

Council Charter (3.1)

Policy:	Council Charter	Effective Date:	November 4, 2021
Last Review Date:	June, 2024	Next Review Date:	June, 2027
Review Frequency:	Every 3 years (June) Gov & HR Committee	Related Supporting Documents:	Bylaws ED Charter Council Chair Charter and Selection Process

Mandate

The College of Registered Nurses of Saskatchewan (CRNS) acts on behalf of the public to ensure that nurses in Saskatchewan provide safe competent care.

In addition, the Council oversees the business and affairs of CRNS, supervises its Management and gains reasonable assurance that all major issues affecting CRNS are given appropriate attention. It is accountable to the public to establish procedures for good corporate governance and to achieve CRNS's mission/vision/purpose.

The Council provides an effective means of accountability for CRNS in matters of moral conduct, legal operation, financial controls and reporting of CRNS's results.

Every Council member in exercising their powers and discharging their duties, shall:

- i. Act honestly and in good faith with a view to the best interests of CRNS;
- ii. Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and
- iii. Comply with the Act, Bylaws and any policies adopted by Council.

Composition

The Council consists of:

- The number of members as determined from time to time by the Council, in accordance with *The Registered Nurses Act (1988) (Act)* and CRNS's *Bylaws*.
- Members who have, to the extent feasible, diverse backgrounds.
- Members with the requisite experience and expertise to populate the Council and the standing committees of the Council.
- Quorum is 50% plus one

Authority

The Council has the authority to govern, manage and regulate the affairs and business of CRNS, with powers and functions as outlined in CRNS' *Bylaws*. It also has the authority to:

- Carry out its responsibilities directly through its committees and through the Executive Director;
- Retain, at CRNS's expense, legal or other consultants or experts it deems necessary in the performance of its duties;
- Protect and enhance the assets of CRNS.

Duties & Responsibilities

1. Responsibilities related to Governance and Stewardship: The Council will:

- Be responsible for the governance of CRNS.
- In collaboration with the Executive Director, approve the strategic directions (strategic plan, performance outcomes, risk tolerances, policies and budget) and then gain reasonable assurance that CRNS is achieving its objectives.
- Approve budgets and policies, oversee risk and delegate authorities.
- Monitor performance against the objectives set and authority levels.
- Oversee CRNS's financial reporting and disclosure.
- Approve the appointment of the external Auditor every three years.
- Approve changes in the By-laws of CRNS.

2. Responsibilities related to the Executive Director (ED) and Management: The Council will:

- Appoint and replace the Executive Director of CRNS, monitor ED performance, determine ED compensation, and provide advice and counsel in the execution of the ED's duties.
- Satisfy itself as to the integrity of the ED and that the ED creates a culture of integrity throughout CRNS.
- Gain reasonable assurance that adequate provision has been made for management succession (including appointing, training and monitoring senior management)

3. Responsibilities related to Legal Duties and Reliance: The Council will:

- Establish policies and monitor compliance to established policies to ensure that CRNS operates within all applicable laws and regulations.

4. Responsibilities related to Communications: The Council will:

- Adopt a communications policy for CRNS, including adopting measures for receiving feedback from, and communicating applicable information to, members, the public and other key stakeholders including the Government of Saskatchewan.

Governance Process and Meetings

Responsibilities related to the Governance Process: The Council will:

- Establish a schedule of meetings each year in order to discharge its responsibilities
- Meet regularly, not less than four times per year, and at such other times as may be requested by the Chair
- Nominate and vote for their preferred eligible Chair candidate via secret ballot.
- Have the Chair set the agenda and the annual timetable which shall then be circulated among the Council members. Ordinarily, the Chair will set the agenda in consultation with the ED.
- Communicate its expectations to the ED with respect to the nature, timing and extent of its information needs.
- Determine and ensure the appropriate use of in camera sessions at Council meetings.
- Ensure that minutes are prepared for all meetings.
- Review and update this Charter on an annual basis.
- Ensure that the Council receives education and training as necessary to enable it to fulfill its mandate effectively.
- Evaluate its own performance at least annually and develop criteria for such evaluation.