



GOVERNING POLICY CITT/ICTS

17 February 2020

This document should be read in conjunction with the Bylaws of the Canadian Institute for Theatre Technology/Institut canadien des technologies scénographiques, CITT/ICTS

The senior member of staff and the sole employee of the Board of CITT/ICTS is, and is referred to as, the National Coordinator in this policy document.

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SECTION ONE

EXECUTIVE LIMITATIONS

GENERAL EXECUTIVE CONSTRAINT

The National Coordinator shall not cause or allow any practice, activity, decision or organizational circumstance which is either unlawful, imprudent or in violation of commonly accepted business and professional ethics.

TREATMENT OF MEMBERS AND CUSTOMERS

With respect to interactions with members of CITT/ICTS, clients or customers the National Coordinator shall not knowingly cause or allow conditions, procedures, or decisions which are unsafe, disrespectful, unduly undignified, unnecessarily intrusive, or which fail to provide appropriate confidentiality and privacy.

Accordingly, the National Coordinator may not:

1. Fail to inform CITT/ICTS members or clients of these Governance Policies or to provide a grievance process to those members who believe that they have not been accorded a reasonable interpretation of their rights under these policies.
2. Use forms or procedures that elicit information for which there is no clear necessity.
3. Use methods of collecting, reviewing, or storing member or client information that fails to protect against improper access to the information elicited.
4. Fail to provide procedural safeguards for the transmission of information.
5. Fail to respect the federal *Personal Information Protection and Electronic Documents Act* (PIPEDA) or the Provincial or Territorial equivalents.

TREATMENT OF STAFF

With respect to the treatment of both paid and volunteer staff, the NATIONAL COORDINATOR may not cause or allow conditions which are unfair, undignified or in violation of Federal, Provincial or Territorial employment standards as may be applicable.

Accordingly, they may not:

1. Fail to acquaint staff with their rights under this policy.
2. Fail to respect the Canadian Human Rights Act or the *Charte des droits et libertés de la personne* of Québec.
3. Operate without written personnel procedures, which clarify personnel rules for staff, provide for effective handling of grievances, and protect against wrongful conditions.
4. Discriminate against any staff member for expressing an ethical dissent.

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5. Prevent staff from grieving to the Board when
 - 5.1. internal grievance procedures have been exhausted and
 - 5.2. the employee alleges either
 - 5.2.1. that board policy has been violated to their detriment
 - 5.2.2. that board policy does not adequately protect their human rights.
6. Fail to establish and have approved by the board a written process for staff to address complaints to the Board respecting a lack of compliance with policies or principled concerns about the performance of the NATIONAL COORDINATOR. The process is to include options for the Board, to accept/reject the complaint, to use a committee, appoint a representative, fact finder, mediator or other mechanism to deal with the matter

BUDGETING

Budgeting any fiscal year, or the remaining part of any fiscal year, shall not deviate materially from the Board determined goals, priorities, acceptable risk, fiscal jeopardy, or fail to be derived from a multi-year plan.

Accordingly, they may not cause or allow budgeting which:

1. Fails to prepare an annual business plan including performance objectives, indicators, and a budget consistent with the goals of the organization and a multi-year plan as established by the Board.
2. Fails to present a balanced budget for the coming fiscal year and allows the accumulated deficit to increase in the coming fiscal year, unless specifically directed to do so by the Board.
3. Contains too little information to enable credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
4. Plans the expenditure in any fiscal year of more funds than are conservatively projected to be received in that period.
5. Allows cash to drop below a safety reserve of less than two months of anticipated expenses at any time.
6. Fails to provide for board prerogatives, such as Board development, Board meetings, Board travel and reports commissioned by the Board.

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FINANCIAL CONDITION

With respect to the Corporation's ongoing financial health the National Coordinator may not cause or allow the development of fiscal jeopardy or a material deviation of actual overall expenditures from the Board approved budget.

Accordingly, they may not:

1. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.
2. Fail to settle payroll and debts in a timely manner.
3. Fail to aggressively seek receivables after a reasonable grace period.
4. Expend more funds than have been received in the fiscal year to date unless the debt guideline (below) is met.
5. Indebt the organization in an amount greater than can be repaid by certain, otherwise unencumbered revenues within 60 days.
6. Use any Long-Term Reserves without the prior approval of the Board.
7. Acquire, encumber, or dispose of real property.
8. Make purchases or commitments in excess of the limits set by the Board on an annual basis.

EMERGENCY SUCCESSION

In order to protect the Board from sudden loss of the National Coordinator's services, the National Coordinator shall ensure that clear and complete records, paper and electronic, of the business of the Corporation are maintained. And, if possible, ensure that at least one other staff person is familiar with the process related to working with the Board.

ASSET PROTECTION

The National Coordinator may not allow the assets, staff or Board of the Corporation to be unprotected or unnecessarily risked.

Accordingly, they may not:

1. Fail to insure against; theft and casualty losses and against liability losses to Board members, staff or the Corporation itself in an amount greater than the average for comparable organizations.
2. Unnecessarily expose the Corporation, its Board or staff to claims of liability.
3. Endanger the Corporation's public image or credibility, particularly in ways that would hinder its accomplishment of mission.
4. Fail to protect intellectual property, information and files from loss or significant damage.
5. Receive, process or disburse funds under controls, which are insufficient to meet the Board-appointed auditor's standards.

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6. Make any purchase: (a) wherein normally prudent protection has not been given against conflict of interest; (b) of over \$2,500 without having obtained comparative prices and quality; (c) of over \$10,000 without a stringent method of assuring the balance of long-term cost and quality.
7. Invest or hold operating capital in insecure instruments, including uninsured checking accounts and bonds of less than AA rating, or in non-interest-bearing accounts except where necessary to facilitate ease in operational transactions.

COMPENSATION AND BENEFITS

With respect to employment of, and compensation and benefits to, employees, consultants, contract workers and volunteers, the National Coordinator may not cause or allow jeopardy to the fiscal integrity or public image of the Corporation.

Accordingly, they may not:

1. Change their own compensation and benefits.
2. Promise or imply permanent or guaranteed employment without due process.
3. Establish current compensation and benefits which:
 - 3.1. Deviate materially from the geographic or professional market for the skills employed.
 - 3.2. Create obligations over a longer term than revenues can be safely projected and in all events subject to losses of revenue.
4. Establish or change pension benefits without the prior approval of the board. Any such benefits should not:
 - 4.1. Cause unfunded liabilities to occur or in any way commit the Corporation to benefits, which incur unpredictable future costs.
 - 4.2. Treat the NATIONAL COORDINATOR differently from other comparable key employees.

COMMUNICATION AND COUNSEL TO THE BOARD

With respect to providing information and counsel to the Board, the National Coordinator may not permit the Board to be uninformed.

Accordingly, they may not:

1. Neglect to submit monitoring data required by the Board (see Board Staff Linkage - Monitoring Performance) in a timely, accurate and understandable fashion, directly addressing provisions of the Board policies being monitored.
2. Let the Board be unaware of relevant trends, anticipated adverse media coverage, material external and internal changes, and particularly changes in the assumptions upon which any Board policy and planning has previously been established.
3. Fail to advise the Board if, in the National Coordinator's opinion, the Board is not in compliance with its own By-Laws or Governing Policy or other policies of the Corporation, particularly in the case of Board behaviour which is detrimental to the work relationship between the Board and the National Coordinator.

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4. Fail to marshal for the Board as many staff and external points of view, issues and options as needed for fully informed Board choices.
5. Present information in unnecessarily complex or lengthy form.
6. Fail to provide a mechanism for official Board, officer or committee communications.
7. Fail to deal with the Board as a whole except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the Board.
8. Fail to report in a timely manner an actual or anticipated non-compliance with any policy of the Board.
9. Fail to provide quarterly reports to the Board on implementation of the annual business plan, including financial variance reporting and certification of statutory payments.

SECTION TWO

BOARD GOVERNANCE PROCESS

COMMITMENT TO GOOD GOVERNANCE

The intent and purpose of the Board is, on behalf of all the members of CITT/ICTS, to guarantee the accountability of CITT/ICTS to those members and to the live performance industry at large by assuring that it (a) achieves appropriate results for the appropriate persons at an appropriate cost and (b) avoids unacceptable activities, conditions and decisions.

GOVERNING STYLE

The Board will encourage, within itself, a diversity of viewpoints and strategic leadership. The Board will make clear distinctions between Board and National Coordinator roles. The Board will make collective rather than individual decisions and focus on future rather than past or present. The Board will strive to be proactive rather than reactive. The Board will strive to ensure that the Corporation meets the needs of the Members and the industry.

Further, the Board will:

1. Cultivate a sense of group responsibility. The Board will use the knowledge and judgement of individual members to enhance the leadership of the Board as a whole; rather than substitute the judgements of any individual for that of the Board. The Board will always speak with one voice. The Board, not the staff, will be responsible for excellence in governing. The Board will be an initiator of policy, not merely a reactor to staff initiatives.
2. Direct, control and inspire the Corporation through the careful establishment of broad written policies reflecting the Board's values and perspectives. The Board's major policy focus will be on the intended long-term impacts of the Corporation on its Members and the live performance industry.
3. Enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as, attendance, preparation for meetings, policymaking principles, respect of roles, and ensuring the continuity of governance capability. Continual Board development will include orientation of new Directors in the board's governance process and periodic Board discussion of process improvement. The Board will not allow any Director, Officer, individual, or committee of the Board to hinder or be an excuse for not fulfilling its commitments.
4. At least once per year, review its performance in context of this Governance document and the Corporation's Bylaws.

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ROLE OF THE BOARD

In addition to the duties detailed in the Corporation's Bylaws; the role of the Board is to represent all the members of CITT/ICTS in determining and demanding appropriate Corporate performance. The Board will provide leadership.

The commitment of Directors (members of the Board) and associated Committee Members is as follows:

1. To have knowledge of and respect for the Duties and Powers of the Board as detailed in the Corporation's Bylaws.
2. To be familiar with and respect the Corporation's Bylaws.
3. To be familiar with the history and progress of the Corporation and its Board.
4. To faithfully attend official Board Meetings. (As per the Corporation's Bylaws a Director that fails to attend three consecutive meetings will be deemed to have resigned.)
5. To participate in Board and Committee discussions in an active, informed and respectful manner.
6. To stay current with information related to Board discussions and decision making.
7. To read and be prepared to comment upon information provided to the Board in advance of Board meetings.
8. To take active leadership on CITT/ICTS committees, either standing committees or ad hoc committees that may be created by the Board.
9. To attend CITT/ICTS events and provide support to staff at those events.
10. To provide active support to staff coordinated fund raising, advocacy initiatives, conferences and other projects.
11. To remain accessible to the CITT/ICTS membership.
12. To advocate for CITT/ICTS and its Members in dealings with the public, governmental bodies and other relevant groups.

Further, to distinguish the Board's own unique role from the role of the National Coordinator and of their staff, the Board will concentrate its efforts on the following job "products" or outputs:

1. The development of long-term, multi-year strategic plans.
2. The development of an annual business plan based on multi-year strategic plans.
3. Ensuring the Corporation and the Board maintains effective communication with the Membership and the Sections.
 - 3.1. Establish an effective communications strategy.
4. Preparing governing policies, which at the broadest levels address:
 - 4.1. *Executive Limitations*: Constraints on executive authority, which establish the prudence and ethics boundaries within which all executive activity and decisions must take place.

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- 4.2. *Governance Process*: Specification of how the board conceives, carries out and monitors its own task.
- 4.3. *Board-Staff Linkage*: How power is delegated and how its proper use is monitored; the National Coordinator's role, authority and accountability.
- 4.4. *Goals*: Organizational products, impacts, benefits, outcomes, recipients, and their relative worth (what good for which needs at what cost)
5. Ensuring that the Corporation develops and mandates operating policies and procedures that provide a safe and respectful workplace for staff and volunteers.

PRESIDENT'S ROLE

In addition to the duties defined by the Corporation's Bylaws; the President assures the integrity of the Board's process and, when required represents the Board to outside parties. Under normal circumstances the President is the only Director authorized to speak for the Board (beyond simply reporting board decisions).

The President will assure that the Board behaves in a manner consistent with its own rules, common practice (as indicated in Robert's Rules of Order) and in accordance with any laws, rule, or regulations imposed upon it by authorities having jurisdiction.

The President will assure that at Board meetings:

1. Deliberation will be fair, open, and thorough, but also efficient, timely, orderly, and kept to the point.
2. Meeting discussion content will only be those issues, which, according to Board policy, clearly belong to the Board to decide, not the National Coordinator.

In the absence of the President the Vice President shall assume these responsibilities.

DIRECTOR'S CODE OF CONDUCT

The Board commits itself and its members (the Directors) to ethical, businesslike, and lawful conduct. This includes proper use of authority and appropriate decorum when acting as Board members (Directors). Therefore;

1. Directors must represent unconflicted loyalty to the interests of the membership and the live performance industry. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other boards or staffs. It also supersedes the personal interest of any board member acting as a consumer of the organization's services.
2. Directors will recognize that the Board acts and speaks with one voice. Regardless of their personal opinion or vote on any matter Directors will respect and support the decisions of the Board.
3. Directors must avoid conflict of interest with respect to their fiduciary responsibility.
4. There must be no self-dealing or any conduct of private business or personal services between any board member and the organization except as procedurally

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- controlled to assure openness, competitive opportunity and equal access to “inside” information.
5. Board members must not use their positions to obtain employment in the organization for themselves, family members or close associates. Should a board member decide to seek employment in the organization, he or she must, before applying for such employment, submit, in writing, his or her resignation to the board.
 6. Although Directors and their family members and close associates are allowed to do business with the Corporation, Directors must not use their positions to promote such business relationships or business activities with the Corporation.
 7. Directors shall disclose, in a timely manner, to the Board and, where appropriate, to the National Coordinator:
 - 7.1. their involvement with other organizations, with vendors, or any other associations which might produce a conflict;
 - 7.2. any occasion on which it is known to them that a family member or close associate is seeking employment with the Corporation;
 - 7.3. any occasion on which they are party to a material contract or proposed material contract with the Corporation; and
 - 7.4. any occasion on which it is known to them that a family member or close associate is party to a material contract or proposed material contract with the Corporation.
 8. Any disclosures required to be made to the Board shall, if the Board is not due to meet for an extended period of time, be communicated to the President of the Board and the President shall transmit that communication to other Board members.
 9. After disclosing any matter in which a Director may have a conflict of interest or a perceived conflict of interest, the Director shall abstain from participating in the decision-making process and on any vote related to that matter. The Director shall be excused from attending that portion of the meeting related to the matter. The disclosure and the abstention shall be recorded in the minutes of the meeting.
 10. If any Director is concerned that another Director has a conflict of interest, whether actual or perceived, she or he is encouraged to raise that concern with the Director. If the two Directors are unable to resolve the concern between themselves either or both of them may send a communication about it, in writing, to the President. The President shall determine whether the matter should be dealt with, by the Board, at a regularly scheduled meeting or whether a special meeting should be called.
 11. The duty of Directors, to act in the best interests of the Corporation, requires them to maintain the confidentiality of all confidential information and records of the organization and not to use or disclose the information or records except in the course of the performance of their duties to the organization. Therefore;
 - 11.1. Directors should assume that information given to the Board is confidential until management in the ordinary course of business discloses it. If

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in doubt, Directors should consult with the President or National Coordinator for clarification.

- 11.2. Directors may discuss confidential information or share confidential records with other Directors and the NATIONAL COORDINATOR, but they must not disclose such information or records to any person outside the Corporation unless such disclosure is made by a Director in the course of performing her or his duties to the Corporation.
- 11.3. Directors must not use or disclose confidential information obtained from the Corporation to further their private interests or the interests of their family members, close associates, employers or any other person or organization.
12. Directors may not attempt to exercise individual authority over the Corporation except as explicitly set forth in board policies. Therefore;
 - 12.1. Directors' interaction with the NATIONAL COORDINATOR or with staff must recognize the lack of authority vested in individual Directors except when explicitly authorized by the Board.
 - 12.2. Directors' interaction with the public, media or other entities must recognize the inability of any Director to speak for the Board except when explicitly authorized by the board.
 - 12.3. Directors will give no consequence or voice to individual judgements of NATIONAL COORDINATOR or staff performance, except as part of a formal performance review process.
 - 12.4. Directors will respect the confidentiality appropriate to issues of a sensitive nature
13. Voluntary disclosure to the Board of any possible breach of this code of conduct shall be presumed to be a good faith effort to comply with the code. If it is alleged that there has not been a good faith effort to comply with the code or if there is doubt or a difference of opinion regarding compliance with this code, the Board shall determine the validity of any such allegation or difference of opinion and whether any action is required to be taken in that regard. Such action may include seeking the voluntary resignation of a Director from the Board or, if need be, removing that Director through the mechanisms detailed in the Bylaws.

BOARD COMMITTEE PRINCIPALS

Board Committees are defined and discussed in Article VIII of the Corporation's Bylaws.

1. Board committees, when used, will be assigned so as to reinforce the work of the Board and support, not interfere, with delegation from Board to National Coordinator
2. Board committees are to help the Board do its job, they may help and advise staff but under no circumstance should they direct staff.
3. Committees ordinarily will assist the board by preparing policy alternatives and implications for Board deliberation. In keeping with the Board's broader focus, Board committees will normally not have direct dealings with current staff

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operations. The one exception to this guideline is the Finance Committee, whose responsibilities may require direct interaction with and guidance of the National Coordinator.

4. Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes. Committee expectations and authority will be carefully stated in order not to conflict with authority delegated to the National Coordinator.
5. Board committees cannot exercise authority over staff. Because the National Coordinator works for the full Board, they will not be required to obtain approval of a Board committee before taking an executive action unless otherwise directed by the Board.
6. The first task of any Board Committee will be to prepare or re-visit their Terms of Reference and have those terms ratified by the Board.
7. This guide applies to committees that are formed by Board action, whether or not the committees include non-board members. It does not apply to committees formed under the authority of the National Coordinator.

ANNUAL BOARD PLANNING CYCLE

To accomplish its job outputs with a governance style consistent with Board policies, the Board will follow an annual agenda which (a) completes a re-exploration of Corporation goals annually and (b) continually reviews and improves its performance through attention to board education and to enriched input and deliberation.

The planning cycle will begin and end at the time of the Annual General Meeting. To expedite fiscal planning the planning cycle will be as follows:

1. At AGM (1) report on year "B"
2. At AGM (1) approve the budget for year "A"
3. Post AGM (1) plan for year "C"
4. At AGM (2) report on year "A"
5. At AGM (2) approve the budget for year "C"
6. Post AGM (2) plan for year "B"
7. At AGM (3) report on year "C"
8. At AGM (3) approve the budget for year "B"
9. Post AGM (3) Plan for year "A"

In planning the Board meetings and activities during the year, education, input and deliberation will receive paramount attention. To the extent feasible, the Board will identify those areas of education and input needed to increase the level of wisdom and forethought it can give to subsequent choices.

SECTION THREE

BOARD STAFF LINKAGE

ROLE OF THE NATIONAL COORDINATOR

The National Coordinator is accountable to the Board acting as a body. The Board will instruct the National Coordinator through written policies and goals, delegating to them the interpretation and implementation of those policies and goals. The National Coordinator is the sole employee of the board and the only employee with whom the board deals directly.

As the Board's single official link to the day to day operations of the Corporation, the National Coordinator's performance will be considered to be synonymous with Corporations performance as a whole.

Consequently, the National Coordinator's job contributions can be stated as performance in primarily two areas:

1. Corporate execution of the Board's established Goals and Policies.
2. Corporate operation within the boundaries of prudence and ethics established in board policies on *Executive Limitations*.

DELEGATION TO THE NATIONAL COORDINATOR

All Board authority delegated to staff is delegated through the National Coordinator, so that all authority and accountability of staff, as far as the Board is concerned, is considered to be the authority and accountability of the National Coordinator. The Board cannot exercise authority over staff because the National Coordinator is the sole employee of the Board and is the only person authorized to provide advice or direction to staff.

The board will direct the National Coordinator to achieve specified results, for specified recipients, at a specified level through the establishment of Goals and other policies. The Board will limit the latitude the National Coordinator may exercise in practices, methods, conduct and other "means" to the ends through establishment of Executive Limitations, and other formal policies or directives.

As long as the National Coordinator uses *any reasonable interpretation* of the board's *Goals* and *Executive Limitations* policies, the National Coordinator is authorized to establish further operational policies, make all operational decisions, take actions, establish practices and develop activities.

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The Board may change its *Goals* and *Executive Limitations* or institute further policies, thereby shifting the boundary between Board and National Coordinator domains. By so doing, the Board may change the latitude of choice given to the National Coordinator. But so long as any particular Goals, Executive Limitations or policies are in place, the board and its members will respect and support the National Coordinator's choices.

Only decisions of the Board acting as a body are binding upon the National Coordinator.

1. Decisions or instructions of individual Directors, Officers, committees or Sections are not binding on the National Coordinator except in rare instances when the Board has specifically authorized such exercise of authority.
2. In the case of Board members, committees or Sections requesting information or assistance without prior Board authorization, the National Coordinator can refuse such requests that require—in the National Coordinator's judgement—a material amount of staff time or funds or is disruptive.

MONITORING NATIONAL COORDINATOR PERFORMANCE

Monitoring National Coordinator performance is synonymous with monitoring organizational performance against Board policies on *Goals* and on *Executive Limitations*.

The purpose of monitoring is simply to determine the degree to which Board policies are being fulfilled. Information that does not do this will not be considered to be monitoring. Monitoring will be as automatic as possible, using a minimum of board time so that meetings can be used to create the future rather than to review the past.

A given policy may be monitored in one or more of three ways:

1. *Internal report*: Disclosure of compliance information to the board by the NATIONAL COORDINATOR.
2. *External report*: Discovery of compliance information by a disinterested, external auditor, inspector or judge who is selected by and reports directly to the Board. Such reports must assess National Coordinator performance only against policies of the Board, not those of the external party unless the Board has previously indicated that party's opinion to be the standard.
3. *Direct board inspection*: This is a Board inspection of documents, activities or circumstances directed by the Board, which allows a "prudent person" test of policy compliance. Such discovery of compliance information may be undertaken at the discretion of and under the direction of the Board by a Board member, a committee or the Board as a whole.

The Board may choose to monitor any policy or goal at any time by any method. However, under normal circumstances, the National Coordinator shall provide an *Internal Report* to the Board at each scheduled Board Meeting or at the Board's

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discretion at least quarterly. At the very least such reports shall include a statement of compliance indicating that the Corporation's obligations with regards to payroll, taxes and other federal, provincial, territorial or municipal legal requirements have been fulfilled and that the financial records provided to Board have been reconciled to the Corporation's bank records.

By no later than the end of May each year, the Board will formally review the National Coordinator's performance relative to the annual business plan, the goals and executive limitations. If necessary, a separate performance evaluation may be scheduled and undertaken pursuant to the employment contract with the National Coordinator. The evaluation process is to include interviews with a representative sample of direct reports to the National Coordinator.

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SECTION FOUR

MISSION, PURPOSE, CORE VALUES AND GOALS

MISSION (as per Bylaws)

CITT/ICTS is a national arts service organization that actively promotes the professional development of its members and works for the betterment of the Canadian live performance industry.

PURPOSE (Mandate as per Bylaws)

CITT/ICTS is a non-profit Corporation organized and operated for charitable educational and scientific purposes. To ensure this purpose and the Mission of the Corporation are met, CITT/ICTS shall:

1. Promote safe and ethical work practices:
2. Organize workshops, conferences and other development opportunities:
3. Encourage the development of industry standards:
4. Actively support, and advocate for, on a local, regional and national level, the live performance industry and those that work in that industry:
5. Disseminate information and facilitate communication:
6. Encourage research and publication of the results of that research:
7. Promote and recognize work of excellence:
8. Encourage the membership to take an active role in fulfilling CITT/ICTS's mission.

CORE VALUES (2012 strategic plan)

CITT/ICTS will support within the live performance industry:

1. Best Practices
2. Professionalism
3. Clear accessible communications
4. Ongoing education

GOALS (2012 strategic plan)

CITT/ICTS will:

1. Have an engaged and empowered Membership
2. BE a recognized national resource and connector
3. Have a clear and consistent identity
4. Have dynamic growth on a sustainable foundation
5. Provide professional development and mentorship

STRATEGIES TO ACHIEVE THE GOALS (2012 strategic plan)

To achieve its goals CITT/ICTS will need to:

1. Establish a clear operational framework
2. Establish annual action plans

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3. Develop a listening and communication strategy
4. Develop tools for industry outreach
5. Develop new funding initiatives
6. Develop stakeholder relations
7. Develop clear effective policies and procedures
8. Celebrate our past and present and embrace the future.

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SECTION FIVE

REGIONAL SECTIONS

RECOGNITION OF SECTIONS

1. The By-Laws of the Corporation recognize the existence of regional sections of the Corporation that share the Corporation's purposes and mandate.
2. Sections shall include in their name some version of: "Canadian Institute for Theatre Technology", "CITT", "Institut canadien des technologies scénographiques", "ICTS", "CITT/ICTS".
3. As per the Corporation's By-laws the Section name must respect the Corporations logo and wordmark.
4. Section names shall be approved in writing by the Corporation.
5. The Corporation shall recognize the regional sections when holding or marketing an event, with the exception of the annual CITT/ICTS conference, in the Sections geographical region.

SECTION MEMBERSHIP

1. All members of a Section shall be members of the Corporation.
2. Where feasible Members of the Corporation shall be members of a Section.

SECTION BYLAWS AND GOVERNANCE

1. Sections should have By-laws.
2. Section By-Laws shall align with the Corporation's By-Laws but do not have to be identical.
3. It is recommended that the Sections have a Governance document that aligns with, but does not have to be the same as, this Governance document.
4. Sections shall file an up-to-date copy of their By-Laws with the Corporation.
5. The Corporation does not have the right to alter Section By-Laws.

SUPPORT FOR THE SECTIONS

1. The Corporation shall ensure that Section events are insured for PL&PD in same amount as the Corporation.
2. The Corporation shall ensure that Section Board of Directors are included in the Corporation's Directors Liability insurance policy.
3. The Corporation may, at its sole discretion, provide annual operating funding to the Sections.
 - a. If annual support is available to the Sections, there shall be no requirement for the Sections to report on the use of those funds.
4. The Corporation may, at its sole discretion, provide funding for specific projects undertaken by a Section

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- a. A Section requesting project funding must submit an application indicating the purpose of the funding and including a budget for the project.
- b. Upon completion of the project the Section must file a short report on the project and a financial reconciliation indicating how the funds were spent

Relationship Between the Sections and the National Office:

1. The National Coordinator is the sole employee of the Corporation and is responsible only to the Board of the Corporation.
2. A Section Board, acting as a whole, may request assistance and information from the National Office.
3. Only decisions of the national Board acting as a body are binding upon the National Coordinator.
 - a. Decisions or instructions of individual Directors, Officers, committees or Sections are not binding on the National Coordinator except in rare instances when the Board has specifically authorized such exercise of authority.
 - b. In the case of Board members, committees or Sections requesting information or assistance without prior Board authorization, the National Coordinator can refuse such requests that require—in the National Coordinator's judgement—a material amount of staff time or funds or is disruptive.

SECTION SIX

DIVERSITY, EQUITY AND INCLUSION

(DEI)

CITT/ICTS desires to be a diverse, equitable and inclusive organization and workplace where all members, volunteers and employees whatever their gender, race, ethnicity, national origin, age, sexual orientation or identity, education, socio-economic status, or disability, feel valued and respected.

CITT/ICTS recognizes that Canada is a multicultural society and that our membership may include individuals from distinct cultural groups.

CITT/ICTS is committed to be a model of diversity and inclusion for the live performing arts industry.

CITT/ICTS will strive to provide informed, authentic leadership for diversity, equity and inclusion (DEI). We will:

1. See DEI as connected to our mandate and mission and critical to ensuring the well-being of our organization, staff and the live performing arts communities we serve.
2. Explore the underlying, unquestioned assumptions that interfere with DEI and acknowledge and dismantle any inequities within our policies, systems, programs, and services.
3. Advocate for and support board-level thinking about how systemic inequities impact our organization's work, and how best to address that in a way that is consistent with our mission.
4. Commit time and resources to ensure diverse leadership within our board, committees and staff.
5. Ensure that the Nominations Committee is committed to actively seeking out women+ and individuals from underrepresented groups to include in the list of nominees; while remembering that building a diverse board is not about tokenism.
6. Develop and present sessions on DEI and to provide information and resources to members, the live performing arts industry and the arts community at large.
7. Ensure that we are aware of and take into consideration conscious and unconscious bias when hiring employees or engaging contractors and ensure that selection and assessment processes are equitable.
8. Advocate for public and private-sector policies and behaviours that promote DEI and challenge systems and policies that create disparity, inequity and exclusion.
9. Lead with respect and tolerance.

GOVERNANCE POLICY

Canadian Institute for Theatre Technology/Institut canadien des technologies scénographiques

CITT/ICTS recognizes that gender equity and inclusion is an issue in the live performance industry that it represents. To address this issue within CITT/ICTS we will:

- Ensure that the Board of Directors includes at least three members that do not self-identify as male.
- Recognize that a board quorum must include representatives of at least two self-identified genders.

2020 Approved