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# National Managers' Community



## By-Laws and Charter

Canada

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# **BY-LAWS**

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## **Introduction**

These By-Laws provide the governance structure for the control and administration of the National Managers' Community (NMC). They prescribe how the affairs of the NMC are to be conducted and establish the necessary authorities for oversight and decision making. No other policy document produced by the NMC may override these By-Laws. As prescribed in the By-Laws, change to this document may only occur as the result of a Governing Council vote.

## **Organizational Structure**

### **National Managers' Community**

The National Managers' Community, founded in 2000, is a grassroots, horizontal, national network of federal public service managers spanning all departments and agencies from sea to sea to sea.

### **Regional Managers' Networks**

The NMC is made up of Regional Managers' Networks, which:

- support both national and regional activities of the NMC, which can involve all departments, agencies and occupational groups;
- establish regional steering committees that include departmental representatives as well as key partners such as the Federal Council and the Canada School of Public Service (CSPS) and adopts governance procedures to ensure the effective delivery of the annual work plan; and
- are supported by a Regional Coordinator.

### **NMC Regions**

The NMC regions are as follows:

- Alberta
- British Columbia
- Manitoba
- National Capital Region
- New Brunswick
- Newfoundland and Labrador
- Northwest Territories
- Nova Scotia
- Nunavut
- Ontario
- Prince Edward Island
- Quebec
- Saskatchewan
- Yukon

## **Governing Council**

The Governing Council comprises:

- Voting Members:
  - Representative from each region; and
  - Chair (in the event of a tie).
  
- Non-Voting Members:
  - Vice-Chair
  - Executive Director; and
  - Representative of the Host Department / Agency.

All Governing Council Members are volunteers, duly appointed by their region.

## **Election of Members**

### **Regional Representatives**

Regional Representatives are elected in their region in accordance with their regional process. A documented record of selection is made and notification given to the Secretariat. Regional Representatives serve for up to a two-year term with the possibility of an additional one-year extension to facilitate knowledge transfer. In the event that a Regional Representative leaves office prematurely, the Region will elect a new Representative to a new term within 30 days in accordance with their regional process.

### **Chair**

The Chair is elected by a simple majority by voting Governing Council Members for a two-year term that may be extended for up to two additional years. Extensions shall be decided by simple majority vote of 50% plus one and shall be for a period of one year. The vote will be carried out by secret ballot, except in the situation where the appointment is by acclamation. The region from which the Chair is elected also elects a Regional Representative to serve on the Governing Council.

To be elected Chair, an individual must have served on the Governing Council as a member in good standing for a minimum of one year. If this criterion cannot be met, the Governing Council may consider electing a former Governing Council Member. A member with less than a year experience may be considered for election as Chair if no other candidates come forward who have at least one year's experience as a Governing Council member. In the event that the Chair leaves office prematurely, the Vice-Chair takes over until a new Chair can be elected as prescribed the "Timing of Elections" in this Charter.

## **Past Chair**

Once succeeded by a new Chair, the out-going Chair will be appointed to the position of “Past Chair”. The Past Chair will serve in an advisory capacity. Further participation in meetings will be by invitation. They may be called upon to assist with a variety of tasks, as agreed by the Governing Council. The term of the Past Chair shall coincide with that of their successor as Chair.

## **Vice-Chair**

The Vice-Chair is elected by the Governing Council to perform the duties of the Chair when the Chair is unable to perform his or her duties. Any current or former Governing Council Member may be elected as Vice-Chair. The selection of an individual to serve as the Vice-Chair shall be decided by vote by the Governing Council's voting members. The Vice-Chair is elected for a two year term by a majority of a vote of 50% plus one delivered by voting Governing Council Members. The term may be extended for an additional year. The vote will be carried out by secret ballot, except in the situation where the appointment is by acclamation. The decision to exercise the option to extend the Vice-Chair's term by one year shall be decided by a vote of the Governing Council members. In the event that the Vice-Chair leaves office prematurely, the position will remain vacant until new Vice-Chair can be elected as prescribed in the “Timing of Elections” in this Charter.

## **Extension of Terms of Elected Members**

There will be occasions where the option of extending a currently serving member is in the best interest of the National Managers' Community. Certain positions place considerable demands on the person serving in that capacity, so it is incumbent on the Governing Council to attempt to recruit successors for the Chair and Vice-Chair positions, rather than simply default to extending incumbents. Ongoing succession planning for key leadership positions will be an important element for preserving the energy and capacity of the NMC to continue to move forward.

## **Resignation**

A Member of the Governing Council may resign or retire by notice in writing directed to the Chair (or Vice-Chair in cases where the Chair is giving notice) and will remain eligible for re-election at a future meeting.

## **Code of Conduct**

The Governing Council members agree to:

- Be respectful of others;
- Be prepared for meetings;

- Read materials and prepare in advance for meetings;
- Consult with the community;
- Attend or send a replacement to all meetings;
- Respect and abide by Governing Council decisions; and
- Respect members' right to communicate in their language of choice.

## **Conflict Resolution**

If a conflict arises or a Governing Council Member fails to follow the Code of Conduct or is unable to satisfactorily perform their duties as determined by the Chair (or Vice-Chair in cases where the Chair is the Member in question), or the respective Regional Steering Committee, the Chair (or Vice-Chair in cases where the Chair is the Member in question) shall make every effort to resolve the situation, including discussions with the member's Regional Committee. In the event that all attempts fail to remedy a conflict which is disruptive and counter to the best interest of the Community, the Chair (or Vice-Chair in cases where the Chair is the Member in question) may pursue the removal of a member in accordance with the process identified in "Removal of Members" of this Charter.

## **Removal of Members**

In the event that a member demonstrates a lack of interest in the Community by inactivity; is unable to satisfactorily perform his/her elected or appointed tasks; loses the confidence of their regional steering committee; or conducts himself/herself in an improper or unbecoming manner which is likely to endanger the interest or reputation of the National Managers' Community, then such member may be considered for removal from the Governing Council.

A removal vote may be called for a member in cases where it is deemed the appropriate action by both the Chair and Vice-Chair or in the case of the Chair when supported by a petition by 50% plus one of members. The vote is conducted as follows:

- Two weeks notice of a meeting at which the removal shall be voted on shall be given in writing to all Members by a confidential registered letter. The notice shall explain the issue(s) that will be put before the meeting. The member in question will have the opportunity to respond to the notice at the meeting.
- Governing Council members will submit their votes to the Executive Director who will tabulate and present the results to the Chair (or Vice-Chair when the Chair is the Member in question), who will announce the results to the Governing Council.
- Each Member shall be entitled to vote (except the member in question). A majority of two-thirds of the members present and eligible to vote shall effect the removal of a member. That member shall cease to hold office at the close of that meeting.

A member may be removed from office without a vote if that member misses four (4) Council Meetings during any calendar year, unless otherwise decided by a majority of the Governing Council. Such absences need not be consecutive to result in removal from Council.

Any member who is removed from the Governing Council in accordance with these Bylaws shall have the right to receive notice of and reasons for such removal, but such member shall have no right to appeal such removal.

### **Timing of Elections**

The Chair and Vice-Chair shall be elected in February/March with accountability beginning in September. Regional Representatives are selected in advance of the February meeting.

### **Alternates**

If an elected Regional Representative is unavailable for Governing Council meetings, an alternate may replace the Regional Representative and vote on behalf of the region. The alternate must be identified by the region to the Secretariat and briefed by the Regional Representative prior to the meeting

Regional Representatives/alternates are expected to attend all Governing Council meetings and conference calls.

## **Meetings**

### **Frequency of Meetings**

Governing Council meetings consist of a minimum of two annual face-to-face meetings as well as conference calls, usually monthly, at the discretion of the Chair. One face-to-face meeting is held in February/March while the other is held in the fall.

### **Agenda**

A call for proposed agenda items is sent by the Secretariat to Governing Council Members at least two weeks in advance of a meeting. The agenda is then prepared by the Executive Director in consultation with the Chair and sent out in advance of the meeting. Any items requiring decision by the Governing Council must be clearly identified on the agenda. Decision items arising at a meeting that are not on the agenda require the unanimous agreement of those present for a vote to be taken at that meeting. Otherwise, the items are tabled and deferred to the next meeting.

## **Quorum**

In order to constitute an official meeting, a Quorum of 50% plus one Voting Member is required.

## **Voting**

Decisions are taken by a simple majority (50% plus one member). Each region has one vote. Voting by proxy is not permitted.

## **Minutes**

Minutes are prepared in both official languages by the Secretariat and shared with all Governing Council Members within two weeks following a meeting. The minutes are approved at the following Governing Council meeting.

## **Duties**

The Governing Council:

- approves the long-term strategic plan, the annual work plan which includes the financial allotments for each region and the Secretariat, and the NMC Annual Report;
- periodically reviews expenditures and approves, or modifies the budget as required;
- reviews and amends the Charter and By-laws as required, but at least annually;
- participates in the selection of an Executive Director; and
- provides direction and participates in setting performance objectives for the Executive Director.

## **Code of Conduct**

The Governing Council members agree to:

- Be respectful of others;
- Be prepared for meetings;
- Read materials and prepare in advance for meetings;
- Consult with the community;
- Attend or send a replacement to all meetings;
- Respect and abide by Governing Council decisions; and
- Respect members' right to communicate in their language of choice.

## **Committees**

The Governing Council, at its discretion, may create committees for the purpose of undertaking specific tasks or operations.

The Governing Council provides direction to such committees concerning its expectations. Committees draft their terms of reference for approval by the Governing Council. The Governing Council periodically reviews each committee's progress in accordance with its terms of reference.

## **ADM Advisory Board**

The ADM Advisory Board provides advice and guidance to the Champion and the Governing Council on proposed plans and strategies of the NMC. Their thoughts and opinions on how the NMC might best achieve their goals are to be routinely sought.

The ADM Advisory Board:

- is made up of ADMs from most departments and agencies and is chaired by the Champion;
- will include members who are Champions for managers in their own Departments;
- will provide advice to assist the Governing Council in ensuring NMC plans and programs are aligned with departmental activities supporting managers; and
- members act as advocates within their Departments for NMC programs and activities.

## **Secretariat**

Secretariat staff are federal government employees on assignment to the NMC from other departments and agencies. Normal tenure of these assignments will not exceed three years.

## **Core Staff**

The Secretariat comprises staff who are assigned to positions that may include:

- Executive Director;
- Regional Coordinators;
- Finance Officer;
- Administration Support Officer;
- Communications Officer;

- Project Manager;
- Communities of Practice; and
- Policy Officer

## **Roles and Responsibilities**

The Secretariat:

- supports the Governing Council, the Regional Managers' Networks/Communities, the annual Managers' Professional Development Forum and other committees of the Governing Council;
- organizes meetings, prepares agendas and minutes;
- coordinates the strategic planning process and the preparation of the strategic plan;
- prepares budgets, coordinates and implements annual national and regional work plans, and prepares annual reports;
- manages projects and national files; and
- provides communication services and conducts outreach activities.

The NMC Secretariat provides value added by:

- facilitating and enabling the work of the Regional Coordinators, the Governing Council and the Champion of the Community;
- contributing to the NMC's efforts to influence policy by reflecting the voice of managers to Public Service decision-makers;
- promoting the NMC through communications and marketing activities;
- connecting managers to one another and to senior Public Service leaders;
- connecting managers to the tools they need to do their jobs by planning and hosting national learning events and sharing best practices; and
- ensuring the sustainability of the Community by obtaining, managing and administering funds.

## **Reporting Relationships**

### **Executive Director**

The Executive Director:

- takes direction functionally from the Governing Council;
- has a line-reporting relationship with a designated executive in TBS; and
- works in close cooperation with, and receives direct support of the Chair.

## **Regional Coordinators**

Regional Coordinators:

- take direction functionally from the Executive Director on national activities and from the Regional Committees on regional activities;
- have a line-reporting relationship with the designated officer in their regional host department.

## **Other Secretariat Staff – Finance / Administrative / Communications / Policy / Communities of Practice / Project Manager**

These Secretariat staff members take direction from and line report to the Executive Director

## **Performance Appraisals**

The Chair provides input to the line manager with respect to performance appraisal relating to the Executive Director. In the event of performance issues with the Executive Director that might lead to an intervention, the Chair consults with the Governing Council as to the appropriate action to be taken and follows up with the line manager.

The Governing Council Member and the Executive Director provide input for appraisals for Regional Coordinators, which are completed by the line manager in the host department. In the event of performance issues that might lead to an intervention, the three parties consult as to the appropriate action to be taken.

## **Roles & Responsibilities**

### **Champion**

The role of the Champion, who is a Deputy or Associate Deputy Minister appointed by the Clerk of the Privy Council, is to:

- advocate on behalf of issues of importance to the Managers' Community with senior officials including the Clerk of the Privy Council and colleague DMs;
- raise awareness of managers' capabilities and effectiveness, which can contribute directly to the resolution of broader public service issues affecting public service management and leadership;
- sustain strong linkages to the central agencies;
- provide advice to the Governing Council on how it can be more effective in supporting the community by helping to shape its strategies and business plan;

- chair the ADM Advisory Board; and
- visibly engage in the national and key regional fora that involve managers as well as senior federal representatives.

### **Chair of the Governing Council**

The role of the Chair is to provide leadership and act as the senior representative of the NMC Governing Council. Responsibilities include:

- chair all Governing Council meetings and the annual Strategic Planning meeting;
- approve the agenda for meetings of the Governing Council;
- plan the conduct and timing of Governing Council meetings in conjunction with the Executive Director;
- ensure that the Governing Council is well-informed and that it has the information and opportunity necessary to come to decisions on matters within its mandate;
- act as the Governing Council's principle liaison with the Champion;
- act as spokesperson for the NMC as required;
- act as primary liaison with the Executive Director on matters related to Secretariat operations.
- ensure all NMC business is conducted in accordance with its Governance by-Laws; and
- assist in the recruitment of Regional Champions.

### **Vice-Chair of the Governing Council**

The role of the Vice-Chair is to:

- assist the Chair in the performance of representational and liaison duties with various NMC, partner and government entities;
- provide advice and counsel to the Chair and Governing Council members;
- serve as the primary alternate when the Chair is unable to attend a meeting; and
- serve as Interim Chair in the event that the Chair leaves office prematurely.

### **Governing Council Members**

Governing Council members:

- represent the views of their respective regions based on consultations with their Regional Managers' Network/Committee;
- maintain a close working relationship and gives strategic directions to the Regional Coordinator;

- implement Governing Council decisions in their region;
- share NMC business information with their Regional Committee, including the Regional Coordinator;
- attend Governing Council meetings and the annual Managers' Professional Development Forum;
- assist with the annual Forum;
- in conjunction with the Regional Coordinator, are responsible for forming and maintaining a Regional Committee;
- take a lead on hiring/replacing the Regional Coordinator, as needed;
- act as an ambassador and communicate NMC programs and activities at the regional level in conjunction with the Regional Coordinator;
- participate in/lead working committees;
- accept roles and responsibilities associated with the preceding duties; and
- recruit a Regional Champion through Federal Councils, or where no Federal Council relationship exists, by other means of outreach with the assistance of the Chair and National Champion.

### **Executive Director**

The main duties of the Executive Director are to:

- provide support and advice to the Chair and the Champion;
- manage the Secretariat, including budgets and human resources;
- lead the development and implementation of national events, programs, policies, plans and prepare reports as outlined in the "Business Planning and Reporting" section of the By-Laws, and as directed by the Governing Council;
- liaise between central agencies/functional communities and Regional Coordinators to promote and coordinate consultations, focus groups and corporate initiatives;
- promote, develop and maintain relationships with key partners and stakeholders.

### **Regional Coordinator**

The main duties of the Regional Coordinators include the following tasks:

- coordinate and support development of the annual work plan, which includes regional and national activities;
- implement and report on the annual work plan;
- actively support the delivery annual Managers' Professional Development Forum;
- act as an ambassador and communicate NMC programs and activities at the regional level; and

- build membership lists, actively recruit new members and support departmental networks in their respective regions.

## **Key Partners**

Key partners include, but are not limited to the following:

- Federal Councils;
- Federal Youth Network;
- Association of Professional Executives;
- Central Agencies such as the Treasury Board Secretariat, Canada School of Public Service and the Public Service Commission;
- individual Departments and Agencies;
- other networks and communities; and
- other levels of government.

## **Business Planning and Reporting**

### **Strategic Plan**

The Governing Council is responsible for maintaining a three-year Strategic Plan. The following process is used for the production of the NMC's Strategic Plan:

- each fall the Governing Council holds a Strategic Planning meeting with key partners. The purpose of this meeting is to review the Annual Report from the previous year and the current three-year Strategic Plan in order to ensure that NMC programs and priorities continue to be relevant to managers and enable the NMC to support government priorities. Outcomes from the meeting are used to update the strategic plan;
- the Secretariat ensures preparations are made for the fall Strategic Planning meeting;
- immediately after the fall meeting, the Governing Council forms a Strategic Planning Committee to update the three-year Strategic Plan.
- the Strategic Planning Committee prepares a draft of the updated Strategic Plan within one month of the conclusion of the strategic planning meeting and forwards it to the Governing Council Members for review; and
- the Governing Council approves the final updated strategic plan.

### **Annual Work Plan**

The following process is used for the production of the NMC's Annual Work Plan:

- after the strategic plan has been updated, the Executive Director issues a call for annual Work Plan submissions through the Governing Council

Members and Regional Coordinators. Submissions are based on a template that outlines the priorities identified at the strategic planning meeting. Notional funding allocations are provided by the Executive Director;

- Regional Coordinators work with the Regional Committee/Managers' Network to prepare a submission that identifies deliverables for each priority;
- Regional Coordinators provide the regional submissions to the Executive Director by the end of December;
- the Executive Director rolls the submissions into a proposed national work plan;
- the national work plan is submitted to the Governing Council for initial review and comments by the end of February;
- the Governing Council meets in March for final review and approval of the national work plan;
- the Governing Council also meets in March with the ADM Advisory Board to outline and discuss the key priorities of the annual work plan to ensure consistency with departmental activities; and
- once the annual work plan is approved, MOUs are prepared and the approved annual work plan is disseminated to Governing Council Members and Regional Coordinators via the Executive Director.

## **Monitoring and Reporting**

The Executive Director is responsible for monitoring the annual work plan and budget, providing an update for the Governing Council and ensuring compliance with TBS reporting requirements. Quarterly reviews (or as required) of the budget and funding allocations are conducted as required.

## **Annual Report**

The annual report compares the actual programs and expenditures that have occurred during the fiscal year against those proposed in the annual work plan.

The following process is used to produce the Annual Report:

- the Executive Director issues a call in May to Regional Coordinators and Governing Council Members for them to prepare their annual report based on the template;
- the regional annual reports are completed and submitted to the Executive Director by the end of June;
- the Executive Director consults with the TBS representative to ensure that TBS reporting requirements are met;
- the Executive Director completes a gap analysis between the planned and delivered activities; and

- the Executive Director rolls the regional reports into a national annual report, which is circulated to key partners and posted on the NMC Web site at least one month prior to the strategic planning meeting in the fall.

## **External Review**

Every five years, there will be a high-level review of the NMC's governance, business plan and strategic planning processes. The next review is to be scheduled February 2013. The review involves consultations with the wider management community and key partners.

## **Managers' Professional Development Forum**

The Managers' Professional Development Forum is held annually at a different geographic location as determined by the Governing Council.

The Project Manager updates the Forum manual outlining roles and responsibilities and a decision-making matrix for all aspects of the Forum. A Forum Steering Committee is established to provide direction and advice to the Project Manager.

## **Host Departments**

### **Regional Host Departments**

The role of host departments is to provide accommodation, human resource, financial, IT and administrative support, unless otherwise negotiated. The level of support is specified in an MOU between the host department and the TBS.

### **National Host Department**

The national host department, the TBS, provides accommodation, human resource, financial, IT and administrative support to the Secretariat. It reflects NMC programming in its own RPP and DPR, and liaises with the TBS to provide funding for the NMC.

### **Financial Accountabilities**

As the national host department, the TBS is accountable for the finances of the NMC. The TBS ensures that the Executive Director is delegated appropriate staffing and financial authorities to effectively manage the programs and activities of the NMC.

## **Amendments**

These by-laws may be amended at any time through a motion made and approved by the Governing Council.

## **NMC Charter**

The National Managers' Community (NMC), founded in 2000, is a grassroots, horizontal, national network of federal public service managers spanning all departments and agencies from sea to sea to sea.

### **Vision**

Our vision:

*"The NMC is recognized by all as a vibrant, influential and well-connected community that inspires managers and gives them a voice."*

### **Mission Statement**

Our mission:

*"To support excellence in public service managers"*

### **The NMC Charter: Our Values**

The following are our values and how we will manifest them in our conduct:

#### ***Respect***

We respect differing opinions, cherish diversity, embrace innovation.

#### ***Commitment***

We are all committed to working passionately in a creative and innovative environment to build on our own success as a team.

We practice learning organizational values.

#### ***Team Work***

We value commitment to the team's work and to each other in getting the work

done.

### ***Inclusiveness***

Once a decision is made it is “All for one and one for all”

We all have a say and a voice.

### ***Enjoyment***

We have fun.

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### **Roles and Responsibilities**

At the NMC:

*In fulfilling our roles and responsibilities we are engaged and present, making time for one another and participating fully in NMC activities.*

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### **Decision Making**

At the NMC, our decision-making process is based on:

- *ample conversation*
  - *inclusivity*
  - *with a set process and clear understanding of decision-making authorities*
  - *reaching consensus whenever possible*
- 

### **Code of Conduct**

At the NMC we:

- *Conduct ourselves in ways that respect one another;*
- *Value each other by:*
  - *listening fully when one person has the floor;*
  - *challenging the problem and not the person;*
  - *not multi-tasking while participating in a NMC activity; and*
  - *being punctual.*

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## **Learning and Training**

At the NMC we:

*Support the career aspirations of our own personnel in a consistent way across Canada.*

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## **Allocation**

At NMC we:

*Allocate funds fairly and openly.*

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## **Welcome and Orientation**

At NMC we:

*Provide the tools, training and the necessary support to our new staff members.*

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## **Feedback**

At the NMC we:

*Encourage and welcome feedback.*

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## **Passion and Structure Balance**

At the NMC we:

*Are passionate about enriching the lives of managers and creating and nurturing relationships within a minimalist structure.*

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## **Communication**

At the NMC we:

*Are respectful and we listen to each other's point of view.*