

## **PAFSO ExCom Terms of Reference**

### **1. INTRODUCTION**

The Professional Association of Foreign Service Officers (PAFSO) is both the bargaining agent and the professional association for the Foreign Service (FS) Group in Canada's Federal Public Service.

In October 2019, members endorsed the following Mission, Values, and Vision at the Annual General Meeting (AGM) as part of the Strategic Review:

#### Mission

To represent the interests of PAFSO members by acting as their bargaining agent, protecting the status and standards of their profession, maintaining and promoting the effective functioning of the Foreign Service of Canada, and formulating and expressing the collective view of members on matters affecting them.

#### Values

PAFSO pursues its mission in a way that reflects Canadian values of Equality, Diversity, Fairness, Professionalism, Transparency and Good Governance.

#### Vision

PAFSO is a well-governed, highly-trusted, effective and modern organization with strong relationships with members, staff and stakeholders. Through effective collective bargaining, labour relations services, and advocacy, outreach and engagement, we promote and strengthen Canada's professional Foreign Service and to counter any threat of its erosion.

### **2. PURPOSE OF THIS DOCUMENT**

The Terms of Reference for the Executive Committee (ExCom) of the Professional Association of Foreign Services Officers (PAFSO) define the role of the ExCom and outline how it will operate to carry out its fiduciary and other duties on behalf of the members of the Association in accordance with PAFSO's mission, vision, and values.

These Guidelines complement Article Six of the PAFSO Constitution and apply to the Executive Committee (including the President, the Executive Vice President and the Treasurer), the Executive Director, and any employees, officers and volunteers as may be delegated from time to time to directly support the functioning or operation of the ExCom and its committees.

### **3. FIDUCIARY DUTIES**

The ExCom oversees the conduct of business of PAFSO and provides direction to the Executive Director (ED), who is responsible for the day-to-day conduct of business.

Although ExCom members are elected to the Committee to bring the perspectives of their career stream to deliberations, the best interests of the Association are paramount at all times.

ExCom members are also subject to the fiduciary duties of care, loyalty, and obedience. This means they must act honestly and in good faith, and exercise due diligence in the performance of their duties.

#### 4. TERMS OF REFERENCE

The Governance Committee annually reviews terms of reference for the ExCom, the President, and Committee members, and proposes changes to the ExCom for approval as required.

#### 5. EVALUATION

The Governance Committee is responsible for working with the President to develop a process for annually assessing ExCom's performance against the goals of the strategic plan and these Terms of Reference. The scope and methodology of this assessment may vary from year to year depending on organizational needs.

#### 6. EXECUTIVE DIRECTOR EVALUATION

The President, in conjunction with the Staff Relations Committee, conducts an annual performance review of the ED, measured against objectives and other relevant criteria established in the previous year by the ExCom and the President.

A recommendation on the ED's rating and associated performance bonus is then voted upon by the full ExCom in an in-camera session.

#### 7. STRATEGIC AND OPERATIONAL PLANS

In October 2019, the Annual General Meeting approved PAFSO's Strategic Review and its associated priorities and authorized the ExCom to develop a three-year Strategic Plan to carry the Association from 2021-2023. The Executive Director is responsible for the derivative Operational Plans.

After the Strategic Plan is in place, ExCom will be responsible for assessing organizational performance each year and reporting back to the AGM. The ExCom will be consulted on matters of strategic importance in the linked operational plans.

ExCom is also responsible for approving the annual draft budget, prepared and recommended by the Executive Director in conjunction with the Treasurer, approving major projects, reviewing quarterly financial statements and ensuring compliance with the Association's policies.

## 8. PRINCIPAL RISKS

ExCom is responsible for maintaining an ongoing understanding of the principal risks associated with PAFSO's objectives and operations. It is the Executive Director's responsibility to ensure that ExCom and its committees are kept well informed of changing risks.

The principal mechanisms through which the Board reviews risks are the Strategic and Operational Plans and the planning processes, the ExCom committees, and ongoing reports from the ED and the external auditor.

The ED shall present a quarterly confirmation of the Association's compliance with regulatory and other requirements to the ExCom.

## 9. INTERNAL CONTROLS AND RECORDS MANAGEMENT

In order to discharge its overall responsibilities, ExCom must ensure the existence of control systems that support these responsibilities. This can be a delicate balance between ensuring adequate information for governance and oversight and creating overly burdensome requirements for the staff organization.

The Executive Director and the Treasurer will establish systems to ensure that an appropriate and responsible level of internal controls are in place for PAFSO. The confidence of the ExCom in the ability and integrity of management is the paramount control mechanism.

## 10. COMMUNICATIONS

The President is the primary spokesperson for PAFSO and oversees interactions with the Employer above the level of Director General. Any communications at the level of Deputy Minister or above, including to the political level, are signed by the President in consultation with the Communications Director and other ExCom members as far as is reasonable and practical.

The Executive Director oversees interactions on labour-relations matters up to and including the level of Assistant Deputy Minister (ADM). The President shall be kept informed of interactions of strategic importance at the ADM level.

Both the President and the ED are responsible for keeping ExCom informed on key matters and important communication with the political level, senior officials, and major stakeholders.

From time to time, the Employer, PAFSO members, or interested members of the public may approach members of the ExCom rather than the Executive Director or the President. ExCom members recognize that authority for major policy decisions rests with the ExCom as a whole, and that operational matters reside with the ED. ExCom

members should keep the President and the ED informed of significant communications and, on the question of grievances or other labour relations matters, should refer members to the ED for expert advice.

ExCom members may be asked to assist with communications and may be asked to perform outreach or to speak publicly about PAFSO or the Foreign Service. In such cases, the ExCom member is asked to advise the President and the Director of Communications, who are responsible for ensuring that all communication is coordinated and that ExCom members receive full assistance in preparing any presentations. All media inquiries received by members should be referred to the PAFSO office.

## 11. CODE OF CONDUCT AND CONFLICT OF INTEREST GUIDELINES

ExCom members are responsible for reviewing the attached Code of Conduct and the Conflict of Interest Guidelines and acknowledge their support and understanding of the Code by signing both documents, and declaring any known conflicts of interests, each year they serve on the ExCom.

## 12. EXCOM COMMITTEES AND TASK FORCES

The function of committees and task forces is to help the ExCom with a task that belongs to it. They offer a mechanism that permits deeper examination to be given to issues than could reasonably be given by the full ExCom, which must deal with a broad range of issues at its regular meetings. The role of these bodies is to support rather than supplant ExCom responsibility. However, while they do not have the authority to take decisions on behalf of the ExCom (unless formally delegated), ExCom should normally accept the considered recommendations of a committee or task force.

The PAFSO Constitution mandates two standing committees, the Collective Bargaining Committee, chaired by the Executive Director with the President as Vice Chair, and the Professional Committee, chaired by the President or their delegate. The first deals with negotiations and other issues related to the FS Collective Agreement. The second is responsible for issues related to the Foreign Service as a profession, including professional development and training.

In addition, the ExCom creates additional committees as needed to deal with ongoing issues. Each committee operates according to an ExCom-approved mandate outlining its duties and responsibilities. The current committees cover Finance, Communications, Bout de Papier, Governance, Awards, Insurance, Human Resources, and Staff Relations. Work plans, terms of reference, and meeting schedules are determined by each committee. This structure is subject to change depending on operational requirements.

Task forces are similar to committees but exist to perform a specific function, such as strategic planning, and disband when their tasks are completed.

With the exception of the Finance Committee, which is chaired by the Treasurer and consists of the President, the Executive Vice President, the Executive Director, and any other ExCom member appointed by the President, these groups may involve the general membership, including associate and affiliate members. Non-members may also participate from time to time at the discretion of the committee chair in consultation with the ExCom.

ExCom members are expected to participate in at least one committee or task force at all times during their tenure. The President is an *ex officio* member of all committees. Any ExCom member can observe any committee or task force and participate in discussions with the agreement of the Chair.

The President is responsible for annually proposing the leadership of each committee to the ExCom, taking into account members preferences, skills, and experience in accordance with the principle of diversity and inclusion. The Executive Director will also assign staff support as appropriate. Normally, the committees should be in place by the end of each calendar year. Task forces shall be set up as needed.

### 13. EXECUTIVE COMMITTEE MEETINGS

The Executive Committee meets 12 times per year, on the third Thursday of every month from 1200-1400. The meetings may take place at the PAFSO office or virtually and are conducted according to Robert's Rules of Order.

The President develops the agenda in consultation with the ED and other ExCom members. Normally, an optional preparation meeting takes place one week before the meeting, and the proposed agenda is sent to members immediately afterwards. All ExCom members are free to submit items for the agenda until one week before the meeting. Items arising after the agenda is distributed shall be dealt with under Any Other Business. The Executive Director attends ExCom meetings and may propose agenda items but does not have a vote.

Other documents for discussion and decision should normally be sent to members along with the agenda. The President and ED, in consultation with the members, shall agree on the type and format of necessary documents. If confidentiality dictates that certain items cannot be provided in advance, members will be notified and provided time to review the documents before the meeting is called to order.

Documents related to ExCom business shall be sent to members' personal e-mail addresses and shall not be transmitted using the Employer's networks. Communications with regular members on PAFSO business shall not normally take place on the Employer network. Members are responsible for maintaining a personal address for these purposes and for accessing it regularly.

Quorum is a simple majority of the current ExCom membership. Members may attend in-person or remotely. Questions arising at the meeting shall be decided by a majority of votes.

Minutes are taken by the ED or their designate and approved by the President for distribution to members and adoption at the next meeting. These minutes serve as the official record of the meeting. Discussion and votes are not attributable unless a member specifically requests that their individual position be put on the record.

The ExCom shall have at least one in-camera meeting, without the ED present, per year. Other meetings may be called by the President as needed.

A special meeting, either in-camera or otherwise, may be called by the President, any two ExCom members, or the Executive Director and one ExCom member, upon notice of at least one full business day.

PAFSO is a bilingual organization and members shall participate in meetings in the official language of their choice. Official ExCom documents shall be provided in both languages. Draft documents will be presented for discussion in the language of the drafter. In the case of very long or technical material, a courtesy translation shall be provided whenever feasible.

#### 14. INFORMATION FLOW TO THE EXCOM

In order to fulfil its decision-making and oversight mandate, the ExCom requires clear, consistent and reliable information and analysis that is focussed on the key strategies and critical issues facing the Association and its membership. The Executive Director is responsible for providing regular reports on operational issues that link the organization's work to the strategic and operational plans. The President and the ED, in consultation with the ExCom, will agree on the type, form extend and regularity of information that allows for a proper assessment of the organization's performance.

#### 15. OUTSIDE PARTICIPATION AT EXCOM MEETINGS

Outside participation in ExCom meetings will be determined by the President in consultation with the ED. Committee chairs may also propose participation by non-members for specific purposes. No outside participants or visitors shall attend an ExCom meeting or submit documents for discussion without the prior approval of the President.

#### 16. RELATIONS WITH THE PAFSO OFFICE

ExCom policies and guidelines shall be made available to the Executive Director for communication to the PAFSO office staff. Members may direct questions or concerns regarding office operations to the President or through ExCom and committee meetings.

ExCom members have no authority to direct staff, except in certain pre-defined and agreed instances, such as during preparation for an audit or while working on a specific project. Requests for information should be coordinated through the President and/or the ED.

## 17. EXCOM ORIENTATION AND DEVELOPMENT

Candidates for election to ExCom shall be required to review this handbook, along with the attached Code of Conduct, and confirm their commitment and understanding as part of their nomination process. At least one information session for potential ExCom candidates should be held during the nomination period so that candidates can ask questions.

The President shall ensure that all new ExCom members are provided with an orientation briefing that includes written information about their duties and obligations, the mission, mandate and operations of PAFSO, calendar of main events and other key documents including minutes of past meetings.

As well, all ExCom members will be invited to participate in strategic planning sessions and training on issues such as labour relations and association governance.

## 18. ANNUAL GENERAL MEETING

The Annual General Meeting (AGM) is the primary governing body of the Association. Its role and responsibilities are outlined in Section 11 of the PAFSO Constitution:

*An Annual General Meeting of the Association shall be held in Ottawa, before October 31 each year, on a date to be announced in writing to all members by the Executive Committee at least forty-five (45) days in advance. All members shall be invited to attend. The President of the Association, or such other officer of the Executive Committee as the Committee may designate, shall serve as Chair of the Meeting. New Executive Committee members shall be elected in accordance with Article 7. The Meeting shall be given a report of the work of the Association by the President and a financial statement by the Treasurer (or, in the absence of either, by another member of the Executive Committee). Budget information shall be provided to members at least fifteen (15) days in advance, and all other reports shall be available to all members of the Association at the Meeting. The Meeting shall be asked to approve the audited accounts and balance sheet of the previous year, and the budget for the year following.*

## 19. REVIEW OF THESE TERMS OF REFERENCE

The Governance Committee shall review these terms annually and make recommendations to the ExCom for revisions if needed.

**APPENDICES** [some of these will have to be marked as “under development” for the first version of this]

- Code of conduct.
- Conflict of Interest Guidelines.
- Member Job Descriptions
- Terms of Reference for President, EVP, Treasurer, Director of Communications, Stream VPs
- ED job description and objectives
- Agreement forms: nomination/acceptance of responsibility, confidentiality, conflict of interest, adherence to code of conduct [to be drafted]
- ExCom skills matrix
- ExCom evaluation framework and latest results [to be developed]
- Policies (Financial management, reserves, privacy, travel, hospitality, sponsorship, *interim appointments*, *succession/skills planning*, *evaluation*, *others needed?...*)
- Committee and task force terms of reference (current)
- Directors’ and Officers’ Insurance
- Risk management policy/risk assessment
- Strategic Review/Plan
- Planning calendar
- Critical path to the AGM