

## BRIEFING NOTE

**TO:** Board of Directors

**FROM:** Amy Stein, Acting Deputy Registrar

**DATE:** May 18, 2021

**SUBJECT:** 18.0 Proposed By-Law Amendment – Eligibility for Election/Appointment

For Decision  For Information  Monitoring Report

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### **Purpose:**

To review and consider proposed by-law amendments that would introduce competency requirements for eligibility for election to the board and appointment to committees.

### **Background:**

The Board is considering a recommendation from the Governance Committee to adopt a competency profile that would apply to all persons interested in running for election to the board or seeking appointment to committees as an Appointed Member.

Details of the proposed competency framework can be found in the Briefing Note that accompanies agenda item 19.0. In addition, Sandi Verrecchia of Satori Consulting Inc. will be making a presentation to the Board on the proposed framework and recommendations for implementation.

### **For Consideration:**

In the event that the Board decides to move forward with the Governance Committee's recommendation to adopt the proposed competency profile, amendments to the by-laws will be necessary to give effect to that decision.

Attached please find proposed by-law amendments that, if approved, will introduce competency requirements for:

1. Elected Board Members (Article 6.3)
2. Appointed Members (Registrants) (Article 12.2(a))
3. Appointed Members (Non-Registrants) Article 12.2(b))

### **Public Interest Considerations:**

There is a strong public interest in ensuring that board and committee members possess the skills, knowledge and judgment to carry out their fiduciary duties. This has most recently been recognized in the standards established by the College Performance Measurements Framework.

**Diversity, Equity and Inclusion Considerations:**

A competency framework will assist the board in assessing the diversity of skills and knowledge of existing and potential board and committee members. The Board should ensure that the framework does not create unnecessary barriers to persons who may be interested in seeking election to the board or appointment to committees. To that end, it is recommended that the College develop resources for individuals to learn and develop the necessary skills and competencies in order to become eligible.

**Action Required:**

To review and consider approving the proposed amendments to by-law articles 6.3, 12.2(a) and 12.2(b)

## Appendix A

### Proposed By-Law Amendments

| Proposed Amendment  | Rationale   |
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| <b>ARTICLE 6: ELECTED DIRECTORS</b>   |   |
| <b>6.3 Eligibility for Election</b>   |   |
| <p>6.3 A registrant is eligible for election to the Board in an electoral district if, on the deadline for the receipt of nominations and up to and including the date of the election:</p> <p><u>(s) The Registrant has been determined by the Governance Committee, or a sub-committee of the Governance Committee, to meet the pre-election competencies as may be established by the Board from time to time.</u></p> | <p>This amendment would require registrants who wish to run in Board elections to meet pre-defined competencies before becoming eligible for election.</p> <p>The Board will be responsible for establishing the required competencies.</p> <p>The Governance Committee will be responsible for determining whether the registrant meets the eligibility criteria, and may establish a sub-committee for the purpose of screening candidates.</p> |
| <b>ARTICLE 12: COMMITTEE APPOINTMENTS AND PROCEDURE</b>   |   |
| <b>12.2 Eligibility for Appointed Committee Members</b>   |   |
| <p>12.2 (a) A registrant of the College is eligible for appointment as an Appointed Committee Member if, on the date of the appointment:</p> <p><u>(xv) the Registrant has been determined by the Governance Committee, or a sub-committee of the Governance Committee, to meet the pre-appointment competencies as may be established by the Board from time to time.</u></p>  | <p>This amendment would require registrants who wish to become an Appointed Committee Member to meet pre-defined competencies before becoming eligible for appointment.</p> <p>The Board will be responsible for establishing the required competencies.</p> <p>The Governance Committee will be responsible for determining whether the registrant meets the eligibility criteria, and may</p>   |

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|  | <p>establish a sub-committee for the purpose of screening candidates.</p>   |
| <p>12.2(b) A person who is not a Registrant is eligible for appointment as an Appointed Committee Member if, on the date of the appointment:</p> <p><u>(x) they have been determined by the Governance Committee, or a sub-committee of the Governance Committee, to meet the pre-appointment competencies as may be established by the Board from time to time.</u></p> | <p>This amendment would require non-registrants who wish to become an Appointed Committee Member to meet pre-defined competencies before becoming eligible for appointment.</p> <p>The Board will be responsible for establishing the required competencies.</p> <p>The Governance Committee will be responsible for determining whether the candidate meets the eligibility criteria, and may establish a sub-committee for the purpose of screening candidates.</p> |