



AJC-AJJ
ASSOCIATION OF JUSTICE COUNSEL
ASSOCIATION DES JURISTES DE JUSTICE

CHARTER DOCUMENT

A Manual for Governing Council Members

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APPROVED BY THE GOVERNING COUNCIL

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This document is intended to provide a broad and all-inclusive overview of the roles and responsibilities of all directors (referred to herein as “Governing Council Members”) and officers of the Association of Justice Counsel, a not-for-profit corporation. It also provides a practical overview of how meetings and Association business are to be conducted. It addresses such areas as ethics, confidentiality, conflict of interest, and performance management in accordance with generally accepted good governance practices and serves to meet the needs of Governing Council Members that will more enable them to meet their legal duties more effectively.

In the event of any conflict between this document and the Association’s General By-Laws, the General By-Laws shall prevail.

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PART I: PROFILE

MANDATE OF THE ASSOCIATION

The mandate of the Association is set out in its By-Laws as follows:

- To promote the improvement of conditions of employment of Crown counsel
- To negotiate with the employer with respect to all matters affecting terms and conditions of employment including compensation
- To represent and assist Crown counsel in employment-related matters
- To promote the common interests, concerns and public contribution of Crown counsel
- To recognize and promote the bilingual and bijural nature of Crown counsel work
- To promote the professional and career development of Crown counsel

OBJECTIVES

The Association's objectives are set out in the [Strategic Plan](#), as approved by the Governing Council on September 19, 2013. More details on how to achieve the objectives set out in the plan are provided in the 2013-2015 Implementation Plan as approved by the Executive Committee on November 7, 2013. Such Implementation Plan is periodically updated in order to report on progress.

PURPOSE OF THE GOVERNING COUNCIL

The General By-Laws state that the Governing Council, in other words, the Board of Directors, is responsible for governance and management of the Association subject to any decisions reserved to the membership.

In practical terms, the Governing Council is responsible for setting the strategic direction of the Association.

The Governing Council is not responsible for the day-to-day management and operation of the Association. The President has this responsibility. The Governing Council is however responsible for ensuring that the President meets his/her responsibilities in this regard. Upon the request of at least 5 Governing Council Members, a special Governing Council meeting can be called to address pressing Association business that cannot wait until the next Governing Council meeting.

The Governing Council acts and conducts all of its business in accordance with its By-Laws and governing statute, the *Canada Not-for-profit Corporations Act* ("CNCA").

In addition to the directorship responsibilities, Governing Council Members also act as union stewards of the Association. More information regarding their role as union stewards is contained in the AJC's Union Stewardship Manual (under construction).

PART II: TERMS OF REFERENCE FOR THE GOVERNING COUNCIL

INTRODUCTION

The Terms of Reference for the Governing Council define the role of the Association's Governing Council.

STRATEGIC DIRECTION

The Governing Council's key responsibilities are to:

- a) set the strategic direction of the Association;
- b) set and review the Association's mission statement;
- c) review and approve the annual budget;
- d) recommend all membership fees;
- e) establish all other fees;
- f) establish committees to implement and achieve the purpose and goals of the Association;
- g) approve major policy changes and changes to the Strategic Plan;
- h) approve the designation and naming of the Association;
- i) monitor corporate performance and provide leadership and guidance to the membership and President for the achievement of Association's purpose and goals;
- j) ensure the Association's financial stability and overall performance;
- k) periodically review the By-Laws and propose amendments as appropriate.

RELATIONSHIP BETWEEN THE GOVERNING COUNCIL AND THE PRESIDENT

The Governing Council considers succession planning and performance assessment to be an ongoing process, including the establishment of annual objectives and the monitoring of performance against those objectives.

The Governing Council's responsibilities are to:

- a) assess the performance of the President on an annual basis and to set performance objectives for the coming year;
- b) help plan for the succession of the President;
- c) identify the required competencies and personal attributes required on the Governing Council on the orderly succession of Governing Council Members.

RIGHTS OF GOVERNING COUNCIL MEMBERS

Governing Council Members have a right to:

- a) notice of meetings;
- b) inspect records, books, documents and property of the Association;
- c) voice objections;
- d) receive copies of minutes;
- e) vote at Governing Council meetings, subject to their fiduciary duty to avoid any conflict of interest in any contract or proposed contract of the corporation;

- f) table motions, including but not limited to motions for the removal of a Governing Council or Executive Committee Member;
- g) run for Executive office; and
- h) exercise such other rights as outlined in the *Canada not for Profit Corporations Act* or General By-Laws, as amended from time to time.

RISK MANAGEMENT

The Governing Council should have a continuing understanding of the principal risks associated with the Association's activities; it is the responsibility of the President to ensure that the Governing Council is kept well informed of changing risks. The Governing Council is responsible for ensuring that the President has appropriate systems in place to manage these risks. Consequently, the Governing Council is responsible for:

- a) Working with the President to identify the major risks to the organization; and
- b) Ensuring that systems are in place to manage those risks.

POLICY DEVELOPMENT AND REVIEW

The underlying premise is that the role of the Governing Council is to develop and execute governing policy. The President plays a consultative role in this process.

A Governing Council Member or President may recommend that a program or policy study be undertaken or reviewed.

Once a policy study or initiative is approved for development or review, the Governing Council will form a committee to conduct the study, where appropriate. The committee's report will then be presented to the Governing Council.

Recommendations are reviewed by the Governing Council for discussion and/or endorsement.

If approved, the President is charged with ensuring the implementation of the policy unless otherwise provided for therein.

MANDATE AND GOVERNANCE

The Governing Council is also responsible for ensuring that it has effective Governing Council governance. As part of this responsibility, the Governing Council will review the Governing Council Charter at least every five years.

COMMUNICATIONS

It is a function of the Governing Council to ensure that the Association has an appropriate communications strategy.

Included in the President's responsibilities is the requirement to represent the Association from time to time.

EXPECTATIONS AND ETHICS

Governing Council Members shall carry out their responsibilities objectively, honestly, and in good faith with a view to the best interests of the Association.

Governing Council Members are expected to demonstrate high ethical standards and integrity, and to be accountable for and be bound by Governing Council decisions.

Governing Council Members shall make decisions fairly, impartially and promptly, considering all available information, legislation, policies and procedures.

Governing Council Members shall treat Members, staff and colleagues with respect, courtesy and fairness, and have proper regard for their interests, rights, safety and welfare.

Governing Council Members shall not harass, bully or discriminate against Members, colleagues and Association employees.

Governing Council Members shall comply with Association policies and guidelines.

CONFIDENTIALITY AND THE SHARING OF INFORMATION

Governing Council Members shall adhere to the following principles, which govern decisions and matters under consideration by the Governing Council:

- a) Generally speaking, all decisions made by the Governing Council may be shared with the Association.
- b) Generally speaking, the process by which Governing Council decisions are made (i.e., what was done or said prior to the making of a decision) is not to be disclosed.
- c) Generally speaking, the Governing Council Members should be free to acknowledge to the Association that a topic is under consideration. It is inappropriate, however, for a Governing Council Member to disclose the considerations, views and arguments being expressed.
- d) When the administration seeks the view of the Governing Council on a matter under its jurisdiction, and requests confidentiality, the Governing Council Meeting Chair will determine if confidentiality is required.
- e) Governing Council Members should not divulge confidential or restricted information to any unauthorized person, or release such information in advance of the authorization of its release.
- f) Governing Council Members shall not misuse confidential or restricted information for personal or commercial gain.
- g) All Governing Council Members must publicly support Governing Council decisions.

PART III: GOVERNING COUNCIL STRUCTURE (MEETINGS)

The Governing Council is structured in such a way as to carry out its responsibilities, in accordance with the act of incorporation, i.e. CNCA and By-Laws.

COMMITTEES OF THE GOVERNING COUNCIL

Certain committees assist the Governing Council in fulfilling its responsibilities: the Bargaining Committee, the Representations Committee, the Exclusions Committee, the Membership Committee and the Finance Committee. Other standing or ad hoc committees may be established by Governing Council resolution from time to time.

The Chair of each committee reports to the Executive Committee and Governing Council following meetings of the committee. Unless otherwise delegated by way of Governing Council resolution, such committees do not formally approve matters that are submitted to them, but refer them to the Executive Committee or Governing Council, as appropriate, with their recommendation.

Each committee has Terms of Reference which sets forth the purpose, goals and responsibilities of the committee.

TERMS OF REFERENCE REVIEW

The Terms of Reference for the Governing Council, its committees, the Governing Council Meeting Chair, and the President, are reviewed periodically by the Governing Council to ensure that they are current.

SUCCESSORSHIP AND RECRUITMENT

The Nominating Committee shall be chaired by the President who shall be responsible for ensuring, on a continuing basis, that the Governing Council is composed of qualified and skilled persons capable of, and committed to, providing effective governance leadership to the Association.

The Nominating Committee shall:

- Seek, identify and recruit qualified individuals to stand for election as Governing Council Members,
- Communicate directly with interested candidates to discuss the roles, responsibilities and expectations of a Governing Council Member,
- Promote diversity of the Governing Council in relation to gender, age, language, ethnicity, professional backgrounds and personal experiences,
- Carry out these duties in a manner that encourages a long-term view of the Association's leadership needs, as well as Board succession planning, and
- Perform such additional duties as may be delegated to the Committee by the Governing Council from time to time.

MEETINGS

The Governing Council generally meets monthly during the fiscal year, usually by conference call in accordance with a schedule approved by the Governing Council. The Chair may call additional meetings.

Governing Council meeting agendas are developed by the Corporate Secretary in consultation with the President and the Executive Committee members. Governing Council Members are free however to propose any agenda items they wish to discuss.

Committee meeting agendas are developed by the Corporate Secretary in consultation with the Chair of the committee and in consultation with the President, as appropriate. Each Committee Chair is responsible for ensuring that relevant documentation is sent out to meeting participants in advance of all meetings.

Governing Council Members are expected to be prepared for each Governing Council meeting, which requires them to have reviewed material prior to meetings.

IN CAMERA SESSIONS

At all meetings of the Governing Council and its committees, Governing Council Members have the opportunity to meet alone without the presence of the President or Association staff to discuss such matters as they see fit.

NEW GOVERNING COUNCIL MEMBER ORIENTATION

New Governing Council Members will be provided with an orientation package that will include the Strategic Plan, documents from recent Governing Council meetings, policy documents, the General By-Laws and the Governing Council Charter.

EVALUATION OF THE PRESIDENT

The Governing Council will conduct an annual evaluation of the President, measured against key objectives established for each Association year by the Governing Council and the President.

The VP Compensation and Working Conditions and another member of the Governing Council will communicate the results of the evaluation to the President. The evaluation will be used by the Governing Council in its deliberations concerning the President's annual compensation.

OUTSIDE ADVISORS

Exceptionally, the Governing Council may need the services of an advisor to assist with matters involving Governing Council responsibilities. The President under such circumstances will seek the approval of Governing Council Members prior to engaging the services of an outside advisor at the expense of the Association to the extent such services are not already covered off in the annual budget.

GUESTS

With the approval of the Governing Council Meeting Chair, a committee chair may invite anyone to a committee or Governing Council meeting.

CONDUCT OF MEETINGS

In general, Roberts Rules of Order (Modern Edition, e.g., revised by D. Patnode, 1989) will be observed.

PART IV: DUTIES OF GOVERNING COUNCIL MEMBERS GENERALLY

The duties of Governing Council Members are to:

- a) Attend Governing Council meetings;
- b) Prepare for each Governing Council and committee meeting by reading the background materials provided for the meeting in advance;
- c) Ask probing questions;
- d) Contribute informed comment and wise counsel;
- e) Check Association email and website regularly;
- f) Identify and disclose potential areas of conflict of interest, both real and perceived, and ensure that they are appropriately reviewed;
- g) Where appropriate, participate on committees; and
- h) When requested by the President, be an effective spokesperson or advocate of the Association.

In carrying out these duties, Governing Council Members will:

- a) Focus on issues related to strategy, policy and results;
- b) Respect confidentiality of information provided to them in their capacity as Governing Council Members.

PART V: TERMS OF REFERENCE FOR THE GOVERNING COUNCIL MEETING CHAIR

INTRODUCTION

The Governing Council Meeting Chair provides leadership in guiding the Governing Council and coordinating its activities in the best interests of the Association.

The responsibilities of the Governing Council Meeting Chair are to oversee, manage and assist the Governing Council in fulfilling its duties and responsibilities in an effective manner.

MANAGING THE GOVERNING COUNCIL

The Governing Council Meeting Chair, who may either be the President or a Governing Council Member appointed by the President, will:

- a) Ensure that the Governing Council is alert to its governance obligations;
- b) Ensure that the Governing Council review and monitor the strategic direction of the Association;
- c) Advise on the resolution of conflicts of interest should they arise;
- d) Ensure that the Governing Council has sufficient information to make informed decisions;
- e) Build consensus and develop teamwork among Governing Council Members;
- f) Chair Governing Council meetings efficiently, in a focused manner and in accordance with Robert's Rules of Order; and
- g) Ensure that new Governing Council Members receive appropriate orientation packages.

WORKING WITH THE PRESIDENT

The Governing Council Meeting Chair will:

- Facilitate the Governing Council discussions relating to monitoring and evaluating the performance of the President;
- Foster a constructive and harmonious relationship between the Governing Council and the President;
- Ensure that the President is aware of any concerns of the Governing Council and assist the President in addressing those concerns.

PART VI: TERMS OF REFERENCE FOR THE EXECUTIVE COMMITTEE

INTRODUCTION

The Terms of Reference for the Executive Committee define the role of the Association's Executive Committee.

GOVERNING COUNCIL RELATIONSHIP

The Executive Committee Members report directly to the Governing Council and are responsible for overseeing the management of the business and day-to-day affairs of the Association that relate to their respective portfolios.

GENERAL RESPONSIBILITIES

In addition to the specific responsibilities set out for Governing Council Members and Vice President in this Charter document, the Executive Committee lends support and provides direction to the President, as appropriate.

PART VII: TERMS OF REFERENCE FOR THE PRESIDENT

INTRODUCTION

The position of President is a remunerated full-time position. Pursuant to the By-Laws, the President is responsible for overseeing the management of the business and day-to-day affairs of the Association. The President oversees a few key Association personnel to ensure that the Association's business is being appropriately conducted.

GOVERNING COUNCIL RELATIONSHIP AND POLICY DEVELOPMENT

The President reports directly to the Governing Council and attends Governing Council meetings. In general, the Governing Council is responsible for the establishment of long-term goals and strategic policies (with input from the President) and it is the President's responsibility to see that they are carried out.

GENERAL RESPONSIBILITIES

The President is responsible to set the Association's tone. As the senior manager, the President must be, and must be seen to be, a leader with integrity and high moral standards, who is even-handed, objective and able to make challenging decisions.

The President is responsible for all operations of the Association and takes direction from the Executive Committee. The President is also responsible for resolving all problems concerning the operation of the Association. The President is responsible for overseeing the hiring and managing of the staff of the Association and is expected to encourage and provide for the professional development of staff.

SPECIFIC RESPONSIBILITIES

The President's leadership responsibilities extend to all areas of the Association's activities and operations. It is the President's responsibility, personally or through delegation to staff, contracted third parties, an officer or Governing Council Member as appropriate and subject to any restrictions which may be imposed by the Governing Council or By-Laws, to address the following:

Mission, Vision, Values and Strategic Initiatives

- Recommend and implement Programs and Strategic Initiatives that support and achieve the Association's Mission, Vision and Values;
- Recommend to the Governing Council strategic directions of the Association and when approved, strive to achieve the corresponding strategic, business and operational goals and objectives;
- Direct the establishment of the long and short-term goals, objectives and priorities for the Association having regard to the AJC's mission and vision.

Representation Services

- Ensure that the Association offers services consistent with the Association's duty of fair representation and its Mandate;
- Provide leadership for all aspects of Association operation;
- Keep informed about developments in the federal public service;
- Maintain professional relationships that foster trust and consultative decision-making;
- Be the primary spokesperson for the Association to the media and membership at large;
- Represent the Association when dealing with government representatives or bodies.
- Build and enhance relationships with other unions or community groups to pursue the Association's objectives.

Administrative and Support Staff

- Provide direction to Association staff;
- Ensure that all staff are committed to the Association's Mission, Vision and Values;
- Hire Administrative and Support Staff;
- Maintain a positive work climate that is conducive to attracting, retaining and motivating a diverse group of top quality employees at all levels.

Financial Management

- In consultation with the Governing Council and its Finance Committee, anticipate and provide for the Association's Operating and Capital needs;
- After Governing Council approval, prepare and administer the annual Operating and Capital Budgets;
- Maintain and update a five year Financial Plan;
- Implement and maintain Financial Policies and procedures including oversight of bookkeeping, payroll and benefits plans.

Leadership, General Governance and Risk Management

The President shall, subject to review and direction by the Governing Council, have the powers and duties from time to time prescribed by the Governing Council or incident to his/her office, including:

- a) lead the members of senior management within the guidelines developed and approved by the Governing Council;
- b) regularly report to the Executive Committee and Governing Council progress with achieving the Governing Council's objectives and to forthwith advise the Governing Council of any matter which could have a substantial impact on the Association;

- c) identify the principle risks of the Association's business and ensure the implementation of appropriate systems to manage these risks;
- d) oversee the management of the business and day-to-day affairs of the Association;
- e) if the President desires, be an ex-officio member of every committee established by the Governing Council;
- f) delegate certain authorities to staff, contracted third parties, an officer or Governing Council Member as deemed appropriate under the circumstances, subject to any restrictions which may be imposed by resolution of the Governing Council or By-Law;
- g) interpret the By-Laws;
- h) preside at the AGM, SGM and the Executive Committee Meetings;
- i) exercise signing authority on behalf of the Association for financial and legal purposes in accordance with any By-Law or GC policy;
- j) represent the Association when dealing with government or political representatives;
- k) provide leadership and guidance to the Governing Council;
- l) arrange for a Vice-President to chair Executive Committee meetings in his absence;
- m) represent the Association in different fora;
- n) set meeting agendas.

PART VIII: TERMS OF REFERENCE FOR THE VP FINANCE

The VP Finance will, either personally or through delegation to a staff member, subject to any limits imposed by the Governing Council or the Association's General By-Laws:

- Be the Chair of the Finance Committee;
- Work with the President and designated accounting professional in ensuring that financial statements are accurate and up-to-date;
- Provide weekly or monthly reports to the Executive Committee on the financial situation of the Association;
- Provide periodic reports (no less than quarterly) to the Governing Council on the financial situation of the Association;
- Oversees the preparation, management and monitoring of the consolidated Association's operating and capital budgets;
- Recommend a public accountant (auditor) to the Governing Council;
- Answer or seek to answer questions of a financial nature to help inform Governing Council decisions;
- Recommend changes to financial and investment practices;
- Provide direction to appropriate staff or contracted accounting professionals to ensure that effect is given to any financial-related decisions made by the Executive Committee or the Governing Council, as the case may be;
- Ensure that a record of all decisions and recommendations of the Finance Committee is maintained;
- Participate as an active member of the Executive Committee to establish institutional vision and goals; and
- Report any financial reporting anomalies to the Governing Council.

PART IX: TERMS OF REFERENCE FOR THE VP ADMINISTRATION

The VP Administration will, personally or through delegation to a staff member, subject to any limits imposed by the Governing Council or the Association's General By-Laws:

- Oversee the development of financial, human resource and administrative systems with comprehensive policies and procedures that function in accordance with applicable laws and regulations and provide efficient services to membership generally;
- Ensure the current and long-term effectiveness of all financial functions of the Association including: accounting; asset and debt management; financial statements; insurance; risk and safety management; operating and capital budgeting; Association payments; administrative information systems, supply management chain; and audit;
- Sit as an active member of the Finance Committee;
- Address and help resolve any health and safety concerns that may arise in the workplace;
- Provide support to the Governing Council and its committees in the fulfillment of its governance responsibilities;
- Provide weekly or monthly reports to the Executive Committee on any matters affecting the administration of the Association;
- Provide periodic reports (no less than quarterly) to the Governing Council on the general administration of the Association;
- Answer or seek to answer questions of an administrative nature to help inform Governing Council decisions;
- Create an atmosphere within his/her portfolio which motivates staff members to contribute to the financial stability, human resources achievements of the Association;
- Participate in and oversee the staff hiring and performance evaluation processes;
- Participate as an active member of the Executive Committee to establish institutional vision and goals; and
- Participate in the selection of third party service providers, as appropriate.

PART X: TERMS OF REFERENCE FOR THE VP MEMBERSHIP

The VP Membership will personally or through delegation to a staff member, subject to any limits imposed by the Governing Council or the Association's General By-Laws:

- Be the Chair of the Membership Committee;
- Engage the membership to promote the AJC;
- Recruit new members;
- Educate members on the requirements and benefits of membership;
- Develop and oversee the implementation of membership orientation programs;
- Develop membership-building programs;
- Develop and oversee the implementation of membership satisfaction surveys;
- Promote membership peer recognition which may include the development and implementation of a thematic awards program based on objective selection criteria;
- Promote volunteerism and diversity amongst the AJC membership;
- Advise and make recommendations to the Executive Committee on any issue relating to the provision of services to individual members;
- Provide advice to the Executive Committee concerning activities such as training, recruitment and training of GC representatives;
- Oversee and coordinate the appointment process to employer-initiated committees by region;
- Partner with other committees as appropriate on matters of common interest;
- Review AJC affiliations and make recommendations regarding possible strategic partnerships;
- Report to the Executive Committee and Governing Council at least quarterly or more often as required on membership committee activities;
- Ensure that a record of all decisions and recommendations of the Membership Committee is maintained; and
- Participate as an active member of the Executive Committee to establish institutional vision and goals.

PART XI: TERMS OF REFERENCE FOR THE VP COMMUNICATIONS

The VP Communications will, personally or through delegation to a staff member, subject to any limits imposed by the Governing Council or the Association's General By-Laws:

- Be the Chair of the Communications Committee;
- Partner with other committees as appropriate on matters of common interest;
- Report to the Executive Committee and Governing Council at least quarterly or more often as required on Communications committee activities;
- Ensure that a record of all decisions and recommendations of the Communications Committee is maintained;
- Provide direction on the communications strategic planning process;
- Help identify AJC's communications needs and priorities;
- Assess and evaluate the delivery of communications periodically against the needs and/or expectations of the AJC membership;
- Develop and periodically update an AJC communications strategic plan for Executive Council and Governing Council approval;
- Recommend communications initiatives to the Executive Council and Governing Council for approval, as appropriate;
- Support the efforts of the AJC staff and other AJC committees or working groups by such actions as:
 - a) Developing and implementing an effective protocol for dealing with media enquiries;
 - b) Developing and implementing an effective protocol relating to the approval of website content and messages to the membership, media and public generally;
 - c) Developing and implementing an effective protocol for tracking media worthy content;
 - d) Developing and implementing an effective protocol for dissemination of membership worthy correspondence;
- Provide oversight on the implementation of the internal and external communications programs of the AJC, which may include but not be limited to the development and maintenance of the AJC website;
- Ensure that each Committee member is well-informed on matters affecting the AJC membership;
- Promote recognition and awareness of the AJC as an organization defending the interests of its members;
- Provide advice to the Executive Council and the Governing Council, as appropriate, on communications matters as they arise;
- Identify the annual budgetary requirements related to the delivery of communications;
- Liaise with the other Governing Council committees to ensure that appropriate and effective protocols are in place for the proper co-ordination of AJC communications;
- Develop and propose policies and changes thereto in relation to communications for Executive Committee approval;
- Approve expenditures relating to the delivery of communications, as appropriate;

- Liaise directly with the Membership Committee as appropriate and may invite resource persons or key members of staff, more specifically, the AJC Director of Communications to participate as appropriate.
- Participate as an active member of the Executive Committee to establish institutional vision and goals.

PART XII: TERMS OF REFERENCE FOR THE VP LABOUR RELATIONS

The VP Labour Relations will, personally or through delegation to a staff member, subject to any limits imposed by the Governing Council or the Association's General By-Laws:

- Be the Chair of the Representations Committee and the Exclusions Committee;
- Oversee the delivery of representation and advisory services on member-specific or general AJC matters as they relate specifically to the working terms and conditions of employment of lawyers as defined in the AJC's collective agreement.
- Report to the Executive Committee and Governing Council at least quarterly or more often as required on Representation committee activities;
- Develop a strategy in regards to Exclusions generally, in consultation with Executive Committee and Governing Council Members as appropriate;
- Establish protocols for the purposes of ensuring effective management of the Exclusions portfolio;
- Ensure that a record of all decisions and recommendations of the Representations Committee and Exclusions Committee is maintained;
- Define the extent of the Representation Services, subject to any Governing Council or Executive Committee resolutions;
- Lend support to the AJC labour relations or legal counsel function, as may be required from time to time;
- Develop and propose policies and changes thereto in relation to Representation Services for Executive Committee approval;
- Make decisions and providing direction in relation to Exclusion matters or Representation Services as required from time to time;
- Assess and evaluate the delivery of Representation Services periodically against the needs and/or expectations of the AJC membership;
- Identify the annual budgetary requirements related to Exclusion matters or the delivery of Representation Services;
- Approve expenditures relating to Exclusion matters or the delivery of Representation Services, as appropriate; and
- Participate as an active member of the Executive Committee to establish institutional vision and goals.

PART XIII: TERMS OF REFERENCE FOR THE VP COMPENSATION AND WORKING CONDITIONS

The VP Compensation and Working Conditions will, personally or through delegation to a staff member, subject to any limits imposed by the Governing Council or the Association's General By-Laws:

- Report to the Executive Committee and Governing Council at least quarterly or more often as required on matters related to compensation and working conditions;
- Develop and propose and periodically review policies and changes thereto in relation to Executive Committee, Governing Council and staff compensation and performance management matters for Executive Committee and Governing Council approval;
- Develop and propose the Association's compensation strategies in relation to the Executive Committee, Governing Council and/or Association staff;
- Participate as an active member of the Executive Committee to establish institutional vision and goals; and
- Participate in such other projects as may be assigned by the Governing Council or Executive Committee from time to time.

PART XIV: TERMS OF REFERENCE FOR THE CORPORATE SECRETARY

The Corporate Secretary's responsibilities are to:

- Attend Governing Council and Executive Committee meetings and ensure the corporate record is at all times accurate and up to date;
- Maintain and distribute a current contact list of all Governing Council Members;
- Ensure that corporate records, including meeting minutes, are maintained and made available to auditors, President, Governing Council Members and members, as necessary;
- Provide guidance advice to the Executive Committee, Governing Council and committees on statutory requirements, good governance practices and duties;
- Ensuring that an up-to-date set of By-Laws is available at meetings;
- Making the required materials available to participants prior to meetings;
- Ensuring that documents necessary to maintain the Association's incorporated status are filed;
- Review committee structures periodically; and
- Any other such duties that the Governing Council or Executive Committee may assign from time to time.

PART XV: CONFLICT OF INTEREST GUIDELINES FOR GOVERNING COUNCIL MEMBERS

BACKGROUND: DUTIES AND RESPONSIBILITIES OF GOVERNING COUNCIL MEMBERS

The general responsibilities of Governing Council Members include the duty:

- a) To act honestly and in good faith with a view to the best interests of the Association, and
- b) To exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Governing Council Members of a corporation are trustees of the assets belonging to the corporation and have fiduciary obligations and responsibilities, including the obligations of loyalty and good faith.

Governing Council Members shall avoid or withdraw from participation in activities or situations that place them in a real, potential or apparent conflict of interest.

POLICY STATEMENT

1. No conflict should exist or appear to exist between the private interests of a Member of the Governing Council of the Association and his or her duties and responsibilities to the Association.
2. Such individuals should arrange their private affairs in a manner that will prevent conflict of interest from arising.
3. Such individuals should exercise care so as to not benefit or appear to benefit from decisions of the Governing Council.
4. Such individuals should not place themselves in a position where they could derive or appear to derive a special benefit, or interest, direct or indirect, personally or through a firm or corporation in which the individual has an interest, from contracts or other financial arrangements entered into by the Association, either with themselves, or with members of their immediate family (spouse and dependent children).

IMMEDIATE DISCLOSURE OF INTEREST

Each Governing Council Member is responsible for the immediate disclosure of any situation or matter where he or she may have a conflict of interest or a potential conflict of interest to the Governing Council. Where a Governing Council Member is unsure whether any conflict of interest may exist, it is his or her responsibility to seek clarification from the Governing Council.

DECISION AS TO CONFLICT OF INTEREST

The Governing Council shall decide, by resolution of the Governing Council, whether a material interest exists in the case of a Governing Council Member. A material interest includes any matter or situation where a Governing Council Member or any of his dependents has a direct or indirect pecuniary interest beyond the interests of any other member of the general public.

GUIDELINES FOR GOVERNING COUNCIL MEMBERS

The unique nature of the Association makes it impossible to anticipate all potential conflict of interest situations. The following guidelines or examples are intended to provide general principles and minimum standards of conduct.

The Association shall not offer any material contract to a Governing Council Member, or any firm or partnership associated with that Governing Council Member (or the spouse of such member) for the provision of goods or services to the Association and no Governing Council Member should knowingly approve of such a contract. Without restricting the generality of the above, and for the sake of providing at least some clarity on the matter, a "material contract" is intended to refer to a contract for the provision of goods or services that are required other than in the ordinary course of the daily operations of the Association. If the nature of the contract for goods or services is such that typically the Association would put it out to tender, then such a contract would be considered a "material contract" and subject to the prohibition in this paragraph. Furthermore, to give guidance to future Governing Councils and administrations, a material contract should not relate to the purchasing of general Association supplies, nor the purchasing of books, computer supplies, or other capital items which we do not normally put out to tender. A "material contract" would not be considered to be one where the Association is making normal purchases on a regular basis that are required for the daily operation of the Association.

PART XVI: PERFORMANCE EVALUATION FOR THE PRESIDENT

PROCESS

In order to assist the Governing Council, the President will provide his or her own written evaluation of his or her performance targets. The Executive Committee members will discuss this self-appraisal with the President prior to conducting their own evaluation.

The Executive Committee will summarize the feedback and report to the Governing Council, following which the Executive Committee will provide the Governing Council feedback to the President.

PART XVII: ANNEXES (Are updated regularly and differ from originally GC approved version)

Note you must be logged in to access many of these documents on website

1. [General By-Laws](#)
2. [Terms of Reference for the Bargaining Committee](#)
3. [Terms of Reference for the Representation Committee](#)
4. [Terms of Reference for the Exclusions Committee](#)
5. [Terms of Reference for the Finance Committee](#)
6. [Terms of Reference for the Communications Committee](#)
7. [Terms of Reference for the Membership Committee](#)
8. [Names of Current Governing Council Members](#)
9. [List of Committee Members by Committee](#)
10. [Mission Statement](#)
11. [Vision Statement](#)
12. [Communications Strategic Plan](#)
13. [Strategic Plan](#) and Current Implementation Plan
14. [Minutes of Recent Board Meetings](#)
15. Board Policies
 - [Social Media Policy](#)
 - [Executive Compensation](#)
 - [Investment Policy Statement](#)
 - [Donation Policy](#)
16. [Prior Year's Audited Financial Statements](#)
17. [Current Annual Budget](#) and [Latest Financial Statements](#)
18. [Banking Resolutions](#) and [Investment Policy](#) (Under Construction)
19. Stakeholder Map (Document under construction)
20. [Organizational Chart](#) and Staff Information
21. [Annual Calendar](#)
22. [President Performance Objectives](#)
23. [Communications Protocol](#)
24. [2014 AJC Membership Survey Results](#)