

SWAT By-law and Governance Proposal

Briefing Notes

How is SWAT currently legally set up and operated?

- A private non-profit company with one shareholder (a Past President).
- The shareholder honors votes for Board elections.
- The Board consists of 28-30 voting members; annual elections.
- SWAT “members”, who pay annual fees, do not own the assets or name of SWAT.

What is the proposed legal and governance structure for SWAT?

- SWAT will become a non-profit society formed under the *Societies Act* of Alberta.
- The Board will consist of 13 members holding key operating and management positions.
- An Executive Committee of 6 people will manage SWAT between Board meetings, and be subject to Board direction.
- Executive Committee members will be elected for two year terms.
- A Nominating Committee will be established to nominate Board members for election.
- Standing Committees will be established for key functions (Evaluations, Discipline, etc.).
- The Board will appoint other officers to fill out the remaining management positions.
- A new set of By-laws will be established to implement the structure.

What are the benefits of the new structure?

- A society structure is used by EMHA, Whitemud West, Mill Woods and Confederation.
- The society will own the assets and name of SWAT, not a private shareholder.
- Societies can hold key fundraising assets like casino and raffle licenses.
- Parents (the members of the Society) directly control Board elections and all key decisions.
- A streamlined Board with an Executive Committee structure will operate more effectively and with better continuity.
- Board members and appointed officers will be subject to Conflict of Interest Rules.
- The structure of Standing Committees allows for non Board members to participate in decisions to promote broader member input into key decisions.
- The reporting and financial requirements of a Society will foster greater management transparency and discipline from the Board.
- A Nominating Committee approach will promote succession planning.

What are the next steps?

- Members will approve the restructured SWAT Board and elect qualified persons to the voting Board positions at the Annual General Meeting on May 18, 2010.
- Members will approve the conversion of SWAT to a Society at the Annual General Meeting.
- If the conversion is approved by members, a new Society will be formed by the Board.
- The SWAT Board and the current SWAT will complete the transfer of assets and liabilities of SWAT from the private company to the Society.