

CYSTIC FIBROSIS CANADA: GOVERNANCE RENEWAL UPDATE

Highlights to Date

Cystic Fibrosis Canada is modernizing our governance structure to embed industry best practices and to meet the requirements of the new *Canada Not-for-Profit Corporations Act*. This process is being led by the Governance Committee with the support of Kathy O'Brien, our external legal counsel.

In April 2011, the Board of Directors endorsed our governance structure. As part of this approach, it was agreed that two additional external members would be appointed in order to round out this Committee.

We are delighted to announce that the two external positions have been filled and are pleased to welcome Chris MacLeod who was appointed in December 2011, and Jack Penaligon, who was appointed earlier this month. Each appointment is one year in duration. Chris is a Partner at Cambridge LLP, a Toronto law firm. His practice focuses on complex litigation including cross-border dispute resolution, multi-jurisdictional litigation and private international law. Jack is with Knightsbridge, where his focus is Executive-level searches in healthcare and the broader public sectors. He understands the changing environment affecting these sectors in Canada and is a strategic thinker and facilitator. He has been a Board member and Chair of several not-for-profit organizations.

What's Next

We will need to refresh our By-laws and file for an application for continuance with Industry Canada to operate under the new federal legislation.

As part of this governance renewal, we are moving to a smaller skills-based Board comprising of between 10 to 13 members.

Next issue, we will be providing further information. In the meantime, if you would like to learn more about our [new Board selection process](#), please click on the link provided, or visit our website's homepage and you will see a Recruitment-Board of Directors 2012 box on the right-hand side.

Frequently Asked Questions (FAQs)

What is the *Canada Not-for-Profit Corporations Act*?

This *Act* is a major piece of legislative reform which became law in June 2009 and came into effect on October 17, 2011. It provides a major opportunity to refresh governance and certain changes will be mandatory.

How does this *Act* affect Cystic Fibrosis Canada?

Our organization has three years from October 2011 to transition to these new legislative requirements.

Some changes include "members" being a part of the new governance structure and having the right to attend the AGM and ability to vote to:

- Elect the Board of Directors
- Receive financial information
- Appoint auditors
- Approve By-laws
- Propose changes to By-laws

Who will be the new "members"?

The "members" will be consistent with the voting Trustees of our organization. Our organization's "members" will be:

- Directors
- Chapter Presidents
- Stakeholder Council members comprising of Regional Directors, Provincial Association Chairs and certain committee's chairs (as per Board's Stakeholder Council Policy)