

PART 2 – BOARD

Appointment of board chair and board vice chair

- 2** (1) At the last regular board meeting in each fiscal year, the board members in attendance must appoint a board chair and a board vice chair, in that sequence, from among their own members in accordance with the following procedures:
- (a) the chair for the meeting must call for nominations for the office;
 - (b) no nomination need be seconded;
 - (c) a board member may nominate themselves;
 - (d) if there is only one nominee at the close of nominations, the nominee is appointed to the office by acclamation;
 - (e) if there is more than one nominee at the close of nominations,
 - (i) the chair for the meeting must conduct a vote and the nominee receiving a majority vote is appointed to the office, and
 - (ii) if no nominee receives a majority vote under subparagraph (i), the chair for the meeting must conduct a second vote and the nominee receiving the most votes is appointed to the office, unless there is a tie vote between the nominees receiving the most votes in which case the successful nominee must be selected by random draw between those tied nominees;
 - (f) if at any time after the close of nominations there is only one nominee remaining in contention for an office, the nominee is appointed to the office by acclamation;
 - (g) if at any time after the close of nominations there ceases to be any nominees remaining in contention for an office, the chair for the meeting must again call for nominations for the office and the procedure set out in this subsection must be followed.
- (2) A person ceases to hold office as board chair or board vice chair
- (a) upon the appointment of a new board chair or board vice chair, as applicable, under subsection (1), or

- (b) if the person
 - (i) ceases to be a board member,
 - (ii) resigns from office as board chair or board vice chair under subsection (3),
 - (iii) is removed from office as board chair or board vice chair under subsection (4), or
 - (iv) dies.
- (3) A person may resign from office as board chair or board vice chair by delivering a written notice of resignation to the registrar, and the resignation is effective
 - (a) on the effective date specified in the notice, unless the notice is withdrawn by the person in writing before that date, or
 - (b) if no effective date is specified in the notice, on receipt of the notice by the registrar.
- (4) The board members in attendance at a board meeting may remove a person from office as board chair or board vice chair in accordance with the following procedures:
 - (a) with or without notice, any board member may move that the person be removed from office as board chair or board vice chair due to a loss of confidence in the person's ability to exercise the powers or perform the duties of the board chair or board vice chair, as applicable;
 - (b) a motion under paragraph (a) must be seconded;
 - (c) the board members must attempt to reach consensus on removal of the person from office;
 - (d) if consensus is reached under paragraph (c) that the person should be removed from office, the chair for the meeting must conduct a confirming vote and the person is removed from office by consensus;
 - (e) if consensus cannot be reached under paragraph (c) that the person should be removed from office, the chair for the meeting must conduct a vote by secret ballot, and
 - (i) if the motion passes by majority vote the person is removed from office, or

- (ii) if the motion does not pass by majority vote, the person is not removed from office and no further motion may be made under subsection (a) in respect of the person at the meeting.
- (5) As soon as practicable after a person ceases, under subsection (2)(b), to hold office as board chair or board vice chair, the board members in attendance at a board meeting must appoint a board member to fill the vacant office in accordance with the procedures set out in subsection (1)(a) to (g).
- (6) Despite subsection (1), *[placeholder for transitional provisions that may be needed to appoint first board chair and first board vice chair under these bylaws - TBD]*

Powers and duties of board chair and board vice chair

- 3** (1) The board chair must
- (a) preside at all board meetings,
 - (b) act as the main point of contact and communication between the board and the registrar regarding board decision-making,
 - (c) work with the registrar to ensure the board maintains appropriate and effective strategic oversight of the conduct of governance activities of the College,
 - (d) act generally in accordance with the requirements of the office of board chair to ensure the proper carrying out of the responsibilities of the board as set out in section 344 of the Act, and
 - (e) act on behalf of the board whenever it must do the things required under section 352(1)(b) of the Act.
- (2) If the board chair is absent or unable to act for any reason, the board vice chair may exercise the powers and must perform the duties of the board chair.
- (3) If both the board chair and the board vice chair are absent from, or unable to act at, a board meeting for any reason, the board members in attendance at the meeting must appoint an acting chair for the meeting from among their own members by consensus or, if consensus cannot be reached, by majority vote.

- (4) If either or both of the board chair and the board vice chair are or will be absent or unable to act for any reason between board meetings, the board members may
- (a) appoint an acting board chair or acting board vice chair, or both, from among their own members by consensus or, if consensus cannot be reached,
 - (i) by majority vote of the board members in attendance, if the appointment is made at a board meeting, or
 - (ii) otherwise by majority vote of all board members, and
 - (b) may make any such appointment subject to any terms, limits or conditions the board members consider necessary or appropriate in the circumstances.

Board member remuneration and expenses

- 4 Board members are entitled to receive
- (a) remuneration, and
 - (b) reimbursement for reasonable travelling and out-of-pocket expenses necessarily incurred in carrying out board members' duties,
- as set out in Schedule XX [TBD];

Board member conflict of interest

- 5 (1) The board must establish and maintain written policies and procedures for identifying and addressing board member conflicts of interest, which at a minimum must address the following matters:
- (a) information and guidance to assist board members in understanding the basic law and fundamental principles of what may constitute an actual conflict of interest, a perceived conflict of interest, or a potential conflict of interest;
 - (b) examples and descriptions of the types of interests that commonly give rise to an actual conflict of interest, a perceived conflict of interest, or a potential conflict of interest;
 - (c) the relationship between the member's privacy interests and their duty to disclose conflicts in their role as a board member, including and

how much information must be disclosed to meet the requirement to disclose the general nature of a conflict under section 352(1) (a) of the Act;

(d) requirements to attend and participate in all board training and education sessions about conflict of interest;

(e) the seeking of independent legal advice by the board member about their circumstances in relation to conflicts of interest;

(f) the enumeration and description of the circumstances in which section 352 of the Act applies;

(g) a description of the process by which a board member may discharge the obligation to disclose under section 352(1)(a) of the Act;

(h) a description of the process by which a board member may bring to the board's attention that another board member has or may have a conflict of interest that has not been disclosed to the board;

(i) a description of the process that the board must follow in determining whether a board member who discloses under section 352(1)(a) of the Act, or who another board member believes has or may have an undisclosed conflict of interest, either does or does not have a conflict of interest in the circumstances disclosed or alleged;

(j) subject to the Act and the regulations under the Act, the directions that the board may give to a board member who the board finds is in a conflict of interest;

(k) the enumeration and description of the circumstances in which a request under section 354 of the Act made and the process for bringing such a request before the board including without limitation giving the board member who is the subject of the request an opportunity to be heard before the request is submitted to the superintendent.

- (2) The board must not presume any conflict of interest for any board member based solely on the member's Indigenous identity, race, colour, ancestry, place of origin, political belief, religion, marital status, family status, physical or mental disability, sex, sexual orientation, gender identity or expression, or age.
- (3) Without limiting subsection (2), the board must not presume any conflict of interest for any board member who is an Indigenous person in relation to any matter before the board involving Indigenous governing bodies, Indigenous peoples, or Indigenous practices, based solely on the board

member's Indigenous identity or their general interest in Indigenous matters.

Scheduling of board meetings

- 6**
- (1) The board must convene one regular board meeting in each quarter of a fiscal year.
 - (2) Every board meeting other than a regular board meeting is a special board meeting.
 - (3) No later than the regular board meeting in the third quarter of each fiscal year, the board must confirm the planned schedule of its quarterly regular board meetings for the next fiscal year.
 - (4) The registrar may recommend to the board chair that a special board meeting be convened.
 - (5) Whether or not the registrar has made a recommendation under subsection (4), the board chair may decide if convening a special board meeting is necessary or appropriate in any circumstances except where the registrar has received a request under subsection (7)(b).
 - (6) The board chair must consult with the registrar before making a decision under subsection (5), unless such consultation is clearly inappropriate in the circumstances.
 - (7) The registrar must schedule a special board meeting
 - (a) at the direction of the board chair, if such direction is given in accordance with subsections (5) and (6), or
 - (b) on receipt of a request for a special board meeting signed or approved by a majority of the board members in writing, including by mail, facsimile, or electronic mail, if such request states the nature of the business proposed to be conducted at the meeting.

Format of board meetings

- 7**
- The board may meet and conduct business in person or by telephone, teleconference, video conference, or any other method of telecommunication that allows all board members in attendance at the board meeting to hear, or see and hear, and interact with each other,

including in a hybrid format using more than one of those methods simultaneously.

Notice of board meetings

- 8** (1) The registrar must provide reasonable advance notice of a board meeting to board members and the public.
- (2) The registrar may provide notice to the public under subsection (1) by publishing on the College website a notice that includes
- (a) the date, time, and place or format of the meeting,
 - (b) if applicable, a statement that part or all of the meeting will be a closed board meeting, and
 - (c) information on how to observe an open board meeting.
- (3) Despite subsection (1), advance notice to the public is not required if the only purpose of the board meeting is
- (a) to conduct urgent business, or
 - (b) to conduct business in a closed meeting as permitted under section 9(2) *[Open and closed board meetings]*.
- (4) The failure to provide notice of a board meeting to, or the non-receipt of a notice by, any person entitled to receive such notice does not invalidate proceedings at that board meeting.
- (5) Subject to subsection (6), the registrar must provide to any person, on request, a copy of the agenda for a board meeting.
- (6) Before a copy of the agenda is provided under subsection (5), the copy must be redacted to remove information about any matter referred to in section 9(2) *[Open and closed board meetings]*, and the bylaw authority for removing that information must be cited in the redacted copy as provided.

Open and closed board meetings

- 9** (1) Subject to subsections (2) to (7), a board meeting must be open to the public.
- (2) A board meeting or part of a board meeting may be closed to the public, including without limitation all licensees who are not board members, if

the board is satisfied that the subject matter being considered relates to or is one or more of the following:

- (a) personnel matters, including without limitation the registrar's performance or employment contract;
- (b) any communications to or from legal counsel for the College, the board or a committee of the College, and any other information that is or may be subject to legal advice privilege, litigation privilege, settlement privilege, or any other type of privilege that is or may be recognized under Canadian law;
- (c) property acquisitions or dispositions;
- (d) communications with the Office of the Ombudsperson;
- (e) information concerning
 - (i) the contents of an examination or assessment related to eligibility standards or determinations of whether applicants meet eligibility standards,
 - (ii) the scoring or results of an examination or assessment related to eligibility standards or determinations of whether applicants meet eligibility standards, or
 - (iii) any information related to an examination or assessment related to eligibility standards, or a determination of whether an applicant meets eligibility standards, that would constitute an unreasonable invasion of an individual's personal privacy;
- (f) information concerning
 - (i) consideration of whether an academic or technical program will be recognized by the College,
 - (ii) an individual's application for a licence to practice, reinstatement or renewal of a license to practice, or certification,
 - (iii) a criminal, civil, or administrative proceeding the disclosure of which would be an unreasonable invasion of the individual's personal privacy,
 - (iv) regulatory complaints or investigations about an identifiable individual, or
 - (v) superintendent oversight processes conducted in respect of the College or regulatory colleges generally;

- (g) “protected information” as defined in section 242(1) of the Act;
 - (h) an assessment of professional performance of a licensee for quality assurance purposes, or the licensee’s compliance with competency or quality assurance requirements established under Part XX [Quality Assurance], the disclosure of which would be an unreasonable invasion of the individual’s personal privacy;
 - (i) a person involved in a criminal, civil or administrative proceeding may be prejudiced;
 - (j) information that the College or another public body would be required or authorized to refuse to disclose to an applicant making a request for records under Part 2 of the FIPPA;
 - (k) information that the College is required by law or court order to keep confidential;
 - (l) strategic planning discussions by, or educational activities for, board members;
 - (m) the board’s self-assessment of its performance or the board’s assessment of a committee’s performance;
 - (n) an internal board conflict resolution process;
 - (o) financial, personal or other matters of such nature that the interest of any affected person or the public interest in avoiding public disclosure of those matters outweighs the public interest in open board meetings.
- (3) If all or part of a meeting is closed to the public, the board may allow one or more College employees to attend or exclude them from attending, as the board considers appropriate.
 - (4) If all or part of a meeting is closed to the public, the board may allow one or more persons other than College employees to attend, as the board considers necessary and if each such person has signed a confidentiality agreement acceptable to the registrar.
 - (5) The board may exclude any person who is neither a board member nor the registrar from any board meeting or part of a board meeting, if the board is satisfied the person’s attendance is disruptive.
 - (6) A board member must not be excluded from any board meeting or part of a board meeting, except while the board member is prohibited under section

352 or 353 of the Act from being present at the board meeting due to having a conflict of interest or being the subject of a regulatory complaint.

- (7) Despite subsection (3), the registrar must not be excluded from any board meeting or part of a board meeting, except when the subject matter being considered relates to or is one or more of the following:
- (a) the registrar's performance or employment contract;
 - (b) a regulatory complaint or investigation of which the registrar is the subject;
 - (c) the board's self-assessment of its performance;
 - (d) an internal board conflict resolution process.

Quorum at board meetings

- 10** (1) A majority of the board members constitutes a quorum at a board meeting.
- (2) If at any time during a board meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present.
- (3) No business, other than the adjournment or cancellation of the meeting, may be conducted at a board meeting at a time when a quorum is not present.
- (4) Except in the case of a special board meeting requested under section **6(7)(b)** [*Scheduling of board meetings*],
- (a) if there is no quorum within 30 minutes from the time appointed for the start of a board meeting, or
 - (b) if there is no quorum within 30 minutes from any time when there is no quorum during a board meeting,
- the meeting must be adjourned, and the board chair must consult with the registrar and the board members in attendance on how to proceed.
- (5) In the case of a special board meeting requested under section **6(7)(b)** [*Scheduling of board meetings*],
- (a) if there is no quorum within 30 minutes from the time appointed for the start of the meeting, or

(b) if there is no quorum within 30 minutes from any time when there is no quorum during the meeting,

the meeting must be adjourned and cancelled, and no further action may be taken in respect of the request under section 6(7)(b) [*Scheduling of board meetings*] for that meeting.

Decision-making at board meetings

- 11** (1) Subject to any additional policies and procedures established or adopted under section 14 [*Board policies and procedures*], any board member in attendance, including the chair for the meeting, may move a resolution at a board meeting.
- (2) Subject to any additional policies and procedures established or adopted under section 14 [*Board policies and procedures*], no resolution proposed at a board meeting need be seconded.
- (3) The chair for the meeting may
- (a) speak in debate but not in preference to other board members, and
 - (b) vote on all proposed resolutions but is not required to vote on any proposed resolution.
- (4) Unless otherwise specified in these bylaws, the board members in attendance at a board meeting must attempt to reach consensus when deciding on all matters of business at the meeting, in accordance with any additional policies or procedures adopted or established by the board under section 14 [*Board policies and procedures*] for the purpose of governing the conduct of board meetings.
- (5) If consensus is reached on a matter, the chair for the meeting must conduct a confirming vote and the resolution passes by consensus.
- (6) If consensus cannot be reached on a matter,
- (a) the chair for the meeting must conduct a vote by show of hands, and
 - (b) a proposed resolution passes if it receives a majority vote of the board members in attendance and eligible to vote on the matter.
- (8) In case of a tie vote on a matter, the chair for the meeting does not have a second vote in addition to the vote to which the chair is entitled as a board member, and the proposed resolution does not pass.

- (9) Unless otherwise specified in these bylaws, the board will not decide matters by secret vote.
- (10) Every resolution passed in accordance with this section or section 12 [*Board resolutions approved in writing*] is a resolution of the board].
- (11) A resolution passed in accordance with this section or section 12 [*Board resolutions approved in writing*] takes effect immediately unless otherwise specified in the resolution.

Board resolutions approved in writing

- 12 (1) A resolution signed or approved by all board members in writing, including by mail, facsimile, or electronic mail, is valid and binding and of the same effect as if such resolution had been duly passed at a board meeting.
- (2) If necessary to conduct urgent business or business for which a closed meeting would be permitted under section 9(2) [*Open and closed board meetings*], a resolution signed or approved by a majority of the board members in writing, including by mail, facsimile, or electronic mail, is valid and binding and of the same effect as if such resolution had been duly passed at a board meeting.

Minutes of board meetings

- 13 (1) The registrar must ensure that minutes are taken at each board meeting, except for any part of a closed board meeting from which the registrar is excluded.
- (2) The board chair must ensure that minutes are taken for any part of a closed board meeting from which the registrar is excluded.
- (3) Despite subsections (1) and (2), no minutes need be taken at board meetings, or for parts of board meetings, if the only subject matter being considered relates to or is one or more of the following:
 - (a) the board's strategic planning discussions or board member educational activities;
 - (b) the board's self-assessment of its performance or the board's assessment of a committee's performance;
 - (c) an internal board conflict resolution process.

- (4) A resolution passed under section 12 *[Board resolutions approved in writing]* must be recorded in the minutes of the next board meeting at which minutes are taken.
- (5) A notation of a meeting at which, under subsection (3), no minutes are taken must be recorded in the minutes of the next board meeting at which minutes are taken.
- (6) If a board meeting or part of a board meeting is closed to the public, or the board excludes a person from part of a board meeting, its reasons for doing so must be noted in the minutes of the meeting and the notation must cite the bylaw authority relied on for the closure or exclusion.
- (7) Subject to subsection (8), the registrar must publish on the College website a copy of the minutes of each board meeting, within a reasonable period after such minutes are approved by the board.
- (8) Before a copy of the minutes is published under subsection (6), the copy must be redacted to remove information about any matter referred to in section 9(2) *[Open and closed board meetings]*, and the bylaw authority for removing that information must be cited in the redacted copy as published.

Board policies and procedures

- 14** (1) The board may establish or adopt additional policies and procedures consistent with the Act, the regulations under the Act, and these bylaws, to
- (a) govern and guide the conduct of board meetings and other related processes,
 - (b) provide guidance relating to the roles and responsibilities of board members,
 - (c) establish procedures or criteria in relation to the registrar, committee members or professional standards advisors by which the board may
 - (i) establish education, training, experience and other qualifications for those positions,
 - (ii) seek and evaluate candidates for those positions,
 - (iii) make appointments for those positions,

- (iv) establish, subject to section 25 [*Committee member remuneration and expenses*], general terms and conditions of appointments for those positions,
 - (v) evaluate or assess the performance of individuals in those positions, and
 - (vi) rescind appointments for those positions, and
- (d) provide guidance to board members or the public respecting any matter for which the board may or must exercise powers or perform duties.
- (2) The registrar must publish on the College website any policies or procedures that the board establishes or adopts under subsection (1).

Advice and consultation when making bylaws

- 15** (1) Before making, repealing or amending a bylaw, the registrar on behalf of the board must carry out consultations that the board is satisfied are sufficient to permit meaningful participation by the persons referred to in section 384 (2) of the Act, which must include without limitation the following measures:
- (a) the board must specify a reasonable period during which consultations are to be carried out and comments may be submitted to the board, having regard to relevant factors including without limitation the nature and complexity of the proposed change, the degree of potential impact the proposed change may have on licensees or other affected persons, and the nature and extent of any public controversy related to the subject matter of the proposed change;
 - (b) for consultation with the public and persons affected by a proposed bylaw change, the board must direct the registrar to publish a notice of the proposed bylaw change on the College website together with a brief description of the proposed bylaw change, the duration of the consultation period, and information on how to submit comments or obtain further information about the proposed change;
 - (c) for consultation with other regulators, the board must direct the registrar to deliver the proposed bylaw change to all other regulators and invite written comments;
 - (d) for consultation with Indigenous governing bodies or other entities representing Indigenous peoples where a bylaw change is proposed with respect to a matter referred to in section 384(2)(c) of the Act, **[TBD]**

– policies and procedures for the nomination of persons by Indigenous governing bodies or other entities representing Indigenous peoples].

- (2) The registrar may recommend to the board that a consultation period specified under subsection (1)(a) be extended or shortened after the consultation period commences, based the volume or nature of comments being received.
- (3) The board may establish or adopt additional policies and procedures consistent with the Act, the regulations under the Act, and these bylaws, to govern and guide the carrying out of consultations with persons referred to in section 384 (2) of the Act, including without limitation consultations with Indigenous governing bodies or other entities representing Indigenous peoples when a bylaw change is proposed with respect to a matter not referred to in section 384(2)(c) of the Act.
- (4) The registrar must publish on the College website any policies or procedures that the board establishes or adopts under this section.

16 *Not used*

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