



DISTRICT GOVERNANCE MODEL

A guide for Districts

January, 2021

Available in French

**DISTRICT GOVERNANCE MODEL
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NOTES TO DISTRICTS

1. This District Governance Model has been developed to assist each District in developing its District Governance document.
2. The District Governance document shall conform to the principles as set out in the “District Governance Model”.
3. Each District is encouraged to adapt the District Governance Model to reflect its own needs and practices, having due regard for the “District Governance Principles”. **Please note that some clauses are generic and require modification to make them specific to your particular District.**
4. The logo and name of organization shall be used in accordance with guidelines available from the RTOERO Office.
5. An electronic copy of the District Governance Model is available in both official languages in the District Governance section of the Members’ Centre of the RTOERO website or from the RTOERO Office.
6. It is recommended that a copy of previous versions of the District Constitution be kept for record-purposes by the District Secretary and/or in the District archives.

PROCESS

1. Each District is required to submit its District Governance document for review by the Governance Committee on a five-year cycle.
2. The District Governance Committee, using the most recent RTOERO Governance Policies, reviews the local Governance Policies.
3. The District Executive gives preliminary approval to the Draft document.
4. The Draft is sent to the Administrative Assistant who works with the RTOERO Governance Committee and who will acknowledge receipt of the draft document.
5. After the Governance Committee has reviewed the Draft, the District will be contacted by a member of the Committee who will forward the suggested revisions to the District and act as the liaison to assist the District.
6. Using the information and suggestions, the District will present the District Governance document to a District general meeting for approval.
7. The District will send the approved version to the Administrative Assistant for filing purposes.

Note: All phases of this process may be done electronically.

DISTRICT GOVERNANCE DOCUMENT

A. Principles for Districts:

✓ <i>Checklist for Governance Committee</i>		
	1.	Indicates date of the valid District Governance Document
	2.	States geographical area of the District
	3.	Establishes that the Objectives are consistent with the RTOERO By-Law 2018-1
	4.	Establishes membership as stated in the District Governance Document
	5.	Provides procedures through which the District Membership shall elect an Executive of at least four members
	6.	Sets terms of office for and lists responsibilities of District Officers and requires a quorum for the Executive
	7.	Establishes Duties of the District Executive that include holding at least one meeting which shall be the Annual Meeting of the District
	8.	Ensures that members can be removed from office only by the body that elected them
	9.	Provides appropriate banking and financial procedures based on a calendar year and requires more than one signing officer on the account
	10.	Requires the sending of the Annual District Financial Statement to the Chief Executive Officer
	11.	Provides for the establishment of and terms of reference for Committees
	12.	Indicates Governance Safeguards for Amendments to the Governance Policies Interpretation and Meeting Procedures as outlined in the District Governance Model.
	13.	Defers to the pre-eminence of the RTOERO By-Law and Policies and indicates that all policies are consistent with Provincial policies
	14.	Ensures basic democratic rights

B. Additional Principles for Districts with Units:

	15.	Clearly states the geographical area or basis of formation of each Unit
	16.	Provides for at least one representative from each Unit on the District Executive
	17.	Provides a funding formula for the Units
	18.	Requires annual financial reporting from each Unit to the District

DISTRICT GOVERNANCE MODEL FOR DISTRICT NO. _____

The name of the District shall be _____.

The geographical area of District _____ is defined by the boundaries of _____.

Objectives:

1. To promote the interests of our members receiving pensions under the Teachers' Pension Act, and other pension plans;
2. To have all retired members and their survivors receive the maximum benefits that are rightfully theirs under the terms of the Teachers' Pension Act and other pension plans;
3. To seek support for members in need;
4. To encourage members to participate fully in all the benefits the organization offers in accordance with the RTOERO By-Law 2018-1 and Policies;
5. To increase membership by actively campaigning at all levels to reach potential members through personal contact and by designing programs to meet their interests and needs;
6. To use a variety of media resources to publicize and promote RTOERO activities and accomplishments to its members, and all those eligible for membership, including: teachers, school and board administrators, educational support staff, college and university faculty, child care workers, and Early Years personnel;
7. To develop closer relationships at the District level with organizations representing potential members, in order to explain the RTOERO objectives and to offer assistance in educating potential members to plan ahead for retirement;
8. To provide leadership and guidance to District representatives who attend the Annual Meeting, Special Meetings, and Forum of RTOERO; and,
9. To promote the interest of seniors.

Article 1 - DISTRICT MEMBERSHIP

- 1.01 Members of RTOERO are normally affiliated to the local District of their choice. Membership criteria are set out in Article 1 of the RTOERO Policies.
- 1.02 Rights and Privileges of Membership are outlined in Article 2 of the RTOERO Policies.
- 1.03 The Expectations of Members are outlined in the RTOERO Code of Conduct.

Article 2 - EXECUTIVE

Structure of the Executive:

- 2.01 The Executive shall consist of at least four District Executive members with at least one representative of each Unit within the District, if any.
- 2.02 The District may create an Executive Board. The Board may include the District Executive members, plus chairs of District standing committees, any District members who hold positions on the RTOERO Board of Directors or any of its Committees, and other members at large. If a Board is established, the District Governance Policies may specify the rights and privileges of the non-elected Board members, with regard to making motions and voting, as well as the division of duties between the Executive and the Board. No position on the District Executive shall be designated for a non-RTOERO organization.
- 2.03 The Executive Board will be commonly referred to as the Executive. The District may wish to include: "all members of the Executive have equal rights as members at Executive meetings" in their Governance Model.
- 2.04 The Executive shall meet at the call of the President or at the request of any other two members of the Executive.

Duties of the Executive:

- 2.05 To determine its local governance policies, which shall not conflict with the By-law 2018-1 and Policies of RTOERO, and to file a copy with RTOERO.
- 2.06 To hold at least one District meeting a year of the general membership which shall be the Annual Meeting of the District.

- 2.07 To determine the number for quorum for Executive meetings at the first Executive meeting of the year.
- 2.08 To elect at a meeting of the District, or appoint by the Executive, two Corporate Members who, at the organization's expense, will represent the District at Annual and Special Meetings and Forums that are called by the Chair of the Board of Directors.
- a) The District shall be entitled to appoint or elect two Corporate Members. An individual must be a member in RTOERO as described in section 1.01 (a) to (f) of the Policies in order to be eligible to be elected or appointed as a Corporate Member by the District. Each year by June 30 the District President shall provide written notification to the Chief Executive Officer of RTOERO of the Corporate Members elected or appointed by the District.
 - b) Corporate Members shall have a term of one year ending on June 30 each year. The Corporate Members shall be eligible for unlimited re-appointment or re-election by a District.
 - c) The Executive may remove and replace a Corporate Member. The removal or replacement shall be effective upon the District President providing written notice of the removal or replacement to the Chief Executive Officer of RTOERO.
 - d) If at any time the District has fewer than two Corporate Members, then the District may appoint or elect an individual to fill the balance of the Corporate Member's term ending on June 30. The District President shall provide written notice to the Chief Executive Officer of RTOERO of such election or appointment.
- 2.09 To send up to two District Observers to Annual and Special Meetings and Forums at the District's expense.
- a) The District may name up to two District Observers who must be members of RTOERO in the District as described in section 1.01 (a) to (f) of the Policies. Each year by June 30 the District President shall provide written notification to the Chief Executive Officer of RTOERO of the names of the Observers.
 - b) The District Observers shall have a term in such positions for one year ending on June 30 each year. A District Observer shall be eligible for unlimited re-appointment or re-election.
 - c) The Executive may remove and replace a District Observer. The removal or replacement shall be effective upon the District providing

written notice of the removal or replacement to the Chief Executive Officer of RTOERO.

- 2.10 To inform the Board of Directors if the District intends to form a Unit (within the District). The allocation formula for a Unit shall be determined by the District.
- a) The Executive shall notify and seek approval from the Board of Directors of RTOERO of its intention to form a Unit (within the District). There shall be a minimum of four members on each Unit Executive, one of whom shall represent the Unit on the District Executive. The District shall determine financial assistance for Units.
 - b) The Executive shall initiate the dissolution of any Unit(s) within its District and shall seek approval from the Board of Directors of RTOERO of dissolution of a Unit. Upon receipt of the approval, the District Executive shall bring the resolution to dissolve any Unit(s) to a general meeting of the District. A vote of two-thirds majority of District members attending the general meeting is required to dissolve the Unit(s) and upon dissolution the Unit assets shall become District assets.
- 2.11 To establish standing and special committees, to appoint their chairs, to ratify their terms of reference, and to require a financial statement from a committee chair whose committee is receiving or spending money on behalf of the District.
- 2.12 To approve the annual District budget.
- 2.13 To approve the annual District Financial Statement and to send it to the Chief Executive Officer of RTOERO.
- 2.14 To send to the Board of Directors of RTOERO resolutions, for consideration, in accordance with By-Law 2018-1 which have been passed at a general meeting of the District or a meeting of the Executive;

A Corporate Member may propose that the Directors introduce a resolution on any matter relevant at an Annual or Special Meeting by providing a detailed written description of the resolution by the District Executive or General Membership signed by the Corporate Member and the District President and sent to the CEO of RTOERO at least ninety (90) days in advance of an Annual Meeting or Special Meeting. The Directors shall introduce such resolutions at the next Annual Meeting unless the resolution:

- (a) is to enforce a personal claim or redress a personal grievance against RTOERO or its directors, officers, members or debt obligation holders;
 - (b) does not relate in a significant way to the activities or affairs of RTOERO;
 - (c) is substantially similar to a resolution before the Annual Meeting in the past two years;
 - (d) abuses rights conferred by this section to secure publicity; or
 - (e) contravenes the Canada Not-for-profit Corporations Act (CNCA).
- 2.15 To review the names of District candidates presented by the Awards Committee for consideration as recipients of RTOERO awards.
- 2.16 To select the project to be submitted to the RTOERO Community Grants and Scholarships Committee for its consideration.

Procedures for Electronic Voting:

- 2.17 The following procedures will be used when an electronic vote is taken by the Executive between Executive meetings:
- i) the President or designate shall propose a motion with rationale and e-mail it to the Executive;
 - ii) members of the Executive shall vote by return e-mail via reply all within 5 days of receipt of the motion;
 - iii) a quorum of the Executive must vote on the motion or it is deemed lost;
 - iv) the President shall declare the motion passed or lost and inform the Executive;
 - v) the motion and its disposition shall be reported as information at the next Executive meeting and the minutes shall include the report.

Election of the District Executive:

- 2.18 A member of the District Executive is eligible for re-election.
- 2.19 A District Executive shall be elected at an Annual Meeting of the District for a specified period of one year or two years and the term of the new Executive shall begin _____.

2.20 Procedures

Nominations:

- (a) The Nomination Committee shall be chaired by the District Past President with at least two other Members.
- (b) The Chair of the Nomination Committee shall submit nominations for the elective offices of the District Executive to the Annual Meeting of the District.
- (c) Additional nominations for the elective offices may be made from the floor by District members in attendance at the Annual Meeting of the District.
- (d) If more than one candidate is nominated for any of the District elective offices then a vote by secret ballot shall be held. The conducting of the election shall be the responsibility of the Past-President, or the Chair of the meeting, in accordance with procedures established by the RTOERO Governance By-law 2018-1 and Policies.
- (e) The Past-President or Chair of the meeting shall appoint members to distribute and count the ballots.
- (f) Election of a candidate shall be by majority vote of those present and qualified to vote who have cast ballots.
- (g) In the case of more than two candidates for any one of the elected offices, and failing a majority vote for any one candidate on the first ballot, the candidate with the lowest number of votes shall be dropped from the succeeding ballots until a majority is reached.
- (h) In the event there are more than two candidates for an elected position and a tie vote results in there being two or more candidates dropped from the ballot at the same time, the following shall occur:
 - (i) the vote results for all candidates except those in the tie vote shall stand;
 - (ii) the members shall then vote to break the tie;
 - (iii) the result of this vote shall establish the roster for the next vote;
 - (iv) the members shall then resume the voting process on the roster.

- (i) In the event of a tie vote when there are only two candidates, there shall be a further ballot and, if the tie persists, there shall be a further ballot and, if the vote is still tied, the winner shall be chosen by a flip of the coin by the Chair of the Nomination Committee.

2.21 Resignation/Leave of Absence:

- (a) Should any vacancy in any office occur for any reason, at any time, such vacancy shall be filled at the earliest opportunity. Following a recommendation from the Nomination Committee, the Executive may pass a resolution appointing a substitute for such period of time as may be appropriate under the circumstances.
- (b) Any member of the Executive may resign from office upon giving a written resignation and such resignation becomes effective when received or at a time specified in the resignation, whichever is later.
- (c) Any member of the Executive may request a leave of absence.

2.22 Removal from Office:

Any elected member of the Executive may be removed from office only by resolution passed by a two-thirds majority of members present at a District meeting, providing that notice specifying the intention to present such a resolution has been given at least thirty days in advance to the District membership.

Specific Duties of Executive Members:

2.23 Duties of the President:

The duties of the President are:

- (a) to convene and chair the regular and special meetings of the Executive;
- (b) to act as Chair for the District Membership Meetings;
- (c) to be an ex-officio member of all District Standing Committees;
- (d) to have a general responsibility for all activities of the District organization;
- (e) to act as liaison with the Board of Directors;
- (f) to be a signing officer for the District.

2.24 Duties of the Past President and Vice-President:

- (a) The Past President shall chair the Nomination Committee.
- (b) The duties of the Vice-President are:
 - (i) to perform the duties of the President when the President is unable to carry out such duties;
 - (ii) to chair the Governance Committee.

[If a District has a 2nd Vice-President, that person may chair the Awards Committee.]

2.25 Duties of the Secretary and Treasurer:

[Although a District may have one person filling the job of Secretary and Treasurer, this Model will outline the duties separately.]

- (a) The duties of the Secretary are:
 - (i) to prepare and present the minutes of Executive and Membership Meetings, and of any special meetings called by the President;
 - (ii) to carry on the correspondence that is required to conduct the business of the Executive and its membership;
 - (iii) to send notices of Executive, Membership, and special meetings at the direction of the President and Executive.
- (b) The duties of the Treasurer are:
 - (i) to prepare an annual budget for approval by the Executive;
 - (ii) to maintain in a separate account in the name of the District, in an accredited financial institution, all monies accruing to the District, with the exception of those Districts whose financial services are provided by the RTOERO Office.
 - (iii) to receive the annual rebate of monies from the RTOERO Office;
 - (iv) to receive and collect charges levied by the local District, if applicable;
 - (v) to pay all invoices as directed by the Executive;
 - (vi) to receive a financial statement for the fiscal year from the chair of a standing or special committee that is handling District money and the Treasurer of any Unit;
 - (vii) to present an annual District Financial Statement, reviewed by at least two District members, to the Executive for approval, at least one month before the Annual Meeting of the District;
 - (viii) to be a signing officer for the District.

2.26 Duties of Corporate Members:

It shall be the duty of Corporate Members elected or appointed by the District:

- (a) to represent the interests of the District at the Annual and Special Meetings and Forums;
- (b) to review and discuss Annual and Special Meetings and Forums issues with the Executive; and
- (c) to report to the Executive and the District members on the business of Annual and Special Meetings and Forums.

Article 3 - COMMITTEES: EXECUTIVE AND STANDING

3.01 Executive Committees:

(a) Awards Committee:

- (i) The Awards Committee shall be chaired by a Vice-President who has the power to add two more members from the Executive.
- (ii) The Awards Committee shall present the names of possible recipients of an RTOERO award to the Executive for consideration and approval. Award presentations are usually made at the Annual Meeting of the District.
- (iii) The Executive may present an RTOERO award:
 - to District Presidents; and
 - to members who, in the opinion of the Executive, have given loyal service to the District over a number of years.

(b) Governance Committee:

- (i) The Governance Committee shall be chaired by a Vice-President and composed of at least two other Executive members.
- (ii) The Governance Committee shall be familiar with the Governance By-Law and Policies, so that the Chair can be a resource to the Executive.

- (iii) The Governance Committee may recommend changes that a District might want to propose to the RTOERO Annual Meeting to amend the Governance By-Law and Policies.
 - (iv) The Governance Committee shall make recommendations to the Executive for changes in the District Governance document, where applicable.
- (c) Nomination Committee:
- (i) The Nomination Committee, chaired by the District Past President, shall be composed of at least two other Executive Members.
 - (ii) The Chair of the Nomination Committee shall submit nominations for the elective officers of the District Executive to the Annual Meeting of the District.

3.02 Standing Committees:

[Districts should specify in their District Governance document (a) whether the Executive or District appoints the Chairs and members of Standing Committees, (b) the term of office of the Chairs and members, and (c) the maximum number of members on each Committee.]

The Standing Committees may include:

(a) Archivist Committee:

To retain, store and catalogue copies of past Minutes, Newsletters, and District Governance Policies, and other historical data of the District and RTOERO, and so maintain a complete historical record of the organization, in accordance with the RTOERO Archival Guide for Districts.

(b) Benefits Committee:

To assist the membership of the District with information regarding the RTOERO Group Insurance Plan.

To recommend actions to the Executive to support achievement of RTOERO goals in this area.

(c) Communications Committee:

To prepare and distribute a newsletter to the District membership whenever the Executive deems it necessary.

To establish and maintain a District Website as required.

To communicate with the RTOERO Marketing and Communications Committee through the Committee liaison person.

(d) Goodwill Committee:

To communicate with District members in keeping with the RTOERO Goodwill Guidelines.

(e) Membership/Recruitment Committee:

To receive the membership lists from the RTOERO Office and use the information contained within the lists to provide programs and services to members in accordance with RTOERO privacy policies and direction.

To investigate and recommend to the Executive ways and means of increasing membership.

To assist with the organization of Retirement Planning Workshops (RPWs) at the District level.

To communicate with the Member Services Committee through the Committee liaison person.

(f) Political Advocacy Committee:

To coordinate political advocacy with respect to issues that affect members, as determined by the RTOERO Board of Directors and Political Advocacy Committee.

To liaise with other organizations which express an interest in pursuing political advocacy at the Provincial and Federal levels in the best interests of members.

To communicate with the RTOERO Political Advocacy Committee through the Committee liaison person.

To recommend actions to the Executive to support achievement of RTOERO goals in this area.

(g) Social Committee:

To be responsible for social activities as determined by the District.

(h) Travel Committee:

To plan trips and excursions for District members. All overnight or longer trips/excursions must adhere to the regulations of the Travel Industry Council of Ontario (TICO).

Article 4 – UNITS

Duties of the Unit Executive

It shall be the duty of the Unit Executive:

- 4.01 To hold at least one meeting a year, which shall be the Annual Meeting of the Unit, at which the President and other officers shall be elected, and as many additional meetings as desired by the members;
- 4.02 To send an annual Unit Financial Statement, reviewed by at least two Unit members, to the District Treasurer.

Article 5 – BANKING AND FINANCE

- 5.01 The fiscal year shall commence on January 1 and shall terminate on December 31 each year.
- 5.02 All funds accruing to the District shall be deposited in an accredited financial institution in the name of the District, with the exception of those Districts whose financial services are provided by the RTOERO Office.
- 5.03 All accounts payable and other disbursements for expenses in excess of \$1,000 made by the District shall be made by cheque, signed by any two signing officers, with the exception of those Districts whose financial services are provided by the RTOERO Office.
- 5.04 The signing officers will include at least two of the following:
 - President
 - Past-President
 - Vice-President
 - Treasurer
 - Secretary
 - Other (specify)

Article 6 – POLICIES AND PROCEDURES

6.01 Policies

- i) Policies shall be statements of direction, in keeping with the RTOERO By-Law and Policies, which shall be used as guidelines for determining District practice. Procedures shall be the notation of methods agreed upon by the Executive members for dealing with day-to-day operations.
- ii) Policies as required shall be appended to this District Governance Model.

6.02 Procedures

- i) Procedures may be amended by the Executive.
- ii) Procedures as required shall be appended to this District Governance Model.

Article 7 – GOVERNANCE SAFEGUARDS

7.01 Amendments to the District Governance Document

The District Governance Document may be amended by the consent of two-thirds of the eligible District members voting at the Annual Meeting, or at a general meeting of the District, provided that a Notice of Motion has been sent to the members prior to the meeting; OR, by a 90% vote of the eligible District members voting at the Annual Meeting of the District, previous notice not having been given.

7.02 Amendments to Appendices

Appendices may be amended at any time by an enhanced majority vote (66%) of the Executive.

7.03 Interpretation

Nothing in this Governance document shall be interpreted in a manner or in terms inconsistent with the RTOERO Governance Policies nor in a manner or in terms prejudicial to the best interests of RTOERO.

7.04 Meeting Procedures

The current edition of the Sturgis Standard Code of Parliamentary Procedure shall be the parliamentary authority used in the conduct of all meetings of RTOERO and its committees. An opportunity to declare a conflict of interest shall be provided at each meeting.

7.05 This Governance document replaces any and all Constitutions or recent Constitutions previously in force in the District.