

BRIEFING NOTE

TO: Council

FROM: Governance Committee

DATE: December 2 and 3, 2019

SUBJECT: 8.4 By-law Amendments with respect to Schedule C and Newly Proposed Schedule E

☒ For Decision

☐ For Information

☐ Monitoring Report

Purpose:

To determine whether to approve by-law changes with respect to the following:

1. Schedule C: Rules of Order of the Council
2. Newly Proposed Schedule E: Decisions made by Supermajority

Background:

Modifying the Role of the Independent Chair

On October 7, 2019, Council decided to modify the role of the independent meeting chair for all 2020 meetings and retain an external facilitator trained in modern facilitation techniques rather than adhering to strict parliamentary rules under Robert's Rules of Order. In the Council's view, a neutral facilitator would encourage a more flexible and balanced meeting that would result in greater engagement, commitment, ownership and accountability.

Schedule C of the College's by-laws provide for the rules of order for Council and Committee meetings, including how motions will be taken and how the chair will deal with any issues that arise. In its current form, Schedule C states that Council can "meet informally and allow discussion of a topic without a motion needing to be made first," and that it "may decide matters by consensus and may indicate preferences by a straw vote or other informal methods." The Schedule goes on to require that all motions be made in writing, and that the chair will call upon members to speak as nearly as feasible in the order in which they indicate a wish to speak.

Decisions Made by Super Majority

At its meeting on December 2, 2019, Council reviewed two policies put forward by the Governance committee:

1. Super Majority Vote for Termination of a Registrar, CEO Policy No. 3-11; and

2. Council Monitoring System of the Registrar, CEO No. 4-85.

Both proposed policies include reference to certain decisions being made by a 75% or “super” majority. Council was advised that these provisions are incompatible with section 8.18 of the by-laws, which states that all questions arising at a Council meeting are decided by a simple majority (50% +1), unless the RHPA or the by-laws state otherwise.

For Consideration:

Proposed updates to Schedule C are attached, together with a newly proposed Schedule E.

Proposed Amendments to Schedule C

As noted above, Schedule C allows for consensus decision making and informal discussion techniques. Other provisions, however, may benefit from modification in order to enable modern facilitation techniques. Proposed amendments have therefore been made to various provisions, including the process for bringing motions and the management of the speaking order. The purpose of the proposed amendments is to provide for greater flexibility while still ensuring that a modified version of the rules governing parliamentary meetings is still maintained.

There is no requirement under the Health Professions Procedural code that amendments to Schedule C be circulated for stakeholder feedback prior to amendment.

New Proposed Schedule E

The purpose of this schedule is to set out a list of exceptions to the general rule in Article 8.18 that states that Council decisions are typically made by simple majority vote. The schedule lists the questions that may be decided by Council by a super majority vote, which is being defined under proposed amendments to Article 1 of the by-laws as follows:

“Super Majority Vote” means a vote by the Board which requires 75% or more of Directors present and voting to vote in the affirmative in order for the motion to be carried.

There is no requirement under the Health Professions Procedural code that this proposed schedule be circulated for stakeholder feedback prior to enactment.

Recommendations/Action Required:

The Governance Committee recommends that:

1. Council approve the proposed changes to Schedule C to the by-laws without public circulation.
2. Council approve the proposed new Schedule E to the by-laws without public circulation.

Current Language	Proposed Language	Explanation/Rationale
<p align="center">SCHEDULE C TO THE BY-LAW</p> <p align="center">Rules of Order of the Council and its Committees²</p>		
<i>General Procedure</i>		
1. The Council will ordinarily meet informally and allow discussion of a topic without a motion needing to be made first.	1. The Council-Board will ordinarily meet informally and allow discussion of a topic without a motion needing to be made first.	Amended to reflect updated terminology.
2. The Council may decide matters by consensus and may indicate preferences by a straw vote or other informal method but, motions will usually be made if, (a) a decision will commit the College to an action or a public position, or (b) the chair or the Council is of the opinion that the nature of the matter or of the discussion warrants a motion.	2. The Council-Board may decide matters by consensus and may indicate preferences by a straw vote or other informal method but, motions will usually be made if, (a) a decision will commit the College to an action or a public position, or (b) the <u>meeting</u> chair or the Council-Board is of the opinion that the nature of the matter or of the discussion warrants a motion.	Amended to reflect updated terminology. Amended to distinguish the “meeting chair” from the Board or Committee Chair, as they may not be the same person.
3. A motion may be made after a discussion on the topic. If a motion is made, the rules pertaining to motions shall apply.	3. A motion may be made after a discussion on the topic. If a motion is made, the rules pertaining to motions shall apply.	No change.
<i>Motions</i>		
4. All motions shall be in writing, seconded and given to the chair before being considered except that, if a motion has been printed and distributed to the Council before being made, it does not	4. <u>Motions require a mover and a seconder, and shall be voted upon by all Directors present.</u> All motions shall be in writing, seconded and given to the chair before being considered except that, if a motion has been	The purpose of this amendment is to simplify the procedure for motions in a manner that better reflects current actual practice at Board and Committee meetings.

² In the event that the amendments to Article 1: Interpretations are approved, the title of this Schedule will be amended to reflect the change in terminology from “Council” to “Board of Directors”.

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need to be given to the chair before being considered.	printed and distributed to the Council before being made, it does not need to be given to the chair before being considered.	
5. When a motion that has not been printed and distributed to the Council is given to the chair, he or she shall then read it aloud, and any Council member may require it to be read at any time, but not so as to interrupt a Council member while speaking.	5. When a motion that has not been printed and distributed to the Council is given to the chair, he or she shall then read it aloud, and any Council member may require it to be read at any time, but not so as to interrupt a Council member while speaking.	This section has been deleted in order to simplify the procedure for motions in a manner that better reflects current actual practice at Board and Committee meetings.
6. When the motion contains distinct propositions, any Council member may require the vote upon each proposition to be taken separately.	6. When the motion contains distinct propositions, any Council member <u>Director</u> may require the vote upon each proposition to be taken separately.	Amended to reflect updated terminology.
7. No Council member shall vote upon any motion in which he or she has a direct monetary or other conflict of interest, and the chair shall disallow the vote of any Council member on any motion in which the chair believes the Council member has a direct monetary or other conflict of interest.	7. No Council member <u>Director</u> shall vote upon any motion in which he or she <u>they</u> has a direct monetary or other conflict of interest, and the meeting chair shall disallow the vote of any Council member <u>Director</u> on any motion in which the meeting chair believes the Council member <u>Director</u> has a direct monetary or other conflict of interest.	Amended to reflect updated terminology. Pronouns amended for gender neutrality. Amended to distinguish the “meeting chair” from the Board or Committee Chair.
<i>Amendments and other subordinate motions</i>		
8. A substantive motion in writing that has been moved, seconded and given to the chair may be amended by a motion to amend. The chair shall rule a motion to amend out of order if it is irrelevant to the main	8. A substantive motion in writing that has been moved, and seconded and given to the chair may be amended by a motion to amend. The meeting chair shall rule a motion to amend out of order if it is	Amended for consistency with proposed simplified motion procedure. Amended to distinguish the “meeting chair” from the Board or Committee Chair.

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motion or defeats the basic effect of the main motion.	irrelevant to the main motion or defeats the basic effect of the main motion.	
9. When a motion has been moved, seconded and given to the chair, no other motion may be made except a motion to amend the motion, to refer the motion to a committee, to postpone the motion, either indefinitely or to a specific meeting, to call the question, to adjourn the debate or to adjourn the meeting.	9. When a motion has been moved <u>and</u> , seconded and given to the chair , no other motion may be made except a motion to amend the motion, to refer the motion to a <u>C</u> committee, to postpone the motion, either indefinitely or to a specific meeting, to call the question, to adjourn the debate or to adjourn the meeting.	Amended for consistency with proposed simplified motion procedure. Added capitalization of a defined term.
10. When a motion to refer a motion to a committee has been made, it shall be decided before any amendment is decided and, if it is passed, no further debate or discussion is permitted.	10. When a motion to refer a motion to a <u>C</u> committee has been made, it shall be decided before any amendment is decided and, if it is passed, no further debate or discussion is permitted.	Added capitalization of a defined term.
11. A motion to amend the main motion shall be disposed of before the main motion is decided and, where there is more than one motion to amend, they shall be decided in the reverse order to which they were made.	11. A motion to amend the main motion shall be disposed of before the main motion is decided and, where there is more than one motion to amend, they shall be decided in the reverse order to which they were made.	No change.
<i>Preserving Order</i>		
12. The chair shall call upon Council members to speak as nearly as feasible in the order in which they indicate a wish to speak.	<u>12. The meeting chair shall manage the speaking order. Where the Board has appointed a meeting facilitator in accordance with these Rules of Order, the meeting chair may delegate management of the speaking order to the facilitator.</u> 12. The chair shall call upon Council members to speak as nearly as feasible in the order in	In the event that Board retains a meeting facilitator to assist with the meeting, the meeting chair may wish to have the facilitator manage the speaking order. It may also be preferable that the facilitator be permitted to call on people to speak in an order that may not strictly adhere to the order in which they indicated a wish to speak (for example, to elicit comments

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	which they indicate a wish to speak.	from someone who has not yet spoken).
13. The chair shall preserve order and decorum, and shall rule on any question of order or procedure. However, a Council member who believes the chair's ruling is wrong may appeal the ruling to the Council.	13. The <u>meeting</u> chair shall preserve order and decorum, and shall rule on any question of order or procedure. However, a Council member <u>Director</u> who believes the <u>meeting</u> chair's ruling is wrong may appeal the ruling to the Council <u>Board</u> .	Amended to distinguish the "meeting chair" from the Board or Committee Chair. Amended to reflect updated terminology.
14. During a meeting, electronic devices shall only be used to conduct Council business. For example, personal cell phones shall be turned off, no texting shall occur and e-mails and internet searches shall be confined to those necessary for the business of the meeting.	14. During a meeting, electronic devices shall only be used to conduct Council-Board business. For example, personal cell phones shall be turned off, no texting shall occur and e-mails and internet searches shall be confined to those necessary for the business of the meeting.	Amended to reflect updated terminology.
15. Unless an electronic meeting is open to the public, Council members shall protect the confidentiality of the meeting including not disclosing access details to others, not using a speakerphone if others are able to hear and participating in any confidentiality declarations requested by the chair.	15. Unless an electronic meeting is open to the public, Council members <u>Directors</u> shall protect the confidentiality of the meeting including not disclosing access details to others, not using a speakerphone if others are able to hear and participating in any confidentiality declarations requested by the <u>meeting</u> chair.	Amended to reflect updated terminology. Amended to distinguish the "meeting chair" from the Board or Committee Chair.
16. Whenever the chair is of the opinion that a motion offered to the Council is contrary to these rules or the by-laws, he or she shall immediately inform the Council of his or her opinion, rule the motion out of order and explain why.	16. Whenever the <u>meeting</u> chair is of the opinion that a motion offered to the Council-Board is contrary to these rules or the by-laws, he or she <u>they</u> shall immediately inform the Council <u>Board</u> of his or her <u>their</u> opinion, rule the motion out of order and explain why.	Amended to distinguish the "meeting chair" from the Board or Committee Chair. Amended to reflect updated terminology. Pronouns amended for gender neutrality.

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17. If a Council member believes that another Council member has behaved improperly or that the Council has broken the by-laws or these rules, the Council member may state a point of order. The chair shall promptly rule on the point of order, which is subject to an appeal to the Council. (There is no “point of personal privilege” or “point of privilege” in a body such as the Council).	17. If a Council member <u>Director</u> believes that another Council member <u>Director</u> has behaved improperly or that the Council <u>Board</u> has broken the by-laws or these rules, the Council member <u>Director</u> may state a point of order. The <u>meeting</u> chair shall promptly rule on the point of order, which is subject to an appeal to the Council <u>Board</u> . (There is no “point of personal privilege” or “point of privilege” in a body such as the Council <u>Board</u>).	Amended to reflect updated terminology.
18. The chair may limit the number of times a Council member may speak, limit the length of speeches and impose other restrictions reasonably necessary to finish the agenda of a meeting.	18. The <u>meeting</u> chair may limit the number of times a Council member <u>Director</u> may speak, limit the length of speeches and impose other restrictions reasonably necessary to finish the agenda of a meeting <u>and/or to permit the active participation of other Directors</u> .	Amended to reflect updated terminology. Amended to distinguish the “meeting chair” from the Board or Committee Chair. The additional language has been added to provide for greater flexibility in the event that the Board meetings are held in a facilitated style rather than parliamentary.
19. The chair, with the approval of the Council, may direct the removal of any person, including a Council member, from the meeting if the person is disrupting the meeting or is otherwise acting so improperly as to make removal necessary for conducting an orderly meeting.	19. The <u>meeting</u> chair, with the approval of the Council <u>Board</u> , may direct the removal of any person, including a Council member <u>Director</u> , from the meeting if the person is disrupting the meeting or is otherwise acting so improperly as to make removal necessary for conducting an orderly meeting.	Amended to reflect updated terminology. Amended to distinguish the “meeting chair” from the Board or Committee Chair.
20. The chair may appoint a parliamentarian to advise him or her and may direct the	20. The chair may appoint a parliamentarian to advise him or her and may direct the	This section has been deleted in order to simplify meeting procedure. The ability of the

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parliamentarian to provide advice to the Council about the by-laws and rules of the Council or provide the Council with other parliamentary advice.	parliamentarian to provide advice to the Council about the by-laws and rules of the Council or provide the Council with other parliamentary advice.	Board to appoint an independent meeting chair, including a parliamentarian, is addressed in paragraph 21.
21. Council may appoint an independent person who is not a member of the Council to chair the Council meeting.	21. Council <u>The Board</u> may appoint a <u>parliamentarian or other</u> a independent person who is not a member of the Council <u>Director</u> to chair the Board <u>Council</u> meeting. <u>The Board may also appoint a meeting facilitator to help the meeting chair manage the meeting.</u>	Amended to reflect updated terminology. Additional language has been added to make it clear that the Board can choose to appoint an independent meeting chair (who would typically be a parliamentarian), and may also appoint a meeting facilitator who would work in conjunction with the meeting chair to facilitate and manage the meeting. Where a facilitator is appointed to assist the meeting chair, the meeting chair will still be responsible for ruling on specific points of order.
<i>Matters Not Covered by These Rules</i>		
21. When a circumstance arises in a formal session that is not provided for by these rules or by other rules of the Council, the chair shall make a ruling, which is subject to an appeal to the Council without debate. The chair and the Council shall be guided by the principles set out in <i>Roberts Rules of Order</i> .	21. When a circumstance arises in a formal session that is not provided for by these rules or by other rules of the Council <u>Board</u> , the <u>meeting</u> chair shall make a ruling, which is subject to an appeal to the Council <u>Board</u> without debate. The <u>meeting</u> chair and the Council <u>Board</u> shall be guided by the principles set out in <i>Roberts Rules of Order</i> .	Amended to reflect updated terminology. Amended to distinguish the “meeting chair” from the Board or Committee Chair.
22. These Rules of Order apply with necessary modification to meetings of committees of the Council. For example, committee meetings are closed to the public and observers are not permitted.	22. These Rules of Order apply with necessary modification to <u>meetings conducted by teleconference or any other electronic means permitted by these by-laws, including audio or video conferencing, as well</u>	This amendment is to reflect the different meeting styles that may take place at the College, and to ensure that it is clear that the rules of order apply regardless of whether the

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	as to meetings of Committees of the Council. For example, committee meetings are closed to the public and observers are not permitted.	meeting is held in person or remotely. In addition, the example regarding the difference between Board and Committee meetings has been removed for simplicity/readability.
	<u>23. These Rules of Order may be relaxed by the meeting chair if it appears that greater informality is beneficial in the particular circumstance, unless the Board requires strict adherence.</u>	The purpose of this section is to provide greater flexibility to the Board to dispense with formal requirements where it feels doing so might be beneficial.
<u>SCHEDULE E TO THE BY-LAW</u>		
<u>Motions Determined by Super Majority Vote</u>		
	<p><u>Despite section 8.18 of these by-laws, the following questions arising at a Board meeting shall be determined by a Super Majority Vote:</u></p> <ol style="list-style-type: none"> <u>1. To terminate the employment of the Registrar, CEO of the College;</u> <u>2. To approve a request for an external monitoring report in accordance with the Council Monitoring System Policy;</u> <u>3. To approve a request to engage in direct Council inspection in accordance with the Council Monitoring System Policy.</u> 	<p>Under Article 8.18 of the By-laws, all questions arising at a Council/Board meeting are decided by a simple majority, unless the RHPA or the by-laws state otherwise.</p> <p>This new Schedule is being proposed for the purpose of giving effect to two proposed policies that are currently being considered by the Governance Committee. Both of these policies contain language that is incompatible with Article 8.18, because they stipulate that a 75% majority is required for Council to make certain decisions.</p>