

Canadian Actors'



Association

COUNCIL POLICIES

LAST UPDATED: 10/22/2018

Table of contents

Organizational Results

Organizational Result-1 Global Organizational Results Statement

Organizational Result-2 Working Under Contract

Organizational Result-3 Pursuit of Work Opportunities

Organizational Result-4 Career Enhancement

Executive Director Limitations

EDL-1 Global Executive Constraint

EDL-2 Treatment of Members and Others who have Interaction with Equity

EDL-3 Treatment of Staff and Volunteers

EDL-4 Financial Planning/Budgeting

EDL-5 Financial Conditions and Activities

EDL-6 Emergency Executive Director Succession

EDL-7 Asset Protection

EDL-8 Compensation and Benefits

EDL-9 Communication and Support to Council

EDL-10 Members and Staff Retirement Funds

EDL-11 Scale Agreement Administration and Enforcement

EDL-12 Delivery of Organizational Result-4 "Career Enhancement"

EDL-13 Association Offices

EDL-14 Election and Referendum Logistics

Council Process

CP-1 Global Governance Commitment

CP-2 Governing Style

CP-3 Council Job Description

CP-4 Agenda Planning

CP-5 Officer Roles and Evaluation

CP-6 Council Members' Code of Conduct

CP-7 Council Advisory Committees

CP-8 Council Committee Structure

CP-9 Cost of Governance

CP-10 Council Proceedings

CP-11 Council Honours

Council Delegation

CD-1 Global Council-Executive Director Delegation

CD-2 Unity of Control

CD-3 Accountability of the Executive Director

CD-4 Organizational Direction

CD-5 Monitoring Executive Director Performance

CD-6 Treatment of the Executive Director

Organizational Result-1 Global Organizational Results Statement
Last amended: 02/26/2018

Equity exists to promote the professional, artistic and economic advancement of Equity members within a live performance community that is inclusive, evolving and vibrant, seeking to reflect the diverse society in which we live.

1. Resources and priority:
 - (i) combined benefits under Organizational Result - 2 and Organizational Result - 3 are provided at a level worth no less than 70% of Association resources;
 - (ii) combined benefits under Organizational Result - 4 are provided at a level worth no less than 20%% of Association resources; and
 - (iii) individual benefits in Organizational Result - 2 through Organizational Result - 4 are prioritized from greatest to least as ordered in each policy, except as specifically noted.

Organizational Result-2 Working Under Contract
Last amended: 09/30/2018

While working under contract, all members will have protection, support and resources.

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, sanitary and accessible 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 future income protection from their work, including but not limited to an easy mechanism for contributing to Equity's retirement funds.
3. Members will have timely information and resources related to work under contract.

Organizational Result-3 Pursuit of Work Opportunities

Last amended: 09/30/2018

While in pursuit of future contracts, all members will benefit from equal access to the greatest possible range of work opportunities on Equity contracts, and will have protection, support and resources.

1. Members will have timely information and resources to assist them, including but not limited to information concerning job opportunities, auditions and workshops.
2. Members will benefit from an excellent professional environment in which to pursue contracts, including:
 - (i) protections from harassment, discrimination, reprisal and abuse;
 - (ii) administrative support and assistance in contractual arrangements, commensurate with the prospective engager's history of adherence to legislation and contracts;
 - (iii) safe, sanitary and accessible places of work and audition; and
 - (iv) priority access to consistently-scheduled general auditions, for engagers with which Equity has a negotiated scale agreement.
3. Members will enjoy facilitation in the development of small-scale engagement opportunities for themselves, which encourage income, career advancement, or artistic fulfillment, through self-production and collaborative production.

Organizational Result-4 Career Enhancement

Last amended: 02/26/2018

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

1. Members will have affordable financial protection regarding health, accidents, illness and disability, as part of membership and in keeping with current member needs.
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) taxation legislation and social safety net that favours members' needs.
3. Members will enjoy recognition and credibility through their membership, including but not limited to:
 - (i) affiliation with an organization of peer colleagues, where member professionalism is declared, expected and supported;
 - (ii) affiliation with an organization that has notable credibility within the industry; and
 - (iii) peer acknowledgment of achievement and service.
4. Members will enjoy the opportunity to work flexibly within any discipline in Equity's jurisdiction, for reasons including but not limited to:
 - (i) the pursuit of greater career breadth; and
 - (ii) in recognition of cultural variation in live performance practice and the creative process.
5. Members will have financial assistance toward high-quality professional development opportunities and career skills training opportunities, worth at least \$10,000 per year, consistent with members' expressed needs, and with an emphasis on opportunities which:
 - (i) encourage improvement of existing skills and acquisition of new skills;
 - (ii) encourage breaking through stereotypes, typecasting, etc.;
 - (iii) encourage artistic exploration, experimentation and risk-taking;
 - (iv) increase member ability to take advantage of work opportunities;
 - (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.
6. 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 Organizational Result-4.1, 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, programs and protections, scale agreements and policies; and
 - (vi) information about legal advice, tickets, and retirement planning.
7. 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.

Executive Director Limitation-1 Global Executive Constraint
Last amended: 10/29/2017

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, the Executive Director will not:

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

Executive Director Limitation-2 Interaction with Members and Others

Last amended: 09/30/2018

With respect to interaction with members and others (jointly referred to as "clients"), 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 for well informed clients and a high standard of customer service.

As a minimum standard, the Executive Director:

1. Will operate Association facilities with appropriate accessibility and privacy.
2. Will provide clear and accessible information regarding what may and may not be expected from any service offered.
3. Will publish and operate according to, clear and accessible client service standards in the areas of: timelines for response to communication and provision of services, knowledgeable response to inquiry, and courteous treatment.
4. Will initiate prompt contact with new members, with the following priorities:
 - (i) welcoming them into the Association;
 - (ii) providing links to key personal resources, both on staff and within the membership, and to key information resources; and
 - (iii) introducing them to key benefits of membership.
5. Will provide prominent and easy access to a service complaint filing process for clients who believe they have not been accorded a reasonable interpretation of their protections under this policy.
6. Will not reprimand or penalize members, except as specifically provided for in Bylaw 41(a).

Executive Director Limitation-3 Treatment of Staff and Volunteers
Last amended: 02/27/2017

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.

As a minimum standard, the Executive Director:

1. Will publish and operate according to clear and accessible personnel rules which:
 - (i) provide for effective handling of grievances; and
 - (ii) protect against wrongful conditions, such as nepotism and grossly preferential treatment for personal reasons.
2. Will not discriminate against any staff member or volunteer for non-disruptive expression of dissent.
3. Will inform staff and volunteers of the Executive Director's interpretation of their protections under this policy.
4. Will ensure staff and office volunteers are prepared to deal with emergency situations.
5. Will operate with an effective procedure for timely replacement of staff or volunteers as the need arises.

Executive Director Limitation-4 Financial Planning/Budgeting
Last amended: 02/26/2018

Financial Planning for any fiscal year (or the remaining part of any fiscal year) will not deviate materially from Council's Organizational Results' priorities, risk fiscal jeopardy, or be derived from a single-year plan.

As a minimum standard, the Executive Director:

1. Will draft budgets that avoid foreseeable risk of incurring those situations or conditions described as unacceptable in Council policy EDL-5 Financial Conditions and Activities.
2. Will include within budgets credible projections of revenue and expenses and the assumptions used to create those projections.
3. Will redraft budgets in a timely manner when circumstances have substantially changed and the prior assumptions are clearly inappropriate.
4. Will provide for Council prerogatives as budgeted for under CP-9 Cost of Governance Policy.

Executive Director Limitation-5 Financial Conditions and Activities

Last amended: 04/23/2018

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

As a minimum standard, the Executive Director:

1. Will ensure the balance between revenues and expenditures in the current fiscal year does not compromise the maintenance of the stabilization fund at a level equal or above the average of total operating expenses in the previous three audited fiscal years not including expenses deemed 'extraordinary' by the Auditors, except when:
 - (i) there is a significant unforeseeable increase in expenses; or
 - (ii) there is a significant unforeseeable reduction in revenue.
2. Will favour the safety of assets over return, and take ordinarily prudent measures to protect against loss of capital when investing the stabilization fund. In addition, no investments may be made in other than bonds or cash accounts or like mutual funds or social investments and without demonstrable avoidance of conflict of interest.
3. Will not incur debt in an amount greater than can be repaid by certain, otherwise unencumbered revenues within 180 days.
4. Will maintain trust funds unencumbered and available for immediate refund in full to the depositors.
5. Will maintain trust funds as discrete accounts except to the extent that funds may be co-mingled with other trust fund accounts in an interest bearing account to achieve a higher rate of interest than the funds would have received individually.
6. Will settle payroll and debts in a timely manner.
7. Will ensure tax payments or other government ordered payments or filings are filed accurately and within prescribed deadlines.
8. Will not acquire, encumber or dispose of real property.
9. Will aggressively pursue receivables, excluding membership dues, after a reasonable grace period.
10. Will compare prices and quality from different vendors when making any purchase of a significant amount of money, except in the case of a repeat vendor used again for a substantially similar project within a twenty-four-month period of the initial purchase. Orders shall not be split to avoid this criterion.
11. Will receive, process and disburse funds under controls that are sufficient to meet the Council-appointed auditor's standards.
12. Will not make any grants, with the exception of charitable donations.
13. The Executive Director may use up to 5% of the stabilisation fund to make "social investments", in support of organizations or entities that provide the membership with direct and tangible services or benefits that are consistent with Organizational Results policies. These funds cannot be grants, or payment for services or benefits, and must at all times be revocable under reasonable terms.

**Executive Director Limitation-6 Emergency Executive Director
Succession****Last amended: 10/29/2017**

In order to protect 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 that person to take over with reasonable proficiency as an interim successor. The Executive Director may not enter into any obligation implied or explicit regarding succession.

Executive Director Limitation-7 Asset Protection
Last amended: 02/26/2018

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

As a minimum standard, the Executive Director:

1. Will insure against theft and casualty losses and employee wrongdoing to a level that is the average for comparable organizations.
2. Will ensure that purchases of any significant cost are made with normally prudent protection against conflict of interest.
3. Will not do anything to compromise the independence of Council's audit or other external monitoring or advice, including engaging these same parties for operational purposes without the formal permission of Council.
4. Will not create or purchase any subsidiary corporation.
5. Will protect intellectual property, information and files from loss or significant damage.
6. Will not unnecessarily expose the organization, its Council or staff to claims of liability.
7. Will not unnecessarily endanger the organization's public image or credibility, or impede its ability to accomplish Organizational Results.
8. Will not change the organization's name or substantially alter its identity in the community.
9. Will consider all opportunities to use environmentally sound practices in all means under their control and within reasonable financial boundaries.

Executive Director Limitation-8 Compensation and Benefits
Last amended: 10/29/2017

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

As a minimum standard, the Executive Director:

1. Will not change their own compensation package, except to keep their benefits consistent with those of all other employees.
2. Will not use volunteers to perform ongoing tasks for which one would reasonably expect payment.
3. Will not promise or imply guaranteed employment in excess of labour standards or generally accepted management compensation practices.
4. Will not establish current compensation and benefits that deviate materially from the current geographic or professional market for the skills employed.
5. Will not create obligations:
 - (i) over a term longer than revenues can be safely projected; or
 - (ii) that fail to take into account the possibility of unforeseeable losses in revenue.
6. Will not establish or change retirement plan benefits so as to cause unpredictable or inequitable situations, including those that:
 - (i) incur unfunded liabilities;
 - (ii) provide less than a basic level of benefits to all full time employees, subject to a one year elimination period. Differential benefits to encourage employee retention are permitted;
 - (iii) allow any employee to lose benefits already accrued from any foregoing plan; and
 - (iv) treat the Executive Director differently from other key employees.

Executive Director Limitation-9 Communication and Support to Council

Last amended: 09/30/2018

The Executive Director will not leave Council uninformed or unsupported in its work.

As a minimum standard, the Executive Director:

1. Will submit required monitoring data that directly addresses provisions of policies being monitored (see policy "Monitoring Executive Director Performance") in a timely, accurate, clear, and unbiased fashion, including justification for their interpretation.
2. Will report in a timely manner any actual or anticipated noncompliance with any policy of Council.
3. Will submit decision information required periodically by Council and inform Council of relevant trends.
4. Will provide Council with any incidental information it requires, including anticipated media coverage, threatened or pending lawsuits, significant internal changes, and relevant governmental action or initiatives.
5. Will make Council aware of new members in a timely fashion.
6. Will advise Council if, in the Executive Director's opinion, it is not in compliance with its own policies on Council Process and Council Delegation.
7. Will present information concisely and clearly, differentiating between monitoring, decision preparation, and incidental information.
8. Will provide workable mechanisms for official Council, officer, or committee logistics and communications.
 - (A) Workable mechanisms may include seconding appropriate staff to a Council function. Staff assigned to the committee will be selected by the Executive Director, who will remain 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 Council set forth in the bylaws.
9. Will 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.
10. Will interact with Council as a whole except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by Council.
11. Will supply for Council's consent agenda, along with applicable monitoring information, all decisions delegated to the Executive Director, but which require Council approval by law, regulation, or contract.
12. Will inform Council on the development, negotiation, review and revision of agreements and policies, in keeping with the requirements of EDL-11.1(C), (D), (E) and (G).
13. Will convey to Council, in time for inclusion on the agenda of its next regular meeting, all service standard complaints dealing specifically with the behaviour of the Executive Director, or any complaint filed under policy EDL-2.5.
14. Will convey to Council, in time for inclusion on the agenda of its next regular meeting, any complaint by staff against a member, for which policy EDL-2.4 would exclude Executive Director action.

Executive Director Limitation-10 Members and Staff Retirement Funds

Last amended: 09/30/2018

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:

- (i) will not allow practices that would compromise the ability of Plan Members to benefit fully from their retirement contributions and investment choices; and
- (ii) will not allow practices in regard to Plan Member contributions or administration of the Plans that do not demonstrate the care, diligence and skill that a person of ordinary prudence would exercise in dealing with the property of another person.

As a minimum standard, the Executive Director:

- (i) will include all eligible staff and Association members as Plan Members;
- (ii) will ensure that the design, administration and service standards of the Plans conform to prevailing best practice standards for pensions and capital accumulation plans;
- (iii) will conform to best practice standards for responsible handling of Plan Member funds held in trust;
- (iv) will engage appropriate outside service providers for the Plans;
- (v) will aggressively pursue Plan Member contributions deducted at source;
- (vi) will implement standards for retention of unallocated Plan Member funds, and for pursuit of allocation over a reasonable timeframe, of at least 24 months, in order to minimize unallocated funds;
- (vii) will reassign unallocated Plan Member funds as set out in the bylaws;
- (viii) will maintain an appropriately constituted Investment Committee to select and monitor investment options in the Plans. The Committee must include at least one Plan Member representative from each of the Association membership and staff; and
- (ix) will assist the Investment Committee, ensuring that it:
 - (a) 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;
 - (b) selects a range of investment options appropriate for Equity's retirement Plans;
 - (c) chooses a default investment option with an appropriate balance of return and risk;
 - (d) 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;
 - (e) discontinues or replaces investment options if that option is no longer appropriate for Equity's retirement Plans; and
 - (f) provides the Executive Director with an annual report of its findings, for inclusion with the Executive Director's annual monitoring report. More frequent reports shall be provided when overall market or individual fund performance warrants it.

**Executive Director Limitation-11 Scale Agreement Negotiation,
Administration and Enforcement**

Last amended: 08/27/2018

With respect to scale agreement and engagement policy negotiation, review, administration and enforcement, the Executive Director will not allow members, and non-members engaged under our agreements, to be uninformed or unsupported in their work, nor place undue administrative burden upon engagers when they hire artists on Equity contracts.

With respect to the development, negotiation, review, application and enforcement of negotiated and promulgated scale agreements ("agreements") and engagement policies ("policies"), the Executive Director:

1. Will inform the affected membership on, and provide timely opportunity for them to contribute to, the development, negotiation, review and revision of agreements and policies.

As a minimum standard, the Executive Director:

- (A) Will state an expiry date in all agreements and policies, so that each is subject to regular review and revision.
 - (B) Will collect revision input from the affected membership in advance of negotiation or review of agreements or policies.
 - (C) Will provide timely notice of:
 - (i) the general schedule of upcoming negotiation or agreement or policy review;
 - (ii) the conclusion of negotiation or review, including notification of principal changes to the agreement or policy; and
 - (iii) ratification results for negotiated scale agreements.
 - (D) Will provide, where reasonable and advisable to do so, general information on the substantive issues slated for negotiation or review.
 - (E) Will secure member ratification of negotiated scale agreements in a manner consistent with Bylaw 106.
2. Will not allow unqualified deviations from, or fail to enforce, the Association's agreements and policies.

As a minimum standard, the Executive Director:

- (A) Will interpret and enforce the terms and conditions as negotiated, written, and historically interpreted.
- (B) Will meet required deadlines for enforcement of an interpretation and/or dispute resolution.
- (C) Will not 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) Will not reduce any of the terms or conditions of an agreement or policy except where consistent with long term ends and without:
 - (i) 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;
 - (ii) confirming that such a reduction does not create a precedent or the impression of a precedent;

- (iii) 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;
 - (iv) consulting with knowledgeable members in the affected region or discipline; and
 - (v) ensuring that such a reduction would not compromise the health and safety of members.
- (E) Will take into account inherent economic challenges, regional variation, diversity of practice and cultural variation when evaluating proposed deviations from an agreement or policy.
3. Will restrict administrative requirements for engaging artists on Equity contracts, to those reasonably necessary to ensure compliance with applicable bylaws, Organizational Results and Executive Director Limitations, particularly in the case of the small-scale and artists' collective productions.
 4. Will provide non-members with timely information and advice on permit, apprenticeship and membership options related to engagement.
 5. Will provide members with timely notice of changes to the list of defaulting engagers.
 6. Will ensure that:
 - (i) all agreements and policies provide for the selection of a Deputy on any engagement of significant duration;
 - (ii) information on the process, rules and exclusions for selection of the Deputy are readily available to the membership;
 - (iii) the Deputy is provided with the information they need to be able to understand their responsibilities and complete them to the best of their abilities; and
 - (iv) the Deputy has the necessary contractual protection and staff support in fulfilling their responsibilities.

**Executive Director Limitation-12 Delivery of Organizational Result-4
“Career Enhancement”**

Last amended: 02/27/2017

With respect to the delivery of the following items under Organizational Result-4, the Executive Director will not allow unacceptable conditions or circumstances.

1. In the awarding of funds under Organizational Result-4.5, the Executive Director:
 - (A) Will ensure that all members, regions and disciplines have equitable access to the professional development opportunities.
 - (B) Will not award grants directly related to a production, or for activities outside of Equity’s jurisdiction.
 - (C) Will consult with knowledgeable members in the relevant discipline and/or region when considering disbursement of professional development funds.
 - (D) Will 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 Organizational Result-4.6 the Executive Director will provide timely access and information to all affected members who might gain from a specific member benefit, program, protection, scale agreement and engagement policy.
3. In the delivery of Organizational Result-4.7 the Executive Director:
 - (A) Will not use resources when such expense would compromise achievement of higher priority Organizational Results.
 - (B) Will not use resources for projects that are not clearly philanthropic in nature.

Executive Director Limitation-13 Association Offices
Last amended: 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 the Executive Director will be able to continue to effectively deliver on Organizational Results.

**Executive Director Limitation-14 Election and Referendum
Logistics**

Last amended: 02/22/2016

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

As a minimum standard, the Executive Director:

1. Will 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. Will ensure that ballots are only distributed to, and complete ballots are only accepted from, persons eligible to vote, and that only one ballot is accepted per person.
3. Will ensure the reasonable and consistent validation of received ballots.
4. Will ensure that votes are accurately tallied and certified in a timely manner following the deadline for the receipt of ballots as directed.
5. Will ensure that the results of the voting are reported to Council and the membership in a timely manner.
5. Will retain all physical ballots or electronic ballot data for no less than ninety (90) days following the close of voting, or ten (10) days following the decision of an independent auditor where the initial results have been challenged, whichever period is greater.
6. Will retain the certified tallies for a minimum of ten (10) years.

Council Process-1 Global Governance Commitment
Last amended: 09/26/2016

The purpose of Council, on behalf of the membership, is to see to it that Canadian Actors' Equity Association;

- (i) achieves appropriate results for its members at an appropriate cost (as specified in Council Organizational Results policies); and
- (ii) avoids unacceptable actions and situations (as prohibited in Council Executive Director Limitations policies).

Council Process-2 Governing Style
Last amended: 02/26/2018

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. Council will cultivate a sense of group responsibility. Council, not the staff, will be responsible for excellence in governing. Council will be the initiator of policy, not merely a reactor to staff initiatives. Council will not use the expertise of individual members to substitute for the judgment of Council, although the expertise of individual members may be used to enhance the understanding of Council as a body.
2. Council will direct, control and inspire the organization through the careful establishment of broad written policies reflecting Council's values and perspectives. 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. 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 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 Council's governance process and periodic Council discussion of process improvement.
5. Council will allow no officer, individual or committee of Council to hinder or be an excuse for not fulfilling group obligations.
6. Council will monitor and discuss 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 Council Process and Council Delegation 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) conduct specific outreach to member communities from which representation has been historically lacking; and
 - (iv) conduct a rigorous self-audit at every February in-person meeting to assess the diverse composition of Council and its committees in comparison to current membership demography statistics. If this self-audit reveals diverse representation below acceptable levels (defined as the target set for the election), Council's first priority will be to redress the situation through specific outreach to under-represented communities for inclusion in committee work.
8. Council will promote representative diversity in any open solicitation of members for advice or policy consultation purposes.

Accordingly:

- (A) Council will:
 - (i) include a diversity statement in any solicitation of consultation or participation;
 - (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 CP-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.

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

Accordingly, 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) Organizational Results: Organizational products, impacts, benefits, outcomes, recipients, and their relative worth (what good for which recipients at what cost);
 - (ii) Executive Director Limitations: Constraints on executive authority which establish the prudence, legal, and ethics boundaries within which all executive activity and decisions must take place;
 - (iii) Council Process: Specification of how Council conceives, carries out, and monitors its own task; and
 - (iv) Council Delegation: How power is delegated and its proper use monitored; the Executive Director role, authority and accountability.
3. The assurance of successful organizational performance on Organizational Results and Executive Director Limitations.
4.
 - (i) The consideration of applications to resign from the Association, and of applications for reinstatement following resignation;
 - (ii) the conferral of: honours, and grants for any purpose other than Organizational Result-4.4 activities;
 - (iii) the declaration in the bylaws of the Association of expected standards of member professionalism;
 - (iv) providing for mechanisms of redress or discipline in cases of contravention; and
 - (v) Review and decision of any service complaint filed under EDL-2.3, dealing specifically with the behaviour of the Executive Director.
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.

Council Process-4 Agenda Planning
Last amended: 04/23/2018

To accomplish its job products with a governance style consistent with Council's policies, Council will follow an annual agenda which (a) completes a re-exploration of Organizational Results policies at a frequency appropriate to the priority of the Organizational Result, 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 Council's most recent statement of long term Organizational Result.
2. The cycle will start with 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 knowledgeable 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 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, 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. Matters conveyed to Council pursuant to policies EDL-9.12 and EDL-9.13 will be included on the agenda for timely review and decision.
7. Executive Director remuneration will be decided during the month of February after a review of monitoring reports received in the last year.
8. At the February Council meeting of each year, Council will determine a mechanism for its direct monitoring of policy EDL-9. If a committee is desired, it will be struck at the same meeting.
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 Council 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 Council 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 Council President and Secretary-Treasurer by the end of the third day prior to the meeting. The Council 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. Council will be informed of the redirection at the next Council meeting, and the member submitting the request will be informed promptly;
- (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 Council President delegate authority for chairing a meeting, then all these responsibilities, save for scheduling accepted items, will devolve to the acting chair.

10. Commencing in 2017, Council will review the Association finances at least every second year, in time to hold a referendum to adjust dues, if needed, with the following year's May 1 dues billing.
11. Council will consider implementation of an automatic, cyclical inflation adjustment to the basic dues, to be decided as part of the next dues increase referendum.
12. The agenda for each in person meeting of Council will include a Level 3 *in camera* session of no less than 15 minutes, so that Councillors may speak frankly and in confidence about any matter on the agenda for that meeting. The session will ordinarily be scheduled toward the end of the final day of meeting, although any Councillor may propose an earlier time when the agenda for any day of the meeting is put forward for adoption.
13. Council will review bylaw Article 109 no later than March 1, 2021.

Council President

1. The Council President, as the chief governance officer, assures the integrity of Council's process and where appropriate, represents Council to outside parties. Accordingly:
 - (A) The assigned result of the Council President's job is that 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.
 - (i) Meeting discussion content will be on those issues which, according to Council policy, clearly belong to Council to decide or to monitor.
 - (ii) Information that is for neither monitoring performance nor Council decisions will be minimized and always noted as such.
 - (iii) Deliberation will be fair, open, and thorough, but also timely, orderly, and kept to the point.
 - (iv) Council Calendar will be kept up to date and available to Council.
 - (v) Council agendas will be prepared for distribution as set out in policy CP-10, and will reflect topics and scheduling decisions set out in policy and decisions made by Council as part of current discussion.
 - (vi) The agenda and notification for the National Annual General Meeting will be prepared and published as set out in relevant bylaws.
 - (vii) 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. Where this responsibility deals with overall Council education, it will be exercised in consultation with the Council Education and Renewal Committee.
 - (viii) Requests for consideration on emerging issues will be evaluated and dealt with in a timely fashion as set out in policy CP-4.
 - (ix) Council and committee attendance reminders, and termination letters as necessary, will be sent out in a timely fashion.
 - (B) The authority of the Council President consists in making decisions that fall within topics covered by Council policies on Council Process and Council Delegation, with the exception of (a) employment or termination of an Executive Director (b) the disciplining of individual Council members and (c) where Council specifically delegates portions of this authority to others. The Council President is authorized to use any reasonable interpretation of the provisions in these policies.
 - (i) The Council President is empowered to chair Council meetings with all the commonly accepted power of that position, such as ruling and recognizing.
 - (ii) The Council President has no authority to make decisions about policies created by Council within Organizational Results and Executive Director Limitations policy areas. Therefore, the Council President has no authority to supervise or direct the Executive Director.
 - (iii) The Council President may represent Council in announcing Council-stated positions and in stating chair decisions and interpretations within delegated areas.

- (iv) Once Council has decided the honours recipients for the year, the Council President will work with staff to notify the recipients in writing, and will sign the various commemorative certificates for the presentation ceremony.
- (v) The Council President may delegate this authority, but remains accountable for its use.

First Vice-President

2. The First Vice-President is an officer of Council whose purpose is to assist Council in its ongoing renewal and education, to assist Council Advisory Committees to effectively carry out their responsibilities, and in the absence or inability to act of the Council President, to assume the duties of the Council President.

Accordingly:

- (A) The First Vice-President will serve as the chair or co-chair of the Council Education and Renewal Committee.
- (B) The First Vice-President will serve as the coordinator for the Council Advisory Committees ensuring that:
 - (i) applicants to establish a committee receive prompt contact and assistance upon filing;
 - (ii) committees are informed of resources at their disposal, and how to access them;
 - (iii) committees are informed of policy governing their operation;
 - (iv) committees receive proactive reminders, as needed, to ensure timely completion of deadline expectations;
 - (v) committees have a communication path with each other to facilitate the sharing of information between them;
 - (vi) committees resource information, including the application form, is kept up to date and reissued as needed;
 - (vii) replacement committee members are welcomed upon appointment and provided with the resource material they will need for their work; and
 - (viii) Council is informed if an individual committee is experiencing problems, or may require additional or other resources for their effective operation.
- (C) The First Vice-President is not accountable for the effective operation of individual committees.
- (D) The First Vice-President will draft and present an annual Work Plan for Council for review and adoption.
- (E) The authority of the First Vice-President consists of the use of a reasonable amount of financial resources and a reasonable number of staff person hours to accomplish their task.
- (F) If Council President is absent or incapacitated, Council may fully delegate Council President's duties and authority to the First Vice-President for such time as is necessary.

Second Vice-President

3. The Second Vice-President 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 Council President and the First Vice-President, to assume the duties of the Council President.

Accordingly:

- (A) The Second Vice-President will serve as chair or co-chair of the Member Engagement and Education Committee.
- (B) In their role as liaison with the membership, the Second Vice-President will ensure that:
 - (i) the position is a well-publicised and identifiable point of contact for members who wish to get in touch with Council;
 - (ii) members will receive regular and timely communication on the decisions and activities of Council, through such medium as may be best suited to the purpose;
 - (iii) members wishing to place a matter before Council, and requiring assistance, are informed of their options, both as owners and customers, and have assistance in the writing and filing of Requests for Council Action, when necessary; and
 - (iv) member complaint proceedings are conducted according to bylaw requirements.
- (C) The Second Vice-President will exercise special care to ensure that their activities do not violate the integrity of Council Delegation, as expressed in delegation policies.
- (D) 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.
- (E) If both the Council President and the First Vice-President are absent or incapacitated, Council may fully delegate Council President's and First Vice-President's duties and authority to the Second Vice-President for such time as is necessary.

Secretary-Treasurer

4. (A) The Secretary-Treasurer is an officer of Council whose purpose is to:
- (i) Ensure the integrity of Council's documents.
 - (ii) Chair the Finance Monitoring Committee.
 - (iii) In the absence of the Council President, and Vice-Presidents, preside at meetings and carry out such duties as Council may direct.
- (B) The Secretary-Treasurer will:
- (i) Ensure that all Council documents and filings are accurate and timely.
 - (ii) Prepare timely summary notices of bylaw changes as set out in relevant bylaws.
 - (iii) Review bylaw and policy changes before publication.
 - (iv) Ensure that policies and bylaws, as appropriate, are current in their reflection of Council decisions.
 - (v) Ensure that policies rigorously follow Policy Governance principles.
 - (vi) Ensure that elements of the bylaws necessary for legal compliance and for consistency with the principles of Policy Governance are known to Council.
 - (vii) Ensure that requirements for format, brevity, and accuracy of Council minutes will be known to the Executive Director.
 - (viii) Review the motions summary and minutes of each Council meeting, in consultation with the Chair(s) of each meeting.
 - (ix) Maintain and update tracking documents for Requests for Council Action, Council decisions on monitoring reports, and Council decisions on its own self-evaluation.
 - (x) Prepare an annual Cost of Governance report and budget for review at each fiscal year end, with amendments as circumstances require.

- (xi) Fulfill such duties required by law of the Secretary-Treasurer of a governing board.(C)The authority of the Secretary-Treasurer is access to and control over Council documents, and the use of reasonable staff time.

Evaluation

- 5. Officers will be evaluated annually at the last in-person meeting of their term-year, as set out in policy CP-9.
 - (A) Using the job description in the policy as a guide:
 - (i) Each officer will prepare a written evaluation of their work for the previous year.
 - (ii) A sub-committee of one or two Councillors (who are not officers) will prepare a written peer evaluation of the officer's work, in consultation with staff and other members of Council who have worked with the officer.
 - (iii) Officers and Councillors will develop a simple rubric for evaluation and apply the same rigor to these evaluations as they do to Executive Director monitoring reports.
 - (B) Prior to the Council meeting, each officer will have access to the evaluation of their peers and the opportunity to respond to it, should they so wish.
 - (C) Councillors will receive the complete package of evaluations (self, peer and responses if any) prior to the meeting when they evaluate each officer.
- 6. In recognition of the time commitment required to complete the ongoing tasks assigned to the officers, and the value of their roles to the effective and efficient operation of Council, Council will pay the incumbent officers annual honorariums as detailed in CP-9 Cost of Governance.

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, and compliance with bylaw articles governing duties of membership and standards of conduct for members.

1. Councillors must have loyalty to the membership, unconflicted by loyalties to staff, other organizations, and any personal interest as a consumer.
2. At a minimum, Councillors are expected to fulfill the following:
 - (A) Attend meetings of Council and its committees on a consistent basis.
 - (B) Sit on a minimum of one Council committee.
 - (C) Prepare for Council and committee meetings by:
 - (i) reading materials in advance of meetings; and
 - (ii) familiarizing themselves with key governance documents (Constitution and Bylaws; Council Policies)
 - (D) Coordinate at least one membership meeting per year for their region as per bylaw Article 103(a).
 - (E) Coordinate the Recruitment Committee for their region in preparation for elections as per bylaw Article 123(c).
 - (F) Communicate regularly with regional members in whatever way works best for their region (i.e. face-to-face meeting, newsletter, Facebook page, electronic town hall, etc.)
 - (G) Respect the confidentiality appropriate to issues of a sensitive nature.
 - (H) Use Councillor email in the "caea.com" domain according to the Executive Director's Council Email Account Policy, maintaining an up-to-date auto-respond message during busy times and respecting all Council approved social media guidelines.
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 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 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.

- (i) The following involvements will ordinarily be considered as irreconcilably in conflict with a Councillor's fiduciary responsibility:
 - (a) 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;
 - (b) 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
 - (c) having a spouse or significant other on Equity staff.
 - (ii) The following involvements will ordinarily be considered as manageably in conflict with a Councillor's fiduciary responsibility:
 - (a) holding a director's or senior administrative position with an organization which engages Equity members;
 - (b) 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
 - (c) having a direct or indirect connection to any supplier of material or services contracted to Council.
 - (B) When a Councillor has an unavoidable conflict of interest around an issue on which Council is to decide, that Councillor shall withdraw without comment from both the deliberation and the vote.
 - (C) Councillors will not use their Council position to obtain employment in the organization for themselves, family members, or close associates. A Council member applying for employment must first resign from Council.
5. A Council member found, through proper completion of the disciplinary process set out in bylaw Articles 34 through 87, to be in violation of:
- (a) bylaw Articles 32(a) or (b) will be automatically removed from Council.
 - (b) bylaw Article 35, may be removed from Council, by majority vote to that effect.
6. A Council member may request a leave of absence from their duties. A leave of absence may not exceed a period of three (3) consecutive meetings and is retroactive to the Councillor's first absence. A leave may not be used to extend a prior absence. This provision may not ordinarily be used by any member more than twice per term, however Council may consider a request for a third leave of absence in extenuating circumstances. Absence beyond a third meeting will result in automatic termination. Requests for a leave of absence must be submitted to the Council President before the third meeting is missed.

Council Process-7 Council Advisory Committees
Last amended: 10/29/2017

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

Accordingly:

1. Committees are to help Council do its job, not to help or advise the staff. Committees ordinarily will assist Council by preparing policy alternatives and implications for Council deliberation. In keeping with Council's broader focus, committees will normally not have direct dealings with current staff operations.
2. Committees may not speak or act for Council, or for the Association, 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. Committees cannot exercise authority over staff. The Executive Director works for the full Council, and will not be required to obtain approval of a committee before an executive action.
4. Committees are to avoid over-identification with organizational parts rather than the whole. Therefore, a committee that has helped Council create policy on some topic will not be used to monitor organizational performance on that same subject.
5. Except for those specified in the bylaws, committees will be used sparingly and ordinarily in an ad hoc capacity.
6. 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.
7. 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.
8. Committees shall take minutes or some other summary record of committee discussions. Minutes of meetings and reports to Council must be filed with the Secretary-Treasurer and the Executive Director to be kept as part of Council's records.
9. Applications for creation of a committee, as defined in bylaw Article 117, will be placed on the agenda of the first Council meeting following receipt of the application. The deadline for applications is receipt at the national office fifteen (15) days prior to each Council meeting. Council will signify, by majority vote, whether it approves the application. The result will be conveyed back to the applicant and Council will draft the necessary policy for approved committees in a timely manner.

10. No committee may be struck that duplicates staff or Council responsibilities.
11. Only life members and regular members in good standing are eligible to serve on a committee. Loss of good standing will result in automatic removal from the committee.
12. Council will appoint a Councillor as liaison for the committee, who shall also serve as a committee member. The Liaison will be responsible for arranging access to assigned Council resources, and for keeping Council up to date on committee activities or emerging issues.
13. Quorum for a meeting of a committee is attendance by more than half (51%) of the committee membership, although the committee may establish a higher quorum if it considers one to be advisable.
14. All meetings shall have written agendas circulated in advance, and recorded, majority votes on all substantive decisions.
15. All committee reports will be made to Council, through the Liaison.
16. (A) Replacement of members of a committee will be conducted in accordance with policy CP-2.8.
(B) Vacancies on a committee shall be filled:
 - (i) by committee appointment of an eligible member of the committee's majority choice, where the committee member being replaced was not appointed by Council; or
 - (ii) by Council appointment of an eligible member, with the majority recommendation of the committee, where the member being replaced was appointed by Council.
17. Regular attendance and participation in committee activities is a requirement of committee membership. The committee will establish its own attendance requirements, and serial absence will result in automatic removal from the committee.

A committee is a Council committee only if its existence and charge come from 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 honourees 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 honourees for the Stage West Equity Emerging Theatre Artist Award: one person every other year, who has been an Equity member for less than three years, has demonstrated professionalism, artistic excellence and innovation within their craft, and is an 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 reasonable number of staff person hours to carry out its work.
 - (C) Conditions: The Committee will conduct its business in keeping with policy CP-11, and will submit a statement of compliance, with supporting data, along with its slate of candidate honourees. Staff nominees for the Larry McCance Award should be submitted to the Executive Director for comment before selection.
 - (D) Timeline: Biennially, to be presented in even-numbered years at the National Annual General Meeting, with the slate of recommended honourees to be submitted to Council no later than five months before the presentation date.

2. Committee title: Finance Monitoring Committee
 - (A) Product: The analysis of each Internal Monitoring Report of policies EDL-4.1 and EDL-4.2, policy EDL-5 in its entirety, and policy EDL-7.1, 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) Conditions: The Committee chair will be the Secretary-Treasurer.
 - (D) Timeline:
 - (i) This Committee is a standing committee, renewed each term.
 - (ii) Monitoring reports will be delivered in accordance with the monitoring schedule in Council Delegation-5.

3. Committee Title: Member Engagement and Education Committee
 - (A) Product:
 - (i) Evaluating the effectiveness of communication between Equity and its membership, specifically in the areas relating to:
 - (a) Equity's current means of distributing information to the membership;
 - (b) the membership's working knowledge of their Association; and
 - (c) the membership's understanding of, and access to input options on both issues under review by Council and emerging issues.

- (ii) Development and implementation of a suite of communication strategies in the identified areas, including representative research as necessary to develop the strategies. The goals of these strategies are to improve:
 - (a) the clarity and accessibility of information coming from Equity;
 - (b) how the membership receives and responds to that information; and
 - (c) how Equity responds and reacts to member input and feedback.
 - (iii) Recommendations to Council for policy change as necessary to formalize new communication strategies for the Association.
- (B) Authority:
- (i) To interact with members and staff 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.
 - (ii) To use a reasonable amount of financial resources and a reasonable number of staff person hours to accomplish its task. Defined resource figures will be established upon submission of a budget proposal by the Committee.
 - (iii) Access to advisory survey contact information for members who indicated an interest in serving on this Committee.
- (C) Conditions: The Committee will observe the following conditions in its work:
- (i) The Committee will conduct its work in keeping with policy CP-7: Council Committee Principles.
 - (ii) The Committee will seek representation on the Committee from all geographic regions, and will solicit participation in keeping with policy CP-2.8.
 - (iii) The Committee will respect the Executive Director's sole authority for operational communications, and will consult closely with the Executive Director to ensure a consistent message on all matters.
 - (iv) The Committee chair will be the Second Vice-President.
- (D) Timelines:
- (i) This Committee is a standing committee, renewed each term.
 - (ii) The Committee will provide at least yearly reports on outreach and informational activities at each October meeting.

4. Committee title: Stage Management Committee

- (A) Product:
- (i) general linkage to members working in stage management across the country, for the purpose of increasing Council awareness of concerns and issues important to these disciplines;
 - (ii) development and maintenance of useful resources to support the work of stage management members; and
 - (iii) reports to Council on its findings, and any policy recommendations that may flow from them.
- (B) Authority:
- (i) 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.
 - (ii) Initial use of \$200 in financial resources and limited staff person hours to develop an action plan and budget proposal. Any further financial and staff resource figures will be established upon submission of same to Council.

- (C) Conditions: The Committee will observe the following conditions in its work:
 - (i) The Committee will solicit representation on the Committee from all geographic regions, and will solicit participation in keeping with policy CP- 2.8. Members of the Committee must be in good standing. Beyond this, the Committee has the authority to determine its own size and composition.
 - (ii) In collecting data and deriving policy options, the Committee shall take care not to commit or suggest commitment to any specific means implementation.
 - (iii) The Liaison will be Kate Sandeson
- (D) Timelines:
 - (i) The Committee will present end of year reports on its activities at each October meeting.
 - (ii) The Committee will automatically dissolve at the end of the 2015-2018 term of Council.

5. Committee title: Directors, Choreographers, and Fight Directors Committee

- (A) Product:
 - (i) General linkage to Directors, Choreographers, and Fight Directors across the country, for the purpose of increasing Council awareness of concerns and issues important to these disciplines.
 - (ii) Reports to Council on its findings, and any policy recommendations that may flow from them.
- (B) Authority:
 - (i) 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.
 - (ii) Initial use of \$250 in financial resources and limited staff person hours to develop an action plan and budget proposal. Any further financial and staff resource figures will be established upon submission of same to Council.
- (C) Conditions: The Committee will observe the following conditions in its work:
 - (i) The Committee will solicit representation on the Committee from all geographic regions, and will solicit participation in keeping with policy CP- 2.8. Members of the Committee must be in good standing. Beyond this, the Committee has the authority to determine its own size and composition.
 - (ii) In collecting data and deriving policy options, the Committee shall take care not to commit or suggest commitment to any specific means implementation.
 - (iii) The Liaison will be Scott Bellis
- (D) Timelines:
 - (i) The Committee is a standing committee, renewed each term.
 - (ii) The Committee will present progress reports no less than annually at each October meeting.

6. Committee title: Opera Committee

- (A) Product:
 - (i) general linkage to singers, stage managers and directors working in the discipline of opera across the country, for the purpose of increasing Council awareness of concerns and issues important to these disciplines;

- (ii) support, when requested, to the Executive Director, relating to opera agreement negotiations, new policies and concession requests; and
 - (iii) reports to Council on its findings, and any policy recommendations that may flow from them.
- (B) Authority:
- (i) 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.
 - (ii) Initial use of \$250 in financial resources and limited staff person hours to develop an action plan and budget proposal. Any further financial and staff resource figures will be established upon submission of same to Council.
- (C) Conditions: The Committee will observe the following conditions in its work:
- (i) The Committee will solicit representation on the Committee from all geographic regions, and will solicit participation in keeping with policy CP- 2.8. Members of the Committee must be in good standing. Beyond this, the Committee has the authority to determine its own size and composition.
 - (ii) In collecting data and deriving policy options, the Committee shall take care not to commit or suggest commitment to any specific means implementation.
 - (iii) The Liaison will be Peter McGillivray.
- (D) Timelines:
- (i) The Committee is a standing committee, renewed each term.
 - (ii) The Committee will present progress reports on its activities at each October meeting.

7. Committee title: Diversity and Inclusion Committee

(A) Outcome:

- (i) improved access and inclusion in the Association and in the broader theatre ecology, with a particular focus on communities and identities historically underrepresented in the membership and on our stages — including but not limited to Indigenous peoples (First Nations, Inuit, Métis), Persons of colour, LGBTQ2+, D/deaf and disability — by means of:
 - (a) increased Council awareness of concerns and issues important to these communities within the membership;
 - (b) making recommendations to Council based on member input on how Equity can better serve/represent its members from underrepresented communities; and
 - (c) advocating to advance representative diversity onstage, and in all related hiring within Equity's jurisdiction.

(B) Authority:

- (i) To interact with members in any way deemed appropriate in order to achieve the assigned outcome, as long as no unauthorised commitments are made on behalf of Equity and the limited authority of the group is not misrepresented.
- (ii) To use a reasonable amount of financial resources and a reasonable number of staff person hours to accomplish its task. Defined resource figures will be established upon submission of a budget proposal by the Committee.
- (iii) Access to advisory survey contact information for members who indicated an interest in serving on this Committee.

- (C) Conditions: The Committee will observe the following conditions in its work:
 - (i) The Committee will conduct its work in keeping with policy CP-7: Council Committee Principles.
 - (ii) The Committee will be comprised of Councillors and members-at-large, and seek representation from all geographic regions, with an emphasis on underrepresented communities/identities, and priority consideration for those who expressed interest through the advisory survey.
 - (iii) In collecting data and deriving policy options, the Committee shall take care not to commit or suggest commitment to any specific means implementation.
 - (iv) The Liaison will be Sedina Fiati.

(D) Timelines:

- (i) This Committee is a standing committee, renewed each term.
- (ii) The Committee will submit an annual report to Council at each October meeting, detailing activities and findings, and any policy recommendations that may flow from them.

8. Committee Title: Council Education and Renewal Committee

(A) Product:

- (i) Design and implementation of Council's ongoing education and training; determining Council's areas of greatest need for education and training; identifying appropriate education and training resources; presenting a year-long Council education plan to Council for approval each year of the Council term;
- (ii) The creation of a comprehensive Council Renewal plan for Council approval leading up to Council elections, to include at least the following: a timeline and mechanisms for the Council election process, a 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, as well as orientation material and a training plan for newly elected Councillors. In addition, the Committee will be the point of contact for Regional Election Committees during the elections, and report back to Council with any recommended changes to policy or bylaws; and
- (ii) Provision of assistance to Regional Election Committees in ensuring diversity of ethnicity, ability, gender, age and discipline among nominees.

- (B) Authority: This Committee has the authority to use \$500 and to access a reasonable number of staff person hours for its own logistics. The Committee may request additional resources for training, education and the promotion and conduct of the elections by submitting a resource budget.

(C) Conditions: The Committee shall observe the following conditions in its work:

- (i) The Committee will be led by 2 co-chairs, one of whom will be the First Vice-President.
- (ii) The Committee will conduct its work in keeping with policy CP-7: Council Committee Principles.
- (iii) To assist with continuity in education, training, and election processes, whenever possible the Committee will include at least one (1) member of the previous term's Committee.
- (iv) Should specialized knowledge be needed, individual Equity members and/or external consultants will be approached for input as needed.
- (v) The Committee will consult with as wide a range of members as possible in order to embrace diversity in its response(s).

- (D) Timeline:
 - (i) This Committee is a standing committee, renewed each term.
 - (ii) The Committee will present the draft Council Election plan at the June Council meeting in the year prior to the election year.
 - (iii) The final draft of the Committee's Council Renewal Election Plan must be presented to Council for approval no later than October Council prior to the election year.

9. Committee Title: Joint Committee with ACTRA

Council appoints four Councillors to a Joint Standing Committee with ACTRA, per our Reciprocal Agreement.

(A) Product:

The product of these appointees is discussion on forging an improved and closer relationship with ACTRA.

(B) Authority:

- (i) To explore, jointly with our ACTRA colleagues, any topic where closer ties or alliance may prove beneficial for our membership.
- (ii) Initial use of reasonable financial resources and staff person hours necessary to thoroughly explore the various topics.

(C) Conditions: The Committee will observe the following conditions in its work:

- (i) Council must approve any change to these appointments.
- (ii) No commitments to any change in inter-Association arrangements may be made without the prior approval of Council. It must also be understood that member consultation and ratification may be needed before some changes may be implemented.
- (iii) The Liaison will be Allan Teichman.

(D) Timelines:

The appointees will prepare a report for October 2016 Council on the prospects for any change in inter-Association activities or alliance. Upon review of the report, Council will instruct the appointees on their next course of action.

10. Committee Title: Safe and Respectful Workplaces Task Force

(A) Product:

- (i) To review Council's bylaws and policies, and make recommendations for updates relevant to the recommendations coming out of the Safe and Respectful Workplaces Survey.
- (ii) To work jointly with staff to develop and assist in the implementation of Education and Awareness and Response recommendations assigned to Council.
- (iii) To work jointly with staff as an advisory body as requested for the implementation of Education and Awareness and Response recommendations assigned to Staff.

(B) Authority:

- (i) This Task Force has the authority to use \$250 in financial resources for its own logistics. Additional funds will be made available for such outside assistance as the Task Force may deem necessary, following submission and approval of a reasonable budget to cover it.
- (ii) This Task Force has the authority to access a reasonable number of staff person hours for its own logistics.

- (C) Conditions:
 - (i) The Task Force will conduct its work in keeping with policy CP-7: Council Committee Principles.
 - (ii) Should specialized knowledge be needed, individual Equity members and external consultants will be approached to provide their input on an as-needed basis.
 - (iii) The Task Force will consult with as wide a range of members as possible in order to embrace diversity in its response(s).
 - (iv) The Liaison will be Jane Heyman.
- (D) Timelines:
 - (i) The goal of the Task Force will be to address the recommendations outlined in the Safe and Respectful Workplaces Recommendations to Council document by the end of the 2015-18 term.
 - (ii) The Task Force will prepare regular progress reports (written and/or verbal) on its work at Council in-person meetings.
 - (iii) The Task Force will automatically dissolve upon the completion of its aforementioned assigned tasks or when the 2015-2018 term reaches its conclusion.

11. Committee Title: Benefits, Fundraisers and Awards Events Research Group

- (A) Product:
 - (i) Research regarding potential changes to our contractual approach to benefits, fundraisers and awards events. As a minimum, the research will examine the types of benefits, fundraisers and awards events which engage our members, the strengths and challenges of our current approach, and the desires of our membership for any change to the approach.
 - (ii) Recommendations to Council for any policy changes that may result from their findings.
- (B) Authority:
 - (i) This Committee has the authority to use \$200 in financial resources for its own logistics. Additional funds will be made available for research costs, following submission and approval of a research plan and a reasonable budget to cover it.
 - (ii) This Committee has the authority to access a reasonable number of staff person hours for its own logistics.
- (C) Conditions:
 - (i) The Committee will conduct its work in keeping with policy CP-7: Council Committee Principles.
 - (ii) The Committee will consult with as wide a range of members as possible in order to embrace diversity in its response(s).
 - (iii) The Liaison will be Paula Wolfson.
- (D) Timelines:
 - (i) The Committee will submit an interim report on its activities at the October 2016 meeting, and a final report with recommendations at the June 2017 meeting.
 - (ii) The Committee will automatically dissolve upon the completion of its assigned tasks, or the end of the current term, whichever is the sooner.

12. Committee Title: Mental Health Research Committee

- (A) Outcome:
 - (i) To take an active approach to address issues of mental health within Equity, including:

- (a) oversee the execution of a national survey of the membership to gain an understanding of the nature and prevalence of mental health issues in Equity's membership, and the needs of members for support in this area;
 - (b) pursue opportunities for Mental Health First Aid training for frontline Staff (esp. RWAs) and more broadly in the membership (e.g. Councillors, Stage Managers);
 - (c) explore possibilities for collaboration with engagers and industry partners for sectoral engagement around Mental Health and Wellness;
 - (d) investigate potential for provision of meaningful Mental Health insurance coverage with Equity's plan provider;
 - (e) develop a comprehensive and regularly updated Mental Health Tool Kit of information and resources available to members.(ii) To make recommendations to Council for any policy changes and/or Council action that may arise from the Committee's research and discussions.
- (B) Authority:
- (i) This Committee may access \$200 in financial resources for its own logistics. Additional funds will be made available for research costs, following submission and approval of a research plan and appropriate budget.
 - (ii) This Committee may access a reasonable number of staff person hours for its own logistics.
 - (ii) This Committee will support and collaborate with staff, as useful and appropriate, on approved actions requiring staff execution.
- (C) Conditions: The Committee shall observe the following conditions in its work:
- (i) The Committee will conduct its work in keeping with policy CP-7: Council Committee Principles.
 - (ii) The Committee will consult with a wide range of members in order to reflect member diversity in its work.
 - (iv) The Liaison will be Aaron Hutton.
- (D) Timelines:
- (i) The Committee will submit interim reports at the June 2019 and June 2020 Council meetings, and a final report at the end of the 2018-2021 term.
 - (ii) The Committee will dissolve upon completion of its assigned tasks, or the end of the 2018-2021 Council term, whichever comes first.

13. Committee title: Senior Artist Support Task Force

- (A) Product:
- (i) Research to determine the best way in which Equity can effectively support its senior members in their lives within Equity's jurisdiction. As a minimum, the research will examine ongoing professional career support, maintaining creativity in senior years, retirement, legacy perpetuation, retirement income planning, advocacy opportunities, insurance and health.
 - (ii) Recommendations to Council for any policy changes that may result from their findings.
- (B) Authority:
- (i) This Committee has the authority to use \$200 in financial resources for its own logistics. Additional funds will be made available for research costs, following submission and approval of a research plan and a reasonable budget to cover it.

- (ii) This Committee has the authority to access a reasonable number of staff person hours for its own logistics.
- (C) Conditions:
 - (i) The Committee will conduct its work in keeping with policy CP-7: Council Committee Principles.
 - (ii) The Committee will consult with as wide a range of members as possible, in order to embrace diversity in its response(s).
 - (iii) The Liaison will be Paula Wolfson.
- (D) Timelines:
 - (i) The Committee will submit an interim written report on its activities at the February 2018 meeting, and a final written report with recommendations at the October 2018 meeting.
 - (ii) The Committee will automatically dissolve upon the completion of its assigned tasks, or the end of the current term, whichever is the sooner.

14. Health and Safety Task Force

- (A) Product :
 - (i) To work with staff to research strategy to provide better support to our members when they report health and safety issues;
 - (ii) To make a 'best practices' document to guide staff when dealing with such complaints; and
 - (iii) To make recommendations to Council for any policy changes and/or Council action that may arise from this research.
- (B) Authority:
 - (i) This Committee may access \$200 in financial resources for its own logistics. Additional funds will be made available for research costs, following submission and approval of a research plan and appropriate budget.
 - (ii) This Committee may access a reasonable number of staff person hours for its own logistics.
- (C) Conditions: The Committee shall observe the following conditions in its work:
 - (i) The Committee will conduct its work in keeping with policy CP-7: Council Committee Principles.
 - (ii) The Committee will consult with a wide range of members in order to reflect member diversity in its work.
 - (iii) The Liaison will be Zeph Williams.
- (D) Timelines:
 - (i) The Committee will submit an interim report at the September 2018 Council meeting, with a further report with recommendations at the October 2018 meeting.
 - (ii) The Committee will dissolve upon completion of its assigned tasks, or the end of the current Council term, whichever comes first.

Council Process-9 Cost of Governance
Last amended: 10/22/2018

Because poor governance costs more than learning to govern well, 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 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 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 complete the ongoing tasks assigned to the officers, and the value of their roles to the effective and efficient operation of Council, Council will pay the incumbent officers annual honorariums as follows, effective January 1, 2017:

Council President – \$10,000 per year
First Vice-President – \$2,500 per year
Second Vice-President – \$2,500 per year
Secretary-Treasurer – \$2,500 per year

Each honorarium, less any applicable source deductions, will normally be paid in two instalments for each year of an officer's service (term-year): one third within the first three months of the term-year, and two-thirds upon successful completion of an evaluation at the last in-person meeting of the term-year, demonstrating completion of assigned responsibilities. Council may, in its sole discretion: approve payment of the second amount; reduce the second amount to acknowledge a poor evaluation; or pro-rate or divide the second amount between two Councillors to acknowledge a partial-year's service as an officer.

The amount of each honorarium will be reviewed on a three-year cycle, at the first monitoring of this policy in each Council term.

Council Process-10 Council Proceedings
Last amended: 06/18/2018

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. If finances do not permit holding an in-person meeting away from Toronto, this meeting may also be held in Toronto; 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 and cities.
- (B) Special meetings of Council may be called by the Council 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 Council 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. Council's current meeting agenda, motions summary and minutes will be published online in a timely manner for member reference, and copies of past minutes will be made available to members upon request. These documents may be reasonably edited to respect Council's confidentiality obligations under policy CP-6.
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) Consistent attendance at Council is mandatory. Councillors will be sent an attendance reminder after the second meeting is missed. 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 Council 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 elections process fails to fill all Council seats in a region, or when a member of Council resigns, is terminated or dies, then Council shall select a member to fill the vacancy subject to the eligibility requirements for holding that Council seat, as soon as possible. Council will first approach unselected candidates from the last election prioritized according to vote count.

- (D) Where there are no prior candidates from which to choose, or where such members decline to be considered, and where a Council Advisory Committee exists for the region, Council shall ask that Committee to solicit further candidates and recommend a replacement.
 - (E) Where there is no Council Advisory Committee or other Councillors for the region, or they are unable to make a recommendation, Council shall select a Recruiting Committee of either two or three members familiar with or from the region; this Recruiting Committee shall consist of at least one Councillor, who shall chair the Committee.
 - (F) The Regional Advisory Committee or Recruiting Committee shall:
 - (i) Endeavour to make its recommendation for a replacement within 30 days of Council accepting the resignation.
 - (ii) Post notices of the vacancy using all Equity's usual methods for communicating with members.
 - (iii) Consult with knowledgeable members of the community.
 - (iv) Consider former Councillors and former candidates for Council currently living in the region.
 - (v) Take into consideration the current Council's representation of its membership with respect to diversity targets and any other aspects of demographic representation.
 - (vi) Use any reasonable approach to develop consensus on a recommendation for a candidate.
 - (vii) Ensure the recommended party is willing to fill the vacated seat if appointed to it.
 - (G) Upon receipt of the committee's recommendation, Council shall vote on that recommendation at its next meeting.
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 Council President;
 - (ii) a First Vice-President;
 - (iii) a Second Vice-President; and
 - (iv) a Secretary-Treasurer.
9. All meetings of members or Council shall be governed by Bourinot's Rules of Order, with the exception that the Chair shall be allowed to participate in debate, although not vote except in case of a tie.
10. (A) As a board representative of our membership, transparency of process is important. *In camera* sessions of Council exclude persons who ordinarily would have an expectation of attendance at a Council meeting. Accordingly, *in camera* sessions of Council will be sparingly used.
- (B) The following may attend *in camera* sessions, as determined by decision of Council:
- (i) Councillors plus the Executive Director and senior staff ("Level 1");
 - (ii) Councillors plus the Executive Director only ("Level 2"); or
 - (iii) Councillors only ("Level 3").
- At any level, Council may additionally permit the attendance of any other person whom they consider necessary for the matter to be discussed.
- (C) An *in camera* session of at least Level 2 will always be used for personnel matters centred on the Executive Director. Council may require a Level 3 *in camera* session for performance evaluations of the Executive Director, as well as confidential review of any labour issues, including their employment agreement with the Association, and matters of remuneration.
- (D) Council may, by motion, decide to go *in camera* on other matters where disclosure to non-board members might be prejudicial to an individual or the organization. Before going *in camera*, 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.
- (E) Suitable topics for *in camera* discussion may include:
- (i) Council and committee issues such as internal problems and factions;
 - (ii) Council and committee objectives and performance;
 - (iii) Executive Director succession planning.
- (F) Discussion from an *in camera* session is to be regarded as confidential, as set out in policy CP-6.
- (G) Motions may not be made and passed *in camera*. Any motions arising from *in camera* discussion must be made, debated and voted on in open session.
- (H) Any recording of Council discussion will be suspended for the duration of an *in camera* session, although summary minutes of the session will be taken by the Secretary-Treasurer, or someone acting in their stead. Minutes of an *in camera* meeting should include, at a minimum, the following:
- (i) the place, date and start time of the *in camera* session;
 - (ii) the persons present;
 - (iii) who served as chair and secretary;
 - (iv) notes on the discussion;
 - (v) any formal objections of directors; and
 - (vi) the time of adjournment.

In camera minutes are confidential and will be kept separately by the Secretary- Treasurer, but shall be provided upon request to any party eligible to attend the *in camera* session, whether or not they were present for the session. Minutes of the session will be retained by the incumbent Secretary-Treasurer for one (1) year following the date of the session, at which time they will be destroyed.

- (I) Open session meeting minutes should identify the topic under *in camera* discussion, but not provide details on the discussion itself.
11. All meetings of members (including AGM's, RGM's, Honours ceremonies, etc.) and the first day of each in-person Council meeting will begin with the reading of Council's Equality Statement.¹
12. All Council decisions will be made by majority vote. Substantive decisions – those intended to effect material change in organizational governance or operation – will be recorded in Council policies or bylaws, as appropriate. Non-substantive decisions, such as consent agenda decisions, motions to adjourn, and recognition of service or membership milestones, need only be recorded in the minutes or Council Work Plan as appropriate.

¹ Council's Equality Statement: Equity embraces an open and inclusive environment, and encourages respectful behaviour that affirms the dignity of all individuals.

Equity further recognizes our shared responsibility for vigilance in creating and maintaining this environment. Any behaviour to the contrary will not be tolerated by the Association.

Council Process-11 Council Honours
Last amended: 10/29/2017

1. The following honours may be conferred by Council in each two-year cycle:
 - (i) Life Membership (typically two per cycle)
 - (ii) Honorary Membership (typically one per cycle);
 - (iii) The Larry McCance Award (typically one per cycle); and
 - (iv) The CAEA Award of Distinction (typically one per cycle).
2. Should resources permit, Council may elect to increase the number of honours conferred in a given cycle. Council may also elect to not confer any honour, or less than the typical number, in any cycle.
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 demonstrated distinction 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;
 - (ii) training or development of new and/or experienced artists, contributing to excellence within the Equity membership;
 - (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 demonstrated distinction through activity in the service of Equity and its members, beyond consideration of personal benefit, in one of the following capacities:
 - (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 organization, 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 individualized 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:
 - (A) Only Regular and Life Members in good standing are eligible to nominate for any award.
 - (B) Members on withdrawal may not nominate, but may be considered as nominees.
 - (C) Members of the Honours Committee may neither nominate, be nominated, nor write letters of support of nominees.
 - (D) Sitting Councillors may not be nominated.
 - (E) A nominee need not be a Canadian citizen, provided that all honours qualifications set out in this policy are met.
 - (F) Nominations may not be made for posthumous recognition, although an honour may be conferred posthumously for a nomination already submitted.
 - (G) Solicitation for nominations should be as broad as possible, to ensure that all communities within the membership have the opportunity to both recognize colleagues and be recognized.
Accordingly, the Honours Committee will:
 - (i) include a diversity statement in any solicitation for nominees;
 - (ii) make special efforts to ensure that all members are aware of their opportunity to nominate and be nominated; and
 - (iii) include specific outreach solicitation within member communities from which nomination has been historically lacking.
 - (H) In addition to any solicitation undertaken directly by the Honours Committee, each Council Advisory Committee shall be invited to participate in the nominations and to solicit nominations within their respective constituency.
 - (I) 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.
 - (J) 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.

(K) 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 organization 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 CP-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 organization of the honours presentation will be handled by staff, as assigned by the Executive Director. Contributions to the presentation by the Council President and the Honours Committee will be made as set out in policies CP-5 and CP-8.

**Council Delegation-1 Global Council-Executive Director
Delegation**

Last amended: 06/28/2005

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

Council Delegation-2 Unity of Control

Last amended: 06/28/2005

Only officially passed motions of 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.

Council Delegation-3 Accountability of the Executive Director

Last reviewed: 06/28/2005

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

Accordingly:

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

Council Delegation-4 Organizational Direction
Last amended: 06/28/2005

Council will instruct the Executive Director through written policies which prescribe the Organizational Results 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. 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 Organizational Results policies. All issues that are not Organizational Results issues as defined above are Means issues.
2. 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 Director Limitations policies. Council will never prescribe organizational means.
3. As long as the Executive Director uses any reasonable interpretation of Council's Organizational Results and Executive Director 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 Council.
4. Council may change its Organizational Results and Executive Director Limitations policies, thereby shifting the boundary between Council and Executive Director domains. By doing so, Council changes the latitude of choice given to the Executive Director. But as long as any particular delegation is in place, Council will respect and support the Executive Director's choices.

Council Delegation-5 Monitoring Executive Director Performance
Last amended: 10/29/2017

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 Organizational Results and organizational operation within the boundaries established in Council policies on Executive Director 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. Council will acquire monitoring data by one or more of the following methods:
 - (i) by internal report, in which the Executive Director discloses compliance information, along with justification for the reasonableness of their interpretation;
 - (ii) by external report, in which an external, disinterested third party selected by Council assesses compliance with policies, augmented with the Executive Director's justification for the reasonableness of their interpretation; and
 - (iii) by direct Council inspection, in which a designated member or members of Council assess compliance with policy, with access to the Executive Director's justification for the reasonableness of their interpretation.
3. In every case, the standard for compliance shall be any reasonable Executive Director interpretation of the Council policy being monitored. 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 Council as a whole.
4. All policies that instruct the Executive Director will be monitored at a frequency and by a method chosen by Council. Council can monitor any policy at any time by any method, but will ordinarily depend on a routine schedule.

Policy	Frequency	Submit By	Report By
EDL-6 Emergency ED Succession	In the 1 st year of each term, & no more than three months after any action which would be covered by this policy	January	Executive Director - Internal
EDL-13 Association Offices	In the 1 st year of each term, & no more than three months after any action which would be covered by this policy	February	Executive Director - Internal
EDL-1 Global Executive Constraint	Annually	February Council package deadline	Executive Director - Internal
EDL-9 Communication & Support to Council - Interpretations	Annually	April	Executive Director - Internal
EDL-4 Financial Planning/ Budgeting	Annually	April	Executive Director - Internal
EDL-8 Compensation and Benefits	Annually	April	Executive Director - Internal
EDL-2 Treatment of members and others who have interaction with Equity	Annually	May	Executive Director - Internal
EDL-3 Treatment of Staff and Volunteers	Annually	May	Executive Director - Internal
EDL-11 Scale Agreement Administration & Enforcement	Annually	May	Executive Director - Internal
EDL-4 Financial Planning/ Budgeting (4.1, 4.2)	Annually	May	Finance Monitoring Committee (Council)
EDL-9 Communication & Support to Council	Annually	June Council package deadline	EDL-9 Monitoring Committee (Council)
Organizational Results- 1 to 5	Annually	October Council package deadline / November Council package deadline in an election year	Executive Director - Internal
EDL-5 Financial Conditions and Activities	Annually	October Council package deadline	Executive Director - Internal
EDL-5 Financial Conditions and Activities	Annually	October Council package deadline	Auditor - External
EDL-12 Delivery of Organizational Result-4	Annually	October Council package deadline	Executive Director - Internal
EDL-5 Financial Conditions and Activities	Annually	November Council package deadline	Finance Monitoring Committee (Council)
EDL-7 Asset Protection	Annually	November	Executive Director - Internal
EDL-10 Members & Staff Retirement Funds (Global, 10.1, 10.5 to 10.8)	Annually	November	Executive Director - Internal
EDL-10 Members & Staff Retirement Funds (Global 10(ii) to 10(iv) and 10(ix))	Annually	December	External

Policy	Frequency	Submit By	Report By
EDL-7 Asset Protection	Annually	January Council package deadline	Finance Monitoring Committee (EDL-7.1) (Council) External (EDL-5.2)
EDL-14 Election and Referendum Logistics	At the 2 nd meeting following the conclusion of elections or referendums	Applicable Council package deadline	Council Renewal / Referendum Committee (Council)

Council Delegation-6 Treatment of the Executive Director
Last amended: 10/29/2017

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 their staff.

Accordingly:

1. 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. Council will not censure or otherwise punish the Executive Director for non-disruptive expression of dissent.
3. Council will provide the Executive Director with its interpretation of their protections under this policy.
4. Council will consult with the Executive Director prior to making policy decisions that would fundamentally change their job.

COUNCIL POLICIES

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