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CANADIAN URBAN TRANSIT ASSOCIATION
ASSOCIATION CANADIENNE DU TRANSPORT URBAIN



Board of Directors Guidelines

**CANADIAN URBAN TRANSIT
ASSOCIATION**

THE CANADIAN URBAN TRANSIT ASSOCIATION

The purpose of this document is to provide Board of Directors of the Canadian Urban Transit Association (CUTA) with an outline of the Association's mandate and structure, and to assist them in understanding their roles and expectations.

The Canadian Urban Transit Association was originally founded in Montréal on 20 December 1904 as the Canadian Street Railway Association. In 1913, it became known as the Canadian Electric Railway Association and, in response to a decline of electrically operated street railways, the name was changed to the Canadian Transit Association in 1932. The present name was adopted at the Annual General Meeting in 1973 and incorporated accordingly.

Originally restricted to transit system members, CUTA's membership now includes government agencies, manufacturers and suppliers of products and services, trade unions, related Associations and individuals. CUTA represents approximately 500 members organizations and individuals, with representation in all ten provinces and two territories of Canada. At its 2012 Annual General Meeting, members adopted a new direction to broaden the mandate of the Association, embracing the concept of integrated urban mobility. This allows the traditional membership base to expand and develop a more inclusive approach to community transportation strategies. CUTA's Vision is "to inspire and influence the evolution of integrated urban mobility".

CUTA maintains collaborative agreements or reciprocal membership arrangements with numerous other Canadian Associations, such as the Transportation Association of Canada (TAC), the Canadian Urban Institute (CUI), the Canadian Institute of Planners (CIP), the Canadian Institute of Transportation Engineers (CITE), and ITS Canada; with provincial counterparts such as the Ontario Public Transit Association (OPTA), the Association du transport urbain du Québec (ATUQ) and the Association québécoise des transports (AQTr); as well as with international transit Associations such as the American Public Transport Association (APTA) and the Union internationale des transports publics (UITP). Finally, we work collaboratively with likeminded Canadian Associations such as the Federation of Canadian Municipalities (FCM), the Canadian Chamber of Commerce (CCC), the Railway Association of Canada (RAC), the Canadian Association of Railway Suppliers (CARS), the Canadian Manufacturers and Exporters (CME), etc.

CUTA is focused on providing high Member Value in every interaction with its members and in all its programs and initiatives. Our focus is around Federal Public Policy Making, Industry Research and Data and supporting members' Learning & Networking.



THE ASSOCIATION AND YOUR ROLE

As a not-for-profit Association, CUTA depends heavily on member volunteers to function effectively. Only through active participation and commitment to the values of collective action and sharing of information, can an Association claim success. As such, the primary principle of Association governance and activity is one of focusing on the collective interests of a common cause. At times, this may be difficult, but it is essential. What this means is making a concerted effort to ensure that decisions and activities be viewed in terms of benefits for urban transit as a whole, and not strictly as benefits to a particular transit system, company, government agency or organization.

Not-for-profit Associations differ from public and private sector organizations in several ways. In Associations, a delicate balance must be struck between the roles and responsibilities of the volunteers and those of the staff. This balance is critical to the efficiency and effectiveness of the Association's activities.

At CUTA, staff carries responsibilities for leading and operating the Association and ensuring it successfully represent the interest of the industry and meet members' expectations. Volunteers share the responsibilities for providing information and direction which keeps the programs and activities focused on the mission. Policies, while Board approved, may be initiated by either staff or volunteers; and may also be carried out by staff or volunteers.

CUTA staff takes direction from the Board of Directors, committees, and members at large. The direction is set by the Strategic Plan, which is developed by staff with members' input and direction and discussed and adopted by the Board.

Voluntary service on the CUTA Board of Directors is an important commitment. Aside from the legal implications, Board members must consider the moral and ethical contract they are undertaking. The stewardship function of a board member can only be accomplished through steady and active participation at meetings. An appropriate amount of time must be spent preparing for board meetings, carrying out board tasks and completing committee responsibilities. It is important to note that **the Nominating Committee, in its charter, shall only consider re-nominations of current Board members if they have attended a minimum of fifty percent (50%) of in-person meetings during their current term.**

CUTA maintains liability insurance for members of its Board of Directors. This insurance provides financial protection for directors covering responsibilities they assume as directors.



CUTA MISSION AND VISION

At its 2012 Annual General Meeting, CUTA members adopted the following Vision and Mission statements.

Vision

To inspire and influence the evolution of integrated urban mobility.

Mission

CUTA's mission is designed to explain five elements of what the Association sets out to do: its **Purpose and Mandate**, its **Commitment to Members**, a **Value Proposition**, its **Operating Style** and **Measures of Success**.

- CUTA is the collective and influential voice of public transportation in Canada, dedicated to being at the centre of urban mobility issues with all orders of government, and delivering the highest value to its members and the communities they serve.
- CUTA will be the "go-to" organization for information, trends, networking and training, providing leadership for its members and all stakeholders.
- To operate effectively, CUTA will foster a culture of active engagement with its members.
- CUTA will deliver a high-performance working environment. Its team will be consummate experts and professionals.
- Success will be measured by an action-oriented focus, achievements, and contributions to member success.



CUTA ORGANIZATION AND FUNCTION

CUTA is empowered by a constitution, articles of incorporation and a set of by-laws that are governed by federal law. These broadly define the scope of actions and responsibilities of the Association. Association activities and initiatives are defined by the strategic and operational plans.

The current Strategic Plan, 2017-2019 was approved by the Board in 2016. It is designed to provide the strategic direction that CUTA will pursue over the three-year period and it is supported by project initiatives that will maximize achievement of stated goals and objectives for critical success factors.

Standing committees are established by the Board and are accountable to the Board. **Standing committees select their own chair, who is automatically provided a seat on the Board.** Standing committee chairs report to the Executive through a designated vice-chair of the Executive Committee. Ad-hoc task forces are occasionally appointed by the Board or Executive to address a specific issue. Such task forces are automatically dissolved when the issue is resolved or at the discretion of the Board.

Committees have a staff person appointed by the President & CEO to assist the volunteers in carrying out their mandate. The balance of activities between staff and volunteers varies with the purpose of the committee and the staff resources available.



ROLE OF THE CUTA BOARD

Board members are elected for a two-year term with no limit on re-appointment. The Chair is elected for a one-year term that can be renewed once only. Former Chairs, however, can be re-elected in subsequent years. All former Chairs who are not otherwise elected as Directors, are also invited to participate in Board meetings in a non-voting capacity.

The Board of Directors, composed of 45 members, is responsible for the approval of the strategic direction and budget and Association governance policies. In addition to its fiduciary duties, the Board focuses on key strategic topics that are impacting the Canadian transit and urban mobility sector to develop industry positions and/or mandate its standing committees to conduct additional research or initiatives on certain topics. The Board is delegating authority for “operational management” of the Association to its Executive Committee, composed of 14 people. While the Board meets in person twice per year, the Executive Committee meets in person 4 times per year.

The Board is legally liable for ensuring that CUTA, as an organization, complies with the law. The financial responsibilities of the Board include the allocation and acquisition of funds, the approval of an operational budget and monitoring of CUTA's spending. This activity is assigned to the Vice Chair – Finance, who reports to the Board.

The Board has the responsibility for its own succession planning. Each Board member should assist the Nominating Committee in identifying and recruiting capable members for the board. They should also solicit volunteers as Committee chairs and new members.

The Board should develop an effective working relationship with Association staff. While all staff members are expected to assist Board members as necessary, requests to staff for support in areas which are not within the approved plans for CUTA will be assessed on a case-by-case basis or referred to the President & CEO if necessary.



BOARD MEETINGS

To hold a formal Board meeting, quorum of 23 Directors is required. Notice of Directors' meetings needs to be sent at least 15 days before the day on which to meeting takes place. However, for in-person meetings, it is the practice to notify Board members several weeks/months in advance.

Most Board decisions are reached by consensus, after consideration of all known views, facts and issues. There are times, however, when achieving unanimity is not possible, and a formal vote is important to bring an issue to closure.

Decisions made by a formal vote are made on the basis of "one person one vote," with no substitutions allowed. If a majority is obtained (50% + 1 of the members present at the meeting), the motion is carried. All Directors are expected to accept the outcomes of the votes and rally in solidarity behind the Board's decision, whether the decision is unanimous or not.

CUTA Board meetings have two main purposes. One is to set the strategic direction for the Association, ensure good financial management, approve budgets and ensure sound Association governance. The other is to address and debate strategic industry topics, develop/adopt Association's positions as needed and mandate Board's Standing Committees to conduct research or implement initiatives. The Board can undertake other responsibilities and duties as it sees fit.

Issues addressed by the Board can emerge directly from the Board or be brought to the Board's attention by a CUTA Committee or the President-CEO.

Dynamics of the Board Meeting

The Board meeting is a process of shared decision making that should yield two types of benefits:

- Substantive benefit -- making good decisions by pooling the knowledge, insights and creative thought available among all participants and by benefiting from interaction, exchange of ideas, synergy and teamwork.
- Process benefit -- by engaging as many affected parties as possible, they will be more likely to understand, respect, accept and even actively support the decision (even when they don't agree with it completely).

Consequently, the Board's decisions should have the following substantive and procedural qualities. Substantively, decisions should:

- be consistent with CUTA's mandate and serve its members in the most substantial and effective manner
- address not only short term needs, but also focus on long term needs and emerging trends, and on what must be done to effectively serve the community of interests
- be based on complete information and balance as many legitimate needs and interests as possible
- facilitate the best use of available and attainable financial and human resources



Process-wise, decisions should:

- not be rushed, especially if they have significant impacts or if the issues are complex or controversial
- be reached in a reasonable efficient manner, conserving time, money and other resources

Responsibilities of Board Members

In order to maximize the potential for the above, Board members are expected to:

- attend and actively participate in all meetings
- keep an open mind, be eager to learn, and show sensitivity, empathy and compassion
- represent the members' views honestly and accurately
- be committed to the Association's mission and governing documents
- place Association interests ahead of corporate or personal interests
- be familiar with the Association's structure, roles and responsibilities
- review agendas and attachment completely, in advance of meetings, and be informed about the background of issues in order to be able to discuss them responsibly
- when responsible for an agenda item, come fully prepared by consulting the available reports and staff members as required in advance
- adhere to the agenda and do not introduce new items unless the chair opens the floor expressly for that purpose
- be prepared to ask tough questions or to constructively disagree
- be prepared to go beyond opposing or criticizing ideas, and instead work to create better alternatives
- support Board solidarity by accepting the majority's decision as a Board decision

Responsibilities of the Chair

- facilitating the meeting in a neutral fashion
- using appropriate decision-making and parliamentary process, and building consensus
- ensuring that all are heard on major issues while providing vision and leadership
- summarizing the meeting and the actions to be taken and by whom
- deciding on Conflict of Interest issues

Observers attending the Board of Directors Meetings

In-coming Board Members may be invited to attend a meeting of the Board of Directors as an Observer. The role of the Observer is to listen to the discussions in preparation to their role as Directors and may not take part in these discussions. Because board observers are not yet formal members of the board (and have no voting rights at board meetings), they do not owe fiduciary duties to the corporation. In addition, a board member may request the observer be excluded from meetings when the board is discussing potential litigation or if there is a potential conflict of interest.



Observers will be organized by a designated seating arrangement and the Chair will describe aloud at the start of the Board meeting, the roles and responsibilities of Observers.

The Observer role is solely for those identified on proposed Slate that have not yet been voted in. Substitutions by Board members who cannot attend are not accepted.

NOTE: All in-person Board meetings have simultaneous interpretation, however, all documents are English only.



Head Office

55 York Street Suite 1401
Toronto, ON Canada M5J 1R7
Tel. : 416.365.9800

Ottawa Office

440 Laurier Avenue West, Suite 200
Ottawa, ON Canada K1R 7X6
Tel. : 613.690.5139



www.cutaactu.ca

transit@cutaactu.ca