

Special Meeting of Members

CAM's office is situated in Tiohtià:ke (Montréal) on the unceded Indigenous lands of the Kanien'kehá:ka Nation, a place which has long served as a site of meeting and exchange amongst many First Nations including the Kanien'kehá:ka of the Haudenosaunee Confederacy, Huron/Wendat, Abenaki, and Anishinaabeg.



CAM ACSF

Midwives for everyone, everywhere
Des sages-femmes pour tous, partout

26 March 2025



Governance Committee



PRESIDENT
CJ Blennerhassett, RM



VICE-PRESIDENT & CHAIR
of Governance Committee
Claire Dion Fletcher, RM



SECRETARY
Josyane Giroux, SF



NCIM CO-CHAIR
Alisha Julien Reid, RM



Board of Directors

EXECUTIVE COMMITTEE – OFFICERS:

PRESIDENT	VICE PRESIDENT	SECRETARY	TREASURER
CJ Blennerhassett	Claire Dion Fletcher	Josyane Giroux	Sarah Davis

DIRECTORS:

ALBERTA Marita Obst	NFLD & LABRADOR Sarah Donnolly Harnum	ONTARIO Althea Jones	YUKON TERRITORY TBD
BRITISH COLUMBIA Adrienne Carruthers	NWT Heather Heinrichs	PEI Jillian Nafziger	STUDENT REP Danielle Apakoh
MANITOBA Sarah Davis	NOVA SCOTIA Kalyn Moore	QUÉBEC Amaili Jetté	NCIM CO-CHAIRS Alisha Julien Reid & Samantha Leclerc
NEW BRUNSWICK Brittany Stairs	NUNAVUT TBD	SASKATCHEWAN TBD	



Agenda

1. Welcome
2. Attendance and Verification of Quorum
3. Adoption of the Agenda
4. Presentation of the Governance Reform
5. Resolutions
 - 5.1. Special Resolution of the Full Members and Member Associations
 - 5.2. Special Resolution of the Student Members
 - 5.3. By-Law No. 1.
6. Adjournment



CAM Governance Reform



Why Governance Reform?

- Deep reflection on our intended impact
- Do we have the right people around the table to achieve our goals?
- Is our governance structure aligned with our values?
- Are we ensuring equitable and appropriate representation of all CAM members on the Board of Directors?



What is the Governance Reform trying to accomplish?

- Ensure diversity of membership is represented on Board of Directors (diversity of identity, lived experience)
- Ensure individuals who can lead the success of CAM's Theory of Change are on the Board of Directors (skillsets)
- Engage more members in CAM's work



CAM's Current Structure

Individual Midwives become members of P/T MA and/or NCIM
& Midwifery Students become members of P/T MA and/or NCIM



Each MA appoints a CAM Director through their own election process = 15 CAM Directors

CAM Directors elect Executive Officers (President Elect, Vice President, Treasurer, Secretary) and Officers are appointed as Directors (meaning they maintain all voting rights)

15 CAM Directors appointed by MAs + 4 CAM Officers appointed by CAM Directors = CAM Board of Directors (19 people)



Governance Reform Process – To Date

Timeline	Activity
April to May 2022	Identified key partners & developed questions for focus groups
June to Nov 2022	Hosted 20+ focus group interviews, including both internal and external partners
Nov 2022 to March 2023	Reviewed data from focus groups and developed new governance structure
June 2023	Presented purpose of Governance Reform and first draft of new structure at CAM AGM 2023
October 2023	Hosted two-member information sessions on Governance Reform at CAM Conference 2023
Oct 2023 to April 2024	Worked with governance consultant to support Governance Reform work
May 2024	Completed first draft of new documents (Bylaws and terms of reference)
June 2024	Presented purpose of Governance Reform and final draft of new structure at CAM AGM 2024
July to Sept 2024	Worked with legal counsel to finalize Bylaws and documents and ensure compliance
October 23, 2024	Resolutions and Bylaws approved by the CAM Board of Directors
March 26, 2025	Special Members Meeting



Member Associations (P/T)

– What We Know

- Provincial/territorial associations (P/T) should be prioritized in the governance structure of CAM
- 7 to 8 PT associations out of 11 are considered “low capacity” associations
- 2 territories do not yet have formal associations (YT, NU)
- P/T associations understand issues related to rural/remote/urban practices, employment models, midwife working conditions, alternate practice models, etc
- P/T associations seek peer support through CAM
- P/T associations want to see CAM provide more association strengthening support
- P/T associations seek networking opportunities



New Canadian Midwifery Networks

New midwifery organizations have been formed in recent years. They are currently not represented on the CAM Board or recognized as member associations of CAM. They are not recognized within the current governance structure of CAM.

They include:

- Canadian Alliance of Racialized Midwives (CARM)
- Canadian Caucus of Queer & Trans Midwives (QTM)
- Other new associations may form in the future



CAM's Strategic Directions

Intended Impact:

Equitable access to excellent sexual, reproductive and newborn midwifery services for everyone.

3 Pillars (our work):

- **Advocacy** (federal government & public engagement)
- **Promote Excellence** (clinical care)
- **Association Strengthening** (member and partner associations)

Cross-cutting priority for the organization:

*Anti-Oppression/JEDI(Justice, Equity, Diversity & Inclusion)



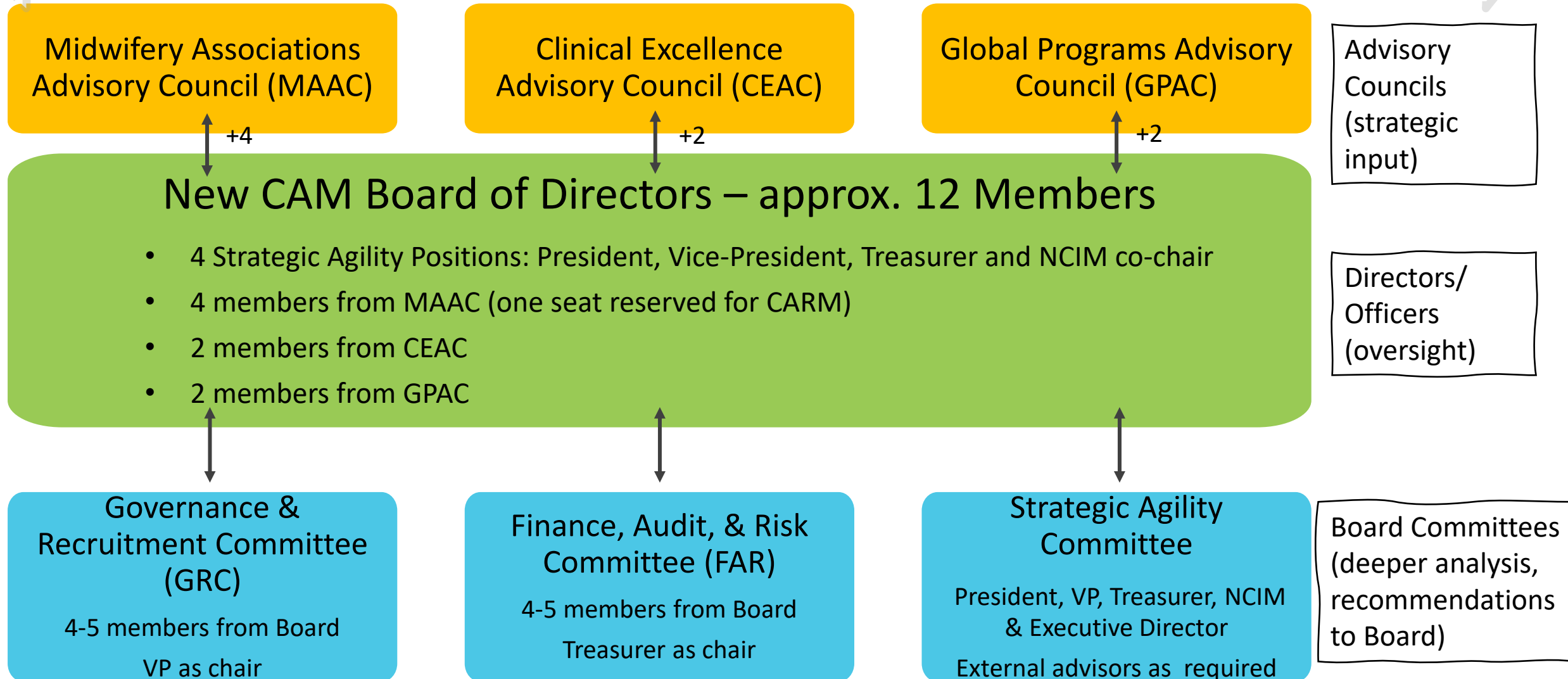
Recommendation

- Three (3) Advisory Councils each responsible for making recommendations to the CAM Board in 3 key areas: Association Strengthening & Advocacy, Promote Excellence, CAM Global
- Board of Directors holds fiduciary responsibility of CAM and monitors/approves Theory of Change (strategic directions based on Advisory Council recommendations), governance & policy, financial oversight, Executive Director recruitment & oversight, government relations.



Proposed Structure

Justice, Equity, Diversity, Inclusion (JEDI) principles are cross-cutting



Governance Reform Process – Next Steps

Timeline	Activity
March 26, 2025	Special Meeting of Members (virtual) to vote on proposed new CAM bylaws and articles
January to March 2025	<ul style="list-style-type: none"> • Finalize Advisory Council ToRs • Review and update (if needed) Officer and Director job descriptions • Draft governance policies and procedures (update Governance Manual) • Finalize JEDI principles
April to May 2025	<ul style="list-style-type: none"> • April 3 - BoD approves ToRs and other required documents • Call for interest for Advisory Councils launched after April 3 for 4 to 6 weeks • May 29 - BoD approves Advisory Council membership and other documents
June 11, 2025	Annual General Meeting (virtual) - new Advisory Councils announced
July to September 2025	<p>Call for Nominations for new BoD</p> <p>September 18 - Current BoD approves new BoD slate</p>
Early October 2025	Special Meeting of Members (virtual) to present new BoD slate for approval followed by first meeting of BoD to appoint Officers



Review of Proposed Resolutions

Refer to Notice of Meeting Package:

- **Appendix A1** – Text of proposed Special Resolutions of the Full Members and Member Associations;
- **Appendix A2** – Text of proposed Special Resolutions of the Student Members;
- **Appendix B** – Articles of Amendment (Form 4004);
- **Appendix C** – Restated Articles of Incorporation (Form 4007) (This document is included for information purposes only); and
- **Appendix D** – By-Law No. 1.

Special Resolution of the Full Members and Member Associations

Refer to Appendix A1 in the Notice of Meeting Package
Pages 3-4 (PDF)

BEFORE	NEW PROPOSED
<p>Five (5) classes of individual members:</p> <ul style="list-style-type: none">- Full Member: a voting member in good standing of a member association.- Associate Member: a non-voting member of a member association OR a midwife who resides in a jurisdiction where there is no member association- Student Member: a student member of a member association (non-voting).- Allied Member: a person who supports the Association's mission and vision (non-voting).- Honorary Member: to honour any person who has made a significant contribution to midwifery (non-voting). <p>Member Association: a midwifery association located in Canada that is a member in good standing of CAM, and includes NCIM.</p>	<p>One (1) class of voting membership for:</p> <ul style="list-style-type: none">- Member Associations- Midwifery Students- Midwives <p>The following membership classes will be terminated:</p> <ul style="list-style-type: none">- Associate membership- Allied membership- Honorary membership

Special Resolution of the Full Members and Member Associations

Refer to Appendix A1 in the Notice of Meeting Package
Pages 3-4 (PDF)

Motion to Adopt the Special Resolution of the Full Members and Member Associations which includes the following key changes to the membership of the Corporation:

- The voting membership class of Full Members shall be reclassified as “members”, and each person holding a Full membership in the Corporation on the date prior to the Effective Date shall, as of the Effective Date, continue as a member of the Corporation under the one class of voting members established pursuant to the Articles of Amendment;
- Each person whose name was recorded in the books of the Corporation as a Member Association on the date prior to the Effective Date shall, as of the Effective Date, continue as a member of the Corporation under the one class of voting members established pursuant to the Articles of Amendment and, pursuant to By-law No. 1, such Member Associations shall be referred to as Midwifery Associations;
- The non-voting membership class of Student Members shall be terminated, but each person holding a Student membership in the Corporation on the date prior to the Effective Date shall, as of the Effective Date, be admitted as a member of the Corporation under the one class of voting members established pursuant to the Articles of Amendment;
- The non-voting membership class of Associate Members shall be terminated;
- The non-voting membership class of Allied Members shall be terminated; and
- The non-voting membership class of Honorary Members shall be terminated.

Special Resolution of the Student Members

Refer to Appendix A2 in the Notice of Meeting Package
Complete Resolution on pages 6-7 (PDF)

BEFORE	NEW PROPOSED
Midwifery Students who were members of their provincial or territorial association or of the National Council of Indigenous Midwives were non-voting members of CAM.	Midwifery Students who are members of their provincial or territorial association or of the National Council of Indigenous Midwives will be voting members of CAM.

Special Resolution of the Student Members

Refer to Appendix A2 in the Notice of Meeting Package
Complete Resolution on pages 6-7 (PDF)

Motion to Adopt the Special Resolution of the Student Members which includes the following key changes:

The Corporation may terminate the non-voting membership class of Student Members, provided that each person holding a Student membership in the Corporation be admitted as a member of the Corporation under the one class of voting members to be established in accordance with the form of Articles of Amendment (Form 4004) presented to this meeting and annexed hereto.

Adoption of Articles of Amendment

Refer to Appendix B in the Notice of Meeting Package
Complete Resolution on pages 8-9-10 (PDF)

BEFORE	NEW PROPOSED
<ul style="list-style-type: none">- Five (5) classes of membership- Liquidation of Property: <i>On dissolution of the Corporation, any remaining assets are to be distributed to an organization promoting generally the same purposes (...). If no such organization exists, then the remaining assets may be disbursed to a charitable organisation (...)</i>	<ul style="list-style-type: none">- One (1) class of voting members- Liquidation of Property: <i>Any property remaining on liquidation of the Corporation, after discharge of liabilities, shall be distributed to one or more qualified donees.</i> (SIMPLIFIED WORDING)- Additional Provisions (text addition): <i>The Corporation shall be carried on without the purpose of gain for its members, and any profits or other accretions to the Corporation shall be used in furtherance of its purposes.</i>

Adoption of Articles of Amendment

Refer to Appendix B in the Notice of Meeting Package
Complete Resolution on pages 8-9-10 (PDF)

Motion to amend CAM's Articles of Continuance, dated July 28, 2014, as follows:

1. By deleting the provisions in section 8 (The classes, or regional or other groups, of members that the corporation is authorized to establish) in their entirety and replacing them with the following:
 - *The Corporation is authorized to establish one class of members. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.*
2. By deleting the provisions in section 9 (Statement regarding the distribution of property remaining on liquidation) in their entirety and replacing them with the following: *Any property remaining on liquidation of the Corporation, after discharge of liabilities, shall be distributed to one or more qualified donees within the meaning of subsection 248(1) of the Income Tax Act (Canada).*
3. By making the following changes to section 10 (Additional provisions):
The Corporation shall be carried on without the purpose of gain for its members, and any profits or other accretions to the Corporation shall be used in furtherance of its purposes.

Adoption of Bylaws No. 1.

Refer to Appendix D in the Notice of Meeting Package
Pages 14 to 34 (PDF)

- Previous Bylaws adopted in November 2013.
- Proposed new Bylaws drafted and reviewed by legal counsel to ensure compliance. <https://www.blumbergs.ca/> (experts in not-for-profit and charity law)
- Proposed new Bylaws adopted by the CAM Board of Directors on October 23, 2024.

MOTION to adopt Bylaws No.1 as presented and included in the Notice of Meeting package.

Special Thanks

- Alix Bacon – CAM Past President (2021-2023)
- Elizabeth Brandeis – Past CAM Vice President & Governance Committee Chair
- Claire Dion Fletcher – Current CAM Vice President and Governance Committee Chair
- Sarah Wolfe – Governance Consultant (October 2023-April 2024)
- Tonia Occhionero – CAM Executive Director
- Julia Bassili – CAM Manager, Operations

Special Meeting of Members Adjourned

Thank you!

Stay Connected



@canadianmidwives



CAM Ensemble
CANADA'S NATIONAL MIDWIFERY CONFERENCE

CAM Conference 2025
November 12-14
Westin Calgary, AB

Congrès ACSF
12-14 novembre





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ACSF APPREND

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