

**CMAJ GOVERNANCE COUNCIL
POLICY #1
APPOINTMENT, RENEWAL AND REMOVAL OF COUNCIL MEMBERS**

The Task Force on CMAJ will establish a Selection Committee (excluding the employees of Joule) to recommend a slate of initial appointed Members, to be approved by the Joule Board and ratified by the CMA Board.

The initial appointed Members of the Governance Council shall have the following founding terms, to create a staggered cycle for fixed three-year term renewals going forward:

Founding Term of Two Years

CMA physician at large – practicing clinician
CMA physician at large – academic / researcher / medical school dean

Founding Term of Three Years

Editorial Advisory Board member
Peer Editor at large
Scholarly publishing industry expert with financial expertise

Renewal Term

A person serving as a Member for a founding term may be renewed for one subsequent term of three years after serving the initial term. All Members appointed to the Governance Council after the founding term shall be appointed for a three-year term which may be renewed for an additional three-year term.

If an appointed Member is eligible for re-appointment for a second three-year term, the renewal of any appointed Member term shall be made where (i) the Appointed Member expresses an interest in re-appointment and (ii) a majority of the Governance Council votes in favour of re-appointment. This process should be completed at least three months prior to the expiry of the Member's term. If the majority of the Governance Council is not in favour of re-appointing the Member, the Member shall be in good standing with the Governance Council until the expiry of her or his existing term.

Appointments

For appointment of Members after the initial Governance Council is formed, the Governance Council recommends to the Selection Panel candidates for each vacant Appointed Member role, except the Editorial Advisory Board Member.

The Selection Panel is a sub-committee of the Governance Council, comprising the Chair of the Joule Board or designate, the chair of the CMA Board or designate and the Chair of the Governance Council.

The Selection Panel will recommend the Member(s) to be appointed to the Joule Board. The Joule Board shall appoint Members through majority vote and such members shall be appointed effective the date the appointment has been ratified by the CMA Board.

The Editorial Advisory Board Member is nominated by the Editorial Advisory Board and such member shall be appointed effective the date the proposed appointment has been ratified by the Selection Panel and approved by the Joule Board.

Dismissal from Council

If a Member misses two or more consecutive Governance Council meetings or more than half of the Governance Council meetings held in the prior 12-month period, the Governance Council may vote to remove the Member for low attendance. Prior to any such Governance Council vote on the issue, the Member shall be afforded the reasonable opportunity to address the Governance Council regarding attendance.

Upon majority vote of the Governance Council, the Governance Council by its Chair may request that the Joule Board remove a Member for non-performance and the Joule Board may do so by majority vote.

Notwithstanding the foregoing, ex-officio Members cannot be removed by the Governance Council.

Vacancies

Any vacancy of an Appointed Member role shall be filled by appointment of the Selection Panel within three months.

CMAJ GOVERNANCE COUNCIL
POLICY #2
EDITOR-IN-CHIEF AND PUBLISHER STAFFING

EDITOR-IN-CHIEF

Hiring of Editor-in-Chief

A full-time, permanent Editor-in-Chief (“EIC”) and any subsequent EIC shall be hired as a Joule employee based on criteria, skill and experience identified by the CMAJ Governance Council and ratified by the Joule Chief Executive Officer (“CEO”) (the “EIC Role Description”).

The hiring process for the CMAJ EIC is as follows:

1. Reporting to the Joule Board of Directors, an EIC Hiring Committee shall be struck, comprised of the following members:
 - Member, CMA Board of Directors (not a member of the Governance Council)
 - Member, Joule Board of Directors (not a member of the Governance Council)
 - CEO, Joule
 - Peer editor at large from outside the organization
 - VP, Joule People and Culture

The Joule Board shall appoint the Hiring Committee Chair from among these members.

An executive search firm with proven expertise in EIC recruitment (“Search Firm”) shall be retained by the EIC Hiring Committee and provided with the EIC Role Description. The terms of such arrangements will be negotiated and managed by the VP, Joule People and Culture.

The Search Firm shall be provided with the CMAJ Governance Council Terms of Reference and the EIC Role Description. Inclusive of this information, and in consultation with the Hiring Committee, the Search Firm will finalize a detailed role and organizational description that will be used in the recruitment process.

2. The Search Firm shall manage the recruitment process based on the requirements and expectations of the EIC Hiring Committee.
3. The Search Firm will consult with the Joule CEO, who may wish to consult with the EIC Hiring Committee, in regards to various to components of the EIC employment agreement (e.g., compensation and benefits.)
4. The Search Firm will provide the EIC Hiring Committee a long list of pre-screened candidates.
5. Based on input from the EIC Hiring Committee, the Search Firm will then create a short list of candidates.
6. The Search Firm will conduct a pre-screening interview for each short-listed candidate.

7. The EIC Hiring Committee shall interview those short-listed candidates who meet the requirements of the pre-screen interview and select at least two candidates for a finalist list, including a preferred candidate.
8. The Search Firm will conduct robust references on the finalist candidates.
9. The EIC Hiring Committee will present the finalist list, including the preferred candidate, to the Governance Council. The Governance Council may elect to interview one or more of the candidates.
10. The Governance Council will hold a vote to ratify the preferred candidate recommendation of the EIC Hiring Committee (by majority vote). If the Governance Council does not ratify the preferred candidate, the EIC hiring committee may propose a runner-up candidate from the finalist list for ratification by the Governance Council (by majority vote). Should neither finalist candidate be ratified by the Governance Council, the EIC Selection Committee may return to EIC Hiring Process.
11. The recommended finalist candidate shall be presented to the Joule Board for approval by:
 - o Chair, EIC Hiring Committee, along with
 - o Chair, Governance Council and
 - o CEO, Joule

Upon Joule Board approval, the finalist candidate shall be presented to the CMA Board for ratification by:

- o Chair, EIC Hiring Committee, along with
- o Chair, Governance Council and
- o CEO, Joule

With CMA Board approval of the candidate, the Joule CEO will have the mandate to finalize the offer and the details of the full-time employment agreement for the EIC role to the finalist candidate. The Joule CEO shall have responsibility for employment agreement and associated compensation package for the Editor-in-Chief. Once hired, the successful candidate onboarding will be conjointly conducted by Joule CEO and Governance Council.

Upon commencement of the employment of the new EIC, the EIC Hiring Committee will be sunset.

Review of Editor-in-Chief

The EIC shall receive timely performance reviews.

Dismissal of Editor-in-Chief

In recognition of the unique position and profile of the EIC, a special process as outlined below, will be followed for any termination of the EIC.

To dismiss the Editor-in-Chief for cause, or without cause, the process is as follows:

- 1) The Governance Council is notified by the CEO of the proposed termination, with a summary of the reason(s) and if for cause or without cause.
- 2) The Governance Council holds a special meeting and goes in camera to review the proposed termination. Only voting members of Council and the Joule CEO shall participate in Council deliberations relating to any information received or deliberation about the possible dismissal of the Editor-in-Chief. Any voting member who has a conflict of interest on the issue shall be excluded. The Governance Council may request a statement from the EIC.
- 3) The Governance Council Chair shall deliver the Council's recommendation regarding dismissal to the Joule Board for inclusion in the Board's deliberation of the CEO's proposal to terminate the EIC.
- 4) With majority approval of the Joule Board and ratification by the CMA Board, the EIC may be terminated for cause or without cause.

All discussions, deliberations and findings made regarding the status of employment and possible dismissal of the EIC are to be held in camera and maintained in the strictest confidence by all participants to ensure the integrity of the process and right to privacy of the EIC.

Resignation of Editor-in-Chief

Should the EIC elect to resign and terminate his/her employment with Joule, the EIC shall provide the Joule CEO with a minimum of six (6) months written notice of such decision.

When an EIC resigns, the Governance Council shall work with the Joule CEO to negotiate an orderly transition to an interim EIC. In addition, the Joule CEO and Governance Council will work to initiate the process to hire a new EIC as set out in the Terms of Reference.

PUBLISHER

Hiring and Dismissal of Publisher

The Publisher shall be hired by the Joule CEO, or a delegate of the Joule CEO. The Publisher may be terminated by the Joule CEO, or as delegated to by the Joule CEO.

Review of Publisher

The Publisher shall receive timely performance reviews.

CMAJ GOVERNANCE COUNCIL
POLICY #3
DISPUTE RESOLUTION

Editorial Independence Disputes

As defined by the World Association of Medical Editors (WAME), “Editorial Independence” means that the Editor-in-chief (“EIC”) will have full authority over the editorial content of the journal and how and when information is published. Editorial content includes original research, opinion articles, clinical content, medical humanities, news reports and other types of content published by the journal, both in print or electronic format. Owners should not interfere in the evaluation, writing, selection, editing or publishing of individual articles, either directly or by creating an environment in which editorial decisions are strongly influenced.

The EIC has the discretion to assert whether or not editorial independence has been or is alleged to have been compromised.

In the event of a dispute involving Editorial Independence, the EIC shall immediately notify the Joule Chief Executive Officer (“CEO”), who will advise the Joule Board. Should the issue not be informally resolved, the EIC has two options (Figure 1):

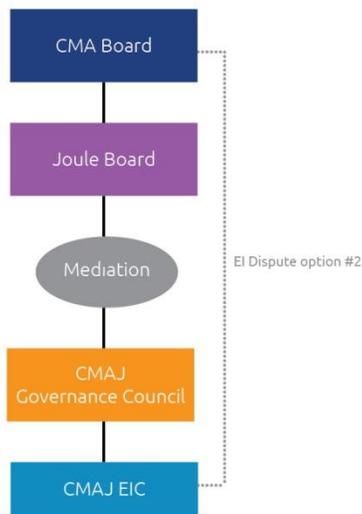
1. The usual option is for the editorial dispute to be raised by the EIC first to the CMAJ Governance Council. The Governance Council shall work to resolve the dispute with the relevant stakeholders. If the dispute is not resolved at the Governance Council, the parties may commence a mediation process to facilitate a resolution using the process described below. Mediation shall be completed within 45 days, except for exceptional circumstances, and if mediation fails to resolve the issue, the dispute is to be heard by the Joule Board, who may make a ruling on the matter. The EIC can appeal any ruling on an Editorial Dispute to the CMA Board, if the mitigation path does not resolve the issue.
2. In compliance with the WAME principles and policies on editorial independence, in exceptional circumstances, a second option is a direct path to the CMA Board.

The mitigation path will be the default escalation path used by the EIC for an editorial dispute, unless otherwise in exceptional circumstances.

Every editorial dispute shall be presented in writing and contain the following information: (i) Overview, (ii) Issue(s), (iii) Discussion and (iv) Action Requested.

In any editorial dispute, the interests of Joule Inc., as CMAJ owner, shall be represented by the Joule CEO.

Figure 1: Editorial Disputes



Mediation for Editorial Independence Disputes

Mediations of editorial disputes on the mitigation path shall be made pursuant to the current version of the National Mediation Rules of the ADR Institute of Canada Inc. (“Mediation Rules”) published online at www.adric.ca. The EIC, the Governance Council Chair and the Joule CEO shall each be a party to the mediation. Any other relevant stakeholders may participate. The place of mediation shall be Ottawa, Canada. The language of the mediation shall be English. Within five business days of commencement of the mediation process, the Governance Council Chair shall propose three mediators. If the EIC and Joule CEO are unable to agree to one of the three proposed mediators within three business days, then the mediator appointment process under the Mediation Rules will be followed. The parties shall use and demonstrate good faith in the mediation process.

Business Disputes

In the event of a business dispute relating to CMAJ, the Joule CEO is the decision maker. The Joule CEO may consult with the Governance Council and request input from the Governance Council on business disputes (Figure 2), but the Joule CEO is not bound by any feedback or recommendations arising therefrom.

It is recognized that Joule will provide an annual budget for the CMAJ, and this budget will have been approved by the Joule Board (“Annual Budget”). The Governance Council shall be given the opportunity to review the proposed Annual Budget and provide commentary on same for consideration by the Joule Board prior to approval. For this reason, the annual budget shall be considered a business decision in any dispute.

Figure 2. Business Disputes.

