

Governance Model

Executive Summary

Governance is the set of processes, customs, policies, laws and institutions that affect the way people direct, administer or control an organization. It includes the relationships among the many players involved (the stakeholders) and the organizational goals.

The intention of clarifying this Governance Model is to ensure that the Board of Directors operates as a cohesive board and that the organization is effectively positioned to deliver on its strategic priorities.

A healthy and representative Board membership is key to the success of BCCGA as a Society. The two primary reasons to expand Board involvement are the need to include all of the different interests that exist between members and the need for transparency – each stakeholder representative will share information with their group.

Members are in good standing when they have paid sponsorship/membership dues and have been ratified by the Board of Directors. Members participate primarily at the Annual General Meeting, they select a representative for their stakeholder group, receive the services and benefits of the Society, provide context, information and perspective, support and participate in the work of the committees and elect the Board of Directors.

The Board of Directors is drawn from the stakeholder groups and makes decisions by majority vote. They meet face to face three times a year and as required and are responsible for ratifying the strategic plan, approving the operating budget, chairing the Society's committees, setting the broad strategic priorities and monitoring progress towards those priorities. The Board's role is not to micro-manage, and they delegate responsibility to achieve strategic goals to an Executive Director. The Board speaks with one voice or not at all ~ decisions are made by majority vote and requires all Board members, even those who lost the vote, to respect the decisions that are made.

Board members elect the 9 Executive positions including:

- President
- Vice-President
- Secretary
- Treasurer
- 4 x Committee Chairs
- Member at Large (i.e. Past-President or other consideration)

The Executive acts as the primary liaison to the operational lead (Executive Director) and reports back to the Board of Directors as a whole.

Committees are required to do the business of the Alliance due to limited staff. Each committee has a Chair and clearly defined terms of reference that outline what they are in business to do. The Committees support the strategic priorities of the Alliance and may be Operational or Governance in nature. Operational Committee members serve in the capacity of volunteers, are supported by the staff and are directly accountable to the

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Executive Director and the Membership at large. Governance Committee Members serve in a Board capacity, are supported by staff and are accountable to the President, the Board and the Membership at large.

Under the new Governance model, the Board of Directors will have 19 Members plus 2 Members at Large. Each stakeholder group will self-select one representative to serve as a Board member. The stakeholder groups have been defined as follows:

Electrical Distribution	Municipal and Public Works
Excavator	Road Builders
Gas / Oil Distribution	Safety Organizations
One Call Centre	Engineering and Land Surveying
Equipment Manufacturing and Suppliers	Transmission Pipelines
Landscaping /Fencing	Regulators (WCB, Safety Authority)
Insurance	Home Builders
Telecommunications	Railway
Locators	Emergency Services
Electrical Transmission	Members at Large (2 positions)

Where a stakeholder group is not represented by any members, their position will remain vacant until filled by an appropriate representative from their constituency.

Board members serve two year terms. Only half of the membership should be up for election at any given AGM to ensure continuity. For this year, Board members that are elected will be assigned randomly a one or two year term (i.e. draw straws). In the current year, there will be an exception for current Board members that have put forward their desire to stand for a two year term to ensure continuity with the previous governance model. Once this process is completed, going forward, stakeholder groups should be evenly split on staggered two year terms.

The Election Process:

- Vote is held at the Annual General Meeting.
- Members in good standing will be asked to select a stakeholder group.
- Each group submits candidates for the stakeholder positions.
- Representative has the responsibility of representing their stakeholder group and keeping them informed of decisions made.
- When there is more than one candidate accepting any nomination, a secret ballot vote will occur to select the nominee for the Board and Members at Large.