

Committee to Study CMRS Board Composition
Final Report to the CMRS Board of Directors
May 9, 2016

This committee was formed by John Wrinch at the request of the CMRS President, Monty Schneider, as a result of a question asked at the October 2015 CMRS annual general meeting of members as to why there were Club/Group representatives on the CMRS Board.

The members of the Committee are:

John Wrinch, Chairman, Independent
Andy Love, member CMT
Richard Johnson, member Bow Valley
Geoff Southwood, Independent
Jim Scott, Independent

The composition of the CMRS Board of Directors is currently 10 members of whom 5 are independent and elected by the members of CMRS and 5 are nominated by selected Clubs/Groups and ratified by the members of CRMS. The Clubs/Groups which currently have representatives on the Board are:

CMT (club)
Calgary Free-Mo (group)
RMGRR (club)
Cantrak (club)
Bow Valley (club)

The Clubs/Groups which have representatives on the Board have changed from time to time in the past when a particular Club/Group was not in a position to nominate a member to act as a director.

Committee members have had discussions with representatives of the above Clubs/Groups, representatives of other local model railroading groups, representatives of two local hobby shops, past and present independent CMRS directors and a number of other individual CMRS members. The Committee has not surveyed the CMRS membership as a whole, as the Committee concluded that that would need to occur in the context of a broader survey of members views regarding CMRS.

The universal comment heard by the Committee was that CMRS has been very successful and provides a great service to the local model railroading hobby, particularly through SuperTrain, as well as to the CMRS members through the mini-meets and other annual activities for members.

After consulting the many stakeholders and discussing all the feedback received by the Committee, it is the unanimous recommendation of the Committee that the present structure of the CMRS Board should be retained as it is almost universally supported and overall provides excellent functionality. CMRS is understood by the membership to be a well-run and representative umbrella organization for the various model railroad interests in the city of Calgary.

It is the Committee's view that the directors nominated by Clubs/Groups and ratified by the general CMRS membership provide a distinctly Calgary input and maintain balance on the board. These directors provide broader feedback to the Board from members of the Clubs/Groups as well as from the CMRS directors. The Clubs/Groups in Calgary are a significant part of the model railroading community in Calgary and it is valuable having them participate in the governance and operations of CMRS. It is also the view of the Committee that a process to change the CMRS by-laws to reduce the involvement of the Clubs/Groups in the Board will be time-consuming and divisive and could adversely affect the on-going success of CMRS.

The Committee does have some recommendations for the Board:

1. The election process for, and the term of office of, independent directors should be synchronized so that at least one independent director is elected each year.
2. Ideally, more than one candidate in the election of independent directors is important in giving the society members a voice in the selection process and avoiding election by acclamation.
3. The nomination/ratification process for, and the term of office of, directors representing Clubs/Groups should also be synchronized so that at least one representative director is nominated/ratified each year.
4. All directors, both independent (elected) and Club/Group representative (nominated/ratified), and prospective candidates for those positions, must understand that all directors must be active in fulfilling the various tasks the Board takes on – in particular, there is no room for the view some

representatives of Clubs/Groups on the Board have apparently expressed in the past that they are on the Board only to represent the views of their Club/Group - the key point is that all directors must want to be on the board and participate in whatever activities the board assigns to them.

5. A strong Nominating Committee should be created annually by the Board, as contemplated by By-Law 5.4, by March or earlier and this Committee needs to take an active role in seeking, interviewing and recommending candidates for director, both for election as independent directors and for ratification as directors nominated by Clubs/Groups - the committee should vet all candidates to ensure expectations are understood and confirm their desire to be a board member - candidates for election as well as for ratification should be introduced to the membership at large with a short biography (and ideally a picture) in the OrderBoard prior to the annual members' meeting.
6. Should a director, either independent or club representative, not be participating on the Board as expected, it is the responsibility of the CMRS President to deal with that director and/or club as necessary to resolve the situation.
7. Should a Club/Group with a representative director not have a suitable candidate for nomination and ratification at the end of the term of their current director, the Club/Group should be encouraged to stand aside for another Club/Group to nominate a candidate.

It is significant that CMRS is a volunteer society which must be appreciated and credit must go to the founders and those who have kept it going over the years. With the recommendations above we feel CMRS will be an even better and more effective organization than it has become.

John Wrinch
Committee Chair