

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);
- such other duties and functions as may be provided in the Bylaw (Article 11.7.5); and ensures that the principles of equity, diversity and inclusion are reflected and practiced in the activities and affairs of the Royal College. 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 Delegation of authority may be modified or withdrawn by resolution of Council.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 Human Resources and Compensation Committee and the Executive Committee of Council.

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.

Councillors should reflect the diversity of Fellows and others in the health care community.

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, strategic plan, 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; understanding of and modelling of inclusivity and demonstrated record of commitment to the activities and programs of the Royal College.

Furthermore, a well-suited prospective Council member will reflect the organizational values of the Royal College – *respect, collaboration and integrity*. They will also be willing to

- treat others equitably,
- be open-minded and receptive to others' opinions,
- ask questions and raise concerns respectfully,
- be objective and independent minded
- help create a safe, respectful and engaging space for an open exchange of ideas,
- be a champion of the principles of equity, diversity and inclusion
- make informed judgements, and
- an advocate for continuous quality improvement.

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. 20, 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). At all meetings of Council, every question shall be decided by a majority of the votes cast. In the event of a tie vote, the question shall be defeated (Bylaw No. 20, Article 11.8.2). When Council is called to make a decision outside of a meeting by e-ballot, the same voting rules apply.

Appointment to Royal College Council carries significant responsibilities and requires absolute discretion. Council members shall not divulge, reproduce or release any confidential information except when authorized by the Royal College. Councillors may download a copy of Council materials for the sole purpose of participating in Council work. All downloaded materials must be deleted once the related work is completed. The Royal College retains copies of Council materials should Councillors wish to access them at a later time for related work.

Council work product

In the course of performing their Council duties, Councillors may produce or contribute to materials, content or other work products. These work products and the related intellectual property will be owned by the Royal College. The Royal College is open to discussing other ownership arrangements for specific projects. Alternative arrangements must be confirmed in writing by the project contributors and the Royal College.

TOR record

Most recent resolution:	Resolution No. 2021/2022-09
Previous resolution(s):	Resolution No. 2020/2021-12, Resolution No. 2019/2020-18
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