

Council Member Position Description

Each member of Royal College Council, whether elected by the members or appointed by Council, is in a position of trust and responsible for the effective governance of the organization.

Responsibility and Authority

Council members, as individuals and part of Council, are accountable to the Members and the public for the actions, decisions and policies of the Royal College.

Royal College Bylaw 20, Article 11.7 states that Council is responsible for:

- the exercise of all powers and the carrying out of such acts and functions as the Royal College is authorized to do;
- the general conduct and management of the activities and affairs of the Royal College, together with the ratification of the annual budget;
- the approval of audited financial statements;
- the receipt of reports of committees, and formulation and approval of general policy; and
- such other duties and functions as may be provided in the Bylaw.

Refer also to the terms of reference of Council.

A Council member shall not speak for Council outside of the Council meeting context, unless specifically given this authority by the Council/President in a particular situation. A Council member has no authority over a member of staff.

Council Member Liabilities

Each Council member is individually liable for the affairs of the Royal College and as such, certain responsibilities and expectations have been established by law. Council members shall:

- fulfill the fiduciary duty to act honestly and in good faith, with a view to the best interest of the Royal College (refer to the Canada Not-for-profit Corporations Act, s. 148(1)(a);
- fulfill the duty of care to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances (refer to CNCA, s. 148(1)(b).

Council Member Duties

Every member of Council is expected to:

- uphold the values of the Royal College;
- support the Royal College in fulfilling its purpose;
- comply with the Bylaw, regulations and policies of the Royal College, and the laws governing Canadian not-for-profit corporations and charities;
- attend all meetings of Council and annual and special meetings of the members;
- prepare for Council meetings by reviewing meeting material to understand the issues, policy implications and directional decisions;
- actively participate in Council meetings and all other Council events, such as orientation and education sessions and retreats;
- respect the views of other Council members and share personal expertise, experience, and networks to maximize the knowledge and influence available to the Royal College;
- chair or participate each year on a Council committee or working group; and
- declare and address conflict of interest situations as they may arise.

Qualifications

All prospective Council members must have the ability and willingness to advance the purpose of the Royal College as set out in its mission, vision and strategic plan; and make the necessary time commitment to serve as a Royal College Councillor.

A well-suited prospective Council member will also demonstrate integrity, respect and humility and be

- collaborative,
- willing and able to listen,
- willing to ask questions and raise flags,
- objective and independent minded,
- able to make informed judgements, and
- an advocate for continuous quality improvement.

To help ensure Council collectively has the attributes and competencies to effectively govern the Royal College, specific governing and mission focused competencies have been outlined in the Royal College Council Skills Matrix. The matrix is used by the Nominating Committee to guide its nominations to Council.¹

Term of office

Council members are elected by the Members of the Royal College in accordance with Bylaw 20, Article 11.2 and 11.3. Article 11.4 describes the term of office of all Councillors. Region and division specific Councillors serve terms of four (4) years and may be eligible to be re-elected for one (1) additional four (4)-year term. Councillors who are Fellows-at-large or Public Members serve a term of two (2) years and may be eligible to be re-elected for up to three (3) additional terms of two (2)-years each. The Resident Member of Council serves a two (2)-year term, and is ineligible to be re-elected under this category following the conclusion of his or her term.

¹ The Royal College Council Skills Matrix was updated and approved by Council on July 3, 2020 (Resolution No. 2020/21-14; C: 2020-07-03).

Time Commitment

Council meetings are held in person three times a year, in February, June and October. Each of these meetings is usually 1 ½ to 2 days long². Virtual participation is supported when travel to Ottawa for in-person meetings is not possible. Teleconferences are also scheduled in September and December of each year and are typically an hour in duration.

In addition to Council, Council members usually sit on at least one other Royal College committee. The frequency of these committee meetings varies; yet generally involve 4 to 6 days a year. Refer to the committees' terms of reference for further information.

Remuneration

In keeping with Ontario Charities Accounting Act, Royal College Council members shall not receive remuneration.

Evaluation

The performance of Council members will be assessed as deemed appropriate by the Governance Committee.

² Council is meeting virtually until it is safe to meet in person again.