



Attachment 1 – Proposed Bylaw Amendments

Current Bylaw	Proposed Bylaw All changes marked in red	Rationale
Part 1: Definitions and Application	Part 1: Definitions and Application	
1.01 Definitions The following definitions shall apply to all parts of these bylaws unless otherwise defined or required by the context:	1.01 Definitions The following definitions shall apply to all parts of these bylaws unless otherwise defined or required by the context:	
None.	<u>Board or Board of Directors</u> <u>Means the Council of the College within the meaning of section 1(1) of the Code and section 5 of the Act.</u>	<u>Added to reflect the change in terminology from “Council” to “Board” or “Board of Directors”. Consequential amendments have been made throughout the bylaw.</u>
None.	<u>Chair</u> <u>Means the Chair of the Board of Directors of the College.</u>	<u>Added to reflect the change in terminology from “President” to “Chair”. Consequential amendments have been made throughout the bylaw.</u>
None.	<u>Community Appointee</u> <u>Means an individual appointed to serve as a member of a Committee who is neither a Director nor a Registrant.</u>	<u>To ensure public voice on committees that do not have a government appointed Public Member and to supplement the public voice on those that do.</u>



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<p>Council Means the Council established under subsection 5(1) of the Act.</p>	<p>Council Means the Council established under subsection 5(1) of the Act.</p>	<p><u>See definition of “Board”</u></p>
<p>Council Member (sometimes referred to as a “member of Council”) Means a Registrant elected to Council or a Public Member appointed to Council</p>	<p>Council Member (sometimes referred to as a “member of Council”) Means a Registrant elected to Council or a Public Member appointed to Council</p>	<p><u>See definition of “Director”</u></p>
<p>None.</p>	<p><u>Director</u> <u>Means an individual elected or appointed to be a member of the Board of Directors of the College.</u></p>	<p><u>Added to reflect terminology change from “Council Member” to “Director”. Consequential amendments have been made throughout the bylaw.</u></p>
<p>None.</p>	<p><u>Elected Director</u> <u>Means a registrant elected to the Board in accordance with the bylaws and includes a Registrant elected in a by-election or appointed to fill a vacancy.</u></p>	<p><u>Added to reflect updated terminology. Consequential amendments have been made throughout the bylaw.</u></p>
<p>Non-Council member Means a Registrant of the College who is not a member of the Council who has been appointed to a Committee.</p>	<p>Non-Council member Means a Registrant of the College who is not a member of the Council who has been appointed to a Committee.</p>	<p><u>See definition of “Professional Committee appointee”</u></p>
<p>None.</p>	<p>Professional Committee Appointee Means a Registrant of the College who is not a member of the Board, who has been appointed to a Committee</p>	



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<p>Public Member Means a person appointed by the Lieutenant Governor in Council as described in section 5(1)(b) of the Act.</p>	<p>Public Member Director Means a person appointed by the Lieutenant Governor in Council as described in section 5(1)(b) of the Act.</p>	<p><u>Amended to reflect updated terminology. Consequential amendments have been made throughout the bylaw.</u></p>
<p>None.</p>	<p><u>Vice-Chair</u> <u>Means the Vice-Chair of the Board of Directors of the College</u></p>	<p><u>Added to reflect the change in terminology from “Vice-President” to “Vice-Chair”. Consequential amendments have been made throughout the bylaw.</u></p>
<p>Part 5: Election of Council Members</p>	<p>Part 5: Election of <u>Board Council</u> Members</p>	
<p>5.02 Year of Elections 5.02.1 An election of members to the Council was held in the month of March 1996 and shall be held in every third year after that for electoral districts 2 and 4.</p>	<p>5.02 Year of Elections An election of Directors to the <u>Board Council</u> the month of March 1996 shall be held in 2023 and in every third year after that for electoral districts 2 and 4.</p>	<p><u>Administrative change to eliminate the dates of election that have occurred. Election timing (in years) for each district is updated.</u></p>
<p>5.02.2 An election of members to the Council was held in the month of March 1997 and shall be held in every third year after that for electoral districts 3, 5 and 6.</p>	<p>5.02.2 An election of Directors to the Board and shall be held in 2021 and in every third year after that for electoral districts 3, 5 and 6.</p>	
<p>5.02.3 An election of members to the Council was held in March 1998 and shall be held in every third year after that for electoral district 1.</p>	<p>5.02.3 An election of Directors to the Board shall be held in 2022 and in every third year after that for electoral district 1.</p>	



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<p>5.03 Eligibility for Election 5.03.1 A Registrant is eligible for election to the Council in an electoral district if, on the date of election:</p>	<p>5.03 Eligibility for Election 5.03.1 A Registrant is eligible for election to the <u>Council Board</u> in an electoral district if, on the date of election <u>deadline for nomination</u>:</p>	<p><u>Eligibility requirements are considered at time of nominations instead of at election.</u></p> <p><u>Eligibility requirements to serve on the Board have been further refined and tightened</u></p>
<p>a. the Registrant is entitled to vote in an election in accordance with Bylaw 5.01.2 and 5.01.3;</p>	<p>No change.</p>	
<p>b. the Registrant is not in default of payment of any fees required under these bylaws;</p>	<p>No change.</p>	
<p>c. the Registrant is not the subject of any disciplinary or incapacity proceeding inside or outside Ontario;</p>	<p>c. the Registrant is not the subject of any disciplinary or incapacity proceedings <u>by a body that governs a profession</u>, inside or outside Ontario;</p>	<p><u>This adds disciplinary proceedings of any other regulatory body</u></p>
<p>d. the Registrant's certificate of registration has not been revoked or suspended in the six years preceding the date of the election as a result of a professional misconduct, incompetence or incapacity proceeding;</p>	<p>d. the Registrant's certificate of registration has not been revoked or suspended, <u>inside or outside of Ontario</u> in the six years preceding the date of the nomination election as a result of a professional misconduct, incompetence or incapacity proceeding;</p>	
<p>e. the Registrant's certificate of registration is not subject to a term, condition, or limitation imposed by a panel of the Discipline or Fitness to Practise Committee;</p>	<p>e. the Registrant's certificate of registration is not subject to <u>any order, direction, or</u> term, condition, or limitation imposed by a panel of the Discipline Committee, or Fitness to Practise Committee <u>or Quality Assurance Committee or by a similar committee of a body that governs a profession, inside or outside of Ontario</u>;</p>	<p><u>This adds orders and direction from any other regulatory body.</u></p>



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f. the Registrant has not been the subject of an Informal Disposition or Resolution with the College in the six years preceding the date of the election;	f. the Registrant has not been the subject of an Informal Disposition or Resolution with the College in the six years preceding the date of the election; <u>A period of at least six years has elapsed since the Registrant complied with all aspects of any order imposed by a Discipline or Fitness to Practice Committee or by a similar committee of a body that governs a profession, inside or outside of Ontario;</u>	<u>Six years is a reasonable period of time to require a registrant who has been before the Discipline or Fitness to Practise Committee to wait before running for election to the Board. Anything less than that would risk bringing disrepute to the College.</u>
g. the Registrant has not been disqualified pursuant to section 8.02.1 in the three years preceding the date of the election;	g. the Registrant has not been disqualified <u>from the Board or a Committee in accordance with pursuant to section 8.02.1 the bylaws</u> in the six three years <u>years</u> preceding the date of <u>the nomination election</u> ;	
h. the Registrant is not a director, officer, or employee of a voluntary organization of occupational therapists;	h. the Registrant is not <u>at present nor has been at any time within the three years preceding the date of nomination</u> a director, <u>owner, board member,</u> officer, or employee of <u>any voluntary organization of occupational therapists professional association</u> ;	<u>This adds a “cooling off” period of three years to avoid a perceived and/or a real conflict of interest.</u>
None.	i. <u>the Registrant has not resigned from the Board in the three years preceding the date of nomination</u> ;	
None.	j. <u>the Registrant does not have a conflict of interest to serve as a Board Director or has agreed to remove any such conflicts of interest before taking office.</u>	



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<p>i. a court or other lawful authority (unless it has been reversed on appeal or judicial review) has not made a finding of guilt against the Registrant in respect of:</p> <ul style="list-style-type: none"> i. a criminal offence; ii. any offence relating to the prescribing, compounding, dispensing, selling, or administering of drugs; or iii. any offence relevant to the Registrant's suitability to practise occupational therapy; 	<p>ki. a court or other lawful authority (unless it has been reversed on appeal or judicial review) has not made a finding of guilt against the Registrant in respect of:</p> <ul style="list-style-type: none"> i. a criminal offence; ii. any offence relating to the prescribing, compounding, dispensing, selling, or administering of drugs; or iii. any offence relevant to the Registrant's suitability to practise occupational therapy; 	
<p>j. the Registrant is not subject to any existing conditions or restrictions (such as bail conditions) imposed by a court or other lawful authority that relate to or otherwise impact the Registrant's practice; and</p>	<p>lj. the Registrant is not subject to any existing conditions or restrictions (such as bail conditions) imposed by a court or other lawful authority that relate to or otherwise impact the Registrant's practice; and</p>	
<p>None.</p>	<p><u>m. 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; and.</u></p>	<p><u>A member engaged in any legal action against the College will not be eligible to serve on the Board as that would be a conflict of interest.</u></p>
<p>k. on or after April 1, 2016, the Registrant is not, and has not been within the previous six years, an employee of the College.</p>	<p><u>n.k. on or after April 1, 2016, the Registrant has not been an employee or consultant of the College in the is not, and has not been within the previous six years preceding the date of nomination, an employee of the College.</u></p>	



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<p>5.07 Additional Calls for Nomination 5.07.1 If there are no candidates or an insufficient number of candidates in an electoral district who are eligible for election, there shall be additional calls for nominations, as required, throughout the nomination period.</p>	No change.	
<p>5.07.2 If additional calls for nominations during the nomination period do not secure a sufficient number of eligible candidates, the Executive Committee shall nominate one or more Registrants who are eligible for election.</p>	<p>5.07.2 If additional calls for nominations during the nomination period do not secure a sufficient number of eligible candidates, the <u>Governance Executive</u> Committee shall nominate one or more Registrants who are eligible for election.</p>	<p><u>Handling of the nomination/election process as well as conflict of interest (Part 15) will be overseen by the Governance Committee instead Executive Committee.</u></p>
<p>5.07.3 A person who consents to a nomination by the Executive Committee shall be deemed to be a validly nominated candidate when the nomination is received by the Registrar.</p>	<p>5.07.3 A person who consents to a nomination by the <u>Governance Executive</u> Committee shall be deemed to be a validly nominated candidate when the nomination is received by the Registrar.</p>	
<p>5.15 Referral of Disputes to Executive Committee 5.15.1 If the Executive Committee is of the opinion that there are reasonable grounds to doubt or dispute the validity of the election of any member of Council it shall initiate an inquiry.</p>	<p>5.15 Referral of Disputes to <u>Governance Executive</u> Committee 5.15.1 If the <u>Governance Executive</u> Committee is of the opinion that there are reasonable grounds to doubt or dispute the validity of the election of any member of the Board it shall initiate an inquiry.</p>	



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<p>5.16 Report and Recommendation of Executive Committee 5.16.1 Where the Executive Committee initiates an inquiry under article 5.15, it shall hold an inquiry into the validity of the election of the member of Council in question and, following the inquiry, shall make a report and recommendation to Council.</p>	<p>5.16 Report and Recommendation of <u>Governance Executive</u> Committee 5.16.1 Where the <u>Executive Governance</u> Committee initiates an inquiry under article 5.15, it shall hold an inquiry into the validity of the election of the Board of Director in question and, following the inquiry, shall make a report and recommendation to the Board.</p>	
<p>5.17 Options Available to Council 5.17.1 Council may, after reviewing the report and recommendation of the Executive Committee and subject to article 5.14, do one of the following: i. declare the election result in question to be valid; or ii. declare the election result in question to be invalid; and either a. declare another candidate to have been elected; or b. direct that another election be held.</p>	<p>5.17 Options Available to the Board 5.17.1 The Board may, after reviewing the report and recommendation of the <u>Governance-Executive</u> Committee and subject to article 5.14, do one of the following: i. declare the election result in question to be valid; or ii. declare the election result in question to be invalid; and either a. declare another candidate to have been elected; or b. direct that another election be held.</p>	
<p>Part 6: Academic Appointments to Council</p>	<p>Part 6: Academic Appointments to <u>Council Board</u></p>	
<p>6.01 Academic Appointments 6.01.1 One or two person(s), at least one of whom will hold a full-time faculty appointment, shall be appointed to sit on the Council as an academic appointment.</p>	<p>6.01.1 One or two <u>Academic appointee(s)</u> person(s), at least one of whom will hold a full-time faculty appointment, shall be appointed <u>by the Board</u> to sit on the Council on the Board as an academic appointment.</p>	



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<p>6.01.2 The academic appointment shall be selected in the prescribed manner from members of the faculties of all programs in Ontario approved by the</p>	<p>6.01.2 The <u>Registrar shall consult with and obtain recommendations from the Directors or Chairs</u> academic appointment shall be</p>	<p><u>The appointment of an Academic registrant is made transparent.</u></p>
<p>College of Occupational Therapists of Ontario.</p>	<p>selected in the prescribed manner from members of the faculties of <u>approved Ontario universities that offer occupational therapy all programs, no later than 90 days before the date the appointment takes effect.</u> in Ontario approved by the College of Occupational Therapists of Ontario.</p>	
<p>None.</p>	<p>6.01.3 <u>The Governance Committee shall receive all recommendations and make such enquiries as it deems appropriate, before making a recommendation to the Board.</u></p>	
<p>6.01.3 For the purposes of clause 5(1) (c) of the Act, a Registrant is eligible for an academic appointment to the Council if, on the date of the appointment:</p>	<p>6.01.43 For the purposes of clause 5(1) (c) of the Act, a Registrant is eligible for an academic appointment to the <u>Board Council</u> if, on the date of the appointment:</p>	<p><u>Eligibility requirements for Academic registrants mirror the requirements for Board Directors.</u></p>
<p>a. the Registrant has a faculty appointment in an occupational therapy program in Ontario approved by the College of Occupational Therapists of Ontario;</p>	<p>a. the Registrant has a faculty appointment in an occupational therapy program in Ontario approved by the College of Occupational Therapists of Ontario;</p>	
<p>b. the Registrant is not in default of payment of any fees prescribed in these bylaws;</p>	<p>b. the Registrant is not in default of payment of any fees prescribed in these bylaws;</p>	
<p>c. the Registrant is not the subject of any disciplinary or incapacity proceeding, inside or outside Ontario;</p>	<p>c. the Registrant is not the subject of any disciplinary or incapacity proceedings <u>by a body that governs a profession</u>, inside or outside Ontario;</p>	<p><u>This adds disciplinary proceedings of any other regulatory body</u></p>



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d. the Registrant's certificate of registration has not been revoked or suspended in the six years preceding the date of the election as a result of professional misconduct, incompetence or incapacity proceeding;	d. the Registrant's certificate of registration has not been revoked or suspended in the six years preceding the date of the election <u>nomination as a result of professional misconduct, incompetence or incapacity proceeding, by a body that governs a profession, inside or outside of Ontario;</u>	
e. the Registrant's certificate of registration is not subject to a term, condition or limitation imposed by a panel of the Discipline or Fitness to Practise Committees;	e. the Registrant's certificate of registration is not subject to <u>any order, direction, or</u> term, condition or limitation imposed by a panel of the Discipline <u>Committee, or</u> Fitness to Practise <u>Committee or Quality Assurance Committee, or by a similar committee of a body that governs a profession, inside or outside of Ontario;</u>	
f. the Registrant has not been the subject of an Informal Disposition or Resolution with the College in the six years preceding the date of the appointment;	f. the Registrant has not been the subject of an Informal Disposition or Resolution with the College in the six years preceding the date of the appointment <u>A period of at least six years has elapsed since the Registrant complied with all aspects of any order imposed by a Discipline or Fitness to Practice Committee or by a similar committee of a body that governs a profession, inside or outside of Ontario;</u>	<u>Six years is a reasonable period of time to require a registrant who has been before the Discipline or Fitness to Practise Committee to wait before running for election to the Board. Anything less than that would risk bringing disrepute to the College.</u>
None.	g. <u>the Registrant has not been disqualified from the Board or a Committee in accordance with the bylaws in the six years preceding the date of appointment;</u>	



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g. the Registrant is not a director, officer, or employee of a voluntary organization of occupational therapists;	<u>hg.</u> the Registrant <u>is not at present nor has been at any time within the last three years is not</u> a director, <u>owner, board member,</u> officer, or employee of <u>a voluntary organization of any professional association; occupational therapists;</u>	<u>This adds a “cooling off” period of three years to avoid a perceived and/or a real conflict of interest.</u>
None.	<u>i. the Registrant has not resigned from the Board in the three years preceding the date of appointment;</u>	
None.	<u>j. the Registrant does not have a conflict of interest to serve as a Board Director or has agreed to remove any such conflict of interest before taking office;</u>	
h. a court or other lawful authority (unless it has been reversed on appeal or judicial review) has not made a finding of guilt against the Registrant in respect of: i. a criminal offence; ii. any offence relating to the prescribing, compounding, dispensing, selling, or administering of drugs; or iii. any offence relevant to the Registrant’s suitability to practise occupational therapy;	<u>kh.</u> a court or other lawful authority (unless it has been reversed on appeal or judicial review) has not made a finding of guilt against the Registrant in respect of: i. a criminal offence; ii. any offence relating to the prescribing, compounding, dispensing, selling, or administering of drugs; or iii. any offence relevant to the Registrant’s suitability to practise occupational therapy;	
i. the Registrant is not subject to any existing conditions or restrictions (such as bail conditions) imposed by a court or other lawful authority that relate to or otherwise impact the Registrant’s practice; and	<u>li.</u> the Registrant is not subject to any existing conditions or restrictions (such as bail conditions) imposed by a court or other lawful authority that relate to or otherwise impact the Registrant’s practice; <u>and</u>	



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None.	<u>m. 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; and</u>	<u>A member engaged in any legal action against the College will not be eligible to serve on the Board as that would be a conflict of interest.</u>
j. on or after April 1, 2016, the Registrant is not, and has not been within the previous six years, an employee of the College.	<u>nj. on or after April 1, 2016, the Registrant has is not been an employee or consultant of the College in the, and has not been within the previous six years preceding the date of appointment, an employee of the College.</u>	
6.02.2 An appointee who has served on Council for more than nine consecutive years is not eligible for re-appointment until	6.02.2 An appointee who has served on Council <u>the Board</u> for more than nine consecutive years is not eligible for re-	
at least three years have passed since the member has last served on the Council.	appointment until at least three years have passed since the <u>Registrant member</u> has last served on the Council <u>Board</u> .	
Part 7: Officers	Part 7: Officers	
7.01 Election of Officers 7.01.1 The Registrar or his or her designate shall conduct the election of Officers at the first meeting of a new Council.	7.01 Election of Officers 7.01.1 The Registrar or his or her designate shall conduct the election of Officers at the first meeting of a new Board <u>Council</u> .	
7.01.2 The election of President, Vice-President, Member-at-Large (Finance) and Member-at-Large (Education) shall be by secret ballot.	7.01.2 The election of the Chair <u>President</u> , Vice- Chair <u>President</u> , and remaining Executive Committee positions <u>Member-at-Large (Finance) and Member-at-Large (Education)</u> shall be by secret ballot.	<u>New terminology is updated. Member at Large for finance and education terminology is eliminated.</u>



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<p>7.01.3 Two scrutineers for the election will be appointed from retiring Council members. If there are not enough retiring Council members, the Registrar shall appoint one or more College staff members as needed to act as a scrutineer(s). Additionally, one College staff member will be assigned to assist with the count.</p>	<p>7.01.3 <u>The Registrar or his or her designate shall, with the concurrence of the Board, appoint three scrutineers to count the ballots and report the results to the Board.</u> Two scrutineers for the election will be appointed from retiring Council members. If there are not enough retiring Council members, the Registrar shall appoint one or more College staff members as needed to act as a scrutineer(s). Additionally, one College staff member will be assigned to assist with the count.</p>	
<p>7.01.4 If there are more than two candidates in an election, successive ballots shall be conducted until one candidate receives a majority of the votes cast. The candidate or candidates who receive the fewest votes in a ballot shall be dropped in the next ballot.</p>	<p>No change.</p>	
<p>7.01.5 In the case of a tie, one scrutineer will be directed to cast a deciding vote by lot.</p>	<p>No change.</p>	
<p>7.01.6 At the conclusion of the full election of officers the newly elected President will chair the remainder of the meeting.</p>	<p>7.01.6 At the conclusion of the full election of officers the newly elected <u>Chair</u> President will <u>preside over</u> chair the remainder of the meeting.</p>	
<p>7.01.7 The term of office for the officers shall be one year.</p>	<p>No change.</p>	
<p>7.01.8 The President may be removed from office by a two-thirds vote of the Council and the Council shall elect a new President from its members to hold office for the remainder of the year.</p>	<p>7.01.8 The <u>President</u> Chair or Vice-Chair may be removed from office by a two-thirds vote of the <u>Council</u> Board and the <u>Board</u> Council shall elect a new <u>President</u> Chair from its members to hold office for the remainder of the year.</p>	



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<p>7.01.9 In the event an officer resigns, dies, or otherwise ceases to act, the Council shall elect a new officer from among its members to hold office for the remainder of the year.</p>	<p>7.01.9 In the event an officer resigns, dies, or otherwise ceases to act, the <u>Board Council</u> shall elect a new officer from among its members to hold office for the remainder of the year.</p>	
<p>7.02 President 7.02.1 The President of the College shall provide leadership for Council to ensure that strategic plans, objectives and policies are developed and implemented in accordance with the mandate of the College. The President is the chief spokesperson for the Council.</p>	<p>7.02 Chair President 7.02.1 The <u>Chair</u> of the College shall provide leadership for <u>the Board</u> to ensure that strategic plans, objectives and policies are developed and implemented in accordance with the mandate of the College. The <u>President Chair</u> is the chief spokesperson for the <u>Council Board</u>.</p>	
<p>7.02.2 The duties of the President include:</p> <ul style="list-style-type: none">a. convening and chairing all meetings of Council and the Executive Committee;b. receiving and reviewing all matters directed to the attention of the Council;c. receiving, reviewing and bringing to the attention of the Executive Committee matters related to College governance;	<p>7.02.2 The duties of the <u>Chair President</u> include:</p> <ul style="list-style-type: none">a. convening and chairing all meetings of <u>Council the Board</u> and the Executive Committee;b. receiving and reviewing all matters directed to the attention of <u>the the Board Council</u>;c. receiving, reviewing and bringing to the attention of the <u>Governance Executive</u>	



<p>d. conducting evaluation of each Council meeting; in conjunction with Council, leading an annual evaluation of the Council's goals and activities for the purpose of future planning;</p> <p>e. facilitating communication of issues and concerns raised by statutory committee Chairpersons to the Executive Committee and Council;</p> <p>f. collaborating with the Registrar in:</p> <ul style="list-style-type: none">i. identification of issues for Council consideration;ii. development of objectives and long-range plans for Council;iii. establishment of priorities for deliberation by Council and the Executive Committee;iv. development of a suitable public relations program for the College. <p>g. representing the College at official liaison and public functions such as, OSOT, annual CLEAR conference, annual CNAR conference and Federation of Health Regulatory Colleges of Ontario;</p> <p>h. contributing to College publications and annual report;</p> <p>i. annual review of the credit card expenses</p>	<p>Committee matters related to College governance;</p> <p>d. conducting evaluation of each <u>Board Council</u> meeting; in conjunction with Council <u>the Board</u>, leading an annual evaluation of the <u>Board's Council's</u> goals and activities for the purpose of future planning;</p> <p>e. facilitating communication of issues and concerns raised by <u>statutory C</u>ommittee Chair<u>persons</u> to the <u>Governance Executive Committee and Committee and the Board Council</u>;</p> <p>f. collaborating with the Registrar in:</p> <ul style="list-style-type: none">i. identification of issues for <u>the Board's Council</u> consideration;ii. development of objectives and long-range plans for <u>Council-the Board</u>;iii. establishment of priorities for deliberation by <u>the Board Council and the Executive Committee</u>;iv. development of a suitable public relations <u>strategy program</u> for the College. <p>g. representing the College at official liaison and public functions such as, OSOT, annual CLEAR conference, and annual CNAR conference</p> <p>h. contributing to College publications and</p>	
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<p>of the Registrar;</p> <p>j. conducting an annual performance appraisal of the Registrar, following discussion with the Executive Committee; and</p> <p>k. representing the Executive Committee in negotiation of the Registrar's contract.</p>	<p>annual report;</p> <p>i. annual review of the credit card expenses of the Registrar;</p> <p>j. conducting an annual performance appraisal of the Registrar, following discussion with the Executive Committee; and</p> <p>k. representing the Executive Committee in negotiation of the Registrar's contract.</p>	
<p>7.03 Vice-President</p> <p>7.03.1 The primary function of the Vice-President is to collaborate with the President on the activities of the Council and College. The Vice-President assumes the responsibilities of the President in his or her absence.</p>	<p>7.03 Vice-Chair President</p> <p>7.03.1 The primary function of the Vice-President <u>Chair</u> is to collaborate with the <u>Chair</u> President on the activities of the <u>Board</u> Council and College. The Vice-President <u>Chair</u> assumes the responsibilities of the President <u>Chair</u> in his or her absence.</p>	



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<p>7.03.2 The duties of the Vice-President include: a. chairing Council and the Executive Committee in the absence of the President;</p> <p>b. receiving, reviewing and bringing to the attention of the Executive Committee matters related to College governance;</p> <p>c. identifying issues of particular concern to the Council members and bringing them to the attention of the President;</p> <p>coordination and monitoring of Council evaluation; and</p> <p>e. representing the College at official liaison functions, as required.</p>	<p>7.03.2 The duties of the Vice-Chair<u>President</u> include: a. chairing <u>the Board Council</u> and the Executive Committee in the absence of the President<u>Chair</u>;</p> <p>b. receiving, reviewing and bringing to the attention of the <u>Governance Executive</u> Committee matters related to College governance;</p> <p>c. identifying issues of particular concern to the <u>Board Council</u> members and bringing them to the attention of the <u>the Chair</u> <u>President</u>;</p> <p>d. coordination and monitoring of <u>Council evaluation</u>Board evaluation; and</p> <p>e. representing the College at official liaison functions, as required.</p>	
<p>7.04.2 The terms of office for the statutory committee Chairs is one year.</p>	<p>No change.</p>	
<p>7.04.3 In the event a statutory committee Chair resigns, dies or otherwise ceases to act, the Executive Committee shall appoint a new statutory committee Chair from among Council members to hold office for the remainder of the year.</p>	<p>7.04.3 In the event a statutory committee Chair resigns, dies or otherwise ceases to act, the Executive Committee Board shall appoint a new statutory committee Chair from among <u>Council members</u> to hold office for the remainder of the <u>term</u> year.</p>	
<p>Part 8: Council</p>	<p>Part 8: <u>Council Board</u></p>	



Current Bylaw	Proposed Bylaw All changes marked in red	Rationale
<p>8.01 Duties of Council Members 8.01.1 The primary function of Council members is to make decisions in the public interest, balancing this responsibility with an understanding of the occupational therapy profession and the environments in which it is practised. Council members establish the goals and policies of the College in accordance with the relevant legislation.</p>	<p>8.01 Duties of Board Directors 8.01.1 The primary function of Board <u>Council</u> Directors is to make decisions in the public interest, balancing this responsibility with an understanding of the occupational therapy profession and the environments in which it is practised. Board-Council <u>Directors</u> establish the goals and policies of the College in accordance with the relevant legislation.</p>	
<p>8.01.2 The duties of Council members include:</p>	<p>8.01.2 The duties of Council <u>Board</u> Directors include:</p>	
<p>a. serving on Council and at least one statutory committee to which they are appointed;</p>	<p>a. serving on Council <u>the Board</u> and at least one statutory committee to which they are appointed;</p>	
<p>b. serving on additional committees, task forces, standing committees or advisory groups from time to time;</p>	<p>b. serving on additional committees, task forces, standing committees or advisory groups from time to time;</p>	
<p>c. reviewing all material sent in advance for Council and committee meetings;</p>	<p>c. reviewing all material sent in advance for Council-Board <u>and</u> committee meetings;</p>	
<p>d. developing and maintaining a knowledge of College functions and issues facing Council;</p>	<p>d. developing and maintaining a knowledge of Board College <u>functions</u> and issues facing Council <u>the Board</u>;</p>	
<p>e. contributing constructively to Council and committee discussions, and understanding and respecting the rules of order as prescribed by Council;</p>	<p>e. contributing constructively to <u>Board Council</u> and committee discussions, and understanding and respecting the rules of order as prescribed by <u>the Board Council</u>;</p>	
<p>f. identifying relevant expertise or contacts as resources;</p>	<p>f. identifying relevant expertise or contacts as resources;</p>	



Current Bylaw	Proposed Bylaw All changes marked in red	Rationale
g. acquiring a working knowledge of policies and procedures relating to their specific statutory committee(s);	g. acquiring a working knowledge of policies and procedures relating to their specific statutory committee(s);	
h. communicating with Registrants, stakeholders and other interested parties in a manner consistent with confidentiality requirements and Council policy; and	h. communicating with Registrants, stakeholders and other interested parties in a manner consistent with confidentiality requirements and Council <u>Board</u> policy; and	
i. identifying issues to be added to the Council or committee agenda in advance of any meeting.	i. identifying issues to be added to the Council <u>Board</u> or committee agenda in advance of any meeting.	
8.01.3 Council members must also:	8.01.3 Council <u>Board</u> Directors must also:	
a. demonstrate accountability to the public through decision-making in the public interest;	a. demonstrate accountability to the public through decision-making in the public interest;	
b. abide by the Council code of conduct;	b. abide by the Council <u>Board</u> code of conduct;	
c. identify and address conflict of interest situations as set out in the bylaws, including understanding and identifying cases in which prior knowledge may affect the ability to function on committee;	c. identify and address conflict of interest situations as set out in the bylaws, including understanding and identifying cases in which prior knowledge may affect the ability to function on committee;	
d. recognize and respect confidential information learned in the course of College activities;	d. recognize and respect confidential information learned in the course of College activities;	
e. understand the role of staff as resources to committees;	e. understand the role of staff as resources to committees;	



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f. resolve any concerns with the committee Chairperson, Council President or Vice-President;	f. resolve any concerns with the committee Chairperson, Board Council President Chair or Vice- President Chair ;	
g. maintain good public relations with membership, the public, health care organizations, educational groups, and government bodies in their regions; and	g. maintain good public relations with membership, the public, health care organizations, educational groups, and government bodies in their regions; and	
h. attend Council and committee meetings regularly.	h. attend Board Council and committee meetings regularly.	
<p>8.02 Disqualification of Council Members 8.02.1 The Council shall disqualify an elected member or an appointed Academic member if the member:</p>	<p>8.02 Disqualification of Council Members Board of Directors 8.02.1 The Board shall disqualify an Elected Director or an Academic Appointee if they :</p>	<p><u>Disqualification requirements for all Directors of the Board are amended to reflect clear expectations of disqualifications and concern/complaints situations.</u></p>
a. resigns from Council;	a. resigns from <u>the Board Council</u> ;	
b. ceases to hold a certificate of registration;	b. ceases to hold a certificate of registration; <u>in the case of an elected Director, cease to either practise or reside in the electoral district for which they were elected;</u>	
None.	c. <u>in the case of an Academic Appointee, the Registrant's primary employment ceases to be with an approved Ontario university that offers an occupational therapy program.</u>	
c. is in default of any fees prescribed by these bylaws for a period of more than 60 days;	d. are is in default of any fees prescribed by these bylaws for a period of more than <u>30</u> days;	
d. is found to have committed an act of professional misconduct or is found to be incompetent by a panel of the Discipline Committee;	e. are is found <u>by a panel of the Discipline Committee</u> to have committed an act of professional misconduct or are is found to be incompetent by a panel of the Discipline Committee ;	



Current Bylaw	Proposed Bylaw All changes marked in red	Rationale
e. is found to be an incapacitated member by a panel of the Fitness to Practise Committee;	fe. are is found to be an incapacitated member by a panel of the Fitness to Practise Committee <u>to be incapacitated</u> ;	
f. is the subject of an Informal Disposition or Resolution with the College;	f. is the subject of an Informal Disposition or Resolution with the College ;	
g. is found by a majority of Council members to have seriously or consistently violated the Code of Conduct for Council Members;	g. are is found by <u>two-thirds</u> a majority of <u>Council Board Directors</u> to have seriously or consistently violated <u>breached</u> the Code of Conduct. for Council Members ;	
h. fails, without cause, to attend two consecutive meetings of the Council;	h. fails <u>to attend</u> , without cause, to attend two consecutive meetings of the <u>Council Board or of a Committee, of which they are a member, without reasonable cause in the opinion of the Board</u> ;	
i. fails, without cause, to attend three consecutive meetings of a committee of which he or she is a member;	i. fails, without cause, to attend three consecutive meetings of a committee of which he or she is a member ;	
j. fails, without reasonable cause, to attend hearing or a review by a panel for which he or she has been selected;	ij. f <u>ails to attend a hearing or proceeding, or part thereof, of a panel on which they sit; without reasonable cause, to attend hearing or a review by a panel for which he or she has been selected</u> ;	
k. in the case of an elected member, ceases to either practise or reside in the electoral district for which the member was elected;	k. in the case of an elected member, ceases to either practise or reside in the electoral district for which the member was elected ;	
l. in the case of an Academic member, ceases to either practice or reside in Ontario;	l. in the case of an Academic member, ceases to either practice or reside in Ontario ;	



Current Bylaw	Proposed Bylaw All changes marked in red	Rationale
None.	<u>j. fail to attend, without cause, Director education hosted by the College annually;</u>	
m. is convicted of a federal or provincial offence which, in the opinion of Council, is of such a nature that it warrants disqualification;	<u>km. are is found guilty by a court or other lawful authority (unless it has been reversed on appeal or judicial appeal) in respect of:</u>	
	<u>i. a criminal offence;</u> <u>ii. any offence relating to the prescribing, compounding, dispensing, selling, or administering of drugs; or</u> <u>iii. any offence relevant to the Registrant's suitability to practise occupational therapy, convicted of a federal or provincial offence which, in the opinion of Council, is of such a nature that it warrants disqualification;</u>	
n. breaches section 36 of the RHPA which, in the opinion of Council, is of such a nature that warrants disqualification;	<u>ln. breaches section 36 of the RHPA-which, in a manner that in the opinion of Council-the Board, is of such a nature that warrants disqualification;</u>	
o. has breached the conflict of interest provisions of these bylaws which, in the opinion of Council, is of such a nature that warrants disqualification;	<u>me. has breachsd the conflict of interest provision(s) of these bylaws in a manner that in the opinion of the Board, -which, in the opinion of Council, is of such a nature that warrants disqualification;</u>	



Current Bylaw	Proposed Bylaw All changes marked in red	Rationale
p. fails, in the opinion of Council, to discharge properly or honestly any office to which he or she has been elected or appointed;	<u>np.</u> fails, in the opinion of the Board, to discharge properly or honestly any office to which he or she has been elected or appointed;	
q. becomes a director, officer, or employee of a voluntary organization of occupational therapists; or	<u>oq.</u> becomes a director, <u>owner, board member,</u> officer, or employee of <u>any professional association; a voluntary organization of occupational therapists;</u>	
r. becomes a member of a council of any other college regulated under the RHPA.	<u>pr.</u> becomes a member of a <u>Board council</u> of any other college regulated under the RHPA.	
None.	<u>q. ceases to hold a certificate of registration;</u>	
None.	<u>r. remains, thirty days after notice, in default of providing any information required by the College; or</u>	
None.	<u>s. initiates, joins, materially contributes or continues a legal proceeding against the College or any committee or representative of the College.</u>	
8.02.2 An elected member or appointed Academic member who is disqualified from sitting on the Council ceases to be a member of the Council.	8.02.2 An Elected Director or Academic Appointee who is disqualified from sitting on the Board ceases to be a Board Director.	



Current Bylaw	Proposed Bylaw All changes marked in red	Rationale
<p>8.02.3 If the Registrar receives information which suggests that a Council member meets one or more of the criteria for disqualification set out in section 8.02.1, other than paragraphs a, b, k and l in which case Council shall immediately disqualify the elected member or appointed Academic member, the Registrar shall follow the procedure set out in section 8.02.4. Where the Registrar has reasonable and probable grounds to believe that a member of Council meets the criteria for disqualification and no one has made a complaint in writing, the Registrar shall make a complaint in writing.</p>	<p>8.02.3 If the Registrar receives information which suggests that a <u>Director Council</u> member meets one or more of the criteria for disqualification set out in section 8.02.1, other than paragraphs a, b, c, d, e, f, k o, p, q, or s in which case Council <u>the Board</u> shall immediately disqualify the Elected member <u>Director</u> or appointed Academic member <u>Appointee</u>, the Registrar shall follow the procedure set out in section 8.02.4. Where the Registrar has reasonable and probable grounds to believe that a <u>Board Director</u> Council meets the criteria for disqualification and no one has made a complaint in writing, the Registrar shall make a complaint in writing.</p>	
<p>8.02.4 The following procedure shall be followed in the event that a Council member is alleged to have contravened the duties of a member of Council and meets the criteria for disqualification set out in section 8.02.1 other than paragraphs a, b, k and l.</p>	<p>8.02.4 The following procedure shall be followed in the event that a <u>Council Board</u> Director is alleged to have contravened the duties of a <u>Director member of Council</u> and meets the criteria for disqualification set out in section 8.02.1 other than paragraphs a, b, c, d, e, f, k, o p, q, or s .</p>	
<p>i. A written complaint shall be filed with the Registrar. A complaint can be made by a member of the public, a Council or Committee member or the Registrar. If a member of Council or a Committee receives such a complaint, he or she shall immediately file it with the Registrar.</p>	<p>i. A written complaint shall be filed with the Registrar. A complaint can be made by a member of the public, a <u>Board Council</u> or Committee member or the Registrar. If a member of <u>the Council Board</u> or a Committee receives such a complaint, he or she shall immediately file it with the Registrar.</p>	



Current Bylaw	Proposed Bylaw All changes marked in red	Rationale
<p>ii. The Registrar shall report the complaint to the President or the Vice-President who shall bring the complaint to the Executive Committee if he or she believes that the complaint may warrant formal action. If the Executive Committee is unable to address the complaint it may appoint another Committee to fulfill its duties under this section.</p>	<p>ii. The Registrar shall report the complaint to the <u>President Chair</u> or the Vice-<u>President Chair</u> who shall bring the complaint to the <u>Governance Executive</u> Committee if he or she believes that the complaint may warrant formal action. If the <u>Governance Executive</u> Committee is unable to address the complaint it may appoint another Committee to fulfill its duties under this section.</p>	
<p>iii. If the Executive Committee or any Committee appointed by the Executive Committee, after any investigation it deems appropriate, believes that the complaint may warrant formal action, it shall call a meeting of Council. Council shall determine whether there has been a breach of duties or whether the criteria for disqualification have been met and, if so, impose the appropriate sanction. The appropriate sanction can include one or more of the following:</p> <ul style="list-style-type: none"> a. censure of the member orally or in writing, b. removal of the member from any Committee on which he or she serves, or c. disqualification of an Elected Member from 	<p>iii. If the <u>Governance Executive</u> Committee or any Committee appointed by the <u>Executive Governance</u> Committee, after any investigation it deems appropriate, believes that the complaint may warrant formal action, it shall call a meeting of <u>the Council Board</u>. <u>The Board Council</u> shall determine whether there has been a breach of duties or whether the criteria for disqualification have been met and, if so, impose the appropriate sanction. The appropriate sanction can include one or more of the following:</p> <ul style="list-style-type: none"> a. censure of the member <u>Director</u> orally or in writing, b. removal of the member <u>Director</u> from any 	
<p>Council, or a report to the Public Appointments Secretariat requesting removal of the Public Member concerned from Council.</p>	<p>Committee on which he or she serves, or c. disqualification of an Elected <u>Member Director or Academic Appointee</u> from <u>Council the Board</u>, or a report to the Public Appointments Secretariat requesting removal of the Public <u>Director Member</u> concerned from <u>the Board Council</u>.</p>	



Current Bylaw	Proposed Bylaw All changes marked in red	Rationale
iv. A decision finding that there has been a breach of duties or that a Council member meets the criteria for disqualification set out in section 8.02.1, and a decision to impose a particular sanction must be approved by a two-thirds majority affirmative vote of Council Members present and voting.	iv. A decision finding that there has been a breach of duties or that a <u>Board Council</u> member meets the criteria for disqualification set out in <u>the bylaws section 8.02.1</u> , and a decision to impose a particular sanction must be approved by a two-thirds majority affirmative vote of <u>Council Directors</u> present and voting.	
v. The Council member whose conduct is the subject of concern shall not take part in the deliberation or vote, however, he or she shall be given a reasonable opportunity to respond to the allegation.	v. The Director whose conduct is the subject of concern shall not take part in the deliberation or vote, however, he or she shall be given a reasonable opportunity to respond to the <u>complaint</u> .	
None.	<u>8.02.5 Temporary Suspension</u> <u>(1) A Director who becomes the subject of a complaint, mandatory report, disciplinary or incapacity proceeding, shall not serve on the Board or on any Committee until a final decision (including any appeal) has been rendered.</u>	<u>A Board or Committee member subject to a proceeding or not in compliance/good standing would not serve until a decision is rendered or issue is remedied.</u>
None.	<u>(2) A Director who fails to comply with paragraphs 8.02.1 (d)(r), shall not serve on the Board or any Committee until the failure is remedied unless the failure resulted in their disqualification.</u>	



Current Bylaw	Proposed Bylaw All changes marked in red	Rationale
<p>8.03 Vacancies on Council</p> <p>8.03.1 If the seat of an elected Council member becomes vacant in an electoral district not more than twelve months before the expiry of the member's term of office, the Council may:</p> <p>a. leave the seat vacant;</p> <p>b. appoint as an elected member, the candidate, if any, who had the most votes of all the unsuccessful candidates in the last election of the Council members for that electoral district; or</p> <p>c. direct the Registrar to hold an election in accordance with these bylaws for that electoral district.</p>	<p>8.03 Vacancies on <u>Board Council</u></p> <p>8.03.1 If the seat of an <u>Elected Director</u> Council member becomes vacant in an electoral district not more than twelve months before the expiry of the <u>Director's member's</u> term of office, the <u>Board Council</u> may:</p> <p>a. leave the seat vacant;</p> <p>b. appoint as an elected member <u>Elected Director</u>, the candidate, if any, who had the most votes of all the unsuccessful candidates in the last election of the <u>Directors Council members</u> for that electoral district; or</p> <p>c. direct the Registrar to hold an election in accordance with these bylaws for that electoral district.</p>	
<p>8.03.2 If the seat of an elected Council member becomes vacant in an electoral district more than twelve months before the expiry of the member's term of office, the Council shall direct the Registrar to hold an election in accordance with these bylaws for that electoral district.</p>	<p>8.03.2 If the seat of an <u>Elected Director</u> n-elected Council member becomes vacant in an electoral district more than twelve months before the expiry of the member's term of office, the <u>Board Council</u> shall direct the Registrar to hold an election in accordance with these bylaws for that electoral district.</p>	
<p>8.03.3 The term of a member appointed under clause 8.03.1 (b) or elected under an election under clause 8.03.1 (c) or section 8.03.2 shall continue until the time the former Council member's term would have expired.</p>	<p>8.03.3 The term of a member appointed under clause 8.03.1 (b) or elected under an election under clause 8.03.1 (c) or section 8.03.2 shall continue until the time the former <u>Elected Director's Council member's</u> term would have expired.</p>	



Current Bylaw	Proposed Bylaw All changes marked in red	Rationale
<p>8.04 Employment of Agents The Registrar may employ for and on behalf of the College, any agents or employees as the Registrar thinks fit in connection with the control, management and administration of the College,</p>	<p>8.04 Employment of Agents The Registrar may employ for and on behalf of the College, any agents or employees as the Registrar thinks fit in connection with the control, management and administration of the College, and in that respect</p>	
<p>and in that respect may authorize those persons to assist the Council in exercising the powers of and carrying out the duties of the College.</p>	<p>may authorize those persons to assist the <u>Board Council</u> in exercising the powers of and carrying out the duties of the College.</p>	
<p>8.04.1 In addition to any other qualification for a position of employment with the College that Council may deem appropriate, it shall be a qualification that the employee not be a member of Council, or if a member of Council, that he or she resign as a member of Council prior to applying for employment with the College.</p>	<p>8.04.1 In addition to any other qualification for a position of employment with the College that <u>the Board Council</u> may deem appropriate, it shall be a qualification that the employee not be a <u>Board Director Council</u>, or if a member of <u>Council the Board</u>, that he or she resign as a <u>Board Director Council</u> prior to applying for employment with the College.</p>	
<p>8.05 Appoint Members to Committees 8.05.1 The Executive Committee shall, at its first meeting, appoint members to the committees</p>	<p>8.05 Appoint Members to Committees 8.05.1 The <u>Governance Executive</u> Committee shall <u>recommend to the Board</u>, , appointments <u>members</u> to <u>the</u> all committees.</p>	
<p>8.05.2 Subject to the Act, Regulations and bylaws, the President may attend and participate in meetings of all committees. The President does not have a vote</p>	<p>8.05.2 Subject to the Act, Regulations and bylaws, the <u>Chair of the Board President</u> may attend and participate in meetings of all committees. The <u>Chair President of the Board</u> does not have a vote <u>at committee meetings</u>.</p>	



Current Bylaw	Proposed Bylaw All changes marked in red	Rationale
<p>8.06 Minutes</p> <p>The Council shall cause minutes to be kept of its proceedings and meetings to form a record of all motions and decisions, which shall be kept at the College office unless the Council otherwise decides.</p> <p>The written record of the proceedings of a Council meeting when confirmed at a subsequent Council meeting, subject to any corrections made at such subsequent meeting, is conclusive proof of the accuracy of the contents of every such record.</p>	<p>8.06 Minutes</p> <p>The Board Council shall cause minutes to be kept of its proceedings and meetings to form a record of all motions and decisions, which shall be kept at the College office unless the Council Board otherwise decides.</p> <p>The written record of the proceedings of a Board Council meeting when confirmed at a subsequent Board Council meeting, subject to any corrections made at such subsequent meeting, is conclusive proof of the accuracy of the contents of every such record.</p>	
<p>8.07 Accounts</p> <p>The Council shall cause proper books of account to be kept in respect of all sums of money received and expended by the College which shall, unless the Council otherwise decides, be the responsibility of the Registrar.</p>	<p>8.07 Accounts</p> <p>The Board Council shall cause proper books of account to be kept in respect of all sums of money received and expended by the College which shall, unless the Board Council otherwise decides, be the responsibility of the Registrar.</p>	
<p>8.08 Financial Records</p> <p>Financial statements for the College shall be prepared promptly at the close of each fiscal year. The audited financial statements of the College, together with a signed and certified copy of the Auditor's report, shall be</p> <ol style="list-style-type: none"> reviewed by the Executive Committee; presented annually to Council; provided to the Minister of Health and Long-Term Care; and made available to the public in the College's annual report 	<p>8.08 Financial Records</p> <p>Financial statements for the College shall be prepared promptly at the close of each fiscal year. The audited financial statements of the College, together with a signed and certified copy of the Auditor's report, shall be</p> <ol style="list-style-type: none"> reviewed by the Finance, Audit and Risk Committee; presented annually to the Board Council; provided to the Minister of Health; and made available to the public in the College's annual report 	<p><u>Financial oversight of the Executive Committee will be delegated to the new Finance, Audit and Risk Committee.</u></p>



Current Bylaw	Proposed Bylaw All changes marked in red	Rationale
<p>8.09 Auditor The Council shall appoint a licensed public accountant as auditor of the College at least every fifth year for a term not exceeding five years</p>	<p>8.09 Auditor The Board Council shall appoint a licensed public accountant as auditor of the College at least every fifth year for a term not exceeding five years</p>	
<p>8.09.1 Audit The auditor shall make such examinations as will enable them to report to Council as required by law and under these bylaws. Without limiting the generality of the foregoing, the auditor shall report to the Executive Committee before Council meeting at which the financial statements of the College are to be submitted. The auditor of the College shall report in writing to Council at the meeting at which</p>	<p>8.09.1 Audit The auditor shall make such examinations as will enable them to report to Council <u>the Board</u> as required by law and under these bylaws. Without limiting the generality of the foregoing, the auditor shall report to the <u>Finance, Audit and Risk Executive</u> Committee before Council <u>the Board</u> meeting at which the financial statements of the College are to be submitted. The auditor of the College shall report</p>	
<p>the financial statements of the College are to be submitted and shall state in the report whether, in their opinion, the financial statements present fairly the financial position of the College and the results of its operations for the period under review in accordance with Canadian accounting standards for not-for-profit organizations.</p>	<p>in writing to the Board Council at the meeting at which the financial statements of the College are to be submitted and shall state in the report whether, in their opinion, the financial statements present fairly the financial position of the College and the results of its operations for the period under review in accordance with Canadian accounting standards for not-for-profit organizations.</p>	



Current Bylaw	Proposed Bylaw All changes marked in red	Rationale
<p>8.10 Borrowing Funds The President or Vice-President, together with the Registrar and such other officer or person as may be authorized by resolution of the Council may:</p> <p>a. borrow money upon the credit of the College;</p> <p>b. issue, sell, or pledge debt obligations of the College, including without limitation bonds, debentures, notes, or similar obligations of the College, whether secured or unsecured; and</p> <p>c. charge, mortgage, hypothecate, or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the College, including book debts, rights, powers, franchises and undertakings, to secure any such debt obligations or any money borrowed, or other debt or liability of the College.</p>	<p>8.10 Borrowing Funds The Chair President or Vice-Chair President, together with the Registrar and such other officer or person as may be authorized by resolution of the Board Council may:</p> <p>a. borrow money upon the credit of the College;</p> <p>b. issue, sell, or pledge debt obligations of the College, including without limitation bonds, debentures, notes, or similar obligations of the College, whether secured or unsecured; and</p> <p>c. charge, mortgage, hypothecate, or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the College, including book debts, rights, powers, franchises and undertakings, to secure any such debt obligations or any money borrowed, or other debt or liability of the College.</p>	
<p>8.11 Compensation Elected members of Council when attending Council or committee meetings or otherwise conducting the business of the Council or any of the committees, shall be paid a stipend at a daily rate and travelling and maintenance expenses necessarily incurred, in accordance with policies approved by Council.</p>	<p>8.11 Compensation Elected Directors members of the Board Council when attending Council-Board or committee meetings or otherwise conducting the business of the Board Council or any of the committees, shall be paid a stipend at a daily rate and travelling and maintenance expenses necessarily incurred, in accordance with policies approved by Council <u>the Board</u>.</p>	



Current Bylaw	Proposed Bylaw All changes marked in red	Rationale
<p>8.12 Making, Amending and Revoking Bylaws 8.12.2 Every bylaw and every amendment and revocation thereof shall be maintained in the College's records.</p>	<p>8.12 Making, Amending and Revoking Bylaws 8.12.2 Every bylaw and every amendment and revocation thereof shall be maintained in the College's records.</p>	
<p>8.12.3 Notice of any proposed addition, amendment, or revocation of a bylaw shall be provided to Council members at least two weeks prior to the date of the Council meeting at which these will be considered.</p>	<p>8.12.3 Notice of any proposed addition, amendment, or revocation of a bylaw shall be provided to <u>Board Directors</u> Council members at least <u>one two</u> two weeks prior to the date of the Board meeting at which these will be considered.</p>	
<p>8.12.4 The requirement for notice under paragraph 8.12.3 of this section may be waived by unanimous vote of all the members of the Council.</p>	<p>8.12.4 The requirement for notice under paragraph 8.12.3 of this section may be waived by unanimous vote of all the Board Directors .</p>	
<p>8.12.5 A bylaw made pursuant to the authority of clauses (l.2), (l.3), (s), (t), (v), (w) or (y) of subsection 94(1) the Code must be circulated to every Registrant at least 60 days before it is approved by Council.</p>	<p>8.12.5 A bylaw made pursuant to the authority of clauses (l.2), (l.3), (s), (t), (v), (w) or (y) of subsection 94(1) the Code must be circulated to every Registrant at least 60 days before it is approved by <u>the Board Council</u>.</p>	
<p>Part 12: Non-Council Members of Committees</p>	<p>Part 12: <u>Professional Committee and Community Appointees Non-Council Members of Committees</u></p>	
<p>12.01 Non-Council Members of Committees 12.01.1 A non-Council member is eligible for appointment to a committee of the College or, subject to Bylaw 12.03.2, is eligible for re-appointment to a committee of the College if, on the date of the appointment or re-appointment:</p>	<p>12.01 <u>Professional Non-Council Members of Committees and Community Appointees</u> 12.01.1 A <u>Professional Committee Appointee</u> non-Council member is eligible for appointment to a committee of the College or, subject to Bylaw 12.03.2, is eligible for re-appointment to a committee of the College if, on the date of the appointment or re-appointment:</p>	<p><u>Eligibility requirements for Professional Committee Appointees are consistent with Board of Directors.</u></p>



Current Bylaw	Proposed Bylaw All changes marked in red	Rationale
. the Registrant practises occupational therapy in Ontario or resides in Ontario;	No Change.	
b. the Registrant is not in default of payment of any fees required under these bylaws;	No Change.	
c. the Registrant is not the subject of any disciplinary or incapacity proceeding, inside or outside of Ontario;	c. the Registrant is not the subject of any disciplinary or incapacity proceedings, <u>by a body that governs a profession</u> , inside or outside of Ontario;	
d. the Registrant's certificate of registration has not been revoked or suspended in the six years preceding the date of the appointment as a result of a professional misconduct, incompetence or incapacity proceeding;	d. the Registrant's certificate of registration has not been revoked or suspended, <u>inside or outside of Ontario</u> , in the six years preceding the date of the appointment as a result of a professional misconduct, incompetence or incapacity proceeding;	
None	<u>e. the Registrant's certificate of registration is not subject to any order, direction, or term, condition or limitation imposed by a panel of the Discipline Committee, Fitness to Practise Committee or Quality Assurance Committee or by a similar committee of a body that governs a profession, inside or outside of Ontario;</u>	
None.	<u>f. a period of at least six years has elapsed since the Registrant complied with all aspects of any order imposed by a Discipline or Fitness to Practice Committee or by a similar committee of a body that governs a profession, inside or outside of Ontario;</u>	
e. the Registrant has not been disqualified pursuant to section 12.04.1 in the three years preceding the date of the appointment;	<u>g. the Registrant has not been disqualified from a Board or Committee in accordance with pursuant to section 12.04.1 the bylaws</u> in the three years preceding six years <u>the preceding the</u> date of the appointment;	



Current Bylaw	Proposed Bylaw All changes marked in red	Rationale
None.	<u>h. the Registrant is not at present nor has been at any time within the last three years preceding the appointment a director, owner, board member, officer or employee of any voluntary professional association;</u>	
None.	<u>i. the Registrant has not resigned from the Board or Committee in the three years preceding the date of appointment;</u>	
None.	<u>j. the Registrant does not have a conflict of interest to serve as a member of a Committee or has agreed to remove any such conflicts of interest before taking office;</u>	
f. the Registrant has not been the subject of an Informal Disposition or Resolution with the College in the six years preceding the date of the appointment;	f. the Registrant has not been the subject of an Informal Disposition or Resolution with the College in the six years preceding the date of the appointment;	
g. the Registrant's certificate of registration is not subject to a term, condition or limitation imposed by the Registrar at the direction of a panel of the Discipline Committee or Fitness to Practise Committee;	g. the Registrant's certificate of registration is not subject to a term, condition or limitation imposed by the Registrar at the direction of a panel of the Discipline Committee or Fitness to Practise Committee;	
h. the Registrant is not a director, officer or employee of a voluntary organization of occupational therapists;	h. the Registrant is not a director, officer or employee of a voluntary organization of occupational therapists;	



Current Bylaw	Proposed Bylaw All changes marked in red	Rationale
<p>i. a court or other lawful authority (unless it has been reversed on appeal or judicial review) has not made a finding of guilt against the Registrant in respect of:</p> <p>i. a criminal offence; ii. any offence relating to the prescribing, compounding, dispensing, selling, or administering of drugs; or iii. any offence relevant to the Registrant's suitability to practise occupational therapy;</p>	<p>ik. a court or other lawful authority (unless it has been reversed on appeal or judicial review) has not made a finding of guilt against the Registrant in respect of:</p> <p>i. a criminal offence; ii. any offence relating to the prescribing, compounding, dispensing, selling, or administering of drugs; or iii. any offence relevant to the Registrant's suitability to practise occupational therapy;</p>	
<p>j. the Registrant is not subject to any existing conditions or restrictions (such as bail conditions) imposed by a court or other lawful authority that relate to or otherwise impact the Registrant's practice; and</p>	<p>lj. the Registrant is not subject to any existing conditions or restrictions (such as bail conditions) imposed by a court or other lawful authority that relate to or otherwise impact the Registrant's practice; and</p>	
<p>None.</p>	<p><u>m. 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; and</u></p>	
<p>k. on or after April 1, 2016, the Registrant is not, and has not been within the previous six years, an employee of the College.</p>	<p>nk. on or after April 1, 2016, the Registrant <u>has not been an employee or consultant of the College in the six years preceding the appointment. is not, and has not been within the previous six years, an employee of the College.</u></p>	



Current Bylaw	Proposed Bylaw All changes marked in red	Rationale
None.	<u>12.02 Community Appointees</u> <u>12.02.1 An individual is eligible for appointment to a committee of the College as a Community Appointee or, subject to Bylaw 12.03.2 is eligible for re-appointment to a committee of the College if, on the date of the appointment or re-appointment:</u>	<u>Eligibility requirements of Community Appointees are established</u>
None.	<u>a. the individual resides in Ontario;</u>	
	<u>b. the individual has never been a registrant;</u>	
	<u>c. the individual is not the subject of any disciplinary or incapacity proceedings by a body that governs a profession inside or outside of Ontario;</u>	
	<u>d. the individual has not been disqualified from serving on the Board or Committee in the six years preceding the appointment;</u>	
	<u>e. the individual has not been found to have committed an act of professional misconduct or to be incompetent by a body that governs a profession inside or outside of Ontario;</u>	
	<u>f. the individual is not present nor has been at any time within the three years preceding the appointment a director, owner, board member, officer or employee of any professional association;</u>	
	<u>g. the individual has no direct or indirect ownership interest in an occupational therapy clinic;</u>	
	<u>h. the individual does not have a conflict of interest to serve as a member of a Committee or has agreed to remove any such conflicts of interest before taking an appointment;</u>	



Current Bylaw	Proposed Bylaw All changes marked in red	Rationale
	<p><u>i. a court or other lawful authority (unless it has been reversed on appeal or judicial review) has not made a finding of guilt against the individual in respect of:</u></p> <p><u>i. a criminal offence;</u> <u>ii. any offence relating to the prescribing, compounding, dispensing, selling or administering of drugs; or,</u> <u>iii. any offence relevant to their suitability to be licensed or registered with any professional regulatory body.</u></p>	
	<p><u>j. the individual is not subject to any existing condition or restrictions (such as bail conditions) imposed by a court or other lawful authority;</u></p>	
	<p><u>k. the individual has not initiated, joined, continued or materially contributed to a legal proceeding against the College or any Committee or representative of the College; and</u></p>	
	<p><u>l. the individual has not been an employee or consultant of the College in the six years preceding the date of the appointment.</u></p>	
<p>12.02 Appointment of Non-Council Members</p>	<p><u>12.032 Appointment of Non-Council Professional Committee and Community Appointments</u></p>	



Current Bylaw	Proposed Bylaw All changes marked in red	Rationale
<p>12.02.1 A general call for individuals interested in appointments to committees will be made from time to time as determined by the Registrar in order to create a pool of eligible candidates. Specific requests will be made when non-Council members are required for specific committees</p>	<p>Members 12.02.1 A general call for individuals interested in appointments to committees will be made from time to time as determined by the <u>Governance Committee Registrar</u> in order to create a pool of eligible candidates. Specific requests will be made when <u>Professional Committee and/or Community Appointees non-Council</u> are required for specific committees.</p>	
<p>12.02.2 Each applicant must submit a current curriculum vitae and a letter indicating her/his areas of interest.</p>	<p>12.02.2 Each applicant must submit a current curriculum vitae and a letter indicating her/his areas of interest.</p>	
<p>12.02.3 The Registrar will review applications in accordance with Bylaw 12 and/or applicable College policy. Applicants will be notified whether or not her/his application was confirmed.</p>	<p>12.02.3 The Registrar will review applications in accordance with Bylaw 12 and/or applicable College policy. Applicants will be notified whether or not her/his application was confirmed.</p>	
<p>12.02.4 All eligible applications will be kept on file for one year after which the candidate will be asked to re-establish her/his interest and update her/his application.</p>	<p>12.02.4 All eligible applications will be kept on file for one year after which the candidate will be asked to re-establish her/his interest and update her/his application.</p>	
<p>None.</p>	<p><u>12.03.2 In making an appointment, the Governance Committee shall take into consideration the location of practice or residence, experience, expertise, availability and other qualifications and characteristics of the candidate for appointment, in order to complement the attributes of the other Committee members.</u></p>	



Current Bylaw	Proposed Bylaw All changes marked in red	Rationale
<p>12.03 Terms of Office of Non-Council Members 12.03.1 The term of office of a member of a committee of the College who is a non-Council member is three years from the date of appointment or re-appointment to the committee.</p>	<p>12.04 Terms of Office 12.04.1 The term of office of a member of a committee of the College who is a <u>Professional or Community Appointee</u> non-Council member is three years from the date of appointment or re-appointment to the committee.</p>	
<p>12.03.2 No non-Council member may be a member of the same committee of the College for more than six consecutive years.</p>	<p>12.04.2 No <u>Professional Committee or Community Appointee</u> non-Council member may be a member of the same committee of the College for more than six consecutive years.</p>	
<p>12.03.3 A Registrant who has served as a non-Council member for more than six consecutive years is not eligible for appointment as a non-Council member until at least one year has passed since the Registrant last served as a non-Council member.</p>	<p>12.04.3 A person who has served as a <u>Professional or Community Appointee</u> non-Council member for more than six consecutive years is not eligible for appointment until at least one year has passed since the person last served as a Professional or Community appointee .</p>	
<p>12.04 Disqualification of Non-Council Members 12.04 The Council shall disqualify a non-Council member appointed to a committee of the College from sitting on the committee if the member:</p>	<p>12.05 Disqualification of <u>Committee Non-Council Members</u> 12.05.1 The <u>Board Council</u> shall disqualify a <u>Professional or Community Appointee</u> non-Council member appointed to a committee of the College from sitting on the committee if the person:</p>	<p><u>Disqualification requirements for Professional Appointees are consistent with Board of Directors</u></p>
<p>a. resigns from a committee;</p>	<p><u>No change.</u></p>	
<p>b. ceases to hold a certificate of registration;</p>	<p>b. ceases to hold a certificate of registration;</p>	
<p>None.</p>	<p><u>b. ceases to either practise or reside in Ontario;</u></p>	



Current Bylaw	Proposed Bylaw All changes marked in red	Rationale
c. is in default of any fees prescribed by these bylaws for a period of more than 60 days;	c. is in default of any fees prescribed by these bylaws for a period of more than <u>3060</u> days;	
d. ceases to either practise or reside in Ontario;	d. ceases to either practise or reside in Ontario;	
e. is found by a panel of the Discipline Committee to have committed an act of professional misconduct or to be incompetent;	d. is found by a panel of the Discipline Committee to have committed an act of professional misconduct or to be incompetent;	
f. is found by a panel of the Fitness to Practise Committee to be an incapacitated member;	<u>e.</u> is found by a panel of the Fitness to Practise Committee to be an incapacitated <u>member</u> ;	
g. is the subject of an Informal Disposition or Resolution of the College;	g. is the subject of an Informal Disposition or Resolution of the College;	
	<u>f. is found by two-thirds majority of Board members to have breached the Code of Conduct;</u>	
h. fails, without cause, to attend three consecutive meetings of the committee or one of its subcommittees of which she or he is a member;	h. fails, without cause, to attend three consecutive meetings of the committee or one of its subcommittees of which she or he is a member;	
i. fails, without reasonable cause, to attend a hearing or review by a panel for which he or she has been selected;	g.. fails, without reasonable cause, to attend a hearing <u>or proceeding, or part thereof, of or review</u> by a panel <u>on for</u> which <u>they sit</u> he or she has been selected;	
None.	h. fails to attend without cause, Committee education hosted by the College from time to time;	
j. is convicted of a federal or provincial offence which, in the opinion of Council, is of such a nature that it warrants disqualification;	j. is convicted of a federal or provincial offence which, in the opinion of Council, is of such a nature that it warrants disqualification;	



Current Bylaw	Proposed Bylaw All changes marked in red	Rationale
	<p><u>i. is found guilty by a court or other lawful authority (unless it has been reversed on appeal or judicial appeal) in respect of:</u></p> <p><u>i. a criminal offence;</u> <u>ii. any offence relating to the prescribing, compounding, dispensing, selling, or administering of drugs; or</u> <u>iii. any offence relevant to the Registrant's suitability to practise occupational therapy;</u></p>	
k. breaches section 36 of the RHPA which, in the opinion of Council, is of such a nature that warrants disqualification;	jk. breaches section 36 of the RHPA <u>which, in a manner that in the opinion of the Board Council, is of such a nature that</u> warrants disqualification;	
l. has breached the conflict of interest provisions of these bylaws which, in the opinion of Council, is of such a nature that warrants disqualification; or	kl. has breached <u>the conflict of interest provision(s) of these bylaws which, in a manner which in the opinion of the Board, in the opinion of Council, is of such a nature that</u> warrants disqualification; or	
None.	<u>l. fails to discharge properly and honestly any office to which he or she has been appointed;</u>	
m. becomes a director, officer or employee of a voluntary organization of occupational therapists.	m. becomes a director, <u>owner, board member,</u> officer or employee of <u>any voluntary organization of occupational therapists professional association;</u>	
None.	<u>n. becomes a member of a Board of any other College regulated under the RHPA</u>	
None.	<u>o. ceases to hold a certificate of registration;</u>	
None.	<u>p. remains thirty days after notice, in default of providing any information required by the College;</u>	



Current Bylaw	Proposed Bylaw All changes marked in red	Rationale
None.	<u>q. initiates, joins, materially contributes or continues a legal proceeding against the College or any Committee or representative of the College; or</u>	
None.	<u>r. in the case of a Community Appointee, no longer meets the eligibility requirements specified in section 12.02.1.</u>	
<p>12.04.1.1 The following procedure shall be followed in the event that a non-Council member is alleged to have contravened the duties of a Committee member or meets the criteria for disqualification set out in section 12.04.1 other than paragraphs a, b, and d.</p>	<p>12.06.4.1.1 The following procedure shall be followed in the event that a non-Council member <u>Professional Committee Appointee</u> is alleged to have contravened the duties of a Committee member or meets the criteria for disqualification set out in section 12.054.1 other than paragraphs a, b, and d <u>k, o, p, s or t, in which case the Professional Appointee shall be automatically be disqualified.</u></p>	
<p>i. A written complaint shall be filed with the Registrar. A complaint can be made by a member of the public, a Council or non-Council member or the Registrar. If a member of Council or a non-Council member receives such a complaint, he or she shall immediately file it with the Registrar.</p>	<p>i. A written complaint shall be filed with the Registrar. A complaint can be made by a member of the public, a <u>Board Council</u> or <u>Professional Committee Appointee</u> non-Council member or the Registrar. If a member of <u>the Board Council</u> or a <u>Professional Appointee</u> non-Council member receives such a complaint, he or she shall immediately file it with the Registrar.</p>	
<p>ii. The Registrar shall report the complaint to the President or the Vice-President who shall bring the complaint to the Executive Committee if he or she believes that the complaint may warrant formal action. If the Executive Committee is unable to address the complaint it may appoint another Committee to fulfill its duties under this section.</p>	<p>ii. The Registrar shall report the complaint to the <u>President Chair</u> or the Vice-<u>President Chair</u> who shall bring the complaint to the <u>Governance Executive</u> Committee if he or she believes that the complaint may warrant formal action. If the <u>Governance Executive</u> Committee is unable to address the complaint it may appoint another Committee to fulfill its duties under this section.</p>	



Current Bylaw	Proposed Bylaw All changes marked in red	Rationale
<p>iii. If the Executive Committee or any Committee appointed by the Executive Committee, after any investigation it deems appropriate, believes that the complaint may warrant formal action, it shall determine whether there has been a breach of duties or whether the criteria for disqualification have been met and, if so, impose the appropriate sanction. The appropriate sanction can include one or more of the following:</p> <p>(a) censure of the non-Council member verbally or in writing,</p> <p>(b) removal of the non-Council member from any Committee on which he or she serves,</p> <p>(c) disqualification of the non-Council member from serving on any committee.</p>	<p>iii. If the <u>Executive Governance</u> Committee or any Committee appointed by the <u>Governance Executive</u> Committee, after any investigation it deems appropriate, believes that the complaint may warrant formal action, it shall <u>call a meeting of the Board</u>. <u>The Board shall</u> determine whether there has been a breach of duties or whether the criteria for disqualification have been met and, if so, impose the appropriate sanction. The appropriate sanction can include one or more of the following:</p> <p>(a) censure of the non-Council member <u>Professional Committee Appointee orally</u> verbally or in writing,</p> <p>(b) removal of the <u>Professional Committee Appointee</u> non-Council member from any Committee on which he or she serves,</p> <p>(c) disqualification of the <u>Professional Committee Appointee</u> non-Council member from serving on any committee.</p>	
<p>iv. A decision finding that there has been a breach of duties or that a non-Council member meets the criteria for disqualification set out in section 12.04.1, and a decision to impose a particular sanction must be approved by a two-thirds majority affirmative vote of Council Members present and voting.</p>	<p>iv. A decision finding that there has been a breach of duties or that a <u>Professional Committee Appointee</u> non-Council member meets the criteria for disqualification set out in section 12.0<u>54.1</u>, and a decision to impose a particular sanction must be approved by a two-thirds majority affirmative vote of <u>Council</u> Members-Directors present and voting.</p>	



Current Bylaw	Proposed Bylaw All changes marked in red	Rationale
<p>12.04.2 A non-Council member who is disqualified under s. 12.04.1 from sitting on a committee of the College, ceases to be a member of the committee, and the Council shall appoint a successor as soon after the disqualification as feasible.</p>	<p>12.064.12 A non-Council member <u>Professional Appointee</u> who is disqualified under s. 12.054.1 from sitting on a committee of the College, ceases to be a member of the committee, and the Board Council shall appoint a successor as soon after the disqualification as feasible.</p>	
<p>12.04.3 The term of office of a person who is appointed as a successor under s. 12.04.2 shall be three years.</p>	<p>12.064.23 The term of office of a person who is appointed as a successor under s. 12.064.12 shall be three years.</p>	
<p><u>None.</u></p>	<p>12.06.3 Temporary Suspension <u>(1) A Professional Committee Appointee who becomes the subject of a complaint, mandatory report, disciplinary or incapacity proceeding, shall not serve on any Committee until a final decision (including any appeal) has been rendered.</u></p>	
<p><u>None.</u></p>	<p><u>(2) A Professional Committee Appointee who fails to comply with paragraphs 12.05 (c) or (p), shall not serve on the Board or any Committee until the failure is remedied unless the failure resulted in their disqualification.</u></p>	
<p>Part 13: Statutory Committees & Standing Committees</p>	<p>Part 13: Statutory Committees & Standing Committees</p>	



Current Bylaw	Proposed Bylaw All changes marked in red	Rationale
<p>13.01 Executive Committee 13.01.1 The Executive Committee shall be composed of:</p> <ul style="list-style-type: none">a. the President, the Vice- President, the Member-at-Large (Finance) and the Member-at Large (Education);b. the Executive Committee includes two professional members of the Council and two Public Members.	<p>13.01 Executive Committee 13.01.1 The Executive Committee shall be composed of:</p> <ul style="list-style-type: none">a. the <u>Chair President, the and Vice- Chair, President, the Member-at-Large (Finance) and the Member-at-Large (Education) and two additional Directors;</u>b. the Executive Committee includes two <u>professional members</u><u>Elected Directors</u> of the <u>Council Board</u> and two Public <u>Members</u><u>Directors</u>	
<p>13.01.2 The President of the Council shall be the Chair of the Executive Committee.</p>	<p>13.01.2 The <u>President Chair</u> of the <u>Council Board</u> shall be the Chair of the Executive Committee.</p>	



Current Bylaw	Proposed Bylaw All changes marked in red	Rationale
<p>13.01.3 The Executive Committee is responsible for enhancing the effectiveness of Council by:</p> <ul style="list-style-type: none">a. conducting business between meetings, on behalf of Council with the exception of making, amending or revoking a regulation or bylaw;b. assisting in the development of Council agendas to reflect Council priorities;c. confirming background material to be presented by the Committee at each meeting to inform Council decision-making;d. recommending which, if any, agenda items to be closed to observers;e. serving as a Governance Committee of Council to make recommendations to Council with respect to:<ul style="list-style-type: none">i. the structure and functioning of Council;ii. the role and function of statutory committees;iii. composition of committees;iv. the appointment process for Committee Chairs;v. the College's governance structure and governance policies; andvi. an annual Council evaluation process.f. Monitoring the finances of the College, including:<ul style="list-style-type: none">i. monitoring the College's financial status;	<p>13.01.3 The Executive Committee is responsible for enhancing the effectiveness of Council by:</p> <ul style="list-style-type: none">a. conducting business between meetings, on behalf of Council with the exception of making, amending or revoking a regulation or bylaw;b. assisting in the development of Council agendas to reflect Council priorities;c. confirming background material to be presented by the Committee at each meeting to inform Council decision-making;d. recommending which, if any, agenda items to be closed to observers;e. serving as a Governance Committee of Council to make recommendations to Council with respect to:<ul style="list-style-type: none">i. the structure and functioning of Council;ii. the role and function of statutory committees;iii. composition of committees;iv. the appointment process for Committee Chairs;v. the College's governance structure and governance policies; andvi. an annual Council evaluation process.f. Monitoring the finances of the College, including:<ul style="list-style-type: none">i. monitoring the College's financial status;ii. reviewing the annual operating and capital	<p><u>This provision is unnecessary. The Regulated Health Professions Act and the Health Professions Procedural Code sets out the accountabilities of the Executive Committee.</u></p> <p><u>Terms of reference for a committee are better set out in policy approved by the Board.</u></p>



Current Bylaw	Proposed Bylaw All changes marked in red	Rationale
<p>ii. reviewing the annual operating and capital budgets; iii. approving the audited statement; iv. annually reviewing the College investment plan; v. reviewing terms of office lease agreements as required; vi. assisting in the development of a policy framework related to compensation & salary administration; and vii. monitoring the compliance with financial policies.</p> <p>g. providing oversight to the strategic planning process for the College;</p> <p>h. conducting an annual performance review of the Registrar, including contract (re)- negotiation;</p> <p>i. providing development opportunities and learning activities for council members;</p> <p>j. conducting special projects as designated by the Council;</p> <p>k. assigning of Executive members to subcommittees of the committee; and</p> <p>l. assigning of a Public Member of the Committee to liaise with the Public Appointment Secretariat.</p>	<p>budgets; iii. approving the audited statement; iv. annually reviewing the College investment plan; v. reviewing terms of office lease agreements as required; vi. assisting in the development of a policy framework related to compensation & salary administration; and vii. monitoring the compliance with financial policies.</p> <p>g. providing oversight to the strategic planning process for the College;</p> <p>h. conducting an annual performance review of the Registrar, including contract (re)- negotiation;</p> <p>i. providing development opportunities and learning activities for council members;</p> <p>j. conducting special projects as designated by the Council;</p> <p>k. assigning of Executive members to subcommittees of the committee; and</p> <p>l. assigning of a Public Member of the Committee to liaise with the Public Appointment Secretariat.</p>	
<p>13.01.4 Executive shall report to the Council at each Council meeting. All recommendations and decisions are to be reported and/or approved by the Council.</p>	<p>13.01.34 Executive shall report to the Board at each Board meeting. All <u>meeting minutes,</u> recommendations and decisions are to be reported <u>and/or approved by to the Board .</u></p>	



Current Bylaw	Proposed Bylaw All changes marked in red	Rationale
<p>13.02 Registration Committee</p>	<p>13.02 Registration Committee</p>	
<p>13.02.1 The Registration Committee shall be composed of at least:</p> <ul style="list-style-type: none"> a. two members of the Council who are members of the College; b. two members of the Council appointed to the Council by the Lieutenant Governor in Council; and c. one non-Council member 	<p>13.02.1 The Registration Committee shall be composed of <u>at least</u>:</p> <ul style="list-style-type: none"> a. two members of the Council who are members of the College <u>Elected Directors</u>; b. two <u>Public Directors</u> members of the Council appointed to the Council by the Lieutenant Governor in Council; and c. one <u>or more Professional Committee Appointees</u>; and non-Council member d. <u>at the discretion of the Board, one or more Community Appointees.</u> 	
<p>13.03 Inquiries, Complaints and Reports Committee</p> <p>13.03.1 The Inquiries, Complaints and Reports Committee shall be composed of at least:</p> <ul style="list-style-type: none"> a. two members of the Council who are members of the College; b. two members of the Council appointed to the Council by the Lieutenant Governor in Council; and c. four non-Council members. 	<p>13.03 Inquiries, Complaints and Reports Committee</p> <p>13.03.1 The Inquiries, Complaints and Reports Committee shall be composed of at least:</p> <ul style="list-style-type: none"> a. two <u>Elected Directors</u> members of the Council who are members of the College; b. two members of the Council appointed to the Council by the Lieutenant Governor in Council; and <u>Public Directors</u> c. four <u>or more non-Council members</u> <u>Professional Committee Appointees</u>; and d. <u>at the discretion of the Board, one or more Community Appointees.</u> 	



Current Bylaw	Proposed Bylaw All changes marked in red	Rationale
<p>13.04 Discipline Committee 13.04.1 The Discipline Committee shall be composed of at least: a. two members of the Council who are members of the College; b. two members of the Council appointed to the Council by the Lieutenant Governor in Council; and</p>	<p>13.04 Discipline Committee 13.04.1 The Discipline Committee shall be composed of at least: a. two members of the Council who are members of the College <u>Elected Directors;</u> b. two members of the Council appointed to the Council by the Lieutenant Governor in Council <u>Public Directors;</u> and</p>	
<p>c. one non-Council member</p>	<p>c. one or more non-Council member <u>Professional Committee Appointees; and</u> <u>d. at the discretion of the Board, one or more Community Appointees.</u></p>	
<p>13.05 Fitness to Practise 13.05.1 The Fitness to Practise Committee shall be composed of at least: a. two members of the Council who are members of the College; b. two members of the Council appointed to the Council by the Lieutenant Governor in Council; and c. one non-Council member.</p>	<p>13.05 Fitness to Practise 13.05.1 The Fitness to Practise Committee shall be composed of at least: a. two members of the Council who are members of the College <u>Elected Directors;</u> b. two members of the Council appointed to the Council by the Lieutenant Governor in Council <u>Public Directors;</u> and c. one or more non-Council member <u>Professional Committee Appointees; and.</u> <u>d. at the discretion of the Board, one or more Community Appointees.</u></p>	



Current Bylaw	Proposed Bylaw All changes marked in red	Rationale
<p>13.06 Hearings Core Group Council may establish a Hearings Core Group of members of the Discipline Committee and Fitness to Practise Committees who may do the following:</p> <ul style="list-style-type: none"> a. oversee administrative rules of procedure for the Discipline and Fitness to Practise Committees (Hearings Committees) and ensure that they are current and publicly available; b. are available for frequent selection for hearing panels by the chair of the respective Hearings Committees. 	<p>13.06 Hearings Core Group The Board may establish a Hearings Core Group of members of the Discipline Committee and Fitness to Practise Committees who may do the following:</p> <ul style="list-style-type: none"> a. oversee administrative rules of procedure for the Discipline and Fitness to Practise Committees (Hearings Committees) and ensure that they are current and publicly available; b. are available for frequent selection for hearing panels by the chair of the respective Hearings Committees. 	
<p>13.07 Quality Assurance Committee 13.07.1 The Quality Assurance Committee shall be composed of at least:</p> <ul style="list-style-type: none"> a. two members of the Council who are members of the College; b. two members of the Council appointed to the Council by the Lieutenant Governor in Council; and c. two non-Council members. 	<p>13.07 Quality Assurance Committee 13.67.1 The Quality Assurance Committee shall be composed of at least:</p> <ul style="list-style-type: none"> a. two <u>Elected Directors members of the Council who are members of the College;</u> b. two <u>members of the Council appointed to the Council by the Lieutenant Governor in Council Public Directors;</u> and c. <u>one or more two Professional Committee Appointees; and, non-Council members</u> d. <u>at the discretion of the Board, one or more Community Appointees.</u> 	



Current Bylaw	Proposed Bylaw All changes marked in red	Rationale
<p>13.08 Patient Relations Committee 13.08.1 The Patient Relations Committee shall be composed of at least: a. two members of the Council who are members of the College; b. two members of the Council appointed to the Council by the Lieutenant Governor in Council; and c. one non-Council member</p>	<p>13.08 Patient Relations Committee 13.08.1 The Patient Relations Committee shall be composed of <u>at least</u>: a. two <u>Elected Directors</u> members of the Council who are members of the College; b. two members of the Council appointed to the Council by the Lieutenant Governor in Council <u>Public Directors</u>; and c. one <u>or more non-Council member Professional Committee Appointees</u>; and d. <u>at the discretion of the Board, one or more Community Appointees.</u></p>	
<p>13.09 Vacancies on Statutory Committees 13.09.1 Where a vacancy arises in a statutory committee of Council, the committee Chair will review the applications with committee members. The committee will select an applicant(s) of choice and provide a recommendation to Council for approval at the next Council meeting. If, in the view of the Committee, there is an urgent need to fill a vacancy in order for a Committee to meet its statutory requirements, the committee will select an</p>	<p>13.09 Vacancies on Statutory Committees 13.09.1 Where a vacancy arises in a statutory committee of Council, the committee Chair will review the applications with committee members. The committee will select an applicant(s) of choice and provide a recommendation to Council for approval at the next Council meeting. If, in the view of the Committee, there is an urgent need to fill a vacancy in order for a Committee to meet its statutory requirements, the committee will select an</p>	
<p>applicant(s) of choice and provide a recommendation to the Executive Committee for approval at the next Executive Committee meeting.</p>	<p>applicant(s) of choice and provide a recommendation to the Executive Committee for approval at the next Executive Committee meeting.</p>	
<p>13.09.2 Where one or more vacancies occur in the membership of a statutory committee, the committee members remaining in office constitute the committee so long as their number is not fewer than the quorum prescribed by the Act.</p>	<p>13.09.2 Where one or more vacancies occur in the membership of a statutory committee, the committee members remaining in office constitute the committee so long as their number is not fewer than the quorum prescribed by the Act.</p>	



Current Bylaw	Proposed Bylaw All changes marked in red	Rationale
<p>13.10 Standing Committees 13.10.1 There are hereby established the following standing committees, in addition to those statutory committees required by the Regulated Health Professions Act: a. Nominations Committee.</p>	<p>13.10 Standing Committees 13.10.1 There are hereby established the following standing committees, in addition to those statutory committees required by the Regulated Health Professions Act: a. Nominations Committee.</p>	
<p>13.11 Nominations Committee 13.11.1 The Nominations Committee shall include at least two (2) retiring Council members, or, if fewer than two members are retiring, then the Nominations Committee shall include one or two members who do not intend to stand for election as an officer.</p>	<p>13.11 Nominations Committee 13.11.1 The Nominations Committee shall include at least two (2) retiring Council members, or, if fewer than two members are retiring, then the Nominations Committee shall include one or two members who do not intend to stand for election as an officer.</p>	
<p>None.</p>	<p>13.09 Governance Committee 13.09.1 The Governance Committee shall be composed of: a. two Elected Directors; b. two Public Directors; c. at the discretion of the Board, one or more Professional Committee Appointees; and d. at the discretion of the Board, one or more Community Appointee(s).</p>	
<p>13.12 Vacancies on Standing Committees</p>	<p>13.12 Vacancies on Standing Committees</p>	



Current Bylaw	Proposed Bylaw All changes marked in red	Rationale
<p>13.12.1 Where a vacancy arises or a new standing committee, working group or task force is created, the standing committee Chair, or, in the case of working groups or task forces, the statutory committee Chair will review the applications with committee members. The committee will select an applicant(s) of choice and provide a recommendation to the Council for their approval at the next Council meeting.</p>	<p>13.12.1 Where a vacancy arises or a new standing committee, working group or task force is created, the standing committee Chair, or, in the case of working groups or task forces, the statutory committee Chair will review the applications with committee members. The committee will select an applicant(s) of choice and provide a recommendation to the Council for their approval at the next Council meeting.</p>	
<p>13.12.2 Where one or more vacancies occur in the membership of a standing committee, the committee members remaining in office constitute the committee so long as their number is not fewer than the prescribed quorum.</p>	<p>13.12.2 Where one or more vacancies occur in the membership of a standing committee, the committee members remaining in office constitute the committee so long as their number is not fewer than the prescribed quorum.</p>	
<p>None.</p>	<p><u>13.10 Appointment of Committee Members</u> <u>Unless anywhere else stated in the bylaws, every Committee member shall be appointed by the Board with the exception of Executive Committee, whose members shall be elected to office.</u></p>	
<p>Part 14: Provisions Applicable to all Committees</p>	<p>Part 14: Provisions Applicable to all Committees</p>	
<p>14.01 Committee Procedures 14.01.1 Unless otherwise prescribed in these bylaws, the Executive Committee shall appoint a Chairperson for each committee</p>	<p>14.01 Committee Procedures 14.01.1 Unless otherwise prescribed in these bylaws, the Governance Executive Committee shall appoint a Chairperson for each committee</p>	
<p>14.01.2 The Executive Committee may and, if necessary for a committee to achieve its quorum shall, appoint members of the Council to fill any vacancies which occur in the membership of a committee.</p>	<p>14.01.2 The Governance Executive Committee may and, if necessary for a committee to achieve its quorum shall, appoint Board Directors to fill any vacancies which occur in the membership of a committee.</p>	



Current Bylaw	Proposed Bylaw All changes marked in red	Rationale
<p>14.01.3 Every appointment to a committee with the exception of non-Council committee appointments automatically expires at the meeting held in conjunction with the annual election of officers.</p>	<p>14.01.3 Every appointment to a committee with the exception of Professional committee appointments automatically expires at the meeting held in conjunction with the annual election of officers.</p>	
<p>14.01.4 Each committee shall meet from time to time at the direction of the Council or the Executive Committee or at the call of the Chair at a place in Ontario, date and time designated by the Chair.</p>	<p>14.01.4 Each committee shall meet from time to time at the direction of the Council or the Executive Committee or at the call of the Chair at a place in Ontario, date and time designated by the Chair.</p>	
<p>14.01.4.1 Meetings of any committee or of panels that are held for a purpose other than conducting a hearing may be held in any manner that allows all persons participating to communicate with each other simultaneously and instantaneously.</p>	<p>14.01.4.1 Meetings of any committee or of panels that are held for a purpose other than conducting a hearing may be held in any manner that allows all persons participating to communicate with each other simultaneously and instantaneously.</p>	
<p>14.01.5 No formal notice is required for a meeting of the committee but the Chair of the committee or delegate shall notify members at least two (2) weeks in advance of the meeting date and time, unless all members waive notice.</p>	<p>14.01.5 No formal notice is required for a meeting of the committee but the Chair of the committee or delegate shall notify members at least two (2) weeks in advance of the meeting date and time, unless all members waive notice.</p>	
<p>14.01.6 Unless the Act provides otherwise, a majority of members of a committee constitutes a quorum.</p>	<p>14.01.6 Unless the Act provides otherwise, a majority of members of a committee constitutes a quorum.</p>	
<p>14.01.7 In cases of an equality of votes, the Chair shall have a deciding vote to break the tie vote except at hearings.</p>	<p>14.01.7 In cases of an equality of votes, the Chair shall have a deciding vote to break the tie vote except at hearings.</p>	
<p>14.01.8 The Chair or her/his appointee for the purpose shall preside over meetings of the committee.</p>	<p>14.01.8 The Chair or her/his appointee for the purpose shall preside over meetings of the committee.</p>	



Current Bylaw	Proposed Bylaw All changes marked in red	Rationale
<p>14.01.9 The terms of reference for committees must be approved by the Council and such terms of reference shall include the following: a. the overall purpose of the committee; b. the responsibilities of the committee; c. the relationship (if any) to other committees, including reporting structure; d. the composition of the committee; e. the frequency of meetings; or f. any other matters that Council deems appropriate</p>	<p>14.01.9 The terms of reference for committees must be approved by the Council and such terms of reference shall include the following: a. the overall purpose of the committee; b. the responsibilities of the committee; c. the relationship (if any) to other committees, including reporting structure; d. the composition of the committee; e. the frequency of meetings; or f. any other matters that Council deems appropriate</p>	
<p>14.01.10 The presiding officer shall record the proceedings of every committee meeting, or cause them to be recorded, and the written record of every committee meeting when confirmed at a subsequent committee meeting, subject to any corrections made at such subsequent meeting, is conclusive proof of the accuracy of the contents of every such record.</p>	<p>14.01.10 The presiding officer shall record the proceedings of every committee meeting, or cause them to be recorded, and the written record of every committee meeting when confirmed at a subsequent committee meeting, subject to any corrections made at such subsequent meeting, is conclusive proof of the accuracy of the contents of every such record.</p>	
<p>14.01.11 The written record of every committee meeting shall be deposited with the Registrar promptly after it has been approved by the Committee.</p>	<p>14.01.11 The written record of every committee meeting shall be deposited with the Registrar promptly after it has been approved by the Committee.</p>	
<p>14.01.12 An annual report will be submitted, in writing, by each statutory and standing committee to Council in October of each year.</p>	<p>14.01.12 An annual report will be submitted, in writing, by each statutory and standing committee to Council in October of each year.</p>	
<p>14.01.13 When required by the Registrar, each committee Chair will submit an accounting of anticipated committee expenditures and revenues for the upcoming fiscal year.</p>	<p>14.01.13 When required by the Registrar, each committee Chair will submit an accounting of anticipated committee expenditures and revenues for the upcoming fiscal year.</p>	



Current Bylaw	Proposed Bylaw All changes marked in red	Rationale
	<p><u>14.02 Location and Frequency of Meetings</u> <u>14.02.1</u> <u>Committee meetings shall, whenever possible, be held at a place and on a date set in advance and shall occur at regular intervals and at such frequency as necessary for the Committee to conduct its business.</u></p>	
	<p><u>14.03 Manner of Meeting</u> <u>14.03.1</u> <u>Any meetings of a Committee may be conducted by means of teleconference or any other means that permits all persons participating in the meeting to communicate with each other simultaneously and instantaneously (including audio and video conferencing), and persons participating in the meeting by such means are deemed to be present at the meeting.</u></p>	
	<p><u>14.04 Chair</u> <u>14.04.1</u> <u>In the event that the Chair of the Committee is unable or unwilling to preside at the meeting, the Chair shall designate an acting Chair from among the Committee members to preside at the meeting and if the Chair is unable to delegate his or her chairing duties, the Committee shall then select an acting Chair to preside at the meeting from among its members.</u></p>	
	<p><u>14.05 Minutes</u> <u>14.05.1</u> <u>The Chair of each Committee shall ensure that accurate minutes of all Committee meetings and proceedings are recorded, approved and maintained at the College office.</u></p>	



Current Bylaw	Proposed Bylaw All changes marked in red	Rationale
	<p><u>14.06 Simple Majority</u> <u>14.06.1 Unless specifically provided for otherwise under the Code or the bylaws, every motion which properly comes before a Committee shall be decided by a simple majority of the votes cast at the meeting by the Committee members present.</u></p>	
	<p><u>14.07 Chair Vote</u> <u>14.07.1 If the Chair is a member of the Committee, he or she may vote.</u></p>	
	<p><u>14.08 Tie Votes</u> <u>14.08.1 In the event of a tie vote, the motion is defeated.</u></p>	