



## Council - Terms of Reference

### 1. Purpose

The purpose of the Council is to provide leadership, governance, and/or strategic oversight to support the mandate and objectives of the organization. The Council acts in the best interests of the public that it serves.

### 2. Authority

The Council is established under the authority of section 7 of the *MLT Act* and sections 20-23 of the administrative bylaws. The Council operates within the powers granted to it and makes recommendations and/or decisions as defined by this authority.

### 3. Mandate and Responsibilities

The Council shall:

- Set strategic direction and priorities
- Approve policies, plans, and budgets
- Ensure budgets are followed and aligned with organizational priorities
- Review financial statements for trends, variances, and potential risks that support long-term sustainability
- Ensure accountability, transparency, and ethical governance
- Engage with stakeholders and govern in the public interest
- Comply with all applicable laws, regulations, and codes of conduct

### 4. Composition

The Council shall consist of:

- 4-6 members
- 2 public members appointed pursuant to section 8 of the *MLT Act*
- Members may include practicing and non-practicing registrants, at least 4 of whom must be practicing registrants
- The Council appoints persons to all committees

### 5. Term of Office

- Members are appointed for a term of three (3) years
- Members may be reappointed/re-elected for one additional term
- Vacancies shall be filled in accordance with CMLPSK policy

## 6. Chair and Vice-Chair

- The Council shall appoint a Chair and Vice-Chair annually
- The Chair presides over meetings and represents the Council
- The Vice-Chair acts in the absence of the Chair

## 7. Meetings

- The Council shall meet 4 times a year
- Meetings are virtual with typically one in-person meeting each year
- Meetings shall be conducted in accordance with Roberts rules of order most recent edition.

## 8. Quorum

- Quorum shall consist of the majority of the members of council.

## 9. Decision-Making

- All decisions are discussed with the intent to reach consensus whenever possible
- Decisions shall be made by majority vote
- The Chair may cast a deciding vote in the event of a tie

## 10. Roles and Responsibilities of Members

Council members are expected to:

- Read meeting materials in preparation for the meeting
- Attend and actively participate in meetings
- Act in good faith and in the public interest
- Maintain confidentiality when required
- Declare conflicts of interest and abstain from decisions where applicable
- Uphold the Council's code of conduct

## 11. Eligibility and Member Support

Council members are provided with the following supports and benefits during their term of service:

- Education and Orientation: Access to onboarding, and orientation
- Expense Reimbursement: Reimbursement for eligible expenses incurred while carrying out council duties, in accordance with approved policies
- Travel and Accommodation: Coverage of reasonable travel and accommodation expenses for approved in-person meetings or conferences
- Insurance Coverage: Inclusion under the CMLPSK Directors and Officers insurance
- Continuing Professional Education Credits: Eligibility for Category 1 Continuing Professional Education (CPE) credits for meeting attendance and preparation time

## 12. Reporting

- The Council chair and executive director shall supply a report for the annual report
- Minutes and decisions shall be documented and retained in accordance with records policies

## 13. Administrative Support

Administrative support shall be provided by CMLPSK office, including agenda preparation, meeting minutes, and record keeping.

## Approval and Version Control

**Policy Owner:** CMLPSK council

**Approved By:** pending

**Original Approval Date:** \_\_\_\_\_

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