

# Council Members: Terms of Reference

## 1. Purpose

The purpose of this Terms of Reference is to:

- Articulate the role and responsibilities of Council Members
- Outline the general expectations of Council Members.

## 2. Accountabilities & Responsibilities

### **Fiduciary Duty & Duty of Care (Accountability)**

- Complying with all applicable legislation, the bylaws, and the Council's policies and procedures.
- At all times, acting ethically, honestly and in good faith in making decisions that are in the best interests of the SALPN fulfilling its mandate, having regard to all relevant considerations including, but not limited, to the impact of the Council's decisions on stakeholders
- Not promoting the specific interests of the LPN profession or another group at the expense of the Council's ability to fulfil its mandate.

### **Exercise of Authority**

- Carrying out the duties of a Council Member as assigned by the Council.
- Respecting the responsibilities delegated by the Council to the Executive Director, avoiding interference with the Executive Director's duties.
- Working collaboratively with the Executive Director while maintaining respect for individual roles.
- Respecting the authority of the Council as a whole and making no attempt to exercise individual authority over the SALPN or its staff.

### **Conflict of Interest**

- Complying with the Council's Conflict of Interest policy as prescribed in the Council's Code of Conduct.
- Demonstrating continuous awareness of potential and actual conflicts of interest.
- Declaring real or potential conflicts of interest.
- Not judging other Council Member's with a declared conflict of interest.

### **Confidentiality**

- Respecting the confidentiality of matters brought before the Council and all committees, keeping in mind that confidentiality requirements extend beyond the completion of the Council Member's term.

### **Council Solidarity**

- Referring requests for statements on behalf of the Council to the Council Chair or Executive Director as the official spokespersons for the Council and SALPN respectively.
- Supporting the decisions and policies of the Council in discussions with outsiders, even if the Council Member holds another view or voiced another view during a Council discussion or was absent from the Council meeting.

### **Public Representation**

- Supporting the decisions and policies of the Council in discussions with outsiders, even if the Council Member voiced or holds other views or voted otherwise at the Council meeting.

### **Teamwork**

- Working positively, cooperatively and respectfully with other Council Members, the Executive Director and SALPN staff in the performance of their duties.
- Maintaining professionalism and respect for one another at all times.

### **Contribution to Governance**

- Being prepared for meetings, including reviewing Council and committee materials in advance.
- Contributing constructive comments to Council and Committee discussions.
- Contributing special expertise as required
- Articulating conflicting opinions during meetings but respecting the decision of the majority, even when the Council Member disagrees with it.
- Respecting the role of the Council Chair and the opinions of other Council Members.
- Participating in Council evaluations and annual performance reviews of the Executive Director.
- Adhering to relevant Roles and Responsibilities, Policies, Bylaws, Terms of Reference, and legislation.

### **Competencies**

- Actively contributing the specific expertise, skills, experience or other attributes needed by the Council and applying that skill and knowledge to help the Council with discussions and decisions.

### **Professional Development / Education**

- Participating in opportunities to be educated and informed about the Council and its associated duties.
- Attending or participating in additional appropriate internal and external educational opportunities in accordance with Council-approved policies targeted at enhancing understanding of the role of governance oversight.
- Committing to be responsible for continuous learning development.

### **Evaluation**

- Participating in the evaluation of the performance of the Council as a whole and on their individual performance as a Council Member.
- Receiving and acting on the results of Council evaluations in a positive and constructive manner.
- Assessing the need for ongoing education and information to assist in fulfilling their fiduciary obligations and public protection mandate.

### **Participation**

- Coming prepared to make a positive contribution to discussions and participate actively at all meetings and events by asking informed questions and treating others with respect. Council Members are encouraged to ask for clarification to assist in making an informed decision/discussion.
- Responding to each agenda item or discussion/question associated with the Council's' roles and responsibilities.

### **Attendance**

- Making all efforts to participate in all meetings, the Annual General Meeting, and other activities or events requiring the attendance of the Council.
- Serving on committees and representing the Council when requested or as appropriate.