

## CPA Bylaw Amendment Video Script

Hello, my name is Dr. Patrick Baillie and I am the 2017/2018 President of the Canadian Psychological Association.

Over the course of the past three years, your board of directors has engaged in a series of consultations to review its current structure, roles, and responsibilities. The structure, roles and responsibilities of the CPA's board have been unchanged for decades while the context in which the CPA and similar associations operate has changed considerably. Just as best practice guides our work as scientists and practitioners, we wanted to make sure that the CPA's board is following best practice in governance so that we best represent you, our fellow members.

You may have heard about changes the board is going to propose to the membership about its governance structure and its relationships with various member and non-member groups. We have opted to present these changes to you in a special members' meeting, held virtually on April 25. The reasons we chose to convene this special meeting, rather than present them to you at the AGM in June is because:

- few members typically attend the AGM and we thought a virtual meeting would get more members weighing in on the proposed changes, and
- we convene elections at the AGM in June and didn't want the membership to vote in a board member in concert with the existing bylaws, and at that same meeting, call for a vote to change the bylaws governing board composition.

In advance of our membership vote on April 25, I would like to share with you our findings and clarify our proposal to ensure that you have all the facts necessary to make your informed decision.

We began reviewing our governance practices in early 2015 when we engaged a firm to undertake a thorough governance review. In November 2016, we hired a governance coach, completely independent from the firm that completed the review, to make recommendations with regards to our board structure and functioning. And in 2017, we consulted legal counsel. All three of these consultations resulted in similar recommendations to improve the performance and practices of the board. The changes we are now proposing to the membership are the result of our careful consideration of the evidence and the recommendations made by these consultants.

Earlier this year, we consulted the association's section chairs to obtain their feedback on our proposed changes, and now we are consulting you.

Our first proposal is to create a council of sections made up of the chairs of each of our 32 sections and supported by a CPA staff liaison. The council will receive sufficient funding to meet via video or teleconference at least five times per year, in addition to the annual face-to-face section chairs meeting

held at the CPA's national convention. The members of the council will elect a chair who will also hold a seat on the board of directors. The council will be both advisory and consultative to the chair of the council to enable him or her to best represent the views and needs of sections to the board of directors. The board feels it is important to better engage our sections, and our current section chairs are all supportive of better representation on the board of directors.

Our second proposal has to do with the CPA's presidential office. The CPA's presidential officers are often acclaimed due to a lack of nominations for this position. This may be the result of a lack of understanding of the role, a lack of experience with CPA governance, concern about a public competition, and/or a perceived lack of skill to fulfill the office. To address these factors, we propose that members of the CPA run for seats on the board of directors. The board will then elect an already elected member of the board to the role of president for a one-year term; this is not an uncommon board practice. With this new model, we will preserve a seat for the past president, but we will eliminate the role of president-elect.

Our third proposal is to reduce the number of designated seats on the board so that these are available to the CPA's membership. Best practices indicate that directors must have a range of different skills and experiences to ensure the board can effectively fulfill its roles and responsibilities and best make important, strategic decisions on behalf of the members it represents. We propose to designate three seats for science, practice and education (the pillars of the CPA as an association); one seat for a student to ensure the voice of student affiliates (and our future); and one seat for the aforementioned chair of the council of sections. The five remaining seats will be for directors-at-large, drawn from the membership. Nominations for these seats will be considered based on competencies as well as geography, gender, sub-discipline interest, and language, as per the CPA's bylaws. Finally, as mentioned above, one of the 10 seats will be held by the president and another by the past-president. All of the members of the board, except the student member, will be eligible to take on the role of president.

Our fourth proposal is to create up to four non-voting partner positions for representatives of our key stakeholder groups, such as the Canadian Council of Professional Psychology Programs; the Council of Canadian Departments of Psychology; the Canadian Society for Brain, Behaviour and Cognitive Science; and the Council of Professional Associations of Psychologists. The key responsibilities of board members include a duty of loyalty. All three of our consultants expressed concerns about our current board structure, which designates seats for stakeholder groups who are not elected by, and do not represent the CPA's membership. Even with the best intentions, individuals who represent external organizations cannot be truly impartial in exercising their fiduciary responsibility and duty of loyalty, which creates a risk of conflict of interest and sub-optimal board performance. While we strongly value the input of our partners, we currently have four voting seats that represent the interests of non-members whose needs and concerns may not match those of our membership. To better fulfill our duty of loyalty to members of the CPA, we propose that these stakeholder groups attend our board meetings as non-voting partners. This will allow us to maintain these important relationships and hear the concerns of the broader psychology community, without limiting our ability to be guided by the needs and concerns of our fellow CPA members.

Our final proposal is to implement term limits. The Canada Not-for-profit Corporations Act prescribes a maximum term in office of four years, but it does not limit the number of terms one can serve. Evidence, however, shows that term limits create turnover that allows a board to become more competency-based, to gain fresh perspectives, and to maintain the independence of its directors. Limits also help organizations plan ahead and solicit appropriate nominations. To ensure the ongoing health and diversity of our board, we propose that individual members be limited to two consecutive terms, but that our bylaws contain a clause allowing the board to waive the term limit for a defined period of time in exceptional circumstances.

The CPA's board and governance structure has not changed for decades. While there is a certain comfort that comes from traditions in governance, the association's strategic priorities, organizational activities, membership demographics, and staffing have evolved considerably over the years. After careful consideration, we feel that it is in the best interest of the association for our governance structure to change too.

As scientists and practitioners, we pride ourselves on taking direction from evidence and following best practices in our work. Adopting the proposed changes that I have outlined will help us do the same with our governance practices.

To recap, should you vote to accept all our proposed changes and restructure the board, the CPA's board of directors would consist of: a president who is elected to the board by the membership but elected by the board to the role of president; a past-president; directors for science, practice, and education; a student director; the chair of the council of sections; and three at-large directors for a total of 10 voting members of the board. Because relationships with partner psychology organizations are highly valued by the CPA, no matter their memberships, we will invite up to four non-voting partners to participate in the board's meetings.

The CPA is your association and your vote matters. I encourage you to attend our virtual town hall meeting on April 25 at 1:00pm Eastern Standard Time. During the meeting we will again provide an overview of the proposed changes and answer any questions you may have. You will be able to vote any time between 1:00 and 2:00pm Eastern Standard Time. Your invitation to the virtual town hall, including details about how to participate, will be sent to you via email beginning on April 4.