



To: TRC Membership
Date: April 22, 2026
Re: Recommended By-Law Change

RECOMMENDATION:

THAT the recommended amendment to Article Four of TRC's By-Law be approved.

REPORT:

In late January TRC experienced an unexpected change in leadership as a result of the resignation of then-Board Chair Peeter Poldre. Peeter's term as Chair was expected to continue until the 2027 Annual Members' Meeting (AMM).

Since that time, and in keeping with TRC's standing Board Chair Succession Plan, Clement Mbulu – formerly Vice Chair - has served as Acting Board Chair. Clement has indicated his willingness to continue in the Chair role for the 2026-2027 cycle until the 2027 AMM.

As Clement is presently in the final year of his second four-year term, however, an amendment to TRC's By-Law is necessary in order to ensure a smooth leadership transition. The By-Law is TRC's main governing document, setting out operating rules that guide the duties, rights and responsibilities of the Board of Directors and the Membership. Under the current By-Law (Article 4-1 (2)), a one-year absence is required before a retiring Director may be considered to re-join the Board.

It is therefore proposed that, in order to address exceptional circumstances, an addition be made to Article 4-1 of the By-Law as articulated below:

(6) Limited Extension for Officers (Executive Committee):

Notwithstanding Article 4-1 (2), a Director who is currently serving as an Officer of the Corporation (being a member of the Executive Committee, including the Chair, Vice Chair, Treasurer or Corporate Secretary) and who has reached the maximum number of consecutive terms permitted may, if nominated for election as a Director at an Annual Members' Meeting, be elected for one (1) additional term not exceeding one (1) year.

Such nomination shall be made only where the Board of Directors has determined that:

- (a) the extension is necessary to maintain continuity of leadership;*
- (b) a suitable successor is not reasonably available to fill the role; and*

(c) the Director's term would otherwise expire within six (6) months of the next Annual Members' Meeting, such that there is insufficient time to identify and transition a successor.

An individual may benefit from this provision only once.

A copy of the By-Law, with the above proposed addition, is appended to this report.

Submitted by:

Heather Shaw

Past Chair/Chair, Nominations Committee