

PART 3 – COMMITTEES

Licence committee

- 17** (1) For certainty,
- (a) the registration committee of the College, established under the former Act, is continued as the licence committee, as set out in section 541(2) of the Act, and
 - (b) the members of the licence committee must be appointed by resolution of the board, as set out in section 359(1)(c) of the Act.
- (2) The licence committee consists of at least six members.
- (3) At least one-half of the members of the licence committee must be licensees, of whom
- (a) at least two members must be full pharmacists, and
 - (b) at least one member must be a pharmacy technician.
- (4) At least one-third of the members of the licence committee must be public representatives.

Investigation committee

- 18** (1) For certainty,
- (a) the inquiry committee of the College, established under the former Act, is continued as the investigation committee, as set out in section 541(3) of the Act, and
 - (b) the members of the investigation committee must be appointed by resolution of the board, as set out in section 359(1)(c) of the Act.
- (2) The investigation committee consists of at least six members.
- (3) At least one-half of the members of the investigation committee must be licensees, of whom
- (a) at least two members must be full pharmacists, and
 - (b) at least one member must be a pharmacy technician.

- (4) At least one-third of the members of the investigation committee must be public representatives.

Finance, audit and risk committee

- 19 (1) The finance, audit and risk committee is established.
- (2) The finance, audit and risk committee consists of at least four and not more than seven members, of whom
 - (a) the board chair and board vice chair are voting *ex officio* members,
 - (b) at least one member must be a board member who is a “representative of the public” within the meaning of the Act,
 - (c) not more than five members may be board members, and
 - (d) at least one and not more than two members must be public representatives who are chartered professional accountants in good standing with their respective professional regulatory bodies.
- (3) The responsibilities of the finance, audit and risk committee are to
 - (a) advise the board on the needs of the College in regard to the board’s financial oversight of the College and the financial implications of board decisions,
 - (b) advise the board on the application of legislated, regulatory and other financial requirements to the College,
 - (c) recommend to the board financial policies essential to the board’s financial oversight of the College,
 - (d) advise the board on financial and enterprise risk management and audit matters related to the administration of the College,
 - (e) review and report to the board on any financial or enterprise risk management or audit matter referred by the board, and
 - (f) serve as a resource to the board in matters pertaining to College financial oversight, financial and enterprise risk management, and audit.

Governance committee

- 20** (1) The governance committee is established.
- (2) The governance committee consists of at least three and not more than five members, of whom
- (a) all members must be board members, and
 - (b) at least one member must be a board member who is a “representative of the public” within the meaning of the Act.
- (3) Subject to any directions given by the board, the responsibilities of the governance committee are to
- (a) review and recommend to the board the competencies expected of individuals who wish to be appointed as board chair or board vice chair, appointed to a committee, or designated as the chair or a vice chair of a committee or its panels, as applicable,
 - (b) oversee and report to the board on board, board member, committee and committee member evaluations,
 - (c) oversee and report to the board on board member orientation and education,
 - (d) ensure that board policies are reviewed, and appropriate revisions are recommended to the board, regularly and as required,
 - (e) review and report to the board on any governance matter referred by the board,
 - (f) serve as a resource to the board in matters pertaining to college governance, and
 - (f) for each committee, and having regard to the board-approved competencies expected of individuals who wish to be appointed as members of a committee,
 - (i) in consultation with each other committee as the governance committee considers necessary or appropriate, identify the competencies needed from time to time in prospective candidates for membership of each committee and, in collaboration with the registrar, ensure information about those needed competencies is disseminated to licensees, non-

licensees and the public during committee membership recruitment processes,

(ii) use reasonable efforts to identify and recruit prospective candidates for membership on each committee who have the needed competencies,

(iii) determine whether expressions of interest received comply with all applicable eligibility requirements under these bylaws, and

(iv) to the extent the governance committee determines is possible, recommend to the board and registrar at least one candidate for each committee member office to be filled from time to time.

Registrar evaluation and succession planning committee

- 21** (1) The registrar evaluation and succession planning committee is established.
- (2) The registrar evaluation and succession planning committee consists of five members, of whom
- (a) all members must be board members,
 - (b) the board chair and board vice chair are voting *ex officio* members, and
 - (c) at least one member must be a board member who is a “representative of the public” within the meaning of the Act.
- (3) Subject to any directions given by the board, the responsibilities of the registrar evaluation and succession planning committee are to
- (a) oversee, facilitate and report to the board on registrar performance reviews,
 - (b) oversee, facilitate and report to the board on registrar compensation reviews,
 - (c) consider and make recommendations to the board on emergency and long-term registrar succession planning,
 - (d) review and report to the board on any registrar performance or compensation matter referred by the board, and

(e) serve as a resource to the board in matters pertaining to registrar evaluation and succession planning

Appointment of committee members

- 22** (1) Subject to the Act, the regulations under the Act, and these bylaws, the board may appoint any person other than a board member to a committee.
- (2) A person may be appointed to more than one committee concurrently.
- (3) Before appointing a person to a committee, the board must be satisfied, having regard to the policy established under subsection (4), that the person possesses the education, training, experience, and other qualifications the board considers necessary to ensure the person may fulfil their responsibilities as a committee member effectively and in accordance with the guiding principles under the Act.
- (4) The board establishes the appointment criteria policy set out in Schedule XX *[Criteria for Appointment of Committee Members Policy – TBD]*.
- (5) All members of a committee must be appointed by resolution of the board in accordance with section 11 *[Decision-making at board meetings]* or section 12 *[Board resolutions approved in writing]*, except where the membership is *ex officio*.
- (6) A person appointed to a committee may serve a term of office specified by the board not exceeding three years.
- (7) Subject to subsection (8), the members and former members of a committee are eligible for reappointment to the committee at any time.
- (8) A person who
- (a) completes six consecutive years of serving as a member of a committee, or
 - (b) ceases to hold office as a member of a committee under subsection (9)(b)(iii) or (iv),
- is not eligible for reappointment to the committee until one year has elapsed since the date of the event referred to in paragraph (a) or (b), unless the board is satisfied there are extenuating circumstances, including without limitation any public interest in retaining the knowledge

and experience of an Indigenous committee member or a committee member from another equity-denied community.

- (9) A person ceases to hold office as a member of a committee
- (a) upon expiry of their term of office as a member of the committee, or
 - (b) if the person
 - (i) ceases to be a licensee of the College, or be in a particular class of College licensee, where eligibility for the office requires the person to be a licensee of the College or in the class of College licensee,
 - (ii) ceases to be a board member, where eligibility for the office requires the person to be a board member,
 - (iii) resigns from office as a member of the committee under subsection (10),
 - (iv) is removed from office as a member of the committee under subsection (11), or
 - (v) dies.
- (10) A person may resign from office as a member of a committee 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.
- (11) At any time, a person may be removed from office as a member of a committee by resolution of the board in accordance with section 11 *[Decision-making at board meetings]* or section 12 *[Board resolutions approved in writing]*, except where the membership is *ex officio*.
- (12) Despite subsections (1) to (11), a person who ceases to hold office as a member of a statutory committee or, as applicable, a member of a panel of the committee, may be reappointed at any time and continue to serve as a member of the committee and, as applicable, a member of the panel to complete work of the committee or panel that began before the person ceased to hold office as a member of the committee or panel.

Appointment of committee chairs and vice chairs

- 23** (1) Each committee must have one chair of the committee and at least one vice chair of the committee, all of whom must be appointed from among the members of the committee by resolution of the board in accordance with section **11** *[Decision-making at board meetings]* or section **12** *[Board resolutions approved in writing]*.
- (2) A person appointed as the chair or a vice chair of a committee may serve a term of office specified by the board not exceeding one year.
- (3) The members of a committee are eligible for reappointment as the chair or a vice chair of the committee at any time.
- (4) A person may be appointed as the chair or a vice chair of more than one committee concurrently.
- (5) A person ceases to hold office as the chair or a vice chair of a committee
- (a) upon expiry of their term of office as the chair or a vice chair of the committee, or
 - (b) if the person
 - (i) ceases to be a member of the committee,
 - (ii) resigns from office as the chair or a vice chair of the committee under subsection (6),
 - (iii) is removed from office as the chair or a vice chair of the committee under subsection (7), or
 - (iv) dies.
- (6) A person may resign from office as the chair or a vice chair of a committee 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.
- (7) A person may be removed from office as the chair or a vice chair of a committee by resolution of the board in accordance with section **11**

[Decision-making at board meetings] or section 12 [Board resolutions approved in writing].

- (8) If a person ceases to hold office as the chair of a committee, the board must, as soon as practicable, appoint another member of the committee to fill the vacant office.
- (9) If a person ceases to hold office as a vice chair of a committee and as a result there is no vice chair of the committee in office, the board must, as soon as practicable, appoint another member of the committee to fill the vacant vice chair office.

Powers and duties of committee chairs and vice chairs

- 24** (1) The chair of a committee must
- (a) preside at all meetings of the committee,
 - (b) act generally in accordance with the requirements of the office of chair of the committee to ensure the proper exercise of the powers and performance of the duties of the committee,
 - (c) on behalf of the committee, submit annually to the board, in a form satisfactory to the board and no later than 60 days after the end of each fiscal year, a report on the committee's activities in the fiscal year just ended including without limitation the activities of its panels if any, and
 - (d) otherwise report to the board as and when directed by the board.
- (2) If the chair of a committee is absent or unable to act for any reason, a vice chair of the committee may exercise the powers and must perform the duties of the chair of the committee.
- (3) If the chair and all vice chairs of a committee are absent from, or unable to act at, a meeting of the committee for any reason, the members of the committee 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.

Committee member remuneration and expenses

- 25** Committee members are entitled to receive
- (a) remuneration, and

(b) reimbursement for reasonable travelling and out-of-pocket expenses necessarily incurred in carrying out committee members' duties,

as set out in Schedule XX [TBD];

Committee member conflict of interest

- 26 Section 5 [Board member conflict of interest] and the policies and procedures established under that section apply to committees as if they were the board and to committee members as if they were board members.

Panels

- 27 (1) In this section and sections 28 [Panel chairs] to 34 [Minutes of committee and panel meetings]:
- “statutory committee”** means the licence committee or the investigation committee;
- “panel”** means a panel under subsection (3).
- (2) Only a statutory committee may meet in panels.
- (3) Subject to these bylaws and any policies and procedures established by the committee under section 35 [Committee policies and procedures], the chair of a statutory committee may
- (a) establish and disestablish panels of the committee, and
- (b) issue terms of reference for each panel of the committee and may amend or rescind such terms of reference.
- (4) Subject to these bylaws, any policies and procedures established by the committee under section 35 [Committee policies and procedures] and any terms of reference issued by the chair of the committee under subsection (3)(b), a panel is delegated, and may exercise and perform, all powers and duties of the committee under the Act, except the powers and duties under subsection (3) and section 35 [Committee policies and procedures].
- (5) Each panel must consist of at least three members, all of whom must be appointed by the chair of the committee from among the members of the committee.

- (6) At least one-third of the members of a panel must be public representatives.
- (7) A member of a statutory committee may be appointed to more than one panel of the committee concurrently.
- (8) If
 - (a) a panel is to consider an issue or make a decision in the course of exercising or performing a power or duty of the committee under the Act in respect of a particular licensee or applicant, and
 - (b) the licensee is a full pharmacist or pharmacy technician, or the applicant is seeking to be licensed as a full pharmacist or pharmacy technician,at least one member of the panel must be a licensee in the same class as the licensee, or a licensee in the same class in which the applicant is seeking to be licensed, as applicable.
- (9) The chair of a statutory committee must, when selecting members for a panel, make reasonable efforts to ensure the selection provides for a range of perspectives, including the perspectives of Indigenous persons and other persons from equity-denied communities.
- (10) The chair of a statutory committee must, when selecting members for panel to consider a matter involving Indigenous-specific racism or discrimination, or Indigenous practices, make reasonable efforts to ensure the selection provides for the perspectives of Indigenous persons.
- (11) The chair of the investigation committee must make reasonable efforts to appoint at least one Indigenous person to a panel conducting an investigation in which either the complainant, the licensee, or both are Indigenous persons.

Panel chairs

- 28**
- (1) Each panel must have one chair of the panel, who must be appointed by the chair of the committee from among the members of the panel.
 - (2) A person may be appointed as the chair or a vice chair of a statutory committee and the chair of a panel of the committee, or as the chair of more than one panel of the committee, concurrently.

- (3) For each panel, the chair of the panel must
 - (a) preside at all meetings of the panel, and
 - (b) act generally in accordance with the requirements of the office of chair of the panel to ensure the proper exercise of the powers and performance of the duties of the panel.

Scheduling of committee and panel meetings

- 29** (1) Subject to these bylaws and any policies and procedures established by the committee under section 35 [*Committee policies and procedures*],
- (a) the chair of a statutory committee may schedule meetings of the committee as required to carry out the responsibilities of the committee, and
 - (b) the chair of a committee other than a statutory committee may, in consultation with the registrar, schedule meetings of the committee as required to carry out the responsibilities of the committee.
- (2) Subject to these bylaws, any policies and procedures established by the committee under section 35 [*Committee policies and procedures*] and any terms of reference issued by the chair of the committee under section 27(3)(b) [*Panels*], the chair of a panel may call meetings of the panel as required to carry out the responsibilities of the panel.

Format of committee and panel meetings

- 30** Section 7 [*Format of board meetings*] applies to each committee and each panel as if it were the board.

Attendance at committee and panel meetings

- 31** (1) Subject to the Act, the regulations under the Act, and these bylaws,
- (a) all meetings of a committee or its panels are closed to the public, including without limitation all licensees who are not members of the committee, and
 - (b) notice to the public of committee meetings or panel meetings is not required.

- (2) A committee or panel, through its chair, may invite any person to attend, or exclude any person from, all or part of a committee meeting or panel meeting as the committee or panel considers necessary or appropriate in the circumstances, and attendance at the meeting may be made subject to any terms or conditions as the committee or panel considers necessary or appropriate in the circumstances.

Quorum at committee and panel meetings

- 32** (1) For each of the following committees, a majority of the members of the committee constitutes a quorum at meetings of the committee as long as at least one-third of the members in attendance are public representatives:
- (a) the licence committee;
 - (b) the investigation committee.
- (2) For each of the following committees, a majority of the members of the committee constitutes a quorum at meetings of the committee as long as at least one of the members in attendance is a board member who is a “representative of the public” within the meaning of the Act:
- (a) the finance, audit and risk committee;
 - (b) the governance committee;
 - (c) the registrar evaluation and succession planning committee.
- (3) If a panel consists of three members, all members of the panel constitute a quorum at meetings of the panel.
- (4) If a panel consists of more than three members, a majority of the members of the panel constitutes a quorum at meetings of the panel as long as not less than one-third of the members in attendance are public representatives.

Decision-making at committee and panel meetings

- 33** Sections **11** [*Decision-making at board meetings*] and **12** [*Board resolutions approved in writing*] apply to each committee and each panel as if it were the board.

Minutes of committee and panel meetings

- 34** (1) The chair of a committee or panel must ensure that minutes are taken at each meeting of the committee or panel.
- (2) Despite subsection (1), no minutes need be taken at meetings of a committee or panel, or for parts of such meetings, if the only subject matter being considered relates to or is one or more of the following:
- (a) committee or panel member educational activities;
 - (b) the committee's or panel's self-assessment of its performance;
 - (c) an internal committee or panel conflict resolution process.
- (3) Resolutions of a committee or panel passed under section 12 *[Board resolutions approved in writing]* must be included in the minutes of the next committee, or the next panel meeting, if any, at which minutes are taken.

Committee policies and procedures

- 35** A committee 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 conduct of committee meetings and other processes and functions related to carrying out the committee's responsibilities and may amend or rescind such policies and procedures.

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