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**POLICY TYPE:** GOVERNANCE PROCESS – Council Policy

Policy No: CP 01

**POLICY TITLE:** Governance Roles

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**Governance Roles:**

1. Role of Council as a whole
2. Role of individual Council members
3. Role of Executive & Nominations Committee and Officers
4. Role of Committees
5. Role of Registrar
6. Role of College staff

**Overview of Governance Roles**

1. Role Explanation

Each role must have a clear written description of the mandate and responsibilities of each major group within the organization.

2. Education of Council and Committee Members

- a. Each person involved in the direction and operations of the College should be oriented as to their mandate and responsibilities. They should understand how they relate to the other entities within the organization.
- b. Any new person appointed or elected to the Council or to a Committee of the Council receives an orientation as soon as possible after their appointment, and prior to their first meeting. The orientation will be provided by the Registrar or their delegate. The Chair may participate in at least a portion of the orientation where feasible. The orientation will comprehensively cover all aspects of governance and related expectations (e.g., expenses and fees, forms, conflicts of interest, Code of Conduct, Rules of Order, confidentiality).
- c. Each new person appointed or elected to the Council shall be given access to an orientation/resource manual containing all relevant governance documents.
- d. Council members shall complete forms provided by the Registrar setting out their professional affiliations to assist in identifying and addressing conflicts of interest upon appointment and then annually afterwards.

3. Role Evaluation

Each group within the organization should be accountable for their activities. They should report on what they have done and receive feedback on their performance.

4. Role Enforcement

Where a person or group within the organization is not participating appropriately in the affairs of the College despite a clear explanation of their role, appropriate education, and evaluation of their participation, then there needs to be a means of enforcing the organization's expectations. Professional members of the Council and Committees are subject to election by the profession and are subject to disqualification from Council for breach of the Code of Conduct, by-laws, and/or policies set out by the Council. Any proposed disqualification of an elected Council member will be through a fair process, specified in by-laws, and determined by Council on a review of the specified circumstances of each case.

Public members of Council can be removed by the government.

5. General Responsibilities

The Council, and each Committee, has the obligation to submit reports on its activities to the Council at each Council meeting, as well as to participate in the annual report to the government as requested by the Registrar.

### **Council Role**

Council provides general oversight for the College's activities and is its policy-making body. The Council performs its functions of oversight in a high-level manner and is not hands-on or operational in nature.

1. Relationship with Others – Council has the ultimate authority of the College and makes the major decisions about the direction and position of the College. The Committees, Chair, Vice-Chair, and Registrar report to the Council and can make recommendations to the Council.
2. Evaluation – Council evaluates its performance at each meeting and more comprehensively annually, as they set direction for the College.  
Individual council members complete a self-evaluation annually and an evaluation of the performance of each member shall be undertaken each year to ensure that members are fulfilling their obligations under the RHPA.
3. Enforcement – Under the RHPA, the Minister can direct the Council to take necessary steps to fulfill the College's mandate under the statute. The Minister can also appoint a supervisor to take over the functions and role of the Council and its committees and appointees if the Council does not comply with a Ministerial direction.
4. Governmental Responsibilities – The College has an obligation to submit an annual report to the Minister on its activities. The Minister can also require the College to provide them with information about the College's activities at any time. Under the RHPA, the Minister can direct that the College be subject to a financial or other audit. Any change to regulations requested by the Council must be approved by the Minister, Cabinet, or Department, before becoming law.

The College is obliged to submit an annual report to the Fair Registration Practice Office (FRPO) and is subject to regular compliance audits on behalf of the FRPO of the College's registration practices. Occasionally the Health Professions Regulatory Advisory Council might request information from the College about its activities.

### **Role of Individual Council Members**

Individual Council Members assist in policy making and contribute to making the decisions of the Council. Council members also serve on the committees of the College.

1. Relationship with Others – Individual Council Members relate to others only through the Council/Committees they serve on. Council and Committee members are not permitted to speak on behalf of the College. Discussions regarding practice directions, complaints, audits, and reviews of practice, legal advice (unless the Chair is seeking legal advice regarding the Registrar) or any item deemed to be part of the business of the College, would be done only through the Registrar, Council or Committees (on direction of Council).
2. Education – Apart from the initial orientation outlined above, from time to time and as deemed necessary by the Council and the Registrar, training sessions on various topics may be arranged. (e.g. training for new or continuing Council members on financial reports or complaint matters.)

### **Executive & Nominations Committee (ENC) & Individual Officer Roles**

The Executive & Nominations Committee reviews and deals with time-sensitive Council issues that arise between the Council meetings. All such decisions are reported to the Council either by email or during the Chair's report at the next scheduled Council meeting. Together with the Registrar, the ENC also leads the annual Council and committees' recruitment, application, and appointment efforts. The Committee reports to the Council and is not independent of Council.

1. Relationship with Others – The Executive & Nominations Committee may review and comment on the policies developed by other College committees in advance of Council meetings but does not direct the activities of other committees.
2. Election and Enforcement – The Council elects members of the Executive & Nominations Committee/Officers at the first Council meeting each year per the by-law process and may only be removed from office by the Council. Any professional members of the Council may be disqualified from the Council for breach of the by-laws or policies including the Code of Conduct. Public representatives may only be subject to disqualification from the Council by the government.
3. Education – The Chair will meet with the outgoing Chair and Registrar to discuss and appropriately transfer roles and responsibilities. Newly appointed Officers may meet with the outgoing Chair and with the Registrar to discuss their roles and responsibilities as deemed necessary.

### **Chair of Council and Executive & Nominations Committee**

1. Role of the Chair – The Chair shall be the chair of the Council and the chair of the Executive & Nominations Committee. The Chair reports to the Council and is charged with the general leadership of the affairs and operations of the Council, and such other duties as may, from time to time, be assigned to them by the Council in accordance with the RHPA, the Regulations, by-laws, and Council policies. The Chair, together with the Registrar, shall represent the College as its official spokespeople. When a government-related matter arises, the Chair or their designate shall be the first spokesperson.

2. Relationship with Others – The Chair and the Registrar attend meetings on behalf of the Council. Other representatives may attend meetings as needed and if requested by the Chair/Registrar. The Chair is also the Council's contact person for communication between the Registrar and individual Council/Committee members on governance issues (e.g., to deal with interpersonal conflicts), subject to the Council's overriding authority.

### **Vice-Chair of Council and Executive & Nominations Committee**

1. Role Explanation – The Vice-Chair shall, in the absence or inability of the Chair, perform the duties and exercise the powers of the Chair and shall perform such other duties as may, from time to time, be assigned to them by the Council. The Vice-Chair shall also be the vice-chair of the Council and the vice-chair of the Executive & Nominations Committee.
2. Relationship with Others – Only in the absence or inability of the Chair does the Vice-Chair carry out the duties of the Chair.
3. Evaluation – The Vice-Chair only reports to the Council the absence or inability of the Chair or if the Vice-Chair had to carry out the duties of the Chair.

### **Role of Committees**

The Committees of the College perform their statutory functions and work assigned to them by the Council. They can make recommendations to the Council related to their mandate and bring items directly to Council.

1. Relationship with Others – The Committees, in consultation with staff, may communicate with others outside of the College to gather facts or information only in relation to their mandate and the policy agenda set by the Council.
2. Evaluation – In addition to evaluation outlined above, statutory committees are subject to appeals and judicial reviews by the courts.

### **Registrar/Executive Director**

The Registrar is the Chief Executive Officer of the College. They oversee operations of the College, implement the Council's policies and directions, perform statutory functions, supervise the staff, represent the college together with the Chair, is the spokesperson for the College together with the Chair, provide advice and resources to the Council. The Registrar acts as a resource to the Council and its committees. All the duties are to be performed in accordance with the mandate of the College and the College strategic plan.

1. Relationship with Others – The Registrar, along with staff, supports all of the committees and the Council.
2. Education – The orientation program for a new Registrar depends upon their background and will be scheduled by the Chair, Executive & Nominations Committee, Council, legal counsel, staff, or others as deemed necessary.
3. Evaluation – The Registrar reports on their activities and on the operations of the College (e.g., a financial report, which may be presented by another staff person) at every Council meeting.

The annual Registrar's performance review is based on the Registrar's ability to...

- Manage finances and financial assets.
  - Manage staff and relationships with staff.
  - Manage regulatory and legal issues.
  - Oversee the accurate and timely implementation of Council policy and directives.
  - Implement the strategic focus/plan at direction of Council.
4. Performance Review Process – The Registrar's performance review is conducted by the Executive & Nominations Committee, objectively and fairly. The process should be agreed to with the Registrar in advance, and the Registrar will be given an opportunity to provide feedback on the review once completed. The Executive & Nominations Committee will deliver the review results to the Registrar, and the Council Chair will report the outcome to Council.
  5. Enforcement – The Registrar is an employee of the Council (as a whole), and the Council can address performance issues in accordance with their job description and employment/contract law.

#### **College Staff**

1. Role Explanation – The staff manage and support administration and programs, implement and monitor policy as directed by the Registrar.
2. Relationship with Others – The staff report to the Registrar. In cases of illegal conduct, dishonesty, or impropriety, staff may contact the Chair directly. Staff receive directions on responsibilities from the Registrar.
3. Education – The orientation of individual staff members depends on their position and is done under the direction of the Registrar in a manner appropriate to the position.
4. Evaluation – The staff performance reviews are done by the Registrar with a process set out annually. The performance review process is meant to be positive and forward-looking. Corrective actions, if required, should be discussed as they occur.
5. Enforcement – Staff are employees of the College. As the head of operations and as staffing is an operational issue, the Registrar/Executive Director addresses performance issues in accordance with employee policy (handbook) and applicable employment law.