



EDITORS  
RÉVISEURS  
CANADA

## **Directors Handbook National Executive Council**

Editors' Association of Canada /  
Association canadienne des réviseurs



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## Introduction

This handbook has information that will help you in your role as a director on the national executive council (NEC) of Editors Canada.

If there is any discrepancy between practices outlined here and the items in this list, these items take precedence (in this order of authority):

- the federal legislation,
- the association's bylaw,
- member votes at annual general meetings, or
- the association's policies and procedures/guidelines.

## Orientation materials

We have an NEC [orientation folder](#) in Google Drive.

- It has several documents in it that are good to look at.
- Some items you will need are on our website.

## Organization and structure

### Organization

#### Directors

The directors on the NEC set the direction for the association (in consultation with members).

- The NEC sets the direction.
- The committees create the plans and do the work.
- The office supports all of this work.

Sometimes, if work needs to get done on a project and directors cannot find someone to do the work, they will do it themselves. On rare occasions, a director has had to act as a committee chair (at the same time as being director) until a chair has been recruited.

The roles and responsibilities of directors are detailed in the [NEC Roles](#) document. Some of the specific tasks that are assigned to particular directors can be moved around, depending on skill sets, preferences and personal schedules. Examples include the annual report project or the student relations committee.

Directors are elected (or acclaimed) only as directors (not to a particular position). This is mandated in the federal legislation. After



the annual general meeting, the directors decide among themselves who will take which position.

Committee chairs, task force leaders and people in national positions report to the NEC through directors. The organizational chart is updated after each new NEC decides on the positions and on which director is taking which committees.

The [corporate calendar](#) lists the month-by-month duties of various directors and staff.

For interest and historical information, there is a list of [all NEC members](#) since 1979.

## Committees

Several [committees](#) do the bulk of the association's work. There are also national positions (such as mediator or Facebook group moderator) and, from time to time, task forces. Task forces are set up to tackle specific situations, which are described in a task force brief.

The NEC is responsible for creating and dissolving committees and task forces. It is also responsible for voting on committee chairs, people in national positions and task force leaders.

Committee chairs should be given autonomy to do their work. The NEC should not control this work unless a committee

- is not following specific rules about budgets,
- steps outside the committee's mandate, or
- acts in a way that contradicts the association's core purpose, mission or governance documents.

You can find information on committees here:

- Committee [mandates](#) (overview document)
- Committee [guidelines](#) (more detailed)

## Staff

The executive director (ED) reports to the NEC through the human resources committee. The ED does not set the direction for the association but implements the direction that directors set. The ED attends NEC meetings and is given a voice but does not have a vote.



The ED also has signing authority, with certain parameters, as described in the Branch Officers and Signing Officers Procedures.

The ED runs the national office and supervises the other staff. The responsibilities of the office staff change from time to time, so the ED updates the [staff roles chart](#) each July.

The office staff work Monday to Friday (normal business hours). Do not expect any of the staff to be available outside of their working hours (and comment on it if you see members complaining online that they can't contact the office staff in the evenings or on weekends or holidays).

## **The association's work**

### **The strategic plan**

A strategic plan helps an organization stay focused on agreed-upon goals.

- The strategic priorities tell us where to focus.
- The outcomes tell us what we expect to see happen.
- The actions tell us how to get there.

These plans are usually prepared by a trained facilitator. A skilled facilitator makes sure that the typical steps in creating a strategic plan are followed. They also make sure that no one point of view gains control of the discussion.

Most strategic planning works on a three-year cycle (to keep up to date with social and technological change) but due to the expense, Editors Canada is on a five-year cycle.

A good methodology will include gaining as much input as possible before and at the planning session, while still having a manageable amount of information and a manageable number of participants.

This means

- interviewing people who represent diversity across the association: different locations, languages, length of membership and status (member or affiliate);
- inviting some local members to attend the planning session, also selected for the diversity they represent; and
- including the entire national executive council and the executive director in the planning session.

You can find the current plan on the website.



## NEC responsibilities

### Representing the association

Legally you are a director of the organization as a whole. That means you represent the association, ahead of your portfolio, your branch, your interests and yourself.

This [short article](#) is about directors of businesses but it's useful. It explains the term "fiduciary responsibility" (which is not just about money).

From the article:

"If you have low tolerance for ambiguity, and/or have trouble saying 'no' to people all the time, then you may want to reconsider whether board service is your true calling. For board service necessarily involves subordinating your own interests, compromising among conflicting and often implicit interests of others, then having the confidence to direct and control, to govern, the corporation. Sounds a lot like being a parent, or guardian."

Directors of not-for-profits can be sued, but they are not affected if they are indemnified and there is insurance. Editors Canada directors are indemnified (see the bylaw, section 7.02) and they are covered by the association's errors and omissions insurance policy (which the ED keeps up to date).

### Communicating

Directors have a public role. If you participate in social media or the members' email forum, be responsive if you see questions and be careful when you answer. Remember that you are representing the association and the NEC. If you are expressing personal opinions rather than speaking officially, make that clear. Otherwise people will think you are speaking on behalf of the entire NEC or the organization.

Major decisions in the association are made by the members, who need to understand what is happening within the association to make those decisions. Because of this, Editors Canada has a culture of openness. There is a confidentiality policy and procedure but they cover very few things. Be sure to read the policy and procedure so that you know what is actually confidential and what



is not. Director votes cannot be held *in camera* (so decisions are never confidential).

That openness is balanced by respect for privacy. Don't forward anyone's email without asking them and don't share anyone's private information (such as family situations, illnesses, or home contact information).

If you have information about changes (for example, branch and twig information or changes in your committee chairs), keep the office informed so they can do any updates to the website.

The association is bilingual, so all the main communications go out in English and French. The office arranges translations for corporate material (such as e-news updates, the annual report, anything related to the AGM). Most other items are translated by the Translation Group/Groupe de traduction, which can also edit French text.

You can get information on how to arrange translations or French edits either through the [senior communications manager](#), the [director](#) of volunteer relations or the [coordinator](#) of the translation and editing group.

### **Canada's Anti-Spam Legislation (CASL)**

The CASL rules apply to all directors. Every single email you send as a director should have a CASL-compliant signature. This is not optional. If you don't do this, you are putting the association at risk.

To create the association's CASL compliance plan, the national office staff attended two information sessions led by a lawyer and attended by representatives from similar organizations in the not-for-profit and publishing industries. They also read the legislation and its FAQs, and consulted a lawyer about the specifics of the plan.

The [CASL email information](#) is in the director folder.

### **Directors' equality**

All directors are equal. The president does not have more of a say than any other director (except with votes; if there is a tie, the bylaw and the federal legislation give the chair an extra vote). Some of the directors are more involved in the day-to-day part of running the association, such as the president and the treasurer.



## Getting things done

### How the NEC makes decisions and does its work

Much of the NEC's work is done through email. Prior to the COVID-19 pandemic, the NEC met three to four times a year in person, to hold intensive two-day meetings. These were usually held on the weekends (Saturday and Sunday). Since the pandemic, the NEC has met once a month over Zoom (except for in December, July, and August).

More detail on the meetings is in the annual schedule section.

### Exec reads

You will receive an email from the office that [explains exec reads](#).

It is very important that you do not copy edit as part of your exec read. You are only looking for the following:

- that the messaging and tone is appropriate for the intended audience,
- that it does not contain factual errors,
- that it reflects well on the association and the editing profession, and
- that it does not harm the reputation of the association.

Be aware that others (including the authors) will see any comments you make on an exec read. So be kind. And be responsible: take your share of exec reads.

### Respect and disagreement

Directors often disagree with each other when discussing topics. This is normal and is to be expected. All such discussion should be done with respect.

### Annual schedules

The association and the NEC work on two annual schedules.

- the fiscal year
- the NEC year

The fiscal year is what the budget is based on and what the annual report covers. These go from January to December of each year.





The NEC year starts after the annual general meeting, where new directors are elected or acclaimed. It goes from July to June. Directors should start working in July, to get ready for the September meeting. Committees should have work plans ready to submit for that September planning meeting.

### NEC meetings

Since the COVID-19 pandemic, the NEC has had to forego meeting in person and has instead met monthly over Zoom (except in December, July, and August). The topics that were previously discussed in in-person quarterly meetings have generally been adhered to:

1. Q3: planning (September)
2. Q4: budget (November/December)
3. Q1: checking in on work (March)
4. Q2: handover (summer)

Prior to the pandemic, the NEC met in-person. They were usually two-day meetings (held on a Saturday and Sunday) except for the summer one, which was held either the day before or after the annual conference or was done via Zoom.

Note that any member can attend an NEC meeting. From section 5.04 of the bylaw (Persons Entitled to be Present at Meetings of the Executive Council): “Executive Council meetings shall be open to all members of the Association in good standing.”

### Booking meetings

Since the start of the pandemic, meetings have been held over Zoom. The president sends out a poll to schedule meeting dates in the summer (for the last half of the year) and the winter (for the first half of the next year). The president then books the meetings in the national Zoom account and sends out the relevant information for each meeting.

**For in-person meetings:** The NEC tries to not have all of its meetings in Toronto, so that directors can meet with members from other branches. The meeting locations are often decided on by cost, which varies by the geographic makeup of the NEC.



Also, the president arranges a Friday night and a Saturday night social event for members to meet with and talk to directors.

### **Emergency information (for in-person meetings)**

To help with possible emergencies in NEC meetings, the president brings three documents to the meetings.

- a list of food allergies or health concerns any director and attending staff have
- emergency contact numbers and directors' cellphone numbers
- a filled-in copy of the Emergency Response Form (found on the [volunteer resources](#) page)

The president, or someone the president delegates this to, should fill out the form well before each meeting.

### **Expenses (for in-person meetings)**

The ED or secretary books the hotel rooms and meeting meals (breakfast and lunch) but each director books their own travel.

The rules for what is reimbursed are in the Volunteer Expense Reimbursement Procedures. You can find it, along with the expenses reimbursement form, on the [Volunteer Resources](#) page of the website.

### **Recording secretary**

The NEC uses a recording secretary who takes detailed notes during the meeting and then works with the secretary to create the meeting minutes and the action items.

The recording secretary is not on the NEC (so has no voice at the meetings) and they are not on the NEC email list.

### **Reports**

Directors are required to submit quarterly reports. Committees are required to do quarterly reports and to submit text for the annual report. Branches and twigs submit reports in Q3 and Q1.

The point of the reports is to make sure projects are well planned and stay on track. They also alert the NEC to areas where committees or directors need help.



Committee chairs are supposed to submit their reports to their director before they finalize the reports so that directors can help them solve any problems they identify in the reports. Whatever the director can't resolve on their own can stay in the report and go to the NEC as a whole.

The committee reports go to all the committee chairs and directors. The director reports do as well but they also go on the website (in the member area). Keep that in mind when you consider what to put in your report. There should never be any confidential or private information in them:

- confidentiality: health information and personal circumstances (and any matter covered by the Confidentiality Policy and the Confidentiality Procedure)
- privacy (overall): what is considered personal info: personal email addresses, phone numbers, addresses (but not business ones)

### **After the meeting**

After an NEC meeting, you should report back to your constituents, especially on any questions they had for the NEC. You should also remember the action items that you agreed to at the meeting. The secretary sends those out a couple of weeks after each meeting.

**For in-person meetings:** Don't forget to submit your expense claim (travel and per diem) as soon as you can after the meeting. This helps the office stay up to date on cash flow.

### **Governance**

Governance means how decisions are made. In the case of Editors Canada, it refers to the documents and practices that directors and other members use to make decisions about the association.

In terms of hierarchy, the federal legislation has the most authority, then the bylaw, then decisions made at members' meetings (as recorded in the minutes of the meeting) and then the association's policies and procedures/guidelines.

When you are looking for guidance from any of these documents, it is important that you approach the documents with the question "What are we supposed to do?" and not "What can I find that supports what I want to do?" This is a critical principle of policy interpretation and legislative interpretation as practised by



governments in Canada (whose entire existence is about governance).

### Legislation

The legislation that governs Editors Canada is the [Canada Not-for-profit Corporations Act](#) and the [Canada Not-for-profit Corporations Regulations](#). Both are important. An act lays out the broad legal and policy principles, whereas the regulations discuss the guidelines for implementing the act.

### Bylaw, policies and procedures (or guidelines)

The bylaw has a lot of procedural information in it regarding membership, directors and meetings. It is heavily based on the federal legislation (and was revised in 2014 to comply with that legislation).

The next level of documents that govern actions and decisions are the association policies and procedures (or guidelines). Even though people use these terms interchangeably, they have different meanings. This is how governance documents are defined, by their purpose:

- values and philosophy, basic principles, fundamental purpose: **policy**
- details of behaviour or activity need to be specified (mandatory): **directive**
- certain type of facility, equipment, material required: **standard**
- specific tasks, that must be carried out a specific way: **procedure**
- more than one way to get to a goal: **guideline**

The bylaw, along with the policies, procedures and guidelines, are all on [one page](#) on the website. Some procedures, such as the Volunteer Expense Reimbursement Procedures, are on the [Volunteer resources](#) page.

### Moving motions and voting

The NEC uses *Robert's Rules of Order* for motions and voting (in emails and at meetings). You can see the instructions for this in the *Rules of Order Guide for the Editors' Association of Canada Annual General Meetings*, which you can find on the [Volunteer resources](#)



web page. The same principles apply but they are a bit more informal at NEC meetings.

### Minutes

Decisions made by members at annual general meetings and by directors at NEC meetings are recorded in meeting minutes. If you want to make a new proposal or change a decision, you should research through the minutes to see what has been discussed and decided on before. Some previous decisions are binding unless they are overturned. You can find all of these on the [national meetings and minutes](#) web page:

- minutes of annual general meetings
- minutes of national executive council meetings
- motions from national executive council meeting minutes (starting in 2015)
- reports from the national executive council directors (starting in 2017)

Note that any discussions that go *in camera* appear at the end of the minutes. You can find the history of that discussion in the document called [In camera sessions: recordings in minutes](#).