Governance review report to the WSAVA General Assembly

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Introduction

The World Small Animal Veterinary Association (WSAVA) is a global federation of companion animal veterinary associations from around the world. WSAVA currently has 115 associations as members, representing more than 200,000 individual veterinarians, allied professionals, and educational partners. It has been active for over 60 years. The association is incorporated as a not-for-profit entity under Canadian law and its registered office is located in Canada.

WSAVA’s goal is to advance the health and welfare of companion animals through raising standards of veterinary care around the world. It has become the global voice of companion animal veterinarians through its advocacy on their and their patient’s behalf, as well as a global educational leader through its annual Congress, Guideline Working Groups, and outreach as well as online educational offerings. WSAVA has a focus on supporting companion animal veterinarians globally through collaboration, engagement, and education to facilitate and ensure the health and welfare of the animals they treat.

Much of WSAVA’s work is delivered through its clinical and operational committees under the leadership of its EB. WSAVA’s Assembly members set direction, ratify activities and hold leadership to account to ensure WSAVA continues to work towards its agreed goals. It functions through a dedicated group of volunteers that encompass a variety of roles including association officers, committee chairs and members, and Assembly (member association) representatives supported by a Secretariat administered by an Association Management Company (AMC) that oversee the administrative and communication needs of the WSAVA.

WSAVA volunteer engagement has been based on a collaborative working model that strives to ensure equity, diversity, inclusivity (EDI) and mutual respect. With growth in WSAVA’s scope, activities, and number of volunteers with varying ethnic backgrounds, the working environment has become more complex and would likely benefit from some clearer guidelines focused on how WSAVA accomplishes its goals while ensuring volunteer engagement and support, as well as compliance with the relevant Canadian regulatory environment.
Defining the need for a governance review

As the WSAVA association and community has grown over time, a variety of documents have been generated to better define roles, responsibilities, and expectations from a regulatory, leadership, Secretariat, and volunteer engagement perspective – these include WSAVA By-Laws, Committee Terms of Reference (ToR), and various Standard Operating Procedure (SOP) documents. Aside from the WSAVA By-Laws, these have historically been generated ad hoc by members of the WSAVA leadership team as the need presented itself but have never been assessed either individually or collectively to determine if they meet best practices from an association governance perspective.

As such, and as part of its ongoing commitment to good governance and risk management, and to provide a strong foundation for the future, the WSAVA EB tendered for proposals from entities with expertise in association governance. The key principle of the review was to assess the WSAVA’s governance systems and processes to ensure that the association was properly managing risk while effectively and efficiently delivering on its overall objectives, and fostering a healthy, respectful, and collaborative environment of volunteers.

Governance review firm selection

The WSAVA Executive Board selected Governology, located in Artaman NSW Australia, based on their extensive experience in performing governance reviews, including for other veterinary medicine focused associations. Governology is an incorporated legal practice combining governance and legal skills and expertise in assisting associations and charities in governance, strategy, contracting, operations, membership and finances.

Defining the broad scope and manner of work for a governance review

Scope:
- Overall organisational structure and function
- Currency of the By-Laws and other internal policies and rules
- Executive Board and Office Bearer Composition and Operations
- Committee structure and function
- Financial, compliance and operational matters

Methodology:
- Comprehensive By-Law, Committee ToRs, and SOP document review
- A review of applicable Canadian regulations as defined for Not-for-Profit incorporated entities registered federally in Canada
- Select interviews with Executive Board, Committee Chairs, and key members of the Secretariat
- Survey of Expanded Leadership Circle to assess attitudes towards current WSAVA communication and Governance processes
This was complemented by weekly meetings between the WSAVA EB (Walt Ingwersen) and Governology, as well as the input of a Membership Task Force and an Equity, Inclusivity, and Diversity Task Force.

**Outcomes**

Governology presented an interim assessment to the EB during its February 2022 Strategic Planning meeting, and this was followed up by their final review presented to the WSAVA EB in July 2022.

Their overall conclusion was:

*The Governance Review of WSAVA found that it is a well-run association and did not identify any significant concerns with the current governance structure. Recommendations contained in our report are largely around an update to the By Laws and opportunities to make evolutionary changes during the process. The Board (EB), being responsible for the governance of WSAVA, needs to discuss each of the recommendations made and consider which ones would be appropriate to implement given the current environment in which the association operates. This is a timely Governance Review given the growth in recent years from a volunteer-run organization to employing an Executive Director and Secretariat to manage day-to-day operations.*

In addition to reaffirming overall WSAVA good governance practices, Governology provided a number of recommendations and/or discussion points related to governance best practices for WSAVA EB consideration. The WSAVA has discussed these during their monthly EB TC as well as at 3 EB meetings dedicated to this topic. This allowed the EB to assess the various points for relevance & need, and where relevance was found, to prioritize next steps to ensure current and continued adherence to governance best practices. Approximately 1/3 of the points raised by Governology for consideration were determined to already be in progress with respect to review/implementation.

**Priorities**

1. To rewrite the WSAVA By-Laws to ensure they reflected current association structure and function, were simplified and/or clarified to ensure better By-Law understanding & functionality while meeting regulatory requirements. Revision will accomplish:

   a. Clearer definition of membership categories, including application and membership loss scenarios
   b. Streamlining and clarification of the Assembly representative roles and responsibilities
   c. Determination of EB composition and succession, including advisory member appointment and voting rights
d. Removal of content not required by Canadian regulation to be in By-Laws and moving to an accompanying SOP document

2. To have a strategic planning session with the Foundation to better understand our respective mission, vision, and goals, to determine if this supports continued collaboration, and if so that both associations incorporate good governance practices to ensure the WSAVA brand is protected into the future.

3. Select document review and revision for clarification as well as additional documentation generation where role or process clarification was required. These included:
   a. Generation of an EB ToR
   b. Development of an Industry Partner Charter
   c. Development of a committee (including EB) annual review process
   d. Updating the Conflict of Interest, Code of Conduct, and Complaints procedure documents
   e. Generation of a Governance Charter

**Next steps:**

1. Members Forum discussion in Lima Peru regarding proposed By Law revisions
2. Follow-up discussion between the Foundation and WSAVA leadership
3. Finalization and adoption of document review/generation as defined above