

Editors' Association of Canada/Association canadienne des réviseurs
Decision Making Procedures
Effective date: June 2023; June 2025

Purpose

These procedures are to implement the Editors' Association of Canada (Editors Canada) *Decision Making Policy*.

Governance documents

All decisions must be in line with the following governance documents, which are in order of precedence:

- federal legislation (including the Canada Not-for-profit Corporations Act and the Canada Not-for-profit Corporations Regulations),
- the association's bylaw,
- member votes at annual general meetings,
- the association's policies and procedures/guidelines that require member approval,
- the association's policies and procedures/guidelines that require national executive council approval, and
- any other guidance documents issued by Editors Canada.

At a meeting of members (either an annual general meeting or a special meeting of members), Robert's Rules of Order is used, as indicated in the bylaw. At those meetings, the association's policies and procedures/guidelines that require member approval hold the status of special rules of order, as defined by Robert's Rules of Order section 2:16 ("Special rules of order supersede any rules in the parliamentary authority with which they may conflict").

Decisions made by members at an annual general meeting or a special meeting

Directors and all other members are bound by decisions that members vote on at an annual general meeting or a special meeting of members. Directors may not overturn such a decision by a vote of the national executive council. And all members must follow these decisions.

If something is approved at an annual general meeting or a special meeting of members, revisions to that decision or product must also go back to members for approval.

Members can find the individual decisions in the AGM minutes for each year. They are also recorded cumulatively in the document called Decision Log for Editors Canada Annual General Meetings, 1979–present.

Decisions made by directors

Directors sit on the national executive council (NEC) and they provide overall direction for the association's work, including the strategic plan (if there is one) and the budget. The committees create work plans and do the work. And the office staff support all of this work.

Directors may work on ideas and projects independently but they must go to the NEC to get support and approval for those.

Members can find details on directors' roles in various documents such as the Directors Handbook and NEC Roles. Members can find details of directors' decisions in minutes of national executive council meetings.

Committees, national positions and task forces

Several committees do the bulk of the association's work. There are also national positions (such as mediator and 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, national positions and task forces. It is also responsible for voting on committee chairs, people in national positions and task force leaders.

The NEC also reviews the work plans of committees and task forces, as well as their budget requests.

Committee chairs, those in national positions and task force leaders should be given autonomy to do their work. The NEC should not control this work unless a committee commits one of these errors:

- not following specific rules about budgets,
- stepping outside the committee's mandate,
- making decisions that can cause harm to the association, or
- acting in a way that contradicts the association's core purpose, mission or governance documents.

For example, the NEC will approve the conference committee's budget but it does not have the power to approve or veto conference speakers or presenters, unless the NEC believes a speaker or presenter will cause harm to the association.

Committee chairs and task force leaders must not proceed with purchases or enter into contracts over \$1000 without NEC approval, as described in the Editors Canada *Financial Procedures*.

Branches and twigs

Branches and twigs are free to create their own programming, training and other decisions (including volunteer rewards and entering into local partnerships) as long as all

of these activities are in line with the governance documents listed above, as well as any applicable provincial or municipal laws.

Note that the bylaw states “The branch shall at all times be accountable to the Association’s Executive Council.”

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.

Revisions

Substantive revisions to this procedure must be authorized by a majority of the votes cast by members of the association at a general meeting.