

**Canadian Association for Baptist Freedoms (CABF)
Constitution and Governance Committee**

**Resolutions for Presentation to the CABF Council
at its Meeting on February 12, 2025
Regarding Role of Council and Roles of Committees**

Whereas

1. The management of the CABF between Meetings of Members is delegated to a Council of elected persons who are either Individual Members or representatives of Member Churches; and
2. At present, the Council is composed of the President, Vice-President, Past President, Secretary, Treasurer, the Chairs of Committees and up to four Members at Large; and
3. The Council has a legal responsibility under the Societies Act of Nova Scotia, as noted by Section 26 of By-law #2:
 26. **Council are Directors.** For the purposes of the *Societies Act* of Nova Scotia, the Council and its members are the Directors of the Association.and
4. Section 32 of By-Law #2 defines the Responsibilities of Council:
 32. **Responsibilities of Council.** The Council shall have the responsibility for making recommendations to General Meetings and for the execution of the policies and programs approved by the General Meetings. The Council shall be authorized to establish and manage, subject to ratification by the membership, a Policy and Procedures Manual. The management of the CABF is the responsibility of Council. Council shall be responsible for strategic and operational planning for the CABF and for ensuring that the plans are implemented.and
5. Most of the work of implementing the policies and plans of the CABF is done by the Executive, Officers, and Standing Committees, occasionally supplemented by Ad Hoc Committees. Committees must be prepared to report to Council at meetings of Council, but By-Law #2 does not specifically state that committees are accountable to Council or to the Membership although they are presently elected by the Membership. The Terms of Reference for committees are to be recorded in the Policy and Procedures Manual, which is approved by the Council and ratified by the Membership, but several committees have never completed development of their Terms of Reference, so issues of accountability remain unclear; and

6. If CABF is to be an “agile” organization, able to respond to a growing membership, new activities and changing circumstances, Council needs to be able to respond by adapting its committee structure. Establishment of or changes to Committees should not be delayed by having to wait for a Meeting of Members; and
7. Clarification of the roles, responsibilities and accountabilities of Council and Committees is desirable for the effective and efficient management of the Association and its activities.

Therefore, be it Resolved that the Association’s By-Law #2 and the Policy and Procedures Manual be amended to enable the following:

1. As Council is the Board of Directors for the Association and is accountable to the membership, all members of Council shall be elected by the membership at a meeting for which proper notice of such election has been duly given.
2. As Council is responsible for the management of the Association and for strategic and operational planning for the CABF and for ensuring that the plans are implemented, Council may establish Standing and Ad Hoc Committees to undertake the work, adjust the mandate of such committees, combine or separate the functions of committees or even abolish a committee that is no longer needed—all to facilitate the effective operation of the Association.
3. All standing and ad hoc committees shall be accountable to Council. Council shall ensure that committees have current Terms of Reference recorded in the Policy and Procedures Manual and that they have the resources to undertake their mandates.
4. Council shall appoint the members to each committee, including a Chair who is a Member of Council. To the extent possible, a second member of Council shall be appointed to each committee to facilitate reporting on Committee activities to Council meetings. To provide sufficient resources to the Committee to undertake its mandate and to provide expert or regional perspective, additional members of each committee shall be appointed by Council from among the individual members of the Association or the members of Member Churches of the Association.
5. Since Council is accountable to the membership for the decisions it makes and the degree to which policies and plans have been implemented, all policy decisions and changes to operational procedures shall be made by Council. Committees may make recommendations to Council, but Council shall make the actual decisions.
6. Some Committees will require delegation of authority to the committee to allow them to make decisions within an approved policy or procedural framework. Committees should have independent decision-making authority only to the extent that Council has delegated such authority to them, and always within the scope of their Terms of Reference and the CABF

Purpose, Objectives, By-Laws, Policies and Strategic Plan as approved by the membership (similar to the constraints imposed on Council itself). Such delegated authority shall be noted in the Committee's Terms of Reference in the Policy and Procedures Manual. Council shall ensure that that committees work within this framework.

7. Each committee shall set their own schedule of meetings, meeting as necessary to undertake their mandate, but typically meeting at least once between Council meetings.
8. Each committee shall be responsible for preparation of the minutes for their meetings and shall post those minutes to all members of Council to facilitate communication. Items of a confidential nature that are discussed "in-camera" by a committee shall not be included in the minutes which are shared with Council, but the discussion of a confidential matter shall be noted. The minutes of meetings of the committee shall not be distributed outside of Council or posted on the CABF Website.
9. The Executive needs to be informed of any matters being considered by a committee which impinge upon the Association and may require action by the Executive or Council.
10. Each Committee Chair shall be prepared to be contacted by a member of the Executive at least once between meetings of Council, ensuring that it is effectively undertaking its mandate and that it is prepared to report at the next Council meeting. Where necessary, the Executive should provide advice or assist a committee to find additional resources to undertake its mandate.
11. Each committee shall be prepared to report on the status of their activities at each meeting of Council. To facilitate this reporting, and to fully understand any decisions of Council which may affect the work of the committee, if the Chair is not able to attend a meeting of Council, a committee member shall be appointed to attend the meeting in place of the Committee Chair. Preferably, this committee member shall also be a member of Council so as to have full privileges of the Council Meeting.