



College of
Registered Nurses
of Manitoba

College of Registered Nurses of Manitoba Governance Policy Manual

Table of Contents

Introduction 3
Section 1: Council Governance Framework..... 4
Section 2: Roles and Accountabilities..... 15
Section 3: Policies and Processes Supporting Good Governance 26
Section 4: Council’s Governance Role Related to Oversight and Risk..... 51
Section 5: Training, Development & Education for Council and Committees 76
ADDENDUMS 84

Introduction

These Policies and Guidelines describe the fundamental principles that guide Council's governance, practice and behaviours and support the approved policies and processes at the College.

This is a compilation of independent policies and procedures that support good regulatory board governance and that will be approved or amended by the Council from time to time.

There is an abundance of literature on governance in not-for-profit organizations. Generally, and in regulatory bodies in particular, good governance is best identified through the consistent and reliable delivery of good outcomes over time.

As a member of the Council, you will rely on approved systems, policies, and processes to assist you in your governance role for ensuring the overall effectiveness, direction, and accountability of the College. However, how we behave towards one another as we fulfill our governance roles and how well we are individually and collectively able to build and maintain the relationships that will enable the effective delivery of the organization's objectives while also inspiring the confidence and trust of the public, government, and registrants, is equally important.

High expectations are placed on members of regulatory Councils, with Councils expected to collectively demonstrate, and report on, overall regulatory performance and effectiveness through defined and accountable evaluation processes. Across leading jurisdictions and professions outside of Canada, the recruitment and selection/appointment of all regulatory Board/Council members is based on demonstration of approved competencies and skills which are commonly determined through defined and accountable processes.

This compilation of various policies is meant to provide information to help guide you towards fulfillment of the important governance role you have assumed as a Council member of the College of Registered Nurses of Manitoba (CRNM).

Section 1: Council Governance Framework

Policy 1.1 Illustration of the College’s Governance Model..... 5

Policy 1.2 Governance Guiding Principles 7

Policy 1.3 The College’s Vision, Mission, Values 9

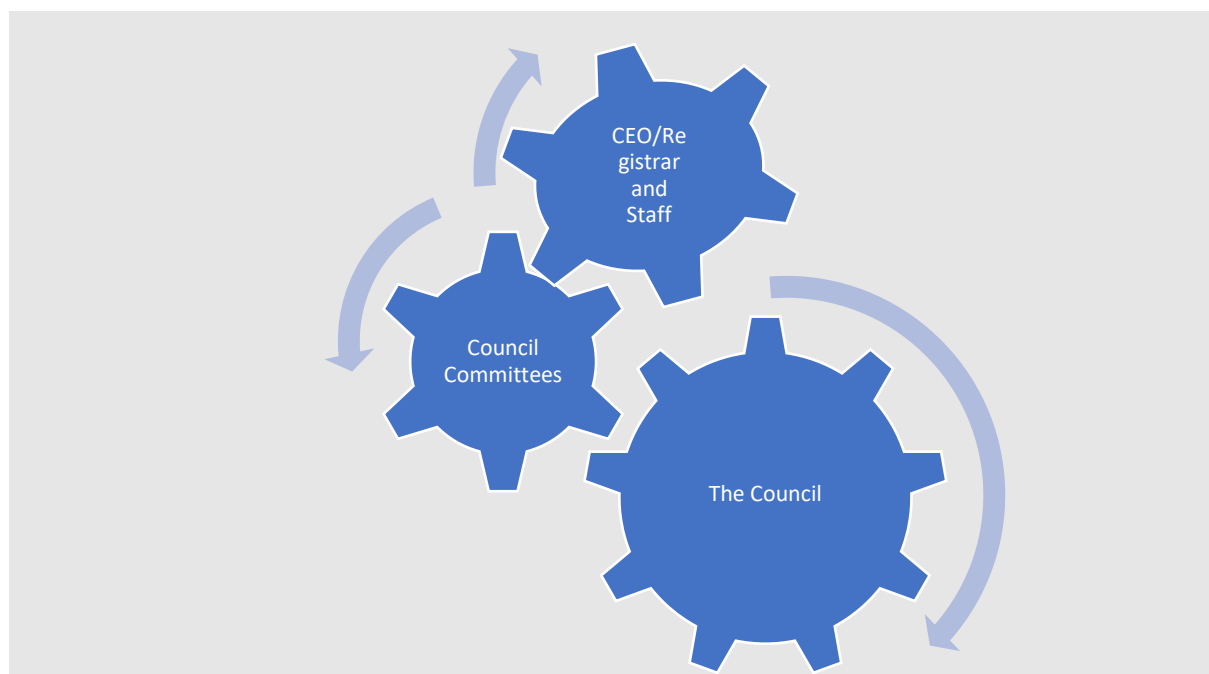
Policy 1.4 Council Recruitment, Selection & Succession-Planning..... 10

Policy 1.5 Screening and Election of the Chair-Elect 12

Policy 1.6 Selection of Committee Members and Chairs 14

Policy 1.1 Illustration of the College’s Governance Model

Approved By	Council	Last Revision	
		Last Review	
Approval Date	December 6, 2024	Next Review	



At the College, the Council is responsible for fulfilling its governance role by setting directions and overseeing performance against agreed upon goals. In this way, the Council “steers”.

The Council works ideally in a mutually beneficial partnership with the CEO/Registrar and staff and relies on their expertise and experience for guidance in making good decisions and taking actions that are aligned with the College’s public interest mandate. In this way, the staff “rows”. The Council cannot and should not do the work by itself but relies on its committees - statutory and standing committees whose mandates are set out in statute and by-law; or other ad hoc policy or advisory committees that may be established by the Council - to conduct work on its behalf.

The Council fulfills its oversight role with respect to performance of the CEO/Registrar and the Committees without interference in their respective work and mindful of the respective roles of all parties.

This diagram illustrates each role as a key ‘cog’ in the regulatory governance wheel moving the College forward in achieving its legislative and regulatory objectives. Each will, from time to time, move at varying speeds but must continue to move forward together to achieve optimal results.

Policy 1.2 Governance Guiding Principles

Approved By	Council	Last Revision	
		Last Review	
Approval Date	December 6, 2024	Next Review	

Purpose:

This policy sets out the principles that the Council will follow as it collectively strives for excellence in regulatory governance and performance. These principles are meant to support and facilitate Council’s role in governing effectively; setting strategic directions/policies; demonstrating forward thinking and strategic leadership; practicing collaborative collective decision-making; encouraging diverse perspectives; acting proactively rather than reactively; and demonstrating its unremitting commitment to public interest and engagement.

Application:

This policy applies to all individuals who are elected or appointed to the College Council and to all professional and public members appointed to its committees.

Policy:

Council’s effectiveness relies on its commitment to the following principles:

1. Every regulatory decision made, or action taken by the College Council, and its committees evidently support the College’s mandate to serve and protect the public and their interests.
2. All Council members understand and embrace good governance practices that ensure clear distinction between Council’s role in governance and the CEO/Registrar and staff roles in operations and management.
3. The Council will seek to develop and maintain a mutually beneficial partnership with the CEO/Registrar and staff in its journey towards excellence in regulatory governance.
4. The Council demonstrates accountability for its actions and its individual and collective performance and is committed to:
 - a. Maintaining the structure and processes needed to enhance effectiveness
 - b. Evaluating its own performance, at least annually
 - c. Reviewing Council’s committee structure and composition regularly
5. The Council speaks with one voice once a Council decision has been made; and individuals who abstain or vote against a motion must adhere to and support the decision of a majority of the Council.

The Council’s commitment to continuous development and improvement is demonstrated through the orientation of all new Council members and through

College of Registered Nurses of Manitoba Governance Policy Manual

ongoing education and training in areas determined by Council through its periodic evaluations and discussions.

6. The Council's expectations of all members of Council and its committees respecting conflicts of interest, confidentiality, and other behaviours are set out in a code of conduct and is committed to acting against any individual who impedes Council's fulfilment of commitments by breaching any provisions set out in the code.
7. All individuals understand that all information they receive in the course of their duties at the College is confidential and that they are prohibited from sharing it in any form and by any means except as may be permitted in statute or policy.
8. All Council and committee members are expected and required to avoid activities which place them in a real, or perceived conflict of interest or role. Conflict of interest is a matter of personal responsibility and integrity. Where there is potential that a role conflict, or conflict of interest exists, individuals should advise the Council Chair and/or the CEO/Registrar at the earliest opportunity. Where a real or perceived conflict does exist, the conflict must be declared, addressed and managed by following the conflict-of-interest policy approved by the College Council.

Policy 1.3 The College’s Vision, Mission, Values

Approved By	Council	Last Revision	
		Last Review	
Approval Date	December 6, 2024	Next Review	

Our Vision

We are focused on sustaining patient safety and broader public benefit through meaningful registered nursing practice solutions for Manitoba healthcare.

Our Mission

To protect and serve the public interest through quality registered nursing regulation.

Our Values

Trusted: We act with integrity in every interaction as the best way to enhance our sustained regulatory impact and to ensure our standing as a reputable, trustworthy and unbiased partner.

Progressive: We seek progress, embrace risks and pursue innovative operational and regulatory practices to ensure our continued excellence and impact in a dynamic environment.

Accountable: We are transparent and take ownership for our actions, decisions and outcomes.

Relationship-Oriented: We challenge the status quo for meaningful collaboration with partners and greater transparency and ease of navigation for applicants, registrants and the public.

Policy 1.4 Council Recruitment, Selection & Succession-Planning

Approved By	Council	Last Revision	
		Last Review	
Approval Date	December 6, 2024	Next Review	

Purpose:

The purpose of this policy is to establish a framework for Council succession planning and the selection of new Council members.

Application:

This policy applies to appointments to Council made by Council in accordance with subsections 13(3) and 13(5) of the *Regulated Health Professions Act*. It does not apply to appointments to Council made by the Minister under sections 13(2) and 13(4) of the RHPA.

Policy:

The Council has a duty to govern its members in a manner that serves and protects the public interest. The Council is committed to effective accountable governance for the organization to carry out this mandate. This will be achieved by ensuring that:

- Members of Council have an appropriate mix of skills, abilities and expertise thereby enabling Council to effectively carry out its mandate;
- Turnover is managed to create stability, an appropriate balance of experience, new perspectives and energy;
- Council actively engages in succession planning towards the above goals;
- Council engages in active recruitment to ensure qualified candidates will seek to fill Council vacancies; and
- The process for selecting members is fair, transparent and effective.

Council will support its members in making an effective contribution to Council by offering an appropriate orientation program and ongoing education and training.

Council Member Selection:

Council is committed to a selection process that is, and is perceived to be, open, transparent and fair. The selection process included ensuring a public call for applications is made in accordance with the bylaws and screening applicants against a pre-determined set of selection criteria.

College of Registered Nurses of Manitoba Governance Policy Manual

The selection criteria used by the Council -as reviewed and confirmed by Council from time to time -can be found by [clicking on this link](#).

Policy 1.5 Screening and Election of the Chair-Elect

Approved By	Council	Last Revision	
		Last Review	
Approval Date	December 6, 2024	Next Review	

Purpose:

This policy sets out Council’s process for screening and determining eligibility of candidates seeking election to the role of Chair-Elect who is expected to succeed the Council Chair at the end of their term. Council is committed to ensuring this process is conducted in a transparent and professional manner.

Policy:

This policy identifies key steps in the process for screening and determining eligibility of candidates seeking election to the role of Chair-Elect on the Council of the College. Further descriptors related to each of the skills and competencies desired in a Chair-Elect are available to candidates, upon request to staff.

The following criteria apply to the Chair-Elect role:

1. Candidates must have at least one year on Council; have time to commit; and demonstrate the following skills and competencies:
 - a. Knowledge and understanding of the role of Council
 - b. Leadership/stewardship skills
 - c. Meeting management skills
 - d. Strategic thinking and analytical capabilities
 - e. Communication skills
 - f. Facilitation/Consensus building skills
2. Candidates are expected to demonstrate, in a written submission how they meet the Council’s expectations for skills and competencies, providing examples.
3. Eligible candidates who proceed to the election process will verbally highlight for Council the skills and competencies that they would bring to the Chair-Elect role, including examples.

Process:

1. On an as needed basis, the Chair will strike an ad-hoc committee consisting of the Chair, Chair-Elect and one other member of Council who has declared they are not interested in seeking the Chair-Elect role. This ad-hoc committee will screen applicants for eligibility to stand for election, on Council’s behalf.

College of Registered Nurses of Manitoba Governance Policy Manual

2. Council will, at least once every three years, review and confirm the specific skills and competencies that are used in screening for the Chair-Elect role.
3. The Committee will issue an open 'call for nominations' to all members of the Council, which will include information on the eligibility criteria and the screening process that will be used, and specifies the deadline for nominations.
4. The Committee members will independently review and assess candidate submissions to confirm whether and how each candidate meets the expected eligibility criteria, including the skills and competencies desired in a Chair-Elect.
5. At an in-camera meeting facilitated by the College's staff HR leader, or an external consultant, the members of the Committee will collectively share the results of their assessments of individual candidates and work to achieve consensus on a final result for each candidate.
6. The Chair of the Committee will notify any candidates who were not deemed to meet the eligibility criteria privately.
7. The names of the candidate(s) who have been determined to meet the eligibility criteria will be circulated to all members of Council no later than five days before the scheduled election; at this scheduled meeting and before the vote is called, each candidate will be invited to speak on their own behalf to Council to highlight the skills, competencies or experiences that they would bring to the role of Chair-Elect.
8. The voting procedure will follow the process set out in the bylaws.

Policy 1.6 Selection of Committee Members and Chairs

Approved By	Council	Last Revision	
		Last Review	
Approval Date	December 6, 2024	Next Review	

Purpose:

The purpose of this policy is to set out the process used for recommending appointments for Council Support Committees; the aim of this policy is to support a diverse and inclusive membership on committees.

Application:

This policy applies to the Chair of Council and qualified candidates serving on Council Support Committees.

Policy:

In alignment with identified best contemporary regulatory governance practices internationally, the Council will receive and approve a proposed slate of Council Support Committee appointments annually. Annual appointments to committees represent best contemporary governance practice, but nothing prohibits the re-appointment of any eligible individual to a committee.

Towards the end of each Council year, the Chair, or a member of staff on the Chair's behalf, shall poll every member of the Council to determine their availability, and interest, regarding committee appointments for the next Council year.

Once interest has been solicited, the Chair will invite one other member of the Council to join them in independently reviewing the declarations of interest from each member of Council and to summarize a list of potential appointees for each committee. In the event that the Chair is a registrant, they would invite a public member to join the ad-hoc committee and vice versa to ensure different perspectives are being heard. Before proposing a draft slate, the Chair and the other member will meet with the most recent Chair and staff resource person of each committee to gain insights into any specific skills or experiences that they believe would be particularly useful to 'their' committee in the next year. Any input that a committee's most recent Chair and staff resource person can provide on individuals seeking appointment or re-appointment to the specific committee in relation to prior availability, contribution, and commitment will also be taken into consideration.

After meeting with the most recent Chairs and staff resources for each committee, the Chair and appointed member will meet to finalize their proposed slate of committee members and committee Chairs, which will be put to Council for approval and appointment.

Section 2: Roles and Accountabilities

Policy 2.1 Role of the Council 16

Policy 2.2 College Committees..... 18

Policy 2.3 Role of Individual Council & Committee Members..... 20

Policy 2.4 Role of the Council Chair & Chair-Elect..... 22

Policy 2.5 Role of the CEO/Registrar..... 24

Policy 2.1 Role of the Council

Approved By	Council	Last Revision	
		Last Review	
Approval Date	December 6, 2024	Next Review	

Purpose:

This policy clarifies and sets out the key role and responsibilities of the Council of the College of Registered Nurses of Manitoba (CRNM).

Application:

This policy applies to all members of Council.

Policy:

As the governing body for the RN regulator in Manitoba, the College Council’s key role is governance and oversight, and it fulfils its governance role by providing oversight and for ensuring accountability for the overall performance of the College. The Council fulfils its responsibility for oversight by being fully engaged and prepared for all meetings; and by asking good questions that must be aligned with good governance principles, to satisfy itself that the rationale for Council’s decisions and actions align with the College’s mandate to serve and protect the public interest, and that adequate controls (financial and HR)¹ are in place. The Council sets strategic and policy directions that ensure RN professionals are accountable for providing safe and competent care to the public of Manitoba and demonstrates accountability for its own individual and collective performance through a transparent evaluation process.

Specific Role/Responsibilities:

1. The Council is responsible for setting high level strategic and policy directions that guide the College’s work and support its mandate to serve and protect the public from identified risks or harm.
2. The Council actively participates in setting its strategic and policy directions and approving a 3–5-year Strategic Plan. Council commits to reviewing its plan on a regular basis (minimum of 3 and maximum of 5 years) to confirm that its approved strategic and policy directions remain relevant and can still be reasonably achieved.
3. The Council reviews and approves the College’s financial statements, auditors report and ensures necessary resources are in place to support the College and effectively meeting the strategic and policy directions that it has approved.

¹ Financial controls questions may include variances in budget lines that are not clear or understood; HR controls questions provide assurance that performance management processes are in place for all staff and are being completed annually

College of Registered Nurses of Manitoba Governance Policy Manual

4. The CEO/Registrar is the only College employee who reports to and is directly accountable to Council; all other employees at the College report to and are directly accountable to the CEO/Registrar.
5. The Council assures that its approved strategic and policy directions and the public protection mandate are being effectively met through quarterly updates provided by the CEO/Registrar informing Council on activities that have been successfully implemented or achieved in the last quarter; activities that are not yet achieved or still underway; where there are anticipated delays, and the reasons for those.
6. The Council is responsible for hiring the CEO/Registrar and for annually evaluating their performance against agreed upon criteria.
7. The Council is accountable for its own performance and at least annually, participates in an individual and collective evaluation of Council's overall performance and effectiveness in carrying out its governing role.
8. In alignment with its governance role, and relating to matters that come before it, Council only asks questions of the CEO/Registrar and each other that are focused on "WHY"? and "WHAT"? *How* staff will go about implementing its approved strategies or directions is not Council's concern.

Policy 2.2 College Committees

Approved By	Council	Last Revision	
		Last Review	
Approval Date	December 6, 2024	Next Review	

Purpose:

This policy lists the committees that, through their work, support the work of the Council and the College. Council establishes committees and delegates responsibility to its committees to do work on its behalf. Certain committees are established in statute, and the College establishes some committees to support, through their work, its operational functions.

Application:

This policy applies to all established committees and the respective Chairs and committee members of each.

Policy:

All committees of the College are expected to function in accordance with applicable expectations set out in the RHPA, the regulations, bylaws, and the College's policies including Confidentiality, Conflict of Interest and the Codes of Conduct.

The College's committees are listed below, and current membership of these committees can be found at <https://www.crnmb.ca/the-college/council/committees/>

Council Support Committees

A committee is a Council support committee only if its existence and charge come from the Council. Council support committees assist the Council by preparing recommendations with implications for Council deliberations primarily focus on Council policy development and/or Council processes.

At least one-third of every Council committee must be public representatives and the chair of each of these committees must also be a member of the Council. The terms of reference for the Council committees below can be found by clicking the links below:

- [Finance Committee](#)
- [Governance Committee](#)
- [Appointments Committee](#)
- [CEO/Registrar Performance Evaluation Committee](#)
- [Appeal Panel Roster](#)

Regulatory Committees

The following committees are regulatory committees, which have been established to support the College's legislated mandate to regulate the RN profession.

- [Complaints Investigation Committee](#)
- [Inquiry Committee](#)
- [Continuing Competency Committee](#)
- [Education Program Review Committee](#)

Role of Committees:

Committees play an important role in the College's work. Council Support Committees and Regulatory Committees each have distinct roles in helping the College achieve its mandate.

Council Support Committees help the Council do its work by reviewing issues, exploring policy options and providing recommendations to Council.

Regulatory Committees help regulate the RN profession in the public interest. Some regulatory committees are advisory in nature, making recommendations to the Council or the CEO/Registrar. Other regulatory committees have independent decision-making authority granted to them under The Regulated Health Professions Act.

All committee members are subject to the same Code of Conduct as governs the Council.

Committee expenses will be reimbursed in accordance with Council policy 4.8 unless otherwise specified here.

Policy 2.3 Role of Individual Council & Committee Members

Approved By	Council	Last Revision	
		Last Review	
Approval Date	December 6, 2024	Next Review	

Purpose:

To establish and clarify the role expectations of individuals who serve on the Council and committees. Council and committee members can use this policy to ensure they understand and are meeting role expectations, and it can assist individuals considering seeking a position on Council or the committees in determining whether they are able and prepared to fill the role.

Application:

This policy applies to all members of Council whether elected or appointed and to all individuals appointed to Council committees.

Policy:

Council and Committee Members’ Role

All Council and committee members are expected to make themselves available, prepare appropriately, attend, and actively and respectfully engage in all meetings, hearings or other activities required to effectively discharge the work of the Council and/or Committee(s) on which they sit.

Responsibilities of all Council and Committee members:

1. Comply with the approved [Code of Conduct for Council](#) and committee members.
2. Demonstrate a Duty of Care in taking appropriate steps to enable and support sound and informed decision-making-including:
 - a. Being diligent (prepared and informed).
 - b. Being civil (demonstrating respect for each other and the governance processes being followed).
 - c. Being ethical (being aware of all facts, using College resources appropriately).
 - d. Being insightful in recognizing conflicts in oneself and others and declaring them.
3. Demonstrate accountability to the College’s public interest and protection mandate.

College of Registered Nurses of Manitoba Governance Policy Manual

4. Understand and support respective roles of the Council, committees, the CEO/Registrar and staff.
5. Maintain positive and mutually respectful relationships with others.
6. Participate in all orientation and ongoing education opportunities offered.
7. Ensure a good working knowledge of policies, procedures, relevant legislation, strategic directions and professional regulation.
8. Make decisions as a collective and hold joint responsibility for decisions and actions taken by the Council or Committee.
9. Commit to speaking with one voice once a decision has been taken by the Council and/or committee.

Specific Responsibilities of Council members

1. Be prepared to serve on at least one committee of the Council each year.
2. Discuss and develop policy to establish and support:
 - a. The long-term critical outcomes of the College
 - b. The ethics and prudence value system of the College
 - c. The processes and procedures that support Council in doing its work
3. Represent Council at College events or meetings on request, from time to time.
4. Serve as ambassadors for the College, effectively contributing to the positive perceptions of the College in the community through one's positive behaviors and actions
5. Demonstrate your commitment to govern on Council in a manner that evidently serves and protects the public interest

Policy 2.4 Role of the Council Chair & Chair-Elect

Approved By	Council	Last Revision	
		Last Review	
Approval Date	December 6, 2024	Next Review	

Purpose:

This policy clarifies the roles of the Council Chair, and the Chair-Elect. As the Chair of the Council, the Chair, in partnership with the CEO/Registrar serves as a primary spokesperson for the College Council. With, or at the request of the CEO/Registrar, Council Chair may serve as a spokesperson for the College.

Application:

This policy applies to the individuals who are elected by the Council to serve as its Chair and its Chair-Elect.

Policy:

1. The key role of the Chair is to effectively chair meetings of Council in a manner that ensures Council effectively achieves its meeting objectives, and that it behaves consistently in accordance with its own expected rules and behaviours. The Chair demonstrates effectiveness in chairing by:
 - a. Ensuring Council complies with its own policies and processes.
 - b. Ensuring matters that come before the Council align with its regulatory mandate to serve and protect the public and with its strategic plan.
 - c. Creating and fostering a culture that encourages and values participation and diverse perspectives.
 - d. Maximizing the contribution of individual strengths, skills and experiences of Council members.
 - e. Building and maintaining effective working relationships with the CEO/Registrar, other staff leaders and members of the Council.
2. In the event of a procedural dispute, the Chair will defer to the Rules of Order followed by Council, or if needed, to Council’s legal counsel.
3. The Chair works in partnership with the CEO/Registrar to ensure:
 - a. Orientation and induction training for all new Council members.
 - b. Ongoing training and development opportunities for all Council.
 - c. Development of meeting agendas.
 - d. Legal advice is sought where necessary or appropriate.
 - e. Media or other requests are effectively addressed.

College of Registered Nurses of Manitoba Governance Policy Manual

4. The Chair represents Council on Council matters to the public, registrants, senior government officials, elected officials, media, the governing bodies of other organizations and as otherwise may be determined by Council or requested by the CEO/Registrar.
5. The Chair works collaboratively with the Chair-Elect to help ensure they are ready to succeed to the role of Chair or to act on behalf of the Chair in their absence.
6. The Chair manages circumstances or situations that involve actions or behaviours of Council members, including introducing strategies to resolve conflicts if they arise.
7. The Chair facilitates the annual process for evaluation of the CEO/Registrar's performance and ensures a regular Council evaluation process.
8. The Chair does not have any individual authority to make independent decisions or to exert independent authority or supervision over the CEO/Registrar.

The Chair-Elect

The Chair-Elect is selected in accordance with the College bylaws to succeed to the role of Chair upon completion of the current Chair's term of office. The Chair-Elect assumes the same role and responsibility of any Council member and is expected to work collaboratively with the Chair to ensure they are prepared to succeed to the Chair role, and/or to act on the Chair's behalf in the event of their absence.

Policy 2.5 Role of the CEO/Registrar

Approved By	Council	Last Revision	
		Last Review	
Approval Date	December 6, 2024	Next Review	

Purpose:
To establish and clarify the role and accountabilities of the CEO/Registrar of the College.

Application:
This policy applies to the CEO/Registrar of the College who is the principal, and only staff member who reports to and is directly accountable to the College Council; and to the Council, who collectively hold the CEO/Registrar accountable for their performance and may make revision to this policy from time to time.

Policy:
The College’s governance model relies on the existence of a mutually beneficial partnership between the CEO/Registrar and the Council/Chair-the partnership must be built on openness, transparency and mutual trust that each party understands, embraces and stays within the ‘lanes’ of their respective roles and responsibilities.

The CEO/Registrar is responsible for effective overall operations of the College, for providing leadership and guidance to the Council, for ensuring Council’s approved strategic and policy directions are effectively implemented and for keeping Council apprised through regular reporting, of the progress made in implementation of same. The Council oversees but does not manage the work of the CEO/Registrar and relies on the CEO/Registrar’s expertise and guidance to assure sound decision-making and for the setting of its strategic and policy directions.

The CEO/Registrar works collaboratively with the Council and the Chair to lead the College in positive directions that protect the public interest and is effective in developing and maintaining good working relationships with all stakeholders. The CEO/Registrar is accountable to the Council, through the Chair.

The Council oversees and monitors the implementation of its set strategic and policy directions through the CEO/Registrar’s regular reporting to Council, which includes progress made in giving effect to these directions.

Responsibilities of the CEO/Registrar:
The CEO/Registrar is retained by the Council as the College’s chief executive officer and as such is responsible for directing and managing the day-to-day operations of the College within set financial targets. The CEO/Registrar is responsible for hiring and maintaining an

College of Registered Nurses of Manitoba Governance Policy Manual

effective staff team and providing timely strategy, policy and program information and recommendations to the Council and its committees. The CEO/Registrar provides leadership and guidance to assist the Council in meeting its governance and legislative obligations.

In summary, the CEO/Registrar is responsible for:

1. Overseeing the operations of the College, including managing its staff, ensuring the College meets its legislative and regulatory obligations and ensuring financial health and sustainability of the College.
2. Ensuring staff on the team have the appropriate skills and structure to deliver the expected services and programs.
3. Providing information, guidance, advice, and support to the Council and its committees to inform sound decision-making.
4. Guiding development of strategic policies and directions in partnership with the Council.
5. Developing and implementing operational plans that enable fulfillment of Council's approved strategic directions and regularly reporting performance against objectives as a standing agenda item at each meeting of the Council.
6. Building and maintaining appropriate relationships with the Chair and members of the Council and with external stakeholders, and representing the College at external functions and meetings
7. Serving as a primary spokesperson for the College, with the Chair in some situations.
8. Coordinating regulatory initiatives with government, including engaging in meetings with the Ministry/Minister to address ongoing and emerging issues.
9. Ensuring that the College fulfills its regulatory mandate and complies with legislative and regulatory statutes and laws.
10. Managing the finances of the College to ensure delivery of its regulatory mandate and sustainability of operations.
11. Providing timely, relevant, and complete financial information to the Council to facilitate informed decision making; monitoring opportunities and threats to the financial position or mandate of the College and providing relevant and timely information to the Council respecting identified or potential risks, including risks of harm

Section 3: Policies and Processes Supporting Good Governance

Policy 3.1 Evaluation of Council & Committee Meetings..... 27

Policy 3.2 Council & Council Chair Performance Evaluation 28

Policy 3.3 Evaluating the Performance of the CEO/Registrar 30

Policy 3.4 Code of Conduct & Sanctions Process 32

Policy 3.5 Confidentiality & Privacy 36

Policy 3.6 Conflicts of Interest..... 38

Policy 3.7 Annual Attestations..... 40

Policy 3.8 Supporting Positive Relationships 41

Policy 3.9 Council Meeting Agendas and Minutes..... 45

Policy 3.10 Use of In-Camera Sessions..... 47

Policy 3.11 Framework for Decision-Making..... 49

Policy 3.1 Evaluation of Council & Committee Meetings

Approved By	Council	Last Revision	
		Last Review	
Approval Date	December 6, 2024	Next Review	

Purpose:

This policy demonstrates Council’s commitment to governing with excellence and integrity and to allocate resources to ongoing learning and improvement.

Policy:

The Council and all Committees assess their performance and effectiveness after each meeting, and annually at the end of the Council year.

Evaluations of Council Meetings/Meeting Processes

1. At the completion of each Council meeting, all members of the Council will complete a short evaluation of the meeting to provide feedback on the meeting, including perceived levels of collective engagement and effectiveness
2. The surveys will be sent in confidence to the staff person designated as the Council liaison who will prepare a summary of aggregate results, and comments for review. Individuals will only be contacted where provided comments or scores are deemed to require clarification.
3. The Chair and the CEO/Registrar receive and review a summary of the evaluation feedback from each Council meeting and may follow up to seek clarification on comments received.
4. At the next meeting following this evaluation, a report will be made to the Council on overall results, highlighting areas that may require the Council’s attention or focus. It is best practice that the Council meeting/process evaluation tool is periodically reviewed by Council and amended as required to ensure currency and ongoing relevance.
5. Committee members participate in a similar meeting evaluation process after each committee meeting; aggregate results will be prepared by staff and reviewed by the committee Chair and the committee staff resource person and then shared with the committee at its next meeting. The committee chair may follow up on any provided comments or scores where clarification is needed.
6. The evaluation at the end of each meeting should focus on the meeting process and general participation. An evaluation tool is established by Council and confirmed from time to time

Policy 3.2 Council & Council Chair Performance Evaluation

Approved By	Council	Last Revision	
		Last Review	
Approval Date	December 6, 2024	Next Review	

Purpose:

The Council demonstrates accountability for its performance-individually and collectively and engages in an annual evaluation process. An annual evaluation of the Council Chair is an important component of this process. The purpose of this policy is to articulate the process used to gain insight into the individual strengths, and collective performance of the Council.

Application:

This policy applies to all individual members of the Council; the Council Chair and to the person who is designated by Council to receive and report back to Council on the summarized anonymized results and any recommendations.

Policy:

This policy relies on the engagement and commitment of each individual Council member who contribute to the collective and overall performance of the Council. Evaluation of the Council Chair is particularly important in regulatory governance models, where individuals customarily assume the role of Chair without possessing the skills or experience needed to lead the Council towards its goals through effective chairing. Chairs need to prepare themselves for this important role, be conscious of their own strengths and weaknesses, seek support where needed, and they should actively and regularly seek feed-back from other members of Council. In this process, the Chair will self-assess themselves and receive feedback that includes comparison between their self-assessed score and average score attributed to them in each of the corresponding categories. The Council annually will appoint a designated person who will receive, collate and report back to Council on aggregate results, and to the Chair on their individual results.

The annual evaluation survey used in the evaluation of Council and its Chair includes two distinct parts:

Part 1: Evaluation of Individual and Collective Performance on Council

1. The desired categories and specific competencies or skills against which individuals will annually assess their own, and the Council’s collective performance, are established by Council and confirmed from time to time.
2. Annually and prior to the end of each Council year, every Council member will participate in the Council evaluation process which is mandatory and confidential.

College of Registered Nurses of Manitoba Governance Policy Manual

3. The electronic evaluation survey will ask each member of Council to provide a rating as to how they believe they each perform in each category and another rating as to how they believe Council as a whole performs, in the same category.
4. The evaluation surveys for the complete assessment are submitted in confidence to a Council-designated individual who reviews, collates and summarizes results.
5. Once complete, the Council will receive a report confirming that all Council members participated in the survey and summarizing aggregate results showing the collective performance of the Council as assessed by individual members.
6. Each individual Council member will also receive a confidential summary showing the comparison between the results from their own self-assessments and aggregate results based on how individual Council members see that Council performs collectively.
7. The final summary report to the Council may give rise to recommendations regarding potential education or other support resources which may benefit the Council as a whole.

Part 2: Annual Evaluation of the Chair

1. Annually, and prior to the last meeting of Council in that Council year, each member of Council will complete an [online assessment of the Chair against criteria approved by Council](#) and reviewed from time to time. This process will be mandatory, and confidentiality of responses will be assured.
2. A designated individual, will receive and review completed assessments, summarize results and meet with the Chair to discuss the overall results and any identified opportunities for further skills development.
3. Where there is considerable concern(s) expressed respecting the Chair's performance, the designated individual may meet with individual Council members who provided the feedback to discuss their concerns.

Policy 3.3 Evaluating the Performance of the CEO/Registrar

Approved By	Council	Last Revision	
		Last Review	
Approval Date	December 6, 2024	Next Review	

Purpose:

This policy sets out the measurable performance indicators for the CEO/Registrar’s annual evaluation. The evaluation framework is based on measurable outcomes aligned with Council’s expectations for the CEO/Registrar. Oversight is a key role of Council and providing feedback on the performance of the CEO/Registrar is a responsibility of all Council members with the exception for a new member of Council who as of the evaluation date has no experience working with the CEO/Registrar.

Policy:

The Council will assess the performance of the CEO/Registrar annually at the end of the calendar year. The process will be completed by the end of March. The evaluation survey will measure performance in the following key categories:

- Leadership – Internal to the College
 - Strategic vision and planning
 - Council support. Leading and guiding Council
 - College meets its legislative and regulatory obligations
 - Gives effect to the Council’s set directions and regularly reports on progress
 - Develops Senior Leadership Team/ succession planning in place
 - Good communication skills
 - Effectively leads staff team for optimal results
- Leadership – External to the College
 - External activities and engagements positively reflect on the College
 - Engagement in the provincial Alliance of Health Regulatory Colleges
 - Engagement with Canadian Council of Registered Nurse Regulators and Canadian Nurse Regulator Collaborative
 - Media relations
- Operations Management
 - Financial results
 - Use of resources

College of Registered Nurses of Manitoba Governance Policy Manual

- Demonstrated appropriate financial and administrative controls
- Risk Management
- Relationship and People Management
 - Relationships with necessary stakeholders are positive and maintained
 - Positive relations with Ministry Officials
 - Positive relationships with other nursing and health professions regulators
 - College's ability to recruit and retain staff

Procedure

1. In partnership with the Chair, and Chair-Elect, the Executive Assistant will develop the survey tool for circulation to all members of Council. The survey tool used will ensure all individual surveys, as well as a summary of aggregate results go directly to an external consultant.
2. In partnership with the Chair, and Chair-Elect, the Executive Assistant will develop the survey tool for circulation to all members of the College Leadership Team. The survey tool used will ensure all individual surveys, as well as a summary of aggregate results go directly to the external consultants. No comments will be attributed to any identified individuals(s) and confidentiality of all comments will be preserved.
3. Every 3 years, wider input should be sought from all staff as well as identified external stakeholders as part of a 360-degree review.
4. The external consultant will compile the results into a report for distribution to the Chair. The Chair will receive and review all survey results and distribute to the CEO/Registrar Performance Evaluation Committee ("the Committee").
5. The Committee will consider the results and finalize the report and any comments or suggestions to be considered by the Council in an in-camera meeting.
6. Following the in-camera session, the Council Chair and Chair-Elect will meet with the CEO/Registrar to deliver and discuss the results of the performance evaluation, including any identified gaps or opportunities for improvement, or the CEO/Registrar's requests for professional development opportunities going forward.
7. These discussions will give rise to an agreed plan for the next year, including professional development opportunities and addressing any identified areas for improvement.
8. The meeting should also include discussions respecting compensation plans/planning for the CEO/Registrar in the next year and beyond

Policy 3.4 Code of Conduct & Sanctions Process

Approved By	Council	Last Revision	
		Last Review	
Approval Date	December 6, 2024	Next Review	

Purpose:

Good Governance is as dependent on behaviours and relationships as it is on processes and procedures. Accordingly, it is important that all members of the College Council and its Committees understand, acknowledge, and adhere to Council’s approved Code of Conduct, including the importance of declaring and managing potential conflicts of interest to minimize risk and ensure integrity of decisions and actions taken by Council and the committees. It is also important to include an approved sanctions process that will be followed in the event the Code of Conduct is breached.

The purpose of this policy is to set out in a brief, relatively readable document, the fiduciary expectations of all Council and Committee members, and the accompanying, and approved process for sanctions, should there be a finding of a breach of the Code of Conduct.

Application:

This policy applies to all members of College’s Council and Committees who are expected to read, understand the provisions set out within the Council’s approved Code of Conduct and sign undertakings² of acknowledgement and agreement to adhere to these provisions.

The Code of Conduct also has some relevance to the CEO/Registrar and staff. While some provisions do not have direct application to staff, the Registrar ensures that they and the staff of the College comply with the Code to the extent it is applicable to their role and that they comply with the spirit of the Code where it is not directly applicable to their role.

Policy:

The College Code of Conduct sets expectations that members of the Council and its committees will put the interests of the College (and its Council and committees) above their other interests. This policy includes added expectations that all members of the Council and members of committees appropriately discharge their fiduciary responsibilities; act honestly, professionally, and independently; and commit to declaring all potential conflicts of interest or role conflicts that may arise.

Council Conduct

All Council members and committee members are expected to exhibit conduct that is ethical, businesslike, and lawful, in a manner that is consistent with the nature of the responsibilities of the Council and the confidence bestowed on it by the public and its

College of Registered Nurses of Manitoba Governance Policy Manual

registrants. Good conduct is demonstrated when acting in good faith and responsibly, with due care and without allowing independent judgement to be influenced. All members of Council and committees are expected to act with honesty, integrity, professionalism and to preserve confidentiality of information they receive in the course of executing their roles at the College. This policy applies equally to all Council and committee members, as the role of a committee member is considered comparable to that of a Council member due to their direct participation in the committees that assist Council in fulfilling its statutory duties. Further, members of Council and committees are equally expected to aspire to excellence in their roles as governors. The Code of Conduct serves to provide the Council and its committees with a high standard of conduct to guide and support their work in the best interests of the College, its legislative mandate, and the public. Council and committee members, both individually and collectively, are accountable for their overall conduct.

Council Wholeness

Members of the Council do not have any individual authority over the College or its staff. The CEO/Registrar is the only individual on the staff team who reports to and is directly accountable to the Council; accordingly, any issues or complaints a Council member has respecting another member of the staff team are to be raised only with the CEO/Registrar who is responsible to managing staff and other concerns related to operations. The official spokesperson to speak on behalf of the Council is the Chair; notwithstanding, a member of Council may explicitly repeat or relate stated, approved decisions, policies or positions of the Council. Once a position is taken or a decision made by Council, all members of the Council are expected to publicly 'speak with one voice' in support of Council's position.

Conflict of Interest

Council and committee members are expected to manage conflicts of interest – real or perceived – openly and honestly and in keeping with the [conflict of interest policy](#).

Sanctions³

When a matter related to a potential breach of the Code of Conduct arises, the following process for considering a sanction will be followed to assure fairness and to protect the reputation and liability of the College, its Council, and committees.

- All concerns related to the conduct of a Council or committee member should be brought to the attention of the Council or committee Chair.
- Should the concern pertain to the Council Chair, the conduct should be brought to the attention of the Chair-Elect
- Should the concern pertain to a committee Chair, the conduct should be brought to the attention of the Council Chair.
- All concerns must be documented, specifically the questionable conduct, in sufficient detail to enable it to be understood. The documentation should identify the element(s) of the Code that is/are of concern and include, where relevant, supporting evidence.

³ Adapted, with permission, from current policy/processes in place at the College of Veterinarians of Ontario, as revised March 2020

College of Registered Nurses of Manitoba Governance Policy Manual

- After review of the material, and dependent on the issue, the Chair will contact the member in question. A Council or committee member who is alleged to have violated the Code of Conduct shall be informed in writing by the Council or Committee Chair and shall be allowed to present their views of such alleged breach at the next Council or Committee.
- The complaining party must be identified and if they are a member of Council or the committee that is considering the allegation, will absent themselves from deliberations leading to any resulting vote or resolution at the meeting.
- Where probable grounds for a serious breach of the Code of Conduct exist, the Council or Committee Chair may ask the CEO/Registrar to engage the services of an independent third party to investigate the matter and report back to the Council or Committee on their findings regarding the alleged breach.
- Where it is determined that a breach of the Code of Conduct did take place, the Council or committee, may, based on a resolution that has been properly moved, seconded, and agreed by two thirds of the Council or committee, impose a sanction that includes one or more of the following:
 - Requesting a change in the behaviour of the person found to be in breach;
 - Requesting that the person apologize for his/her behaviour;
 - Censuring the person for his/her behaviour;
 - Declining to appoint a person to any committee or to a specific committee;
 - Declining to provide confidential information to the person, in circumstances where concern over breach of confidentiality has occurred;
 - Requesting the person's resignation from the Council, committee or other activity in which they had been acting on behalf of the College;
 - Removing a professional member from the Board, committee, or other activity in which they had been acting on behalf of the College in accordance with established policies or By-laws; or
 - Requesting that the Minister remove a member appointed by the Lieutenant Governor from the Council on the basis of the breach.

If the Council or committee decides to remove a member from the Council or the committee it shall do so in accordance with the approved process, which should be included in the Bylaws.

Procedural and other Safeguards

In determining whether to impose a sanction, and which sanction to impose, Council or committee shall be mindful of the general principle of proportionality in determining whether the sanction should be more remedial or punitive in nature.

The Council or committee, before imposing a sanction, shall first provide the person with an opportunity to address the Council or committee personally or through legal counsel. A resolution of at least two thirds of the members at a meeting that is duly called for that purpose, shall be required to sanction a member.

College of Registered Nurses of Manitoba Governance Policy Manual

A Council or committee member whose conduct is the subject of concern may attend but shall not take part in any deliberation respecting their conduct and if the person is the subject of a vote taken under this Code of Conduct, they shall leave the room and shall not vote on the matter.

Any deliberation or vote taken under this Code of Conduct shall be public except in circumstances where information presented during the deliberation may be detrimental to the person whose conduct is the subject of concern (e.g., information on his or her health status is presented).

The College will not be responsible for any costs of the responding member.

Policy 3.5 Confidentiality & Privacy

Approved By	Council	Last Revision	
		Last Review	
Approval Date	December 6, 2024	Next Review	

Purpose:

This policy is to set out Council and committee member obligations to preserve the confidentiality and privacy of information that comes to them in the course of their duties and roles with the College.

Application:

The policy applies to all members of the College Staff, the College Council and its committees.

Policy:

As a regulator, the College is a custodian of considerable personal and other information, some of which will come to the attention of the College staff, and Council and committee members during their association with the College, much of which must be kept confidential. It is understood, and stated in the Code of Conduct, that the statutory duty of confidentiality does not end with a Staff, Council or committee member's term of office but continues into perpetuity.

Confidentiality:

Every individual involved in the governance and administration of the College is subject to stringent rules of confidentiality, as outlined in subsection 140(2) of [The Regulated Health Professions Act](#). In many jurisdictions across Canada, statutes include confidentiality provisions that can lead to prosecution and imposition of monetary fines if breached.

Annually, Council and committee members at the College will be requested to confirm their understanding of confidentiality and privacy obligations through signed acknowledgement or attestations. The CEO/Registrar will also annually confirm that her collective staff have also read and acknowledged this policy.

Privacy:

Personal information collected by the College is subject to relevant federal and provincial privacy laws. The College has its own privacy policy, setting out its policies and procedures for ensuring the safeguarding of personal information, in accordance with principles of accountability; identifying purposes; consent; limiting collection and use; disclosure or retention; accuracy; safeguards; openness; and individual access.

College of Registered Nurses of Manitoba Governance Policy Manual

Alleged breaches of this policy will be addressed by the Council or by the CEO/Registrar in accordance with the provisions set out under [Policy 3.4 – Code of Conduct and Sanctions Process](#).

Policy 3.6 Conflicts of Interest

Approved By	Council	Last Revision	
		Last Review	
Approval Date	December 6, 2024	Next Review	

Purpose:

This policy articulates and clarifies expectations of Council and committee members to avoid, and where not possible, to disclose and declare any actual conflicts, or appearance of conflicts of interest.

Application:

This applies to all College Council and committee members.

Policy:

All members of College Council and committees should avoid situations that put them, or could be perceived to put them, in a conflict of interest and/or impact their ability to devote complete loyalty and singleness of purpose to the public interest.

Perceived conflicts are as real, and as potentially risky to the College, as are actual conflicts and as such, any conflicts need to be declared, addressed, and managed.

Conflicts of interest arise where a Council or committee member, a member of their family or other known close associate(s) would or could benefit-or reasonably be seen to benefit either financially or in any other way from a decision or action that the Council or a committee is considering or taking. To avoid conflicts of interest, Council and committee members should exercise good judgement and caution where:

- They, their spouse, family member or other known close associate could, would, or could be perceived to, benefit from a decision or action being contemplated.
- They are asked to disclose information they gleaned through their association with the College.
- They are offered gifts from individuals who interact with, does business with, or may aspire to do business with the College.
- They find themselves inclined to give, or to seek preferential treatment.
- They end their association with the College -confirmation of continuing obligations and whether they are time limited or in perpetuity should be sought from the CEO/Registrar.
- They are invited to engage in outside activities where they may be perceived to be representing the College, but have not been authorized to participate as an official representative of the College.
- They put professional or self-interests above public interest(s).

College of Registered Nurses of Manitoba Governance Policy Manual

Process:

Where an individual believes there is any potential for a conflict of interest respecting themselves, they should:

1. Consult with either the Council or committee chair and/or the CEO/Registrar who may choose to seek advice from legal counsel.
2. If there is any doubt as to whether a conflict exists, disclose the information to the Council or to the committee, which collectively may decide the matter. If there is any uncertainty or doubt, it is usually best to treat the potential conflict as a conflict of interest.
3. Accept the Council, or committee's decision as to whether there is an appearance of, or actual conflict.
4. Where a conflict has been determined, leave the room (virtual or in person) and do not take part in any discussion of, or vote on the matter.
5. Do not attempt in any way to influence the discussion, or vote on, the matter.
6. All declarations of conflict, whether determined to be a conflict or not, should be recorded in the minutes of the meeting.

Where a Council or committee member has information suggesting that another Council or committee member has an appearance of a conflict of interest, they must disclose the concern to the appropriate person (the Council or committee chair and/or the CEO/Registrar who may decide to seek advice from legal counsel). Should the concern pertain to the Council or committee Chair, the conduct should be brought to the attention of the Chair-Elect or committee vice-chair.

All Council and committee members should confirm their understanding of their duty to avoid and address conflicts of interest by signing an acknowledgement annually. They should also provide a list of organizations with which they are affiliated each year and update this information immediately as it changes.

Policy 3.7 Annual Attestations

Approved By	Council	Last Revision	
		Last Review	
Approval Date	December 6, 2024	Next Review	

Purpose:

To set out the expectation that all Council and committee members will annually sign an acknowledgement that they have read, understood, and will undertake to comply with the provisions of the policies below.

Application:

All members of the College Council and committees, and to the Council and committee Chairs who are responsible for dealing with any alleged failures to sign or adhere to the provisions.

Policy:

It is an identified best practice that all regulatory Council members and committee members – whether they are new or returning members – annually acknowledge, through their signing of annual undertakings, that they have read, understood and will abide by the following policies as approved by the Council:

- Code of conduct (3.4)
- Confidentiality and privacy (3.5)
- Conflicts of interest (3.6)
- Policies related to roles and accountabilities (see section 2)
- Policy on supporting positive relationships (3.8)

Annual attestations remind individual Council and committee members of the behaviours, roles and accountabilities expected of them, as set out in policies which are approved and may be revised by the Council, from time to time.

Sanctions:

Alleged breaches of undertakings will be investigated in accordance with the same process set out under [Policy 3.4 – Code of Conduct and Sanctions Process](#), where a sanction may be deemed by the Council to be necessary or appropriate.

Policy 3.8 Supporting Positive Relationships

Approved By	Council	Last Revision	
		Last Review	
Approval Date	December 6, 2024	Next Review	

Purpose:

It is expected that all Council, committee, and staff members will be treated with, and treat each other, with dignity and respect to foster a positive and productive working environment for all. This policy further addresses the need for Council members, committee members and staff to interact in ways that minimize a potential for risk.

Accountability:

This policy applies to all members of the College Council, its committees, and its staff, and to the Council Chair and the CEO/Registrar who play an important role in resolving any identified issues or matters of concern in a sensitive and expedient manner.

Policy:

The College is committed to maintaining a positive culture and a work environment where all staff members treat each other and are likewise treated with dignity and respect. Maintaining such a culture, generally established through leadership modelled by the CEO/Registrar and the individuals who chair both Council and committees, are only possible with the collective support of all members of the Council, committees and staff.

The corresponding expectation that all members of the Council, committees and staff will treat each other and always be treated with dignity and respect, applies to all individuals who do work with the College, whether as employed staff, elected or appointed members of Council and committees, or hired external experts or consultants.

The College's expectation is that no person to whom this policy applies engages in inappropriate conduct that could put the organization at risk. This includes conduct that constitutes, or could be perceived to constitute, an appearance of bias, a conflict of interest, personal harassment, sexual harassment, or an abuse of authority.

Considerable insight and personal reflection is required to understand that an interaction is unwanted by another party. Where a situation arises that creates discomfort for a staff member (however well-intentioned), the Council or committee member(s) will be identified and the matter resolved through the Council Chair, Committee Chair and/or the CEO/Registrar with sensitivity and expediency.

College of Registered Nurses of Manitoba Governance Policy Manual

Maintaining Positive Relationships amongst Council and Committee Members

The collective performance and overall effectiveness of the Council and committees are most productive where their members work well together, in a way that supports a culture of collegiality, respect and inclusivity. Relationships amongst Council and committee members can have a direct impact on both. Accordingly, all members of Council and the committees should feel welcomed and valued by their colleagues and encouraged to engage in their respective discussions and activities. It requires considerable insight and personal reflection on the part of each party to be able to determine, as an interaction is unfolding, how discussion is going and whether the interaction is being received as intended.

All Council and committee members are expected to commit to demonstrating good and appropriate conduct and behaviour in their interactions with each other. The following are examples of behaviours or actions that can negatively impact maintenance of positive and appropriate relationships amongst members of the Council, or the committees and should be avoided:

- Making inquiries of a personal nature to a person about another person.
- Touching physically in any way that may make another person uncomfortable.
- Making comments of a personal nature about any person.
- Discussing matters of a personal nature regarding their personal life or circumstances that go beyond boundaries of a business relationship or the limits of an established relationship.
- Making suggestive remarks or gestures to a fellow Council or committee member.
- Sharing offensive pictures or jokes, whether considered to be wanted or unwanted, with colleagues.
- Publicly challenging the integrity of a fellow Council or committee member.
- Publicly and verbally attacking a fellow Council or committee member regarding their expressed views or opinions.
- Engaging publicly or privately, in name calling, ridiculing, berating, isolating.
- Engaging publicly or privately in offensive comments that demonstrate intolerance or discrimination, including but not limited to insensitivity to race, national or ethnic origin, colour, religion, age, sex, sexual orientation, gender identity or expression, creed, or disability⁴.

Maintaining Positive and Appropriate Relationships between Council and Staff

The greatest risk related to a perceived abuse or imbalance of power, can exist between a member of Council and staff. Accordingly, separate provisions are set out relating to Council and staff relationships and those relating to members of the Council and committees.

⁴ This diversity language comes from the Canadian Human Rights Act, <https://laws-lois.justice.gc.ca/eng/acts/h-6/page-1.html#h-256819>

College of Registered Nurses of Manitoba Governance Policy Manual

All Council members must be aware that by virtue of their roles, they are perceived by staff to potentially wield influence on their employment or advancement at the College. As such, Council members must exercise caution to ensure their interactions with staff are not perceived by the staff person to be personal in nature, and that these do not make the staff person feel uncomfortable or threatened in any way. Staff members must also exercise good judgement in maintaining positive relationships with Council members that are appropriate to their respective roles and authority.

Interactions between Council members and staff should be limited to those related to individual governance or staff roles. It is appropriate for the Chair and Council members to directly contact the CEO/Registrar who is the sole employee directly accountable to them. It is also appropriate for a committee chair to directly contact the staff resource person who is assigned to that committee. It is not generally appropriate for individual Council or committee members to directly contact other individual staff members with requests, unless such contact is first discussed and agreed with the CEO/Registrar, to whom they report.

Some examples of where caution should be exercised on all parts to decrease the risk that interactions between Council or committee members and staff may be perceived as unwelcome or inappropriate may include:

- Sending unsolicited communication to an individuals' personal email or calling their personal phone.
- Offering to meet the staff person, or if a staff person a Council or committee member, after business hours or outside the College even if to discuss business, without the prior knowledge and/or consent of the CEO/Registrar.
- Making comments of a personal nature.
- Discussing matters of a personal nature that go beyond boundaries of normal business situations.
- Making inquiries of a personal nature about another person.
- Touching physically in any way that may make the other person feel uncomfortable.
- Giving or exchanging gifts.
- Entering into any financial agreement, such as borrowing or lending money, soliciting charitable donations, or soliciting free or discounted service or advice.
- Making requests of staff to do something that is not within the staff person's normal job or duties.
- Making requests of staff for special service or treatment.

Procedure:

In the event a concern related to this policy arises, the matter should be brought to the immediate attention of the Council or Committee Chair and the CEO/Registrar. If the matter

College of Registered Nurses of Manitoba Governance Policy Manual

involves conduct of a Council or Committee member, the Chair will manage the issue in accordance with [Policy 3.4 – Code of Conduct and Sanctions Process](#). If the matter involves the Chair, the matter should be brought to the immediate attention of the Chair-Elect. If the matter involves a committee Chair, the matter should be brought to the immediate attention of the Council Chair. If the matter concerns the conduct of a staff person, the CEO/Registrar will manage the issue in accordance with HR policies at the College.

Policy 3.9 Council Meeting Agendas and Minutes

Approved By	Council	Last Revision	
		Last Review	
Approval Date	December 6, 2024	Next Review	

Purpose:

To set out processes for the setting of meeting agendas and minutes of meetings.

Application:

The policy applies to all meetings of the College Council and its committees.

Policy:

Agendas

The agendas for all Council meetings are prepared by the Chair and the CEO/Registrar in consultation and once finalized, the Council meeting agenda is circulated, along with all relevant accompanying materials to Council members at least seven days before the next scheduled meeting of Council.

Potential agenda items for the Council agenda may be proposed by committees or by Council members through submission of the written request to the Chair and the CEO/Registrar no less than fourteen days before the next scheduled meeting.

Similarly, the agendas for all committee meetings are prepared by the Chair of each committee in consultation with their committee's primary staff resource person. Agenda items may include matters arising from previous meetings, specific matters directed to the committee by Council, or matters proposed by members of the committee submitted to the Chair who will determine whether they will be included in the next committee meeting.

[This agenda screening tool for regulators](#), adapted from the United Kingdom (UK) ⁵, is meant to assist Council in determining, through answers to specific questions, items that warrant the Council's attention and those which do not.

Consent Agenda items

Consent Agenda items are 'usual and customary' reports that routinely come to the Council for information-such reports generally include:

- Informational/progress reports from committees

⁵ Adapted from the *Council of Healthcare Regulatory Excellence (CHRE) in the UK, currently known as the Professional Standards Authority (PSA)*

College of Registered Nurses of Manitoba Governance Policy Manual

- the quarterly CEO/Registrar Report to Council
- the quarterly Council Chair Report to Council
- Strategic Plan-update and progress reports may be included as part of the CEO/Registrars report
- any media or other reports deemed to be of interest or relevance to the Council by the Chair and CEO/Registrar

Where a member of the Council identifies an item or report in the consent agenda that they wish to discuss, they will request that the Chair pull the identified item or report from the Consent Agenda to allow for more discussion or debate on the topic. Where there are no such requests, all reports or items included in the Consent Agenda are accepted or approved by Council in one motion.

Other matters will be on the agenda as standalone items.

Minutes

Both Council and committee minutes serve as the official record of decisions and actions that occur during a Council or committee meeting. As a general approach and in alignment with identified best governance practices, the minutes of Council and Committee meetings will reflect only the essence or general themes of discussion; the various positions on a matter that were considered by the Council or the committee; a record of any motion(s) made respecting that matter; and the results of the vote taken on the matter.

While minutes will reflect the various positions on a matter that the Council or committee considered in making its decision, personal views expressed will not be attributable to individual members of the Council or the committee unless such individuals specifically request it at the meeting, in which case minutes will reflect that this specific request was made and by whom.

Regarding voting, minutes will generally include the motion that was made, the mover and seconder of the motion, and the results of the vote - namely the numbers in favour, the numbers against, and number of abstentions, if any. A particular vote in favour or against a motion, or an abstention will not generally be attributable to a member of Council or a committee unless the member specifically requests it, in which case minutes will reflect that this request was made and how the member voted.

Policy 3.10 Use of In-Camera Sessions

Approved By	Council	Last Revision	
		Last Review	
Approval Date	December 6, 2024	Next Review	

Purpose:

This policy sets out the Council’s approved processes respecting the use of in-camera sessions.

Application:

This policy applies to all Council meetings.

Policy:

The College Council aligns with best regulatory practices internationally in embracing principles of transparency where possible, in all its proceedings to build and maintain public trust and confidence. Decisions to exclude the public from public meetings can adversely impact trust in the Council and in the College, even where the rationale or justification for such actions are clearly articulated- and it is for this reason that in-camera sessions should be used judiciously.

Reasons for moving into an in-camera session:

The College Council may exclude the public from any meeting, or part of a meeting if it is satisfied that:

- a) matters involving public security may be discussed
- b) financial, personal or other information that may be disclosed at the meeting is of such a nature that the desirability of avoiding public disclosure of such information in the interest of any person affected or in the public interest outweighs the desirability of adhering to expectations that meeting be open to the public
- c) a person involved in a criminal proceeding, civil suit or another proceeding may be prejudiced
- d) personnel matter or property acquisitions will be discussed
- e) instructions will be given to, or opinions received from the College’s legal counsel
- f) matters that the Chair and CEO/Registrar believe are sensitive enough to warrant an in-camera discussion
- g) the Council will deliberate whether to exclude the public from a meeting.

College policy sets out the expectations that the Council Chair, in consultation with the CEO/Registrar and/or legal counsel if needed, will carefully consider whether a matter meets the above criteria and where it does, will clearly and publicly announce that the Council will be going into an ‘in camera’ session to discuss a matter that meets the approved criteria set out in this policy. Where the need to go ‘in camera’ is anticipated in advance of a

College of Registered Nurses of Manitoba Governance Policy Manual

scheduled Council meeting, the in-camera sessions will be scheduled, wherever possible, either at the beginning or at the end of the meeting to accommodate public guests and observers.

Procedure:

- In-camera sessions are not a standing item on the Council agenda but are determined either as the agenda is being set by the Chair and CEO/Registrar before a meeting, or during a meeting when a specific or unanticipated matter arises.
- If, upon receiving and reviewing their Council materials, a Council member believes that an agenda item might be best dealt with in-camera, they are expected to contact the Chair to discuss this concern, if possible, prior to the Council meeting.
- An agenda item raised for consideration for an in-camera session must be accompanied with sound reasons for the proposal. The Chair in consultation with the CEO/Registrar and/or legal counsel will determine the merits of such requests against the criteria for justifying an in-camera session.
- A vote to move in-camera, and then to move back out, each requires a mover and a seconder and a simple majority affirmative vote.
- All guests and observers, except for designated staff observers and/or legal counsel who may be invited by the Council Chair to remain in the in-camera session for the Council's deliberations, will be asked to leave the meeting.
- The CEO/Registrar attends all in-camera sessions of the Council except for those meetings where their performance is the specific topic for Council's discussion. The CEO/Registrar does not generally attend in-camera sessions where their performance, contract, or compensation are the intended subjects of discussion unless invited by the Chair to attend or to address the Council.
- The reason for an in-camera session will be recorded in the official minutes of Council, and the decision reached, or a summary of the decision reached during the in-camera session will be provided to the Council minute-taker. Where staff are excluded from an in-camera session, the Chair will appoint a minute taker and see that the minutes of the in-camera session are retained for reference.

Policy 3.11 Framework for Decision-Making

Approved By	Council	Last Revision	
		Last Review	
Approval Date	December 6, 2024	Next Review	

Purpose:

The College carries out its mandate, duties, powers, and governs its members in a manner that serves and protects the public interest. This policy sets out the approved framework Council and committees will use to support decision-making that is transparent, prudent and information based.

Policy:

Council’s decision-making process is based on ensuring that:

1. The Council decides on issues which align with its governance role and responsibilities.
2. The Council seeks out appropriate information to analyze and support its policy decision.
3. The Council may use an individual, small group or committee to prepare a discussion brief for the Council if warranted.
4. The public, and registrants will be consulted where applicable and appropriate
5. The Council will take the time needed to address significant policy decisions, considering all options and implications of a decision or action it may take.
6. In making its decision, Council will work to achieve consensus, with the final Council decision made using a majority vote process.

Informing Good Regulatory Decision-Making

Feedback and input will be sought from the public, members of the profession and other related stakeholders on matters that are considered to have an impact on them. When planning to seek input, the Council and committees shall consider the following to determine the best consultation approach(es) that will yield the most meaningful and relevant feedback. Considerations to inform Council and committee decisions include but are not limited to the following:

1. *What is the ‘public interest’ rationale for doing this?*
2. *Are we seeking qualitative or quantitative data, or both?*
3. *Which group(s) need to be consulted on this matter? (the public, the profession, other stakeholders?)*
4. *Is there comparative information that we can use to avoid duplication of efforts or resources? (e.g. provincial, national, financial information).*
5. *Have we asked Staff for their input, and considered their response?*

College of Registered Nurses of Manitoba Governance Policy Manual

6. *Have we identified and considered limiting factors, e.g. legislation, legal implications?*
7. *Who is likely to support this? Who is not, and why?*
8. *What are the short and long-term consequences of this decision?*
9. *Are there any unintended consequences that may arise from this decision?*

Once these questions have been answered, and all the information has been analyzed and considered, a decision can be made.

Speaking with One Voice:

All members of the Council or committee that have made a decision must publicly support the decision regardless of whether or not they personally voted in favour of the decision. If a member of Council or a committee feels so strongly that they cannot publicly support a decision made by the Council or committee on which they currently serve, they should step down from that Council or committee before publicly advocating against such a decision.

Section 4: Council’s Governance Role Related to Oversight and Risk

- Policy 4.1 Council Strategic Planning and Oversight 52
- Policy 4.2 Roles & Responsibilities in Identifying & Reviewing Risk..... 54
- Policy 4.3 General Policy on Risk Management..... 56
- Policy 4.4 Policy & Procedure for Overseeing Financial Risk 58
- Policy 4.5 A Financial ‘Checklist’ 61
- Policy 4.6 Budget Review 62
- Policy 4.7 Operational Limits..... 64
- Policy 4.8 Asset Protection..... 65
- Policy 4.9 Special Levy Policy..... 67
- Policy 4.10 Investment Policy..... 69
- Policy 4.11 Signing Authority, Authorization of Expenses, & E-Signatures..... 70
- Policy 4.12 Council and Committee Expenses 73
- Policy 4.13 Indemnity 75

Policy 4.1 Council Strategic Planning and Oversight

Approved By	Council	Last Revision	
		Last Review	
Approval Date	December 6, 2024	Next Review	

Purpose:

The purpose of this policy is to outline the planning process Council will follow to establish or reconfirm its strategic and policy directions and how it will fulfill its oversight role respecting implementation of these through an ongoing review process.

Application:

This policy is applicable to all members of the Council who approve the overall strategic directions and provide oversight to ensure these approved strategies are implemented, and to the CEO/Registrar who is responsible for engaging Council in a planning process to develop a strategic plan and who is accountable to the Council for implementation of its approved strategic directions through regular reporting on progress made.

Policy:

The College Council, in partnership with the CEO/Registrar, develops a strategic plan which sets out the mission, vision, values and priorities that the Council approves to guide the College’s operations and its policy directions for implementation over a defined timeline- usually 3-5 years. The strategic plan represents a collaboration between the Council and the senior leadership team; it is used by the CEO/Registrar and the team to guide the College’s annual operational planning activities and to focus its human and financial resources on successful implementation. It is used by the Council to provide appropriate oversight respecting implementation of its approved strategic priorities and directions.

Overall, the strategic plan is used to focus activity and ensure that the College is investing its efforts and resources in the areas that the Council has identified and that are jointly agreed as having highest priority.

The final approved strategic plan will highlight the key strategic directions agreed to by the Council during its strategic planning session(s) and also represent the Council’s commitment to ensuring the capital and operating budgets needed are in place to give effect to the broad strategic framework in order to achieve the approved goals. In this way, the strategic plan serves as a basis for all decisions made by the Council.

Monitoring and Oversight

At each regular meeting of Council, the CEO/Registrar will provide an update on the strategic plan implementation activities to Council, using a ‘scorecard’ approach to clearly show the progress made towards implementation of the set goals to date, including identifying targets that have been met to date and those not yet met but underway.

College of Registered Nurses of Manitoba Governance Policy Manual

The CEO/Registrar will bring to Council's attention any concerns that they believe may impact their ability to meet a set target(s) within the expected/approved timelines or budget.

Policy 4.2 Roles & Responsibilities in Identifying & Reviewing Risk

Approved By	Council	Last Revision	
		Last Review	
Approval Date	December 6, 2024	Next Review	

Purpose:

Both the College Council, the Finance Committee, on Council’s behalf and the CEO/Registrar have important roles and responsibilities related to identifying and reviewing risks that may prevent the College from achieving its public protection mandate, as well as operational goals. The purpose of this policy is to clarify the role that Council and the CEO/Registrar each play in identifying and reviewing risks that pose a potential threat to the public, and to the College.

Application:

This policy is applicable to the CEO/Registrar, the Finance Committee and to all members of the Council. Council delegates to the Finance Committee the responsibility for carefully and expertly reviewing defined aspects of the College’s financial planning, budgeting and financial condition on its behalf, as set out in its terms of reference.

Policy:

Council delegates responsibility for overseeing financial practices of the College and for developing an annual budget in collaboration with the CEO/Registrar to its Finance Committee. The CEO/Registrar annually prepares a draft budget for the Finance Committee’s, and ultimately Council’s, review and identifies and brings to Council new or emerging risks that are identified, for its information and review.

1. Enterprise Risk-The College uses an enterprise-wide approach to identify and manage key business risks. Enterprise Risk Management is primarily the key responsibility of the CEO/Registrar and the Leadership Team, engaging all staff in strengthening risk management activities. The College’s specific Enterprise Risk Management Policy and Approach [can be found here](#).
2. Financial risk -Council fulfils its oversight role through its review of the College’s quarterly financial statements; through its review of the annual auditor’s report; and when undergoing its annual budget review and approval process. The CEO/Registrar is responsible for ensuring that the financial statements and auditor reports which are reviewed by the Finance Committee, are brought to Council in a timely manner and is also responsible for bringing to Council’s attention identified and potential risks related to the finances, operations, and reputation of the College. Council members are responsible for reviewing all financial statements and auditors’ reports

College of Registered Nurses of Manitoba Governance Policy Manual

and effectively fulfill their role in oversight of financial risk by asking good questions of the CEO/Registrar, the Finance Committee Chair and the Auditor.

3. Operational risk is identified and brought forward to Council by the CEO/Registrar who is responsible for the management and operations of the College. Council fulfills its oversight role regarding operational risk by ensuring that appropriate controls are in place for overseeing and evaluating the CEO/Registrar's performance, and by reviewing all reports brought to their attention by the CEO/Registrar respecting operations and any identified concerns related to potential risk(s).
4. Risk(s) of harm to clients of registered nurses and the public at large is an important consideration for Council, as the management and mitigation of the risk of harms that may result from the practice of a profession is the primary function of a regulator. Council may be alerted to new or potential risks of harm to the public through Committee reports (for example, new or increasing risks identified through the changing nature or numbers of complaints received); through reports made to the College by the profession or other stakeholders; by the CEO/Registrar; through media reports, or other means. It is the Council's responsibility to consider identified risks of harm to clients of registered nurses and to the public when deliberating and discussing proposals for new or revised practice standards or guidelines. Identified risks of harm should also help Council inform areas where opportunities for change or improvement are necessary or warrant further consideration.
5. Reputational risk can increase where decisions and actions of the Council have the potential to adversely impact the reputation of the College. The CEO/Registrar is responsible for assisting the Council in understanding any potential reputational risks that could arise if Council were to approve a given position or policy direction, or not. Council is responsible for considering intended or unintended consequences of all decisions and actions it approves; for considering potential and respective impacts of these on the reputation of the College; and for confirming its collective appetite for assuming a respective risk before making its decision(s).

Policy 4.3 General Policy on Risk Management

Approved By	Council	Last Revision	
		Last Review	
Approval Date	December 6, 2024	Next Review	

Purpose:

To set out the responsibility of the Council in understanding, supporting, and overseeing the College’s management of risks to achieve their approved strategic directions and goals.

Application:

This policy applies to all Council members who are collectively responsible for oversight of the College, and to the CEO/Registrar who shares the responsibility for identifying, analyzing, and managing risk with the Council.

Policy:

The commitment to identify, address and mitigate risks that could prevent the College from being effective at achieving its goals regarding public protection is a shared responsibility between the Council and the CEO/Registrar. While risks will customarily be flagged for Council’s attention by the CEO/Registrar, it falls to Council to consider identified risks; determine its risk culture (comfort level in managing respective risks) and to satisfy itself that overall, risk is managed appropriately.

Best practice regarding an approved risk management process includes the following:

- Council uses its approved strategic priorities, and public protection, as a basis for its financial and policy decisions
- Council considers each identified risk through a ‘probability and impact’ lens (i.e how often a risk might occur and how significant the harm or impact to the College could be). Council’s consideration of possible consequences arising from a decision, intended or unintended, will also help in identifying potential for risk(s).
- Council determines its tolerance level for key risks identified-as example, the potential for a risk(s) is acknowledged and accepted by the Council, who also considers how it will respond if the risk were to require response
- Council reviews key risks and mitigation activities through regular reporting from the CEO/Registrar, financial auditor and committees
- Council understands emerging trends and the risks or opportunities that these present for the College

Procedure:

- The CEO/Registrar is accountable for identifying and prioritizing key risks that may impact on the achievement of the College’s mandate and strategic priorities for a

College of Registered Nurses of Manitoba Governance Policy Manual

given year, and for identifying processes that will be used to monitor probability and impact. As noted above, it is Council's responsibility to ask the questions needed to help in assessing its own tolerance for risk.

- The CEO/Registrar is responsible for analyzing and reporting on risks and mitigation through annual reporting to the Council respecting the financial and HR controls that are in place to minimize associated risks; and through at least quarterly reports to the Council showing the progress made towards implementation of the Council's approved strategic plan. The Council works to fulfill its oversight role regarding risk through its regular monitoring of progress made towards achieving its approved goals.
- The CEO/Registrar is also accountable for monitoring and reporting on identified new or emerging trends and risks or opportunities for the College as these arise. Those that require the Council's consideration and/or direction will be brought forward for Council's deliberation and debate.

Policy 4.4 Policy & Procedure for Overseeing Financial Risk

Approved By	Council	Last Revision	March 6, 2025
		Last Review	March 6, 2025
Approval Date	December 6, 2024	Next Review	

Purpose:

To clarify that the Council has an important role and responsibility for ensuring appropriate financial and HR resources are available to achieve the College’s mandate and strategic goals.

Policy:

The CEO/Registrar is charged with managing the financial affairs of the College, and the Council oversees the financial management of the College, with a view to identify and mitigate risk(s) in key areas related to financial planning, investments, registrants fee structure and an auditing process that includes Council’s annual appointment of independent, external auditors. Inadequate financial controls in any of the above areas would give rise to potential financial risks to the College, and also to the Council.

Council ensures that sufficient financial controls are in place through its commitment to carefully review reports it receives from the CEO/Registrar, the Finance Committee and the external auditors and to asking questions where information is not clear or available. It is the CEO/Registrar’s responsibility to implement appropriate controls, but it is Council’s responsibility to ensure, through its review and questions, that effective controls are indeed in place.

Council further mitigates financially related risk by ensuring that sufficient finances and other resources are in place to support the CEO/Registrar and staff in implementation of the strategic directions as well as to assure long term sustainability of the College.

Financial planning is an important part of Council’s overall strategic planning process, which should also include consideration regarding financial implications of any new policy, action or direction that Council is approving for implementation. The Council can further reduce a potential for risk by engaging in transparent consultation with stakeholders who will potentially be impacted by the financial implications of a proposed policy, action or decision that is before the Council. In alignment with identified best contemporary governance practices respecting transparency, the Council and the CEO/Registrar are committed to ensuring that an up-to-date record of all current regulatory and administrative fees charged by the College is maintained and publicly available.

The Finance Committee, on behalf of the Council, will work collaboratively with the CEO/Registrar to make recommendations, or provide advice, to the Council regarding:

- Annual operating and capital budgets;
- Investment goals, strategies, and performance;

College of Registered Nurses of Manitoba Governance Policy Manual

- Fee(s) determinations;
- Auditor's reports and recommendations;
- Significant deviations against budget;
- An annual committee report for Council; and
- Other financial matters that arise, and that it deems relevant to put before the Council.

The Finance Committee, with support of the CEO/Registrar, establishes policies in relation to contract execution and cash reserves, and the policy for investment of any surplus funds of the College which is put to the Council for approval. The Finance Committee meets with the auditors prior to and following the annual audit to receive and review the audited statements and results which are then recommended to the Council for approval. The Chair of the Finance Committee, and the Council Chair sign off on the audited financial statements once they are approved by the Council.

Accountabilities and Oversight

The CEO/Registrar is accountable for:

- Effective administration and oversight of the financial affairs of the College;
- Providing timely and accurate information that the Council needs in regard to the College's financial status, or that the Council requests;
- Setting administrative fees (e.g. information request fees, NSF fee, appeal fee etc.); and
- Overall accountability for financial and other operations to the Council through defined reporting mechanisms.

The Council is accountable for:

- Reviewing the proposed annual operating and capital budget
- Approving the proposed annual operating budget if the projected cash-flow is negative.
- Approving the annual governance budget, which includes:
 - Council meeting and committee costs
 - Strategic planning
 - Periodic audit and monitoring of CEO/Registrar/organizational performance.
 - Stakeholder research and surveys
 - Council obligations and memberships
- Appointing the financial auditor and receiving, reviewing and, where necessary, asking questions about, the annual audited financial reports
- Setting registration and application fees

College of Registered Nurses of Manitoba Governance Policy Manual

- Satisfying itself through the CEO/Registrar that adequate and appropriate insurance aligned with identified and assumed risk(s) is in place
- Approving the College's investment policy(s), including refreshing as appropriate.

Policy 4.5 A Financial 'Checklist'

Approved By	Council	Last Revision	March 6, 2025
		Last Review	March 6, 2025
Approval Date	December 6, 2024	Next Review	

Purpose:

To set out a financial checklist that the Council is asked to complete annually.

Policy:

This checklist serves as a guide to Council in assessing financial activities of the College with a view to minimize financial risk. Each Council member fulfills their financial oversight role by reviewing financial statements and the proposed annual budget and asking appropriate questions to obtain the information and clarity needed to inform the Council's approval.

Checklist:

Indicator	Yes	No	N/A
The Council receives timely annual financial statements, which are clearly stated and include the Balance Sheet and Statement of Revenue & Expenses			
Financial statements are prepared on a budget vs actual and/or comparative basis to provide Council with a clear understanding of finances			
At least annually, Council receives for review, a comprehensive operating budget which includes costs to give effect to its strategic plan and approved directions; College operations and expenses; as well as all sources of anticipated revenues for the coming year. If the budget projects a negative cash-flow it must be approved by Council.			
Council assures itself that the College has the workforce it needs to be successful now, and in the future			
Council is aware that the College has documented a set of internal controls, including the handling of cash and deposits, signing limits and approval over spending and disbursements			
Council is aware that the College has a written policy related to investments			
The Council approves written policies and procedures re reimbursement of travel and other expenses paid to Council and committee members and is satisfied that these are followed			
Accountability for the management of the College's financial resources is assured through the CEO/Registrar's regular reports to the Council			
The Council ensures that proper policies are in place with respect to establishing and maintaining sufficient funds to provide the level of reserves set out in the policy and receives reports respecting reserve policies from time to time.			
The Council is aware that the College has suitable insurance coverage which is periodically reviewed to ensure appropriate levels and types of coverage are in place.			

College of Registered Nurses of Manitoba Governance Policy Manual

The Council is satisfied that the College's accounting practices conform to accepted standards.			
---	--	--	--

Policy 4.6 Budget Review

Approved By	Council	Last Revision	March 6, 2025
		Last Review	March 6, 2025
Approval Date	December 6, 2024	Next Review	

Purpose:

The purpose of this policy is to guide the Council in its annual Budget review process.

Application:

This policy applies to the Finance Committee, the CEO/Registrar and to the Council. The Finance Committee works with the CEO/Registrar to prepare an annual operating and capital budget and with the auditor, to review audited financial statements, each of which it annually puts forward to Council for consideration and final approval.

Policy:

The Council ensures, when approving the annual budget, that the College has the financial and human resources necessary to meet its mandate to serve and protect the public interest; to carry out the strategic directions and regulatory programs; and to assure long-term financial sustainability.

Process:

- The Council shall ensure the annual budget represents the financial plan for operations for the coming year, and that the budget review process includes:
 - Budgeted Statement of Operations, which discloses:
 - Major budget assumptions
 - Commentary on significant variances between the upcoming year budget and forecasted current year results.
 - Detailed projections for revenues and expenditure.
 - Budgeted Statement of Cash Flows,
 - Budgeted capital expenditures (including a transparent listing of all budgeted capital items over \$150,000),
 - Forecasted financial operating results to the end of the current fiscal year
- The operations budget must project a positive annual Cash Flow. A proposal for a deficit operations budget (negative Cash Flow) in any one fiscal year, must be approved by the Council. The operations budget does not include revenues from any special purpose levies.
- The CEO/Registrar is responsible for the development of a proposed annual budget for presentation to the Finance Committee for its consideration; when satisfied, it

College of Registered Nurses of Manitoba Governance Policy Manual

shall present the proposed annual budget in the fourth quarter to the Council for approval.

- In considering budget proposals, the Council should consider:
 - The anticipated expenditures for the coming year
 - The projected revenues and corresponding variance(s) to expenditures
 - The anticipated costs attributed to implementing its approved strategic plan, policies, and programs in the coming year
 - The anticipated financial and human resources required to ensure that College's current and future sustainability is assured.

Policy 4.7 Operational Limits

Approved By	Council	Last Revision	March 6, 2025
		Last Review	March 6, 2025
Approval Date	December 6, 2024	Next Review	

Purpose:

This policy sets out to clarify the operational limits for expenses approved by Council and within which the CEO/Registrar may approve and/or pay expenses.

Application:

The policy applies to the CEO/Registrar who acts within the operational limits, and to the Council who collectively approve these limits.

Policy:

It is appropriate that the CEO/Registrar, in accordance with their operational management role within the College, has the authority to pay budgeted expenses or other charges that arise from day to day from activities required to effectively manage the College.

The current operational limit for unbudgeted expenses or financial commitments is set at \$150,000.00. Unbudgeted expenses of commitments or charges exceeding this amount require approval of the Council. Budgeted expenses and commitments greater than \$150,000 do not require approval of Council.

Adherence to Budget

The CEO/Registrar may not allow a material deviation from the overall annual budget. The CEO/Registrar will provide an explanation to Council where a year-to-date operating surplus that deviates in any one quarter by more than two (2) percent of budgeted revenue on a year-to-date basis. If a negative deviation of more than 2% is forecasted to year end, the CEO/Registrar will provide an action plan to the Finance Committee to address the deviation within 60 days of the financial statement date.

Quarterly Reporting

In order to ensure transparent accountability to the Council, the CEO/Registrar will present a report of the budget versus the actual year-to-date revenue and expenditures comparison at the quarterly Finance Committee and Council meetings, by expenditure categories included in the budget. Material (significant) variances should be noted and an explanation provided.

Policy 4.8 Asset Protection

Approved By	Council	Last Revision	March 6, 2025
		Last Review	March 6, 2025
Approval Date	December 6, 2024	Next Review	

Purpose:

To outline the Council’s expectations of and the risk boundaries for the CEO/Registrar regarding the protection of the College’s assets.

Application:

- 1) The CEO/Registrar shall take steps to ensure that assets are protected and not exposed to unnecessary risk.
- 2) Accordingly, the CEO/Registrar shall:

Risk Management and Insurance

- a) Have internal risk management processes and controls for operations which minimize and mitigate the risk to the College.
- b) Where practical, based on cost benefit, insure against fire, theft, and casualty losses to full current replacement value, with an appropriate deductible.
- c) Where practical, based on cost benefit, insure against employee dishonesty.
- d) Insure to the extent possible against liability losses to Council members, staff or the organization itself in an amount equal to or greater than the average for comparable organizations.

Financial Accounting Controls

- e) Ensure that an adequate system of internal control is in place and functioning to provide reasonable assurance as to the completeness, accuracy, authorization valuation and validity of financial transactions processed and reported through the College’s financial systems.
- f) Designate appropriate administrative signing authorities.
- g) Take appropriate steps to prevent individuals from having sole custody or control of monetary assets.

Physical and Capital Assets

- h) Ensure property, plant, and equipment are properly used and maintained.

Intellectual Property, Corporate Records, and Identity

- i) Take steps to protect intellectual property, information, and files from loss or significant damage.
- j) Retain archival information as it relates to the College as an organization. Protect the organization’s public image, reputation, and credibility.
- k) Maintain the organization’s brand and not substantially alter its identity.

College of Registered Nurses of Manitoba Governance Policy Manual

Business Continuity

- l) Establish and maintain a plan to minimize the risk of loss accruing to the College through interruption of its operations by man-made, natural or other disasters or events.

Independence of the Financial Auditor

- m) Support the independence of the Council's annual financial audit or other external monitoring by refraining from engaging auditors already chosen by the Council to serve as financial consultants or advisors to the organization.

Policy 4.9 Special Levy Policy

Approved By	Council	Last Revision	March 6, 2025
		Last Review	March 6, 2025
Approval Date	December 6, 2024	Next Review	

Purpose:

The purpose of the policy is to:

- Establish the purpose of the special purpose reserve funds
- Explain how the reserve funds may be accessed.

Policy:

Capital Reserve

The Capital Reserve has been established for two purposes:

- 1) Fund unrestricted net negative assets (cumulative deficit) at the time of the development of the Financial Sustainability Plan
- 2) To build a reserve to fund the purchase, replacement or enhancement of strategic large capital items. Strategic capital items are significant capital purchases that support a college wide strategic plan or initiative. Examples include, but are not limited to, an investment in a new location or replacement of the registrant database. It may also include a significant strategic upgrade to the current database.

Routine Capital expenditures associated with maintenance and replacement of operational assets, are not strategic and not to be funded by withdrawals from the Capital Fund. Investments in licensed software are eligible for funding from the Capital Reserve fund if they align with a college wide strategic plan or initiative.

Legal and Sustainability Fund

The Legal and Sustainability fund has been established to cover one-time, unforeseen expenditures not within budget. These are expenditures that do not provide benefit over more than one year. These would result primarily from legal costs stemming from complex discipline cases. These cases are sporadic and unpredictable. The purpose of the fund is to reduce the risk of operating deficits going forward.

Annual activity and balances in the Special Levy funds will be presented in the College's financial statements.

Accessing the Funds:

Accessing the funds should be done after the appropriate analysis is prepared and with the consent of Council.

The request to access funds from the Reserve will include:

- a description of item and the reason funding is required

College of Registered Nurses of Manitoba Governance Policy Manual

- a link to the strategic plan
- an assessment of the alternatives available and supported recommendation
- a high-level summary of the implementation plan, where applicable

In the event a need for a withdrawal from the reserve arises mid-year a request will be submitted to Council.

Policy 4.10 Investment Policy

Approved By	Council	Last Revision	March 6, 2025
		Last Review	March 6, 2025
Approval Date	December 6, 2024	Next Review	

Purpose:

To outline the Council’s expectations and risk boundaries of the CEO/Registrar regarding the management and outcomes of the College’s investments.

Application:

The policy applies to the CEO/Registrar who directs the investment of available funds in accordance with the limits and principles established by the Council and outlined in this policy.

Policy:

Investment Parameters

In determining what are allowable and prohibited investments, the CEO/Registrar will take into consideration the following factors:

- a) Safety – The safety of the principal is the foremost objective of the investment program. Investments shall be undertaken in a manner that seeks to ensure the preservation of capital in the overall portfolio.
- b) Liquidity – The investment portfolio shall remain sufficiently liquid to meet all operating and capital requirements that may be reasonably anticipated.
- c) Return – The investment portfolio shall be designed with the objective of attaining a market rate of return taking into account CRNM’s investment risk constraints, safety of principal, as well as liquidity needs.

Evaluation of Results and Monitoring

The CEO/Registrar shall:

- a) Monitor the investments to ensure compliance with this Council Investment Policy and the Operational Investment Policy.
- b) Monitor the adequacy of the performance of the investment strategy and allocation of investments.
- c) Report at a minimum semi-annually to the Finance Committee and annually to the Council on investment results and compliance with investment expectations.

Policy 4.11 Signing Authority, Authorization of Expenses, & E-Signatures

Approved By	Council	Last Revision	March 6, 2025
		Last Review	March 6, 2025
Approval Date	December 6, 2024	Next Review	

Purpose:

The purpose of this policy is to set the risk boundaries and expectations for the CEO/Registrar ensuring ethical and prudent standards for signing authority at the College as it relates to committing the College’s regulatory actions, resources, and the actual payments related to financial commitments made by the CEO/Registrar.

Policy:

The CEO/Registrar will operate with administrative policies in place which control signing authority and expense authority at the College.

Specifically, the CEO/Registrar will:

Corporate Officers

- Identify the Council signing officers of the College as the Council Chair and Chair-Elect.
- Identify the staff signing officers for business matters, as: the CEO/Registrar, the Chief of Regulatory Practices, the Chief of Quality Practice, and the Chief of Policy and Strategy.
- Identify the staff signing officers regarding regulatory decisions and actions as the CEO/Registrar, the Chief of Policy and Strategy, the Chief of Regulatory Practices, and the Chief of Quality Practice.

Commitment to a Contract/Purchase for Goods and Services

- Ensure that there is an administrative Signing Authority Policy which outlines a detailed approval process for contract/commitments for goods and services made by the College staff and that it is consistent with this policy.
- Ensure the administrative Signing Authority policy reflects these signing authority limits.

College of Registered Nurses of Manitoba Governance Policy Manual

Commitment to Deliver Regulatory Decision or Actions

- Ensure that there is administrative Signing Authority policy which outlines a detailed signing approval process for regulatory decisions and actions made through the College's regulatory processes.

Signing or Authorizing for Banking Transactions

- Ensure that all banking transactions (e.g., cheques, banking agreements, fund transfers, etc.) are signed/authorized by two signing officers.

Expense Administration Signing Authority

- Ensure that administrative signing policies and procedures regarding payment of expenses are written and clear for all staff and that these are followed by the College.
- Regarding authorization of the direct expenses of the CEO/Registrar, the CEO/Registrar will keep their expenses related to conducting the business of the College to prudent levels and within the budget.

CEO/Registrar Expense Administrative Authority

Process:

- Report all CEO/Registrar expenses using the approved Expense Reporting Form with allocation to specific cost codes and with all original receipts of expenses attached.
- Submit expenses incurred for information within 30 days on a normal basis, and at a maximum of 45 days for reimbursement.
- Inform the Council Chair (or official delegate) of all CEO/Registrar expense amounts including those charged to company credit cards.
- Ensure all CEO/Registrar expenses are included in the records reviewed by the external auditor during the annual financial audit.
- Report any amounts paid to the CEO/Registrar or to the College related to the CEO/Registrar providing paid services or consultation for other organizations.
- Ensure that the administrative staff expenses signing policies and procedures follow these same principles for review including a senior staff signature and external audit review.

Use of Electronic Signatures

Regarding signing authorization, the CEO/Registrar will ensure:

- Electronic signatures may be used by College Council Members and Council Committee Members for conducting all Council and Council Committee business.
- Electronic signatures may be used by Statutory Committee Members, and staff authorized to conduct their duties at the College.

College of Registered Nurses of Manitoba Governance Policy Manual

- The College pursues a secure and verifiable electronic signature mechanism in place.
- All Council Members, Council and Statutory Committee Members, and relevant College employees will be orientated to the secure electronic signature process to ensure high-security levels.

Policy 4.12 Council and Committee Expenses

Approved By	Council	Last Revision	March 6, 2025
		Last Review	March 6, 2025
Approval Date	December 6, 2024	Next Review	

Purpose:

To outline the policy related to expense claims and reimbursement for Council and Committee Members.

Policy:

The College strives to ensure cost-effectiveness, consistency, and fairness in reimbursement and compensation for Council Members and Council Committee Members. No Council Member will be disadvantaged by virtue of their geographic location.

Scope:

This policy applies to the Chair of Council, Council Members and members of all Statutory and Council Committees. At the discretion of the CEO/Registrar, this policy may be applied to members of College Committees.

Reimbursement of Expenses

- The College will reimburse reasonable expenses directly related to Council or Committee meetings. Costs incurred for personal reasons are not eligible for reimbursement.
- The College will reimburse the Council Chair, Council members and Committee members for expenses related to travel and meals in accordance with the College guidelines

Compensation

- Council Chair, Council members and Committee members are eligible for compensation in accordance with stipend/compensation rates table.
- Council and Committee members are encouraged to claim a stipend as the College's preferred form of compensation. Requests for salary replacement/reimbursement will be considered on a case-by-case basis.
- The Chair of Council is not entitled to claim a stipend, salary reimbursement or salary replacement as a Council member or Committee member, over and above their allowances as Council Chair.

Stipends

- Council and Committee members are not eligible to receive a stipend if:
 - The Council or Committee member received compensation from their employer for the period eligible for compensation; or
 - The Council or Committee member has claimed salary replacement or salary reimbursement for the same period.

College of Registered Nurses of Manitoba Governance Policy Manual

- An application must be submitted to claim a stipend.

Salary Replacement

- Salary replacement may be requested for day(s) of work lost where the Council member or Committee member is unable to arrange days off or leave of absence with pay.
- The employer must maintain salary and benefit payments to the Council member or Committee member and invoice the College for these costs.
- Council and Committee members must apply to request salary replacement. The College pays salary replacement directly to the employer.

Salary Reimbursement

- Salary reimbursement may be requested if:
 - The Council or Committee member is not receiving any salary or vacation pay from their employer; and
 - The Council or Committee member is required to take a leave of absence without pay for a regularly scheduled workday to attend a Council meeting, Committee meeting, or appeal.

Council and Committee members must apply to request salary reimbursement.

Policy 4.13 Indemnity

Approved By	Council	Last Revision	March 6, 2025
		Last Review	March 6, 2025
Approval Date	December 6, 2024	Next Review	

Liability protection is contemplated in Section 174 of The Regulated Health Professions Act:

Protection from liability
 174 No action or proceeding lies against a college, council, board, the advisory council or any other person or entity acting under the authority of, or engaged in the administration or enforcement of, this Act or the regulations or by-laws for anything done or omitted to be done by the person or entity in good faith in the performance or exercise, or intended performance or exercise, of any power or duty under this Act or the regulations or by-laws.

Section 5: Training, Development & Education for Council and Committees

Policy 5.1 Orientation Training for Council & Committees..... 77
Policy 5.2 Ongoing Education & Development for Council & Committees 79
Policy 5.3 Chair Training for Council & Committees 81
Policy 5.4 Evaluation of Training for Council & Committees..... 83

Policy 5.1 Orientation Training for Council & Committees

Approved By	Council	Last Revision	
		Last Review	
Approval Date	December 6, 2024	Next Review	

Purpose:

To ensure timely orientation to the College mandate, governance framework, and organizational culture to facilitate the effective engagement of all Council and Committee members. The intent of this policy on orientation and education is in alignment with the goal of good governance to enhance executive decision-making.

Application:

This policy applies to:

- All members of Council
- All members of Committees, including Council and non-Council members
- The CEO/Registrar and the Council Chair and/or Chair Elect – who are responsible for coordinating and delivering orientation sessions for new Council members, and
- The Committee Chairs and the respective committees’ lead staff persons – who are responsible for coordinating and delivering orientation to the new members of their committee(s)

Policy:

This policy sets out the processes that will help ensure that all new members of the College Council and Committees are provided with timely orientation to the College, its mandate, its governance framework, and its organizational culture. Such orientation is viewed as an essential and best practice to facilitate effective participation and involvement of all Council and non-Council members. This policy is built on the following key elements:

1. All new members of the Council and Committees are expected to undertake orientation.
2. Orientation to the Council will ideally be held *before* a new member’s first meeting, and a second session may be held after that first meeting if appropriate.
3. An orientation session for all new Committee chairs will be held, after their election/selection or appointment as Chair and again, ideally before they chair their first meeting.
4. An orientation for all new non-Council Committee members will be held after their appointment, and ideally before their first meeting, with a focus on the specific committee and its mandate as well as general orientation to the College.

College of Registered Nurses of Manitoba Governance Policy Manual

5. The CEO/Registrar and the Chair are responsible for coordinating and delivering all Council orientation sessions; orientation to the Committees is the responsibility of the Committee Chair and the committee's lead staff resource person.

Policy 5.2 Ongoing Education & Development for Council & Committees

Approved By	Council	Last Revision	
		Last Review	
Approval Date	December 6, 2024	Next Review	

Purpose:
 To set out expectations and parameters related to ongoing training, education and development programs and opportunities for the Council and Committees and the respective roles and responsibilities relating to such training.

Application:
 This policy applies to all Council members; all Committees; College staff who support the Council and Committees.

Policy:
 The College is committed to ensuring effective governance and regulatory performance through provision of training and education opportunities for the Council and Committees – through initial orientation and onboarding, as well as through ongoing education and training. Best practices is identified where Boards/Councils participate in regular self-evaluations of individual and collective strengths and weaknesses and use identified ‘gaps’ to inform plans for further training and development.

Procedure:
Council:
 Professional development is most effective when all Council and committee members collectively demonstrate their commitment to learning about and effectively discharging their expected roles and responsibilities, embracing benefits of ongoing learning and development and evaluating their collective performances to ensure overall effectiveness in governance.

The Council may develop and use a ‘Skills inventory’ with a view to identify and assess the strengths and weaknesses of its current membership – the skills inventory is also useful in informing the Council’s planning for ongoing training and development. Council education and training will customarily focus on areas considered to be of benefit to all Council members, but assessment using the skills inventory may identify common gaps in particular skills, for example financial literacy – leading Council to decide that all its members would benefit from some training to ensure they can collectively read and understand financial statements at an acceptable level to discharge their governance role for financial oversight.

College of Registered Nurses of Manitoba Governance Policy Manual

In addition to collective training and education initiatives, the Chair may approve specific skills training for some individual Council members to 'round out' the Council's collective competence.

Committees:

The Committees work to fulfil the Council's expectations and goals for the College in accordance with their approved Terms of Reference. While initial, orientation training specific to the work of a committee is provided at the start of each Council year, ongoing training and development may also be provided as needed, or as identified through an annual evaluation process, or as suggested by the Committee Chair.

Evaluation of Training:

All training and education initiatives provided to Council should be subject to evaluation as to whether they were viewed as valuable and to seek feedback on how such initiatives could be improved going forward. Feedback should be provided to the individuals who provide the training as well, Individual members of Council who request or are approved to attend additional education or training, external to and paid for by the College will be required to provide their individual feedback on the respective training program they attended.

Policy 5.3 Chair Training for Council & Committees

Approved By	Council	Last Revision	
		Last Review	
Approval Date	December 6, 2024	Next Review	

Purpose:

Effective governance at all levels of the organization requires Council’s commitment to support those who Chair Council and its Committees in meeting their goals, through effective chairing. The purpose of this policy is to set out the processes related to induction training and ongoing support for the Chair of the Council, the Chair-Elect (if applicable) and the Chairs of the Committees.

Application:

This policy applies to all incoming Chairs, including the Chair and Chair-Elect of Council, and the Chairs of the Committees, whether they are returning or are new to their chairing roles; and to the staff who resource and support Council and the Committees.

Policy:

An initial Chair training session will be held at the start of each new Council year, as soon as possible following the Council’s process for election, selection or appointment of its Chair, the Chair-Elect and the Committee Chairs.

Where possible, a second ‘Chairs’ ‘touch base’ meeting will be held for all Chairs, mid-way through the Council year; this session will be facilitated by the Council Chair and the CEO/Registrar.

Procedure:

- All incoming Chairs, whether they are returning or new to their chairing roles, along with staff supporting Council and the committees, will participate in the orientation to chairing session at the beginning of each new Council year.
- This induction training will help prepare and support new, incoming Chairs in developing the skills required to lead through chairing. The induction session also provides experienced Chairs, who are returning to a chairing role the opportunity to share their insights and experience with the new Chairs, and to refresh and enhance their own skills. Topics included in the induction Chair training may include, but not be limited to:
 - Leadership through effective chairing
 - Respective roles and responsibilities of chairs and staff
 - Facilitating discussion and deliberations

College of Registered Nurses of Manitoba Governance Policy Manual

- Identifying and managing difficulties that may arise
- To facilitate discussion between Committee Chairs and the Council, approximately mid-way through the Council year, the Chair may convene a meeting of Committee Chairs to share their experiences and challenges and ask questions of each other. The Chairs meeting provides opportunities for coaching and support and to take away learnings from the experiences of others.
- In keeping with Council's commitment to evaluation of training as set out in 5.4 below, the participants in Chair training will also be invited to evaluate their training to ensure value is achieved and to inform changes to the sessions, if needed.

Policy 5.4 Evaluation of Training for Council & Committees

Approved By	Council	Last Revision	
		Last Review	
Approval Date	December 6, 2024	Next Review	

Purpose:

This policy sets out the processes to be followed for evaluating the effectiveness of all approved training programs provided to, or attended by the Council, the Committees and individuals who serve on each, with a view to:

- Ensure the intended learning goals and objectives of training were achieved and remain relevant;
- Ensure the program addresses applicable and relevant knowledge and skills gaps;
- Enable revision and modification of future training to ensure training programs are responsive to identified needs and add value.

Application:

This policy applies to all members of the Council, and to all appointed members of the Committees.

Policy:

The Council ensures reasonable resources are in place to fund education and training programs that will support and improve the overall performance and effectiveness of the Council and the Committees; in return, the Council has a corresponding interest in determining the value of the training that it funds.

In keeping with identified best practices and to assist in planning for future training and development the Council requires that all education and training programs that it delivers, or funds are evaluated by participants, to determine:

- Whether the learning objectives of a program were met;
- What participants thought about the program overall;
- Whether they felt they benefitted from the program, and how;
- Whether knowledge or skills learned are expected to be put into practice;
- What participants considered to be the strengths or weaknesses of the program (content; quality of instructors, etc.);
- If others would benefit from the same program, or whether revisions are warranted going forward.

This evaluation process will only be meaningful and relevant where feedback obtained from the training sessions is provided back to the individual who provided the training, and importantly, if results are used to inform and improve training content going forward.

ADDENDUMS

Council and Committee Meeting Evaluation Form..... 85
Council Member Selection Criteria..... 87
Assessment of Individual and Collective Performance of Council..... 89
Annual Evaluation of the Council Chair..... 91
Agenda Screening Tool 93
Enterprise Risk Management Approach..... 94
Stipend/Compensation Rates 97
Travel Expense Guidelines 99

Council and Committee Meeting Evaluation Form

To be completed after each meeting of Council and Committees

*Please note all scores and comments will be anonymized before they are shared

Materials	Yes	No
1. Were you able to access all of the materials in sufficient time for you to prepare for the meeting?		
2. Were relevant materials provided?		
3. Were the materials sufficient to assist you in deliberations and decision-making with respect to issues arising at the meeting?		
If your answer is No, please provide explanatory comments:		

Meeting Management	Satisfied	Somewhat Satisfied	Somewhat Dissatisfied	Dissatisfied
4. Were you satisfied with your opportunity to participate in the dialogue?				
5. Were you satisfied with the manner in which other Council/Committee members contributed to the dialogue?				
6. Was the Chair effective in allowing all views to be heard while bringing the matter to a decision?				
7. Were decisions made consistent with the College's mandate to put public interest first?				
If you answered 'Dissatisfied' to any question, please explain:				

Overall satisfaction with the meeting	Satisfied	Somewhat Satisfied	Somewhat Dissatisfied	Dissatisfied
8. Were you satisfied with what the Council/Committee accomplished today?				
9. Were you satisfied with the Council/Committee's overall performance?				
If you answered 'Dissatisfied' to any question, please explain:				

Meeting Process Evaluation	Agree	Disagree
10. Today's meeting started on time.		
11. The agenda was clear and realistic for the allotted meeting time.		
12. I had a clear understanding of the objectives for today's meeting.		

College of Registered Nurses of Manitoba Governance Policy Manual

13. Agenda topics were appropriate (i.e. aligned with the College's legislative and regulatory responsibilities)		
14. Adequate background information was provided for each agenda item.		
15. The time spent on each item was appropriate.		
16. I felt supported and valued as a member of this Council/Committee.		
17. I was encouraged to discuss and share my opinions openly.		
18. Disagreements were handled openly, honestly, directly, and respectfully.		
19. The Chair kept discussions on track.		
20. The Chair was prepared for the meeting.		
21. Members were prepared for the meeting.		
22. Follow up action item responsibilities were clear to all meeting participants before the meeting was adjourned		
23. Overall, we accomplished our objectives for this meeting.		
If you answered "Disagree" in any of statements 10-23 please explain:		
Please share any other comments that you believe would be useful feedback:		

Council Member Selection Criteria

Selection Criteria

Council has established criteria for selecting members to serve on Council. These criteria may assist people wishing to serve on Council to better understand the qualifications and expectations of Council Members

1. Essential Competencies
2. Desired Competencies
3. Attributes

1. Essential Competencies

Applicants must meet all the following essential criteria in order to be considered for appointment to Council.

- Understanding of the role and responsibilities of the College and belief in the value of health profession regulation
- Ability and intent to participate regularly and devote the required time and energy
- Ability to put the public interest above all other considerations, even when they may conflict with professional interests
- Ability to think critically and with an open mind about issues, considering the arguments put forward in briefing materials and during discussion at Council meetings
- Ability to make decisions based on open and thorough consideration of all the arguments
- Ability to communicate clearly on issues

2. Desired Competencies

Desired competencies are considered an asset. Applicants will be asked to identify their strengths from among these competencies. For Council to be effective, each member should have experience in one or more of the following areas. In filling vacancies, Council gives special consideration to gaps in Council's collective expertise.

- Strategic Thinking and Priority Setting
 - Experience identifying and interpreting trends in the operating environment and their impact on the organization
 - Ability to see the big picture and be forward-looking
 - Experience defining a desired future state and setting strategic priorities
- Governance and Leadership Experience
 - Experience in other governance roles, preferably including oversight of an organization at a non-operational level.
 - Experience leading individuals and teams in various situations and environments
 - Experience engaging recruitment and succession planning, with the ability to apply these skills to promote strength and stability at the governance level.
- Knowledge of Professional Regulation

College of Registered Nurses of Manitoba Governance Policy Manual

- Possess strong foundational knowledge of professional regulation, including relevant legislation
- Financial Oversight
 - Understands of non-profit budgeting processes
 - Experience interpreting financial statements, financial condition and asking appropriate questions
- Risk Oversight
 - Understands the role of a governing body in overseeing risk
 - Knowledge of risk management tools and processes for identifying, monitoring and managing organizational risk
- Legal
 - Experience in a regulated environment, with an understanding and ability to interpret applicable legislation and regulations

*Note: Council members with a background in law are not expected to act as counsel to the College

3. Attributes

Council recognizes the importance of building a Council that is reflective of the public whose interest the College is mandated to protect. This includes actively seeking Council members with diverse backgrounds, cultures and perspectives. An applicant's ability to contribute to a diverse Council composition will be a priority factor in the selection process.

Assessment of Individual and Collective Performance of Council

Please rate your own performance ('I') and the performance of Council as a whole ('We') according to the following rating scale:

- 1 – Need improvement
- 2 – Good but not always consistent performance/would benefit from improvement
- 3 – Fully satisfactory performance/meet expectations
- 4 – Outstanding performance/exceed expectations

Where you assign a rating of 2 or less, explanatory comments would be much appreciated for more meaningful results.

I/We:	I	We
1. Understand and embrace the College's public interest mandate and am/are able to put the public interest above all other interests		
2. Understand and respect the framework of legislation, regulations, bylaws and policies which guide the College's activities		
3. Understand the role and responsibilities of the College and belief in the value of health professional regulation		
4. Understand and uphold the need to avoid real or perceived conflicts of interest or role in accordance with law and College's policy		
5. Make informed decisions based on appropriate information, and ask for additional information if needed		
6. Keep an open mind about issues and think critically, considering the arguments put forward in briefing materials and during discussion		
7. Understand and uphold the requirement to maintain confidentiality		
8. Come to both virtual and in-person meetings well prepared to engage in and contribute to discussions		
9. Welcome and consider differing opinions and perspectives and communicate clearly on issues		
10. Am/are comfortable respectfully challenging the views of others, and being challenged in return		
11. Maintain discussions at a level consistent with our governance role(s)		

College of Registered Nurses of Manitoba Governance Policy Manual

12. Demonstrate leadership and professionalism in our interactions with staff and with each other		
13. Demonstrate a good understanding of and respect the different role and responsibilities of Council and Staff		
14. Contribute positively to the Council's effectiveness overall		
Where you have attributed a rating less than 3, please share specific comments or other feedback to support the rating:		

Annual Evaluation of the Council Chair

Please rate Council Chair’s performance according to the following rating scale:

- 1 – Need improvement
- 2 – Good but not always consistent performance/would benefit from improvement
- 3 – Fully satisfactory performance/meet expectations
- 4 – Outstanding performance/exceed expectations

Where you assign a rating of 2 or less, explanatory comments would be much appreciated for more meaningful results.

1. I/the Chair conduct(s) the meeting in a way that moves the business of the Council forward while ensuring the integrity and effectiveness of the Council’s governance role and processes.	
2. I/the Chair allow(s) adequate time for discussion.	
3. I/the Chair ensure(s) all sides of an issue are heard.	
4. I/the Chair ensure(s) Council has the necessary information or advice to make decisions.	
5. I/the Chair regularly draw(s) reference to the College’s public interest mandate and ensures that Council operates in accordance with its obligations to meet it	
6. I/the Chair invest(s) time in building relationships with the CEO/Registrar and the members of the Council	
7. I/the Chair understand(s) their role as the spokesperson for Council.	
8. I/the Chair represent(s) the Council with the CEO/Registrar as required and help(s) to build appropriate relationships with key stakeholders.	
9. I/the Chair promote(s) a positive culture on Council	
10. I/the Chair am/is well prepared for meetings.	
11. I/the Chair am/is effective at demonstrating the core values of compassion, respect, honesty and teamwork.	
12. I/the Chair am/is committed to the mission, vision and strategic plan of the College	
13. I/the Chair recognize(s) the ultimate authority of the Council and does not attempt to usurp that authority.	
14. I/the Chair facilitate(s) Council’s oversight of the work of the CEO/Registrar.	
15. I/the Chair ensure(s) the integrity of Council processes.	
16. I/the Chair behave(s) consistently with the bylaws and Council policies and procedures.	
17. I/the Chair communicate(s) effectively and clearly	

College of Registered Nurses of Manitoba Governance Policy Manual

18. Overall, I/the Chair has carried out my/his or her role effectively and in accordance with the Council-approved role description.	
Where a rating of 2 or less has been attributed, please share specific comments or other feedback to support the rating:	

Agenda Screening Tool⁶

1. Does the proposed agenda item directly relate to the College's regulatory role and function as set out below?
 - Compliance with its legislative and regulatory obligations.
 - Advancing the strategic goals of the College within its mandate.
 - Policy setting – does the matter require reviews, revision, or creation of a new policy to enable the strategy and/or set policy direction or operational parameters for the College?
 - Monitoring and overseeing the performance of the College against defined goals.
 - The College's leadership role in maintaining relationships with stakeholders, including government, the public, its registrants, other related medical professions and regulators.
 - College governance and Council performance and training/development.
 - The Council's relationship with the CEO/Registrar (its sole employee) and their ability to manage the association.
- *If not, the matter should not be on the Council's agenda*
2. Who's issue is it?
 - The Council's (oversight, strategy and policy directions)
 - The CEO/Registrar's (operational, staff-related)
- *Only proceed if it is clearly a Council issue*
3. Has Council already addressed this issue, within in its established policies or in recent meetings?

If the answer is yes, it should not be discussed further at Council – most Rules of Order would require a 2/3 majority vote to bring the matter back to the Council for further discussion or vote
4. Is this issue most appropriately included as part of a 'Consent Agenda' or is it a standalone agenda item?

⁶ Adapted from the *Council of Healthcare Regulatory Excellence (CHRE) in the UK, currently known as the Professional Standards Authority (PSA)*

Enterprise Risk Management Approach

Approach and Commitment to Risk Management

The College's approach and commitment to risk management:

- Applies to the entire organization, aligns with, and supports its core purpose, values, and strategic priorities.
- Is integral to and aligned with all key planning, governing, and operational policies and processes.
- Defines activities, accountabilities and authorities for managing risk within the organization.
- Provides demonstrable value to all staff and programs in the organization by enabling better decisions in the ongoing operations of the College.
- Reflects and supports compliance with the applicable laws, regulations and governance policies.
- Guides decision making to ensure the development of plans and the pursuit of opportunities fit within the organization's tolerance for risk.
- Is reviewed, and where appropriate, renewed on a regular basis to ensure alignment with the evolving needs and requirements of the organization.

Risk Strategy

The College recognizes that taking reasonable risks is inherent to its work. Risk cannot be eliminated, nor should it be. Taking risks can drive opportunity and growth. Yet risk needs to be managed. Key stakeholders, whether it is from the Council, the Leadership Team, staff, registrants, or the public, must have confidence that the actions taken will support the College's mission to protect and serve the public interest through quality registered nursing regulation. Managing risk is not simply reporting risk; it is also about making risk-informed decisions about the College's future and anticipating and mitigating risks.

The College's overall approach makes the identification, review, and evaluation of both short and long-term risk a key component of the planning and operations at all levels in the organization. It is integral to and aligned with key business functions and processes to ensure a coordinated, consistent and comprehensive approach to the mitigation of risk throughout the organization.

Risk Management Responsibilities, Accountabilities, and Structure

- The Council monitors the organization's risk philosophy and tolerances through its Strategic Plan, Governance Process policies and Executive Expectations policies.
- The CEO/Registrar has accountability for managing the organization's risks. The CEO/Registrar has specific accountability for ensuring the enterprise risk

College of Registered Nurses of Manitoba Governance Policy Manual

management processes are actively utilized and documented.

- The Leadership Team provides management oversight of the College's risk register and the organization's risk management processes. This team provides direction on the evolution of these processes and identifies priority areas of focus for risk assessment and mitigation.
- Each member of the Leadership Team has specific accountabilities for managing risks in their portfolios within the College's risk tolerance statement. On an annual basis, each is also expected to formally report and demonstrate that program risk management processes are in place, operating effectively and are consistent with this policy.
- Managers are responsible for managing risks within the scope of their authority and accountability. Risk assessment and mitigation decisions will be made within the risk tolerance statement.
- The Chief Financial Officer (CFO) provides risk management support to the CEO/Registrar, Leadership Team, Managers, and staff. This support includes ongoing development of risk management policies, frameworks and processes, coordinating corporate risk reports, maintaining the organization-wide risk registry, and coordinating the annual organization-wide risk review. The CFO will coordinate use of external risk resources and consultation as required.

Risk Protocols

1. Enterprise risk management is a comprehensive, disciplined, and continuous process at the College in which risks are identified, analyzed, monitored, and consciously accepted or mitigated within approved risk tolerances. It is everyone's responsibility to bring risks to the attention of management. The CEO/Registrar will be notified at the time of identification of all new significant risks.
2. Enterprise risk management is part of the College's strategic planning, operational planning, process management, project management, and financial planning.
3. Each College department/team is expected to undertake a risk assessment and update its Risk Register on no less than an annual basis. The risk register will identify the inherent risk, the likelihood and impact of the risk, the controls in place and the residual risk. These will be plotted on a heat map. Risk registers should be completed in coordination with the ERM Function Leader (CFO) in order to support the risk priority focus for the next year and annual reporting to Council.
4. Risk Registers will be upwardly consolidated for leadership team review and translated to a dashboard for Council review.

College of Registered Nurses of Manitoba Governance Policy Manual

Risk Appetite and Risk Mitigation

The College acknowledges that there is an element of risk in any decision or activity and encourages intelligent risk taking when the risk is appropriately managed. The Enterprise Risk Tolerance Statement details the College's risk measurement and mitigation requirements. All significant risks will be measured and monitored in accordance with the tolerance statement.

Risk Aware Culture

Risk management is everyone's responsibility, from the Council to each individual employee. Each is expected to understand the risks that fall within their accountabilities and is expected to manage these risks within approved tolerances and risk boundaries. Each individual should be alert to unidentified or new risks. The College will manage its significant risks through both an organization-wide and a portfolio approach that optimizes the trade-offs between risk and return across all operating functions. This ensures that the organization takes on the appropriate level of risk to meet its objectives. Allocation of resources The College's annual budgeting and long-term planning processes will include the allocation of resources for risk management activities. All projects will include risk management resources as required to mitigate risks that fall outside of the risk tolerance statement. Risk management learning The College will ensure that Council and all staff members participate in a risk management learning session annually.

Stipend/Compensation Rates

Role	Stipend	Salary Reimbursement or Replacement	Other
Council Chair	Council Chair is entitled to an annual stipend of \$5,000.	Up to \$20,000 annually will be made available to the Council Chair’s employer to enable them to meet College commitments.	Support for electronic services which may include a mobile phone
Council Members	<p>For attendance at a Council meeting, Committee meeting or appeal, a Council members may claim:</p> <ul style="list-style-type: none"> a. \$50 if the meeting is 30 minutes or less. b. \$150 if the meeting is more than 30 minutes but less than 3 hours. c. \$350 if the meeting is 3 hours or more. 	<p>If a Council member has not claimed a stipend for a Council meeting, Committee meeting or appeal, they may request salary reimbursement or replacement.</p> <p>Salary reimbursement can be requested if:</p> <ul style="list-style-type: none"> a. The Council Member is not receiving salary or vacation pay from their employer; and b. The Council Member is required to take a leave of absence without pay or a day without pay for a regularly scheduled workday that falls on the meeting day. <p>Salary replacement may be requested for day(s) of work lost where the Council Member is unable to arrange days off or leave of absence with pay.</p>	

College of Registered Nurses of Manitoba Governance Policy Manual

Committee Members	<p>For attendance at a Committee meeting, a committee member may claim:</p> <ul style="list-style-type: none"> a. \$50 if meeting is 30 minutes or less. b. \$150 if the meeting is more than 30 minutes but less than 3 hours. c. \$350 if the meeting is 3 hours or more. 	<p>If a committee member has not claimed a stipend for a meeting they may request salary reimbursement or replacement.</p> <p>Salary reimbursement can be requested if:</p> <ul style="list-style-type: none"> a. The Committee Member is not receiving salary or vacation pay from their employer; and b. The Council Member is required to take a leave of absence without pay or a day without pay for a regularly scheduled workday that falls on the meeting day. <p>Salary replacement may be requested for day(s) of work lost where the Committee Member is unable to arrange days off or leave of absence with pay.</p>	
-------------------	--	--	--

Travel Expense Guidelines

Mileage Reimbursement Rate

- The current prescribed rate for reimbursement of mileage for use of a personal vehicle is \$0.61/km.

Meals

- Individual per diem rates for meal reimbursement while traveling are set out as follows:
 - Breakfast - \$15 plus GST
 - Lunch - \$15 plus GST
 - Dinner - \$30 plus GST
 - Incidentals - \$10
- For US or international travel, the above amounts will be reimbursed at the US dollar equivalent rate.
- The College will not reimburse the purchase of alcohol.
- Reimbursement of meals for a group must be supported by an itemized receipt listing the food purchased. The names of individuals attending and the business purpose of the meal must also be written on the receipt.

Air Travel

- Tickets must be for economy travel.
- Reimbursement for checked bags is limited to one bag per traveler.
- Reservations for air travel should take advantage of discounts where possible.

Accommodations

- CRNM will pay for or provide reimbursement for overnight accommodations when:
 - Staff are out of town conducting CRNM business or supported training; or
 - Committee members travel from a remote location to attend CRNM meetings and the cost or time to commute from home is prohibitive.
 - Accommodations are eligible for reimbursement when:
 - The meeting begins before 9:30am and the commute is greater than 150 km;
 - The meeting ends after 7:30pm and the commute is greater than 150 km.
- *Exceptions to the above distances and times will be considered when inclement weather significantly impacts driving conditions.

College of Registered Nurses of Manitoba Governance Policy Manual

- Please contact your staff liaison before booking any accommodation to confirm it is eligible for reimbursement. Please also inquire if the College is coordinating hotel booking to take advantage of group discounts.

Car Rental

- For longer distance travel by car in a remote location, car rental may be more cost-effective than the use of a taxi.
- Staff or committee members utilizing car rental services should ensure they purchase
 - Collision insurance
 - Third party liability coverage