

Kamloops Food Policy Council Governance

As at April 10, 2014

Preamble

The Kamloops Food Policy Council (KFPC) is a non-profit organization (registered under the Society Act on June 23, 1997, registration number S-37040). Its bylaws were last amended on August 11, 1998. The KFPC does not have charitable status.

Purpose of Document

The purpose of this document is to outline a set of bylaws to replace the existing bylaws at the 2014 annual general meeting (AGM). It was presented to the KFPC meeting on April 2, 2014, and incorporates feedback heard at that meeting that was agreed to by consensus. Nothing in this document is intended to contravene the *Society Act*.

The constitution is **not proposed for changes at the 2014 AGM**, and is just copied here for reference.

I. Constitution (from August 11, 1998 amendment)

1. The name of the society is Kamloops Food Policy Council.
2. The purpose of the society is to increase the capacity of the Kamloops Region to support activities which will enhance the food security, health and well being of Kamloops Region residents by:
 - a) providing a forum for members and affiliated organizations to network, collaborate and participate in opportunities to enhance and maximize developments in the planning, delivery and evaluation of food security and nutrition related programs and services
 - b) Fostering increased understanding and interaction on food security issues between all types of organizations by increasing the communication, interaction, cooperation and collaboration of community based action groups, city, regional and provincial organizations and governmental bodies
 - c) Providing direct community programs and initiatives for the alleviation of food insecurity in the Kamloops Region including strategies such as:
 - i. Community kitchens and gardens, Buy BC promotion, field to table initiatives, and other forms of community development projects that are related to food security including fundraising for the organization to implement these initiatives
 - ii. To support existing programs by providing community development, organization, food and nutrition expertise in the development and coordination of food security initiatives at all levels of organization from the community level through to the provincial government level
 - d) Education/communication to provide public education about hunger and food security issues in the Kamloops Region, be proactive in initiating communications regarding food security issues, and respond to food security issues that arise in the community through education and media communications
 - e) Food/public policy to advocate for public policies that will improve food security and health of Kamloops Region residents; to promote an increased understanding of the community perspective in the development of public policy at the municipal, regional,

provincial and federal levels; food policy may include but will not be limited to food policy related to increasing food access, increasing support of local food production through the support of local farmers and through the promotion of home and community gardening, the promotion of sustainable agriculture, breastfeeding promotion, etc.

II. New Proposed Bylaws

Part 1 - Composition and Structure

1. The KFPC is a volunteer, membership-driven organization comprised of members, directors, an executive, committees and staff.
2. **Membership** is open to the following with an interest in or mandate around food security and/or food sovereignty:
 - a) Individuals
 - b) Businesses
 - c) Organizations (either non-profit organizations, cooperatives, or non-structured committees or associations)
 - d) Any order of government or an agency/ministry/department (local, first nation, provincial, federal)
 - e) Institutions, agencies, authorities or arms-length Crown corporations
 - f) KFPC projects
3. **Membership** is free, and will not expire unless a member asks to be removed from the membership. Membership must be acquired at least one month before a general meeting. Membership will be tracked or maintained.
4. The **board of directors** will consist of a minimum of 6 and a maximum of 12 directors representing a balance of the following perspectives:

▪ Food production or farming	▪ First Nations
▪ Food policy	▪ Finance or accounting
▪ Food action projects	▪ Seniors
▪ Concerned citizens	▪ Youth
▪ Educational institutions	▪ Low income, homeless, marginalized or food insecure people
▪ Business community	
▪ Municipal leaders and planners	
5. **Directors** will be elected from within the membership at annual general meetings. Directors will be elected for a term of 2 years. No more than one half of directors should have their terms expire in any one year, to ensure continuity. To achieve this, half of directors elected in the 2014 AGM should either be elected for 1 or 3 year terms, and the other half for 2 year terms.
6. The **executive** shall consist of the following positions, made up of individuals from the board of directors:
 - a) Chair
 - b) Vice chair (becomes chair in a subsequent term)
 - c) Secretary
 - d) Treasurer

7. The **executive** shall be appointed by consensus of the board of directors at their first meeting following an AGM. The term of their executive position will be coincident with their term as a director. With the exception of the vice-chair that moves into the chair position in the subsequent term, there are no limits on the number of terms any one person may serve, whether consecutively or cumulatively.
8. The following **committees** will be chaired by a director (may be modified or expanded based on results of future strategic planning) and composed of other members as the portfolio or committee chair sees fit:
 - Nominations and Membership
 - Volunteers
 - Research
 - Fundraising
 - Communications
 - Food Policy
 - Urban Agriculture (gleaning, public produce)
 - Other Food Action Projects
9. **Staff** (whether employees or contractors) report to the board of directors.

Part 2 - Roles and Responsibilities

10. **Members** are responsible for the following:
 - a) to work to achieve the vision, mission and objectives of the KFPC
 - b) to communicate in two directions: to bring forth relevant issues, ideas and concerns from their organization to the KFPC; and to communicate decisions and information back to their organization
 - c) to act in good faith, and with respect towards others
11. The **executive** shall act on behalf of and with the confidence of the board of directors. The executive, either collectively or independently, shall not make decisions independently of the rest of the board of directors.
12. The role of the **Chair** is as follows:
 - a) preside at all meetings of the society and of the directors (may delegate facilitation)
 - b) is the chief executive member of the society and shall coordinate the other members in the execution of their duties
13. The role of the **Vice chair** is as follows:
 - a) carry out the duties of the chair during the chair's absence
14. The role of the **Secretary** is as follows:
 - a) shall conduct the correspondence of the KFPC
 - b) issue notices of meetings
 - c) prepare meeting summaries
 - d) have custody of all records and documents of the society
 - e) maintain the register of members, or delegate responsibility to a committee
15. The role of the **Treasurer** is as follows:
 - a) keep financial records necessary to comply with the Society Act
 - b) render financial statements to the directors, members and others when required

16. The role of a **Director** is as follows:
- a) must either assume one executive position, or participate in one or more committees

Part 3 - Meeting Frequency

17. The **membership** shall meet at an **annual general meeting** as per s.56 of the Society Act, or at requisitioned **general meetings** as per s.58 of the Society Act.
18. The **membership** shall meet for **networking meetings** between 6 and 12 times per year.
19. The board of **directors** will meet between 4 and 12 times per year.
20. **Committees** will meet as needed.

Part 4 - Notice of Meetings, Agendas, Material and Summaries

21. Members will be notified of **annual general meeting** or a **general meeting** at least 14 days in advance of the meeting, as per s.60 of the Society Act.
22. **Directors** will be notified of a meeting at least 7 days in advance of the meeting. Location and time of the meeting will be made available to the membership should they wish to observe the meeting.
23. **Agendas and supporting material** for all meetings will be distributed at least 7 days in advance of the meeting.
24. **Summaries** of all meetings (with the exception of networking meetings) will record at minimum the individuals present, meeting date, meeting commencement and adjournment time, and key decisions or actions to be taken. Meeting summaries will be distributed no more than 7 days after the meeting was held. Once approved at the subsequent meeting, meeting summaries will be posted online or otherwise made available to all members.

Part 5 - Quorum

25. Quorum for an **annual general meeting** or a **general meeting** of the membership is 15.
26. Quorum for a **directors** meeting is 50% of directors elected, participating either in-person or by teleconference or other electronic methods.
27. There is no quorum for a networking meeting or a committee meeting.

Part 6 - Meeting Observation and Participation

28. Members are welcome to **observe** board of directors meetings, but are not allowed to participate unless agreed to by the directors.
29. The board of directors may have a **closed meeting** (either for an entire meeting or a portion of a meeting), if agreed to as per the decision making rules outlined in these

bylaws. Members and staff may not observe and no detailed notes will be taken in a closed meeting.

Part 7 - Meeting Facilitation

30. Meetings may be **facilitated** by a designated person other than the chair.

Part 8 - Decision Making

31. The membership, the board of directors, and committees will seek **consensus** on all decisions. Where consensus cannot be reached, a decision may be deferred to a subsequent meeting, or by voting with 75% required for approval, whereby each individual person receives one vote.

32. Committees will not have decision making authority beyond the scope of their projects as delegated by the board of directors.

Part 9 - Authority and Reporting

33. The directors are responsible to the membership, and take their authority from being elected by the membership, consistent with the Society Act.

Part 10 - Resources, Budgets and Finances

34. The directors are responsible to the membership for the resources and finances of the KFPC. Members (in particular, but not exclusively, those that are non-individuals) may contribute or apply for their own funds and resources as they see fit to meet the purpose and objectives of the KFPC.