



SALPN Chair and Vice Chair: Terms of Reference

1. Purpose

The purpose of this Terms of Reference is to:

- Articulate the role and responsibilities of the SALPN's Council Chair and Vice-Chair
- Outline the general expectations of the SALPN's Council Chair and Vice-Chair.

2. Accountabilities & Responsibilities

Council Chair

The Council Chair is the leader of the Council and official spokesperson for the Council. They are responsible for:

Council Leadership

- Ensuring that the responsibilities of the Council are well understood by the Council, and management.
- Overseeing the quality and integrity of the Council's governance processes to ensure the Council meets its obligations.
- Ensuring the boundaries between the Council and operational responsibilities are clearly understood and respected.
- Ensuring the integrity and effectiveness of the Council's governance role and processes.
- Representing the Council within the SALPN, and representing the SALPN to its stakeholders.
- Maintaining effective relationships with Council members, management and stakeholders.
- Ensuring the effectiveness of Council meetings.

Council Management

- Assuming the role of presiding officer and Chair at all Council and SALPN meetings and providing rulings on procedural matters during meetings.
- Setting meeting agendas in consultation with the Executive Director, ensuring matters dealt with reflect the SALPN's legislated responsibilities and strategic goals, and the responsibilities of the Council.
- Ensuring that appropriate notice of Council meetings together with relevant information/supporting materials are available in a timely manner.
- Ensuring the resources available are adequate to support the Council's work.
- Conducting meetings according to applicable legislation, by-laws and the Council's governance policies.
- Encouraging input and ensuring that Council Members hear all sides of a debate or discussion in an effort to reach consensus.
- Intervening, when necessary, in instances involving conflict of interest, confidentiality and contravention of Council policies and providing coaching to Council Members regarding boardroom etiquette

- Ensuring that where functions are delegated, the functions are carried out and results are reported to the Council.
- Monitoring and addressing attendance issues of individual Council Members.
- Maintaining ongoing communications with the Executive Director.
- Holding the right to attend any non-statutory Council committee meeting.
- Mentoring the Vice Chair and other potential leaders to ensure a smooth transition to Board Chair.

Council Representation

- Representing the SALPN at public or official functions, as necessary or required by the Council.
- Representing the Council within the SALPN, attending and participating in meetings and events as required.
- Serving as an ex officio member of all Council committees.

Relationships

- Establishing and facilitating professional relationships and communication with, and
- Establishing and facilitating a positive, collaborative and constructive relationship between the Council and the Executive Director.
- Facilitating relationships and communications among Council Members and with the Executive Director.
- Working closely with the Executive Director to ensure Council meetings provide adequate time for serious discussion of relevant issues.
- Ensuring the Executive Director understands Council expectations.
- Fostering a healthy governance culture that reflect the SALPN's values.
- Providing assistance and advice to Committee Chairs to ensure they understand Council expectations and have the required resources.

Council Vice-Chair

The Vice-Chair supports the Council Chair in the effective management of the Council and takes on specific roles when authorized to do so by the Council Chair or the Council in preparation to assume the role of the Council Chair.

The Vice-Chair performs the duties of the Council Chair and other such duties as assigned by the Council or the Chair, and exercises the powers of the Chair in the absence or disability of the Chair. Some of the duties the Vice-Chair may be responsible for include:

- Working with the Council Chair and Executive Director on developing the agenda and/or material for Council meetings.
- Representing the Council within the SALPN or to stakeholders, attending and participating in meetings and events as required
- Communicating with the Council on behalf of the Chair.
- Chairing Council meetings, as required.
- Leading special projects for the Council.