



**New Brunswick College of Pharmacists**  
**Ordre des pharmaciens du Nouveau-Brunswick**

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## **Council Governance, Role and Responsibilities**

### **PART 1: COUNCIL**

#### **1. Role of Council**

Council governs the affairs of the New Brunswick College of Pharmacists (the “College”) and may exercise all of the powers attributed to it in the *New Brunswick Pharmacy Act, 2014* (the “Act”) and the Regulations of the College. Council members are responsible for acting in the best long-term interests of the College, the public and the profession of pharmacy and, as such, will bring to the task informed decision-making, a broad knowledge and an inclusive perspective.

The role of Council, as the governing body of the New Brunswick College of Pharmacists is to lead the College in the fulfillment of its objects, as defined in the Act. With the protection of the public health and wellbeing and the independence, honour, and integrity of the profession as its guiding principles, Council’s specific contributions shall be to:

- a. Govern the College by establishing sound strategic directions and general policies that support effective governance, provide direction, and the Council-Registrar relationship;
- b. Ensure the Registrar’s performance meets agreed-upon standards;
- c. Plan for the long-term continuance and financial stability of the College; and
- d. Ensure effective communication and linkage with the public, registrants, and other key stakeholders.

#### **2. Governance Approach**

In fulfilling the objects of the College as defined in the Act, Council will foster a culture that supports:

- a) A sense of group responsibility and mutual respect;
- b) Strategic leadership;
- c) Outward vision;
- d) Future focus;
- e) Pro-activity;
- f) Collective decisions;
- g) Encouragement of diverse viewpoints;
- h) Stewardship and accountability; and,

- i) Risk management.

### **3. Council Structure**

Council is comprised of both elected and appointed councilors as defined in the Act and provided for in the Regulations.

The officers of Council are the President, the President-elect and the Past-President.

### **4. Authority and Accountability**

The College is responsible for maintaining the trust placed in it by government as a self-regulating body and is accountable for exercising good stewardship of the affairs of the College. Therefore, Council as a whole is responsible to the public, the Minister of Health, and registrants, for the achievement of the objects of the College.

Individual Council Members have no authority to act or give direction individually other than in such manner as is approved in the College policies or by resolution of Council. Council may delegate authority to an individual Council Member, officer, employee, or committee member. However, Council retains ultimate responsibility and accountability.

Council shall operate in an open and transparent manner. Council will account to registrants and other key stakeholders through annual and periodic reports (where necessary) on the activities and finances of the College.

### **5. Responsibilities of Council**

Council is the legally constituted authority responsible for the prudent oversight of the strategic direction and operations of the College. It is responsible for the articulation and safeguarding of the organizational mandate and mission and defining the outputs and outcomes it seeks.

The major responsibilities of Council are its ethical, legal, representational and governance responsibilities.

### **6. Ethical and Legal Responsibility**

The ethical and legal responsibility of Council is to ensure that appropriate decisions are made. To ensure this, Council shall:

- 1) Establish and maintain a Code of Conduct that incorporates the following principles:
  - a) Act in the interests of the College;
  - b) Act honestly, professionally, and independently;
  - c) Disclose any conflict of interest;
  - d) Act in compliance with laws;
  - e) Preserve confidentiality of information;
  - f) Ensure informed participation in deliberations; and

- g) Ensure the College funds and assets are used for the benefit of the College.
- 2) Define and safeguard the College mission, values and operating principles within which it expects the College to operate, review these periodically, and monitor actions to ensure they are consistent with the objects and principles;
- 3) Ensure prudent and proper management of College resources;
- 4) Be accountable to the public and stakeholders for competent, conscientious and effective accomplishment of its obligations as a regulatory body;
- 5) Ensure all business of the College is conducted in an ethical, transparent, and legal manner;
- 6) Ensure Council conducts its business in accordance with the principles of fairness and due legal process;
- 7) Ensure the decisions of Council are in the best interest of the public and the College, as opposed to the interest of any single member, organization or third party; and,
- 8) Operate within its legislative mandate supported by policies established by Council.

## **7. Representational Responsibility**

Council will fulfill its representational responsibility by:

- 1) Ensuring the views and perspectives of the public, registrants and key stakeholders are articulated and considered in Council deliberations; and
- 2) Ensuring the decisions and perspectives of the College are effectively communicated to the public, registrants and stakeholders as required.

## **8. Governance Responsibility**

Council will fulfill its governance responsibility by:

- 1) Maintaining as its guiding principles the protection of public health and wellbeing and the independence, honor and integrity of the profession.
- 2) Developing and maintaining policies that properly defines focus and differentiates responsibilities among the Council and College staff;
- 3) Focusing its decision making on strategic and significant issues, such as the vision, mission and strategic direction of the College; and,
- 4) Providing oversight on the affairs of the College, including evaluating its own effectiveness. After each Council meeting, Council performs an evaluation of the effectiveness of the meeting and provides an opportunity to provide suggestions for improvement.

## **PART 2: INDIVIDUAL COUNCIL MEMBERS**

### **1. Role**

Individual Council Members actively participate in Council meetings and other Council activities (e.g., serving on its Committees) to help Council fulfill its mandate. Council members bring different expertise and perspectives to the Council table, which add significant value. Council Members do so in accordance with their fiduciary responsibilities of diligence and undivided loyalty to the organization and its public interest mandate in accordance with the Act and Regulations and Code of Conduct.

## **2. Authority and Accountability**

Individual Council Members have no authority to act or give direction individually other than in such manner as is approved in the College policies or by resolution of Council.

Council Members are individually accountable to the College, registrants, fellow Council Members, creditors, employees, suppliers, the government and the public interest. Each Council Member is strongly encouraged to perform a self-assessment of their performance as part of Council on an annual basis. The assessment should encompass the responsibilities and duties outlined in this document, as well as general participation in Council deliberations in a fashion that positively advances the strategic objectives of the College. During this self-assessment, should the member conclude that they may not be appropriately fulfilling their obligations, the issue should be discussed with the President and/or the Registrar.

## **3. Qualifications of Council Members**

The following are considered key role qualifications:

- Knowledge of the pharmacy profession and/or the health system;
- Commitment to the College's mandate, mission and strategic directions;
- A commitment of time;
- Willingness to expand knowledge; and
- An ability to make decisions in the public interest.

## **4. Responsibilities**

To fulfill their collective responsibilities as outlined in the Act, individual Council Members have two fundamental duties, established in Common Law. These are:

### **1) Fundamental Responsibilities**

#### **a. Fiduciary Duty**

The Fiduciary Duty requires Council Members and Officers to act honestly, in good faith and in the best interests of the College. They must not allow their personal and other interests to prevail over the interests of the College. They must also declare any actual or perceived conflict of interest.

### **b. Duty of Care/Due Diligence**

The Duty of Care requires Council Members and Officers to be diligent and prudent in managing the College's affairs. In handling the affairs of the College, Council Members must exercise the care, diligence and skill of a reasonably prudent person in similar circumstances.

To ensure due diligence, Council Members should ask themselves: "Do I, as a Council Member, have the information that I need to make an informed decision?"

## **2) Code of Conduct**

Individual Council Members are responsible for adhering to the Code of Conduct established by Council

## **5. Functions**

The Council member's duty of diligence fosters preparation and attendance at all Council meetings (unless the Council member's absence is unavoidable), participation in Council debates (including constructively expressing differing opinions), voting on all matters unless there is a conflict of interest or a compelling reason for abstaining, completing agreed upon activities between meetings, and serving on College Committees with equal attentiveness.

To effectively discharge these function, Council Members are expected to:

- Identify and set the priorities of the regulator;
- Develops the high-level policies of the regulator; and
- Oversees the performance of the regulator in achieving the goals set out in the first two activities.

## **6. Terms of Office**

Council Members' terms of office are defined in the Regulations to the Act. With the exception of Lay Representatives, Council Members serve a two-year term and may be re-appointed or re-elected for a total of five consecutive terms. However, a President, Past President, or President-elect having served five consecutive terms will be permitted to complete the term as a member of the Executive Committee, as provided for in the Regulations 2.3(5) to the Act. Lay Representatives serve a three-year term and may be re-appointed for one additional term.

## **7. Meetings**

### **a. Frequency**

Traditionally, Council holds four, one to two-day meetings spaced throughout the year, an annual meeting, and may have additional ad hoc meetings, as necessary.

### **b. Committees**

Each Council Member is expected to participate on one or two committees or working groups.

Council committees include, but are not limited to:

- 1) Executive Committee,
- 2) Finance Committee;
- 3) Governance Committee;
- 4) Nominating Committee;
- 6) Professional Practice Committee;
- 7) Continuous Professional Development Committee;
- 8) Awards Committee; and,
- 9) Registration Committee.

Additional ad hoc committees and working groups are formed as necessary for specific functions.

**c. Time Commitment**

Council Members should expect to contribute eight to 10 days annually to Council and committee meetings. Additional time may be required for meeting preparation. Attendance is recorded in the meeting minute

## Appendix A to GCC-01: Council Role and Responsibilities

### COUNCIL COMPETENCY MATRIX

Council shall strive to comprise Council members who collectively have the knowledge, skills and experience that will guide and monitor the strategic position of the College. Council should be considered as a group in which each individual makes their own contribution. As a whole, Council should possess the constellation of competencies and skills that will position them to effectively discharge its functions.

The Council Competency Matrix shall be filled out by every councilor. The purpose of the matrix is to help Council analyze the current state of the group and identify any competencies or traits that are lacking among members. Any identified gaps will serve as a requirement or selection preference during the recruitment and nomination of non-elected lay representatives. This approach increases the likelihood of having a diverse Council that possess all the necessary competencies to achieves its strategic function.

As such, prior to reappointing, nominating, or appointing individuals as councilors, Council should take the following steps:

- Have all Councilors complete the matrix below.
- Amalgamate the results and assess what competencies and skills are prevalent and lacking.
- Utilize the identified gaps as a guide for the nomination of non-elected lay representatives, and possibly elected councilors in the future.

Competency	Experience level
All councilors must display the following personal attributes: self-awareness, integrity, respect and high ethical standards.	
Experience in self-regulation and understanding of the principles of protecting, and acting in, the public interest	High <input type="checkbox"/> Moderate <input type="checkbox"/> Low <input type="checkbox"/>
Experience working with diverse populations, marginalized groups and people with disabilities	High <input type="checkbox"/> Moderate <input type="checkbox"/> Low <input type="checkbox"/>
Experience serving on boards and/or committees	High <input type="checkbox"/> Moderate <input type="checkbox"/> Low <input type="checkbox"/>
Experience in managing a broad range of risk	High <input type="checkbox"/> Moderate <input type="checkbox"/> Low <input type="checkbox"/>

Experience in strategic communications	High <input type="checkbox"/> Moderate <input type="checkbox"/> Low <input type="checkbox"/>
Experience in senior leadership roles in business, health care institutions, government and academia	High <input type="checkbox"/> Moderate <input type="checkbox"/> Low <input type="checkbox"/>
Experience with human resource issues including, but not limited to, occupational health and safety, organizational structures and human resources oversight and compensation, recruiting and succession planning	High <input type="checkbox"/> Moderate <input type="checkbox"/> Low <input type="checkbox"/>
Financial and/or accounting expertise, including the following: preparing, auditing, analyzing or evaluating financial statements and an understanding of generally accepted accounting principles	High <input type="checkbox"/> Moderate <input type="checkbox"/> Low <input type="checkbox"/>
Legal experience or experience with litigation or legal proceedings	High <input type="checkbox"/> Moderate <input type="checkbox"/> Low <input type="checkbox"/>
Experience participating in, or leading, an organization in planning for its future including, but not limited to the following: analysis, environmental scans, strategy design, planning, implementation and evaluation	High <input type="checkbox"/> Moderate <input type="checkbox"/> Low <input type="checkbox"/>
Strong grasp of issues surrounding diversity and inclusion	High <input type="checkbox"/> Moderate <input type="checkbox"/> Low <input type="checkbox"/>
<b>Demographics</b>	
Languages	French <input type="checkbox"/> English <input type="checkbox"/> Other <input type="checkbox"/> Specify: _____
Do you identify as First Nations, Inuit, or Métis?	Yes <input type="checkbox"/> No <input type="checkbox"/> Prefer not to disclose <input type="checkbox"/>
Geographic area of residence:  AND  Patient population served- e.g., mental health, geriatrics, First Nations, etc. (if applicable):	Please type below