

Canadian Actors' Equity Association

Policy Governance Document



Last updated December 2011

POLICY GOVERNANCE DOCUMENT

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Policy type: Ends

Policy name: Global Ends Statement

Policy: Ends-1

Last reviewed & adopted: 04/27/2009



Equity exists for the professional, artistic and economic advancement of Equity members in the live performance community to the highest degree possible, in an amount that justifies the cost.

1. Resources and Priority:

- (i)** Combined benefits under Ends-2 and Ends-3 will be provided at a level worth no less than 70% of Association resources;
- (ii)** Benefits under Ends-4 and Ends-5 will be provided at a level worth no less than 20% of Association resources; and
- (iii)** Where Ends-2 through Ends-5 are presented in an ordinal list, this shall be understood as an indication of priority, from greatest to least, except as specifically noted.

Policy type: Ends

Policy name: Working Under Contract

Policy: Ends-2

Last reviewed & adopted: 09/26/2011



All members will have protection, support and resources while working under contract.

1. With roughly equal priority, members will enjoy the following benefits:
 - (A) Members will work with secure contracts in place, ensuring:
 - (i) appropriate and consistent remuneration;
 - (ii) a guarantee on a portion of the fees payable; and
 - (iii) safe and sanitary places of engagement.
 - (B) Members will enjoy excellent working conditions, ensuring:
 - (i) protection from harassment, discrimination, reprisal and abuse; and
 - (ii) good working relationships with engagers whose actions consistently conform to legislation and contracts.
2. Members will derive present and future income protection from their work, including but not limited to:
 - (i) financial protection regarding age;
 - (ii) present and future financial security; and
 - (iii) taxation legislation and a social safety net that favours members' needs.
3. Members will have timely information and resources related to work under contract.

Policy type: Ends

Policy name: Pursuit of Future Contracts

Policy: Ends-3

Last reviewed & adopted: 04/29/2010



All members will enjoy equal access to work opportunities facilitated on an Equity contract, and will have protection, support and resources in the pursuit of future contracts.

1. Members will have timely information and resources to assist them, including but not limited to:
 - (i) information concerning job opportunities, auditions and workshops.
2. Members will enjoy active advocacy towards a favourable environment for careers in live performance in Canada, including:
 - (i) public policy that encourages artistic activities that are representative and respectful of our evolving and diverse Canadian population;
 - (ii) stable and sustainable funding for live performance; and
 - (iii) a tax status that favours members' needs.
3. Members will enjoy an excellent professional environment in which to pursue future contracts, ensuring:
 - (i) protection from harassment, discrimination, reprisal and abuse;
 - (ii) good working relationships with potential engagers whose actions consistently conform to legislation and contracts;
 - (iii) safe and sanitary places of work and audition; and
 - (iv) priority access to consistently-scheduled general auditions, for engagers with which Equity has a negotiated scale agreement.

Policy type: Ends

Policy name: Career Enhancement

Policy: Ends-4

Last reviewed & adopted: 09/26/2011



All members will have support and resources to enhance a career in live performance.

1. Members will enjoy recognition and credibility through their membership, including but not limited to:
 - (i) peer acknowledgement of achievement and service;
 - (ii) a presumption within the industry of personal professionalism; and
 - (iii) affiliation with an organization that has notable credibility within the industry.
2. Members will have affordable financial protection regarding health, accidents, illness and disability, as part of membership and in keeping with current member needs.
3. Members will enjoy the opportunity to work flexibly within any discipline in Equity's jurisdiction, both in pursuit of greater career breadth, and in recognition of cultural variation in live performance practice and the creative process.
4. Members will have financial assistance toward high-quality professional development opportunities and career skills training opportunities, worth at least \$60,000 per year, to a maximum of 3% of the previous year's revenues, consistent with members' expressed needs, and with an emphasis on opportunities which:
 - (i) encourage improvement of existing skills and acquisition of new skills; or
 - (ii) encourage breaking through stereotypes, typecasting, etc.; or
 - (iii) encourage artistic exploration, experimentation and risk-taking; or
 - (iv) increase member ability to take advantage of work opportunities; or
 - (v) increase member profiles in the community, including awareness of the diversity within Equity's membership; or
 - (vi) encourage collegiality and strengthen the professional live performance community.
5. Members will have current and timely information and resources concerning matters important to members, including but not limited to:
 - (i) protections and benefits available under End-4.2, and the manner in which they may be accessed in time of need;
 - (ii) financial assistance in times of crisis;
 - (iii) career transition services;
 - (iv) modest cost retirement housing;
 - (v) membership benefits, programmes and protections, scale agreements and policies; and
 - (vi) information about legal advice, tickets, and retirement planning.
6. Members, through their Association, will render assistance to occasional philanthropic projects within the performing arts, nationally and internationally, to a maximum value of 0.5% of the previous year's revenues.



POLICY GOVERNANCE DOCUMENT

Policy type: Ends

Policy name: Diversity

Policy: Ends-5

Last reviewed & adopted: 04/27/2009



As an outcome of all preceding Ends, members will work in a live performance environment that reflects the diversity of the community in which they work.



POLICY GOVERNANCE DOCUMENT

Policy type: Executive Limitations

Policy name: Global Executive Constraint

Policy: EL-1

Last reviewed & adopted: 04/27/2009



The Executive Director will not cause or allow any practice, activity, decision, or organizational circumstance which is either unlawful, discriminatory, imprudent or in violation of commonly accepted business and professional ethics and practices.

Further, without limiting the scope of the foregoing by this enumeration, he or she will not:

1. Allow conditions, procedures, practices or decisions that create inequity in member services or benefits.

Policy type: Executive Limitations

Policy name: Treatment of Members and Others who
have Interaction with Equity

Policy: EL-2 Last reviewed & adopted: 08/30/2010



With respect to members and others who have interaction with Equity, the Executive Director will not cause or allow conditions, procedures, or decisions which are unsafe, undignified, discriminatory, or unnecessarily intrusive, or which otherwise fail to provide a high standard of customer service.

Further, without limiting the scope of the foregoing by this enumeration, he or she will not:

1. Fail to operate facilities with appropriate accessibility and privacy.
2. Fail to establish with members and others who have interaction with Equity a clear understanding of what may be expected and what may not be expected from the service offered.
3. Fail to create a published customer service policy, and operate according to the said policy which defines clear service standards in the areas of: timelines for response to communication, timelines for provision of services, knowledgeable response to inquiry, and courteous treatment.
4. Fail to inform members and others who have interaction with Equity of this policy, or to provide a way to be heard for persons who believe they have not been accorded a reasonable interpretation of his/her protections under this policy.

Policy type: Executive Limitations

Policy name: Treatment of Staff and Volunteers

Policy: EL-3

Last reviewed & adopted: 10/04/2009



With respect to the treatment of staff and volunteers, including appointees to outside boards, the Executive Director will not cause or allow conditions which are unfair, undignified, disorganized, unsafe, unclear or discriminatory.

Further, without limiting the scope of the foregoing by this enumeration, he or she will not:

1. Operate without written personnel rules which: (a) clarify rules for staff, (b) provide for effective handling of grievances, and (c) protect against wrongful conditions, such as nepotism and grossly preferential treatment for personal reasons.
2. Discriminate against any staff member for non-disruptive expression of dissent.
3. Fail to acquaint staff with the Executive Director's interpretation of his/her protections under this policy.
4. Allow staff to be unprepared to deal with emergency situations.
5. Operate without an effective procedure for timely replacement of staff or volunteers as the need arises.

Policy type: Executive Limitations

Policy name: Financial Planning/Budgeting

Policy: EL-4

Last reviewed & adopted: 06/27/2005



Financial Planning for any fiscal year or the remaining part of any fiscal year will not deviate materially from Council's Ends priorities, risk fiscal jeopardy, or fail to be derived from a multi-year plan.

Further, without limiting the scope of the foregoing by this enumeration, the Executive Director will not:

1. Draft budgets that risk incurring those situations or conditions described as unacceptable in the Council policy EL-5 Financial Conditions and Activities.
2. Omit credible projections of revenue and expenses and the assumptions used to create the projections within the budgets.
3. Fail to redraft budgets when circumstances have substantially changed and the assumptions are clearly inappropriate.
4. Provide less for Council prerogatives during the year than set forth in GP-9 Cost of Governance Policy.

Policy type: Executive Limitations

Policy name: Financial Conditions and Activities

Policy: EL-5

Last reviewed & adopted: 06/27/2005



With respect to the actual, ongoing financial condition and activities, the Executive Director will not cause or allow the development of fiscal jeopardy or material deviation of actual expenditures from Council priorities established in Ends policies.

Further, without limiting the scope of the foregoing by this enumeration, he or she will not:

1. Allow the balance between revenues and expenditures in the fiscal year to compromise the maintenance of the stabilization fund at the level of the previous year's operating expenses except when (a) there is a significant unforeseeable increase in expenses or (b) there is a significant unforeseeable reduction in revenue.
2. Incur debt in an amount greater than can be repaid by certain, otherwise unencumbered revenues within 180 days.
3. Fail to maintain trust funds unencumbered and available for immediate refund in full to the depositors.
4. Fail to maintain trust funds as discrete accounts except to the extent that funds may be co-mingled with other accounts in an interest bearing account to achieve a higher rate of interest than the funds would have received individually.
5. Fail to settle payroll and debts in a timely manner.
6. Allow tax payments or other government ordered payments or filings to be overdue or inaccurately filed.
7. Acquire, encumber or dispose of real property.
8. Fail to aggressively pursue receivables, excluding membership dues, after a reasonable grace period.



POLICY GOVERNANCE DOCUMENT

Policy type: Executive Limitations

Policy name: Emergency Executive Director Succession

Policy: EL-6

Last reviewed & adopted: 06/27/2005



In order to protect the Council from sudden loss of Executive Director services, the Executive Director will have at least one other executive sufficiently familiar with Council and Executive Director issues and processes to enable him/her to take over with reasonable proficiency as an interim successor. The Executive Director may not enter into any obligation implied or explicit regarding his/her succession.

Policy type: Executive Limitations

Policy name: Asset Protection

Policy: EL-7

Last reviewed & adopted: 11/24/2008



The Executive Director will not cause or allow Equity assets to be unprotected, inadequately maintained or unnecessarily risked.

Further, without limiting the scope of the foregoing by this enumeration, he or she will not:

1. Fail to insure against theft and casualty losses and employee wrongdoing to a level that is the average for comparable organizations.
2. Subject premises and equipment to improper wear and tear or insufficient maintenance.
3. Unnecessarily expose the organization, its Council or staff to claims of liability.
4. Make any purchase without normally prudent protection against conflict of interest.
5. Make any purchase of a significant amount of money without having compared prices and quality from different vendors.
Orders shall not be split to avoid this criterion.
6. Fail to protect intellectual property, information and files from loss or significant damage.
7. Receive, process or disburse funds under controls that are insufficient to meet the Council-appointed auditor's standards.
8. Engage parties already chosen by the Council as consultants or advisors, or otherwise compromise the independence of the Council's audit or other external monitoring or advice.
9. Unnecessarily endanger the organization's public image or credibility, or impede its ability to accomplish Ends.
10. Change the organization's name or substantially alter its identity in the community.
11. Create or purchase any subsidiary corporation.
12. Make any grants, however charitable donations are not prohibited.
13. Risk the loss of capital or fail to favour the safety of assets over return in regard to investing the stabilization fund referred to in EL-5 Financial Condition and Activities.
(A) No investments may be made in other than bonds or cash accounts or like mutual funds; and without demonstrable avoidance of conflict of interest.
14. Within reasonable financial boundaries, fail to consider opportunities to use environmentally sound practices in all means under his or her control.

Policy type: Executive Limitations

Policy name: Compensation and Benefits

Policy: EL-8

Last reviewed & adopted: 06/27/2005



With respect to employment, compensation, and benefits to employees, consultants, contract workers and volunteers, the Executive Director will not cause or allow jeopardy to fiscal integrity or the Association's image amongst its membership and/or the general public.

Further, without limiting the scope of the foregoing by this enumeration, he or she will not:

1. Change the Executive Director's own compensation and benefits, except as his or her benefits are consistent with a package for all other employees.
2. Use volunteers to perform ongoing tasks for which one would reasonably expect payment.
3. Promise or imply guaranteed employment in excess of labour standards or generally accepted management compensation practices.
4. Establish current compensation and benefits that deviate materially from the current geographic or professional market for the skills employed.
5. Create obligations over a longer term than revenues can be safely projected, or which fail to take into account the possibility of unforeseeable losses in revenue.
6. Establish or change pension benefits so as to cause unpredictable or inequitable situations, including those that:
 - (A) Incur unfunded liabilities.
 - (B) Provide less than some basic level of benefits to all full time employees, subject to a one year elimination period followed by a two year vesting period. Differential benefits to encourage longevity are not prohibited.
 - (C) Allow any employee to lose benefits already accrued from any foregoing plan.
 - (D) Treat the Executive Director differently from other key employees.

Policy type: Executive Limitations

Policy name: Communication and Support to Council

Policy: EL-9

Last reviewed & adopted: 03/28/2011



The Executive Director will not permit the Council to be uninformed or unsupported in its work.

Further, without limiting the scope of the foregoing by this enumeration, he or she will not:

1. Neglect to submit required monitoring data (see policy "Monitoring Executive Director Performance") in a timely, accurate, understandable, non-defensive and unbiased fashion, directly addressing provisions of Council policies being monitored and justifying his/her interpretation.
2. Fail to report in a timely manner an actual or anticipated noncompliance with any policy of the Council.
3. Neglect to submit decision information required periodically by the Council or let the Council be unaware of relevant trends.
4. Let the Council be unaware of any incidental information it requires including anticipated media coverage, threatened or pending lawsuits, material internal changes, and relevant governmental action or initiatives.
5. Fail to advise the Council if, in the Executive Director's opinion, the Council is not in compliance with its own policies on Governance Process and Council-Executive Director Linkage, particularly in the case of Council behavior which is detrimental to the work relationship between the Council and the Executive Director.
6. Present information in unnecessarily complex or lengthy form or in a form that fails to differentiate among information of three types: monitoring, decision preparation, and other.
7. Fail to provide a workable mechanism for official Council, officer, or committee logistics and communications.
 - (A) Workable mechanisms include, where applicable, seconding appropriate staff to a Council function. Staff assigned to the committee will be selected by the Executive Director and the Executive Director remains accountable for such staff's performance.
 - (B) Logistics include those required for the timely fulfillment of committee assignments as noted in the Committee Structure policy as well as those mechanical and logistical requirements of the Council set forth in the bylaws.
8. Fail to publish, and operate according to, a support policy for official Council, officer, or committee logistics and communications, defining clear timelines for response to communication and provision of services.
9. Fail to deal with the Council as a whole except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the Council.
10. Fail to supply for the Council's consent agenda, along with applicable monitoring information, all decisions delegated to the Executive Director yet required by law, regulation, or contract to be Council-approved.

POLICY GOVERNANCE DOCUMENT

Policy: EL-9 cont.

Policy name: Communication and Support to Council

11. Fail to inform the Council on the negotiation of scale agreements and the issuing or revision of engagement policies.

Further, without limiting the scope of the foregoing by this enumeration, he or she will not fail to:

- (A) Provide timely notice of the general schedule of upcoming negotiation or engagement document review.
- (B) Provide, where reasonable and advisable to do so, general information on the substantive issues slated for negotiation or review.
- (C) Provide timely notice of the conclusion of negotiation or review, including notification of principal changes to the engagement document.
- (D) Provide timely notice of ratification results for negotiated scale agreements.

Policy type: Executive Limitations

Policy name: Members and Staff Retirement Funds

Policy: EL-10

Last reviewed & adopted: 11/02/2008



With regard to both the registered and non-registered retirement savings plans (the “Plans”) and the retirement funds of members and staff (the “Plan Members”), the Executive Director acting on behalf of Council will not:

- (i) allow practices that would compromise the ability of Plan Members to benefit fully from their retirement contributions and investment choices; and
- (ii) fail to exercise the care, diligence and skill in the administration of the Plan that a person of ordinary prudence would exercise in dealing with the property of another person.

Further, without limiting the foregoing through this enumeration, he or she will not fail to:

1. include as Plan Members all staff and Association members eligible to participate in the Plans;
2. ensure that the design, administration and service standards of the Plans conform to prevailing best practice standards for pensions and capital accumulation plans;
3. conform to best practice standards for responsible handling of Plan Member funds held in trust outside the Plans;
4. engage appropriate outside service providers for the Plans;
5. aggressively pursue Plan Member contributions deducted at source, but not yet forwarded for allocation to the Plan Member’s credit;
6. implement standards for retention of unallocated Plan Member funds, and for pursuit of allocation over a reasonable timeframe in order to minimize unallocated funds;
7. reassign Plan Member funds that have remained unallocated beyond the retention timeframe, as set out in the bylaws;
8. maintain an appropriately constituted investment committee to select and monitor investment options in the Plans, including on the committee at least one Plan Member representative from each of the Association membership and staff; and
9. assist the investment committee, ensuring that it:
 - (i) exercises the care, diligence and skill in the investment of Plan Member funds that persons of ordinary prudence would exercise in dealing with the property of another person;
 - (ii) selects a range of investment options appropriate for Equity’s retirement Plans;
 - (iii) chooses an appropriate default investment option;
 - (iv) regularly reviews the default investment option for continued suitability as the default option, especially as regards the balance of return and risk;
 - (v) regularly reviews the suitability of each investment option for continued inclusion in the Plan, including review of returns in comparison to similar investment options, or composite indices as appropriate;
 - (vi) discontinues or replaces investment options if, in the informed opinion of the committee, that option is no longer appropriate for Equity’s retirement Plans; and
 - (vii) provides the Executive Director with at least an annual report of their findings, for inclusion with his or her annual monitoring report.

Policy type: Executive Limitations

Policy name: Scale Agreement Negotiation, Administration
and Enforcement

Policy: EL-11 Last reviewed & adopted: 01/31/2011



With respect to the negotiation, application and enforcement of scale agreements and engagement policies, the Executive Director will not:

1. Fail to inform the affected membership on, or provide timely opportunity for them to contribute to, the review and negotiation of scale agreements, and the issuing or revision of engagement policies.

Further, without limiting the scope of the foregoing by this enumeration, he or she will not fail to:

- (A) Collect revision input from the affected membership in advance of negotiation or review of an engagement document.
 - (B) Provide timely notice of the general schedule of upcoming negotiation or engagement document review.
 - (C) Provide, where reasonable and advisable to do so, general information on the substantive issues slated for negotiation or review.
 - (D) Provide timely notice of the conclusion of negotiation or review, including notification of principal changes to the engagement document.
 - (E) Secure member ratification of negotiated or renegotiated scale agreements in a manner consistent with bylaw 65.
 - (F) Provide timely notice of ratification results for negotiated scale agreements.
2. Allow unqualified deviations from, or fail to enforce, the Association's scale agreements and engagement policies.

Further, without limiting the scope of the foregoing by this enumeration, he or she will not:

- (A) Fail to interpret and enforce the terms and conditions as negotiated, written, and historically interpreted.
- (B) Fail to meet required deadlines for enforcement of an interpretation and/or dispute resolution.
- (C) Expend the resources of the Association in the resolution of a dispute or pursuit of an interpretation beyond the point that it is prudent to do so.
- (D) Reduce any of the terms or conditions of a scale agreement except where consistent with long term ends and without:
 - (a) Confirming the support of the majority of members affected by the reduction, or when such a reduction is contemplated in advance of the engagement, ensuring that all members affected by the reduction are notified of the change to the Agreement prior to signing their engagement contracts.
 - (b) Confirming that such a reduction does not create a precedent or the impression of a precedent.
 - (c) Confirming that the reduction or change would alleviate a legitimate financial hardship to the producer or alternatively, that there is a reasonable quid pro quo for the member(s) affected.
 - (d) Consulting with knowledgeable members in the affected region or discipline.

POLICY GOVERNANCE DOCUMENT

Policy: EL-11 cont.

Policy name: Scale Agreement Negotiation,
Administration and Enforcement

- (e) Ensuring that such a reduction would not compromise the health and safety of members.
- (E) Fail to take into account cultural variation in live performance practice when evaluating proposed deviations from a scale agreement.

Policy type: Executive Limitations

Policy name: Delivery of Ends-4

Policy: EL-12

Last reviewed & adopted: 05/02/2011



1. In the awarding of funds under Ends-4.3, the Executive Director may not:
 - (A) Fail to ensure that all members, regions and disciplines have equitable access to the professional development opportunities.
 - (B) Award grants directly related to a production, or for activities outside of Equity's jurisdiction.
 - (C) Fail to consult with knowledgeable members in the relevant discipline and/or region when considering disbursement of professional development funds.
 - (D) Fail to ensure that the vast majority of the funds be allocated to disbursement to members and projects, and not the administration of the project or activity.
2. In the delivery of Ends 4.4 the Executive Director may not:
 - (A) Fail to ensure that all affected members who might gain from a specific member benefit, programme, protection, scale agreement and engagement policy, are informed of its existence and able to readily acquire information on it.
3. In the delivery of Ends 4.5 the Executive Director may not:
 - (A) Use resources when such expense would compromise achievement of higher priority Ends.
 - (B) Use resources for projects that are not clearly philanthropic in nature.



POLICY GOVERNANCE DOCUMENT

Policy type: Executive Limitations

Policy name: Association Offices

Policy: EL-13

Last reviewed & adopted: 11/24/2008



The Executive Director may not close or relocate the Western Office without ensuring, by thorough prior evaluation, including discussion with affected members, that the level of service provided to members will not be materially compromised, and that he/she will be able to continue to effectively deliver on Ends.

Policy type: Executive Limitations

Policy name: Election Logistics

Policy: EL-14

Last reviewed & adopted: 10/25/2010



With respect to the logistics of Council and Council Policy Advisory Group elections, the Executive Director will not allow any practice or decision that would compromise the conduct of secure, anonymous, verifiable and accurate elections.

Further, without limiting the scope of the foregoing by this enumeration, he or she will not fail to:

1. Ensure the distribution, collection and storage of physical ballots and electronic ballot data in a secure manner, one that reasonably ensures receipt and use only by the intended person, and that does not permit association of an open ballot with the voter having cast it.
2. Ensure that ballots are only distributed to, and complete ballots are only accepted from, persons eligible to vote.
3. Ensure that only one ballot is accepted per person.
4. Ensure the reasonable and consistent validation of received ballots.
5. Ensure that votes are tallied in a timely manner following the deadline for the receipt of ballots as directed.
6. Ensure that votes are accurately tallied and certified and the results reported to Council and the membership in a timely manner.
7. Retain all physical ballots or electronic ballot data for the full term of Council to which it applies.
8. Retain the certified tallies for a minimum of ten (10) years.



POLICY GOVERNANCE DOCUMENT

Policy type: Governance Process

Policy name: Global Governance Commitment

Policy: GP-1

Last reviewed & adopted: 06/27/2005



The purpose of the Council, on behalf of the membership, is to see to it that Canadian Actors' Equity Association (a) achieves appropriate results for appropriate persons at an appropriate cost (as specified in Council Ends policies), and (b) avoids unacceptable actions and situations (as prohibited in Council Executive Limitations policies).

Policy type: Governance Process

Policy name: Governing Style

Policy: GP-2

Last reviewed & adopted: 04/29/2010



The Council will govern lawfully with an emphasis on (a) outward vision rather than an internal preoccupation, (b) encouragement of diversity in viewpoints, (c) strategic leadership more than administrative detail, (d) clear distinction of Council and chief executive roles, (e) collective rather than individual decisions, (f) future rather than past or present, and (g) proactivity rather than reactivity.

Accordingly:

1. The Council will cultivate a sense of group responsibility. The Council, not the staff, will be responsible for excellence in governing. The Council will be the initiator of policy, not merely a reactor to staff initiatives. The Council will not use the expertise of individual members to substitute for the judgment of the Council, although the expertise of individual members may be used to enhance the understanding of the Council as a body.
2. The Council will direct, control and inspire the organization through the careful establishment of broad written policies reflecting the Council's values and perspectives. The Council's major policy focus will be on the intended long-term impacts outside the staff organization, not on the administrative or programmatic means of attaining those effects.
3. The Council will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policymaking principles, respect of roles, and ensuring the continuance of governance capability. Although the Council can change its governance process policies at any time, it will observe those currently in force scrupulously.
4. Continual Council development will include orientation of new Council members in the Council's governance process and periodic Council discussion of process improvement.
5. The Council will allow no officer, individual or committee of the Council to hinder or be an excuse for not fulfilling group obligations.
6. The Council will monitor and discuss the Council's process and performance on a routine schedule throughout each year. Self-monitoring will include comparison of Council activity and discipline to policies in the Governance Process and Council-Executive Director Linkage categories.
7. Council will promote representative diversity within Council and its advisory committees.

Accordingly, Council will:

- (i) include a diversity statement in any solicitation of candidacy;
- (ii) make special efforts to ensure that all members are aware of their opportunity for candidacy; and
- (iii) include specific outreach solicitation within member communities from which representation has been historically lacking.

POLICY GOVERNANCE DOCUMENT

Policy: GP-2 cont.

Policy name: Governing Style

8. Council will promote representative diversity in any open solicitation of members for advisory or policy consultation purposes.
Accordingly:
 - (A) Council will:
 - (i) include a diversity statement in any solicitation of participation in advisory work;
 - (ii) make special efforts to ensure that all members are equally aware of their opportunity for participation; and
 - (iii) include specific outreach solicitation within member communities from which participation has been historically lacking
 - (B) Notwithstanding the requirements of GP-2.8(A), Council may limit solicitation to specific member communities where the Council activity is focused on that community, such as in a targeted survey or policy consultation, such limitation to be cautiously exercised.
9. Council will consider environmentally sound practices in all means under Council's control, including the work of its committees.

Policy type: Governance Process

Policy name: Council Job Description

Policy: GP-3

Last reviewed & adopted: 05/02/2011



Specific job outputs of the Council, as an informed agent of the membership as owners, are those that ensure appropriate organizational performance.

Accordingly, the Council has direct responsibility for:

1. The link between the membership as owners and the operational organization.
2. Written governing policies that address the broadest levels of all organizational decisions and situations.
 - (i) Ends: Organizational products, impacts, benefits, outcomes, recipients, and their relative worth (what good for which recipients at what cost);
 - (ii) Executive Limitations: Constraints on executive authority which establish the prudence, legal, and ethics boundaries within which all executive activity and decisions must take place;
 - (iii) Governance Process: Specification of how the Council conceives, carries out, and monitors its own task; and
 - (iv) Council-Executive Director Linkage: How power is delegated and its proper use monitored; the Executive Director role, authority and accountability.
3. The assurance of successful organizational performance on Ends and Executive Limitations.
4.
 - (i) The consideration of applications to resign from the Association, and of applications for reinstatement following resignation; and
 - (ii) the conferral of: honours, and grants for any purpose other than Ends-4.3 activities.
5.
 - (A) Any membership organizing initiative that would require amendment to the jurisdiction of the Association.
 - (B) Securing membership approval for any jurisdictional change that would fundamentally alter the nature of the Association.

Policy type: Governance Process

Policy name: Agenda Planning

Policy: GP-4

Last reviewed & adopted: 11/29/2010



To accomplish its job products with a governance style consistent with Council policies, the Council will follow an annual agenda which (a) completes a re-exploration of Ends policies at a frequency appropriate to the priority of the End, but no less than once per term, and (b) continually improves Council performance through Council education and enriched input and deliberation.

1. The cycle will conclude each year on the last day of October so that administrative planning and budgeting can be based on accomplishing a one year segment of the Council's most recent statement of long term Ends.
2. The cycle will start with the Council's development of its Work Plan for the next year.
 - (A) Council will determine which owner issues it intends to address.
 - (B) Council will plan for and arrange consultations with selected groups in the membership, or other methods of gaining membership input will on major owner issues.
 - (C) Council will plan its communication strategy for keeping the membership informed of its activities and the results of its work.
 - (D) Council will determine needs and arrange for its own education (e.g. presentations by futurists, demographers, advocacy groups, staff, potential new members, etc.) in relation to governance work and the decision-making information required to knowledgeably decide scheduled owner issues.
3. Recent Monitoring Reports sent at least ten (10) days in advance of a Council meeting will be placed on the agenda as a group for acceptance under the agenda item "Affirmation of receipt and acceptability of monitoring data." A vote on acceptance of Monitoring Reports sent less than ten 10. days in advance may be deferred for a single meeting in order to give Councillors time to properly review and consider the reports. Council will err on the side of ensuring adequate Councillor preparation in making this determination.
4. Throughout the year, the Council will attend to consent agenda items as expeditiously as possible.
5. Executive Director monitoring will be included on the agenda if monitoring reports show policy violations, or if policy criteria are to be debated.
6. Executive Director remuneration will be decided during the month of February after a review of monitoring reports received in the last year.
7. At the February Council meeting of each year, Council will determine a mechanism for its direct monitoring of policy EL-9. If a committee is desired, it will be struck at the same meeting.
8. At the April Council meeting of the year preceding elections, Council will strike a renewal committee to plan for and conduct the elections.

POLICY GOVERNANCE DOCUMENT

Policy: GP-4 cont.

Policy name: Agenda Planning

9. The agenda for each ordinary meeting of Council will have an item to permit the introduction of Emerging Issues, items outside Council's normal cycle of agenda topics. All requests received will be proposed for consideration, subject to the President's discretion as set out below. Council will signify by a majority vote whether or not it accepts the request and will refer accepted items to the President for timely insertion into a future agenda. Accepted requests will be tracked in a manner that allows Councillors to confirm acceptance of the request, and to be aware of tentative scheduling. Requests will not normally be taken up for immediate discussion upon acceptance, except where Council recognizes an urgent need to do so.

Requests for consideration under Emerging Issues should be made in writing and submitted to the President and Secretary/Treasurer by the end of the third day prior to the meeting. The President may exercise the following discretion in responding to these requests prior to raising them at Council:

- (i) requests that inarguably do not reflect ownership concerns will be referred to the Executive Director;
- (ii) a request may be given priority for proposal where it is clear that delay would be harmful; and
- (iii) a request may be given priority for proposal when the topic would fit well with an upcoming cyclical agenda item.

Should the President delegate authority for chairing a meeting, then all these responsibilities, save for scheduling accepted items, will devolve to the acting Chair.

Policy type: Governance Process

Policy name: Chief Governance Officer's Role

Policy: GP-5

Last reviewed & adopted: 08/30/2010



The President, as Chief Governance Officer (CGO), assures the integrity of the Council's process and where appropriate, represents the Council to outside parties.

Accordingly:

1. The assigned result of the President's job is that the Council behaves consistently with its own rules and those legitimately imposed upon it from outside the organization, and that Council is assisted toward organized and effective use of its meeting time.
 - (A) Meeting discussion content will be on those issues which, according to Council policy, clearly belong to the Council to decide or to monitor.
 - (B) Information that is for neither monitoring performance nor Council decisions will be minimized and always noted as such.
 - (C) Deliberation will be fair, open, and thorough, but also timely, orderly, and kept to the point.
 - (D) The Council Calendar and Work Plan will be kept up to date and available to Council.
 - (E) Council agendas will be prepared for distribution as set out in Policy GP-11, and will reflect topic and scheduling decisions set out in policy and decisions made by Council as part of current discussion.
 - (F) The agenda and notification for the National Annual General Meeting will be prepared and published as set out in relevant bylaws.
 - (G) Council will have available to it the information resources and outside support it requests, or will predictably require, for knowledgeable and effective discussion of topics, for members' meetings, and for external monitoring.
 - (H) A Cost of Governance report and budget for the coming year will be prepared for review and adoption at each fiscal year end, and amended as circumstances require.
 - (I) Requests for consideration on emerging issues will be evaluated and dealt with in a timely fashion as set out in Policy GP-4.
 - (J) Council and committee attendance reminders, and termination letters as necessary, will be sent out in a timely fashion.
2. The authority of the President consists in making decisions that fall within topics covered by Council policies on Governance Process and Council-Executive Director Linkage, with the exception of (a) employment or termination of an Executive Director (b) the disciplining of individual Council members and (c) where the Council specifically delegates portions of this authority to others. The President is authorized to use any reasonable interpretation of the provisions in these policies.
 - (A) The President is empowered to chair Council meetings with all the commonly accepted power of that position, such as ruling and recognizing.

POLICY GOVERNANCE DOCUMENT

Policy: GP-5 cont.

Policy name: Chief Governance Officer's Role

- (B) The President has no authority to make decisions about policies created by the Council within Ends and Executive Limitations policy areas. Therefore, the President has no authority to supervise or direct the Executive Director.
- (C) The President may represent the Council in announcing Council-stated positions and in stating chair decisions and interpretations within the area delegated to her or him.
- (D) Once Council has decided the honours recipients for the year, the President will work with staff to notify the recipients in writing, and will sign the various commemorative certificates for the presentation ceremony.
- (E) The President may delegate this authority, but remains accountable for its use.

Policy type: Governance Process

Policy name: Council Members' Code of Conduct

Policy: GP-6

Last reviewed & adopted: 10/24/2010



The Council commits itself as a body and individually as Councillors to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as Councillors.

1. Councillors must have loyalty to the membership, unconflicted by loyalties to staff, other organizations, and any personal interest as a consumer.
2. Councillors must avoid conflict of interest with respect to their fiduciary responsibility.
 - (A) Upon election or appointment, and thereafter as circumstances change, Councillors will disclose to Council their involvements with other organizations or associations, or with vendors, which might present a conflict of interest, or might reasonably be perceived as doing so. The involvement of a spouse, partner or family member in any of the following situations may also give rise to conflict of interest. Council, in its sole discretion, will determine the extent of any conflict, whether direct or indirect, and may require removal of the conflict, recusal or other conflict avoidance measures as it sees fit.
 - (a) The following involvements will ordinarily be considered as irreconcilably in conflict with a Councillor's fiduciary responsibility:
 - (i) holding a director's or senior administrative position with any organization with which Equity negotiates a collective agreement, or participation in such organization's negotiation team;
 - (ii) holding a directorial or senior administrative position with any organization against which Equity has initiated a labour action, including, but not limited to strike, boycott or denial of member services, workplace organizing, debt collection, or notice of breach of a scale agreement or engagement policy; or
 - (iii) having a spouse or significant other on Equity staff.
 - (b) The following involvements will ordinarily be considered as manageably in conflict with a Councillor's fiduciary responsibility:
 - (i) holding a director's or senior administrative position with an organization which engages Equity members;
 - (ii) holding a director's or senior administrative position with any other performance-oriented union or organization (e.g. The Actors' Fund of Canada, Canada Council, Performing Arts Lodges, etc.); or
 - (iii) having a direct or indirect connection to any supplier of material or services contracted to Council.
 - (B) When the Council is to decide upon an issue, about which a Councillor has an unavoidable conflict of interest, that Councillor shall absent herself or himself without comment from not only the vote, but also from the deliberation.
 - (C) Councillors will not use their Council position to obtain employment in the organization for themselves, family members, or close associates. Should a Council member apply for employment, he or she must first resign from the Council.

POLICY GOVERNANCE DOCUMENT

Policy: GP-6 cont.

Policy name: Council Members' Code of Conduct

3. Councillors may not attempt to exercise individual authority over the organization.
 - (A) Councillors' interaction with the Executive Director or with staff must recognize the lack of authority vested in individuals.
 - (B) Councillors' interaction with public, press or other entities must recognize the same limitation and the inability of any Council member to speak for the Council except to repeat explicitly stated Council decisions.
 - (C) Except for participation in Council deliberation about whether the Executive Director has achieved any reasonable interpretation of Council policy, Councillors will not express individual judgments of performance of the Executive Director or employees of the Executive Director in a manner that undermines the authority of the Executive Director.
4. Councillors will respect the confidentiality appropriate to issues of a sensitive nature.
5. Councillors will be properly prepared for Council deliberation.
6. A Council member may request a leave of absence from his/her duties. This leave of absence may not exceed a period of three (3) consecutive meetings. Any leave of absence is retroactive to the Councillor's first absence. This provision may not be used for any member more than once per term, and may not be used to extend a prior absence. Absence beyond a third meeting will result in automatic termination. Requests for a leave of absence must be submitted to the President before the second meeting is missed.

Policy type: Governance Process

Policy name: Council Committee Principles

Policy: GP-7

Last reviewed & adopted: 06/27/2011



Council committees, when used, will be assigned so as to reinforce the wholeness of the Council's job and so as never to interfere with delegation from Council to the Executive Director.

Accordingly:

1. Council committees are to help the Council do its job, not to help or advise the staff. Committees ordinarily will assist the Council by preparing policy alternatives and implications for Council deliberation. In keeping with the Council's broader focus, Council committees will normally not have direct dealings with current staff operations.
2. Council committees may not speak or act for the Council except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the Executive Director.
3. Council committees cannot exercise authority over staff. Because the Executive Director works for the full Council, he or she will not be required to obtain approval of a Council committee before an executive action.
4. Council committees are to avoid over-identification with organizational parts rather than the whole. Therefore, a Council committee that has helped the Council create policy on some topic will not be used to monitor organizational performance on that same subject.
5. Except for committees specified in the bylaws, committees will be used sparingly and ordinarily in an ad hoc capacity.
6. This policy applies to any group which is formed by Council action, whether or not it is called a committee and regardless whether the group includes Councillors. It does not apply to committees formed under the authority of the Executive Director.
7. Council will determine the expected product of each committee, the appropriate level of Association resources to be allocated and a reasonable timeline for the completion of each committee's work.
 - (A) No committee shall assume access to Association resources not properly allocated to it.
 - (B) Committees shall be responsible for ensuring that any such resources are appropriately and efficiently used.
8. Council committees will ensure that Council is kept up to date on committee activities related to their assigned product through written reports as necessary. Receipt of committee reports will be acknowledged by motion on the Council agenda, but not ordinarily taken up for discussion. Incidental information flowing from committee activities may be circulated to Council informally, but will not be placed on the agenda.
9. Council committees shall take minutes or some other summary record of committee discussions. Minutes of meetings and reports to Council must be filed with the Council Secretary and the Executive Director to be kept as part of Council's records.

POLICY GOVERNANCE DOCUMENT

Policy: GP-7 cont.

Policy name: Council Committee Principles

10. At least three (3) members present at a meeting of a Council Policy Advisory Group shall constitute a quorum, although the Advisory Group may establish a higher quorum if it considers one to be advisable. Notice of change of quorum must be approved by Council.
11.
 - (A) Replacement of members of a Council Policy Advisory Group will be conducted in accordance with bylaw 81 (Diversity).
 - (B) Where a regular member of a Council Policy Advisory Group resigns, is terminated or dies, such vacancy shall be filled by either:
 - (i) an unelected Council Policy Advisory Group candidate from the most recent election; or
 - (ii) an elected Councillor from the current term, who has resigned his or her position.
 - (C) Where the Council Policy Advisory Group uses the approach in sub-policy 11(B)(i) and there is more than one unelected candidate, the position will be offered first to the candidate with the most votes, and thereafter in descending vote count order through the remaining unelected candidates.
 - (D) In the event that the Council Policy Advisory Group is unable to recommend a replacement as set out in sub-policy 11(B), the Council Policy Advisory Group shall appoint a replacement of its own choosing from the membership at large, with the approval of Council and subject to the eligibility requirements expressed in bylaws for holding that Council Policy Advisory Group seat. In advance of approaching any member for appointment, the Council Policy Advisory Group shall determine a short list of appropriate candidates, and determine the order in which they will be approached.
 - (E) Where a member of a Council Policy Advisory Group is unable to attend a meeting and has applied for a leave of absence, the vacancy shall be filled by a member of the region with the approval of Council.
12. Should any member of a Council Policy Advisory Group, who is not also a Councillor, miss three (3) consecutive meetings, the Advisory Group member shall be automatically removed from his/her advisory position. Where the facts leading to such removal are in dispute, Council may entertain an appeal from the Advisor so removed and may reinstate said Advisor.

Policy type: Governance Process

Policy name: Council Committee Structure

Policy: GP-8

Last reviewed & adopted: 10/05/2011



A committee is a Council committee only if its existence and charge come from the Council, regardless whether Councillors sit on the committee. The only Council committees are those which are set forth in this policy. Unless otherwise stated, a committee ceases to exist as soon as its task is complete.

1. Committee title: Honours Committee

(A) Product:

- (i)** To select honorees for presentation to and ratification by Council in the following categories: Honorary Membership, Life Membership, the Larry McCance Award, and the CAEA Award of Distinction.
- (ii)** To select honorees in the following category:
Stage West Equity Emerging Theatre Artist Award. One person each year until 2011 selected for this honour, who should have been a Equity member for less than three years, and have demonstrated professionalism, artistic excellence and innovation within his/her craft, and currently be a Equity member in good standing.
- (iii)** Timely selection of an appropriate presenter for each honouree.

(B) Authority: The Committee is authorized to use reasonable financial resources and a reasonable number of staff person hours to carry out its work.

(C) Conditions: The Committee will conduct its business in keeping with Policy GP-14, and will submit a statement of compliance, with supporting data, along with its slate of candidate honorees. Staff nominees for the Larry McCance Award should be submitted to the Executive Director for comment before selection.

2. Committee title: Council Policy Advisory Groups

There will be one Council Policy Advisory Group for each of the following regions: British Columbia and Yukon, Alberta North and the Northwest Territories, Alberta South, Saskatchewan, Manitoba and Nunavut, Ontario, Eastern Ontario/Outaouais, Quebec, Atlantic, Western Opera, Eastern Opera, and Dance.

(A) Product:

- (i)** Council awareness in each region of emerging concerns and issues important to the membership as owners;
- (ii)** linkage to the membership as owners as directed by Council, and
- (iii)** general linkage to members and apprentices within its region, for the purposes of enhancing connection to, appreciation of, and member ownership of, the Association; and
- (iv)** consultation with staff concerning the venue, style and theme for the honours presentation, when held in their region. The intention is that the ceremony itself should reflect the local "culture."

(B) Authority: To interact with members in any way deemed appropriate in order to achieve the assigned product, as long as no unauthorized commitments are made on behalf of Equity and the limited authority of the group is not misrepresented.

POLICY GOVERNANCE DOCUMENT

Policy: GP-8 cont.

Policy name: Council Committee Structure

- (i) The Committee has the authority to use reasonable financial resources and a reasonable number of staff person hours to accomplish its task.
 - (C) Size: The Committee shall consist of all Councillors for the applicable region, plus five (5) additional elected persons.
- 3. Committee title: Council Policy Advisory Group for Stage Management
There will be one Council Policy Advisory Group for the Stage Management region.
 - (A) Product:
 - (i) Council awareness in each region of emerging concerns and issues important to the membership as owners;
 - (ii) linkage to the membership as owners as directed by Council; and
 - (iii) general linkage to members and apprentices within its region, for the purposes of enhancing connection to, appreciation of, and member ownership of, the Association.
 - (B) Authority: To interact with members in any way deemed appropriate in order to achieve the assigned product, as long as no unauthorized commitments are made on behalf of Equity and the limited authority of the group is not misrepresented.
 - (i) The Committee has the authority to use reasonable financial resources and a reasonable number of staff person hours to accomplish its task.
 - (C) Size: The Committee shall consist of the elected Stage Management Councillor plus one additional elected representative from each of the British Columbia and Yukon, Alberta North and the Northwest Territories, Alberta South, Saskatchewan, Manitoba and Nunavut, Ontario, Eastern Ontario/Outaouais, Quebec, Atlantic, Western Opera, Eastern Opera, and Dance regions.
- 4. Committee title: Council Policy Advisory Group for Directors, Choreographers, and Fight Directors
 - (A) Product:
 - (i) Council awareness in each region of emerging concerns and issues important to the membership as owners;
 - (ii) linkage to the membership as owners as directed by Council, and
 - (iii) general linkage to members and apprentices within its region, for the purposes of enhancing connection to, appreciation of, and member ownership of, the Association.
 - (B) Authority: To interact with members in any way deemed appropriate in order to achieve the assigned product, as long as no unauthorized commitments are made on behalf of Equity and the limited authority of the group is not misrepresented.
 - (i) The Committee has the authority to use reasonable financial resources and a reasonable number of staff person hours to accomplish its task.
 - (C) Size: The Committee shall be assigned a Chair who is a Councillor, and Council shall select five (5) additional representatives to the Committee taking into account regional diversity. The representatives on the Committee shall also be representative of the Director, Choreographer, and Fight Director disciplines.

POLICY GOVERNANCE DOCUMENT

Policy: GP-8 cont.

Policy name: Council Committee Structure

5. Committee title: Finance Monitoring Committee
 - (A) Product: The analysis of each Internal Monitoring Report of EL-7 subsections 1 and 5, and each Internal Monitoring Report of EL-5 subsections 1 to 8 and the presentation to Council of compliance findings.
 - (B) Authority: This Committee has the authority to use a reasonable amount of financial resources and a reasonable number of staff person hours to accomplish its task.
 - (C) Timeline: In accordance with the monitoring schedule in L-5.
6. Committee Title: EL-9 Monitoring Committee
 - (A) Product: Presentation to Council of compliance findings on policy EL-9 Communication and Support to Council.
 - (B) Authority: This committee has the authority to use a reasonable number of financial resources and a reasonable number of staff person hours to accomplish its task.
 - (C) Timeline: May 2011 Council meeting
7. Committee Title: Council Renewal Committee
 - (A) Product: The creation of a comprehensive Council Renewal plan leading up to the 2012 elections. The committee will prepare a proposal to Council for at least the following: a timeline and mechanisms for the Council and CPAG election process, a resource budget for the promotion and conduct of the elections, an “ideal candidate” profile for use in soliciting Council prospects, a job description and information package for prospective Councillors and CPAG candidates, orientation material for newly elected Councillors and CPAG members, and a “first steps” plan for CPAGs. In addition, the Committee will conduct the 2012 elections, and report back to Council with any recommended changes to policy or bylaws.
 - (B) Authority: This committee has the authority to use \$250 and a reasonable number of staff person hours for its own logistics. Additional resources for the promotion and conduct of the elections will be allotted once the resource budget is submitted.
 - (C) Timeline: October 2012 Council, with an interim report due no later than October 2011 Council. The “ideal candidate” profile and the job description and information package will be submitted for the January 2012 Council. The orientation material and the first steps plan will be submitted for the June 2012 Council. The Committee's report to Council is due no later than the first meeting of the incoming 2012-2015 Council.

POLICY GOVERNANCE DOCUMENT

Policy: GP-8 cont.

Policy name: Council Committee Structure

8. Committee Title: The Referendum Committee
 - (A) Product:
 - (a) The completion of a membership dues referendum on a basic dues increase.
 - (b) The Committee will also:
 - (i) prepare any necessary bylaw amendments; and
 - (ii) determine and implement an appropriate outreach and information initiative in advance of the referendum.
 - (B) Authority: This Committee has the authority to use \$250 and a reasonable number of staff person hours for its preliminary logistics. Additional resources for the promotion and conduct of the referendum will be allotted once a resource budget is submitted.
 - (C) Timeline: February Council of 2012, with a final report presented at that time.
 - (D) Conditions: The Committee will incorporate CPAG assistance to ensure a well-informed membership, and to promote a high level of response.

Policy type: Governance Process

Policy name: Cost of Governance

Policy: GP-9

Last reviewed & adopted: 02/22/2010



Because poor governance costs more than learning to govern well, the Council will invest in its governance capacity.

Accordingly:

1. Council skills, methods, and supports will be sufficient to assure governing with excellence.
 - (A) Training and retraining will be used liberally to orient new Councillors, as well as to maintain and increase existing Councillor skills and understandings.
 - (B) Outside monitoring assistance will be arranged so that the Council can exercise confident control over organizational performance. This includes, but is not limited to, fiscal audit.
 - (C) Outreach mechanisms will be used as needed to ensure the Council's ability to listen to member viewpoints and values.
2. Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior capability.
 - (A) Council will use reasonable financial resources and a reasonable number of staff person hours for training, including attendance at conferences and workshops.
 - (B) Council will use reasonable financial resources and a reasonable number of staff person hours for audit and other third-party monitoring of organizational performance.
 - (C) Council will use reasonable financial resources and a reasonable number of staff person hours for surveys, focus groups, opinion analyses, and meeting costs.
3. In recognition of the time commitment required to fulfill the position of President, and the value of the role to the Association, Council will pay the incumbent Councillor an honorarium of \$15,000 per year, effective April 1, 2010. This amount, less any applicable source deductions, will normally be paid in two installments: one third within the first three months of the calendar year, and two-thirds in the balance of the calendar year. An alternate payment schedule may be arranged with the approval of Council. The amount of the honorarium will be reviewed on a three-year cycle, at the first monitoring of this policy in each Council term.

Policy type: Governance Process

Policy name: Council Secretary-Treasurer's Role

Policy: GP-10

Last reviewed & adopted: 05/21/2009



The Council Secretary-Treasurer is an officer of the Council whose purpose is to ensure the integrity of the Council's documents and who, in the absence of the President, and Vice-Presidents, shall preside at meetings and carry out such duties as Council may direct.

1. The assigned result of the Secretary-Treasurer's job is to see to it that all Council documents and filings are accurate and timely.
 - (A) Policies will be current in their reflection of Council decisions. Decisions upon which no subsequent decisions are to be based, such as consent agenda decisions, motions to adjourn, and staff or Council member recognitions need not be placed in policy.
 - (B) Policies will rigorously follow Policy Governance principles.
 - (C) Elements of the bylaws necessary for legal compliance and for consistency with the principles of Policy Governance will be known to the Council.
 - (D) Requirements for format, brevity, and accuracy of Council minutes will be known to the Executive Director.
 - (E) The Secretary-Treasurer will fulfill such duties required by law of the Secretary/Treasurer of a governing board.
2. The authority of the Secretary-Treasurer is access to and control over Council documents, and the use of reasonable staff time.

Policy type: **Governance Process**

Policy name: **Council Proceedings**

Policy: **GP-11**

Last reviewed & adopted: **05/30/2011**



1. Each member of Council shall be provided, at least ten (10) days prior to a regular meeting of Council, with notice of the meeting, including the proposed agenda and all available supporting material.
2. (A) Council shall meet as follows:
 - (i) In person in the City of Toronto twice per year;
 - (ii) In person in another Canadian city once per year, such city to be selected by Council at least one year in advance; and
 - (iii) By telephone conference call seven times per year.Council shall confirm its meeting dates in October of the year prior. Once confirmed, Council may by a majority vote change such dates.
- (B) Special meetings of Council may be called by the President or eight (8) members of Council by giving at least forty-eight (48) hours notice to the members of Council.
- (C) Special meetings shall be held at the time and place designated in the notice.
3. The President may extend the in person meetings of Council by giving at least thirty (30) days notice to all members of Council.
4. Twelve (12) members of Council present at a meeting shall constitute a quorum.
5. The Association shall pay travelling and other expenses of Council members to attend required meetings of Council or committees in such amounts as Council may decide.
6. Council meetings will be open to the general membership except at the discretion of the Chair. Members present have no vote. Members present have no voice except at the discretion of the chair. Copies of the Minutes of Council meetings shall be made available to members upon request.
7.
 - (A) Council may in its sole discretion remove a member of Council who is acting in contravention of the bylaws or Council Policies, or in a manner detrimental to Canadian Actors' Equity Association.
 - (B) Attendance at Council is mandatory. Any Councillor absent from three (3) meetings in succession is automatically terminated. Council may entertain a request for reinstatement from the Councillor so removed and may reinstate said Councillor. Requests for reinstatement must be submitted to the President within two weeks of receiving notice of termination. This provision may not be used for any member more than once per term.
 - (C) If the election process fails to fill all Council seats in a region, or when a member of Council resigns, is terminated or dies then Council shall elect a member to fill the vacancy in the manner set out in sub-policies 7(D) and (E) of this Policy.
 - (D) Council shall elect a replacement member from the Region of the former member of Council to fill the vacancy after obtaining the recommendation of the Council Policy Advisory Group for that Region. The replacement member must be a member of the Advisory Group for that Region elected in accordance with bylaw 87.

POLICY GOVERNANCE DOCUMENT

Policy: GP-11 cont. Policy name: Council Proceedings

- (E) In the event that the Council Policy Advisory Group is unable to recommend a replacement as set out in sub-policy (D) of this Policy, Council shall appoint a replacement of its own choosing, subject to the eligibility requirements for holding that Council seat.
 - (F) Replacement of Councillors will be conducted in accordance with bylaw 81 (Diversity).
8. At the first regular meeting of Council following an election, Council shall elect the following officers from amongst its members:
- (i) a Chief Governance Officer called the President;
 - (ii) a First Vice-President;
 - (iii) a Second Vice-President; and
 - (iv) a Secretary-Treasurer.
9. All meetings of members, Council or Council Policy Advisory Groups shall be governed by Bourinot's Rules of Order.
- 10.
- (A) To ensure transparency of process, *in camera* sessions are to be avoided for all purposes other than that set out in sub-policy (C), except when Council determines by a vote that one is necessary.
Before allowing an *in camera* session for an extraordinary purpose, Council will confirm:
 - (i) that the topic requires the sharing of information that should not be made available in open session;
 - (ii) that there is a compelling reason to keep the information confidential; and
 - (iii) that such sensitive information is truly necessary for the discussion, and that the topic cannot be adequately addressed in open session without including the information.
 - (B) Except as provided for in sub-policies (C) and (D), only Councillors may attend an *in camera* session.
 - (C) *In camera* meetings will always be used for personnel matters centred on the Executive Director. The Executive Director will remain present for performance evaluations, but not for discussion centred on substantive review of his or her employment agreement with the Association, including matters of remuneration.
 - (D) Council may permit the attendance of any other person whom they consider necessary for the conduct of an *in camera* discussion.
 - (E) Discussion from an *in camera* session is to be regarded as confidential, as set out in Policy GP-6.
 - (F) Motions may not be made and passed *in camera*, and any motions arising from *in camera* discussion must be made and voted on in open session.
 - (G) Recording of Council discussion will be suspended for the duration of an *in camera* session.
 - (H) Minutes should reflect the topic under *in camera* discussion, but not provide details on the discussion itself.

Policy type: Governance Process

Policy name: First Vice-President's Role

Policy: GP-12

Last reviewed & adopted: 06/21/2009



The First Vice-President (Advisory Liaison) is an officer of Council whose purpose is to assist Council Policy Advisory Groups to effectively carry out his/her responsibilities, and in the absence or inability to act of the President, to assume the duties of the President.

Accordingly:

1. The assigned result of the Advisory Liaison's job is that:
 - (i) Council Policy Advisory Groups are informed of resources at their disposal, and how to access them;
 - (ii) Council Policy Advisory Groups are informed of policy governing their operation;
 - (iii) Council Policy Advisory Groups are informed of tasks assigned to them by Council, and that there is proactive follow-up as needed to ensure timely completion of these tasks;
 - (iv) Council Policy Advisory Groups have a communication path with each other to facilitate the sharing of information between Advisory Groups;
 - (v) Council Policy Advisory Group resource information is kept up to date and circulated as needed;
 - (vi) New (mid-term) Council Policy Advisory Group members are welcomed upon appointment and provided with the resource material they will need for their work; and
 - (vii) Council is informed if an individual Council Policy Advisory Group is experiencing problems, or may require additional or other resources for their effective operation.
2. The Advisory Liaison is not accountable for the effective operation of individual Council Policy Advisory Groups.
3. The authority of the Advisory Liaison consists of the use of a reasonable amount of financial resources and a reasonable number of staff person hours to accomplish his or her task.
4. In the absence or inability to act of the President, Council may fully delegate his or her duties and authority to the First Vice-President for such time as is necessary.

Policy type: Governance Process

Policy name: Second Vice-President's Role

Policy: GP-13

Last reviewed & adopted: 06/21/2009



The Second Vice-President (Member Liaison) is an officer of Council whose purpose is to facilitate interaction between Equity members and Council, and in the absence or inability to act of the President and the First Vice-President, to assume the duties of the President.

Accordingly:

1. The assigned result of the Member Liaison's job is that:
 - (i) Members have a ready and identifiable point of contact when they wish to get in touch with Council;
 - (ii) Members wishing to place a matter before Council are informed of his/her options, both as owners and customers, and assisted accordingly;
 - (iii) Member-owner concerns are brought to the attention of Council in a timely manner, through the mechanisms set out in policy;
 - (iv) Members have assistance in the writing and filing of Requests for Council Consideration, when necessary;
 - (v) Member-customer concerns, when directed to Council, are routed in a timely manner to the Executive Director, or as he or she may direct; and
 - (vi) Member complaint proceedings are conducted according to bylaw requirements.
2. The Member Liaison will exercise special care to ensure that his/her activities do not violate the integrity of Council-Executive Director linkage, as expressed in linkage policies.
3. This position is not equivalent to that of an ombudsperson, and includes no independent power of review over the work of Council or the Executive Director.
4. In the absence or inability to act of the President and the First Vice-President, Council may fully delegate his or her duties and authority to the Second Vice-President for such time as is necessary.

Policy type: Governance Process

Policy name: Council Honours

Policy: GP-14

Last reviewed & adopted: 08/30/2010



1. The following honours may be conferred by Council in each year:
 - (i) Life Membership (maximum two per year);
 - (ii) Honorary Membership (maximum one per year);
 - (iii) The Larry McCance Award (maximum one per year); and
 - (iv) The CAEA Award of Distinction (maximum one per year).
2. Council may elect to not confer any honour, or less than the maximum permissible, in any year.
3. Selection for honours will be done solely in keeping with the qualifications set out below, and one nominee may not be promoted over another except for reasons of greater qualification.
4. Life Membership may be awarded to members in good standing who have made an outstanding contribution to the performing arts within the jurisdiction of the Canadian Actors' Equity Association.
 - (A) A candidate for this award must have distinguished himself or herself through an extraordinary career (skill, breadth, duration, etc.) within Equity's jurisdiction.
 - (B) Preference will be given to candidates who have also:
 - (i) through personal action or advocacy, had a direct and significant benefit to the members of Equity; or
 - (ii) served as a strong voice for Equity and its members, either inside or outside of Equity; or
 - (iii) provided active and nurturing mentorship or training for other artists.
5. Honorary Membership may be awarded to an individual who is not an Equity member, but who has made an outstanding contribution to the Association and/or its members, or to the performing arts within the jurisdiction of the Canadian Actors' Equity Association.
 - (A) A candidate for this award must be a non-member and ineligible to join, and have engaged in conspicuous effort, to the benefit of Equity and its members, or generally within the performing arts, in one or more of the following areas:
 - (i) action or advocacy on behalf of, or in support of, Equity; or
 - (ii) training or development of new and/or experienced artists, contributing to excellence within the Equity membership; or
 - (iii) increased opportunity for members; or
 - (iv) philanthropy or patronage in support of live performance.
6. The Larry McCance Award may be awarded to members in good standing of Canadian Actors' Equity Association or to former staff members, who have made an outstanding contribution to the Association.
 - (A) A candidate for this honour must have distinguished himself or herself through activity in the service of Equity and its members, beyond consideration of personal benefit, in one of the following capacities:

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Policy: GP-14 cont. Policy name: Council Honours

- (i) as an elected representative (notable duration, accomplishment, etc.); or
 - (ii) in a staff capacity (notable duration, accomplishment, etc.); or
 - (iii) through non-elected action or advocacy that can be shown to have direct and significant benefit to the members of Equity.
 - (B)** Examples of an “outstanding contribution” may be in one or more of the following areas:
 - (i) notable improvement of member benefits or member services through their direct action; or
 - (ii) increased appreciation of Equity within the membership; or
 - (iii) serving as a strong “voice” for Equity and its members, either inside or outside of Equity; or
 - (iv) increased opportunity for members; or
 - (v) increased awareness of the diversity within the membership; or
 - (vi) compassionate assistance (involvement in PAL, Actors’ Fund, etc.).
7. The CAEA Award of Distinction may be given to any organisation, individual, or group of individuals, excluding current staff, in recognition of significant contribution within the realm of live performance benefitting the membership of the Canadian Actors’ Equity Association.
- (A)** The purpose of this award is for Council to express appreciation on an occasional and individualised basis, outside the constraints of the other three awards. In order to preserve the integrity of the overall award structure, the Award of Distinction is restricted to recognition for contributions that would not meet the eligibility requirements for any of the other three awards.
8. Nominations for the various awards will be solicited and accepted on the following basis:
- (i) Only Regular and Life Members in good standing are eligible to nominate for any award.
 - (ii) Members on withdrawal may not nominate, but may be considered as nominees.
 - (iii) Members of the Honours Committee may neither nominate, be nominated, nor write letters of support of nominees.
 - (iv) Sitting Councillors may not be nominated.
 - (v) A nominee need not be a Canadian citizen, provided that he or she meets the honours qualifications set out in this policy.
 - (vi) Nominations may not be made for posthumous recognition, although an honour may be conferred posthumously for a nomination already submitted.
 - (vii) Solicitation for nominations should be as broad as possible, to ensure that all communities within the membership have the opportunity to both recognise colleagues and be recognised.
- Accordingly, the Honours Committee will:
- (a) include a diversity statement in any solicitation for nominees;
 - (b) make special efforts to ensure that all members are aware of their opportunity to nominate and be nominated; and

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Policy: GP-14 cont.

Policy name: Council Honours

- (c) include specific outreach solicitation within member communities from which nomination has been historically lacking.
 - (viii) In addition to any solicitation undertaken directly by the Honours Committee, each CPAG shall be invited to participate in the nominations and to solicit nominations within their respective constituency.
 - (ix) If the Honours Committee feels that a nomination would be more correctly considered (due to eligibility criteria) for an honour other than that for which it was submitted, the Committee may redirect the nomination with notice and an explanation to the nominator.
 - (x) Nominees not selected for an honour in any given year may be retained for a reasonable period for future consideration, at the discretion of the Honours Committee.
 - (xi) The Honours Committee will exercise its best judgement in dealing with known disagreements within the membership regarding the suitability of a nominee, (e.g. in whether to consider issues of political views, past or present disputes with Equity, etc.) Although nominations are submitted by members at large, the guiding principal for the Committee, in proposing a candidate for honour, is that the individual or organisation should be a suitable recipient for an honour conferred by Council on behalf of the Association and its entire membership.
9. As set out in Policy GP-8, the Honours Committee is responsible for soliciting and reviewing nominees, and for selecting a candidate for Council ratification. However, since the honour is given by Council on behalf of the Association and its membership, Council may decline any candidate who, in the sole discretion of Council, would be an inappropriate recipient.

Overall organisation of the honours presentation will be handled by staff, as assigned by the Executive Director. Contributions to the presentation by the CGO, the regional CPAG, and the Honours Committee will be made as set out in policies GP-5 and GP-8.



POLICY GOVERNANCE DOCUMENT

Policy type: Council-Executive Director Linkage

Policy name: Global Council-Executive Director Linkage

Policy: L-1

Last reviewed & adopted: 06/28/2005



The Council's sole official connection to the operational organization, its achievements and conduct will be through a Chief Executive Officer, titled "the Executive Director".



POLICY GOVERNANCE DOCUMENT

Policy type: Council-Executive Director Linkage

Policy name: Unity of Control

Policy: L-2

Last reviewed & adopted: 06/28/2005



Only officially passed motions of the Council are binding on the Executive Director.

Accordingly:

1. Decisions or instructions of individual Councillors, officers, or committees are not binding on the Executive Director.
2. In the case of Councillors or committees requesting information or assistance without Council authorization, the Executive Director can refuse such requests that require, in the Executive Director's opinion, a material amount of staff time or funds or is disruptive.

POLICY GOVERNANCE DOCUMENT

Policy type: Council - Executive Director Linkage

Policy name: Accountability of the Executive Director

Policy: L-3

Last reviewed & adopted: 06/28/2005



The Executive Director is the Council's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the Council is concerned, is considered the authority and accountability of the Executive Director.

Accordingly:

1. The Council will never give instructions to persons who report directly or indirectly to the Executive Director.
2. The Council will not evaluate, either formally or informally, any staff other than the Executive Director.
3. The Council will view Executive Director performance as identical to organizational performance, so that organizational accomplishment of Council stated Ends and avoidance of Council proscribed means will be viewed as successful Executive Director performance.

Policy type: Council-Executive Director Linkage

Policy name: Delegation to the Executive Director

Policy: L-4

Last reviewed & adopted: 06/28/2005



The Council will instruct the Executive Director through written policies which prescribe the organizational Ends to be achieved, and describe organizational situations and actions to be avoided, allowing the Executive Director to use any reasonable interpretation of these policies.

Accordingly:

1. The Council will develop policies instructing the Executive Director to achieve specified results, for specified recipients at a specified cost. These policies will be developed systematically from the broadest, most general level to more defined levels, and will be called Ends policies. All issues that are not Ends issues as defined above are Means issues.
2. The Council will develop policies which limit the latitude the Executive Director may exercise in choosing the organizational means. These policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called Executive Limitations policies. The Council will never prescribe organizational means.
3. As long as the Executive Director uses any reasonable interpretation of the Council's Ends and Executive Limitations policies, the Executive Director is authorized to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities. Such decisions of the Executive Director shall have full force and authority as if decided by the Council.
4. The Council may change its Ends and Executive Limitations policies, thereby shifting the boundary between Council and Executive Director domains. By doing so, the Council changes the latitude of choice given to the Executive Director. But as long as any particular delegation is in place, the Council will respect and support the Executive Director's choices.

Policy type: Council-Executive Director Linkage

Policy name: Monitoring Executive Director Performance

Policy: L-5

Last reviewed & adopted: 10/23/2011



Systematic and rigorous monitoring of Executive Director job performance will be based solely upon the only expected Executive Director job outputs: organizational accomplishment of Council policies on Ends and organizational operation within the boundaries established in Council policies on Executive Limitations.

Accordingly:

1. Monitoring is simply to determine the degree to which Council policies are being met. Information that does not do this will not be considered to be monitoring information.
2. The Council will acquire monitoring data by one or more of three methods:
 - (i) by internal report, in which the Executive Director discloses compliance information, along with his/her justification for the reasonableness of interpretation;
 - (ii) by external report, in which an external, disinterested third party selected by the Council assesses compliance with policies, augmented with the Executive Director's justification for the reasonableness of his/her interpretation; and
 - (iii) by direct Council inspection, in which a designated member or members of the Council assess compliance with policy, with access to the Executive Director's justification for the reasonableness of his/her interpretation.
3. In every case, the standard for compliance shall be any reasonable Executive Director interpretation of the Council policy being monitored. The Council is final arbiter of reasonableness, but will always judge with a "reasonable person" test rather than with interpretations favored by Council members or by the Council as a whole.
4. All policies that instruct the Executive Director will be monitored at a frequency and by a method chosen by the Council. The Council can monitor any policy at any time by any method, but will ordinarily depend on a routine schedule.

POLICY GOVERNANCE DOCUMENT

Policy: L-5 cont.

Policy name: Monitoring Executive Director Performance

<u>Policy</u>	<u>Frequency</u>	<u>Dates</u>	<u>Method</u>
EL-6 Emergency Executive Director (E.D.) Succession	Annually	January	Internal (E.D.)
EL-13 Association Offices	In the 1st year of each term, & and no more than three months after any action which would be covered by this Policy	February	Internal (E.D.)
EL-1 Global Executive Constraint	Annually	February package deadline	Internal (E.D.)
EL-11 Scale Agreement Administration & Enforcement	Annually	February package deadline	Internal (E.D.)
EL-4 Financial Planning / Budgeting	Annually	April	Internal (E.D.)
EL-8 Compensation and Benefits	Annually	April	Internal (E.D.)
EL-2 Treatment of members and others who have interaction with Equity	Annually	May	Internal (E.D.)
EL-3 Treatment of Staff and Volunteers	Annually	May	Internal (E.D.)
EL-9 Communication and Support to Council	Annually	May	Direct Inspection (Council)
Ends-1 to 5	Annually	October package deadline	Internal (E.D.)
EL-5 Financial Conditions and Activities	Annually	October package deadline	Internal (E.D.)
EL-5 Financial Conditions and Activities	Annually	October package deadline	External (Auditor)
EL-12 Delivery of Ends-4	Annually	October package deadline	Internal (E.D.)
EL-5 Financial Conditions and Activities	Annually	November package deadline	Direct Inspection (Committee)
EL-7 Asset Protection	Annually	November	Internal (E.D.)
EL-10 Members & Staff Retirement Funds (Global, 10.1 & 10.5 to 10.8)	Annually	November	Internal (E.D.)
EL-10 Members & Staff Retirement Funds (10.2 to 10.4, &10.9)	Annually	December	External
EL-7 Asset Protection	Annually	January package deadline	Direct Inspection (Committee) External (EL-7.13)
EL-14 Election Logistics	At the 2nd meeting of a new Council term	Applicable package deadline	Direct Inspection (Committee)

POLICY GOVERNANCE DOCUMENT

Policy type: Council-Executive Director Linkage

Policy name: Treatment of the Executive Director

Policy: L-6

Last reviewed & adopted: 02/23/2009



The Council will treat the Executive Director, who is the only employee of Council, in a manner consistent with the standards required of the Executive Director in dealing with his or her staff.

Accordingly:

1. The Council will enter into a written contract of employment with the Executive Director, prepared with legal counsel and clearly setting out the terms of employment and compensation. The contract will additionally provide:
 - (i) a clear method for performance evaluation of the Executive Director;
 - (ii) a mechanism whereby disputes between the Executive Director and Council shall be resolved; and
 - (iii) a clear statement of the circumstances and manner whereby the contract may be terminated.
2. The Council will not censure or otherwise punish the Executive Director for non-disruptive expression of dissent.
3. The Council will provide the Executive Director with its interpretation of his or her protections under this policy.
4. The Council will consult with the Executive Director prior to making policy decisions that would fundamentally change his or her job.

Canadian Actors' Equity Association

Policy Governance Document



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