



Council

Role

Council is the senior governing body of the Royal College of Physicians and Surgeons of Canada.

Its overarching role is to ensure the legal and ethical integrity of the Royal College. It defines the values, mission, vision, goals, objectives and strategic directions of the Royal College, and formulates and approves general policies. Council also ensures the accountability of the Royal College by monitoring and supporting the implementation of policies, directives and the general functions of the Royal College.

It fulfills this accountability and monitoring function through various means including the receipt and review of reports from the Executive Committee, standing and other committees and the CEO.

Responsibility and Authority

Council has ultimate responsibility for the actions, decisions and policies of the Royal College (Bylaw No. 20, Article 11.7). Its duties include:

- the exercise of all powers and the carrying out of such acts and functions as the Royal College is authorized to do (Article 11.7.1);
- the general conduct and management of the activities and affairs of the Royal College, together with the ratification of the annual budget (Article 11.7.2);
- the approval of the audited financial statements (Article 11.7.3);
- the receipt of reports of committees, and formulation and approval of general policy (Article 11.7.4);
- appointment of the Chief Executive Officer (CEO) and removal for cause of the CEO by resolution of the Council at any time (Article 16.3.5); and
- such other duties and functions as may be provided in the Bylaw (Article 11.7.5).

In addition, Council may delegate responsibility and authority to the Executive Committee, standing committees, CEO and others at its discretion. Such responsibility and authority is outlined in the bylaw or the terms of reference of those committees and individuals. Delegation of authority may be modified or withdrawn by resolution of Council.

Council also monitors and evaluates the performance of the CEO through the President or otherwise.

Composition

The composition of Council is defined in Article 11.1 of Bylaw No. 20. The Royal College President is Chair but not a Councillor. The Royal College Immediate Past-President or the President-Elect (as the case may be) are entitled to attend and be heard at all meetings of Council but are also not Councillors.



Council consists of a minimum of twenty-four (24) and a maximum of thirty-two (32) Councillors with the number of Councillors within such range to be determined based upon how many Councillors are elected pursuant to Bylaw 20, Article 11.3.

Key Competencies and Characteristics

Generally, Council members should possess the ability and willingness to advance the purpose of the Royal College as set out in its mission, vision, letters patent and letters of continuance; knowledge of principles of good governance and ability to align this knowledge with related Royal College systems and processes; ability to fulfill fiduciary obligations of a governing board; demonstrated administrative and organizational leadership; demonstrated record of commitment to the activities and programs of the Royal College; and the ability and willingness to participate effectively in committees and meetings.

Term of Office

The term of office for all Councillors described in Bylaw 20, Article 11.1.2 shall be four (4) years. These Councillors are eligible for election to one additional four-year term.

The term of office for the Councillors who are Fellows-at-large or Public Members shall be two (2) years. These Councillors may be eligible for re-election for up to three (3) additional terms of two (2) years each. The term of office for the Councillor who is a resident member shall be two (2) years. This Councillor shall not be eligible to be re-elected under this category following the conclusion of his or her term (Bylaw No. 19, Article 11.4).

Meetings

Council shall meet at least three times a year. Additional meetings may be convened, as outlined in Articles 11.8, 11.9 and 11.10 of Bylaw No. 20. Seven Council members shall constitute a quorum at all meetings of the Council (Article 11.8.1).

Appointment to a Royal College committee carries significant responsibilities and requires absolute discretion. Committee members shall not divulge, reproduce or release any confidential information except when authorized by the Royal College. Councillors are permitted to download a copy of committee materials for use solely for the purposes of the Committee. All downloaded materials must be deleted once used for the intended purpose.