

BRIEFING NOTE

TO: Board of Directors

FROM: Governance Committee

DATE: October 5, 2020

SUBJECT: 9.3 Eligibility Criteria for Chair and Vice-Chair for Executive Committee

For Decision For Information Monitoring Report

Purpose:

To determine whether an experience-based eligibility criteria should be introduced in order run for election to the Executive Committee for the roles of Chair and Vice-chair.

Background:

As provided in the by-laws, all elected and public Board members are eligible for election to any position on the Executive Committee. There is no requirement that an individual serve on the Board for a minimum amount of time prior to running for Executive Committee election. Further, there is no requirement that an individual serve on the Executive Committee for a minimum amount of time before running for Chair or Vice-chair roles.

The by-laws do provide that the Executive Committee must consist of three elected Board members and two public Board members. The Chair may serve a maximum of two consecutive 1-year terms.

At its meeting on February 26th, 2020, the Board requested that the Governance Committee consider adding a requirement that directors have at least 1 year of experience on the Board prior to being eligible to run for positions on the Executive Committee.

At its meeting on June 9, 2020, the Governance Committee considered this matter and upon review of the materials provided and discussion, it determined not to put forward a recommendation to introduce an experience-based requirement for eligibility to run for the Executive Committee.

On July 27, 2020, the Board reached a consensus on the following:

1. That it amend the bylaws to require mandatory submission of expressions of interest in order to run for election to the executive to ensure that each candidate be required to articulate their unique skills, competencies and experience for the board's consideration when voting.
2. That there should not be a 1-year experiential requirement for directors wishing to be elected the Executive Committee positions-at-large.

The Board could not come to a consensus with respect to the position of Chair and Vice-chair and asked that the matter be deferred and returned to the Governance Committee for further consideration and review.

For Consideration:

The Governance Committee met on September 16, 2020 to consider the question of a 1-year experience requirement for the Executive Committee Chair and Vice-chair positions.

The Committee considered the following documents and policies:

- Executive Committee Terms of Reference and Mandate Policy No. 4-08 (**Appendix A**)
- Role of Board Officers Policy No. 4-05 (**Appendix B**).
- Previous proposed by-law amendments (**Appendix C**)

Based on these policies and extensive discussions, the Governance Committee was of the view that it would not be in the best interest of the College and the mandate that it serves to introduce a 1-year experience requirement for Chair and/or Vice-Chair eligibility.

The issues that informed the Governance Committee's discussions and recommendation are outlined below:

Legislative Considerations

1. Under the legislation, the Executive Committee is a statutory committee, but unlike other committees which have distinct mandates that they must accomplish under the RHPA, the Executive Committee has no specific mandate. There is also no one-year experiential requirement for members seeking a nomination for Chair and/or Vice Chair on other statutory committees.
2. The Executive Committee has, between Board meetings, all the powers of the Board with respect to any matter, that in its opinion, requires immediate attention. The Board Chair is the official spokesperson for the Board and is not permitted to make decisions independent of the committee/Board at large.

The Requirement would be out of Step with Governance Trends on the Role of the Executive Committee

1. Some regulatory colleges, including (but not limited to) the College of Nurses, College of Registered Psychotherapists, College of Naturopaths, Royal College of Dental Surgeons and the College of Midwives have sought legislative change to remove the Executive Committee in accordance with provincial, national and international governance reform and best practices. Other colleges have opted to limit the scope of their power to only emergency matters that require their immediate attention.

2. On February 26, 2020, the Board was presented with an environmental scan indicating that no other health regulatory college in Ontario requires 1-year experience for election to Executive or the chair role. **See Appendix D.**

The Requirement would be out of step with Governance Trends and the COO's own efforts of a shift toward Competency-based Boards

1. The Board has already implemented the following governance reforms which focus on board director skill and competencies:
 - a. On May 28, 2019, the Board approved a list of desired director competencies and attributes to be sent out in the fall of 2019 as part of the Board election guidelines package. These were not mandatory, and candidates did not have to meet these criteria to be elected. They were meant as a tool to help opticians decide whether to seek election or nominate another optician for election to the Board.
 - b. On July 27, 2020, the Board added a mandatory educational component (Jurisprudence chapter 4: RHPA) to the election eligibility criteria so that the incoming directors had a base line of knowledge before they start contributing to decision and policy making at the Board level.
2. Introducing experiential eligibility criteria may place excessive emphasis on this competency over other important competencies, skills and attributes the Board may find essential in an individual serving on the Executive Committee or in the Chair or Vice-Chair roles.
3. As part of its ongoing work-plan, the Board has focused on enhanced training for all Board members, including a comprehensive orientation training at the first Board meeting of the year, meeting facilitation training, governance training, sexual abuse prevention training, communications/appreciative inquiry training, risk and monitoring training, etc.
4. Effective board leadership and governance is strengthened when board directors who possess the critical competencies and experience valued by the board (For example, in managing risk, protecting the public interest, serving in oversight/board capacities, providing senior leadership, having financial/accounting expertise, and participating in organizational planning, whether obtained via their experience with the COO or elsewhere) are permitted and encouraged to sit on the Executive Committee and run for election to the Chair or Vice-Chair roles.
5. Eliminating competent candidates on the basis of "lack of COO experience," may result in excluding talented and capable board directors and would limit the number of eligible candidates in any given year. Diversity, equity and inclusion starts at the top of an organization.

6. Time spent in an organization – or “years of experience” – does not automatically translate into either professional knowledge, skill, new ideas or creative insight. Years served and exemplary performance are not mutually exclusive.
7. Candidates seeking a position on the board have already been required to go through pre-election training, competency-based selection and a review of an extensive onboarding and ongoing training that ensures that the Board has a diverse mix of knowledge, skills, experience and attributes to make evidence-informed decisions in the public interest.
8. The Committee is confident that anyone applying to the College would be qualified considering the expanded reading in the Board Onboarding Guide, the testing and the training involved that have been put into place over the last few years. Anyone completing these obligations, who brought with them the required competencies which would be reinforced in their Expression of Interest would be more than competent to run for election as chair or vice-chair.

Prior Consideration of this Issue has Garnered Negative Feedback

1. On May 14, 2014, the Board considered whether to adopt a by-law provision that would introduce eligibility criteria for election to the Executive Committee of one year of experience on the Board. Also proposed was the eligibility criteria of one year of experience on the Executive Committee before being able to run as Chair. The motion was defeated. The proposed amendment and stakeholder feedback are attached as **Appendix E**.

Practical Considerations

1. Under the by-laws, Executive Committee elections are held at the last Board meeting of the year (typically in December) to determine the composition of the Executive Committee for the following year. The election therefore takes place before any newly elected Board members begin their term on January 1. Incoming Board members may put their name forward for election to the Executive Committee but may not vote at the meeting.
2. The Board may find that only a small number of Board members would be eligible to sit on the Executive Committee, or to the Chair or Vice-Chair roles with a 1-year experiential requirement in place. There may be additional difficulty as this applies to public members, who have mid-year or concurrent expiry dates, or who are appointed for periods of less than three years.

The Committee has not differentiated between the degree of experience that ought to be required for Executive Committee members-at-large versus for those wishing to run for the positions of chair or vice-chair for the following reasons:

1. The position of Chair and Vice-chair carry no special powers; they have only one vote.

2. The roles within the hierarchy of a board are changing within regulatory governance. The position of Chair and Vice-chair are diminishing with a movement towards creating a board that is more equal. Some Colleges have amalgamated the position of chair and vice-chair into one.
3. The Chair receives media training as they are acting spokesperson for the Board. Both Chair and Vice-Chair receive meeting facilitation training to assist with their responsibilities during board meetings.

Public Interest Considerations:

The Chair and Vice-chair serve an important role in developing a positive culture for the College and to ensure that this is reflected and modelled in their own and in the board's behaviour and decision making at the Executive Committee and Board level.

The Board exists to serve the best interests of the public. Reversing governance reforms that it has already put into place would be counterintuitive to maintaining the public trust.

A diverse board that uses all its talent better understands the public at large, the environment that it operates in and what it takes to accomplish the important work of the College.

Recommendation:

1. That the Board approve the Governance Committee's recommendation not to amend the by-laws to introduce a 1-year experience requirement to stand for election as Executive Committee Chair.
2. That the Board approve the Governance Committee's recommendation not to amend the by-laws to introduce a 1-year experience requirement to stand for election as Executive Committee Vice-chair.
3. That the Board approve the amendments to by-law Article 9 as recommended by the Governance Committee.

POLICY TYPE: GOVERNANCE PROCESS4-08 Executive Committee Terms of Reference and Mandate Policy

Committee Composition

1. The Executive Committee is composed of five persons, as follows:
 - a. Three Directors who are registrants of the College; and
 - b. Two Directors who have been appointed to the Board by the Lieutenant Governor in Council.
2. Executive Committee elections for the upcoming calendar year are held annually at the last Board meeting of the year in accordance with the by-laws.
3. The Chair shall be chair of the Board and the chair of the Executive Committee and the Vice-Chair shall also be the vice-chair of the Board and the vice-chair of the Executive Committee.

Authority and Accountability

1. The Executive Committee is a statutory committee as set out in section 10(1)1 of the Health Professions Procedural Code (the “Code”).
2. Between the meetings of the Board, the Executive Committee has all the powers of the Board with respect to any matter that, in the Committee’s opinion, requires immediate attention, other than the power to make, amend or revoke a regulation or by-law (Code, section 12(1)).
3. The Executive Committee shall function as the College’s Finance Committee and has the power to appoint a delegate for this purpose who, in the Committee’s opinion, is experienced in the assessment of financial matters.
4. The Executive Committee is accountable to the Board for:
 - a. Acting in accordance with the Regulated Health Professions Act, 1991 (“RHPA”), including the Code, the Opticianry Act, 1991, the regulations under those acts, the by-laws and any other laws that apply to its processes and decision making.
 - b. Fulfilling any other duties and responsibilities assigned to it by the Board.

Responsibilities of the Executive Committee

The Executive Committee shall:

1. Perform such functions as are assigned to it under the RHPA, Code, regulations, by-laws,

and policies of the College, or as otherwise assigned by the Board.

2. Report on its actions to the Board in accordance with section 12(2) of the Code at the next regular Board meeting in the event that it exercises a power under section 12(1) of the Code.
3. At the request of the Chair, review and/or approve the agenda for Board meetings as prepared by the Registrar, CEO in collaboration with the Chair.
4. Appoint a subcommittee to carry out an annual performance review of the Registrar, CEO and approve the Registrar, CEO's compensation package and contract. The subcommittee shall consist of the Chair, the Vice-Chair and one member-at-large of the Executive Committee to be selected by the full Board. The annual performance review of the Registrar, CEO shall be conducted in accordance with the Registrar, CEO Performance Evaluation Process Policy.
5. Submit an annual report to the Board. The report will include information on the Committee's activities for the year.
6. Assess registrants' eligibility for election to the Board in accordance with the eligibility criteria set out in the by-laws and/or policy.
7. Make recommendations to the Board on the composition of statutory and non-statutory committees.
8. Make recommendations to the Board on the appointment of Appointed Committee Members to statutory and non-statutory committees.

Responsibilities of the Finance Committee

The Finance Committee shall:

1. Review the annual budget and ensure that funds are suitably allocated with respect to ensuring the College's financial stability.
2. Monitor the College's financial performance in relation to the developed annual budget and provide reports to the Board as required.
3. Advise the Board on any emerging factors which may impact the budget and/or financial performance.
4. Assist with monitoring financial reserves and disclose significant developments to the Board.

5. Review annual and interim financial reports and provide recommendations to the Board on future adjustments for consideration.
6. Ensure appropriate information concerning the financial affairs of the College is effectively communicated to the Board.
7. Assess the performance of the external financial auditor and make recommendations to the Board on the annual appointment of the auditor.

The Board of the COO has five officers. Two of these officers are the Chair and the Vice Chair. Their mandates and job expectations are outlined below.

Chair of the Board

Mandate of the Chair of the Board:

The Chair has the following mandate and purpose:

1. To lead and facilitate the Board process and coordinate the Board’s efforts to govern.
2. To be an ex-officio member of all Committees and working groups.
3. To represent the Board to outside parties and be the authorized spokesperson for the Board.

(Note: The Registrar, CEO is the official, authorized spokesperson for the COO as a whole).

Responsibilities:

The responsibilities of the Chair of the Board include:

1. Ensuring effective Board process
2. Ensuring that the Board behaves consistently with its own Governance Process and Governance-Staff Relationship Policies.
3. Ensuring the integrity and efficiency of the Board by presiding in a manner (directly or through delegation to an appropriate meeting chair or facilitator) which fairly directs the group and promotes participation and adherence to the rules of order.
4. Ensuring that the Board achieves governance requirements legitimately imposed upon it by external sources.
5. Serving as the Board Chair and the Chair of the Executive Committee.
6. Ensuring that Board decisions and actions are in accordance with the organization’s mandate, Strategic Ends Policies, and values.
7. Overseeing the development of an Annual Board Strategic Agenda/Work Plan which sets goals and priorities for the Board.
8. Working with staff to set the Board meeting agendas consistent with the Annual Board Strategic Agenda/Work Plan and the Board Meeting Agenda Policy.
9. Ensuring that the content of meeting discussion and decisions only pertain to those issues, which according to the Board policy, clearly belong to the Board to decide and not the Registrar, CEO.
10. Ensuring that deliberation is fair, open, and thorough but also efficient, timely, orderly and on topic.
11. Maintaining an effective working relationship with the Registrar, CEO, other Board Officers (including, in particular, the Vice Chair), and Directors to ensure the free flow of information among these individuals, and that Directors have opportunity to provide input on Board and governance matters
12. Representing Board’s policy positions in meetings with senior government officials, politicians, Board officers of allied organizations and in other instances as determined by the Board or requested by the Registrar, CEO.

13. Representing the Board at external events, including registrant and industry events.
14. Chairing and presiding at all meetings of the Board, Executive Committee, or any special meeting of registrants. The Chair may delegate the responsibility to chair all or part of any meeting.
15. Performing such official (signatory) duties as required by the COO's By-laws.
16. Serving as the official spokesperson for the Board.

Chair's Authority:

1. The Chair is empowered to chair Board meetings with all the commonly accepted power of that position (e.g. ruling, recognizing) in accordance with the Board's Rules of Order.
2. The Chair has no individual authority to make decisions about policies created by the Board. The Chair furthermore has no individual authority to supervise or direct the Registrar, CEO as that authority is held by the Board.
3. Authority as an ex-officio Committee/working group member:
 - a. As an ex-officio member of all Committee and working group, the Chair has the authority to attend any Committee or working group meetings, as follows:
 - i. To periodically observe (no more than once per Committee/working group per 2-year term) the work being carried out by a Committee or working group; and/or
 - ii. As needed to address any governance concerns pertaining to the Committee or working group.
 - b. The Chair will ensure that they do not have a conflict of interest with respect to any matters on the agenda for the meeting and that they provide advance notice to the chair of the Committee or working group.
 - c. The Chair will not attend any meetings of a panel of the Inquiries, Complaints and Reports Committee (ICRC), the Registration Committee or the Quality Assurance Committee unless they have been appointed to that panel by the Chair of that Committee.

Note: During the absence or inability of the Chair to act or carry out their role, the duties and powers of the Chair may be exercised by the Vice Chair.

Vice Chair of the Board

Mandate of the Vice Chair of the Board:

The Vice Chair has the following mandate and purpose:

1. To exercise the duties and powers of the Chair in the absence or inability of the Chair to act or carry out their role.
2. To support the Chair by assisting with specific assignments to facilitate effective Board process.
3. To serve as the Vice Chair of the Executive Committee.
4. To prepare and orient towards the possibility of becoming the Board Chair.
5. To be invited to attend external events, including registrant or industry events, together with the Chair where such attendance will further the Vice-Chair's education and orientation of the role of the Chair, and/or provide additional support to the Chair at such events (e.g. where the Chair is a Public Member and the Vice Chair is an Elected Member, and would be able to supplement the Chair's knowledge or understanding of opticianry-related subject matter).

General Board Officers

Mandate of the General Board Officers

The three general Board officers have the following mandate and purpose:

1. To serve as members of the Executive Committee.
2. To support the Chair and Vice Chair by assisting with specific assignments to facilitate effective Board process.

ARTICLE 1: INTERPRETATION

1.1 Definitions

“Incoming Director” means a Registrant who has been elected to the Board in accordance with Article 6 but whose term does not commence until January 1 of the upcoming calendar year.

ARTICLE 9: OFFICERS

9.1 Election of Executive Committee

(a) All Executive Committee members are officers of the College.

(b) The members of the Executive Committee shall be elected annually by secret ballot by a majority vote of the Directors present at the Last Annual Meeting. In the event that the election of any officer is not held or a default in such election occurs within the meaning of Article 9.1(~~e~~), the then-incumbent shall hold office until such officer’s successor is elected or until such officer’s earlier resignation.

~~(b)~~(c) A Director or Incoming Director’s expression of interest in seeking nomination as a member of the Executive Committee must be submitted to the Registrar in writing no later than 14 days before the Board meeting where the election of the Executive Committee is to take place.

~~(c)~~(d) The election shall be conducted in the following order:

- (i) Chair;
- (ii) Vice-Chair;
- (iii) Remaining three positions, in no particular order.

~~(d)~~(e) For the purposes of determining whether a default in the election of an officer has occurred, the details of the alleged default must be submitted in writing to the chair of the meeting and circulated to all Directors prior to the ballot to accept the default. A default in the election of an officer is deemed to have occurred if the Board by secret ballot by a majority vote of the Directors present accepts the alleged default.

~~(e)~~(f) At any meeting at which the election of an officer shall take place, a neutral party shall be invited to take the chair of such meeting.

(g) Directors or Incoming Directors who ~~wish~~ submitted their expression of interest in accordance with Article 9.1(c) are eligible for nomination to be members of the

Executive Committee. Each Director or Incoming Director must be separately nominated and seconded for such positions.

~~(f)~~(h) In the event that no Director or Incoming Director is eligible for nomination in accordance with Article 9.1(g), the meeting chair may open the floor to nominations of any other Director. Such nominations must be seconded.

~~(g)~~(i) In the event that only one Director or Incoming Director is a candidate for a position on the Executive Committee, that candidate shall be declared elected by acclamation.

~~(h)~~(j) In the event that there is more than one candidate for a position on the Executive Committee the candidate who receives a majority of the votes cast on a ballot shall be declared elected.

~~(i)~~(k) Where no candidate receives a majority of the votes cast, a second vote will take place. Where no candidate receives a majority of the votes cast following the second vote, the person with the least amount of votes shall automatically be removed from the ballot and a third vote shall take place. This process will be repeated until such time as one candidate receives a majority of votes, the vote is tied, or only two candidates remain on the ballot.

~~(j)~~(l) In the event of a tie vote, additional rounds of voting shall be conducted until one candidate receives a majority, for a maximum of two additional rounds of voting. In the event that the vote is still tied after two additional rounds of voting, the neutral meeting chair or his or her delegate shall break the tie by lot.

APPENDIX D

College	Executive Prequalification	President Prequalification	Source
Audiologists and Speech-Language Pathologists	None	None	(See Article 9.5 Appointments to Statutory and Non-Statutory Committees and article 8.1 Election of Officers) http://caslpo.com/sites/default/uploads/files/LAW_EN_1_Conduct_Of_Affairs_of_The_College.pdf
Chiropodists	None	None	(See Article 10 Election and Removal of President, Vice-President and Other Officers and Schedule 1 Process for Election of Council Officers) http://www.cocoo.on.ca/pdf/bylaws/bylaws-1.pdf
Chiropractors	None	None	(See Article 7 Elections within Council) https://www.cco.on.ca/wp-content/uploads/2019/09/By-law-7-September2019.pdf
Dental Hygienists	None	None	(See Articles 3.11, 3.12, 3.13) http://www.cdho.org/docs/default-source/pdfs/reference/bylawno5.pdf
Dental Technologists	None	None	(See Article 6 Election of Officers) https://cdto.ca/wp-content/uploads/By-laws-Approved-Sept-25-2015-last-amended-June-8-2018.pdf
Dental Surgeons	None	None	(See Article 3 Officers of the College and Article 4 Committees of the College) https://az184419.vo.msecnd.net/rcdso/pdf/RCDSO_By-Laws_Jan2015.pdf
Denturists	None	Must be a public member	(See Article 6 Election of Officers) https://denturists-cdo.com/Resources/Legislation-Regs-By-laws/By-laws/CDO-By-laws.aspx

College	Executive Prequalification	President Prequalification	Source
Dietitians	None	None	(See Article 10 Election and Removal of the President and Vice-President and schedule 1 Process for Election of Council Officers) https://www.collegeofdietitians.org/resources/laws-regulations-bylaws/bylaw-1-(june-2016).aspx
Homeopaths	None	None	(See Article 6 Election of Officers) http://collegeofhomeopaths.com/uploads/1/2/4/8/124811910/cho_bylaws_amended_november_28-18_final.pdf
Kinesiologists	None	None	(See Article 6 Election of Officers and Schedule 1 Process for Election of Officers) https://coko.ca/CKO_Public/Who_We_Are/Legislation_Regulations_and_By-Laws/CKO_Public/Public_Content_Records/About_/Legislation_and_ByLaws.aspx?hkey=5abe4e10-9588-431b-9a5a-b9ca9faa15f0
Massage Therapists	None	None	https://www.cmtto.com/assets/By-law-No.-3-Election-of-the-Officers-of-the-College.pdf
Medical Laboratory Technologists	None	None (There are two vice-presidents, one must be an elected member and one must be a public member)	(See Article 23 Elected Officers) http://www.cmlto.com/images/stories/About_CMLTO/cmlto_cons_bylaws.pdf
Medical Radiation Technologists	None	None	(See Article 12 Officers of the College) https://www.cmrito.org/pdfs/by-laws/by-law-60.pdf

College	Executive Prequalification	President Prequalification	Source
Midwives	Yes - a member of Council is eligible for election to the Executive Committee if, on the date of the election, the member has served, wherever possible, at least twelve (12) months on Council.	None	(See Article 6.03 Election of Executive Committee, Schedule 1, article 6.05 Role of Past President, Article 10 Officers) http://www.cmo.on.ca/wp-content/uploads/2018/10/General-Bylaw-October-2018.pdf
Naturopaths	None	One of, but not both, the president and vice-president shall be a public member.	(See Article 6 Election of Officers) http://www.collegeofnaturopaths.on.ca/CONO/Resources/Legislation_-_Regulations_-_Bylaws/CONO/Resources/Legislation_and_Regulations/Legislation,_Regulations,_Bylaws_New.aspx?hkey=f82de946-6aa0-4642-93b1-3aab1090b769
Nurses	None	None	(See Article 9 Election of the Executive Committee and Schedule 1) http://www.cno.org/globalassets/docs/general/46005_bylaws.pdf
Occupational Therapists	None	None	(See Article 7 Officers) https://www.coto.org/docs/default-source/bylaws/bylaws.pdf?sfvrsn=35395359_54
Optometrists	None	None	(See Article 7 Election of Officers) https://www.collegeoptom.on.ca/wp-content/uploads/2016/06/COO_Bylaws_Council_Approved.pdf
Pharmacists and Pharmacy Technicians	None	None	(See Article 9 Composition and Duties of Statutory and Standing Committees and Article 10 Officers) https://www.ocpinfo.com/regulations-standards/bylaws/

College	Executive Prequalification	President Prequalification	Source
Physicians and Surgeons	None	None	(See Article 28 Meetings and Officers and Article 39 Executive Committee) https://www.cpsso.on.ca/admin/CPSO/media/Documents/about-us/legislation-bylaws/general-bylaw.pdf
Physiotherapists	None	None	(See Article 6 Election of Executive Committee) https://www.collegept.org/rules-and-resources
Psychologists	None	None	(See Article 4 Election of Members of Executive Committee) http://www.cpo.on.ca/Resources.aspx?m=72
Registered Psychotherapists and Mental Health Therapists	None	None	(See Article 6 Election of Officers and Schedule 1 Process for Election of Officers) https://www.crpo.ca/wp-content/uploads/2017/08/CRPO-By-laws.pdf
Respiratory Therapists	None	None	(See Article 20 Executive Committee) http://www.crto.on.ca/pdf/Bylaws/bylaws.pdf
Traditional Chinese Medicine Practitioners and Acupuncturists	None	None	(See Article 7 Procedures for Election of Officers and https://www.ctcmpao.on.ca/regulation/by-law/CTCMPAO_ByLaws_2019-02-01.pdf

APPENDIX E

PROPOSED BY-LAW ARTICLE AMENDMENTS

Current Language	Proposed Language	Explanation and Rationale	Stakeholder Feedback	Governance Committee Recommendations	Executive Committee's Recommendations
			<p>BC College of Optics – The principal ‘one voice’ is good, but every Council decision cannot stand forever. If Council had a tie vote that was broken by the President, then at the next annual Council election, new faces might vote the other way. This way Council members can bring up the defeated matter in a timely manner.</p>		
	<p><u>7.23 – Eligibility following Disqualification</u></p> <p><u>Where an elected Member of the Council has been disqualified from sitting on the Council, the Member shall not be eligible to run for election for six years.</u></p>	<p>This works in conjunction with Article 6.3(n) and explains the consequences of being disqualified as per Article 7.22</p>			
9.1 – Election of Executive Committee					
	<p><u>a.1) In order to be eligible to become a member of the Executive Committee, the Council member must have been a Council member for at least one year.</u></p>	<p>This is an admittedly unusual amendment. Its desire is to ensure that members of the Executive Committee have some knowledge of Council and the College. Please note that the Member need not have been a Council member in the immediate preceding year.</p>	<p>VCC response – 9.1 a.1) and a.2) – Both of these sections are clear examples of the College’s misguided effort to deal with recent problems; even the explanation admits they are odd. The Council gives itself no leeway for an</p>	<p><u>The committee determined that the addition of this provision was unnecessary and that it should not be included. The committee made the recommendation to instead make the orientation session for</u></p>	

PROPOSED BY-LAW ARTICLE AMENDMENTS

Current Language	Proposed Language	Explanation and Rationale	Stakeholder Feedback	Governance Committee Recommendations	Executive Committee's Recommendations
			<p>individual who may have useful board or industry experience. It should be for the Council to understand that neophyte Council members are not ready and have no business in leadership positions. But, at the same time, they should have the ability to take individual circumstances into account. That should not require a bylaw. That is merely common sense.</p>	<p><u>Council members more thorough and have it take place in December, prior to the first Council meeting.</u></p>	
	<p><u>a.2) In order to be eligible to become President, the Council member must have been a member of the Executive Committee for at least one year.</u></p>	<p>This is an admittedly unusual amendment. Its desire is to ensure that the President has knowledge of the issues faced by the Executive Committee, Council and the College. In light of the high profile nature of this position, the Committee believes that these are important qualities for the President to hold. Please note that the Member need not have been a member of the Executive Committee in the immediate preceding year.</p>	<p>VCC response – see 9.1 a.1)</p>	<p><u>The committee determined that the addition of this provision was unnecessary and that it should not be included. It was determined that because the President is elected in by Council, it should be at their discretion whether the potential persons experience is enough to competently serve as President.</u></p>	<p>Change to read, “a.1) In order to be eligible to become President, the Council member must have been a <u>Council</u> member of the Executive Committee for at least one year.”</p>

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PROPOSED BY-LAW ARTICLE AMENDMENTS

Current Language	Proposed Language	Explanation and Rationale	Stakeholder Feedback	Governance Committee Recommendations	Executive Committee's Recommendations
	<p><u>a.3) Despite the language of 9.1(a.1) and 9.1(a.2), if there are not sufficient members of Council to satisfy 9.1(a.1) or 9.1(a.2), the requirements of 9.1(a.1) or 9.1(a.2) do not apply.</u></p>				<p>a.2) Despite the language of 9.1(a.1) and 9.1(a.2), if there are not sufficient members of Council to satisfy 9.1(a.1) or 9.1(a.2), the requirements of 9.1(a.1) or 9.1(a.2) do not apply.</p>