



I. GOALS AND OBJECTIVES

- A.** As a member of the Council, each councillor must fulfill the legal requirements and obligations of a councillor, and have a comprehensive understanding of the fiduciary, statutory and other legal roles. These obligations derive from common law and from corporate statutes such as the *Canada Business Corporations Act*. While acting on behalf of the CMPA, a councillor must exercise due diligence, loyalty and care.
- B.** Broadly speaking a councillor has these obligations to the CMPA:
- (i) To act with honesty and in good faith;
 - (ii) To act in any circumstance in the best interests of the CMPA;
 - (iii) To act with skill and care;
 - (iv) To exercise powers properly for the purpose for which they are conferred;
 - (v) To avoid conflict of interest;
 - (vi) Not to fetter the future exercise of councillors' powers; and
 - (vii) To prevent the CMPA from making improper distributions or payments.
- C.** Place the best interests of the Association above constituent, representative, or personal interests while ensuring the needs of the entire membership are served.
- D.** A councillor must agree and be bound by the Code of Conduct and Conflict of Interest Guidelines. A councillor must sign the Code in acknowledgement of this obligation.

II. DUTIES AND RESPONSIBILITIES

A. Council Activity

Each councillor has the responsibility to:

- (i) Exercise good judgment and act with integrity.
- (ii) Use his or her ability, experience and influence constructively.
- (iii) Be available as a resource to management and the Council.
- (iv) Be available as a resource to Members.
- (v) Respect confidentiality by holding in confidence any matters that are deemed by Council to be confidential.
- (vi) Whenever possible, advise the Executive Director or President in advance of introducing significant and previously unknown information at a Council meeting.

- (vii) Understand the difference between governing and managing, and not encroach on management's area of responsibility.
- (viii) Identify potential conflict areas - real or perceived - and ensure they are declared.
- (ix) As necessary and appropriate, communicate with the President and the Executive Director between meetings concerning issues deemed to be important to Council.
- (x) Demonstrate a willingness and availability for individual consultation with the Executive Director or President.

B. Preparation and Attendance

To enhance Council and committee meeting effectiveness, each councillor will:

- (i) Prepare for each Council and committee meeting by reading the reports and background materials provided for the meeting.
- (ii) Maintain an excellent Council and committee meeting attendance record.
- (iii) Acquire adequate information necessary for decision making.

C. Communication

Communication is fundamental to Council effectiveness; therefore each councillor will:

- (i) Actively participate in Council and Committee deliberations and discussions.
- (ii) Encourage the Council's free and open discussion of Association affairs.
- (iii) Ask questions in an appropriate and timely manner.
- (iv) Focus inquiries on issues related to strategy, policy, implementation and results.
- (v) Stay informed about relevant issues in the councillor's geographic area and bring these issues to the attention of management and Council.
- (vi) Bring to Council's attention information that will assist Council in fulfilling its responsibilities.
- (vii) Bring issues raised by individual Members to the attention of the President or Executive Director.

D. Independence

Recognizing that the cohesiveness of the Council is an important element in its effectiveness, each councillor will:

- (i) Be a positive force with a demonstrated interest in the long-term success of the Association.
- (ii) Speak and act independently, while respecting the opinions of others.

E. Council Interaction

Each councillor should establish an effective, independent and respected presence and a collegial relationship with other councillors.

F. Committee Work

To assist Council committees in being effective and productive each councillor will:

- (i) Indicate areas of special interest and expertise to the President to assist the President in recommending committee assignments.
- (ii) Contribute potential topics of discussion, through the chair or appropriate staff person.

- (ii) Participate on committees and become knowledgeable about each committee's purpose and goals.
- (iii) Understand the committee work process and the role of management and staff supporting the committee.
- (iv) Further the work of each Committee as required.

G. Association and Industry Knowledge

Recognizing that decisions can only be made by well-informed councillors, each councillor will, with support from the Association:

- (i) Become generally knowledgeable about the Association's work and business environment.
- (ii) Develop an understanding of the Association's role within the medical community and Canadian society.
- (iii) Maintain an understanding of the regulatory, legislative, social and political environments within which the Association operates.
- (iv) Become acquainted with the Association's senior management.
- (v) Be an effective ambassador and representative of the Association.