

## **Purpose**

Advisory in nature, the Governance Committee:

- Ensures Council practices are in compliance with applicable legislation, regulations and CPSA Bylaws;
- Promotes good governance practices at all Council and Committee meetings; and
- Recommends practices and educational opportunities to improve Council effectiveness.

## **Membership**

Voting members are:

- three (3) public members of Council,
- three (3) physician members of Council,

Non-voting members are:

- Council Chair, ex-officio (Ideally, if the Council Chair is unable to attend a Governance Committee meeting, another member of the Executive Committee will attend instead).

With the exception of Council Chair, members of the Executive Committee are not eligible to participate on the Governance Committee.

## **Authority and Accountability**

- As per Council Bylaws section 16 (7), the Governance Committee is a standing committee of Council.
- The Governance Committee does not have authority to direct the Registrar, but may delegate some of its power or duties to the Registrar. (see Bylaws section 16 (8) and 16 (9)).
- The Governance Committee makes recommendations to Council regarding the duties delegated to the Committee by Council.
- The CPSA Governance Structure and Committees Policy categorizes this Committee as a Council/Standing Committee

## Roles and Responsibilities

1. Develops themes and goals for the annual Council retreat.
  2. Develops, recommends and stewards council evaluation programs.
  3. Reviews the annual submissions of the following documents from Council members and forwards any items requiring follow up action to the Executive Committee:
    - Conflict of Interest Declarations,
    - Code of Conduct Agreement,
    - Confidentiality and Non-disclosure Agreement
    - Councillor's Oath.
  4. Provides input and support for the orientation program for new members. Promotes the development and use of a reference manual for all Councillors.
  5. Facilitates the Executive Election process.
  6. Reviews the aggregate skills and competencies of the current composition of Council to identify potential gaps in experience, skills and expertise.
  7. Reviews and make recommendations for the annual Physician Member Elections.
  8. Brings forward recommendations for appointments or reappointments to Council Committees, including the listing of physicians to serve on Hearing Tribunals or Complaint Review Committees.
  9. Brings forward recommendations for appointments of Committee Chairs, (and Co-Chairs or Vice-Chairs as needed) based on the following principles:
    - a. Each committee has an annual discussion about the Chair for the upcoming year.
    - b. All councillors have been given an opportunity to express their interest in becoming Chair
    - c. Committee chairs are a Council member unless extenuating circumstances exist to justify the appointment of a Chair who is not a sitting Council member.
    - d. Chairs are appointed for one year only, with an opportunity to renew for up to six years.
  10. Annually confirms Committee mandates and makes recommendations for changes to the structure or mandate of Council and its committees to ensure alignment of purpose, vision and strategy.
  11. Reviews Terms of References of other Committees in the following cases:
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- The Committee has a significant mandate change (e.g. through a Governance Review, or resolution approved by Council);
  - The Committee is newly-established; and/or
  - The Committee develops a change to the TOR that varies from the Committee mandate.
12. Monitors the language of bylaws, terms of reference, policies and communications for barriers which could limit diversity and inclusion on Council.
  13. Review and recommend updates to the CPSA Bylaws to ensure alignment with other legislation, relevance to current practice and clarity.
  14. Recommend, review and develop Council policies in collaboration with other Committees as necessary.
  15. Review and report to Council on proposed amendments to the Health Professions Act and other relevant legislation.

## **Confidentiality**

- All written materials and discussions related to decisions made at the meetings of the Committee are confidential except any information deemed necessary to communicate with stakeholders.
- The Confidentiality and Non-disclosure Agreement signed annually by all Council members extends to their work and actions on Council Committees.

## **Meetings**

### **Frequency**

- The Governance Committee meets at least once a year or at the call of the Chair, normally four (4) times per year in advance of Council meetings.

### **Procedures**

- The Governance Committee may determine procedures to be used at its meetings.
- The Committee may meet in person, by teleconference or by any other communications technology that permits all persons participating in the meeting to communicate with each other.

## Decision Making

- Quorum shall be four (4) voting members of the Governance Committee.
- A decision of the Committee may be made by consensus or motion
- A majority vote of Committee members present and not abstaining from voting at a meeting decides a vote.

## Records of the Committee

- Minutes shall be recorded for all meetings and will be approved by the Committee at its next meeting. Minutes will be made available to all Council members through an online records-sharing portal.
- The Committee will report to Council at least annually regarding its activities.
- Any items requiring approval by Council will be brought forward at the next Council meeting as a recommendation from the Committee.

## Subcommittees

- CPSA Bylaw 16(2) states that the Committee may, at its discretion, appoint a sub-committee to assist in the fulfillment of the Committee's roles and responsibilities.
- A sub-committee will have specific, defined tasks and deliverables as defined by the Governance Committee.

**Next Review Date – Fall 2026**