

# North Superior Workforce Planning Board By-Law



**North Superior**  
Workforce Planning Board

Version: November 26, 2020

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## **DEFINITIONS AND INTERPRETATIONS**

**“Accountability”**: The obligation to answer for results and the manner in which responsibilities are discharged. Accountability cannot be delegated. Responsibility is the obligation to act whereas accountability is the obligation to answer for an action.

**“Act”** means the Corporations Act, Ontario R.S.O., 1990, C.38, together with regulations made pursuant thereto, and any statute and regulations that may be substituted therefore, as amended from time to time.

**“Ad-hoc Committee”** means a temporary committee established to address designated tasks under Board direction and will remain established until the designated tasks are completed, or the specific issue is resolved.

**“Alternate”** means a representative who attends Board business on behalf of the Director representing Persons with a Disability when that Director is absent or unable to perform the duties of the Director as a result of his/her disability. The Alternate does not have the powers of a Director.

**“Articles”** means the Articles of Incorporation as amended or restricted from time to time.

**“Board”** means the Board of Directors of the North Superior Workforce Planning Board.

**“By-Law”** means this by-law and all other by-laws of the Corporation from time to time in force and effect.

**“Committee”** means a group of people appointed or elected to administer, discuss, and/or make recommendations or reports concerning a subject to the Board of Directors.

**“Community Collaborator”** refers to community members (previously known as ‘Friends of the Board’) that may provide sectoral knowledge and insight on topics of interest to the Board of Directors.

**“Community Stakeholder Groups”** are those groups with an important interest in the local labour market, or a leadership role in labour force development; This includes, but is not necessarily limited to, business and labour from key sectors of the local economy (e.g. tourism, manufacturing,

retail, health, etc.), Education and Training representatives, women, Persons with Disabilities, Youth, Francophones, First Nations, Inuit and Métis peoples.

**“Corporation”** means the North Superior Workforce Planning Board.

**“Director”** means one of the Board of Directors of the Corporation. A Director is entitled to participate in voting at Board meetings, and on committees to which they are assigned, on the basis of one (1) vote per Director.

**“Executive Director”** means the senior staff member of the NSWPB.

**“Local Board”** means a Board established under subsection 18(l) of the Ontario Training and Adjustment Act, 1993.

**“Membership”** of the Corporation shall consist of the current Directors. The inaugural members shall be the applicants listed on the Articles of Incorporation. Members are entitled to vote at special or annual meetings of the members on the basis of one (1) vote per member.

**“NSWPB”** the acronym for the North Superior Workforce Planning Board.

**“Officers”** means the persons approved by the Board of Directors to the positions within the Executive Committee, with specific authority, and/or delegated powers or duties.

**“Regular Meeting”** of the Board means regularly scheduled meeting of the Board normally held every second month and called by the Chair.

**“Simple Majority Voting”** refers to a majority of 50% plus one of the members present and voting.

**“Sub-Committee”** refers to a smaller group of Directors within a Committee who have been assigned to focus on a particular task or area. The Sub-Committee would make recommendations to the Committee for decision.

**“Sponsor”** shall mean, individually or collectively as the context requires, the Ministry of Labour, Training and Skills Development and other funding agencies.

**“Standing Committee”** shall mean, a permanent committee intended to consider all matters pertaining to a designated subject.

**“Strategic Meeting”** of the Board means a special meeting called by the Chair to discuss an urgent matter impacting NSWPB or the local labour market.

The By-Law is to inform the operations of the NSWPB and to guide the Board in its deliberations in accordance with the purposes of the Corporations Act. In the event of an inconsistency, the guidelines of the Ministry of Labour, Training and Skills Development and the provisions of the Corporations Act will govern.

The Corporation will have and maintain policies and guidelines to assist in the operation and activities of the Corporation in addition to a Code of Ethics which shall be adhered to.

## **Article 1: Name and Seal**

### ***Revision 1***

***September 15, 1997***

The following was formally consented to by all Directors (nominees) present at a General Meeting on March 27<sup>th</sup>, 1996, pursuant to a report from an ad hoc committee.

Furthermore, the following was formally consented to and amended by all Directors (nominees) present at a General Meeting on May 28<sup>th</sup>, 1996, pursuant to a motion set forth at that meeting:

Henceforth:

The name of the Corporation shall be and shall have inscribed the words “North Superior Training Board / Comité de formation du Nord Supérieur” as shown with the seal impress in the margin of this By-Law.

### ***Revision 2***

***August 24, 2009***

The following was formally consented to by all Directors present at a Board meeting on June 24, 2009. Henceforth, the name of the Corporation shall be changed from the North Superior Training Board/Comité de formation du Nord Supérieur to that of the North Superior Workforce Planning Board. Furthermore, it was agreed that in addition to the name change, the objectives of the Corporation would be changed to reflect the following:

Within the District of Thunder Bay, the North Superior Workforce Planning Board (NSWPB) mandate is to identify, assess and prioritize the skills and knowledge needs of community, employers and individual participants/learners in the local labour market through a collaborative, local labour market planning process. The Mission is to connect community partners to improve the quality of life in our communities through workforce development.

Towards this objective, activities may include but not be limited to:

1. engaging communities in a locally-driven process, to identify and respond to key labour market trends;

2. facilitating labour market research and planning, as well as labour market development, including leading or facilitating specific actions to help address labour market, education, training, economic and social challenges and opportunities;
3. developing collaborative partnerships and community alliances, to maximize labour market capacity and competitiveness;
4. building a workforce readiness plan, which includes a dynamic, responsive process to satisfy current needs and prepare people for emerging labour market opportunities within a global economy;
5. organizing events and undertaking activities that promote the importance of education, training and skills upgrading to youth, parents, employers, employed and unemployed workers, and the public in general;
6. leveraging other funding sources, administering budgets and managing projects or other initiatives that support and advance activities of the NSWPB; and
7. to do all such things as are conducive to the attainment of the above.

## **Article 2: Board of Directors Terms of Reference**

### ***Revision 11 November 26, 2020***

North Superior Workforce Planning Board (NSWPB) is founded on the basis of accountability to the Board of Directors and to all stakeholders.

The Board of Directors of the NSWPB shall have a governance role for the corporation. There will be a maximum of 12 members and one non-voting member of the Board of Directors. The non-voting member of the Board of Directors will be the Executive Director of the NSWPB. Directors shall be appointed by the Membership at either an Annual General Meeting or a special meeting of Members called for that purpose. The Executive Director shall be appointed by the Board. The Board will be representative of the local labour market, the key sectors of the local economy, and key Community Stakeholder Groups.

### **1. Annual General Meeting**

An Annual General Meeting of the NSWPB will be held once each fiscal year at a location to be determined somewhere within the service boundaries of the NSWPB. The AGM will be open to the public and will address all issues as required by the Act, but will specifically address the following:

- 1.1 the acceptance and approval of annual audited financial statements;
- 1.2 the acceptance and approval of an annual report for the NSWPB;
- 1.3 the appointment of auditors on an annual basis; and
- 1.4 the appointment of new Members & Directors.

### **2. Director Requirements and Qualifications**

- 2.1 Directors are required to:
  - 2.1.1. serve on committee(s) as required; Directors are encouraged to sit on at least one committee;
  - 2.1.2. abide by all by-laws and the Code of Ethics; and
  - 2.1.3. abide to their legal responsibilities.
- 2.2 Qualifications for all Directors:
  - 2.2.1 be a Canadian citizen, permanent resident or attending post-secondary education as an international student;
  - 2.2.2 be eighteen (18) years of age or older;



- 2.2.3 be a permanent resident of the area served by the NSWPB, or be employed or enrolled in post-secondary education within the area served by the NSWPB;
- 2.2.4 all Board Directors shall have regular and working access to a confidential method of electronic mail communication;
- 2.2.5 be bondable; and
- 2.2.6 may not be an undischarged bankrupt.

### **3. Director Recruitment and Selection**

- 3.1 The Directors of the Board will be recruited and selected through an open application process to ensure demographic diversity reflective of the District of Thunder Bay. Community Stakeholder Groups will be a key ally into recruiting regional and sectoral applicants.
- 3.2 If a position of Director becomes vacant, an inclusive open application process will be undertaken with an intention to reflect the demographic diversity within the District. Community stakeholder groups will be notified of the open application to better assist with regional and sectoral diversity. Until a replacement is appointed by the Board, the remaining Directors may continue to exercise their powers as long as quorum exists.

### **4. Director Terms**

- 4.1 A Director of the Board will serve 2 year terms, to a maximum of 3 consecutive terms. ; The term limits for Directors appointed before 2020 Annual General Meeting will come into effect at the 2021 AGM.
- 4.2 Community Stakeholder Groups may encourage continuity of Directors for more than a two (2) year term while acknowledging or allowing for rejuvenation over time.
- 4.3 A staggered term system will be put in place to allow one-half or one-third of new Directors to be chosen each year to prevent all terms from expiring at the same time. This system will be defined in a Board Governance Policy that will be kept in place and updated from time to time by the Board.

### **5. Director Resignation and Removal**

- 5.1 A Director may resign by giving a written resignation notice to the NSWPB Executive Director or the Chair of the Board.

- 5.2 A decision to remove a Director shall be made at a Board meeting, with proper notice given in the agenda before that meeting.
- 5.3 The process, and allowable reason, for the removal of a Director will be spelled out in a Board Governance Policy that will be kept in place and updated from time to time by the Board.

## **6. Director Attendance**

- 6.1 A Director **MUST** attend at least  $\frac{3}{4}$  of regular or strategic meetings and cannot authorize a delegate to represent them in their absence. A Director cannot be represented by proxy for the purpose of voting or for any other purpose; with the exception of the Alternative for Persons with Disability as prescribed by the definition.
- 6.2 If a Director is unable to attend a Regular or Strategic meeting they must notify the NSWPB office of their intended absence at the first opportunity, to assist in ensuring that a quorum will be present at the meeting.
- 6.3 A Director may request in writing a leave of absence for consideration by the Board.
- 6.4 The Directors may hold meetings by telephone, electronic or other telecommunication facilities to permit all persons participating to communicate with each other simultaneously and instantly.

## **7. Committees**

- 7.1 Committees will be defined as Standing or Ad Hoc, and are only required to meet for specific/urgent purposes when called upon by the Board as a whole, or as designated.
- 7.2 All committees will have a Chair and may have a Vice Chair.
- 7.3 Committees recommend Chairs and Vice Chairs to the Board for ratification.
- 7.4 Each committee will be comprised of 3 – 4 Directors representing the diversity of the issue.
- 7.5 Each committee will take all assignments as directed by the Board.
- 7.6 Each committee has the authority to create subcommittees as appropriate.
- 7.7 Committees and Sub-Committees may include Community Collaborators.

## **8. Standing Committees**

- 8.1 At the Annual General Meeting, 3 - 4 Directors will be appointed to each of the Standing Committees with an obligation to meet at least once (1) per year unless otherwise outlined:
1. Executive Committee
  2. Governance Committee
  3. Recruitment and Succession Committee

## **9. Executive Committee**

- 9.1 An Executive Committee exists as a Standing Committee to address urgent matters that may arise concerning the organization. The Executive Committee is comprised of the following positions:

- Chair
- 1<sup>st</sup> Vice Chair
- Treasurer
- Member-at-Large
- Executive Director (non-voting)

- 9.2 The Executive Committee is responsible for:

- 9.2.1 Making interim decisions as needed;
- 9.2.2 Deciding the necessity of calling an Executive Committee meeting;
- 9.2.3 Deciding the necessity of calling an emergency Board meeting;
- 9.2.4 Addressing urgent matters as needed;
- 9.2.5 Negotiating on behalf of the Board; and
- 9.2.6 Acting as an authorized signatory for the organization.

- 9.3 Chair and Vice-Chairs

- 9.3.1 At the first Board meeting following an Annual General Meeting, a Board Chair, and a Board Vice-Chair will be appointed for a term of one year.
- 9.3.2 Directors may not serve more than four (4) years as Chair unless specifically agreed to by the Board via a motion at a properly constituted meeting of the Directors.

- 9.3.3 If the Chair is unable to chair a meeting for any reason, then the duty shall fall to the Vice-Chair and, in their absence, to any Director elected by the majority of the Directors present as Acting Chair for that meeting. An Acting Chair will only have the authority to chair that meeting and will assume no other authority or responsibility of the Chair of the Vice Chair.
  - 9.3.4 The Chair will submit meeting minutes for the Executive Committee and the Board to those bodies for approval. The Chair or Vice Chair will sign the meeting minutes once approved.
  - 9.3.5 The Chair will set meeting agendas for Executive Committee and Board meetings in coordination with the Executive Director.
  - 9.3.6 The Chair and the Vice Chair will take on additional duties as directed by the Board.
  - 9.3.7 The Chair and the Vice Chair are ex-officio members of all Standing or Ad-Hoc committees.
  - 9.3.8 The Chair and the Vice Chair are accountable to all members of the Board.
  - 9.3.9 The Chair and the Vice Chair cannot be the same person and neither can currently be holding the position of Treasurer or Member-at-Large on the Executive Committee
- 9.4 Treasurer
- 9.4.1 At the first Board meeting following an Annual General Meeting, a Director will be appointed as Treasurer by the Directors for a term of one year.
  - 9.4.2 The Treasurer may not serve more than two years as Treasurer unless specifically agreed to by the Board via a motion at a properly constituted meeting of the Directors.
  - 9.4.3 The Treasurer is responsible for reviewing and reporting on all financial matters to the Board of Directors.
  - 9.4.4 The Treasurer is accountable to the Board of Directors.
  - 9.4.5 The Treasurer is the designated financial signing authority for the NSWPB.

9.4.6 The Treasurer cannot currently be holding a position as Chair, Vice-Chair or Member-at-large on the Executive Committee.

9.5 Member-at-Large

9.5.1 At the first Board meeting following an Annual General Meeting, a Director will be appointed as Member-at-Large of the Executive Committee for a term of one year.

9.5.2 The Member-at-Large may not serve more than two (2) years as Member-at-Large unless specifically agreed to by the Board via a motion at a properly constituted meeting of the Directors.

9.5.3 The Member-at-Large is accountable to the Board of Directors.

9.5.4 The Member-at-Large cannot currently be holding a position as Chair, Vice Chair or Treasurer on the Executive Committee.

9.6 Executive Director

9.6.1 The Board shall appoint an Executive Director.

9.6.2 The Executive Director shall have the responsibility, accountability, and authority outlined in the Bylaw, and any additional responsibility, accountability, and authority as may be assigned by the Board from time to time.

**10. Governance Committee**

10.1 At the first Board meeting following an Annual General Meeting, 3 - 4 Directors will be selected as committee members for a one year term.

10.2 Committee members may serve more than one term.

10.3 Committee members are required to meet at least once per year.

10.4 The committee is responsible for reviewing the NSWPB By-Laws at least once per year and reporting/or recommending any amendments to the Board.

## **11. Recruitment and Succession Committee**

- 11.1 At the first Board meeting following an Annual General Meeting, 3 – 4 Directors will be selected as committee members for a one-year term.
- 11.2 Committee members may serve more than one term.
- 11.3 Committee members are required to meet at least once per year.
- 11.4 The committee is responsible for developing and/or reviewing a Board of Directors recruitment strategy to be presented to the Board annually.
- 11.5 The committee is also responsible for developing/reviewing a succession strategy for Directors and for the position of the Executive Director. This strategy should be presented to the Board annually for approval.

### **Article 3: Indemnification of Directors**

***Revision 5  
November 6, 2009***

The Directors of the NSWPB are not personally liable as long as they exercise due care in management to satisfy the legal standard and requirements of the NSWPB as required by the Corporations Act, the Regulations, Acts, and other legal documents pertaining to the North Superior Workforce Planning Board as a non-profit corporation.

The Corporation indemnifies the Directors for all costs and expenses for a claim against a Director except liability incurred due to wilful neglect or default. Indemnification is against:

- 1.1. All costs and expenses incurred in any legal proceeding brought against a Director in respect of anything done by him or her in the lawful execution of her or his duties; and
- 1.2. All other costs and expenses incurred in relation to the authorized affairs of the Corporation, except those that are occasioned by the neglect or default of the Director.

## **Article 4: Decision Making**

***Revision 5  
November 26, 2020***

1. The Directors and Members shall use simple majority voting as the primary means of making decisions. This will be done at all meetings including, but not limited to, annual and special meetings of the members, regular or strategic meetings of the Board and regular or special meetings of any Standing or Ad-Hoc committee.

Simple majority refers to a majority of 50% plus one of the members present and voting. This means:

- 1.1. the motion must have at least two parties proposing it, the mover, and a seconder before being considered by the Board;
  - 1.2. all participants' viewpoints are considered through discussion;
  - 1.3. while the motion is being considered no other business can be introduced;
  - 1.4. the motion is called by the Chair to be voted on by the Directors or members present, who can be *for* it, *against* it or *abstain* from it;
  - 1.5. motions are carried by a simple majority of "for" votes through a show of hands;
  - 1.6. the Chair formally declares if the motion has been passed or not and the result is recorded in the minutes;
  - 1.7. in case of an equality of votes on a show of hands, the chair of the meeting in addition to an original vote shall have a second or casting vote
  - 1.8. A vote can only be taken if quorum is present;
  - 1.9. The vote shall be recorded in the minutes of the meeting.
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2. Quorum
    - 2.1. For Regular or Strategic meetings of the Board, quorum shall be 50% of all currently serving Directors plus one.



- 2.2. For any committee meeting, quorum shall be 50% of all serving members plus one.
- 2.3. If a quorum existed at the beginning of a meeting, the meeting shall continue despite the fact that there is not a quorum throughout the meeting
- 2.4. A Director may participate and be deemed present at a meeting via web or tele-conferencing..

## **Article 5: Code of Ethics**

***Revision 3  
June 13, 2007***

The Board of Directors shall adhere to the signed Code of Ethics.

Code of Ethics – the principles of conduct governing the Board as a guiding philosophy:

1. Integrity
  - Exercising good judgement
  - Adherence to ethical principles
2. Honesty
  - Truthfulness
  - Fairness
  - Sincerity
3. Fidelity
  - Allegiance to the public trust
  - Loyalty to the organization and its commitments
4. Responsibility
  - Reliability/dependability
  - Accountability
  - Trustworthiness

Henceforth:

1. The Directors shall safeguard the interest of the NSWPB at all times especially whenever making decisions or undertaking activities in the community including abiding with any NSWPB Conflict of Interest Policy
2. Ethical behaviour among the Directors is expected at all times. Whenever information is found that raises doubt as to the ethical behaviour of a Director, the Director must take action to rectify the situation or resign.
3. Directors will strive to assist the NSWPB in providing the highest calibre of service to the community. Therefore, Directors must avoid all situations in which their actions may not be in the best interest of the NSWPB and which may adversely affect the public image of the NSWPB.

## **Article 6: Delegation to Executive Director**

***New***

***November 26, 2020***

### **1. Purpose**

Subject to the direction of the Board, the NSWPB Executive Director is delegated the responsibility for the general management and direction of the business of the NSWPB and may exercise the other powers that are conferred on the Executive Director by the By-Law.

### **2. Delegations**

The NSWPB Executive Director shall:

- 2.1 be charged with the general direction, supervision and control of the business of the NSWPB including the Human Resources functions for all staff excluding the Executive Director;
- 2.2 sign all instruments which require one authorized signature as well as act as one of the signatories (along with other designated signatory (Executive Committee members) on instruments requiring two signatures;
- 2.3 perform all duties incident to the office of Executive Director;
- 2.4 have such powers and duties as may from time to time be assigned to the Executive Director by the Board; and
- 2.5 Attend all Board, Executive, Standing and Ad-Hoc committee meetings as a non-voting member.

### **3. Succession Planning**

The Board is responsible to ensure that a succession plan and process is put into place for the position of Executive Director which may include involvement of the Executive Director as per 2.4 above.

## **Article 7: Policies and Procedures**

***Revision 3  
November 26, 2020***

1. Policies and Procedures arise from issues in the normal course of administration of the NSWPB's affairs. They are intended to provide direction and detail to the NSWPB's position on various issues that are not stated in the Articles of Incorporation and By-Laws.
2. The Board of Director's must approve new policies and/or changes to existing policies relating to the following policy sections:
  - Finance
  - Corporate Dissolution
  - Board Governance
  - Human Resources

Changes to, and the development of new policies can be discussed at any committee meeting and reviewed/recommended by the Governance Committee for final approval by the Board of Directors. The Executive Director may bring forward policy change recommendations if there are changes in legislation.

These policies should be reviewed by the Governance Committee on a schedule approved by the Board or, at any time the Board request a review to occur.

The Executive Director has the authority to implement policies and procedures relating to the Operations of NSWPB including Outreach, Communications, Health & Safety, etc.

3. Policy Components:

Each policy shall contain:

- Name
- Approved by
- Policy Section
- Effective Date
- Last Revision Date
- Next Revision Date
- Reference to By-Law (if applicable)
- Reference to procedure or template document (if applicable)
- Purpose of Policy