

**Canadian Association for Baptist Freedoms (CABF)
Council Meeting of December 11, 2024, via Zoom**

In attendance: David Allen, Ed Colquhoun, Marlene Knowles, Ida Armstrong-Whitehouse, Rusty Edwards, Martin Roy, Hugh Kirkegaard, Jeff White, Dave Gibson, Jenny Eisener, Lee Nicholas-Pattillo, Mandi Hecht

Regrets: Jeremy Keay.

- 1) Chair Marlene Knowles opened in prayer.
- 2) Approval of minutes of Council meeting dated November 13, 2024. Motion: To approve the minutes of the Council meeting dated November 13, 2024, with the appropriate changes of the spelling of Kirkegaard and Eisener where they were incorrectly spelled. Moved: David; Seconded: Jenny. MOTION CARRIED.
- 3) The meeting was turned over to David Gibson, the chair of the Constitution and Governance Committee.

The Constitution and Governance Committee has been given a mandate to do a thorough review of needs of the CABF organization with regard to structure and governance and any necessary changes to the By-Laws, to position us to move forward as a national organization.

This mandate was given with the intent to allow the CABF to adapt to current changes in the organization, as well as to look to the next 5-10 years. We wish to ensure that the organization, structure, and by-laws do not hold us back, but enable the organization to be nimble and adapt as necessary.

The Constitution and Governance Committee, with added individuals (hereafter referred to as the “Special Project Team”) met on December 4, 2024. At this time, the team includes: Marlene Knowles, David Allen, Mandi Hecht, Lee Nicholas-Pattillo, Rusty Edwards, Hugh Kirkegaard, Jeremy Keay, Dave Gibson. Considering involvement are Jeff White and John Churchill, depending on time and other commitments. Others may provide input along the way. They produced the following **terms of reference** which were presented to Council for discussion.

Terms of Reference:

1. For the purposes of this Special Project, the Constitution and Governance Committee will add persons from the council, committees and membership who are interested in contributing to the project (the Special Project Team).
2. The Special Project Team will report to the Chair of the Constitution and Governance Committee and to the Council. There is no requirement to report to the general membership at this time.
3. In undertaking its work, the Special Project Team will keep in mind the Objectives of the Association as defined in the Memorandum of Association and the Vision, Mission, Values, Strategic Priorities and Key Initiatives outlined in the 2019 Strategic Plan—Framework document.

4. The Special Project Team will identify issues and opportunities with regard to the CABF structure and governance to ensure that the Association is provided with a governance model that meets current and future needs,
5. The Special Project Team will consult broadly with the membership to obtain additional input, including an invitation currently published on the website.
6. The Special Project Team will identify potential strategies for resolving each issue or improving each process or developing each opportunity. This is the core of the work.
7. The Special Project Team will meet with the CABF Council once each month (Second Wednesday at 1:00 pm Atlantic time, via Zoom) to report on progress, discuss strategies and options for resolution or improvement, and prioritize further work. The December 11, 2024 meeting has been restricted to discussion of this one topic, and the January 8, 2025 meeting will be a regular Council meeting with this project as a major agenda item. Future meetings will alternate agendas.
8. From time to time, in consultation with Council, the Special Project Team will communicate with the membership, soliciting input, providing progress reports, providing opportunity for comment, etc. Periodic updates and opportunities for input will also be placed on the CABF Website.
9. As a conclusion is reached for each issue or opportunity, in consultation with the Officers, Executive, Council or Committees as appropriate, the Special Project Team will draft text for amendments to By-Law #2 or updates to the Policy and Procedures Manual for consideration by Council.
10. Time is of the essence for this project, with some issues unresolved for too long. New issues are becoming evident as the membership grows, both in numbers and geographic distribution. This will result in work on some issues proceeding quickly, while not waiting for all issues to be resolved before moving forward. Items which can be acted upon without amending By-Law #2, such as changes to the Policy and Procedures Manual or items within the purview of Council will be acted upon as soon as approved by Council.
11. When Council is satisfied that the project is substantially complete, the Special Project Team will prepare a briefing package and a Special Resolution to amend By-Law #2 to prepare the membership for the vote.

Comments / discussion on the above invited.

Suggestion to keep the general membership of CABF informed of this process.

Agreed that communication within CABF is an on-going issue, and is an important part of the current discussion. This includes internal communication within Council, as well as external communication to the general membership of CABF. There is currently a well-developed and updated website and Facebook page, but these both require that people would go to these sources for information, which people do not usually remember to consult.

There have been periodic updates sent out in the past, and there is currently a master database for CABF. David Allen has the software of this database, and the information is both in the “cloud” and well-backed up. David is willing to give tutorials to others who wish to use this resource.

Agreed that sometime in the new year, an update should go out to the general membership on this project, perhaps in the form of a letter from the president, to inform the membership, and ask for assistance and input.

- *Concerns, Issues, Challenges, and Opportunities:*

David Gibson distributed a list to Council via email giving an overview of the concerns, issues, challenges, and opportunities presently identified. They fall into four major categories:

- An Executive committee of Council has been meeting and acting, but there is no recognition or support of the Executive in either the by-laws or the policy and procedures manual. This is an easy problem to resolve by creating documentation that is up-to-date with practice.
- Committee mandates need to be refined to ensure that everything gets covered, and that the workload is split more evenly.
- Leadership recruitment. Leadership recruitment has been an on-going challenge often expressed. The organization’s positions need to be evaluated for workload, the term limits, and the possibility of adding additional positions. Need to address the reasons why it is hard to find people to fill positions, and also ensure that any positions that exist are able to be filled (i.e. there is no point in creating positions that then remain vacant).
- Documentation is lacking in areas such as the operation of the Executive, as well as meeting procedures and rules of order for Executive, Council, and Membership meetings. In addition, it is not clear how and what documentation is shared, and with whom. Need to clarify what belongs on the website, what gets shared between committees, what a given committee can do without approval of Council, what Council can do without approval of the membership, etc.

Comments / Discussion invited on above issues, concerns, challenges, and opportunities.

Appreciation was expressed to David Gibson and the committee for outlining these. Although they seem overwhelming, we are reminded that there are some issues that can be addressed easily and immediately, and others will take longer. Bit by bit we can achieve the reorganization tasks.

Noted that part of the challenge is the desire to embrace the reality of the geographic distance as part of the future of CABF, which is due to the growth of the organization to become an across-Canada organization. It is important to identify leadership outside of Atlantic Canada and outside of groups that CABF have relied heavily upon in the past.

Noted that there is currently a change in the way that people volunteer time. CABF has come this far due to the dedication of lay-leaders who have traditionally been the backbone of the organization. However, engaging lay-leaders is becoming more difficult in the current volunteer landscape. We need to engage with this reality if we are planning for the next 5-10 years.

- 4) *A Key issue for immediate action/decision:* Formalize an Executive of Council as soon as possible, as this is an important group that has been doing important work.

According to by-laws, we can vote the Executive of Council into existence through the creation of an ad hoc committee. This is a short-term solution which would legitimize the Executive and address this current shortcoming immediately. The terms of reference for this group can be added to the policy and procedures manual as soon as they have been voted on by Council.

In the longer-run, the Executive of Council will be legitimized by an addition to the by-laws which will be amended to state that Council can create its own Executive committee, state who the members of the Executive would be, and will include the ability to bring in additional members for a time if there is a need for this.

3 Resolutions to Establish an Association Council Executive:

Whereas:

- 1) the members of the Canadian Association for Baptist Freedoms (CABF), and the members of the Council of the CABF, have benefitted from the informal effort of the Officers of the Association acting as a Council Executive, and
- 2) the status, authority and accountability of this group acting as Council Executive is not defined by By-Law #2 or by the Policy and Procedures Manual, and
- 3) the Special Project Team of the Constitution and Governance Committee, established by the November 13, 2024, Meeting of Council to review the CABF governance structure has determined that it is desirable to include a Council Executive in the governance structure of the management of the Association and to formalize its role and responsibilities; and
- 4) Section 52 of the CABF By-Law #2 gives the CABF Council the authority to appoint Ad Hoc Committees and to Define their Terms of Reference;

Therefore: Resolution #1: Be It Resolved That:

Pursuant to Section 52 of By-Law #2, the CABF Council hereby establishes an Ad Hoc Executive Committee of Council composed of the Officers of the Association, with the power to add as may be approved by Council from time to time.

MOVED: David Gibson. SECONDED: Martin Roy. MOTION CARRIED.

(Rusty left the meeting at this point).

Resolution #2: Be It Resolved That:

The purpose of the Executive Committee of Council shall be to plan for and facilitate the work of Council and to reduce the number of Council Meetings required and to deal with routine

matters between Council Meetings. The Terms of Reference for the Executive Committee shall be approved by Council and recorded in the Policy and Procedures Manual.

MOVED: David Gibson; SECONDED: Hugh Kirkegaard. MOTION CARRIED.

Discussion: A concern expressed as to how much power the Executive would have to act in between Council meetings and without the approval of the general Council. The Executive will have terms of reference (as every other committee does), and the Executive is ultimately accountable to Council. The Executive will act with respect to the terms of reference.

It was noted that an Executive often operates at time where there is an organization with paid staff to manage, but the CABF does not currently have paid staff. It is possible that paid staff will be necessary in the future.

Resolution #3: Be It Resolved That:

By-Law #2 be amended to establish an Executive Committee of Council by the addition of a clause,

“32.1 Council may establish an Executive Committee of Council for the purpose of planning and facilitating the work of Council and to reduce the number of Council Meetings required and to deal with routine matters between Council Meetings. The Terms of Reference for Council Executive shall be approved by Council and recorded in the Policy and Procedures Manual.”

MOVED: David Gibson; SECONDED: Ida Armstrong-Whitehouse. MOTION CARRIED.

Note: as this is an amendment of the by-laws, it will require a meeting of the general CABF membership for voting on a special resolution, and then it would go to registrar for filing with the Societies Act for this to be formalized. Once this change is voted into the by-laws, the Executive would cease to be an ad hoc committee and would be a formal standing committee.

(Martin Roy left the meeting at this point).

David Gibson has provided draft terms of reference for the Executive which have been distributed to Council members via email. He asks that Council members (and particularly the members of the Executive) look at these between now and the next meeting (Jan 8, 2025). Note that these terms of reference include that the minutes of the Executive committee would be shared with Council, which has not been the practice so far. While there is always a possibility that some business of *any* CABF committee / Council meeting will include the need to discuss sensitive matters via an “in camera” session, the regular and routine matters can be noted in minutes which are distributed to Council (not on the website). Council members are requested to come to the Council meeting of Jan. 8th 2025 prepared to suggest any updates/improvements/amendments so that these terms of reference can be voted on.

5) *Progress of the Special Project Team*

At Dec 4th meeting of the special project team, the tasks before the team were assigned to individuals and small groups, with the intention that the small groups would meet together between

meetings, and provide a progress report at both the next special project team meeting and the next Council meeting, to ensure that this project is moving forward and with the necessary speed.

Current work distribution:

- Develop terms of reference for Council, including operational procedures for Council (how do we hold Council meetings) which would be added to the Policy and Procedures Manual. Marlene, Hugh, and David Gibson to work on this.
- Develop terms of reference for the membership committee, including the authority given to this committee vs. what is saved for Council. David and Joyce Allen working on this, and David provided a brief progress report.
- Develop a strategy, or multiple strategies, to develop regional representation. This might include new positions on Council for regional representatives; establish a committee to deal with regional representation; and/or the redevelopment of the currently existing Council role of the members-at-large to be regional representatives. This strategy might be a short-term solution to be updated/fine-tuned in the future, and is a challenging piece of the reorganization, so it may be one of the later pieces to be completed. Jeremy Keay, Rusty Edwards, and Mandi Hecht are working on this.
- Review of the nominating committee to determine whether a streamlined process is possible. Marlene, Lee, and David Gibson are working on this area to provide some ideas/options/better understanding of the current needs for this.
- Review the role of the president, which is currently a large and labor-intensive role, with a view to reduce the workload of the current president, as well as making it possible to fill the role in the future. Some ideas include sharing responsibilities with the Vice-President, committee chairs, Council members, members-at-large, etc. Marlene and Hugh are working on this.
- A review of the establishment and organization of committees. Council does not currently have the power to adjust committee structures to best serve the needs of the organization. They cannot establish any committee (with the exception of an ad hoc committee), combine or split the workload of existing committees. The review will discuss where it is best to place this power, and may incorporate the work of the other teams. This is a piece that might be added in along the way.

6) *Closing matters*

There is to one more meeting (date to be determined) of the special project team before the next Council meeting.

Thanks was expressed to David Gibson, as well as the rest of the special project team, for their work on this project so far.

The special project team can always use more input and more members, so if anyone wants to join – let David Gibson know!

Think about the things that we've spoken about. As you digest them and get ideas, write them down and send them to David Gibson, so that they don't get lost and can be incorporated into the discussion and process going forward.

Ida noted that while she is not a part of the special project team, she is in prayer for the entire process. She made the generous offer that if anyone lets her know about any scheduled meetings, she will commit to pray for that meeting.

Next Council meeting: Jan. 8th, 2024: 1-3 p.m. Atlantic Time.

Ida closed in prayer.

Respectfully Submitted,

Mandi Hecht