

**Draft Bylaws:**

**College of Health and Care  
Professionals of British Columbia**

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## 2.0 Board

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### College Board

2.1 The Board consists of persons appointed by the Minister under section 346 of the Act.

### Board Chair and Board Vice Chair

2.2 At the first Board Meeting, and subsequently at the first Board Meeting after a Board Chair or Board Vice Chair's term ends or they otherwise cease to hold office, Board Members must elect a Board Chair and Board Vice Chair, as applicable, from among their own members using the following procedures:

- (a) the Registrar, at the first Board Meeting if no Board Chair was appointed by the Minister, and the acting Board Chair at subsequent meetings, must call for nominations;
- (b) if there is only one nominee, the nominee is elected by acclamation; and
- (c) if there is more than one nominee, electing a Board Chair or Board Vice Chair by a majority vote of the Board Members in attendance.

2.3 In the event of a tie vote between nominees, the Registrar must conduct a random draw between the tied nominees with the most votes.

2.4 A Board Chair and Board Vice Chair hold office for a two-year term, renewable as long as the individual remains a Board Member.

2.5 A Board Chair or Board Vice Chair ceases to hold office upon:

- (a) election of a new Board Chair or Board Vice Chair as applicable;
- (b) ceasing to be a Board Member;
- (c) delivering a written notice of resignation from the office of Board Chair or Board Vice Chair to the Registrar effective the date specified in the notice or, if no effective date is specified, on receipt of the notice by the Registrar;
- (d) death; or
- (e) removal from the office of Board Chair or Board Vice Chair by Special Resolution of Board Members.

### Powers and duties of Board Chair and Board Vice Chair

2.6 The Board may delegate powers and duties of the Board to the Board Chair, subject to any terms, limits or conditions the Board considers necessary or appropriate.

2.7 The Board Chair:

- (a) must preside at all Board Meetings;
- (b) must fulfill duties under the Act, including but not limited to acting in accordance with the guiding principles and anti-discrimination measures in section 14 and 15 of the Act, the Regulations, and these Bylaws; and
- (c) may exercise powers and must perform duties delegated by the Board.

2.8 If the Board Chair is absent or unable or unwilling to act for any reason, the Board Vice Chair may exercise the powers and must perform the duties of the Board Chair.

2.9 If the Board Chair and Board Vice Chair are absent or unable or unwilling to act for any reason, the Board may appoint an acting Board Chair in accordance with the Consensus Decision Policy, failing which, it must make an appointment by majority vote, to preside at the meeting and to exercise powers and perform duties of the Board Chair, subject to any terms, limits or conditions the Board considers necessary or appropriate in the circumstances.

### **Board Member remuneration and expenses**

2.10 Board Members are entitled to receive remuneration and reimbursement for reasonable travel and other expenses necessarily incurred in performing College business as set out in Schedule “—”;

### **Frequency of Board Meetings**

2.11 The Board must meet at least four times in each calendar year.

### **Format of Board Meetings**

2.12 The Board may meet and conduct business in person, by telephone, by video conference, or by any other method of telecommunication.

### **Calling Board Meetings**

2.13 A Board Meeting must be scheduled by the Registrar:

- (a) at the request of the Board Chair; or
- (b) on receipt of a written request for a Board Meeting signed by a majority of the Board Members.

2.14 A written request under Bylaw 2.13 (b) must set out the matter(s) for discussion or decision, which information must be provided in the notice of the Board Meeting.

## **Notice of Board Meetings**

- 2.15 The Registrar must provide reasonable notice of a Board Meeting to Board Members, Licensees, and the public.
- 2.16 The Registrar may provide notice under Bylaw 2.15:
- (a) to Board Members, by emailing notice to the address for delivery provided by the Board Member for such purpose; and
  - (b) to Licensees and the Public by posting a notice on the College's website.
- 2.17 Despite Bylaw 2.15, notice of a Board Meeting to Licensees and the public is not required if the purpose of the meeting is to:
- (a) conduct urgent business; or
  - (b) conduct business solely in a Closed Meeting as permitted under these Bylaws.
- 2.18 The failure to provide notice of a Board Meeting to a person entitled to receive notice, or the non-receipt of such notice by any person, does not invalidate Board Meeting proceedings.

## **Open and Closed Board Meetings**

- 2.19 Subject to Bylaws 2.20 through 2.23, a Board Meeting is open to the public.
- 2.20 The Board may exclude any person who is not a Board Member from all or part of a Board Meeting if:
- (a) satisfied their attendance is disruptive; or
  - (b) the Board is moving to a Closed Meeting.
- 2.21 Despite Bylaw 2.20, the Board may not exclude the Registrar, or a person designated by the Registrar to attend on their behalf, from any part of a Board Meeting except to the extent that such meeting concerns:
- (a) a discussion of the Registrar's performance or employment contract;
  - (b) the Board's self-assessment of its own performance; or
  - (c) an internal Board conflict resolution process.
- 2.22 The Board may convene a Closed Meeting, or move from an open to Closed Meeting, to discuss:
- (a) personnel matters;
  - (b) information the College or another public body would be required or authorized to refuse to disclose in response to an access request under Part 2 of FOIPPA;

- (c) information the College is required by law to keep confidential;
- (d) information concerning the contents, scoring or results of an examination;
- (e) property acquisitions or dispositions;
- (f) information concerning academic or technical programs;
- (g) communications to and from legal counsel, and any other matter subject to legal professional privilege and/or litigation privilege;
- (h) an assessment of professional performance of a Licensee for quality assurance purposes;
- (i) communication with the Office of the Ombudsperson or the Office of the Superintendent of Health Profession and Occupation Oversight;
- (j) information concerning an individual's application for licensure or any individual Licensee;
- (k) the Board's self-assessment of its performance;
- (l) an internal Board conflict resolution process; and
- (m) financial, personal, or other matters of such a nature that the interests of any affected person, or the public interest in avoiding disclosure of such matters, outweighs the public interest in having Board meetings open to the public.

2.23 The Board may meet in planning sessions that are not open to the public for the purposes of planning, education, or other reasons not requiring Board resolutions.

### **Board Meeting decision-making procedures**

2.24 A majority of the Board Members constitutes a quorum.

2.25 Any Board Member may move or propose a resolution.

2.26 No resolution proposed at a Board Meeting need be seconded.

2.27 The Board must establish a Consensus Decision Policy.

2.28 Each Board Member may cast a single vote for each Board resolution.

2.29 A resolution approved in accordance with the Consensus Decision Policy, by a majority of Board Members, or by a Special Resolution where required, is a resolution of the Board.

### **Board resolutions approved in writing**

2.30 By Special Resolution, the Board may pass a resolution in writing, including by email or otherwise, with the same binding effect as if such vote occurred at a Board Meeting.

## **Minutes of Board Meetings**

- 2.31 The Registrar must ensure that:
- (a) minutes are taken at each Board Meeting;
  - (b) the minutes record the manner in which resolutions were approved by the Board; and
  - (c) the minutes are retained.
- 2.32 The Board Chair must ensure that, for any part of a Closed Meeting from which the Registrar is excluded:
- (a) minutes are taken;
  - (b) the minutes record the manner in which resolutions are approved by the Board; and
  - (c) the minutes are retained.
- 2.33 Subject to Bylaw 2.34, resolutions approved in writing under Bylaw 2.30 must be included in the minutes of the following Board Meeting.
- 2.34 The Registrar must Publish the minutes of each Board Meeting on the College website, subject to
- (a) non-substantive editing for clarity and accuracy; and
  - (b) removing information in relation to any portion of a Board Meeting that was a Closed Meeting, provided that the Bylaw authority for removing such item is noted in the Published version.
- 2.35 The Registrar or the Board Chair, as applicable, must include a notation indicating the Bylaw authority for excluding any person, class of person, or the public from a Board Meeting or any portion of a Board Meeting.

## **Conflict of Interest – Board Members**

- 2.36 The Board must establish a Code of Conduct for the Board and Committees, including a Conflict of Interest Policy for Board Members.
- 2.37 If a Board Member believes that they may have a Conflict of Interest in relation to a matter before the Board, or the Board is satisfied that a Board Member may have such a Conflict of Interest, the Board Member must:
- (a) disclose promptly the general nature of the Conflict of Interest to the other Board Members; and
  - (b) follow the policies and procedures approved by the Board, which may include a requirement to provide additional information relevant to the Conflict of Interest.

- 2.38 Except to the extent section 352(4) of the Act applies, the Board must take necessary and appropriate measures to maintain the integrity of College operations.
- 2.39 The Board must not presume any Conflict of Interest for any Board Member based solely on the Board Member's Indigenous identity, race, colour, ancestry, place of origin, religion, marital status, family status, physical or mental disability, sex, sexual orientation, gender identity or expression, or age.
- 2.40 Without limiting Bylaw 2.39, the Board must not presume any Conflict of Interest for any Indigenous Board Member relating to any matter before the Board involving an Indigenous component, based solely on the Board Member's Indigenous identity, or their general interest in Indigenous matters.

### **Board rules, procedures, and policies**

- 2.41 The Board may, consistent with the Act, Regulations and Bylaws, establish or adopt policies, procedures, and guidelines to provide guidance to Board Members, Licensees or the public respecting any matter for which the Board may or must exercise powers or perform duties.
- 2.42 The Registrar must Publish any policies and procedures the Board establishes or adopts under Bylaw 2.41 on the College website.

### **Bylaw making powers**

- 2.43 When making bylaws the Board must undertake consultations consistent with the Act and the policies established under Bylaw 2.44.
- 2.44 The Board must establish policies and procedures consistent with the Act, the Regulations, and these Bylaws, relating to consultations under Bylaw 2.43.
- 2.45 The Board must, in collaboration with Indigenous governing bodies and other entities representing Indigenous peoples, establish policies and procedures for the nomination of persons by those governing bodies and entities for the purposes of section 384(2)(c) of the Act.
- 2.46 The Registrar must Publish all policies and procedures established under this heading on the College website.

### **Recommendations to the Superintendent**

- 2.47 The Board may establish policies and procedures for making recommendations to the Superintendent respecting:
- (a) the appointment of Board Members;



- (b) the rescindment of appointments; and
- (c) the education, training, experience and other qualifications for persons appointed, or to be appointed, as Board Members.

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