

## **Terms of Reference Governance Committee Approved: December 2020**

### **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
- Recommends practices and educational opportunities to improve Council effectiveness

### **Membership**

Council appoints the chair and the members of the Governance Committee for a three year term which is renewable once.

Voting members are:

- two (2) public members of Council,
- two (2) physician members of Council,
- the Past President of Council (even if no longer on Council) or the longest serving member of Council if the Past President does not wish to serve on this Committee

Non-voting members are:

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

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

A vice-chair, who will assume the chair's responsibilities if the chair is unable to be present, will be chosen from the voting members of the Committee as needed.

### **Authority and Accountability**

- As per Council Bylaws section 17 (6), 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 17 (9) and 17 (10)).
- The Governance Committee makes recommendations to Council regarding the duties delegated to the Committee by Council.

## **Roles and Responsibilities**

1. Works with the past president to develop the annual Council retreat.
2. Develops, recommends and stewards council evaluation programs.
3. Provides input and support for the orientation program for new members. Promotes the development and use of a reference manual for all Councillors.
4. As the Committee responsible for formalizing a role for the Past President, the Governance Committee periodically reviews the effectiveness of this position and considers any recommendations to revise the responsibilities of that position. (See below)
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. 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.
10. Ensures that all bylaws, terms of reference, policies and communications are free of barriers which could limit diversity and inclusion on Council.

## **Roles and Responsibilities – Past President**

The duties of the past president may include the following:

1. On an annual basis, run the election to determine members of the Executive Committee.
2. Participate in new councillor orientation
3. Develop the annual retreat for Council.

In the event the position of Past President is vacant, these roles and responsibilities will revert to the Governance Committee or an individual appointed by the Governance Committee.

## 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 three (3) 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 at a meeting decides a vote.
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### 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 the SharePoint site.
- 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.

## 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.

## Subcommittees

- Subject to sections 19 and 20 of the Health Professions Act, 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.

## Committee Resources

- Council approves the budget of the Governance Committee
- Governance Committee members are paid an honorarium and are reimbursed for their expenses as per CPSA's [Honoraria and Expense Policy](#).
- The Registrar and Chief of Staff attend all Governance Committee meetings.
- The Senior Executive Assistant to the Registrar or designate will act as Recording Secretary for the Committee.
- Others may attend the Governance Committee meetings as needed to provide specific knowledge or expertise on matters before the Committee.

## Next Review Date - 2023