

National NewsMedia Council of Canada Conseil national des medias du Canada

GOVERNANCE POLICY MANUAL

(As Updated by the Board on December 7 2017, amended February 22, 2018; December 6, 2018; contingency fund policy added December 5, 2019; mediation policy added December 3, 2020; membership language update added June 23, 2022)

**NATIONAL NEWSMEDIA COUNCIL OF CANADA
CONSEIL NATIONAL DES MEDIAS DU CANADA**

GOVERNANCE POLICY MANUAL

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INTRODUCTION

This Governance Policy Manual is intended to provide a series of guidelines and policies with respect to the governing processes for the Board of **National NewsMedia Council of Canada** (and in its French form, **Conseil national des medias du Canada**) (the “**Council**”), its Committees and Management. The adoption of the “policy governance” model for all Council operations was determined by the Directors to be a key objective supporting the adjustment of Council operations to service Members as provided for in the Mission and Mandate of Council.

Certain of the guidelines and policies are also intended to inform any interactions between the news organizations and the Council and the news consuming public who may wish to file a complaint with the Council or seek information.

The policy governance model seeks to:

- support and augment, in an operational sense, the Council’s objectives and operational procedures set out in the *Canada Not-for-profit Corporations Act* and in the Articles of Incorporation, as may be amended from time to time, and By-law Number 1, as may be amended from time to time, together with all such other by-laws enacted by the Directors and the Members of the Council;
- establish role clarity as among the Board, individual Directors and staff;
- reorient the Board and Directors towards mission accomplishment as opposed to the detail of operations;
- ensure greater accountability to Members; and
- ensure that Director and staff workloads are allocated on a manageable basis.

To accomplish these ends, the Directors are empowered to develop and establish clear policies respecting (i) the ends that the Originating Documents prescribe and the Directors wish the Council to accomplish; and (ii) how the operational aspects necessary to accomplish the ends are to be carried out. Once such policies are established, the corresponding authority required to fulfill such operational duties is delegated to the Executive Director, whose discretion in exercising such authority is constrained only by the requirement that the Executive Director act in accordance with the Act, the Originating Documents and the Policy (including this Governance Policy Manual) established by the Board.

In cases where the Board has not chosen to specify implementation processes, or in cases where the processes specified are incomplete, the Executive Director has discretion to create the necessary process.

Subject to the Act, if there is any inconsistency between the terms and provisions of any Policy (as hereinafter defined) of the Council (including the provisions of this Governance Policy Manual) and any provision of the By-laws (as hereinafter defined), the terms and provisions of the Policy are paramount. The Directors and Members of the Council shall use their reasonable best efforts to ensure that, subject to the Act, the By-laws reflect the terms and provisions of the Policy and are not amended to include provisions that are or could be inconsistent with the terms and provisions of the Policy. The Directors and Members of the Council shall vote so as to cause the By-laws to be amended to resolve any conflict in favour of the terms of the Policy.

Note: References to the “Executive Director” made throughout this policy manual are to be read as “Executive Director and/or his/her delegates” save and except for matters relating to the compensation of the Executive Director or staff which remains with the Board on an aggregate basis.

INTERPRETATION

In this Governance Policy Manual, the following terms will have the following meanings:

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| “Act” | means the <i>Canada Not-for-profit Corporations Act</i> , as may be amended or re-enacted from time to time; |
| “Articles” | means the Certificate and articles of incorporation of the Council, dated October 30, 2015, issued by the Director appointed under the Act, as may be amended from time to time; |
| “Board” | means the Board of Directors of the Council acting by way of resolution passed at a properly constituted meeting thereof or, in lieu thereof, by resolution signed by all the Directors of the Council; |
| “By-laws” | means By-law Number 1 of the Council, as may be amended from time to time, together with such other by-laws as may be enacted by the Directors and Members of the Council from time to time; |
| “Chair” | means the Chair or Executive Chair of the Council Board appointed by the Board in accordance with the By-laws; |
| “Originating Documents” | means the Articles and the By-laws; |
| “Director” | means a member of the Board of Directors of the Council elected by the Members in accordance with the By-laws; |
| “Council” | means National NewsMedia Council of Canada (and in its French form, Conseil national des medias du Canada), being a corporation incorporated under the Act on October 30, 2015; |
| “Member” | means a media organization admitted by the Board as a Member of the Council in accordance with the By-laws; |
| “Policy” | means this Governance Policy Manual, as may be amended or restated from time to time, and such other policies regarding the Council’s guiding principles and rules of practice and procedure, as may be amended from time to time; |
| “Executive Director” | means the Executive Director of the Council appointed by the Board in accordance with the By-laws. |

HISTORY

History of National NewsMedia Council of Canada | Conseil national des medias du Canada (the “Council”)

The Council was formed through an alliance of the former press councils of Ontario, British Columbia, and the Atlantic provinces on September 1, 2015. Facilitated by Newspapers Canada, and several senior editors and publishers, the councils engaged in a two year-long discussion leading to the merger. Its inaugural Board meeting was held in Toronto, Ontario on December 2, 2015.

Its founding members were print news organizations belonging to one of the three press councils which joined to form the national organization, the daily and community publications working with Newspapers Canada, and several magazines, online and other digital news organizations.

It was determined that news organizations on any platform would be eligible for membership, as the Council’s goal is to reflect the evolving and dynamic news media industry and a changing readership.

The first executive of the Council included Frances Lankin, former chair of the Ontario Press Council, Miller Ayre, former chair of the Atlantic Press Council, and Shelley Chrest, former chair of the B.C. Press Council. Ms. Lankin was appointed Chair, and John Fraser was appointed CEO.

The Council may have up to 21 Directors, with half plus one selected from the public (“Public Directors”) and half selected from news organizations supporting the Council (“Professional Directors”). The chair of the Council is always selected from the Public Directors. Directors of the Council do not vote or act as representatives of any news media organization or interest. Press councils have existed in Canada for over 40 years to consider public concerns about the ethics and practices of journalists working in individual provinces.

Over the years, recommendations for mandatory regulation and federal oversight have been rejected in favour of a voluntary, self-regulatory approach to ensuring an ethical and free media.

GOVERNANCE POLICY

1. VISION AND MANDATE

A free and independent news media providing informed and accurate news is essential to a democratic society.

The Council is a not-for-profit, independent, voluntary, national dispute resolution body created and supported by news media members as a means of ensuring that its members operate in accordance with journalistic standards, practices and ethics.

Its vision is to uphold the public interest in ensuring the highest of professional and ethical journalistic standards. In doing so, the Council will strive to be a progressive and respected news media industry association supporting and enhancing Members' journalistic standards, practices and ethics.

As a result, the mandate of the Council is:

1. To serve as a medium of understanding between news media and the public by providing education and outreach to newsrooms and news consumers;
2. To encourage the highest ethical and professional standards of journalism in Canada through education and outreach;
3. To consider and adjudicate where necessary specific, unsatisfied complaints from the public against news media members related to the accuracy, fairness and journalistic practices in the gathering and publishing of the news;
4. To make, when needed, statements or presentations to government and other bodies in Canada on issues of access to information in the public interest by the news media, to represent the news media and the public in matters concerning the democratic rights of freedom of speech and freedom of the news media, and to represent the objectives and purposes of the Council.

2. MEMBERSHIP IN THE COUNCIL

Eligibility:

Membership in the Council is open to persons, partnerships, unincorporated associations, companies, corporations and news media organizations, who: (1) operate in Canada as a news organization and produce news in English or French on any platform, (2) must be interested in furthering the objects of the Council, and (3) paid dues as approved by the Directors.

Membership:

Membership:

There is one class of membership designated as “Members”. An applicant media organization may be admitted as a Member following a determination by Council staff that it:

- a) Has, or has pledged to adhere to, a code of ethics;
- b) Makes that code of ethics available to the public;
- c) Has conveyed understanding of the Council and agreed to adhere to the complaints process;
- d) Has agreed to pay a membership fee as established by the Council; and
- e) Has agreed to comply with any other term reasonably required by the Council.

The Board shall ratify the membership of each applicant media organization at the next regularly scheduled Board meeting. Eligibility for membership is subject to the ultimate, discretionary right of the Directors to refuse admission to membership in the Council.

Rights and Obligations of Members:

Each Member shall be entitled to:

- (a) exercise one vote at all meetings of Members;
- (b) exercise full privileges of membership in the Council;
- (c) designate in writing one senior officer or such other person or persons as such Member considers necessary or desirable from time to time to receive communications, take action (including, without limitation, attending and voting at meetings of Members) and represent the interests and views of such Member generally in respect of matters involving the Council.

As Members, news organizations agree to:

1. Practice journalism in a manner which maintains high journalistic ethical standards and practices;
2. Pay membership fees as levied by the Board;
3. Stay informed of the activities of the Council;
4. Publish information about their Council membership in their respective publications;
5. Abide by all decisions of the Council, including participating in efforts to resolve complaints;
6. Publish, as directed, a Council decision where the Board has issued a decision upholding a complaint against their news media organization;
7. When applying for membership in the Council, provide all information required for the purposes of determining the appropriate membership and fee category, and to facilitate all communications with the Member; and
8. To be aware of and comply with the Policy and all other policies, rules, regulations, codes of practice or any other codes of conduct established by the Board.

Termination of Membership:

A Member may terminate its membership by giving written notice to the Chair or President of the Council. Termination will normally be effective one year after the written notice is received. The financial obligations to the Council shall be required to be met until the effective date of the termination.

Council may terminate the membership of a Member in accordance with the following:

1. If the Member fails to adhere to the stated obligations of membership, the Council may issue a Notice of Membership Probation (“Notice”) whereupon:
 - a) The Member’s membership shall terminate if, during the 12 months following the date of the Notice, (i) there is a complaint against the Member which is upheld by the Board and (ii) by resolution passed by a majority of the Board, such termination is approved by the Board, whereupon the termination of the Member’s membership is effective as of the date fixed by the Board;

Provided that:

- b) If there are no complaints against the Member which are upheld by the Board within the 12 months following the date of the Notice, the Notice shall expire and the Member shall be entitled to continue as a member of the Council.
2. If there have been numerous and/or egregious upheld complaints against the Member, the Board may terminate the membership of that Member effective immediately following a resolution approved by at least 75% of all of the Directors of the Council at a duly constituted meeting of the Board.
 3. Prior to a final determination to terminate the membership of a Member, the Directors shall give the Member an opportunity to address the concerns raised by the complaint(s) with the Board.
 4. Fees paid by a terminated Member will be pro-rated and the unfulfilled portion returned to the Member.

Release:

No Member and no partner, director, officer or employee of a Member (including, in all cases, a Member whose rights and privileges have been suspended and a Member who has been expelled) shall be entitled to commence or carry on any action or other proceeding against the Council or against the Board, or any other committee or constituency, or against any member of the staff or any officer or a member or officer of any such board, council, committee or constituency, in respect of any penalty imposed or act or omission done or omitted under the provisions of and in compliance with or intended compliance with the provisions of the Act, the Originating Documents, the Policy, regulations, rulings, codes of practice or any other codes of conduct of the Council.

3. BOARD OF DIRECTORS – MANDATE AND ROLE

Role and Responsibilities of the Board of Directors:

The affairs of the Council are managed and administered by the Board of Directors in accordance to its mission and mandate and pursuant to statutory requirements, as well as the provisions contained in the Act, the Originating Documents and the Policy approved and adopted by the Board from time to time.

Additional committees may be established from time to time at the discretion of the Board.

The Board will enforce the processes needed to govern with excellence, including the attendance and treatment of individual Directors with dignity and respect and the respect of clarified roles, speaking with one voice and self-policing of tendencies to stray from rigorous governance.

The Board is accountable to the Members for competent, conscientious, and effective accomplishment of its obligations. It allows no officer, individual, or committee of the Board to usurp this role or deter this discipline.

The fundamental responsibilities of the Board can be summarized, without limitation, within the following categories:

1. Direct the affairs of the NNC in accordance with its mission and mandate and pursuant to statutory requirements as set out in the *Act*, the NNC originating documents, and the policies approved and adopted by the Board from time to time
2. Establish membership guidelines, and approve membership in the NNC.
3. Set expectations on the tone and culture of the NNC, ensuring an ethical culture of trust, honesty and integrity is promoted throughout the organization
4. Establish measures of organizational performance and conduct and utilize those measures to ensure director, and senior management accountability
5. Provide direction, counsel and support to the Chief Executive Officer.
6. Review the NNC's structure for management development and succession planning.
7. Guide the NNC's business and strategic plans, annual budget, financial objectives and other major organizational plans and actions.

8. Review and approve significant changes in the NNC's auditing and accounting principles and practices.
9. Ensure the compliance systems and processes designed to promote legal and ethical compliance are reasonably effective, and monitor the NNC's compliance with relevant laws.
10. Monitor the effectiveness of the NNC's governance practices and organizational documents and make changes as needed,
11. Perform such other functions as the Board believes appropriate or necessary, or as otherwise prescribed by law or regulation.

Role and Responsibilities of Individual Directors:

In contributing to the achievement of the responsibilities of the Board as a whole, each Director shall:

1. Be loyal to the Council;
2. Exercise the powers and discharge the duties of the office honestly, in good faith and in the best interests of the Council;
3. Directors must avoid any conflict of interest with respect to their fiduciary responsibilities to the Council.
4. Respect and abide by Board decisions and not attempt to exercise individual authority over the organization except as explicitly set forth in Board Policy.
4. Directors may not use Board information for their own direct benefit or advantage. This requires that the information be kept confidential whenever required in the best interest of the Council. That part of a meeting when financial information, negotiation strategies, or intimate personnel matters may be disclosed shall be kept confidential. The proceedings of any meeting of the Board or any part of a meeting of the Board or of any committee thereof which is conducted *in camera*, including the minutes or any records, shall be kept in confidence by every Director and by the President and by any member of any committee or other person invited or permitted to attend the meeting.
5. Adhere to the Council Vision and Mandate;
6. Work positively, cooperatively and respectfully as a member of the Board with other Directors, with Council Management and staff, and outside entities or individuals;

7. Complete the necessary background preparation in order to participate effectively in meetings and decisions of the Board and its Committees;
8. Keep informed on matters relating to the Council and the industry and public interest it serves.
9. Directors are expected to attend no less than a majority of the meetings of the Board of Directors, and any Board Committees to which they have been appointed. The Board of Directors shall issue an annual reminder of this expectation.

Role of the Board Chair:

The Chair's role is to ensure the integrity of the Directors' governance process by:

- a. Ensuring that the behavior of the Board is consistent with the Act, the Originating Documents, the Policy and its own rules and those legitimately imposed upon it from outside the Council; and
- b. Ensuring that meeting discussion content is only those issues which, according to the Board Policy, clearly belong to the Board to decide, not the President.

In addition, the Chair may be designated as Executive Chair by the Board and assume such executive responsibilities over the business and affairs of the Council as are approved by the Board from time to time. In the event that the Board determines that the Chair shall assume any such executive responsibilities, the Board shall set performance objectives for the Executive Chair at least on an annual basis and shall at the same time review and determine the Executive Chair's remuneration.

Role of the Vice-Chair:

The Vice-Chair(s)'s role is to assist the Chair in the performance of his/her role, to stand in place of the Chair when s/he is absent, and to act as liaison between the Chair and the Board.

4. BOARD NOMINATION CRITERIA AND NOMINATION PROCEDURES

There shall be a maximum of 21 members on the Board of the Council. In seeking Board candidates, the Board shall ensure that:

1. Half of the Board members will be appointed as Public Directors, and half appointed as Professional Directors;
2. The Chair shall be a Public Director so that Public Directors always form a majority;
3. Public Directors will be chosen to represent the regions served by the Council. They are representative of the interests of the population at large and not directly affiliated with the operation of media in Canada. They shall have board experience; credibility and experience within their communities; and recognize and support the role of a free press and the constitutional right of freedom of speech in Canadian society;
4. Professional Directors shall be chosen from Members news organizations including daily and community papers, online media and magazines. They are representative of the range of news organizations who are Members of the Council. They will be senior managers; have significant news industry experience; and recognize and support the importance of creating trust in those who consume the information in their publications;
5. All Directors of the Board shall be appointed for a three-year renewable term generally not exceeding two terms.
6. The Board has authority to fill vacancies up to the number set in the Act, the Articles and the Bylaw without waiting for the AGM. Those appointees shall be presented for re-election as part of the slate for the next AGM.
7. To assist with identifying the appropriate mix of members of the Board, the Board will direct the Nominations Committee to develop a matrix of attributes/competencies required to create a Board that is able to fulfill all its responsibilities.

5. BOARD MEETINGS

Calling of Meetings of the Board

Meetings of the Board may be called by the Chair of the Board (if any), the Vice-Chair of the Board (if any), the President or any two (2) directors at any time and the Secretary of the Council shall, upon the direction of any of the foregoing, shall convene a meeting of the directors of the Council.

Notice of Meetings of the Board

Notice of the time and place for the holding of any such meeting shall be sent to each director not less than **five (5)** days (exclusive of the day on which the notice is sent but inclusive of the day for which notice is given) before the date of the meeting; provided that meetings of the Directors or of any Committee of Directors may be held at any time without formal notice if all the Directors are present (except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all the absent Directors have waived notice. The notice shall specify any matter referred to in subsection 138(2) of the Act that is to be dealt with at the meeting but need not specify the purpose of or the business to be transacted at the meeting.

For the first meeting of Directors to be held following the election of Directors at an annual or special meeting of the Members or for a meeting of Directors at which a Director is appointed to fill a vacancy in the Board, no notice of such meeting need be given to the newly elected or appointed Director or Directors in order for the meeting to be duly constituted, provided a quorum of the Directors is present.

Regular Meetings of the Board

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

Quorum at Directors' Meetings

A quorum at any meeting of the Directors shall be a majority of the total number of directors, provided that a majority of those directors constituting the quorum shall be public directors.

A quorum of Directors may exercise all the powers of Directors. For the purposes of determining a quorum, a Director may be present in person or, if authorized under subparagraph (e) below, by teleconference and/or by other electronic means.

Participation by Telephone or Electronic Means at Directors' Meetings

Where all the Directors consent thereto generally or in respect of a particular meeting, any Director may participate in a meeting of the Board or a committee of the Board by means of teleconference, electronic or other communication facilities that permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Director participating in the meeting by these means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board or of Committees of the Board.

Votes to Govern at Meetings of the Board

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question.

Resolutions in Writing

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or of a Committee of Directors, is as valid as if it had been passed at a meeting of Directors or Committee of Directors.

6. PRIVACY/ CONFIDENTIALITY

As an independent adjudicative body, and in accordance with any applicable privacy legislation, the Council and its Directors and staff have an obligation to safeguard information provided by parties in the course of the complaint process

Staff and Directors are under a duty to:

1. Respect the confidentiality of personal information about complainants, and of personnel or business information about member publications; and
2. Keep complainant information confidential, including the names of the parties, subject of complaint, or media involved until the complaint has been disposed of, except in the interests of investigating or hearing a complaint.
3. Disagreements about any alleged breach of confidentiality will be viewed and assessed by the Board

OPERATIONAL PROCEDURES

7. DELEGATION AND ADMINISTRATIVE EXPECTATIONS

Delegation:

Recognizing that the Board has ultimate responsibility for operations, the Board supports the principle of delegation to the Executive Director so that the Board might be free from operational matters. Through an articulated Policy, the Board may direct the Executive Director to achieve certain results and constrain the Executive Director to act within acceptable boundaries. Board authority delegated to staff is delegated through the Executive Director, so that all authority and accountability of staff is, insofar as the Board is concerned, the accountability of the Executive Director.

The Board may, by extending its Policy, withdraw areas of authority previously delegated to the Executive Director, but will respect Executive Director choices as long as the delegation continues. This does not prevent the Board from obtaining information about activities in the delegated areas.

Should the Executive Director deem it necessary to deviate from a Board Policy, the Executive Director shall make all reasonable efforts to inform the Chair and seek the Chair's permission therefor. This does not exempt the Executive Director from reporting such deviation to the Board nor from subsequent Board review of the action.

Duties of the Executive Director:

Under the direction of Board of Directors, the Executive Director has the primary responsibility to ensure that the work of the NNC is carried out in accordance with the highest standard of ethical and professional care.

Through visioning, planning and administration the Executive Director leads the Management and Staff of the NNC in the delivery of all of its services.

1. Ensure that all activities carried out by the Council are consistent with its vision and mandate;
2. Lead efforts at continual strategic thinking regarding the execution of the vision and mandate to meet the needs of the constituencies served by the Council;
3. Supervise and direct the staff, determining the structure and role of staff; The Executive Director has full discretion to alter the staff structure or complement to ensure the proper functioning of the office. This may only be done within the approved annual budget.

4. Ensure financial planning and budget development to enable the Council to achieve its goals;
5. Serve, with the Executive Chair, as the 'face' of the Council with all stakeholders, and direct all public relations efforts to promote the positive role of the Council; and
6. Provide the Board with information it requires to exercise its oversight function, particularly regarding the state of the Council, progress in broadening membership, and success in representing the interests of its stakeholders.

The Board may determine that any one or more of the foregoing duties of the Executive Director may be assumed by the Executive Chair, whereupon the responsibilities of the Executive Chair shall be adjusted accordingly.

Performance Review/Remuneration:

The Board will set annual performance objective for the Executive Director on an annual basis. The remuneration of the Executive Director will be reviewed and considered by the Chair of the Board, in consultation with the full Board, also on an annual basis.

8. MEMBERSHIP FEES

Principles of fairness and value will be considered in setting the fee schedule for members of the Council.

Deficit projections are not permitted except in the case of specially-designated initiatives and when reserve funds allow.

The fee schedule is reviewed annually, and approved by the Board of Directors on the recommendation of the Chair and Executive Director.

9. CONTINGENCY FUND

*This policy borrows heavily from and is credited to a 2019 document on designated operating reserves prepared by the Association of International Certified Professional Accountants

That the contingency fund named as a line item in the NNC budget be used to cover wind-up operations of the NNC related to payroll, lease and other obligations in case of unexpected change that forces the NNC to cease operations.

The contingency fund will be equal to three months of average recurring operating costs, including salary, rent, and office expenses.

The contingency fund target minimum will be calculated each year after approval of the annual budget, and will be available in cash or cash equivalents.

The contingency fund will be comprised of accumulated surplus operating funds, and will be maintained as part of the general cash and investment accounts of the NNC.

The Executive Chair and Executive Director will identify the need for access to the contingency fund, and will access the fund in consultation with the Chair of the Finance Committee. Directors will be informed of the decision to use the contingency fund before the funds are disbursed.

The Executive Chair and Executive Director are responsible for ensuring that the contingency fund is maintained and used only as described in this policy. Directors will receive an annual report on fund, change in risk factors, and the impact of the fund on overall budgeting.

This policy is subject to annual review by the Finance committee.

10. EXPENSE POLICY

The Council may pay normal and reasonable expenses for Public Directors and employees for Council-related work.

Reimbursement is contingent upon a properly completed and approved Expense Report. Receipts are necessary for all expenses.

News organizations are expected to cover travel and other costs incurred by their designated Professional Director for duties performed on behalf of the Council.

Public Directors will be reimbursed for expenses incurred in connection with Council-related matters in accordance with the provisions of the Board Expense Policy.

Expenses are to be submitted on the Council Expense Claim Form and will be in line with a limit set in the annual budget.

Specifics:

- Reimbursement of airfare (or other transportation) expenses in full, but not to exceed economy class rates. Where practical, directors are asked to use discount carriers or to obtain discounts by booking flights early.
- Reimbursement of hotel accommodations to a reasonable amount reflecting modest regional standard.
- Meal allowance of a moderate amount, mindful of the regional standard. Receipts are required.
- Mileage allowance of in keeping with moderate regional rates per kilometre, but not to exceed economy airfare.
- Receipts must be submitted for airfare, meals, travel and accommodations.
- Expenses are to be submitted on the Board Expense Claim Form as may be approved from time to time.

MANAGING COMPLAINTS FROM CONSUMERS OF MEMBER PUBLICATIONS

11. COMPLAINTS

Members of the public in Canada may file complaints with the Council about the accuracy or fairness of news reports, editorial or opinion articles or editorial cartoons that appear in the printed or on-line publication of a member organization. Members of the Council are listed on its website.

Filing a complaint and having it considered by Council is free for the complainant and the news organization. Filing a complaint to the Council is considered to be an alternative to legal action and is not intended to be used for legal action.

The Board's discretion on whether to consider a complaint is absolute. All decisions on complaints are final and not subject to review or appeal. Complaints procedures and Council decisions on complaints will be posted on the Council website.

Filing a complaint:

1. Complaints may be forwarded to Council either by e-mail, online or by mail.
2. All complaints must be in writing and signed, including contact information. Anonymous complaints or complaints without contact information will not be considered.
3. Unless the Board decides otherwise, complaints must be filed within a month after date of publication of the issue which is the focus of the complaint. In the case of publications with frequencies less than daily or weekly, two months.

A complaint will not be considered if:

1. Litigation has commenced, there is demonstrated intention to pursue legal action, or legal action is contemplated;
2. The matter involves:
 - a workplace grievance
 - an issue dealt with by a provincial labour relations act
 - is covered by a collective bargaining agreement
 - police charges, criminal or otherwise, or may result in court proceedings
3. A matter is beyond the Council's mandate.

Procedures:

1. The news organization involved will be sent a copy of the complaint and will be asked to respond to the complainant and Council.
2. If the complainant is satisfied with the response from the news organization, Council will consider the matter resolved voluntarily.
3. If the complaint was filed but the complainant decided not to proceed it will be considered withdrawn.
4. If the complainant is not satisfied and wishes to proceed with having the Council consider the complaint, Council will review the complaint, the news media response, generally accepted codes of journalistic conduct and other information that will assist it in considering the complaint and determining whether the complaint should be:
 - a. Dismissed - no breach of journalistic standards or practice is found
 - b. Dismissed with reservations - while there is no breach, the Council finds an area of concern to draw to the member's attention
 - c. Upheld - the member has not adhered to accepted journalism standards and practices
 - d. Resolved due to corrective action taken by member - a complaint was founded but appropriate corrective action was taken by the member
 - e. Referred to hearing
5. If the complaint is dismissed the parties are advised of the reasons, and the decision is posted on the Council website.
6. If the complaint is dismissed with reservations, the parties are advised and provided a copy of the reservations. The decision is posted on the Council's website.
7. If the complaint or a portion thereof is upheld, Council will provide written reasons for upholding the complaint and advise the parties. The news organization must, at a minimum, publish a summary of Council's decision on the upheld portion, with a link to the full decision on the Council's website. It must do so in a timely fashion and no more than one week following the decision release, in a location normally used for notices of correction, and appended to the article if it is online. The member publication shall provide the NNC with a copy of or link to the decision posting.

8. If the complaint is resolved due to corrective action taken by member, Council will provide written reasons to both parties. The decision is posted on the Council website.
9. If Council proceeds with a hearing, it will appoint a panel, composed of a majority of public directors, to conduct the hearing according to the policy on hearings.

Internal Council Complaints Process:

1. On reviewing the complaint, staff will ensure that the news organization had reasonable time to respond before the complaint escalated to the NNC. If not, staff will inform both parties that the complaint is on hold pending response. If so, or if response is not forthcoming, staff will review the complaint, article, news organization's response, and such information as appropriate, and attempt to resolve the complaint through corrective action, education, or other steps satisfactory to both parties.
2. If more information is required, or if a resolution to the complaint seems readily available, staff may communicate with both parties individually to help parties come to a journalistically sound resolution. In such a case, staff will act as a neutral facilitator, and the outcome of the mediated resolution will be published on the website.

Mediation must respect confidentiality and be conducted with accountability. Parties will respect confidentiality of communications during the process to ensure due process is conducted in good faith and in a fair and just manner.

Should parties agree to a resolution or action that is not supported by the NNC mandate, for example litigation or unpublishing that the NNC considers to be unwarranted, or should they act in bad faith, staff may terminate the complaints process.

3. If resolution cannot be reached, staff will provide a preliminary recommendation along with relevant materials to the Board of Directors, who will render a decision on the complaint. However, if upon examination of relevant materials the complaint is determined to be frivolous or without basis, staff will respond with an explanation that will be copied to the complainant and the news media organization.
4. Any Director with a conflict of interest must disclose the conflict and recuse themselves from discussion or decision about the complaint.
5. No Professional Director may participate in a complaint involving his/her news organization.
6. The Board will consider the original article or incident, the complaint filed, the response from the news organization, the staff recommendation, and such other information as it considers relevant.

7. Consideration of a complaint will be based on a cascading set of criteria:
 - a. The news organization's own code of conduct;
 - b. Generally-accepted national and regional journalistic principles and standards;
 - c. Guidelines such as those of the Canadian Association of Journalists, or such legal or ethical guidelines as appropriate.
 - d. Any other considerations deemed valid by the Board.
8. Decisions will be on a majority vote of the Board.
9. Directors as a board may make a decision on a complaint at a regular or special meeting, in a conference or video call, or via email.
10. Directors as a board may elect to hold a hearing, which will be held according to the hearing policy.

12. HEARINGS

Five Board of directors' votes are required to elect a hearing. The Board may elect to hold a hearing on a complaint, or if a complaint raises an important issue where the opportunity to hear both parties together is deemed to be advisable or in the public interest. If a hearing is to be held, a panel will be struck:

1. The panel will have a minimum of three Directors, with a majority being Public Directors.
2. At least one member of the panel will be from the region connected to the article or to the complainant's region of residence.
3. No Director with a conflict of interest related to the hearing shall be selected as a panellist.
4. The hearing panel chair will be a Public Director. Staff may assist but not sit on the hearing panel.

Hearing Procedure:

In the event that a hearing is held, the complainant and the news organization are invited and encouraged to participate before a panel where both parties are given the opportunity to fully present their views.

The Board has authority to decide if a hearing will be in person, by teleconference or by electronic meeting.

The Board may hold hearings open to the public, journalism students or the media, bearing in mind the confidentiality needs of the complainant and news media organization. Deliberations of the hearing panel will be conducted in camera, with decisions of the hearing panel to be made public.

1. The Board and hearing panel have the authority to determine the focus of the hearing regardless of the issues set out in the complaint.
2. The complainant and the paper will both be invited to make brief presentations at the hearings. The panel will have opportunity to question both parties, and both parties will be allowed to make final statements. All comments will be addressed through the hearing chair.
3. If a complainant decides not to participate in a hearing, the complaint will be dismissed.
4. If a representative of the news organization does not participate, a hearing will proceed.
5. Hearings are considered to be an informal alternative to court proceedings; as a result, parties are required to participate directly, rather than through legal counsel.
6. The hearing panel will consider a cascading set of criteria, recognizing a commitment to generally-accepted national and regional principles and standards. When considering the complaint, regulations will be applied in the following order:
 - a. The news organization's code of ethics or stated journalistic standards;
 - b. Guidelines such as those of the Canadian Association of Journalists, or such legal or ethical guidelines as appropriate; and
 - c. Any other considerations deemed valid by the Board or hearing panel.

Decision:

After the panel has held a hearing and considered the arguments presented by the parties, the panel will recommend that a complaint be:

- i. Dismissed - no breach of journalistic standards or practice is found;
- ii. Dismissed with reservations - while there is no breach, the Board finds an area of concern to draw to the member's attention;
- iii. Upheld - the member has not adhered to accepted journalism standards and practices;

- iv. Resolved due to corrective action taken by the member - a complaint was founded but appropriate corrective action was taken by the member;
- v. A hearing panel decision is by majority. A dissenting panel member may file a dissenting decision;
- vi. The decision will include reasons;
- vii. All hearing panel recommendations will be reviewed with the Board before a final decision is communicated to the parties;
- viii. Directors should give great weight to the recommendation of the hearing panel, however, should 75 per cent of the Board present and available to vote not agree with the recommended decision of the panel, the decision will not stand. Any Board member with a conflict of interest must disclose the conflict and recuse themselves from discussion or decision about the hearing. The written decision will be based on consensus, which may include a minority report.
- ix. The Board may review the panel decision on a complaint at a regular or special meeting, in a conference or video call, or via email;
- x. In most cases, a report on a hearing and decision will be posted on the Council's website, including the dissenting decision, if any. There may be (rare) times when it will not be in the public interest to post a report or, if posted, redaction may be required;
- xi. The decision will be sent to the complainant and the news organization involved;

xii. In the case of an upheld complaint or portion thereof, the news organization must publish the decision or a summary of the upheld portion, including a link to the Council website where the report can be found, in a timely fashion and no more than one week following the decision release, in a location (as similar as possible to the original article) normally used for notices of correction, and appended to the article if it is online. The member publication shall provide the NNC with a copy of or link to the decision posting.
- xii. Hearing decisions are final and not subject to review or reconsideration.

13. PRIVACY POLICY REGARDING COMPLAINANTS

This privacy policy applies to all personal information collected or submitted to the Council from those wishing to file a complaint or otherwise communicate their views to the Council, either in writing, by telephone, or through the website when filing the “File a Complaint” form.

Private information is recorded information that identifies you as an individual, such as your name, address, telephone number and email address.

Your personal information will be used only for the purposes of responding to the complaint filed with the Council and will not be provided to third parties.

We will not disclose your personal information, other than as necessary to investigate your complaint. As part of the complaint process, we may publish your name in reporting a decision. You may opt out of any future contact from us at any time by advising by e-mail or telephone.

You may also contact us:

- for information on any personal information we have about you;
- for the purposes of changing or correcting any of your personal information; and
- to express any concerns you have about our use of your personal information.

To discuss any concerns regarding our Policy and the use of your private information, contact us at 1-844-877-1163 or info@mediacouncil.ca

COMPLIANCE

14. LOBBYIST REGISTRATION

Directors may, from time to time, be asked to communicate with government officials on behalf of the Council. In certain cases, such communications will be subject to the registration and periodic reporting requirements of the *Lobbying Act* (Canada) and similar provincial legislation. The Council is responsible for such registration and activity reporting and, accordingly, Council staff will ensure appropriate procedures are in place to comply with these requirements.

As a matter of course, staff will discuss such requirements with Directors annually and provide specific details regarding these requirements.

This Governance Policy Manual was approved by the Board on _____,
2016.

Name:

Office Held:

Confidentiality Agreement

All staff and Directors will sign a confidentiality agreement which will be kept on file at the Council office. Directors will be reminded at the first meeting following the AGM that the Confidentiality Agreement remains in effect.

Confidentiality/conduct agreement

For Council Board Members and Staff

I _____

agree that I will maintain confidentiality in respect to all personal information about complainants. I further agree that to maintain confidentiality on all matters related to Council staff members; the business information about member publications; matters of a confidential nature, including financial information, brought to the Council Board, and any other such matters that could be reasonably be considered confidential matters.

For greater certainty, I agree that I will not disclose information about any complainant, the subject of a complaint, or media Member involved in a complaint, until the complaint has been dealt with by Council except in the interests of investigating or hearing a complaint. Once a complaint has been dealt with, I agree that I will continue to keep such personal information about a complainant that has not been disclosed in any public reporting of the complaint, confidential.

I will not speak on behalf of the Council without authority of the Board, nor will I jeopardize the perception of impartiality of the Council or myself as a Council employee/Council member.

I will not use my position on the Council to gain advantage in personal or business dealings.

Signed: _____

Witness: _____

Date: _____