

Field Hockey British Columbia Proposed Bylaw Summary of significant changes

What, How and Who prompted the change?

Following the concerns identified from the 2020 Annual General Meeting, Field Hockey BC (FHBC) contracted an external vendor to conduct an Organizational Review. Updating the Society's bylaws was the top recommendation. Following discussions with the wider field hockey community, the FHBC Board of Directors chose to prioritize this recommendation.

The FHBC Governance Committee lead the change; all Board of Directors were consulted throughout. FHBC contracted to Sport Law, the leading legal consulting firm in Canada for sport organizations.

Good Governance for FHBC – Principles and Models Driving Change

These proposed bylaws are intended to create an independent, transparent, and accountable governance structure for FHBC. The goal of good governance practices is to enhance the FHBC Board of Directors performance, improving organizational performance and decision making.

The changes were modeled, but modified appropriately, on the Canadian Olympic Committee's [*Canadian Sport Governance Code*](#) (CSGC). The CSGC provides sport organizations a framework for good governance and is considered the gold standard for sport organizations in Canada. Supporting the CSGC is the Framework Good Governance. The framework¹ provides the context behind the principles of good governance practices, all of which are incorporated into the new proposed FHBC bylaws,

- **Membership Structure** that empowers, engages, provides balance and equity to all members, and provides clear rights and responsibilities.
- **Board Composition and Structure** that promotes diversity, independent, conflict-free decision making that draws from a wide range of qualified individuals with a range of expertise and interests.
- **Board Functions and Roles** is designed to enable leadership to set the strategic direction, understand risks, and provide oversight to the senior manager who in turn is responsible for the delivery of operations and strategic goals.
- **Responsible and Accountable** boards provide assurance through transparency and the active monitoring of the performance of the organization across all areas including financial management, strategic performance, and the work of the board itself.

¹ The framework can also be used for benchmarking an organizations implementation of good governance practices.

Legal Considerations

These bylaws are required to meet and align with legislative requirements, specifically:

- [British Columbia Societies Act](#)
- [Bylaws of Field Hockey Canada](#)

Policies of the Society

Bylaws provide the foundational governance of an organization and policies guide the operations. It is a strategic goal of the Board of Directors to have a comprehensive policy suite to support these bylaws.

Summary of Significant Changes

A. Membership Structure

Principles: Balance, Empowerment, Engagement, Alignment, and Diversity

The most significant change is the definition of membership. Currently, members are individuals. Voting rights are granted to individuals in specific categories (senior players, junior players over 13 and associates).

Associated references to current bylaws for this section are:

- Membership: Part 2, sections 2.1-2.4.3
- Quorum: Part 3, sections 3.2.7-3.2.10.
- Voting: Part 3, sections 3.2-3.2.6

1. Clubs as Members (Article II, sections 2.1-2.17)

- In these bylaws, “Members” of the Society will be the Clubs. A club may be considered a single team.
- Individuals will become known as Registered Participants. An individual registered with the Society either through a “Member” or directly with the Society.
- There will no longer be an Associate membership category. As a member of FHC, FHBC is required to align with FHC’s bylaws and FHC does not have an associate member category.
- Officials, volunteers, umpires, coaches will all be considered registered participants of FHBC.

Rationale:

Membership by individual is a dated model of governance and not commonly used many of our national or provincial counterparts (i.e., soccer, ice hockey, rugby). Further the existing model creates fundamental issues; the centre of power and influence is placed firmly in the hands of individuals who (for the large part) may have biased interests. This model inadvertently excludes the clubs, who are the organizations that FHBC should be engaging on matters of provincial interest.

Clubs as members allows all clubs, no matter how small, from across the province, a seat at the table. This will bring a diversity of voices and provide a degree of equity that is not currently in place.

Registered participants will retain access to the services and programs (i.e., insurance, provincial programs, etc.) provided by the Society and will continue to be subject to the policies of the Society.

2. Voting (Article III, sections 3.13-3.20)

With the change of membership structure comes a significant change in the voting method. Vote strength will be calculated by participant registration 30 days prior to the AGM/SGM.

Allocation by Membership – *Each Member shall have an equal share of the half of the total available votes. These votes will be allocated to each Member by dividing 50 by the total number of Members in good standing (Vote Allocation is $50/x$, where x =number of Members), i.e., each member will receive 1 vote.*

Allocation by Proportion of Registered Participants – *The additional allocation of votes assigned to each Member will be based on the proportional number of Registered Participants registered with the Member and reported to the Society by the registration date established by the Board, relative to the total number of Registered Participants registered with the Society.*

The total of member's registered participates will be calculated against the provincial total of members, or proportional representation.

Example: $w=(y/z)$, where w is the member vote allocation, y is the total number of Registered Participants registered with a Member and z is the total number of Registered Participants registered with the Society. The allocation will be rounded to the next whole number.

A club's total vote will be 1 plus the percentage of their total membership within the total FHBC membership.

See appendix of a sample vote allocations for the 2018-2019 and 2021-2022 membership years.

Rationale:

While the individual vote is removed, this structure expands voting strength to all registered participants, via their club. Decisions by FHBC often involve all individuals and the existing structure did not give a significant portion of voting power to individual members.

This revised formula attempts to strike a balance between equity and fairness.

1. Equity – all clubs get one vote.
2. Fairness – proportional representation ensures clubs receive share of the vote that reflects their membership number within the provincial total.

Officials or volunteers may register as part of a member club, or the Society will permit unaffiliated officials or volunteers to register directly with the Society as registered participants, as today.

The Membership Policy will provide directions for the registration of all registered participants.

3. Delegates and Proxy Voting (Article III, sections 3.13-3.20)

Each club member will be responsible for appointing a delegate to attend and vote on their behalf.

Proxy voting is removed, as it is no longer necessary because the delegate will be assigned votes based on their club's registered participant numbers.

Rationale:

Historically, the trend for attendance at AGMs is club base, with a club member (or a couple depending on membership numbers) holding proxies. In many ways, the delegate model is not extremely different from what has been done for the past several years. The big difference is the clubs will be responsible for selecting a delegate to carry their votes. Voting strength will be determined 30 days in advance of the meeting and proxies, which has been identified as problematic, will be eliminated.

4. General Meeting Attendance (Article III, sections 3.13-3.20)

The business of the General Meeting is updated to align with the other changes and the authority of membership is included (more below in the Responsibilities and Accountabilities section).

5. Quorum (Article III, section 3.8)

Quorum will require a minimum of eight member clubs, who represent at least 20% percentage of the total membership.

Rationale:

With the change of membership structure, a new quorum calculation is required. This formula is based on attendance of the last several AGMs.

See appendix for sample quorum calculation.

B. Board Composition and Structure

Principles: Independence, diversity, expertise, risk management

Associated references to current bylaws for this section are:

- Board structure: Part 4, sections 4.1-4.1.4.
- Duties and Powers of the Board: Part 5, sections 5.1-5.5
- Committees: Part 6, sections 6.1-6.2.3

1. Directors-at-Large (Article IV, sections 4.1-4.20)

- The bylaws will elect nine directors-at-large opposed to a portfolio basis. Officers of the Society will be elected from the Directors-at-large.
- The officers will continue to be President, Vice-President, and Treasurer, as required by the Societies Act. The officers will be elected at the first board meeting following the AGM.

Rationale:

A benefit of the at-large system is the ability to recruit individuals to the board that do not have specific topical interest or expertise but may have other strong knowledge and experience that may be beneficial to the Board and organization.

2. Board Functions and Roles

Principles: Diversity, expertise, risk management, conflict-free, transparency

Independence and Conflict Free of Directors

The new bylaws will require all Directors to be independent. This means that no Director may be a Director/Executive/full-time employee of a Member Club or a full-time employee of the Society. No two members of the same family will be permitted to serve on the Board at the same time.

Rationale:

- This was a key recommendation of the Organizational Review and is a requirement for national sport organizations via the CCSG. Good governance requires Directors to be independent and conflict free.

- Individuals/Registered Participants who work part-time or received honorariums from member-clubs are eligible. This choice recognizes the difficulties of limiting the pool of potential candidates.
- The difference between allowing Directors of Member Clubs and individuals who received a fee-for-service is based on decision making power. Directors are elected to make decisions; employees are expected to execute those decisions. Though no single individual is without bias, these changes prioritize those who do not have a pre-existing legal obligation to their club.

3. Committees

Portfolios will be replaced by Standing and Ad-hoc/Topical Committees related to the business of the Society. Directors will be able to participate on multiple committees.

Rationale:

The current bylaws allow for the creation of ad-hoc committees. Since 2020, on the recommendation of the Organizational Review Report, the board has, by and large, moved in a committee-based structure. The following committees were established and are actively working: Human Resource Management, Finance and Audit and Governance.

External expertise

Individuals will not have to be Registered Participants to be eligible to stand for election as a director.

Rationale:

The benefit of allowing non-members to serve as board members to allow for more objectivity to the organization, benefit of external experience – sport or business or other.

The policy suite will create materials to support the new board structure, including sections of recruitment, nomination process, competency matrix for directors.

C. Responsibilities and Accountabilities

Principles: Transparency, good governance

Associated references to current bylaws for this section are:

- Responsibilities of Membership: Part 2, sections 2.2.1-2.4.3

Authority of Members

The new bylaws provide the explicit authority of members:

- To appoint the Auditor

- To amend the By-laws
- To elect Directors; and
- As provided in the Act and in these By-laws

Rationale:

- The current bylaws speak to responsibility of members, but not authority of members within the context of governance responsibility. This ambiguity resulted in motions on policy direction as opposed to governance matters (amendments to bylaws, elections of directors etc.). It is not clear from in current bylaws whether policy motions should have been permitted. Aside from the ambiguity, this practice is not good governance.
- The power of members to effect policy and strategic direction should rest with the election of directors, much like electing a government. The directors are responsible for determining policy and strategic direction on behalf of members. This change follows the Canadian Sport Governance Code.
- This change will not impact the programming motion passed in 2020. The board recognizes it as valid.

Appendix: Vote Allocation Sample

Not all registrations are reflected in this table. Only clubs with a minimum of 11 individuals registered are shown.

Provided for explanatory purposes only.

Region	Club	Membership 2018-2019	% of FHBC Membership	Vote Allocation	Membership 2021-2022	% of FHBC Membership	Vote Allocation
GVRD	West Vancouver Field Hockey Club	2063	29.54%	16	1721	28.05%	29
GVRD	Vancouver Hawks Field Hockey Club	917	13.13%	8	911	14.85%	16
IS	Victoria Junior Field Hockey Association	510	7.30%	5	477	7.78%	9
GVRD	Tri-City Eagles Field Hockey Club	463	6.63%	4	394	6.42%	7
IN	Cowichan Field Hockey Club	303	4.34%	3	246	4.01%	5
GVRD	Delta Falcons Field Hockey Club	258	3.69%	3	189	3.08%	4
GVRD	Surrey Sharks Field Hockey Club	222	3.18%	3	185	3.02%	4
GVRD	Burnaby Lake Field Hockey Club	167	2.39%	2	179	2.92%	4
GVRD	Sea to Sky FHC	156	2.23%	2	163	2.66%	4
GVRD	VRC Jokers Field Hockey Club	153	2.19%	2	150	2.44%	3
GVRD	India Field Hockey Club	145	2.08%	2	134	2.18%	3
GVRD	Other	74	1.06%	2	96	1.56%	3
GVRD	Polar Bears Field Hockey Club	--	--	--	95	1.55%	3
GVRD	Surinder Lions Field Hockey Club	86	1.23%	2	86	1.40%	2
GVRD	Burnaby Bears Field Hockey Club	124	1.78%	2	85	1.39%	2
IS	Sailors Field Hockey Club	95	1.36%	2	86	1.40%	2
IS	Rebels Field Hockey Club	103	1.48%	2	84	1.37%	2
GVRD	Panthers	58	0.83%	1	75	1.22%	2
Interior	Okanagan Valley Field Hockey Club	39	0.56%	1	60	0.98%	2
GVRD	Richmond Field Hockey Club	142	2.03%	2	59	0.96%	2
GVRD	Meralomas Field Hockey Club	94	1.35%	2	60	0.98%	2
GVRD	North Vancouver	60	0.86%	1	57	0.93%	2

GVRD	Dashmesh Field Hockey Club	69	0.99%	1	56	0.91%	2
GVRD	West Coast Kings	61	0.87%	1	54	0.88%	2
GVRD	United Brothers	52	0.74%	1	54	0.88%	2
IS	Lynx Field Hockey Club	37	0.53%	1	39	0.64%	2
IS	Oak Bay Club	41	0.59%	1	39	0.64%	2
FV	Chillwack	53	0.76%	1	31	0.51%	2
IN	Alberni Field Hockey Association	15	0.21%	1	33	0.54%	2
GVRD	Gobind Sarvar Field Hockey Club	5	0.07%	1	29	0.47%	1
GVRD	Surrey Raiders Field Hockey Club	20	0.29%	1	15	0.24%	1
IS	Victoria Tigers - Men	27	0.39%	1	24	0.39%	1
IS	Victoria Hawks	13	0.19%	1	22	0.36%	1
GVRD	UBC - Men	32	0.46%	1	20	0.33%	1
GVRD	UBC - Women	29	0.42%	1	21	0.34%	1
FV	Abbotsford Field Hockey Club	49	0.70%	1	15	0.24%	1
GVRD	UBC Blue Birds	18	0.26%	1	17	0.28%	1
GVRD	Fury Field Hockey Club	18	0.26%	1	14	0.23%	1
IS	UVic - Men	34	0.49%	1	11	0.18%	1
IS	UVic - Women	11	0.16%	1	13	0.21%	1
IN	Comox Valley	16	0.23%	1	12	0.20%	1

Appendix: Quorum

A minimum of 8 member clubs, who represent 20% percentage of the total membership constitutes quorum.

Based on the above sample, any combination meeting the 8 and 20% threshold will meet quorum. Practically speaking, this means though West Van's total exceeds 20%, an additional 7 other member clubs must be in attendance to meet quorum.