

Council: Terms of Reference

1. Purpose

The purpose of this Terms of Reference is to:

- Articulate the Council's roles and responsibilities and differentiate the Council's role from those of its committees, operations, and other stakeholders.
- Provide a record of the administrative structure of the Council.

2. Roles of the Council

Legislated Responsibilities: The Council shall ensure the SALPN carries out the responsibilities prescribed in *the Licensed Practical Nurses (LPN) Act, 2000*, manages the authority delegated in the Act, and is compliant with the requirements of the Act.

Bylaw Development: The Council shall make, seek approval for, maintain and enforce bylaws as authorized in the bylaw-making power delegated in the Act.

Policy: The Council shall approve policies and processes consistent with ethical standards and in compliance with relevant laws and regulations to support the effective and ethical operation of the SALPN and provide guidance to the Executive Director.

Mission, Vision and Strategy: The Council shall develop the mission, vision and strategic plan for the SALPN in collaboration with the Executive Director and others as required.

Statutory /Council Committee Oversight: The Council shall develop and maintain appropriate Terms of Reference and make appointments to both statutory and Council committees as required.

Strategic Oversight: The Council shall monitor and assess the SALPN's progress in achieving its strategic plan.

3. Accountabilities & Responsibilities

- Making decisions that are consistent with *The LPN Act, 2000*, the public interest mandate, SALPN bylaws, SALPN Council policies and that advance the SALPN's strategic goals.
- Overseeing the management of the SALPN's affairs
- Regularly reviewing the functioning of the SALPN in relation to the responsibilities of *the LPN Act, 2000*.
- Delegating responsibility and authority to the Executive Director, requiring accountability to the Council.
- Fulfilling its responsibilities through its own activity or delegation to a committee.

Mission, Vision, and Strategy

- Annually reviewing and confirming or approving the SALPN's mission, vision and strategic plan

- Ensuring a strategic planning process is established that requires the full participation of the Council.
- Providing an independent "view" of strategic directions and assessing whether the goals are appropriate to the mandate and the SALPN.
- Establishing a process to monitor and measure progress in the implementation of strategic plan and goals.

Risk Management

- Identifying, assessing, prioritizing and mitigating risks that may impact SALPN operations.
- Identifying, assessing, prioritizing and mitigating risks arising from LPN practice that may impact the public.
- Ensuring that processes are in place to identify, report, monitor and manage risks.

Governance

- Regularly reviewing the functioning of the SALPN in relation to the responsibilities and duties prescribed in the *LPN Act, 2000*.
- Reviewing and confirming the Council's Code of Conduct and Terms of Reference annually and all governance policies on a regular basis (no less than every three years).
- Respecting distinctions between governance and operational roles and managing any overlap between itself and staff in a spirit of partnership while maintaining clear lines of accountability.
- Addressing Council governance structures, e.g. Council composition and size, term allowances, number of committees and their Terms of Reference.
- Establishing processes to evaluate Council performance and effectiveness.
- Assigning responsibility to Council Committees as required.

High-Performing Council

- Regularly reviewing and clarifying the roles and responsibilities of Council Members, Officers (Chair, Vice-Chair, Executive Director) and Council Committees.
- Articulating the qualifications and attributes required to become a Council Member.
- Developing a process for engaging and creating a pool of qualified, interested Council Members.
- Planning and investing in Council Members' orientation and continuing education to help them develop the competencies, confidence, interest, and knowledge they'll need to perform effectively and lead strategically.
- Reviewing the effectiveness of the Council, Officers, and both statutory and Council Committees annually.
- Reviewing Council and Committee Member remuneration annually.
- Removing Council and/or Committee Members if they are no longer qualified to serve, or for any other reason the Council considers appropriate.

Human Resources and Appointment and Oversight of the Executive Director

- Selecting and appointing the Executive Director by undertaking a diligent search to find the most

qualified individual.

- Determining and maintaining the Executive Director's role description, employment conditions and employment terms (employment contract).
- Through policy, delegating responsibility and authority to the Executive Director and requiring accountability to the Council.
- Overseeing the Executive Director's performance.
- Satisfying itself as to the integrity of the Executive Director and that the Executive Director creates a culture of "integrity".
- Establishing policies and processes to ensure effective Executive Director leadership, e.g. specifying annual performance goals, assessing and approving performance results and compensation; executive succession planning, etc.
- Providing advice to the Executive Director, as appropriate, and taking a critical role in assessing and challenging, where appropriate, recommendations and proposals from the Executive Director.
- Reviewing, confirming or approving the SALPN's compensation philosophy, employment classifications, salary ranges, benefits plan and performance evaluation methods (no less than every three years).
- Ensuring the Executive Director establishes a succession plan for senior or other key SALPN positions, including the qualifications, training and role requirements.
- Approving the termination, including severance of the Executive Director.
- Managing an unexpected Executive Director vacancy.

Relationships and Communications

- Overseeing processes to sustain strong stakeholder relationships.
- Clarifying and promoting SALPN's responsibility and accountability to the Saskatchewan Legislature by serving and protecting the public interest and articulating the SALPN mandate.
- Communicating relevant information to demonstrate how the SALPN serves and protects the public.
- Overseeing the release of public information, such as annual reports, financial statements, strategic plans, public minutes of Council and related disciplinary documents as appropriate.

Financial Oversight and Monitoring

- Overseeing the financial objectives and availability of financial resources to fulfill the SALPN's mandate and strategic goals.
- Contributing to the development of and approving financial objectives that support the mandate and strategic goals.
- Ensuring that the SALPN undertakes the necessary financial planning to support resources being responsibly allocated.
- Ensuring the integrity of the SALPN's internal financial controls and management information systems.
- Approving the SALPN's annual operating and capital budgets as recommended by the Finance Committee, monitoring financial performance against budget and ensuring the accuracy of financial information.

- Approving financial policies, as recommended by the Finance Committee or the Executive Director, and monitoring compliance.
- Reviewing quarterly unaudited financial statements.
- Establishing the process for recommending the appointment of auditors.
- Reviewing and approving the audited financial statements and recommending the annual audited financial statements for presentation at the Annual General Meeting.
- Approving expenditure authorizations of the Executive Director.
- Reviewing and approving major financial transactions (loans, unbudgeted capital investments or expenditures in excess of \$10,000).
- Overseeing actions taken to address the auditor's recommendations.

Legal and Ethical Compliance

- Creating a culture of strong ethical and behavioural attributes, such as open communication, commitment to the organization, accountability for actions and results, integrity and respect for individuals' rights and privacy.
- Ensuring the SALPN complies with all applicable legislation, regulations, audit and accounting principles, codes of conduct and confidentiality, statements of values and any other applicable legal requirements.
- Ensuring all Council Members adhere to standards of professionalism and act in accordance with the intent of the SALPN mandate.
- Entrusting officers (Chair, Vice-Chair, Executive Director) with the responsibility for safeguarding the integrity of the Council's processes and representing the Council to the broader community.

4. Composition

Council Members

The *Licensed Practical Nurses Act, 2000* requires that the Council must consist of no less than five elected members of the SALPN membership and three public appointees appointed by the Lieutenant Governor in Council.

Duration of Terms and Eligibility for Re-Election

Council Members: elected for three-year terms and eligible for re-election by the SALPN membership for an additional term.

Vice-Chair: elected by the SALPN membership for a four-year term. At the completion of two years, the Vice-Chair assumes the role of the Chair for an additional two years to complete their four-year term. The Vice-Chair is one of the five elected members of the Council.

Public Appointees: serve a term of three years. Public Appointees may be reappointed by the Lieutenant Governor of Council for an additional term of three years.

5. Quorum and Voting

A majority of the Council shall constitute a quorum, i.e. 5 Council Members (50% +1)

Each Council member is entitled to one vote on each matter and must be present or able to participate in the process (excluding the Council Chair, as the Chair is considered an ex officio and votes only in the event of a tie).

6. Compensation

Council members are eligible for remuneration for attending Council/meetings and attending to Council business based on the Council Remuneration Policy.

7. Council Administration and Operations

- The Council will meet a minimum of four times a year and may choose to hold additional meetings if it considers them necessary. Meeting formats can include (but are not limited to): in-person, teleconference, or via virtual platforms.
- Agenda and Meeting Materials will be made available at least seven days in advance (when possible) of each meeting.
- Minutes of each meeting will be circulated in advance of the next Council meeting.