

ARTICLE 12: COMMITTEE APPOINTMENTS AND PROCEDURES

12.1 Chair and Vice-Chair

- (a) Committees that have more than three members may have a vice-chair in addition to the chair.
- (b) The chair and vice-chair of each committee, other than the Executive Committee, shall be elected from among the members of the respective committees. The election may take place at or before the first meeting of the year.
- (c) The chair of a committee shall be charged with the general supervision of the operations of the committee in accordance with the directions of the Board, the relevant legislation, the Regulations and the by-laws and shall be responsible for providing reports to the Board.
- (d) In the absence of the chair, the vice-chair of a committee shall perform all duties and responsibilities of the chair, and, in addition, shall perform such other duties and responsibilities as may be delegated from time to time by the chair.
- (e) In the case of a vacancy in the chair or vice-chair of a committee, the members of the committee shall elect a replacement to complete the balance of the term.

12.2 Eligibility for Appointed Committee Members

- (a) A Registrant of the College is eligible for appointment as an Appointed Committee Member if, on the date of the appointment:
 - (i) the Registrant holds a certificate of registration as a registered optician and lives in Ontario;
 - (ii) the Registrant is not in default of payment of any required fees;
 - (iii) the Registrant has not been found to have committed an act of professional misconduct or to be incompetent in any discipline proceeding in the six years preceding the date of the appointment;
 - (iv) the Registrant's certificate of registration has not been revoked or suspended in the six years preceding the date of the appointment by an order of the Discipline Committee;
 - (v) a period of at least six years has elapsed since the Registrant complied with all aspects of an order imposed by the Discipline Committee or the Fitness to Practice Committee or by a similar committee of a body that governs a profession inside or outside Ontario;
 - (vi) the Registrant's certificate of registration is not subject to a term, condition, or limitation other than one prescribed by regulation;
 - (vii) the Registrant is not the subject of any disciplinary or incapacity proceedings;
 - (viii) the Registrant is not in default of the requirements of the College's Quality Assurance Program;

- (ix) the Registrant has resigned, at least three years prior to being appointed, any position such as director, owner, board member, officer or employee that the Registrant holds with any organization of or for opticians that has as its primary mandate the promotion of the opticianry profession;
 - (x) at least three years have elapsed since the Registrant held a position as an employee of the College;
 - (xi) the Registrant has not been disqualified from the Board within the preceding six years;
 - (xii) the Registrant has not initiated, joined, continued or materially contributed to a legal proceeding against the College or any committee or representative of the College within the preceding six years;
 - (xiii) the Registrant does not have a conflict of interest to serve as a member of a committee or has agreed to remove any such conflict of interest before beginning the appointment;
 - (xiv) the Registrant is not in default of returning any required form or information to the College;
 - (xv) the Registrant is not currently an Elected Director or a candidate for election to the Board; or
 - (xvi) the Registrant has been determined by the Screening Committee to meet the pre-appointment competencies as may be established by the Board from time to time.
- (b) A person who is not a Registrant is eligible for appointment as an Appointed Committee Member if, on the date of the appointment:
- (i) they are not currently a Director or a candidate for election to the Board;
 - (ii) they are not a member of the council of any other RHPA college;
 - (iii) they are not a member or registrant of any RHPA college;
 - (iv) they have resigned, at least three years prior to being appointed, any position such as director, owner, board member, officer or employee that the individual holds with any organization of or for opticians that has as its primary mandate the promotion of the opticianry profession;
 - (v) at least three years have elapsed since they held a position as an employee of the College;
 - (vi) they have not been disqualified from the Board within the preceding six years;
 - (vii) they have not initiated, joined, continued or materially contributed to a legal proceeding against the College or any committee or representative of the College within the preceding six years;

- (viii) they do not have a conflict of interest to serve as a member of a committee or have agreed to remove any such conflict of interest before beginning the appointment;
- (ix) they have not been an Appointed Committee Member for more than six consecutive years, or if they have been an Appointed Committee member for six consecutive years, they have not been an Appointed Committee Member in the previous two years immediately preceding the appointment; and
- (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.

12.3 Committee Disqualification

- (a) A Committee Member shall be disqualified from sitting on a committee if such member:
 - (i) in the case of an optician Committee Member, is found by a panel of the Discipline Committee to be incompetent or to have committed an act of professional misconduct;
 - (ii) in the case of an optician Committee Member, is found by a panel of the Fitness to Practise Committee to be an incapacitated Registrant;
 - (iii) fails, without reasonable cause, to attend two consecutive meetings of the committee or of a subcommittee of which they are a member, including any meeting held in whole or in part by teleconference;
 - (iv) fails for any reason to attend four consecutive meetings of the committee or of a subcommittee of which they are a member, including any meeting held in whole or in part by teleconference;
 - (v) fails, without reasonable cause, to attend a hearing or review of a panel for which they have been selected;
 - (vi) in the case of an optician Committee Member, is in default of payment of any fee prescribed in the College by-law for a period of more than thirty (30) days;
 - (vii) is found guilty of a criminal offence which, in the opinion of the Board, is of such a nature that warrants disqualification;
 - (viii) in the case of an optician Committee Member, neither practices nor resides in Ontario;
 - (ix) in the case of an optician Committee Member, ceases to hold a certificate of registration as a registered optician;
 - (x) retains or obtains a responsible position such as director, owner, board member or officer of retains employment or becomes an employee of any organization of or for opticians that has as its primary mandate the promotion of the opticianry profession;
 - (xi) becomes a member of a council of any other college regulated under the RHPA;

- (xii) in the case of an optician Committee Member, holds a certificate of registration that becomes subject to a term, condition, or limitation other than one prescribed by Regulation;
 - (xiii) fails to discharge properly and honestly their duties as a Committee Member;
 - (xiv) initiates, joins, continues or materially contributes to a legal proceeding against the College or any Committee or representative of the College;
 - (xv) advocates or makes a public statement (other than at a Board meeting) against a position taken by the College;
 - (xvi) in the case of a Director, is disqualified from the Board in accordance with Article 6.15; or
 - (xvii) in the case of an optician Committee Member, is in default of the requirements of the College's quality assurance program for a period of more than thirty (30) days.
- (b) Subsections 12.3(a) (i), (ii), (vi), (viii), (ix), (xi), (xii), and (xvi) shall result in automatic disqualification.
 - (c) Subsections 12.3(a) (iii), (iv), (v), (vii), (x), (xiii), (xiv), (xv), and (xvii) shall result in disqualification where two-thirds of Directors present and voting vote in favour of disqualification.
 - (d) An Appointed Committee Member who is removed under Article 12.3(a) from sitting on a committee ceases to be a member of the committee.
 - (e) An Appointed Committee Member who is removed under Article 12.3(a) from sitting on all Committees which they have been appointed to under Article 8.2(c)(iii) or Article 12.4 ceases to be an Appointed Committee Member.
 - (f) Notwithstanding the above provisions that permit the removal of a Committee Member in specific circumstances, the Board may at any time also remove a member of a Committee to facilitate the effective and fair operation of the College.

12.4 Committee Vacancies

- (a) If the seat of a member of a committee becomes vacant before the expiry of the committee member's term of office, the Board may appoint a replacement member to the committee.²
- (b) The term of office of a member appointed under Article 12.4(a) expires when the term of the person being replaced would have expired.

² Where a committee vacancy arises under 12.4(a) that cannot be filled prior to a committee meeting, the committee remains properly constituted and can conduct necessary business at a committee meeting as long as quorum is met, unless otherwise provided by law (*Board resolution May 2019*).

12.5 Committee Meetings

Committee meetings may be formally called by the Committee chair.

12.6 Special Meetings

On the written direction of any two Committee Members, the Committee chair shall have the power to call a special meeting of the Committee.

12.7 Notice

Notice of all Committee meetings shall be given to each Committee Member not less than 10 days before the meeting is to take place in the case of notice sent by mail and not less than 5 days before the meeting is to take place in the case of notice delivered or sent by electronic mail or facsimile transmission. A notice of a meeting of the Committee need not specify the purpose of or the business to be transacted at the meeting. A statutory declaration of the Registrar, the Committee chair, the vice-chair or of any other person authorized to give notice of a meeting that notice has been given pursuant to these by-laws shall be sufficient and conclusive evidence of the giving of such notice.

12.8 *Revoked February 26, 2020*

12.9 Quorum

A quorum for a Committee meeting shall consist of a majority of Committee Members. No business shall be transacted at any Committee meeting unless a quorum is present.

12.10 Term

Except in circumstances determined to be exceptional by the Board, appointments of individuals to Committees other than the Executive Committee shall be for a one year term, from January 1 to December 31, of the year following the individual's appointment to a Committee by the Board in accordance with Article 8.2(c)(iii).