representation for the corporation. It will then be the responsibility of said legal personnel of YPM Inc to take executive control of the corporation from the moment said mass resignation/impeachment or bereavement occurs, up until a by-election meeting can be organized and is held. During this tenure, they will handle all matters pertaining to YPM Inc including, but not limited to the following: media representation, financial affairs, correspondence with the membership, and other such YPM Inc business.

However, the duties of organizing and running the by-election itself will be relegated to the Senate of YPM Inc. In this case, the lawyer will contact the Speaker of the YPM Senate as soon as possible; as he/she will be tasked with chairing the Emergency By-Election Committee [EBEC]. The Chair of EBEC will then appoint two other members of the YPM Senate to the committee. One person shall serve as

the EBEC Secretary – who will then also be the Secretary of the meeting itself; and the final member of the EBEC will serve as a scrutineer. The Chair of EBEC will naturally act as Chief Electoral Officer of the by-election. The EBEC will essentially be the ones who organize and run the by-election meeting of YPM Inc.

The procedures of this by-election meeting shall follow applicable by-laws of YPM Inc. As soon as the by-elected Board of Directors become officially elected and sworn into their respective positions, they will resume executive control of YPM Inc and shall proceed with business as usual, as best as the surrounding circumstances allow.

Operations of SOBLOC Committee

This year, the Board representatives on the committee determined that changes needed to be made for the operations of SOBLOC in order to make them more efficient and effective. Besides the Cabinet Reports, this year's committee has many other changes, including:

- Having one meeting instead of two
- Having committee members work on the Governing Documents review before the meeting instead of at the meeting
- Putting the responsibility on the cabinet members to propose changes in advance of the meeting
- Getting cabinet members more involved in the SOBLOC process (ex. having the Cabinet members ratify this report)
- Having the two Board members do a thorough review of the Governing Documents before they are sent to the cabinet members
- Having the Chair present the amendments at AGM, based on the wishes of the cabinet committee members

The committee has determined that this structure was overall quite effective. SOBLOC worked more efficiently, the members believed that reports from the committee members were effective and should continue, and cabinet members were in the drivers seat. However, members felt that it failed to create a team atmosphere within the community, and cabinet members may have learned less about the Governing Documents than if a thorough review of them was completed at the meeting.

Changes for Future SOBLOCs

While this year's SOBLOC has made significant reforms, there were issues that we were unable to deal with this year, either due to time constraints or lack of motivation for doing so. The issues for next year's SOBLOC to look into include:

- Mandating in the By-laws that YPM hold at least two sessions, instead of just one.
- Looking into a formalized process for how the membership accepts reports at the AGM

- Look into the corporate roles of each position to determine if they are properly allocated
- Look into the possibility of placing a backbencher on the committee
- Analyze whether the By-laws should contain a Board of Director review mechanism, either from the membership or Cabinet
- Look into the possibility of having a clause in the By-laws dealing with what would occur if the corporation were dissolved.
- Compiling past SOBLOC reports and documents to ensure that the committee knows what has been done in the past and why.

Appendices

- Appendix A – By-laws with Changes
- Appendix B – Standing Orders with Changes
- Appendix C – Code of Conduct with Changes
- Appendix D – Western Canada Youth Parliament Act