



## CUMMING SCHOOL OF MEDICINE Faculty Council Terms of Reference

### 1. ESTABLISHMENT

The Cumming School of Medicine (**CSM**) Faculty Council (**Council**) is established pursuant to the Post-Secondary Learning Act (**PSLA**) and has those powers granted under the PSLA and these Terms of Reference (**TOR**), subject to the authority of the General Faculties Council (**GFC**).

### 2. MEMBERSHIP

#### Chair

Dean of CSM (ex-officio, voting).

#### Vice Chair

Vice Dean of CSM (ex-officio, voting)

#### Voting Members

- the President of the University of Calgary (**University**) or their delegate (ex-officio)
- all full-time members of the academic staff of CSM
- one representative of the College of Physicians and Surgeons of Alberta appointed by the College of Physician and Surgeons of Alberta
- one representative of the Alberta Medical Association appointed by the Alberta Medical Association
- one representative of the Chief Medical Officer, Calgary Zone, Alberta Health Services appointed by Alberta Health Services
- up to two clinical, adjunct, adjunct/research representatives appointed from each Department of CSM
- one Bachelor of Health Sciences (BHSc) CSM representative as recommended by their respective learner association or student group
- one Community Rehabilitation & Disability Studies (CRDS) CSM representative as recommended by their respective learner association or student group
- three Undergraduate Medical Education (UME) CSM representatives as recommended by their respective learner association or student group
- two Graduate Sciences Education (GSE) CSM representatives as recommended by their respective learner association or student group
- three Postgraduate Medical Education (PGME) CSM representatives as recommended by their respective learner association or student group
- two Postdoctoral Association CSM (PDAC) representatives as recommended by their respective association

### Member Terms

Appointed members may be appointed for a term of up to 3 years, with eligibility for re-appointment for an additional term of up to 3 years. A member's term will continue until the term start date of the member's successor or on the expiry date of the member's appointment if there is no successor. Members having served the maximum 6 consecutive years will be eligible for appointment to the Council after a minimum of two (2) years has elapsed since the expiration of their last term.

### Casual Vacancies

Appointed members will advise the Chair as soon as possible of any known or anticipated circumstances that would result in the member being absent from two or more consecutive meetings. In this circumstance or in the event that a member is absent from two or more consecutive meetings without notice, the Chair may agree to allow a substitute to be appointed for the duration of the absence of the member or may declare the member's position vacant and ask that a replacement be appointed for the balance of the member's term. Appointments under this provision will be conducted in accordance with the regular appointment process for that member.

### Responsibilities of Members

Members are expected to:

- Familiarize themselves with the Council's role and these Terms of Reference
- Attend each regularly scheduled Council meeting, making every attempt to attend in person
- Come to meetings prepared to engage in respectful, meaningful discussion and provide considered, constructive and thoughtful feedback and commentary, express opinions and ask questions to enable the Council to exercise its best judgment in decision making and advising

### **3. ROLE**

The Council serves as the Faculty's senior academic governing and advisory body on the academic affairs of the Faculty. Accordingly, in addition to the responsibilities listed in the PSLA, the Council reviews and provides recommendations regarding academic priorities, strategies, plans and policies for the Faculty, and provides a forum for discussion, information sharing and approval of Faculty recommendations to the GFC or other external decision-makers.

### **4. RESPONSIBILITIES**

The Council will fulfill its role primarily by carrying out the activities enumerated below.

The listed responsibilities shall be the common, recurring activities of the Council; however, the Council may carry out additional responsibilities and duties within its role.

The Council's primary responsibilities are as follows:

- a. determine the programs of study for which the CSM is established;
- b. determine the conditions under which a student must withdraw from or may continue the

- student's program of studies in CSM;
- c. determine the requirements for admission to programs of study in the CSM;
- d. authorize the granting of degrees; and
- e. such other activities and responsibilities delegated or assigned to it by the GFC or brought to it by the Chair from time to time.

## **5. POWERS**

The Council is empowered to carry out its role and responsibilities subject to any conditions or restrictions that are imposed on it by the GFC.

The Council may delegate any of its powers, responsibilities and functions as it sees fit and may prescribe conditions governing the exercise or performance of any delegated power, responsibility or function, including the power of sub-delegation. The Council shall require as part of any delegation of its authority that any action taken under a delegated authority of the Council be reported to the Council. The Council may also, by resolution, alter or revoke the delegation of any of its powers, responsibilities and functions under this section.

The Council is ultimately responsible for the work and responsibilities of each of its delegates, standing or *ad hoc* committees, and working groups, if any.

## **6. COUNCIL MEETINGS**

### Schedule

The Council will meet during the period from September to June in each year (the **Meeting Year**) in accordance with a meeting calendar provided to members. Additional regular or special meetings may be called by the Chair.

### Notice

Members will be provided with a calendar of meeting dates for regularly scheduled meetings at least 2 months in advance of each Meeting Year, which calendar is deemed to be sufficient notice to all members of any meeting shown in the calendar. Except in the case of an emergency meeting, notice of meetings that do not appear in the calendar will be provided at least two days in advance of the meeting date. Meeting details will be communicated to members by the Chair (or designate) as soon as they are available before each meeting.

The accidental omission or irregularity of any notice of any meeting, or the non-receipt of any notice by any of the persons entitled to notice, does not invalidate any proceedings at a meeting.

### Meeting Agendas

Meeting agendas will be formulated by the Chair and reviewed and approved by Executive Faculty Council.

A member intending to introduce a new matter at a meeting shall give written notice of the matter and any materials for the Council's consideration, to the Chair at least eight days in advance of the meeting at which it is intended to be introduced.

Notwithstanding the paragraph above, a matter may be introduced to a meeting of the Council without the specified notice thereof having been given and without it having been included in the agenda if the matter is communicated in advance to the Chair, and its introduction to the meeting is approved by the Chair.

If a person who is not a member or a guest approved by the Chair wishes to address the Council at any meeting, such person may do so if he or she has received the prior permission of the Chair.

### Materials

As much as possible, meeting materials will be provided to the Council electronically one week in advance of a scheduled meeting.

### Absence of Chair

In the event that the Chair is unable to attend a meeting of the Council, the Vice Chair shall act as Chair for that meeting.

If neither the Chair nor the Vice Chair is present within fifteen (15) minutes of the time fixed for the commencement of the meeting, the meeting will be canceled.

### Quorum

A quorum for the transaction of business at any meeting of the Council is a number equal to a one-half (1/2) of the members of the Council.

If quorum for a Council meeting is not present within ten (10) minutes of the time fixed for the commencement of the meeting, the Chair of the meeting may:

1. refer the business of the meeting to the Faculty Council Committee;
2. adjourn the meeting; or
3. cancel the meeting.

If quorum for a Council meeting is lost at any time during the meeting, the Chair of the meeting, in his or her sole discretion, may refer the balance of the business of the meeting to the Faculty Council Committee or postpone the business to the next meeting of the Council.

### Conduct of Meetings

In the sole discretion of the Chair, Council meetings may be held in person or by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

The Chair, or in his or her absence, the Vice Chair, shall be responsible for the orderly conduct of meetings of the Council. Meetings will be conducted in accordance with all applicable laws and these Terms of Reference or, where applicable laws or these Terms of Reference are silent on the matter, as determined by a ruling of the Chair, acting reasonably. The Chair may look to Roberts Rules of Order or Nathan's Company Meetings for guidance on the conduct of meetings, however, none of these sources shall be considered determinative and the Chair retains the discretion to make a final determination on the matter, subject to challenge as provided below.

The Chair's ruling shall bind all members of the Council except where a motion challenging the ruling has been duly moved, seconded and carried by two-thirds (2/3) of the members present at the meeting, whereupon such ruling shall cease to have force and effect. In this event, a member may propose a new ruling and provided it is duly moved, seconded and carried by a majority of the members present at the meeting; it shall bind all members of the Council.

#### Electronic Participation

In the event that a Council meeting is held by means of a telephonic, electronic or other communication facility, members may participate in the meeting by means of the telephonic, electronic or other communication facility made available by the Chair. A person participating in a meeting by such means is deemed to be present at the meeting and may vote through the telephonic, electronic or other method of communication being used.

#### Voting at Meetings

Only Council members may move, second and vote on motions.

Motions will be decided by a show of hands, a roll call (voice), consensus, or otherwise in such manner that clearly evidences a member's vote and is accepted by the Chair of the meeting. Voting by proxy is not allowed.

An affirmative vote of a majority of the members present and eligible to vote, or consent without objection is required to pass a motion. The Chair does not have a second or casting vote.

A declaration by the Chair of the meeting that a motion has been carried and an entry to that effect in the minutes shall be prima facie evidence of the action taken. Any member may ask at the time of the vote that the member's individual vote or abstention be recorded in the minutes.

Elections will be decided based upon the number of votes in favour of each nominee in descending order, the first elected person being the nominee with the most votes. Additional elected persons will be the person(s) with the next highest number of votes in descending order until all elected persons have been determined. In the event of an equal number of votes being cast for more than one nominee (a tie), the Chair (or the Vice Chair where the Chair is in a conflict of interest) will cast a vote to break the tie.

#### Resolutions in Writing

Resolutions in writing are only suitable for straightforward motions or where it is not feasible or practical to call a meeting of the Council and should be used infrequently. Resolutions in writing may be circulated for approval via facsimile, electronic mail or electronic poll.

A resolution of the Council consented to in writing by a majority of the members entitled to vote on it, whether by signed document, facsimile, electronic mail or any other method of transmitting legibly recorded messages, shall have the same force and effect as if it had been passed at a Council meeting duly called and held. Such resolution may be in two or more counterparts which together are deemed to constitute one resolution in writing. A resolution passed in this manner is effective on the date stated in the resolution or, if a date is not stated, on the latest date stated on any counterpart or the latest date on which the required number of affirmative votes is communicated to the Chair and/or designate.

The procedures for approval of resolutions via electronic mail or electronic poll are as follows:

- Resolutions will be circulated to members by electronic mail at the e-mail address on file with the Chair or their designate or by electronic poll
- The resolution will expire in the time set in the message; however, the Chair or their designate may extend the deadline once by up to a maximum of seven days
- An affirmative vote of a majority of members who are eligible to vote is required to pass a resolution made via electronic mail or electronic poll
- The Chair (or their designate) is responsible for tallying the votes and informing the Council of the outcome
- Written resolutions may not be amended; however, the member who proposed the resolution may withdraw it at any time prior to receipt of the necessary approval or the expiry time, if one, or with the approval of all of the members who voted on the resolution
- If the resolution does not receive the required votes by the deadline (as extended, if applicable), it does not pass

### Open and Closed Meetings

The Council may hold open and closed meetings or sessions of the Council in compliance with all applicable laws.

Open meetings or open sessions of meetings of the Council may be attended by the public, subject to the limitations of space.

Closed meetings or closed sessions of meetings of the Council will be attended by those guests who are invited to remain for the closed session or a portion thereof.

### Invited Guests and Visitors

Guests may be invited to attend and speak at a meeting with the approval of the Chair given in advance of the meeting or, in the sole discretion of the Chair of the meeting, during the meeting.

Visitors in attendance at a meeting to observe Council proceedings may speak only if expressly invited to do so by the Chair of the meeting. All visitors are expected to maintain the decorum prescribed for parliamentary galleries and no person is allowed to use a camera or a recording device in a Council meeting. In the event of a breach of these rules or a disturbance, the Chair may eject persons from the meeting or adjourn the meeting.

## Council Records

Minutes of the proceedings of all Council meetings and records of all decisions of the Council made outside of a meeting will be created and presented to the Council for approval or information, as applicable, at its next subsequent meeting.

The Council shall keep as permanent records, minutes of all Council meetings, a record of all actions taken by the Council without a meeting, and a record of all actions taken by a committee exercising the authority of the Council. The Council shall maintain its records in a form capable of conversion into written form within a reasonable time.

The official records of the Council will be maintained under the custodianship of the Dean and shall be available for inspection in the Dean's office by any member of the Council at any time during regular office hours upon reasonable advance notice to the Dean.

Access to the official records of the Council by persons other than members will be determined in accordance with applicable legislation and University policies in effect from time to time.

## Certification of Records

The Chair, or such other person designated by the Council for the purpose may, in a written certificate, certify that:

- a. a writing referred to in the certificate is a true copy of all or part of a minute of the proceedings of a meeting of the Council or a resolution of the Council; and
- b. that the minute or resolution or part thereof is or is not in effect as at a date stated in the certificate.

A certificate made under this section shall, in relation to the Council, be prima facie proof of the facts stated therein without proof of the signature or capacity of the person signing the certificate.

If the person making the certificate is not the Chair, that person shall make and deliver to the Chair an executed copy of the certificate as soon as reasonably possible.

## **7. COMMITTEES**

### Establishment

The Council may, by resolution, establish standing or ad-hoc committees with such responsibilities, authorities, membership and operational rules as it considers appropriate. The Council may also, by resolution, dissolve any committee.

### Authority

The Council may delegate to a committee any of the Council's powers, responsibilities or functions, on such conditions, if any, set out in the establishing resolution or any subsequent resolution. The Council

may also, by resolution, alter or revoke the delegation of any of its powers, responsibilities and functions under this section.

#### Rules and Procedures

Except where otherwise specified in these Terms of Reference, the responsibilities, authorities, membership and operation of a committee shall be set out in terms of reference approved by the Council or its delegate.

Committees shall report their activities and decisions to the Council at such times and in such manner as required by the Council.

#### **8. WORKING GROUPS**

The Council may create working groups that report to the Council directly or through the Chair, to facilitate the accomplishment of its responsibilities. The membership of any working group shall be determined by the Chair, taking into consideration any recommendations for membership made by the Council. Working group members may be drawn from outside the Council.

#### **9. OUTSIDE ADVISORS**

The Chair is authorized to retain outside advisors with particular expertise to advise the Council if the Chair determines in his or her sole discretion that doing so is essential to the Council in carrying out its responsibilities.

#### **10. RESPONSIBILITIES OF THE CHAIR**

In addition to the other responsibilities of the Chair set out in these Terms of Reference, the Chair shall provide leadership to enable the Council to effectively carry out its role and responsibilities, act as a spokesperson for the Council, act as the liaison between the Council and the GFC and other University or external groups or individuals, and will generally oversee the Council's activities. The Chair shall also oversee the engagement of any outside advisors.

The Vice Chair will carry out any or all of the Chair's responsibilities at the request of the Chair or in the event that the Chair is absent or unable to carry out their responsibilities, and will have those additional powers and duties assigned by the Chair and the Council from time to time.

#### **11. SPOKESPERSON**

The Chair, or in his or her absence or inability to act, the Vice Chair, is the only person authorized to speak for the Council.

#### **12. REPORTING TO THE GFC**

The Council shall report their activities and decisions to the GFC at such times and in such manner as required by the GFC.



### **13. COUNCIL ASSESSMENT**

The Council shall carry out an assessment of its performance and operations no later than three years following its last assessment in accordance with a process approved by the Council or its delegate.

### **14. AUTHORIZATION AND EXECUTION**

All documents or instruments in writing requiring execution on behalf of the Council shall be signed by the Chair or those authorized signatories specified in, and in accordance with, a written authorization of the Council.

All documents or instruments authorized and signed on behalf of the Council as provided herein shall be valid and binding on the Council.

### **15. VALIDITY OF NOTICES**

“Business Day” for the purposes of this section means a day other than a day that the University of Calgary is closed or a Saturday, Sunday, statutory or civic holiday in Calgary, Alberta.

Any notice or communication required or permitted to be given or made hereunder will be sufficiently given or made for all purposes if delivered personally, sent by electronic mail or facsimile or sent by ordinary mail within Canada to the last address listed in the records of the Chair. Any such notice or communication if sent by facsimile or other means of electronic communication shall be deemed to have been received on the day of sending, and if delivered by hand shall be deemed to have been received at the time it is delivered to the applicable address. A document sent by mail will be deemed to be received on the fifth Business Day after the day on which it is mailed. In proving the notice or communication was mailed, it shall be sufficient to prove that such document was properly addressed, stamped and posted.

### **16. REVIEW AND CHANGES TO THESE TERMS OF REFERENCE**

These Terms of Reference will be reviewed by the Council at least once every three years and any changes it considers necessary will be recommended to the GFC or its delegate for approval.

Anything done pursuant to, or in reliance on, these Terms of Reference before they were amended, replaced or repealed is conclusively deemed to be valid for all purposes.

Minor amendments and corrections to these Terms of Reference that are required in between reviews may be made by a majority vote of the Council and reported to the GFC or its delegate at that body’s next meeting.

### **17. GENERAL**

#### Headings

The headings used throughout these Terms of Reference are inserted for reference only and are not to be considered in construing the terms and provisions of these Terms of Reference or to be deemed in any way to clarify, modify or explain the effect of such terms or provisions.

### Conflict with Terms of Reference

In the event of a conflict between the provisions of these Terms of Reference and the provisions of applicable legislation, the provisions of the applicable legislation shall govern.

### Invalidity of Provisions

The invalidity or unenforceability of any provision of these Terms of Reference shall not affect the validity or enforceability of the remaining provisions of these Terms of Reference.

### **18. EFFECTIVE DATE**

These Terms of Reference will be effective on the date that they are approved by the GFC or its delegate. All prior or existing Terms of Reference of the Council are repealed as of the effective date of these Terms of Reference.

**Dated: May 6, 2015**

**Approved: CSM Faculty Council May 6, 2015**  
**Approved: GFC Executive Committee Sept 30, 2015**