ASSOCIATION OF CANADIAN PUBLISHERS
Terms of Reference for Committees, Task Forces and Advisory Groups

Background

The ACP's bylaws give the Board the flexible authority to create or dissolve committees, and to appoint committee chairs. Committees report to the Board through their chairs or, when their chair is not a director, through a director appointed as Board liaison.

Role of Committees

Committees provide the foundations of ACP's work on behalf of its members. They offer all ACP members direct opportunities to propose, develop and review ACP policies and programs. ACP encourages its members to participate in committees to ensure members are well informed, fully consulted on issues and policy development, and fully involved in the ACP's work.

Committees are tasked with identifying emergent or continuing issues in their areas of focus, and then hosting thorough discussions of those issues to bring to the surface all points of view held within the membership, and to arrive if possible at recommended courses of action.

Responsibilities of the Chair or Co-Chairs

Chairs or co-chairs have very flexible authority to conduct the business of their committee. They are responsible for convening meetings, setting agendas, conducting meetings, and requesting input from or participation by members.

Remembering that ACP asks its committees to identify emergent or continuing issues in their areas of focus and facilitate a thorough discussion of those issues, Chairs should do their best to be aware of such issues, through both their own research and professional practice, and by consulting members.

Chairs are responsible for conducting meetings in a way consistent with ACP's Code of Conduct, emphasizing inclusion, courtesy and respect.

Chairs are responsible for reporting the work and recommendations of their committees to the Board, seeking Board guidance or decisions when needed, and following up with the Board as needed.

Chairs may be asked by the Board to represent ACP in meetings or communiqués related their committees' areas of expertise.

Chairs may be asked to participate in management related to projects initiated by their committees.

Responsibilities of the Board Liaison

The Board appoints a director to act as board liaison when a committee does not have a chair or co-chair who sits on the Board. The board liaison is responsible for staying in close communication with the chair and representing the chair, including presenting reports prepared by the chair, in meetings of the Board. The board liaison is also responsible for conveying any communications from the Board to the chair.

Committee Membership

Most ACP committees have open membership, meaning that representatives of any ACP member firm can attend and participate in any committee meeting. The exception is Nominating Committee, whose members are appointed by the Board.

Committee Budgets

Committees normally have only nominal budgets, set as part of the Board-approved annual budget of the ACP. Committee budgets typically cover incidental expenses related to committee meetings.

When a committee initiates a project with a substantial budget approved by the Board, that project's budget normally falls within the overall Projects budget of the ACP rather than the committee's budget, and that budget is managed by the ACP Board through the Executive Director, with the advice of the committee.

Committee Staffing

Committees do not normally have dedicated staff. ACP staff under the direction of the Executive Director provide staff support.

Committee chairs are free to work directly with their designated supporting staff but are encouraged to keep the Executive Director informed of requests of or directions to supporting staff. When seeking unusual or extraordinary time commitments from designated supporting staff, Committee chairs are required to seek approval from the Executive Director.

Decision-making

Because of their open and changeable membership, committees normally pursue decisions by consensus rather than by a formal vote. Chairs may at their discretion call for a formal motion and a vote.

Reporting

Committees bring decisions requiring new policy or new commitments of resources to the

Board as recommendations for Board decisions. They may consult the Board when they have been unable to reach consensus and require a Board decision to resolve an issue.

Committee reports are required for each scheduled Board meeting and for inclusion in ACP's Annual Report Book, but committees may also report between meetings when they are seeking advice from the Board or requesting action.

Initiating and managing projects

Committees may, subject to Board approval, initiate projects on behalf of ACP. Board approval depends upon the project being consistent with ACP's policies and Strategic Plan, and upon a plan for funding and staffing the project that can be supported within ACP's resources.

Working groups and delegation of tasks

When a committee identifies a task that requires coordination, effort and follow-up, the Chair is encouraged to ensure that the committee has clearly identified who will be responsible for that work. In some cases, the person responsible will be the chair, a staff member or consultant, or some other individual member of the committee.

In other cases, the task may require more hands or broader representation of the membership, and in those cases chairs are encouraged to establish an informal, volunteer working group with fixed membership under the leadership of a named person or persons. A working group reports to the committee, and, if appropriate, through the committee to the Board.

The exception is ACP's Working Group on Diversity and Inclusion, which has chosen for reasons of equity to model itself as a working group with a coordinator, rather than a committee with a chair. ACP recognizes that the coordinator of this working group is a delegate of its members rather than a director reporting to the board. In all other respects, this working group and its coordinator have all the responsibilities, powers and supports of an ACP committee and a committee chair.

Minutes

Committee proceedings are normally documented by notes rather than formal minutes. Chairs should take notes themselves unless they have specifically arranged for support staff to take notes.

Frequency of meetings

Ideally, committees should plan to meet once every two months, in the weeks prior to scheduled Board meetings, so that the committees can report regularly to the Board. At a minimum, committees should meet twice yearly in the weeks prior to the Mid-Winter

Meeting of the membership, and in the weeks prior to the ACP AGM.

Task Forces

The Board has the authority under the bylaws to create task forces at its discretion for any purpose. Typically, the Board creates a task force in a situation where it identifies the need for assistance from the membership in addressing a specific time-limited or discrete issue; committees, in contrast, stand ready to address emergent or continuing issues.

The Board assigns task force duties. The Board dissolves task forces at its discretion, typically when the task force has completed its duties.

The Board appoints task force chairs and members from the directors and the membership. Task force chairs have similar supports, powers and responsibilities to those of committee chairs.

Advisory Groups

In situations where a continuing project or program does not fall under the aegis of a committee or has been referred back to the Board by a committee, the Board may convene an advisory group to provide it with advice from time to time on how to manage that project or program.

The Board appoints advisory group chairs from the directors and the membership. Chairs may invite participation by members and directors at their discretion in consultation with the Board and staff.

Advisory groups meet only when requested by the Board or the Executive Director.

The projects and programs considered by advisory groups remain the responsibility of the Board and of any staff or consultants the Board has directed or retained to deliver the project or program. Those staff or consultants, rather than advisory group chairs, are responsible for reporting to the Board on the projects or programs.

In all other respects, advisory group chairs have similar supports, powers and responsibilities to those of committee chairs.