

Structure Review at the Ontario Federation of Agriculture

Implementation Phase

Final Report

June, 2007

The Background:

The OFA has embarked on a significant review of its governance structure and its governance processes. Previous efforts have been made in this regard. The current process was initiated at the OFA Annual Meeting and Convention in November, 2005.

A resolution was presented to the delegates, reading:

WHEREAS the Ontario Federation of Agriculture director structure is cumbersome; and

WHEREAS the number of OFA directors is excessive to meet challenges facing agriculture in Ontario; and

WHEREAS a reduced number of directors will be more effective in decision making; and

WHEREAS a reduced number of directors will reduce OFA operating expenditures;

THEREFORE BE IT RESOLVED THAT the Board presents a new proposed Board structure to the Annual Meeting 2006 for a decision.

The resolution was passed.

As a result, the OFA Board of Directors established a Structure Review Team in early 2006 to study and consult on the issues involved with designing a new Board structure.

The Structure Review Team undertook extensive consultations on OFA's governance issues throughout the spring and summer and presented its final report to the Board of Directors in October, 2006. The Board subsequently distributed the report for discussion and added the issue to the agenda of the Annual Meeting and Convention of 2006 for discussion and consideration.

The Structure Review report (available at www.ofa.on.ca) contained background information, discussion on the input received and concluded with 13 recommendations. The recommendations were discussed at length at the Annual Meeting and each of the 13 recommendations were subsequently adopted by the delegates.

The 13 Structure Review recommendations, as adopted in November, 2006 are:

- 1. An implementation team develop operational details, including cost-benefit analysis, related to reducing the OFA board to no more than 18 directors, and report to the 2007 annual meeting for a go-ahead decision**
- 2. All board members and officers be provided with clear job descriptions, training, and resources needed to fulfill their roles with excellence**
- 3. The term for board members and officers be extended to 2 or 3 years, and that terms be staggered**
- 4. Standing committees be established to fulfill legal requirements (finance/audit); ad hoc committees work on priority issues and be disbanded once the issue is addressed**
- 5. Non-board members with appropriate skills and interest, as well as board members, sit on OFA committees**
- 6. The OFA make changes to board meeting processes starting in January 2007**
- 7. On a significantly smaller board, there be district board seats and at-large board seats**
- 8. OFA explore additional methods for obtaining agricultural policy input from its members.**
- 9. A round table agricultural position development process be piloted on the date of the March 2007 board meeting**
- 10. OFA's agricultural position policies be developed by a policy forum or general council selected in the same manner as the current OFA board**
- 11. During 2007 OFA develop a 3- to 5-year strategic plan**
- 12. The OFA operating plan include a communication plan that will enhance the effectiveness of two-way communication between the provincial organization, grassroots members, county federations, and other stakeholders**
- 13. A constitutional linkage between the OFA and the local (county) federations be established**

These recommendations suggest general governance direction and courses of action but do not provide the specific detail required to implement governance change.

As a result, the Board of Directors established an Implementation Team early in 2006 to work with the adopted recommendations to develop the detail that would be required to implement the direction provided.

The Implementation Team (IM-T)

The mandate of the IM-T was established as follows:

IM-T Mandate:

1. Identify the detail required to implement the adopted Structure Review recommendations – what do we need to decide?
2. Consult with stakeholders on the options available – what are the possible answers?
3. Recommend preferred options, with reasons, for the detail sufficient to implement the direction provided in November, 2006.

The OFA executive Committee selected members of the IM-T. The team consists of:

Chair: Betty Semeniuk
Members: Cathy Mous, Donna Lunn, Wendy Omvlee, Martin Lang, Julien Papineau, Alan Kruszel, Ron Bonnett and Don McCabe

Staff members acted as facilitators.

The IM-T began its work in late January, 2007 and established an ambitious work plan which included extensive in-person consultations at various locations around the province as well as opportunities for sharing views on the issues on-line and by mail. The process was advertised in various farm publications.

Appendix A outlines the consultations undertaken at various meetings organized by county federations. It also provides the consultation guide used to provoke discussion on the specific issues to be addressed.

The IM-T's first task was to more clearly establish and understand its mandate. To do so, an in depth review of the Structure Review recommendations was undertaken.

It was determined that some of the recommendations were operational in nature. That is, some recommendations did not specifically address issues of governance. Nonetheless, each recommendation was deemed important and in need of attention at some point.

The governance recommendations that were deemed to be the immediate concern of the IM-T are Recommendations 1, 3, 7, 8, 10 and 13. This classification enabled the IM-T to focus its consultations and efforts on those recommendations leading to governance changes.

The recommendations that were deemed to be operational in nature are addressed in **Appendix B**. It should be noted that some are already complete, some are in progress and others will be incorporated into the outcomes of the governance recommendations.

In its consultations the IM-T noted that input would be received on all recommendations throughout the process and that some of the operational issues would continue to be works in progress (e.g. improving communications efforts).

In looking closely at the governance recommendations, the IM-T determined the outstanding questions that needed to be answered to address the broader Structure

Review recommendations. In this sense, the IM-T essentially defined its role as consulting and providing recommendations on the following points of detail.

Recommendation 1:

An implementation team develop operational details, including cost-benefit analysis, related to reducing the OFA board to no more than 18 directors, and report to the 2007 annual meeting for a go-ahead decision.

- *Need to identify issues involved with reduction of board (recognizing the new Board retains the right and obligation to establish certain governance parameters). Issues include:*
 - *What is the size of the Board?*
 - *How many are at-large directors? (also see #7)*
 - *How will geographic representation be determined? (also see #7)*
 - *How will directors get elected?*
 - *How will the President / VPs be chosen?*
 - *How often will the Board meet?*
 - *What per diem compensation will be acceptable?*
 - *Will there be an Executive Committee and, if so, how will it be elected?*
- *Need to develop the cost review once new structure is designed.*

Recommendation 3:

The term for board members and officers be extended to 2 or 3 years, and that terms be staggered.

- *Will the term of office for Directors be 2 or 3 years?*
- *Will there be By-law provisions for removal of directors and/or a performance evaluation for the Board?*
- *How will the initial elections be staged to facilitate staggered terms?*
- *Will terms of Board and officers need to be distinguished? (see # 1 re: Executive)*

Recommendation 7:

On a significantly smaller board, there be district board seats and at-large board seats.

- *Incorporate into #1 above.*

Recommendation 8:

OFA explore additional methods for obtaining agricultural policy input from its members.

- *What mechanisms can be developed, recognizing the policy forum concept, to ensure broader policy input?*

Recommendation 10:

OFA's agricultural position policies be developed by a policy forum or general council selected in the same manner as the current OFA board. (*The Policy Forum concept will be tested in response to recommendation 9.*)

- *What will be the relationship between the Council and the Board?*
- *Will the OFA continue to hold a Convention? If so, for what purpose, with what structure?*

Recommendation 13:

A constitutional linkage between the OFA and the local (county) federations be established. (*The present "linkage" is the terms of accreditation within the Farm Organization Funding Act requiring OFA to have "at least 12 local affiliates..." and that the OFA contributes at least 25% of fees to its affiliates.*)

- *Can the OFA / Counties contract (or agree to) additional mutual obligations?*
- *If so, what form should the linkage take?*
- *Can/should county federations become "members" of OFA?*

The consultations on the above questions and issues proved extremely enlightening. Members of the IM-T sat in on various sessions to get a feel for the discussions. All members attended at least one session.

The members involved in the consultations were clearly engaged and anxious to participate in what they felt was an important exercise for the OFA. Participants did not debate the 13 Structure Review recommendations but rather, focused on the issues arising and the detail necessary to implement appropriate governance change.

The IM-T thanks all those who participated in person and on-line. Your input was thoughtful, at times passionate and, in all cases, helpful in guiding the IM-T to its conclusions.

The Findings:

The input heard across the multiple consultation sessions was, as expected, diverse. The diversity of views was evident both within any one consultation session as well as across the numerous geographic sites in which sessions were held. In other words, there is no distinct location-based preferences for governance structures.

There was, however, some recurring and consistent themes heard across the province.

Themes:

- The OFA must continue to reflect the will of its membership. This means that **improved communications** with grassroots membership is paramount.
- The Board of Directors must remain **accountable** to the Policy Forum and to membership.
- Direct **membership involvement** with the OFA at Convention needs to be preserved.
- **Improved collaboration** with and across county federations is necessary to improve the perception of a unified agriculture voice.

These themes were clear and are reflected in the direction that flows from each of the Structure Review recommendations.

The Recommendations:

The governance recommendations adopted for the Structure Review are highly interdependent. That is, a decision made on one issue may affect, in a practical way, a decision made on another piece of detail. The IM-T needed to take this complexity into account in its recommendations.

The following review of the recommendations will attempt to address these practical matters and explain in some detail why certain directions were followed. In some cases there was reasonably clear consensus on an issue, making the outcome fairly straightforward. In others, the input was diverse with no clear winning position. In such

circumstances the IM-T balanced the input and developed a recommendation felt to be practical and in the best interests of membership and the OFA.

Each Structure Review recommendation will be presented in the order followed for consultations. The original Structure Review recommendations are signified **SR**, while Implementation recommendations are signified as **IM-T**. In each case, a “what was heard” section is provided to give a flavour of the comments offered at the IM-T consultation sessions.

SR Recommendation 10:

OFA’s agricultural position policies be developed by a policy forum or general council selected in the same manner as the current OFA board.

What was heard (by the IM-T):

- Policy Council was seen as an appropriate name. The word “advisory” should be inserted in the title to better reflect the Council’s role (see below).
- Agreement with the proposition for regional representation as presently done for the Board.
- Alternates should be allowed to enable people with expertise to attend. Alternates should be allowed to vote at Council.
- The Board cannot be bound by the direction of the Council – the Council should offer advice to the Board.
- The Board must be accountable for decisions it takes and report back to the Council, particularly if decisions do not reflect the advice of the Council.
- The Board should attend Council meetings to hear the concerns and deliberations. Some felt the Board could be informed by sending a representative or receiving a report.
- Split on whether the Board participates actively or not. Some felt the Board could serve as a valuable resource, others that the Board should only listen (“speak when spoken to”) and not try to influence the Council.
- Support for the idea of an independent facilitator, although concern expressed with the cost of an “outside” facilitator. Many felt staff could perform the role to avoid expenses.
- Many questions were proposed addressing roles and responsibilities, including:
 - How will resolutions be handled?
 - Will the Committee structure remain or will it be usurped by the Council?
 - How will the Board and Council interact / communicate?
 - Who controls and manages the agenda?

Where to from here?

IM-T Recommendation 1:

The OFA create the OFA Policy Advisory Council (PAC) consisting of OFA members elected annually from regions and from Commodity Member Organizations as is presently done for the Board of Directors.

The recommendation essentially reflects that adopted from the Structure Review. It maintains the regional diversity of the OFA and preserves the commodity representation and contribution to policy development.

IM-T Recommendation 2:

The Policy Advisory Council should meet up to four times annually to develop non-binding advice to the OFA Board, with the OFA Board of Directors present. The PAC should develop guidelines governing the level of participation of the members of the OFA Board.

It is important to have the Board members hear the Council deliberations as a critical element of improved communications and grassroots contact with the Board of Directors. Consultations yielded consensus on the Council offering non-binding advice to the Board. The Council itself should be provided with some flexibility in how it chooses to involve the Board in its deliberations. This is consistent with SR Recommendation 2 (operational) requiring task descriptions.

IM-T Recommendation 3:

The meetings of the Policy Advisory Council will be facilitated by an independent facilitator or staff, chosen by OFA in concert with the PAC, based on the issue under discussion. OFA staff will be available as a resource to the Council.

There was consensus on the need for an independent facilitator to help guide the deliberations of the Council, but concern expressed over the cost of an outside facilitator. The IM-T believes the specialized role of facilitation will be helpful in guiding the development of advice across the large group, particularly for complex or highly technical issues.

In some cases staff may be able to facilitate the discussions but generally, will serve as a resource, providing background information and context to the issue at hand. Independent facilitators should be engaged as needed. Flexibility in the selection of facilitators will enable specific skill sets to be engaged as needed.

IM-T Recommendation 4:

PAC meetings will be open to OFA members and invited guests to observe only. Alternates will be afforded the same privileges as a Councilor.

In keeping with the call for improved communications, the Council meetings should be open to membership but not open to the general public. At up to four meetings per year it is not anticipated that alternates will be a frequent occurrence. Rather, it is contemplated that alternates may be encouraged to attend in place of the elected Councilor, based on specific expertise on the issue at hand. The IM-T proposes that the County or Commodity organization determine the selection of alternates as needed.

Given the non-binding nature of the Council's advice (and, therefore, no conflict with the Corporations Act), alternates will be granted full voting rights. Some consideration was given to the Council working on a consensus basis rather than voting. It was suggested in consultations that if consensus could not be achieved the advice was not yet adequate. This notion of broad acceptance of positions was also expressed as a need for the Council to have at least a two-thirds majority on any advice moving to the OFA Board.

It is suggested the PAC itself establish how it intends to achieve closure.

IM-T Recommendation 5:

The OFA Board of Directors will determine the issues at hand for the PAC, in consultation with county federations and in consideration of resolutions and advice from the Council.

The issue of “control of the agenda” was not seen as a problem, in practice. Given the emphasis on improved communications and the development of a Strategic Plan, it was felt the issues at hand for the Council (that is, the topics requiring policy direction) would be reasonably self-evident. The PAC itself will have opportunity to advise the Board on any emerging issue it feels warrants the attention of the Council.

IM-T Recommendation 6:

The OFA Board and the Policy Advisory Council will jointly develop a set of “rules of engagement” that will outline:

- **The Board’s obligation to report its decisions and activities to the Council**
- **Internal and external communications strategies including OFA spokespeople and the role of Councilors in consultations and external communications.**

Further, it is recommended the initial PAC session be devoted to orientation on respective roles and responsibilities.

It is critical that the Council, the Board and members clearly understand their respective roles, particularly with regards communications. Members were unequivocal in requiring the Board remain accountable for its actions, not only to the membership at election time, but also on a more frequent basis to the Council. The recommendation clearly establishes the obligation for accountability by the Board while leaving operational details to the respective bodies.

In establishing two entities under its banner the OFA runs the risk of conflicting public messages. In some cases the public may even try to create the perception of a division between the Board and the Council – it makes for good stories.

The OFA must guard against this by ensuring the roles and responsibilities for external communications are clearly established. The IM-T envisions the OFA President remaining as the single spokesperson for the OFA. In its role as an advisor to the Board the Council should not be engaged in external communications.

Questions arose in consultations on role of the Council. In particular many questioned if and how the resolutions process would continue. Although the IM-T feels that such issues are best left with the Board, it was envisioned that resolutions (or some other similar call for action) should continue to be filed with the Board of Directors. Typically, resolutions address a near term or an immediate issue requiring a short term response. Directing action in response to resolutions remains the sole responsibility of the Board. Addressing resolutions to the Board is simply the most efficient process.

In addition to resolutions, it is envisioned the Board would respond directly to issues raised in correspondence from commodities and county federations. Bypassing the formality of a resolution may become a preferred option.

The Council is seen as dealing with longer term, strategic issues. The March, 2006 test run of the Policy Advisory Council demonstrated it was a workable forum. Feedback suggested more time be made available for the more complex issues presented and discussion required.

Questions also arose concerning the relationship of Council with Board committees. Two SR Recommendations (# 4 and #5) addressed committee structure. They proposed a less rigid structure, enabling committees (or working groups) to be struck as needed using available expertise from membership for the particular issue at hand. Generally, the Board is obligated to solicit advice as needed. The IM-T endorses the concept of flexible ad hoc committees (working groups) devoted to particular issues, using available expertise as required.

SR Recommendation 1:

An implementation team develop operational details, including cost-benefit analysis, related to reducing the OFA board to no more than 18 directors, and report to the 2007 annual meeting for a go-ahead decision.

SR Recommendation 7:

On a significantly smaller board, there be district board seats and at-large board seats.

What was heard:

- Presidents should be elected at Convention to enable grassroots input
- Some support for electing Presidents from elected Board members
- Support for maintaining regional representation on the Board – suggestions for elections within regions or at Convention (only regional delegates vote for their region’s director)
- “the grassroots must have the opportunity to elect their directors as is done now to maintain the transparency of the organization”
- “election at Convention penalizes those members who are not able to attend”
- Significant support for 18 member Board (Note: other Board size options were suggested at meetings. Many saw 18 as the best fit after considering the need for geographic and at-large directors)
- Most support for 15 regional positions with 3 at-large positions
- Suggestion the at-large positions would be the presidents tied to election at Convention
- Some support the Board comes from the PAC (PAC as a training ground)

Where to from here?

IM-T Recommendation 7:

The Board of Directors will consist of 18 OFA members as follows:

- **Fifteen Directors, one elected from within each of the 15 regions presently defined by MSR areas (regions are defined in Appendix C), where elections are conducted within the region with each resident member eligible to run and to vote**
- **Three At-Large Directors to be elected by delegates from amongst membership at an OFA Annual Meeting.**

IM-T Recommendation 8:

Each of the 18 directors will be eligible to be nominated for the positions of President or Vice-Presidents and the positions of President and Vice Presidents will be elected by delegates at an OFA Annual Meeting.

The IM-T heard very diverse views on the details of Board elections. The one issue a significant number of respondents felt strongly about was the need for Presidents to be elected by delegates. It was felt this maintained the grassroots involvement in the organization enabling direct input into the important area of leadership.

Many felt the three president positions should simply be the At-Large Director positions. This arose after consensus appeared on the 15 and 3 concept. This option was offered, in some cases, as a matter of convenience given the three presidential positions. There was some support expressed for an open nominations process at Convention to elect presidents at-large.

The IM-T heard these two suggestions. It was also necessary, in developing a recommendation on how to elect, to consider terms of office.

To complete the story, we need to look at:

SM Recommendation 3:

The term for board members and officers be extended to 2 or 3 years, and that terms be staggered.

Arising from this is:

IM-T Recommendation 9:

The Board of Directors will be elected for three year terms, staggered, so that one At-Large Director and 5 Directors are elected annually. On implementation, the election process will include random selection of those regions electing a Director for a one, two or three year initial term.

Further, the President and Vice Presidents will be elected for one year terms.

So, the complete story outlines a blended outcome, choosing from amongst the more popular features presented in the consultations.

The election process respects the need for regional representation and grassroots involvement. The notion of at-large directorships has been included, with their election by the members from across Ontario. It is felt the integrity of the original SR recommendation for at-large directorships has been preserved by not automatically making those positions the presidential positions. This ensures that more than one capable candidate from any one region can be elected to the Board.

That is, at-large candidates who may not necessarily have aspirations for a presidential position can choose to run for election to the Board. All Board members will be eligible, if nominated, to be elected to a president position.

The notion of electing the Presidents at the Annual Meeting from amongst the already elected Board reflects a blending of the input received. As mentioned, it was clear in our

consultations that the Presidents should be elected by delegates, preserving that tradition of grassroots selection of leadership.

The notion of the Board electing its own leaders was heard in the consultations but not from a majority. The choice of electing Presidents from amongst the Board for single year terms reflects, in part, the notion that the grassroots have already selected their leaders via the Board election process. The preservation of the at-large positions within the 18 member maximum Board size dictated election of the Presidents from the Board itself.

Many organizations do choose to elect the Presidents from amongst the Board. This thinking was reflected in the consultations.

One year terms were recommended for Presidents. We heard this suggestion in our consultations, although not overwhelmingly. The suggestion was related to the notion expressed throughout the Structure Review process that grassroots should have opportunity to change leadership if deemed necessary. Annual election by delegates addresses this notion.

As a practical matter, annual elections tie in well with the three year staggered terms of the Directors as well. If Presidential terms were two or three years the elections process would be overly complicated as regional or at-large terms conflicted with the term of presidents. For example, a director into his/her second term is elected as VP, lengthening that director's term by a further two years. This would throw off the staggered elections schedule.

There was no clear consensus on the length of service of Directors. Suggestions ranged from 4 years maximum to no limit on years of service, leading to the following recommendation.

IM-T Recommendation 10:

The length of service for any Director or President of the OFA will not be limited, relying on competition for the positions and the democratic process to dictate length of service.

Regional representation was seen throughout the consultations as an important element. As mentioned, the majority view was to reflect the MSR regions. There was consideration given to redefining regions and some mention of the concept of improved representation by population.

It was felt the opportunity for additional representation was available with the Director At-Large positions. The IM-T also observes that the PAC provides for additional geographic representation as part of the policy development and policy communications process.

It is also important to constantly be reminded, as will be part of role definition and orientation, that OFA directors represent the interests of all members in Ontario and not those of any one geographic region or sector.

Appendix C shows the breakdown of the 15 regions, each eligible to elect one regional director. The number of members in each region is also shown. The geographic size of the Northern region was noted in consultations. The IM-T felt alternative means of communication would need to be employed in all regions to ensure adequate information exchange.

The fact that regions represent multiple counties gives rise to some practical considerations for the running of elections.

IM-T Recommendation 11:

The OFA will conduct Annual Regional Meetings in each county in order to:

- 1. annually elect Councilors and Regional Delegates as presently done and in that order, where councilors and three delegates will be eligible to attend the OFA Annual or Special General Meeting**
- 2. in every third year to elect Directors, Councilors and Regional Delegates, in that order;**

where, as the regions consist of multiple counties, the election for the Director (every third year) will be held at a central location within the region.

Typically the Regional Annual meetings are held in conjunction with a county federation meeting. The recommendation maintains elections in each county in years where Councilors and Delegates are being elected. This process provides more opportunity for members to attend the local meetings and election.

The election of regional director will require a consolidation of the Annual Regional Meetings within the geographic areas (across the multiple counties in the region) as stipulated in Appendix C. On every third year, the OFA will need to co-ordinate a single Regional Annual Meeting at a central location to conduct the elections. Consideration must be taken of ease of access to members to promote high attendance.

Finally, although some suggested a need for an Executive Committee there was no strong consensus. The Board may determine a need and create an Executive to manage the affairs of the corporation between Board meetings – a typical Executive Committee mandate.

Creation of an Executive Committee provides that elected officers would continue to operate the affairs of the corporation between Board meetings, versus more reliance on staff. This model would continue to exemplify the OFA motto of *Farmers Working for Farmers*.

SR Recommendation 8:

OFA explore additional methods for obtaining agricultural policy input from its members.

What was heard:

- Full consensus on the need for improved communications and consultation on policy matters, particularly as related to the work of the PAC
- Councilors need to consult regularly with counties and members
- Suggestions included
 - questionnaires and discussion forums on the website
 - more regular regional meetings / summits
 - ensure timelines are set for consultations with enough time provided for feedback
 - advance publication of PAC issues to be considered

Where to from here?

IM-T Recommendation 12:

The OFA expand on SR Recommendation 12, requiring a communications plan, to include a communications protocol, developed in collaboration with the Policy Advisory Council, that will establish the ways and means for the PAC to obtain grassroots input and outline OFA Board member involvement with counties and members.

The protocol will establish expectations of Councilors and Board members via task descriptions, outlining how policy advice should be pursued. It is envisioned the protocol would also outline communications relationships between Councilors and counties, including reporting processes to counties from the PAC and from the Board.

The governance model changes the relationship between county federations and OFA Board members. Directors will no longer be one-on-one with a county. Consequently, it is not likely that Directors will regularly attend county federation meetings as is presently done. Alternative ways and means of updating county federations and members will need to be developed in the protocols.

The intent, per SR Recommendation 12, is to **“enhance the effectiveness of two-way communication between the provincial organization, grassroots members, county federations, and other stakeholders.”**

That may, as time permits, include face to face meetings of Directors with county federations but will also include use of Regional Summit meetings, regular reports, interactive dialogue on the website and other electronic means of communication. In short, the governance model provides the **opportunity** to improve on communications initiatives.

The revised governance model is presented graphically in **Appendix D**.

SR Recommendation13:

A constitutional linkage between the OFA and the local (county) federations be established.

What was heard:

- Consensus (at some meetings) that the county federations should adhere to OFA policy but that counties need opportunity to express a dissenting opinion
- Need to exhibit a unified voice
- Withholding of financial support was not acceptable
- Enforcement of adhering to policies is problematic – suggestions included better communication links to avoid misunderstandings and development of an MOU with responsibilities of federations, Board, PAC and staff
- Support for a “moral responsibility” to support OFA policy
- Clear that OFA Board members are bound by OFA policy
- Noted that, in practice, the relationship seems to be working fairly well now and it is rare for disagreements to exist on policy matters - recent incidences have been on tactical matters

Where to from here:

IM-T Recommendation 13:

The OFA and County Federations of Agriculture work to develop a Memorandum of Understanding outlining respective roles and responsibilities, communications protocols and collaborative planning.

The IM-T weighed the input of County Presidents more heavily than others on this particular recommendation. While there was not a significant difference across the various meetings, some felt stronger than others that Counties need to be bound to OFA positions.

Virtually all consultations emphasized the need for the industry to give the clear message that it is unified.

The county structure, working in collaboration with the OFA was seen at the consultations to provide tremendous potential in terms of contact and communications with membership, addressing issues at the local, provincial, federal and international levels. The resources of the counties are also seen as a strength in providing significant services to local initiatives including 4H, Junior Farmers, scholarships and others.

The recommendation essentially suggests the OFA and counties formalize the existing relationships in a document. The MOU will demonstrate strength across the network and serve to remind all of the benefits of collaborative efforts.

This recommendation is not a necessary element of the governance changes being proposed. Consequently, efforts to develop the MOU can begin at any time and can continue independently of the implementation process.

While independent of the governance changes, the MOU process is seen as an integral part of an improved structure and functional relationship across the OFA network. As a result the IM-T strongly suggests the work begin as soon as practically possible and be completed no later than six months after implementation of any governance framework change.

Cost Analysis:

SR Recommendation 1 called for a cost-benefit analysis of the proposed new governance structure once the details were complete. Although the structure recommended above is comprehensive it does not address costs in a specific way. Consequently, the cost analysis will rely on a number of assumptions on cost items such as per diem rates, frequency of meetings, etc.

In this sense the cost analysis is simplified by noting the governance structure outlined above is not distinctly different from the present structure in terms of cost items. The structure maintains a body (the PAC) that is elected as our current Board is elected, representing the geographic locations of our current Board. Consequently, the costs of elections of the PAC are comparable to that of the current Board and are a wash in the analysis.

The comparison of respective costs (Current versus Proposed Structures) will use the following assumptions:

- PAC per diem rates are the same as the current Board at \$100 per day
- PAC per meeting costs are less than for Board due to elimination of standing committee costs
- The PAC will have 4 single day meetings versus the current Board's 8 days
- An additional 4 days per diem is budgeted for the PAC to pursue consultations with counties and members
- A four member Executive Committee is assumed for the purposes of the cost analysis with fewer meetings, requiring one half the current Executive budget for travel and expenses (note: if an Executive Committee is not created, Board costs would be higher by an equivalent amount).
- The Proposed Board will utilize 14 meeting days
- The Proposed Board per diem rate will be \$200 for Board members, \$250 for VP and \$300 for President
- Travel costs for Board members will be proportionately equal on a per meeting basis to those of the current Board.
- An additional \$100,000 is allowed for honorarium or per diem costs to allow for consultation by the Board members with counties and members
- Standing Committee costs for Pension, Budget and Audit are unchanged
- \$10,000 is allowed for Working Groups as part of the Board budget
- Annual Meeting and Convention expenses are unaffected.
- Independent facilitation for the PAC is budgeted at \$10,000

The analysis using these assumptions yields a cost reduction of approximately \$80,000 per year as outlined in the tables below.

The other less tangible benefits are more difficult to quantify. It is suggested that the benefits of the governance review and of the proposed changes include:

- Increased awareness of the need and benefit of improved communications
 - The most commonly identified theme throughout consultations was the need for improved communications. Communications initiatives are built in to the new model.
- Concerted effort, including documented agreements on improved communications across organizations and membership
 - Documentation of communications protocols and the MOU will outline and remind parties of respective obligations. New processes will require practice, monitoring and refinement to be effective.
- A clear focus on issue identification and policy development
 - The isolation of policy development at the PAC level with regular interaction with the Board of Directors places new and increased emphasis on the policy function at OFA.
 - The PAC will exclusively communicate with members on upcoming and developing issues to establish an appropriate OFA response in the best interests of members.
- More time and consultation spent on policy development
 - The PAC is budgeted to spend 8 days in consultation and development of policy – equivalent to the present Board structure. In addition, the OFA

Board of Directors is budgeted to spend 14 days on governing the affairs of the corporation, including significant time spent on policy development. This is a significant increase in person hours devoted to developing the best policy for members.

- An effort at increased engagement of membership
 - Over and above the increase in meeting time noted above, the model allows for an additional \$100,000 for travel to enable and ensure the Board of Directors engages membership to inform and consult.
- Efficient use of time spent on governing the OFA with smaller Board
 - The Board of Directors maintains its fiduciary responsibilities to members. The reduced Board size will better facilitate more in depth review of the financial affairs and performance management of the corporation.

	<u>CURRENT BOARD (72)</u> 8 meetings per year		<u>PROPOSED BOARD (18)</u>		
	Each Meeting	Annual (8 days)	Each Meeting	Annual (14 days)	Savings (Costs)
<u>Average Board costs per meeting</u>					
Per diem rates	\$100		\$250		
Per Diem cost (based on actual annual costs)	\$ 6,750	\$ 54,000	\$ 3,800	\$ 53,200	\$ 800
Consultations including Working Groups				110,000	(110,000)
Travel, Mileage (based on actual costs)	12,813	102,500	3,200	22,400	80,100
	1 night		1 night		
Accommodation (\$145/night avg of 35 members)	5,075	40,600	2,610	18,270	22,330
Meal costs @ approx \$92/pp per day	6,250	50,000	1,656	23,184	26,816
Sound services (based on actual costs)	400	3,200		-	3,200
Total Costs	\$ 31,288	\$ 250,300	\$ 11,266	\$ 227,054	23,246

** avg annualized # of members per board mtg is 68

	<u>COMMITTEES</u> (excludes Audit, Pension and Finance)		<u>POLICY ADVISORY COUNCIL</u> 4 meetings - 72 members		
	Each Meeting	Annual (8 days)	Each Meeting	Annual (4 days)	Savings (Costs)
<u>Average Committee costs per meeting</u>					
Per diem cost @\$100 per director, \$125 Chair	3,914	31,310	7,200	28,800	\$ 2,510
Per diems related to additional consulting			7,200	28,800	(28,800)
Travel, Mileage (based on actual costs)	1,525	12,200	12,813	51,250	(39,050)
	1 night				
Accommodation (\$145/night x 35 of members)	600	4,800	5,075	20,300	(15,500)
Meal costs @ approx \$92/pp per day	813	6,500	6,256	25,024	(18,524)
Sound services			400	1,600	(1,600)
Facilitation				10,000	(10,000)

6,851	54,810	38,944	155,774	(110,964)
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	<u>CURRENT COSTS</u>	<u>PROPOSED COSTS</u>		
<u>Executive Committee</u>				
Total Annual Budget	334,000		167,000	167,000
	334,000		167,000	167,000
Total Estimated Annual Savings				\$79,282

The Process:

The IM-T and the consultation participants heard the diversity of views expressed in the consultation sessions. The recommendations above reflect a consolidation of the input received, governed by the constraints of practical limitations.

That being said, there was a welcome degree of consensus achieved throughout the consultations that can be built on to achieve broad acceptance of the proposed governance structure.

SR Recommendation 1, adopted by delegates requires that the IM-T “report to the 2007 Annual Meeting for a go-ahead decision.” While ambitious, the recommendation avoids the practical issues involved in “go-ahead decisions”.

Arising from the direction of the 2006 delegates, the proposals recommended above set in motion a significant change in the governance of the OFA. From past experience and, indeed, as often displayed in other circumstances, it is known that such change is not a simple matter. It is critically important to ensure members are informed and comfortable with such change.

Consequently, an ongoing information campaign will be essential to inform members of the proposed changes, address any questions or concerns they may have with the changes and, ideally, establish a high degree of comfort with the changes.

Typically, predisposition to adopting change relies on being clear on the **process of change**. The recommendations above outline a new governance framework. Clearly, that framework needs to be widely adopted. To actually implement the proposed changes, the OFA will need to revise its By-laws which indicate Board composition, election and decision making procedures.

The recommendations dealing with communications protocols, other roles and responsibilities such as in MOUs can be addressed separately from By-laws as they would be matters of policy or procedure. Nonetheless, such documentation should be drafted in parallel with the By-law changes.

The process for change is as follows:

- Achieve agreement on the governance framework – Board size, composition, election procedure, etc. Per the SR recommendation, agreement should be achieved with delegates (as a practical matter, delegates must ultimately ratify necessary By-law changes so need to approve proposed framework)
- Draft By-law amendments
- Board directs amendments to the By-laws (with effective date stipulated to accommodate revised elections procedures)
- Ratify By-law at meeting of delegates (Annual or Special General Meeting)
- Implement all changes

It is fully recognized that the implementation of change can only occur at a pace with which people are comfortable. An important condition to acceptance of change is ensuring the affected constituents do not feel overwhelmed by the pace and overwhelmed by the information coming at them.

A reasonable timeframe, given the above technical requirements would be:

- Communicate the proposed governance framework to members throughout the summer and fall of 2007
- Present framework to Convention, 2007 for consideration by delegates
- January, 2008 – develop By-law amendments as required by the adopted framework and present to Board for adoption
- Convene Special General Meeting (all delegates) in February or March, 2008 to ratify By-law amendments
- Proceed with revised format Regional elections in 2008
- Install new Board and PAC immediately after Annual Meeting in November, 2008

IM-T Recommendation 14:

The OFA adopt the objectives of approval of a revised governance framework at Convention, 2007 and ratification of the associated and necessary By-law amendments at a Special General Meeting by the end of March, 2008.

Conclusions:

The OFA has embarked on a significant process of self-evaluation and governance review. It began with a resolution from a county federation – it began, in other words, from OFA's grassroots membership.

The process of looking at change took hold in a significant way when the 13 Structure Review Recommendations were debated at length and subsequently adopted, one by one, at Convention, 2006 with comfortable majorities.

The membership of the OFA has sent a message that change need not be feared and that a hard look at changing the way we govern ourselves is necessary and vital to the continued effectiveness of the OFA.

These messages should not be lost as we move through the next steps of determining what, exactly, a revised governance framework should look like. The IM-T believes the grassroots has sent a signal that change should occur.

The desired direction we need to take has been roughly established. The purpose of the consultations and recommendations arising from the IM-T process is to fine tune that direction to decide exactly which road our governance model will take. The recommendations presented in this report reflect in some cases the will of members and in others a blend of the will of members. In all cases, it is believed the proposed changes will benefit the organizational effectiveness of the OFA.

Our own deliberations of the changes illustrated clearly the need to fully embrace the notion of change. In looking at the governance changes, it is tempting to impose current processes on the new structure and conclude the change will not work. For example, presently our Regional Directors meet frequently with county federations as a preferred method of communications. The revised structure will likely not enable that frequency of meetings. That does not mean, however, that communications will suffer. In fact, we believe communications will be enhanced.

We urge the reader to look at the package in its entirety.

We thank the Board of Directors for their faith in our abilities and judgment in appointing us to this important task. We urge all who read this report to embrace the notion of positive change, albeit with a critical eye.

Respectfully submitted,

OFA Implementation Team (IM-T)
June, 2007

APPENDIX A

IM-T Consultative process:

The IM-T and its staff facilitators attended consultations with:

- The OFA Board of Directors
- County Presidents
- South Central Summit (5 counties) – Ancaster
- N. E. Ontario federations – Powassan, New Liskeard, Cochrane
- Ivanhoe – 4 counties
- Ridgetown
- Huron / Perth
- Grey / Bruce
- York / Peel
- Eastern Summit
- Eastern federations – Leeds, Dundas, Arnprior, Stormont
- 75 on-line responses
- Individual submissions from various County Federations

In all cases the following Consultation Guide was used to lead and focus discussion on the governance recommendations.

OFA Structure Review

Consultation on Implementation Details

Introduction:

Throughout 2006 a Structure Review Team (SRT) of the OFA conducted consultations on issues of governance – how the OFA Board is structured, how directors are selected, etc. This review arose from a resolution presented to the 2005 Convention urging the OFA to work towards a smaller Board of Directors.

The result of those consultations is a series of 13 recommendations that were presented, debated and passed at the 2006 Convention.

The recommendations provide general direction on governance and some operational issues. Significant detail needs to be provided in order to implement the suggested changes. To do so, an Implementation Team (IM-T) has been selected to identify the details required, debate options and make recommendations on the implementation details.

The IM-T has developed a consultation guide to walk members through the issues at hand. For each recommendation the issues are identified that require responses in order to implement any agreed on change. In some cases the IM-T is suggesting a particular direction while, for others, a series of options are presented for consideration and debate. In both cases the Background document outlines the rationale behind the options presented.

Participation in the consultations will be solicited from all members through mailed questionnaires, an on-line survey and through consultation sessions being scheduled across the province. By its nature the survey / questionnaire has limitations. In person participation will undoubtedly provide ample food for thought.

Participants are welcomed to provide views on each of the recommendations and the detail required. Responses should not be limited to any of the options provided for consideration. All

participants are encouraged to work with the Background document to understand the rationale for those options suggested.

The IM-T will consider all responses received and make recommendations back to the OFA Board of Directors in 2007 with the intention of taking the issues to the OFA Convention in November, 2007.

The IM-T has categorized each of the 13 recommendations as “structural” or “operational”. The structural recommendations will be those on which consultations will be based. While discussion of the operational recommendations (listed in the appendix) may be part of the final report, they will not be prominently featured in the consultation phase.

Consultation Guide:

OFA members are being asked to respond to each of the points of discussion or questions posed below. Options should not be limited to only those presented – members are encouraged to offer other suggestions. The Background discussion provides some insights into the issues raised.

Recommendation # 10

OFA’s agricultural position policies be developed by a policy forum or general council selected in the same manner as the current OFA board.

Background:

This recommendation is offered first as it outlines the roles and responsibilities of the proposed Policy Council. The outcomes here may have an impact on how the new Board of Directors is elected.

The recommendation requires consideration of the relationship between the Council and the Board of Directors. It is recognized the Board needs to be accountable to the Council in some fashion (and, indeed, to all members). Accountability factors are suggested, including requirements that the Board inform the Council of actions taken on any forwarded position and, in particular, to define any deviation from the direction provided by the Council.

It is also suggested that the Council act in a consultative fashion on the execution of resolutions brought to the Board by the membership.

The roles, responsibilities and relationship of the Council with the new Board will need to be defined. It is suggested the Councilors receive training and that their positions be guided by a Code of Conduct, outlining their role and responsibilities including definitions of conflict of interest.

It is anticipated the Council would meet no more than four times per year. Materials would be prepared and provided to the Councilors in advance of meetings to enable consultation with local membership on issues. This role is tied to Recommendation #8, in which the OFA is implored to explore additional and increased policy input.

It is suggested, for discussion, that the Board not be legally bound by the positions of the Council for two reasons. First, binding the Board to the positions taken essentially reproduces the current governance structure, with the proposed Board of up to 18 members serving the role the Executive Committee currently performs. Second, it will be difficult to define the boundaries of the Council, at least initially. That is, the types of “positions” being forwarded by the Council may infringe on the authorities of the Board. If such position were binding the Council would be the Board in all respects and incur potential liability for its decisions.

For Discussion – Recommendation #10:

- 1) The forum will be called the OFA Policy Council and its members will be OFA Policy Councilors.

- 2) The recommendation specifies the process for selecting Councilors (see OFA Election Policy and By-law) which will require annual regional elections of the new Councilors
- 3) Alternates will be allowed to participate and vote at the Council. (currently alternates are not allowed to vote)
- 4) The deliberations of the Council will be guided by an independent facilitator.
- 5) The Board of Directors will attend at Council as observers.
- 6) The positions developed and adopted by the Council will move to the OFA Board of Directors but the OFA Board will not necessarily be bound by those positions.
- 7) The Board will be accountable to the Council to present and defend actions taken on forwarded positions and all other resolutions presented to the Board by members.

Recommendation #1:

An implementation team develop operational details, including cost-benefit analysis, related to reducing the OFA board to no more than 18 directors, and report to the 2007 annual meeting for a go-ahead decision.

Background:

The issues involved in this recommendation are complex and interdependent. Although the recommendation suggests “up to 18” the scenarios presented are only for a Board of 18 members. This is a matter of simplification more so than any other reason for that particular size of Board.

The questions begin with the President. Selection of the President (and possibly Vice Presidents) may establish some Director at Large positions in the case, for example, of the President being elected from membership as today. It is important to note that Recommendation #3 requires that officers (President and Vice President(s)) are to be elected for two or three year terms, precluding an annual election at Convention.

The notion of the President being elected from the Board by the Board is common across not-for-profit organizations. It encompasses the notion that the Board selects from amongst its best, who have been elected by membership. The internal election also empowers the Board to chose who will lead it, chair its meetings and act as its spokesperson.

We know the Policy Council is to be elected the same way as the current Board – within regions, by members (Recommendation #10). This suggests an alternative selection process for the Board might be worth considering. For example, the fact that Councilors are elected by members gives rise to the suggestion of electing Directors from amongst Councilors.

Councilors have been democratically sent to a position of representation which may be deemed to be a reasonable and necessary “training ground” for potential Directors.

This does not, however, necessarily determine how directors get elected. Directors could be elected on a regional basis from Policy Council members or from amongst membership in general. They could be elected by the Policy Council, by election within regions or by elections conducted at a Convention.

Structural recommendation #7 requires that the Board include “district” board seats. This is taken to mean preservation of some form of geographic representation. Two alternative scenarios, originally suggested during Structure Review consultations, are offered for discussion. The first suggests one director from each of the 15 “districts” now defined by the MSR areas of responsibility, where the north would be one “district”.

This has the advantage of more clearly matching an MSR with a director to facilitate communications and other logistics. It does not, however, necessarily reflect the notion of representation by population, given that some of these regions currently have multiple directors.

The second scenario of district Board representation recognizes only three districts with somewhat proportional representation from each – with 6 directors from the west, 4 from the east and 2 from the north. This or any other scenario could be analyzed for proportionality. The

allowance of 6 more directors-at-large provides considerable opportunity to elect capable people regardless of physical location.

The notion of an Executive Committee needs to be explored. Many organizations of similar size (up to 18 directors) do establish an Executive Committee to manage day-to-day affairs of the organization. The degree of delegation to any committee, including the Executive is the responsibility of the Board of Directors, but, in general, Executive Committees are empowered to make decisions on behalf of the Board between Board meetings, subject to being accountable to the Board for those decisions. The Executive can consist of the officers (President, VPs) and can also include other Board members.

For Discussion – Recommendation #1:

The issues arising from this recommendation are highly interdependent. The answer to any one question can and does affect options for another.

Questions:

- 1) How will the OFA President be elected (every two or three years)?
 - a. At Convention, by delegates?
 - b. By the Policy Council?
 - c. By the Board from Board members?

- 2) How will the new Board of Directors get elected?
 - a. Are all members eligible to be elected as Director?
 - b. Are only Policy Council members eligible to be elected as Directors?
 - c. Should Directors be elected - at Convention?
- within each region?

- 3) Could the new Board of Directors consist of:
 - a. 15 directors representing 15 zones with 3 at-large directors?
 - b. 12 directors elected within 3 zones (6 from the western zone, 4 from the eastern zone and 2 from the north), 6 directors would be elected at-large at Convention?
 - c. Other?

- 4) Should the Board elect an Executive Committee charged with the day-to-day oversight of the OFA between meetings?

Recommendation #3:

The term for board members and officers be extended to 2 or 3 years, and that terms be staggered.

Background:

The initial consultation on the term of office was evenly divided between a two or three year term for Directors. The suggestion, offered for discussion is for a three year term. The rationale is taken from experienced directors who suggest a person tends to hit a stride following a learning process and can perform best with three years.

Much of the concern expressed over a three year term in the consultations highlighted the need for more frequent elections to change the makeup and direction of the Board if deemed necessary, or to replace a director who may be deemed to be underperforming. In deference to this concern, the accountability of the Board to the Policy Council has been added in Recommendation #10 and it is suggested the Board itself implement a Director performance evaluation process to monitor and improve individual performance.

The length of service is (number of consecutive terms) is often restricted in By-laws to two or three terms. For leadership development purposes past service might not be a factor if a director moved to an officer position.

For discussion - Recommendation #3:

The term for board members and officers be extended to 2 or 3 years, and that terms be staggered.

- 1) Board members should be elected to three year terms.
- 2) Officers (Presidents) should be elected to three year terms.
- 3) Should there be a maximum length of service for Directors? For Officers?
- 4) The Board should implement a self-evaluation and performance process.

Recommendation # 7:

On a significantly smaller board, there be district board seats and at-large board seats.

Background:

Geographic election of directors has been incorporated into recommendation #1. As the current election system is being used for the OFA Policy Council, alternative election processes have been suggested for the Board of Directors. Arguments can be made to suggest only those in a defined district should elect the Director from that district (familiarity, regional differences, etc.).

It can also be argued that Directors are responsible to represent the interests of the province and therefore should be elected by provincial membership or representatives of provincial membership.

Recommendation # 8:

OFA explore additional methods for obtaining agricultural policy input from its members.

This recommendation has been considered mostly in the context of the Policy Council which, in itself should be tasked to solicit grassroots input. Finding new and improved ways of receiving input is an ongoing process.

For Discussion - Recommendation # 8:

- 1) The Policy Council will be required to consult with members on input into program considerations.
- 2) Can this be related to Recommendation # 13 suggesting a stronger link with County Federations?

Recommendation #13:

A constitutional linkage between the OFA and the local (county) federations be established.

Background:

The present and only "linkage" is the terms of accreditation within the Farm Organization Funding Act requiring OFA to have "at least 12 local affiliates..." and that the OFA contributes at least 25% of fees to its affiliates. In practice each County Federation is an autonomous organization. No definition of "affiliates" appears in the legislation, nor in the OFA By-laws. Many deem OFA members within the county to be their members but there is no legal link.

County Federations typically work on behalf of farm businesses at the local level as well as working with provincial and federal elected officials on matters of farm policy. Usually, the

positions taken reflect those of the OFA but there is no requirement for this to be the case, as OFA is not in a position to dictate to the county federations.

This can and does create some confusion and perhaps frustration across members in cases where a county federation may take a position contrary to that of the OFA or express criticism of the OFA's position. The basis for the recommendation is the desire to "unify the voice" of the federations and the OFA.

The recommendation suggests a "linkage" be explored. The fundamental issue to be addressed, which will help define the type of linkage needed is the purpose of such a linkage. The respective roles and responsibilities should be better defined within the linkage in order to address the purpose.

For Discussion - Recommendation #13:

- 1) Should County Federations be bound to OFA programs and policies?
- 2) If so, how should they be bound?
 - a. As "members" of OFA?
 - b. As a condition of financial support from OFA (i.e. better define expectations of "affiliates"?)

APPENDIX B

Operational Recommendations:

Recommendation 2:

All board members and officers be provided with clear job descriptions, training, and resources needed to fulfill their roles with excellence

- *To be determined by Board and staff following implementation, including training in governance and communications.*

Recommendation 4:

Standing committees be established to fulfill legal requirements (finance/audit); ad hoc committees work on priority issues and be disbanded once the issue is addressed

- *A role for the Board of Directors to fulfill. Starting point will be model previously developed by OFA staff.*
- *Testing of concept currently underway with Energy Working Group and Working Group on Property Tax on Value-Added Initiatives*

Recommendation 5:

Non-board members with appropriate skills and interest, as well as board members, sit on OFA committees

- *To be incorporated with recommendation 4*
- *Database will need to be established to catalogue skill sets*

Recommendation 6:

The OFA make changes to board meeting processes starting in January 2007 *

- *Suggestions being implemented to reporting processes, seating arrangements, etc.*

Recommendation 9:

A round table agricultural position development process be piloted on the date of the March 2007 board meeting

- *Solicited suggestions from Board, counties, members on policy topics*
- *Provided suggestions to Board in February*
- *Initial Policy Forum conducted at March meeting, survey of Director views taken, results reported back to Board in April for further action*

Recommendation 11:

During 2007 OFA develop a 3- to 5-year strategic plan

- *Based on direction of Board from October, 2006 meeting a facilitator was contracted and SP sessions commenced in April.*

Recommendation 12:

The OFA operating plan include a communication plan that will enhance the effectiveness of two-way communication between the provincial organization, grassroots members, county federations, and other stakeholders

- *Staff will work on documenting communications plans arising from SP as part of the annual operating plan / budget (see, for example, 2005 operating plan)*

APPENDIX C

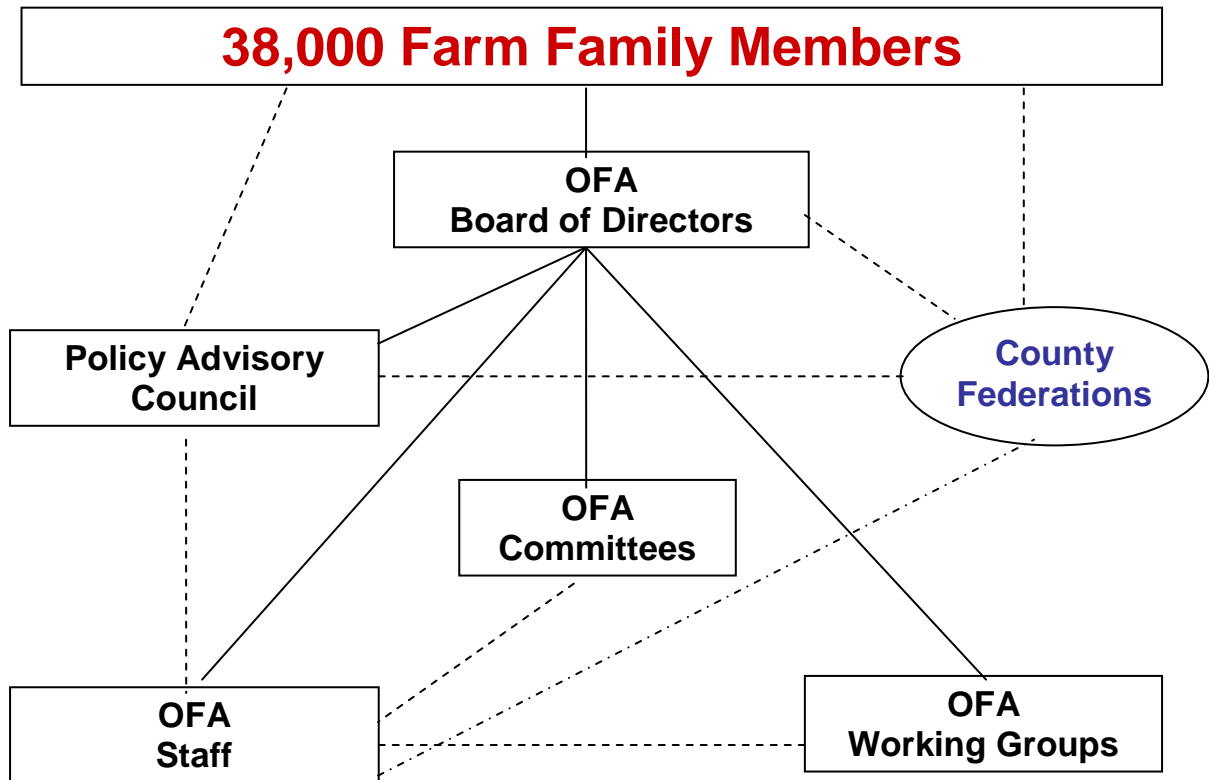
IM-T Recommendation 7 provides that 15 Regional Directors be elected from the 15 regions reflected in the territories of the OFA MSRs, where the north represents a single region.

The regions proposed and the membership within each region as of December 31, 2006 is as follows:

Region	Counties	Number of OFA members
1	Bruce, Grey	2995
2	Essex, Kent	3445
3	Elgin, Oxford	2663
4	Lambton, Middlesex	3775
5	Brant, Haldimand, Norfolk	2585
6	Huron, Perth	3753
7	Durham, Peterborough, Victoria/Haliburton	2794
8	Grenville, Frontenac, Dundas, Leeds	1640
9	Hastings, Lennox & Addington, Northumberland, Prince Edward	2138
10	Simcoe, York, Peel	2791
11	Dufferin, Waterloo, Wellington	2655
12	Prescott, Russell, Stormont, Glengarry	1785
13	Arnprior, Lanark, Ottawa, Renfrew	2024
14	Halton, Hamilton-Wentworth, Niagara North, Niagara South	2402
15	NORTH – Rainy River, Kenora/Dryden, Cochrane, Temiskaming, Muskoka, Parry Sound, East Nipissing, Algoma, Manitoulin-North Shore /Sudbury West, West Nipissing/Sudbury East, Thunder Bay	1501

APPENDIX D

The new model:



----- Collaborative / consultative relationship

———— Reporting relationship

APPENDIX E

QUESTIONS and ANSWERS:

- 23 things you may wonder about

1 What if 4 days/year is insufficient due to volume &/or complexity of issues for PAC.

The test-run for the PAC concept done in March, 2007 demonstrated that a full day would be required to properly address a policy issue. The PAC will be focusing on “big picture” policy issues rather than day-to-day matters, limiting the need for meetings. A focus on providing advance materials and consultation on the issue should enable completion within a day. Additional time for consultations by the PAC has been budgeted.

2 Does 4 days include PAC training?

It is not expected the PAC will require significant training as it has no governance responsibilities. The initial meeting of the PAC will include an orientation / training session so the Councilors understand their role and responsibilities. Councilors will be provided information throughout the year to keep them current on policy and issues.

3 Will Convention include a PAC session?

The Convention is proposed to remain an opportunity for broader policy direction via the resolutions process. It is recommended that Councilors attend as delegates along with three other delegates, as is presently done.

4 Is there any provision for regional policy summits?

Regional summits are seen as an excellent opportunity for policy input in advance of the PAC meetings and will be encouraged as part of the communications plan.

5 Who will speak for PAC?

The PAC reports to the Board of Directors. A reporting mechanism will be developed with the PAC and Board including recognition of the Board’s responsibility to report back to the PAC.

6 Who will chair PAC meetings?

The PAC meetings will be discussion and policy development forums, led by an independent facilitator. The intent is to ensure the group discussion moves efficiently towards a consensus position on policy to recommend to the Board. The facilitator will be selected, depending on the subject matter by the Board.

7 Are PAC deliberations confidential?

The PAC will report its results to the Board. The Board, in turn, will determine action arising from the advice provided (and report back to the PAC). While members will be eligible to attend, the PAC meetings will not be open to the public. The OFA Board will determine public messages. It is expected that PAC members will discuss the issues before it and outcomes of its deliberations on a regular basis with members and county federations.

8 Who signs off on PAC recommendations to the board?

The PAC will need to determine what constitutes closure on a policy issue – that is, how agreement on a policy recommendation determined. It may be done by vote or by consensus. The Board will be present to hear the deliberations and the final outcome.

Nonetheless, the facilitator and/or staff will report the recommendation to the Board to ensure clarity.

9 Can Councilors also be delegates?

It is recommended the Councilors be delegates to the Annual Meeting and Convention of the OFA.

10 How do Federations communicate with the PAC?

The Councilors will be elected by and within county federation regions and commodity Councilors will be appointed by their respective organizations (as the present Board is elected). Current methods of communication will continue and additional processes will be established to further improve communications between counties and Councilors

11 Can someone hold both a councilor and Board position?

No. Regional Board of Director positions will be elected first, followed by elections for Councilors and Delegates. Board members will attend PAC meetings.

12 Can Councilors sit on Board Committees?

The Committee structure will consist of standing committees for financial issues (Audit, Budget and Pension). The Board will determine their make-up. It is suggested other issues be addressed by working groups consisting of experts in the issue under consideration and that expertise be drawn from membership including Councilors.

13 What is the deadline for election of directors?

Directors will be elected at Regional Annual Meetings every three years. Nominations will be received up to the time of the election. Directors at Large will be elected at the OFA Annual Meeting in November. The At-Large nominations process should end at least two weeks in advance of the meeting to enable planning.

14 What will be the deadline for nomination of Presidents?

The President and two Vice Presidents will be elected at the OFA Annual Meeting, by delegates. Eligible nominees will be the 18 members of the Board of Directors. Nominations will be accepted up to the time of the election as the Director at Large, who is elected at the Annual Meeting, will also be eligible.

15 What happens if a director resigns partway through the term? (Regional/at large)

The By-laws will need to stipulate a by-election process to fill the void for the remainder of that Director's term of office.

16 How and when will the regional structure be reviewed?

The regional structure should be reviewed every five years as part of the OFA's Strategic Planning process to ensure it remains relevant in consideration of any changes in membership.

17 How will Directors communicate with regions?

Regional Directors will be associated with larger territories and more members than present. Directors represent all members of the OFA but, in practice, interact with the region from which they come mostly. The budget reflects the need for more travel and time to meet with members at county federations when possible or at regional summits. A comprehensive communications strategy will be developed to improve on consultation and communication, including the role of Councilors (see IM-T Recommendation 12).

18 How will MSR responsibilities change?

MSR roles should not be affected by the proposed changes. They will continue to be an important part of the communications function, working with the regional Councilors and Board members.

19 What happens if a county refuses to sign the proposed MOU?

It is envisioned that the MOU proposed between counties and the OFA will initially reflect the present relationship. It is hoped it can be uniform across all county federations. By its nature, it is not a binding agreement but a guide on conduct, roles and responsibilities. As suggested in the consultations, a contentious issue may be any wording developed about support for OFA policy. The MOU will evolve as the new governance structure develops and matures. The MOU is recommended but is not required to complete the other structural changes proposed.

20 How do we reduce Executive Committee costs by 50%?

The Executive Committee is assumed to consist of four members (three Presidents and a Board member). Given the new Board will meet more frequently, the Executive will meet less. The smaller size with fewer meetings allows a smaller budget. The Board's budget also allows for consultation and some travel costs currently in the Executive budget.

21 It looks like PAC replaces committees in cost analysis.

The PAC cost analysis appears in the table beside committees for convenience purposes. The budget for the new structure allows for standing committees on finance as well as \$10,000 for Working Groups.

22 How will the commodity organizations fit in the new structure?

Commodity organizations will continue to send representatives to the PAC. OFA will continue to consult with commodities on a regular basis at the staff and elected levels on policy issues that affect their respective organizations and continue to follow the policy lead of the commodities on their specific issues.

23 How much will the Special General Meeting in March, 2008 cost and why is it necessary?

In order to make the proposed structural changes the OFA needs to amend its By-laws. The Board can amend the By-laws but those changes need to be ratified by delegates to an Annual General Meeting or a Special General Meeting. Delegates will be looking at the proposed model at the Annual General Meeting in November, 2007. Presenting the necessary By-law changes there presumes the delegates would be willing to accept the model as presented. That may be possible but is not assumed.

If any changes are approved, those changes can be incorporated into the revised By-laws for approval in March, 2008. Waiting for the next Annual General Meeting in November, 2008 would delay the process by another full year, as Directors, Councilors and delegates are elected at Regional Annual meetings throughout the summer and fall.

The Special General Meeting of all Directors and delegates should be a single day session and is estimated to cost \$20,000.