



CUMMING SCHOOL OF MEDICINE Faculty Council Committee Terms of Reference

1. ESTABLISHMENT

The Cumming School of Medicine (**CSM**) Faculties Council (the **Council**) hereby establishes a standing committee called the Faculty Council Committee (the **Committee**) under the provisions of these Terms of Reference, and delegates to the Committee the authorities set out herein.

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 Committee 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 roles of the Committee and the Council, and these Terms of Reference
- 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 Committee to exercise its best judgment in decision making and advising

3. ROLE

The Committee acts on behalf of, and with the full authority of, the Council to deal with any matter that is referred to it by the Chair or the Council.

4. RESPONSIBILITIES

The Committee will carry out those responsibilities that are referred to it by the Chair or the Council.

5. POWERS

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

The Committee has the specific delegated authority to act on behalf of, and with full authority of the Council for matters that fall within the Committee's role and responsibilities, on the condition that decisions made or actions taken under this delegated authority are reported to the Council.

6. MEETINGS

The Committee will meet as needed to carry out its responsibilities. Meetings of the Committee may be called at any time by the Chair.

Notice

Notice of a meeting shall be deemed to have been validly given and received by those members in attendance at the 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. A matter may only be introduced to a meeting of the Committee with the approval of the Chair.

Absence of Chair

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

Quorum

The members present at a meeting of the Committee shall constitute a quorum for the transaction of business at the meeting.

Conduct of Meetings

In the sole discretion of the Chair, Committee 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 Committee. 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 Committee 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 Committee.

Electronic Participation

In the event that a Committee 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 Committee 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.

Open and Closed Meetings

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

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

Closed meetings or closed sessions of meetings of the Committee 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 Committee 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 Committee

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.

Committee Records

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

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

The official records of the Committee 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 Committee at any time during regular office hours upon reasonable advance notice to the Chair.

Access to the official records of the Committee 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 Committee 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 Committee or a resolution of the Committee; 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 Committee, 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. 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 Committee to effectively carry out its role and responsibilities, act as a spokesperson for the Committee, and will generally oversee the Committee's activities.

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 Committee from time to time.

8. 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 Committee.

9. REVIEW AND CHANGES TO THESE TERMS OF REFERENCE

These Terms of Reference will be reviewed by the Committee at least once every three years and any changes it considers necessary will be recommended to the Council 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 Committee and reported to the Council or its delegate at that body's next meeting.

10. 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.

11. EFFECTIVE DATE

These Terms of Reference will be effective on the date that they are approved by the Council or its delegate.

Dated: May 6, 2015

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