



June 4, 2020

TO: BAC OFFICIAL REPRESENTATIVES

RE: BAC By-law Amendments for June 25th 2020 AGM

The Board of Directors is seeking member ratification of two sets of by-law amendments previously approved by the Board.

Governance Changes Approved February 24th, 2020

Throughout 2019 the Board undertook a review of BAC's governance model and as a result approved a number of by-law changes including:

- Elimination of the 2nd Vice Chair role: This position was rarely filled and deemed redundant.
- Change of term of office for the Secretary/Treasurer for one year to two: This change now aligns with other terms of office for BAC Officers
- Elimination of the requirement to have an affiliate member as a Director: The composition of baker to allied member representation on the Board is a required 75%/25% split. Maintaining the percentages would regularly require expansion of the Board making fulsome discussions and joint decision making more challenging. In addition as BAC pays the expenses for Directors travel to meeting there is a cost element associated with a larger Board. Finally removal of the affiliate Director aligns Directors with being representative of member companies.
- Elimination of the Nominations Committee: The Nominations role has been incorporated into the Executive Committee

The before and after changes as a result of these amendments appear in the document: *BAC By laws Amendments - Governance*

Electronic/Virtual Meeting Amendments Approved May 19, 2020

In order to clarify electronic meeting of Directors and virtual meetings of members the Board of Directors approved the amendments identified in the document: *BAC By-law amendments – Electronic Meetings*. Please note that this document includes the February 25, 2020 amendments approved by the Board.

Regards

A handwritten signature in black ink, appearing to read "Paul Hetherington".

Paul Hetherington
President & CEO