

## Governance Update to RAUSI 2024 AGM

### *Activity May 2023 to May 2024*

In accordance with Bylaw 37, the Board directed a Governance Committee to be formed. The members consisted of Jay Milne, Dave Sweeney, Paul Bury, Stewart Campbell and Doug Stinson. Its priority of work for May 2023 to May 2024, and status is given in Table 1.

Activity	Status
Develop Terms of Reference	Approved at September Board Meeting (see Figure 1)
Establish Bylaw baseline (2016)	Complete August 2023
Consolidate proposed Bylaw changes (2020, 2022, 2023)	Completed November 2023 (See Figure 2)
Prepare Submission to Registrar	Completed December 2023
Assess and advise on current Board activities for risks of non-compliance	Ongoing

Table 1 – Priority of Governance Subcommittee Work and Status

### *Next steps (per Key Responsibilities)*

#### Bylaws and Operations

- Examine the RAUSI Objects for relevance and compliance (see Figure 3).
- Examine Bylaws for compliance, best practices, possible changes.

#### Board Effectiveness.

- Develop Board Code of Conduct and Conflict of Interest policies.
- Review procedures for nomination, selection, and removal of directors.
- Identify future skillsets for Board members

#### Education

- Develop first draft orientation process for newly appointed Board Directors
- Identify board training and development needs

### *Process to Change Objects and Bylaws*

Objects and Bylaws are registered with Alberta Government per the Societies Act. These are our rules we set for ourselves to follow. All activity and spending need to support our Objects and be conducted in accordance with our Bylaws. Changes to Objects and Bylaw follow a process culminating in a Special Resolution approved by the Members and filed with the Alberta Registrar's Office (see Figure 4).

# Governance Subcommittee

(TOR/Sep 2023 Board Meeting)

## PURPOSE

- The Governance Committee assists the Board of Directors of RAUSI to fulfill its responsibilities regarding matters that relate to governing the organization and in identifying and making recommendations to the board candidates to be Board Directors.

## BOARD OF DIRECTOR COMPOSITION AND TERM LIMITS

- The Governance Committee shall be composed of at least three and not more than five members, the majority of whom will be members of the full Board.
- Committee membership shall be approved by a majority vote of the current Board of Directors on an annual basis.
- The RAUSI President will designate a Committee Member who is a Board Member to serve as Committee Chair.
- Committee Members may be dismissed at the discretion of the RAUSI President.

## MEETINGS

- The Governance Committee will meet at least quarterly and hold additional meetings as needed to fulfill its responsibilities and as called by the Governance Committee Chair.
- The Committee Chair, or designate, shall prepare a report for the Board Meetings and AGM.

## AUTHORIZATION AND LIMITATIONS OF POWER

- The Governance Committee has no power or authority to act on behalf of the full board. The Governance Committee will abide by the provisions in the Bylaws that pertain to the meetings and actions of the Board.

## KEY RESPONSIBILITIES

- Bylaws and Operations.** Advise the Board about:
  - Relevant amendments to the organization's bylaws to empower the Board to meet its obligations.
  - Procedures for ensuring the organization's legal and regulatory compliance.
- Board Effectiveness.** Create policies for Board approval which define:
  - Roles and responsibilities of the Board.
  - Duties and responsibilities of directors and officers.
  - Directors' standards of conduct, including any Code of Conduct and conflict of interest procedures.
  - Procedures for nomination, selection, and removal of directors.
  - Current and future needs to ensure the Board has the necessary diversity, perspectives, experience, skills, maturity, and judgment to effectively pursue their duties in planning and oversight.
- Education**
  - Develop and conduct an orientation process for newly appointed Board Directors and provide ongoing board training and development.

Figure 1 – Governance Subcommittee Terms of Reference

## RAUSI Bylaw Changes 2016 - 2023

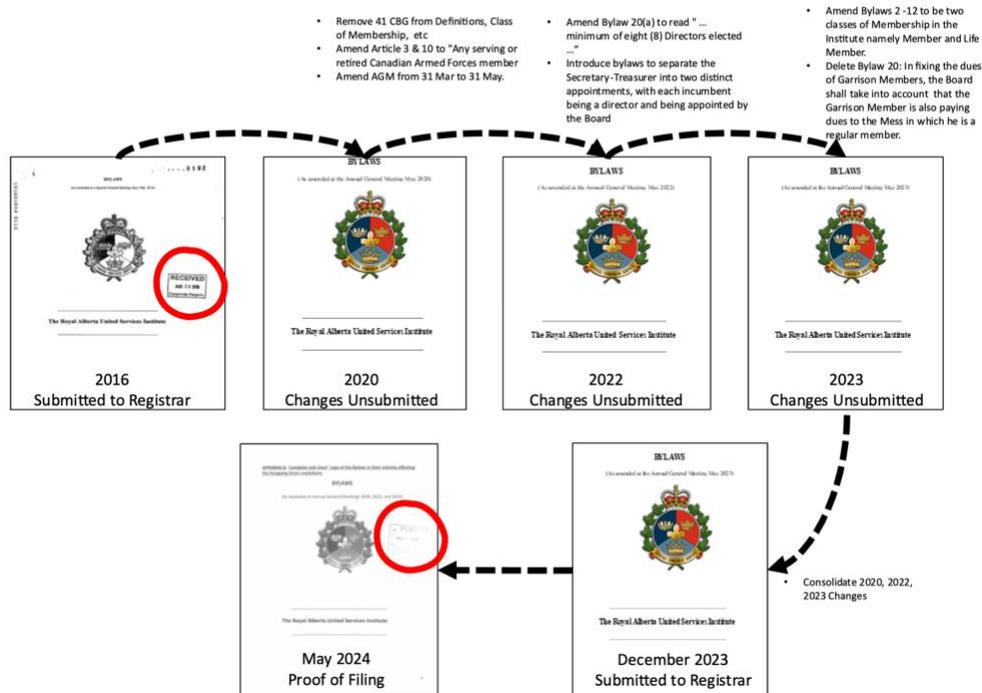


Figure 2 – RAUSI Bylaw Changes 2016-2023

# Current Objects vs internal Vision, Mission, and Mandate

## Objects as amended 25 January 1977

2. The objects of the Society are:
- (a) The perpetuation of the traditions of "THE ALBERTA MILITARY INSTITUTE."
  - (b) The encouragement and promotion of arts, science and literature as related to Her Majesty's Services and the promotion of social intercourse amongst those connected with Her Majesty's Services in the Province of Alberta.
  - (c) The support and encouragement of Cadet Corps and all Active and Reserve Units of Her Majesty's Services.

## From <https://www.rausi.ca/about/about-rausi>

### **Our Vision**

RAUSI is a Canadian-based think tank inviting global civilian, humanitarian, military and policing communities to influence ideas and perspectives on emerging trends in global and regional security and defence.

### **Our Mission**

RAUSI aims to cultivate networks of influencers in global civil society to research, publish and discuss issues in 21st century security and defence, with a view to influence and inform public debate.

### **Our Mandate**

RAUSI is a Canadian-based forum for global civilians, humanitarian, military and international police communities to present original thought on trending issues, in their formative stages, as they relate to global security and defence.

Does current RAUSI program align with Objects approved by Alberta Registrar?

Figure 3 – Comparison of Current Objects and [www.rausi.ca](https://www.rausi.ca) Vision, Mission and Mandate

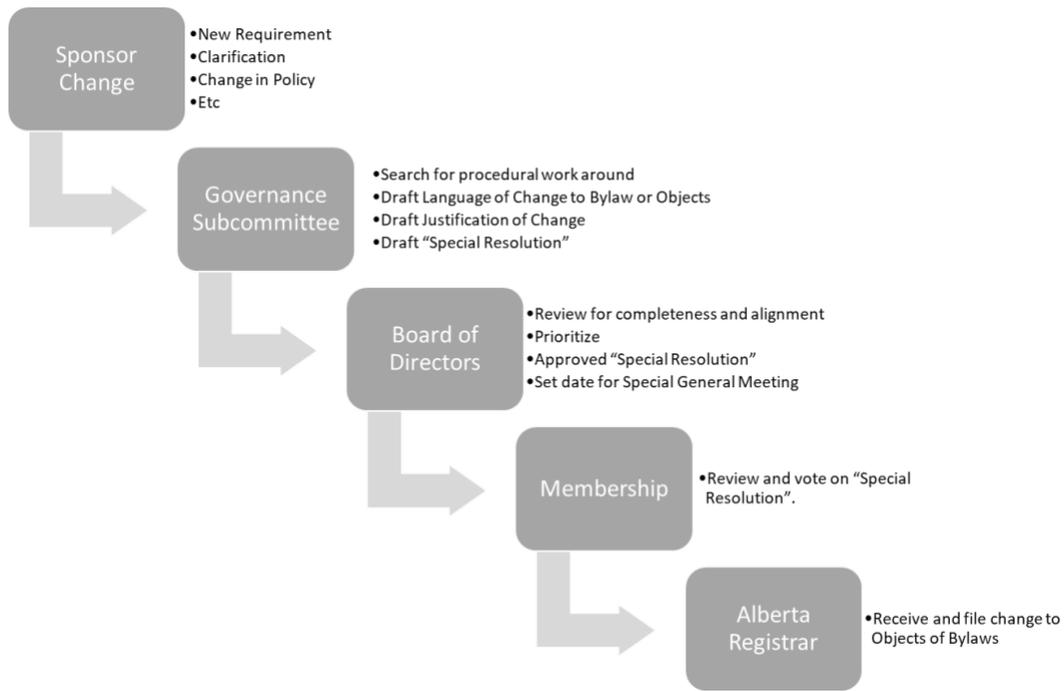


Figure 4 – Simplified Process to Change Objects & Bylaws