The Canadian Association of Journalists
L'Association Canadienne des Journalistes

RESPONSIBILITIES OF DIRECTORS POLICY

Policy intent

This policy outlines the accountability of and responsibilities incumbent on elected and appointed directors and is intended to serve as a baseline for what is expected of directors.

Policy responsibility

CAJ Board

Policy

1. **Authority**
   - 1.1. CAJ directors act in a position of trust and their authority is derived from:
     - 1.1.1. the Canada Not-for-profit Corporations Act;
     - 1.1.2. CAJ Bylaw #1 (aka "bylaws"); and
     - 1.1.3. CAJ Policies
2. **Information update**
   - 2.1. Directors must provide an update to the staff person responsible for maintaining directors' records if/when the director:
     - 2.1.1. moves within the same region for which they were elected, to provide an address update for official records;
     - 2.1.2. moves away from the region for which they were elected, to provide an address update for official records and to determine if they remain eligible to represent the region they were elected for;
     - 2.1.3. no longer meet eligibility criteria for voting membership;
     - 2.1.4. has declared bankruptcy; and/or
     - 2.1.5. has been charged with a crime, with or without a subsequent judgement.
   - 2.2. The staff person will update the necessary internal and/or external records and inform the necessary board of director members should an item from section 2.1 initiate further action.
3. **Duties/Responsibilities**
   - 3.1. The general duties of all directors are to:
     - 3.1.1. guide and direct the organization through the review and approval of appropriate bylaw and policy;
     - 3.1.2. attend and actively participate in meetings of the board, in accordance with the section on meeting attendance contained within this policy;
     - 3.1.3. read, review, and fully prepare for all meetings of the board and committees for which they are a member;
     - 3.1.4. actively participate in asynchronous discussions, and read and reply to emails and Slack messages in a timely manner, with the minimum

requirements related to replies set out in each officer roles' descriptions and committees' terms of reference policies

3.1.5. join a minimum of one committee;

3.1.6. join a minimum of one subcommittee;

3.1.7. review and take action on emails within their CAJ email account at least every 3 days;

3.1.7.1. Officers must review and take action on emails in their CAJ email account at least once per day.

3.1.8. review and take action on messages in Slack which pertain to them at least four times per week;

3.1.8.1. Officers must review and take action on Slack messages pertaining to them at least once per day.

3.1.9. contribute a minimum of ten hours a month or 120 hours per year to CAJ activities. These hours can be focused over a short time period or spread out evenly throughout the year;

3.1.10. be prepared to attend the scheduled board meetings, which in general are 1-2 hours in length, and generally 4-5 times per year;

3.1.11. Additional board meetings, including in-person meeting(s), may be scheduled as needed.

3.2. Regional directors must also:

3.2.1. submit an item from their region for the newsletter at least once per month. This can include, but is not limited to, professional development opportunities, events, advocacy or ethics issues that have arisen in the region.

3.2.2. organize one professional development or social event per year;

3.3. Directors who are unable to meet any of the above requirements due to exigent circumstances, such as illness or personal issues, should notify the chair or senior staff person as soon as reasonably possible.

4. Membership requirements:

4.1. "Good standing" in the following section is defined in the *Membership Management Policy*.

4.2. Directors are required to remain in good standing with the CAJ.

4.2.1. Should it be determined that any director's membership is not in good standing, the president or other executive member will make every effort to speak with the director in question to rectify the situation or to be given the opportunity to explain why the situation occurred. If membership standing is not resolved, the actions below will be taken.

4.3. A motion for removal of the director will be placed on the next board meeting agenda should a director fail to keep their membership in good standing

4.3.1. The director in question will be notified of the motion by email, which will include:

4.3.1.1. information about the failure to keep the membership in good standing; and

4.3.1.2. the wording of the motion that will be on the agenda

4.3.2. The director is entitled to present a confidential statement in regard to the motion in writing to the board of directors.
4.3.3. The board discussion of the motion shall be in-camera, during which the director in question will be excluded from attending or participation in the board deliberation period prior to the vote.
4.3.4. The board vote will be held as a secret ballot to be conducted in a manner agreed upon by the board.
4.3.5. A two-thirds majority is required to pass a motion of removal from the board.
4.3.6. A resignation from the board shall not halt these proceedings.
4.3.7. Disclosure of the motion and its results shall follow normal practices of the organization's other formal decisions.

5. Accountability

5.1. All directors will adhere to all applicable privacy legislation and the CAJ's Confidentiality Agreement.
5.2. At the start of their term, directors will receive the necessary information required for them to perform their role, including but not necessarily limited to:
5.2.1. a CAJ email account, which provides access to all electronic files;
5.2.2. access to committee documents for the purpose of committee work;
5.2.3. confidentiality agreement;
5.2.4. copies of policies directly related to work on the applicable committee; and
5.2.5. any necessary onboarding guides or historical documents that will help them in their role.

6. Meeting attendance

6.1. The term "meetings," for the purpose of this policy, includes any board meeting,committee meeting, subcommittee meeting or working group meeting scheduled with notice of seven days or more.
6.1.1. The annual general meeting is excluded from this definition.
6.2. A directors' attendance status at any meeting shall be defined as one of the following, and will be recorded in a separate document:
6.2.1. present;
6.2.2. late;
6.2.2.1. attendance status of "late" includes those who leave the meeting early, within the same time parameters as late, as indicated in item 6.4.
6.2.3. validated absence; or
6.2.4. absent.
6.3. A director who is present at a meeting at the time the meeting is called to order shall be marked as "present" in the official meeting minutes.
6.4. Directors who arrive more than 20 minutes after the meeting is called to order shall have their arrival time marked in the meeting minutes, indicating for the attendance records that they were not present for the full meeting.
6.4.1. Directors who leave more than 20 minutes before the scheduled end of the meeting, unless it is determined that the meeting will end early, shall

have their departure time recorded in the minutes, indicating for the attendance records that they were not present for the full meeting.

6.5. Directors who are not able to attend a meeting, will be arriving late, or leaving early due to reasons relayed to the senior staff person, president or chair in advance will be marked as "validated absence" or "validated late" on the official attendance records.

6.6. In the case of director absence, the director shall:

6.6.1. provide as much reasonable notice as possible to the meeting chair or senior staff person prior to the meeting;

6.6.2. read all materials sent to the director for the planned meeting absence to send feedback on the meeting materials to the board or committee members, prior to the meeting.

6.6.3. Read the meeting minutes following the meeting, and prior to the next meeting.

6.7. If a director has a noteworthy period of absence or inactivity during a meeting, the chair or a voting member may move that the member be marked as "absent" in the official meeting minutes.

6.8. If the chair of a committee is absent from a meeting, then the committee may choose to appoint another committee member as chair for that particular meeting, unless otherwise stated in policy or bylaw.

6.8.1. Should the chair's absence mean that the meeting would not be able to continue, then the meeting will be rescheduled.

6.9. In the event that any of the following occurs, an agenda item shall be automatically placed on the executive committee agenda for discussion at the committee's next meeting. It is then the decision of the executive committee if they wish to place a motion for removal on the next board meeting agenda:

6.9.1. if a director is marked as "late" three times within a term year;

6.9.2. if a director accrues three consecutive meeting absences;

6.9.3. if a director accrues five total meeting absences or instances of lateness within one term year

6.9.3.1. in the case of an in-person board meeting, a director will accrue an absence for missing one or both days but missing both days will not count as two absences.

6.10. A document containing the director meeting attendance shall be kept on the shared drive and made available to all directors upon request.

6.11. When an attendance motion is placed on an executive committee agenda, the director will be notified, and the executive committee will review the case and decide if the case for removal has merit and should go forward to the board.

6.12. The executive committee will review the circumstances that surround the motion. The director's overall engagement will be considered in order to identify if the attendance matters are one-time events or if they demonstrate a pattern of neglect.

6.13. The executive committee may reach out to the director in question for additional information before making a decision on the matter.

6.14. Motion for removal:

6.14.1. A motion for removal is placed on the next board meeting agenda if:
- 6.14.1.1. a director accrues 5 total absences over a term year
- 6.14.1.2. the executive committee approves a motion based on above items in this policy; or
- 6.14.1.3. a director requests a motion be added relating to other sections in this policy.

6.14.2. Directors shall be notified of the motion by email (to the director's CAJ and personal email addresses on file) with a minimum of seven days notice in advance of the vote, which shall include:
- 6.14.2.1. Information about the attendance issues included in the motion (dates, meetings); and
- 6.14.2.2. the wording of the motion that will be on the agenda.

6.14.3. The director is entitled to a defence/rebuttal to the motion in writing to the board of directors and has the option to present their case at the beginning of the in-camera discussion of the motion for their removal however, the motion will not be discussed in any way prior to the motion being duly put forward at a board of directors' meeting.

6.14.4. Discussion of the motion shall be in-camera, during which the director in question will be excluded from attending or participating in the deliberation prior to the vote.

6.14.5. The vote will be held as a secret ballot and will be conducted in a manner agreed upon by the directors.

6.14.6. A two-thirds majority is required to pass a motion of removal from the board.

6.14.7. A resignation from the director role shall not halt these proceedings.

6.14.8. If the board of directors votes to remove a director, that director must be provided with notice of the vote (if not present at the meeting) and given twenty (20) days to appeal the decision by providing a written submission to the president.
- 6.14.8.1. If no appeal is received within the twenty (20) days, the president will inform the director that they have been removed.
- 6.14.8.2. If a written submission requesting an appeal is received, the board of directors will hold a subsequent vote determining whether to uphold the earlier decision to remove the director. That vote requires a two-thirds majority to pass the motion of removal.
  - 6.14.8.2.1. If the board of directors decides to remove the director at this point, the decision shall be final and binding on the director, without any further right of appeal.

6.14.9. If a director has been absent or late four times during a term and a motion for removal is not brought forward to the board, any further absences or instances of lateness will result in an automatic discussion item being placed on the agenda for the next executive committee meeting.

6.14.10. If a director has missed all the board meetings (online and virtual) and one or more of the committee meetings on which they are part of, and a motion for removal is defeated, any further absences that year will result in an automatic removal from the board.

6.14.11. Disclosure of the motion and its results shall follow normal practices of the organization's other formal decisions.

Related References, Policies, Procedures and Forms:

This Policy References:

Membership Management Policy

This Policy is Referenced by:

None

Forms and documents:

None

Policy History:

Original Approval Date: Sep 10, 2023
Last Review Date: November 13, 2025 (formal)
Review by Date: November 2027