



Board Meeting Agenda

June 21, 2024 | 9 a.m. – 4:30 p.m.

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Item	Time	Topic	Action	Presenter	Materials
1	9:00 – 9:05 (5 mins)	Call to Order and Welcome	-	A. Watt	
2	9:05 – 9:15 (10 mins)	Land Acknowledgement: National Indigenous Peoples Day	Discussion	M. Woodbeck	
3	9:15	Approval of Agenda	Decision (motion)	A. Watt	3.1 Draft Board Meeting Agenda - June 20 & 21, 2024
4	9:15	Declaration of Conflict of Interest and Bias	-	A. Watt	
5	9:15 – 9:45 (30 mins)	Election of Executive Committee Members	Nominations/ Elections	M. Woodbeck	5.1 Briefing Note – Executive Committee Election Process
	9:45 – 10:05 (20 mins)		Break		
6	10:05 – 10:10 (5 mins)	Consent Agenda 4.1 Draft Board meeting minutes – March 22, 2024 4.2 Executive Committee Report – May 2024 4.3 Proposed Board Meeting Dates 4.4 Confirmation of Committee Appointments	Decision (motion)	Chair	6.1 Draft Board Meeting Minutes – March 22, 2024 6.2 Executive Committee Report – May 2024 6.3 Briefing Note – Proposed Board Meeting Dates 2024 – 2025 6.4 Briefing Note – Committee Appointments
7	10:10 – 10:30 (20 mins)	Management Report	Information	M. Woodbeck	7.1 Management Report June 2024 7.2 Statement of Operations as at March 31, 2024 7.3 Capital Asset Purchase Report as at March 31, 2024
8	10:30 – 11:05 (35 mins)	Advertising and Marketing Standard & Guidelines	Decision (motion)	S. Thiessen	8.1 Briefing Note – Draft Advertising Standard
9	11:05 – 11:30 (25 mins)	Bylaw 1 Revisions	Decision (motion)	M. Kushnir	9.1 Briefing Note – Bylaw 1 Revisions



10	11:30 – 12:00 (30 mins)	Governance Manual Revisions <ul style="list-style-type: none"> • Committee Compositions • Removal of the Elections Committee • In Camera and Minute Taking Policy • Style Edits 	Decision (motion)	M. Kushnir	10.1 Briefing Note – Governance Manual Revisions
	12:00 – 1:00 (60 mins)		Lunch		
Workshop Closed Session					
11	1:00 – 2:00 (60 mins)	Investment Risk Tolerance Review Workshop	Discussion	R. Pollice	
Open Session					
12	2:00 – 2:15 (15 mins)	Board Meeting Evaluation	Discussion	Chair	12.1 Briefing Note – Board Meeting Evaluation Feedback – March 22, 2024
13	2:15 – 2:30 (15 mins)	Annual Board and Committee Evaluations	Discussion	Chair	13.1 2023-2024 Annual Board Performance Evaluation Results 13.2 2023-2024 Annual Committee Performance Evaluation Results 13.3 2022-2023 Annual Board Performance Evaluation Results (Reference) 13.4 2022-2023 Annual Committee Performance Evaluation Results (Reference)
14	2:30 – 2:35 (5 mins)	Board Workplan and Training Calendar	Decision (motion)	M. Woodbeck	14.1 Briefing Note – Board Workplan and Training Calendar 2024 – 2025
	2:35 – 2:55 (20 mins)		Break		
15	2:55 – 3:10 (15 mins)	Committee Terms of Reference <ul style="list-style-type: none"> • Audit and Finance Committee • Governance Committee • Patient Relations Committee 	Decision (motion)	L. Dalicandro	15.1 Briefing Note – Amendments Audit Committee TOR 15.2 Briefing Note – Amendments Governance Committee TOR



					15.3 Briefing Note – Amendments Patient Relations Committee TOR
16	3:10 – 3:20 (10 mins)	Committee Compositions and Appointments	Decision (motion)	M. Woodbeck	16.1 Briefing Note – Committee Appointments 16.2 Briefing Note – Committee Compositions for the 2024 – 2025 Term
17	3:20 – 3:30 (10 mins)	Risk Monitoring Report (Q1)	Information	M. Woodbeck	17.1 Briefing Note – Risk Monitoring Report (Q1)
18	3:30 – 4:00 (30 mins)	New CDO Brand Guidelines	Information	C. Ellis	
In Camera Session					
19	4 – 4:05 (5 mins)	Draft In Camera Minutes: <ul style="list-style-type: none"> June 16, 2023 March 22, 2024 <p><i>In Camera session pursuant to s. 7(2)(b) and (d) of the Health Professions Procedural Code, being Schedule 2 to the Regulated Health Professions Act, 1991</i></p>	Decision (motion)		
20	4:05 – 4:30 (25 mins)	Personnel Matter <p><i>In Camera session pursuant to s. 7(2)(b) of the Health Professions Procedural Code, being Schedule 2 to the Regulated Health Professions Act, 1991</i></p>	Decision (motion)		
21	4:30	Adjournment	Decision (motion)		

[0.0 Reference - Land Acknowledgement](#)

[0.0 Board Action List as of June 1, 2024](#)

[0.0 CDO Acronyms](#)

[0.0 Reference - 2020-2025 Strategic Plan - One Pager](#)

[0.0 Reference Doc CDO Board Voting Practices](#)

[Board and Committee Members Completed Annual Acknowledgment Forms](#)

[Board and Committee Members Completed Conflict of Interest Forms](#)



Board Briefing Note

Topic:	Executive Committee Election Process
Purpose:	For Information
From:	Melanie Woodbeck, Registrar & Executive Director

ISSUE

The Executive Committee elections will take place on Friday, June 21, 2024. Board directors will elect the Chair, Vice-Chair, third member and fourth member, who comprise the Executive Committee.

BACKGROUND

In keeping with [s. 11.3](#) of bylaw 1, on May 3, 2024, an email was sent to Board directors to invite all interested and eligible members to provide written expressions of interest to stand for election to four positions on the Executive Committee.

The Board was informed of the two options available for declaring their intention of running for any of the four positions of the Executive Committee, which are as follows:

- **Notification to the Board in writing to be included in the Board Package:** Board directors may notify the Board in writing of their interest to run for one of these positions by providing a candidate's statement expressing their interest. The statement of interest will be included in the June Board package.
- **Nomination at the June Board Meeting:** Board directors may also declare their intention to run for one of these positions at the Friday, June 21, 2024, Board meeting.

With either of the above options, Board directors interested in running for the Executive Committee will have to be nominated by two Board members (one of whom can be the Board member interested in running) at the June 21, 2024 meeting.

The College has received the following Statements of Interest to serve on the Executive Committee, the statements are attached.

Name	Position interested to serve	Professional or Public member
Brenda Murphy		Public
Denis Tsang	Chair, Vice-Chair	Professional
Donna Hennyey	Third, Fourth	Professional
Teresa Taillefer	Chair	Professional

Additional nominations will be accepted from the floor at the meeting on June 21.

At least one member of the Executive Committee must be a public member of the Board.

CONSIDERATIONS

The procedure for the election of the Executive Committee is set out in s. 11.4 of bylaw 1:

At the first Board meeting after the election of directors, the Registrar shall conduct an election to determine the members of the Executive Committee in the order of Chair, Vice-Chair, and other Executive Committee members. The following provisions apply to the election:

- (a) the Registrar will present the names of candidates who have indicated their interest for the office of Chair;
- (b) the Board may also approve nominations for the office of the Chair at the time of the election (and a director may nominate herself or himself as a candidate);
- (c) before the first vote, each of the nominees will have an opportunity to speak to the Board for up to two minutes about her or his candidacy;
- (d) if there is only one candidate, the Registrar shall declare the candidate elected by acclamation;
- (e) if there is more than one candidate, voting will be through secret ballot;
- (f) if there are more than two candidates in an election, there will be successive ballots until one candidate receives a majority of the votes cast, with the candidate or candidates who receive the fewest votes in a ballot dropped in the next ballot;
- (g) if there is a tie, the Registrar will break tie by lot;
- (h) after the Board elects the Chair, it will elect the Vice-Chair in a similar manner; and

- (i) after the Board elects the Vice-Chair, it will elect the remaining Executive Committee positions in a similar manner with reference to the composition of the Committee set out in section 11.1.

The process for voting is as follows:

- 1) After all nominations are received for the president role, the names of all candidates will be added by CDO staff to a ballot using an online voting tool. The ballot will be emailed to all Board directors and can be completed using a computer, tablet, or mobile device.
- 2) Board directors will vote anonymously for one candidate using the online voting tool. Every vote will be anonymous during the meeting and in any subsequent report.
- 3) Only Board directors are permitted to vote.
- 4) When all members of Board have voted, the results will be shared with all meeting attendees.
- 5) If there are more than two candidates on the ballot, there will be successive ballots until one candidate receives a majority of the votes cast, with the candidate or candidates who receive the fewest votes in a ballot dropped in the next ballot.
- 6) If there is a tie, the Registrar will break the tie by lot.
- 7) The process will be repeated for the next positions.

ATTACHMENTS

- Appendix 1: Candidate Statements

May 22 2024
Statement of Interest

I am writing to inform the Board of my interest in standing for election as the third/fourth member of the Executive Committee, to be held at the June 21st Board Meeting. I am particularly interested in the ongoing changes being introduced in the health professions regulatory arena including Governance modernization. I was elected to the Executive Committee just last September (2023) and would like to continue working as needed on current issues, before the Executive Committee is phased out. The work during these past eight months has further deepened my understanding of many important workings of the College which I value a great deal.

We continue to see advances in Registration and Quality Assurance, both Committees on which I serve in my second term as a Board Director. We have successfully completed the formidable challenge of introducing updated ICDEP Competencies along with transitioning to a new Accreditation entity.

My recent terms at CDO continue to reinforce and add to the knowledge and skills gained from previous terms when the College was formed, allowing me a unique appreciation of just how positive advances have been as the College has matured. I am detail-oriented, focused with a strong sense of fairness and equity, and I am committed to team-work and accountability, as we fulfill our public mandate. I feel I can contribute well to the broader scope of work that goes to the Executive Committee with your support.

Donna Hennyey RD

Candidate Statement

RE: Executive Committee Election 2024-2025 (Chair, Vice-Chair)

I earned my Master of Science in Human Health and Nutritional Science followed by the Master of Applied Nutrition in Dietetics at the University of Guelph. My expertise in clinical care, quality improvement and program evaluation gained over past 6 years at both the regional and provincial level across different sectors of the healthcare system has supported my career advancement into a middle management role.

With the privilege to serve this Board in the capacity of Vice-Chair over the past 3 years, I truly enjoyed contributing to the collaborative success we have achieved to date by working with a diverse group of Board and Committee members. As an engaging Board member at the College, a dedicated Registered Dietitian in primary care and emerging leader in our provincial healthcare system, I am fully devoting myself to the Board and several Committees that I am serving on and committed to accomplish our goals and milestones as articulated in the Strategic Plan 2020-2025.

As my current term will be ending in June 2025, I would strive for the opportunity to work with each and every one of you and round up my Board experience at the College in the capacity of the Board Chair.

Denis Tsang

Denis Tsang, RD

May 17, 2024

Board of Directors,

This statement is to notify the Board that I would like to stand for the executive committee election. I would like to be considered for the Chair position for the 2024 – 2025 year.

I have developed a passion for governance and public protection as evident by my past and current experience on the College of Dietitians of Ontario (CDO) Board and as a Board Director of local boards in my hometown. For CDO, I have completed a term on the Board from 2018 to 2021, was Vice-Chair in 2020 - 2021, returned to the CDO Board as a Director to complete a partial term vacancy in 2023 and now have returned for a 3-year term. Additionally, I am completing a partial term vacancy as the Chair of CDO's Audit Committee. For my community, I am a Board Director for the Mattawa Women's Resource Center and a Board Member-at-Large on the Mattawa and Area Police Services Board representing the Township of Papineau-Cameron.

Professionally, I am a Registered Dietitian with experience in public health, acute care, management and quality assurance. Academically, I hold a Bachelor's degree in Human Nutrition, a Master's degree in Health Studies in Leadership, a Lean Green Belt certification in Six Sigma Process Improvements and am certified as a Canadian Patient Safety Officer.

In my work and volunteer roles, I have had opportunities to chair various committees and working groups. Specifically, for CDO, when I was Vice-Chair in 2020 - 2021, I fulfilled chair duties when required.

Thank you for considering me for this position. I would complete the role with enthusiasm, professionalism and empathy.

Sincerely,

Teresa Taillefer, BAsC, RD, MHS



Board Meeting Minutes
March 22, 2024 | 9 a.m. – 2:17 p.m.

Board Members Present

Ann Watt RD – Chair
Denis Tsang RD – Vice Chair
Brenda Murphy, Public Member
Dawn van Engelen RD
Donna Hennyey RD
Galina Semikhnenko, Public Member
John Regan, Public Member
Julie Slack RD
Navita Viveky RD
Ray D'Sa, Public Member
Santhikumar Chandrasekharan, Public Member
Teresa Taillefer RD

Staff

Melanie Woodbeck - Registrar & Executive Director
Lisa Dalicandro – Director of Governance &
Regulatory Policy
Jada Pierre-Malcolm – Executive Assistant
Aneita Chang – Director of Corporate Services

Regrets

None

1. Call to Order

A. Watt opened the meeting with a Land Acknowledgement. A. Watt welcomed G. Semikhnenko, public director, to the Board and paid a tribute to outgoing director, J. Slack.

The meeting was called to order at 9:03 a.m. by A. Watt, Chair of the Board.

2. Approval of the Agenda

A. Watt requested that the agenda be amended to add an in-camera session pursuant to section 7(2)(b) and (d) of the health professions procedural code to discuss a personnel matter.

MOTION to approve the agenda as amended.

Moved by: D. Tsang

Seconded by: S. Chandrasekharan

Carried

MOTION to move in-camera at 9:07 a.m.

Moved by: D. Tsang

Seconded by: D. Hennyey

Carried



3. In-Camera Session

The Board discussed a personnel matter during an in-camera session pursuant to section 7(2)(b) and (d) of the health professions procedural code.

MOTION to move out of in-camera at 9:23 a.m.

Moved by: D. van Engelen

Seconded by: B. Murphy

Carried

4. Declaration of Conflict of Interest and Bias

No conflict of interest or bias was declared.

Consent Agenda

5. ***Draft Board Meeting Minutes***

December 15, 2023

Two typos were noted in the minutes. The minutes will be amended to reflect the change.

Executive Committee Report

February 2024

Committee Appointments

MOTION to approve the Consent Agenda.

Moved by: D. Tsang

Seconded by: D. van Engelen

Carried

6. Learning and Teaching Moment

The Board engaged in an Equity, Diversity, Inclusion and Belonging (EDI-B) learning and reflection related to intersectionality. A video explaining the importance of intersectionality in healthcare was shared. The Board discussed how it can consider the effects of intersectionality within their work and decision-making.



Public interest rationale: Organizational learning around EDI-B is key to driving strategy, building organizational EDI-B capacity and affecting systemic change. Training assists in ensuring that an EDI-B lens is applied to Board and Committee decision making in the interest of the diverse public served by CDO.

The College Performance Measurement Framework (CPMF), which measures how well regulatory Colleges are protecting the public interest, also requires that Board and Committees engage in EDI-B training that has been informed by self-identified learning needs.

7. Board Meeting Evaluation Results – December 15, 2023

The Board reviewed the results of the December 15 meeting.

The Board discussed comments in reference to meeting order being broken and whether meeting disruption could be noted in meeting minutes in the future. The Board also requested that the acronym list is included in committee meeting materials.

Action items:

- To include CDO acronym list in committee meeting materials.
- To create a policy around meeting minutes

Public interest rationale: Good governance is the foundation for effective regulation and public trust. Board directors are responsible for fully participating in CDO governance. Engaging in performance assessments in a transparent and reflective way that leads to continuous improvement, contributes to public confidence in the Board's decision making and governance framework.

8. Management Report

M. Woodbeck presented the management report and highlighted the following:

- Strategic projects
 - Agreements are being finalized with consultants and external experts to assist the Board with some key initiatives starting in April and concluding by December, including strategic planning and website development.
 - Work on the governance evaluation framework project is underway.
 - As directed by the board, the Board's risk tolerance around investments and its short and long-term financial goals will be considered by the board later this year and a consultant has been retained.
 - The Board will begin work on the 2025-2029 strategic plan in the coming months.
- Finance, HR, EDI-B and Operations
 - April 1, 2024 is CDO's one year anniversary at the HUB. Relocating to HUB 601 resulted in a 70% cost savings in rent from April to December 2023.



- Saved funds are being used to reinvest in technology to ensure effectiveness for CDO's needs while finding cost savings where possible.
- Operating expenses at 18% below budget at December 31, 2023 with a surplus of \$324,532 and some correction in investments.
- Communications
 - Website transition on track and scheduled to launch in the summer.
 - Engaging with branding experts to provide an opinion on CDO's branding approach and characteristics for the website. The logo, font and colours are being considered. There will be no change to CDO's trademarked crescent design.
 - The College responded to inquiries from CBC and the Toronto Star by following the media relations strategy.
- Professional Practice and Quality Assurance
 - Work on the advertising and marketing guidelines continues. The draft policy will come before the Board at an upcoming meeting.
 - At renewal time, 4,259 SDL tools were collected.
 - JKAT will launch on April 8 with 850 registrants. The deadline to complete the JKAT is July 12.
- Registration
 - The Registration Committee updated its language proficiency policy to include an additional test and will consider adding another, for the purpose of reducing or eliminating barriers to entry to practice.
 - The College continues to be considered a low-risk regulator in terms of our registration policies and procedures by the OFC.
 - The CDRE standard setting committee met for four-days in January to review and benchmark exam questions for the CDRE with the psychometrician, in alignment with the new blueprint for the exam, which reflects the new ICDEPS.
- Governance and Regulatory Updates
 - 2024 election in progress – first election under the new single, Ontario-wide district.
 - As of March 22, three of the six Ontario programs have signed their agreements with EQual.

Public interest rationale: The Board has a fiduciary duty to CDO, which includes providing assurance that the College's operations support its public protection mandate.

9. Risk Monitoring Report (Q4)

M. Woodbeck presented the risk monitoring report (Q4) to the Board. Each risk had been reassessed as situations evolved. No new risks were identified or downgraded.



Public interest rationale: In the public's interest, an essential aspect of College's governance and management is to ensure that organizational and risks to the public are identified, assessed and managed efficiently and effectively.

10. College Performance Measurement Framework Report

L. Dalicandro presented the 2023 College Performance Measurement Framework (CPMF) Report to the Board, including CDO's status on meeting the eight benchmarks identified as attributes of an excellent regulator. L. Dalicandro informed the Board that a CPMF highlights document will be posted on CDO's website to summarize the 2023 accomplishments and identify plans for improvement over the coming year.

Action items:

- To submit the CPMF report to the Ministry of Health and post on CDO's website by March 31, 2024.
- Publish the CPMF highlights document on CDO's website.

Public interest rationale: The CPMF is intended to strengthen accountability and drive quality improvement for regulators by setting standards and benchmarks based on best practices for regulatory excellence. It also improves transparency as the public can view the College's plans for improvement more readily.

11. Strategic Plan Monitoring Report

M. Woodbeck presented the College's year-end progress on the strategic plan for fiscal 2023 – 2024. As part of this, M. Woodbeck reviewed the strategic projects and activities planned for 2024 – 2025, including the key performance indicators.

The Board discussed CDO's plans to pursue scope of practice changes to include laboratory ordering authority for dietitians. Staff clarified that work on this project began several years ago but had been paused as the ministry focused on other priority initiatives and the COVID-19 pandemic. The public impact of laboratory ordering authority was raised and whether other scope changes, such as bone density tests, would provide more value to the public.

The Board accepted the report for information.

Public interest rationale: The Strategic Plan Monitoring Report enables the Board to monitor CDO's performance on the work aimed at advancing its strategic priorities and public protection mandate. Reporting on the strategic plan on a regular basis holds the College accountable to stakeholders by providing a clear picture of the College's priorities, goals and operationalization of the Board's direction.

The College Performance Measurement Framework (CPMF), which measures how well regulatory Colleges are protecting the public interest, also requires CDO to identify activities that support its strategic plan.



12. Draft Fiscal 2024-2025 Budget

A. Chang presented the draft budget for fiscal 2024 – 2025 with a proposed 2% increase to the annual fee as recommended by the Executive Committee.

The Board discussed whether a 2% annual fee increase is necessary for fiscal sustainability. It was suggested that the 2% fee increase could be avoided if some of the planned activities for 2024 – 2025 were deferred; however, it was noted that many of the planned activities for the upcoming year are essential to support CDO's operations and mandate. Deferring the fee increase was also considered; however, the Board identified a potential risk of needing to increase the annual renewal fee by more than 2% in the future, which would require a bylaw amendment and would have a greater financial impact on registrants. A suggestion was made around reviewing operational expenses to ensure value to the College.

The Board agreed on the proposed budget with a 2% fee increase, citing registrant fees would remain on par with similarly sized colleges and the recognition of increased operating costs.

MOTION to approve the draft budget including a 2% interest for fees for the 2024-2025 fiscal year, as recommended by the Executive Committee.

Moved by: D. van Engelen

Seconded by: D. Tsang

Carried

Public interest rationale: Reviewing and approving the annual budget services the public interest by ensuring that the board provides appropriate governance and oversight on financial matters. The proper management of the College's funds will ensure that its strategic goals are fulfilled and that operations are supported through an appropriate allocation of funds received from registrants and applicants and from income earned from investments.

13. Opening and Closing the Emergency Class of Registration Policy

M. Woodbeck presented the proposed policy, Opening and Closing the Emergency Class of Registration, as recommended by the Registration Committee. The proposed policy outlines the criteria the Board would consider when deciding to open, renew and close its emergency class of registration.

The Board approved the proposed policy.

MOTION that the board approves the proposed new policy: opening and closing the emergency class of registration, as articulated in appendix 1.

Moved by: D. Hennyey

Seconded by: N. Viveky

Carried



Public interest rationale: To have a framework to ensure continuity of registration of dietitians in the interest of the public in the event of an emergency scenario.

14. Revised Position Statement: Registration Requirements for Interjurisdictional Practice

The Board reviewed the consultation results on the revisions to CDO's position statement on registration requirements for interjurisdictional practice.

The Board considered how the revised position statement would support continuity of care for Ontario clients. The Board noted that the position statement has parameters for externally registered RDs to provide virtual care to clients, when the need is urgent, not readily available in Ontario, and in the best interests of the client.

MOTION to approve the proposed revisions to the Position Statement: Registration Requirements for Interjurisdictional Practice, as articulated in Appendix 2.

Moved by: D. Tsang

Seconded by: D. van Engelen

Carried

Action items:

- Communicate approved position statement to system partners.

Public interest rationale: CDO's mandate is public protection. As per the Dietetics Act, 1991, CDO must ensure that only dietitians licensed in Ontario use the title of dietitian and hold themselves out as someone authorized to practice dietetics in Ontario, including during the provision of online dietetic services.

The location of the client is the primary consideration in determining the location of dietetic practice, especially when assessing and establishing nutrition care goals with clients. In limited circumstances, in the Canadian context, exceptions for continuity of care may be warranted, given all the circumstances and when it's in the client's best interests.

15. Accreditation Recognition Deadline

The Board considered a request from the Brescia/Western Program for an extension to the accreditation transition deadline of March 31, 2024 until May 10, 2024. The purpose of the request is to accommodate the timing of the merger between Brescia and Western University, which is effective May 1, 2024.

In addition, in relation to the upcoming deadline of March 31, 2024 for all other Ontario programs to sign on to EQual, M. Woodbeck requested the Board to grant her discretion for giving the dietetic



programs a few days grace to sign with EQual. The Board agreed that this request was reasonable and did not present a risk to the public. M. Woodbeck will provide the board with an update accordingly.

The Board approved the request from the Brescia/Western Program.

MOTION That the Board continue to recognize PDEP accreditation and awards for Brescia University until May 10, 2024, for the purposes of the College's registration process, regardless of the date of the programs' last accreditation and expiry date.

Moved by: S. Chandrasekharan

Seconded by: N. Viveky

Carried

Action items:

- Notify Brescia/Western and other system partners of extension decision.

Public interest rationale: Education program accreditation ensures that Canadian educational programs provide nutrition education in alignment with the national Canadian Integrated Competencies for Dietetic Education and Practice (ICDEPs) and meet ongoing quality assurance and improvement standards. Registering graduates from accredited Canadian educational programs provides assurance to the College and the public that Canadian dietetic graduates have the requisite knowledge, skill and judgment to provide safe, ethical and competent care to the public.

16. Revised Code of Ethics

The Board reviewed consultation feedback on the revised Code of Ethics. The Board considered whether including "dignity" as a principle should be reconsidered by the Professional Practice Committee. It was questioned whether adding dignity as a principle created value to the Code of ethics if the concept was already implied in the document. It was clarified that dignity was added following review by an EDI bias and language reviewer to reflect the Ontario Human Rights Code. The board also discussed whether the meaning of 'striving to act trustworthy' and discussed whether the language around this statement needed to be clarified.

Ultimately, the Board decided not to pursue further exploration and revisions, and approved the draft Code of Ethics as recommended by the Professional Practice Committee.

MOTION

Moved by: D. Hennyey

Seconded by: S. Chandrasekharan

Carried

D. van Engelen voted against the motion and requested it be documented in the minutes.



Action items:

- Operationalize the revised Code of Ethics.

Public interest rationale: The College ensures safe, ethical, and competent dietetic practice in Ontario. Proposed Code of Ethics revisions align with CDO's Equity, Diversity, Inclusion and Belonging (EDI-B) principles, emphasizing cultural safety, population health, advertising, conflict of interest, evidence-informed practice, and emerging technologies.

17. Adjournment

MOTION to adjourn at 2:17 p.m.

Moved by: D. Tsang

Carried

DRAFT



EXECUTIVE COMMITTEE REPORT
[May 13, 2024]

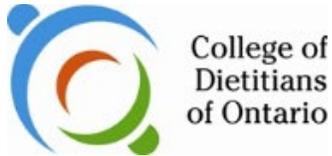
Committee Members: Ann Watt RD (Chair), Denis Tsang RD, Donna Hennyey RD, Santhikumar Chandrasekharan

Supporting Staff: Melanie Woodbeck (Registrar & ED), Jada Pierre, Lisa Dalicandro

Executive Committee met on the following date(s)	Rationale for the Meeting
May 13	Routine Meeting

Summary of Discussions and Decisions	Decision to be Ratified by Board?
Confirmation of email motion re Committee Appointments	Yes
Reviewed the Meeting Evaluation Survey	Will be reviewed at June 2024 meeting
Approved the Board Agenda for the March Board Meeting	Yes
Reviewed the Board and Committee Annual Evaluations	Will be reviewed at June 2024 meeting
Approved Board Workplan and Training Calendar	Yes
Approved Proposed Board Meeting Dates	Yes
Approved Committee Appointments and Compositions	Yes

Respectfully Submitted,
Ann Watt, RD
Board Chair



Board Briefing Note

Topic:	Proposed Board Meeting Dates – 2024-2025
Purpose:	Decision Required
Strategic Plan Relevance:	Risk-Based and Right-Touch Regulation
From:	Executive Committee

ISSUE

To consider the proposed calendar of Board meeting dates for 2024 – 2025.

PUBLIC INTEREST RATIONALE

Regular Board meetings that are open to the public allow for transparency and accountability in the governance of CDO. When the Board meets, it can effectively make governance, strategic and oversight decisions to carry out the College’s public protection mandate.

BACKGROUND

Each year at its June meeting, the Board determines its meeting dates for the upcoming term. The Board meets quarterly, typically in June, September/October, November/December, and March. Each Board meeting is scheduled for one to two days. The Board has previously determined that it would meet in-person for two-day meetings and virtually for one-day meetings.

CONSIDERATIONS

When determining the dates for the term, the Board will consider the Board workplan, the Board training calendar, holidays and other conferences typically attended by staff, the Board, and committee members.

This year, the Board will engage in strategic planning working sessions as part of the development of the 2025 – 2029 strategic plan. To accommodate the strategic planning timelines, a two-day, hybrid meeting is recommended for September. The December meeting,

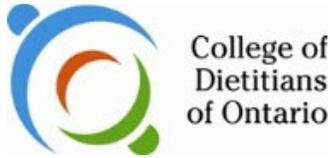
which is typically conducted in as a two-day, hybrid meeting, will be a one-day, virtual meeting to maintain the conventional number of scheduled board meeting days per year.

The following are proposed dates for Board meetings in the 2024-2025 term:

- Thursday, September 12 & Friday, September 13, 2024 (in-person/hybrid)
- Friday, December 13, 2024 (virtual)
- Friday, March 21, 2025 (virtual)
- Thursday, June 19 & Friday, June 20, 2025 (in-person/hybrid)

RECOMMENDATION

That the Board approve (or approve with amendments) the proposed Board meeting dates for the 2024 – 2025 term.



Board Briefing Note

Topic:	Committee Appointments
Purpose:	Decision Required
Strategic Plan Relevance:	Risk-Based and Right-Touch Regulation
From:	Executive Committee

ISSUE

To confirm recent committee appointments made by the Executive Committee.

PUBLIC INTEREST RATIONALE

When committees are fully constituted with the requisite number of public and professional members and the workload is evenly distributed, they can effectively perform their duties in accordance with their terms of reference and carry out the College's public protection mandate.

BACKGROUND

The Board approves the committee slates annually at the June meeting on the recommendation from the Executive Committee. However, as set out in Bylaw 1, the Executive Committee may make appointments to committees when there are vacancies or changes in the composition of the Board, subject to confirmation by the Board at its next meeting.

On March 20, Sharanjit Padda resigned from his position on the Board, leaving vacancies on the Registration, Audit and Elections Committees. These vacancies were required to be filled by a public director to comply with the committees' composition requirements.

On March 25, the Executive Committee made the following appointments via email motion, which were confirmed at its May 13 meeting:

- Brenda Murphy to the Audit Committee
- Teresa Taillefer as Chair of the Audit Committee
- Santhikumar Chandrasekharan to the Registration and Elections Committees

RECOMMENDATION

That the Board confirm the following appointments made by the Executive Committee on March 25, 2024 and confirmed on May 13, 2024:

- Brenda Murphy to the Audit Committee
- Teresa Taillefer as Chair of the Audit Committee
- Santhikumar Chandrasekharan to the Registration and Elections Committees

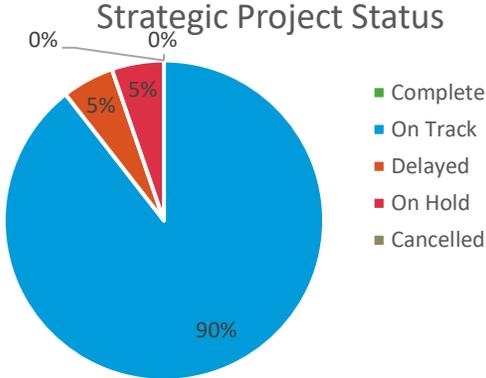
Management Report

FEBRUARY 23 – MAY 23, 2024

Strategic Projects

Highlights

- Phase 2 of the data governance project is delayed due to staff resources required for other major projects. The project is anticipated to move forward in the coming months and to be completed by the original March 2025 deadline.
- Work on developing a plan for the collection of EDI demographic data is pending until an EDI-B consultant is retained to support the project.
- The adoption of an Equity Impact Assessment (EIA) framework is underway. The first phase of the project will consider how to integrate HPRO’s EIA tool into existing processes and frameworks. Currently, equity impact assessments are being informally conducted within the professional practice program for policies, standards, guidelines and other registrant facing resources.



Updates and Upcoming Work

- The rebuild of the registrant, applicant and professional corporation dashboards is scheduled for launch on May 29.
- The website migration project has launched and will be completed by the end of June. The design of the website (phase one) is complete and the migration of content (phase two) has begun.
- A governance consultant has been retained to support the work on the data governance framework. The consultant will meet with the Governance Committee for a kickoff meeting over the summer. The new framework is anticipated to be considered by the Board in December.

Status	Project	Goal
On track	Rebuild applicant, registrant and prof. corp. dashboards	1
On track	Review accounting system	1
On track	Database needs assessment	1
On track	Website transition	2
On track	Brand refresh	2

<i>On track</i>	Operationalize Code of Ethics	2
<i>On track</i>	Corporate style guide	2
<i>On track</i>	Policy and standard review schedule	3
<i>On track</i>	Financial investment and risk tolerance review	3
<i>On track</i>	Advertising and Marketing Standard and Guidelines	3
<i>On track</i>	Peer and practice assessment redevelopment	3
<i>On track</i>	Documentation of internal procedures and processes	3
<i>On track</i>	Formalize EIA framework	3
<i>On track</i>	Governance evaluation framework	4
<i>On track</i>	Committee competency and attribute framework	4
<i>On track</i>	Committee appointment process	4
<i>On track</i>	Review cycle for governance and corporate policies	4
<i>On hold</i>	Initiate an EDI demographic registrant data project	1
<i>Delayed</i>	Data governance – phase 2 implementation	1

Corporate Services

HUMAN RESOURCES, EDI-B, INFORMATION TECHNOLOGY & FINANCE

Highlights

- Elaine Lew, Director of Registration, joined CDO on April 22.
- The College is working with an investment consulting agency to conduct a risk tolerance review and develop an updated investment strategy.
- Additional cybersecurity insurance in the amount of \$2M has been purchased to mitigate risks associated with breaches.
- The annual financial audit is underway.
- A two-year plan to update all computer hardware to support hybrid operations is complete.
- The database software was updated with the latest security and service patches.
- An IT vulnerability scan and penetration testing was completed. Two medium risks were identified, which were resolved by CDO's external IT vendor. Two low risks that were identified are currently being addressed.

Updates and Upcoming Work

- Staff continue to complete monthly cybersecurity awareness training modules.
- After completing a product and pricing comparison for electronic signature software, a phone system comparison is currently being carried out.

EDI-B Training Completed by Staff

CDO employees completed various types of EDI-B training and workshops based on their roles and own self-identified learning goals.

<i>Training</i>	<i>Participation %</i>
<i>Decolonizing Workplace Practices</i>	6
<i>Neurodiversity</i>	13
<i>Why “Dismantling Diet Culture” Isn’t Enough</i>	6
<i>Deepening our Understanding of Anti-Oppressive Practice</i>	6
<i>Addressing Islamophobia in Healthcare</i>	13
<i>Addressing Anti-Asian Racism in Healthcare</i>	20

Finance Updates

- Portfolio market value on April 30, 2024 was \$4,876,902.12.
 - Fixed income (GICs): \$2,904,167 (59.55%)
 - Preferred shares (bonds): \$1,746,337 (35.81%)
 - Common shares: \$225,036 (4.61%)
- On April 15, 2024, \$500,000 was withdrawn from the GICs and transferred to the operating account.
- The Statement of Operations for the year ended March 31, 2024, shows:
 - Surplus of \$532,061
 - Operating income of \$578,554
 - Realized loss of \$10,095 and unrealized fair value depreciation of investments of \$23,548 which is a significant improvement over last year due in part to the market recovery.
- Membership fees are in line with budget and 6% ahead of last year’s actual period last year (March 31, 2023).
- Interest and dividend income is 88% ahead of budget and 21% ahead of the year to date (March 31, 2023).
- Total operating expenses are 16% below budget and 7% below the same period last year (March 31, 2023).

Statement of Operations attached.

Audit Committee

- The Audit Committee met on May 6 to discuss the upcoming financial audit and to review revisions to the Terms of Reference.

Communications

Highlights

- The 2022-23 Annual Report was published on CDO’s website in [English](#) and [French](#). The theme of the report, “Cultivating Growth at the College of Dietitians of Ontario,” described how the “seeds” (e.g., governance modernization, EDI-B) planted through strategic planning in previous years are coming to fruition, creating sustainable growth for the future of the College.
- A new College Update was launched with topics including election results, annual renewal fees, the CPMF report and annual report. The College Update also promoted the upcoming launch of the new Code of Ethics, which is now available on the College’s website in [English](#) and [French](#).

Updates and Upcoming Work

- CDO’s branding project concluded with the creation of a new corporate logo, brand identity and graphic standard guidelines, to be launched with a new website in June.

Social Media Engagement

- Posted 182 times to CDO socials with an average of three posts per week.
- CDO socials gained 66 new follows for a total of 3,458 followers.
- The best performing post was a reminder to RDs of the upcoming JKAT.

Professional Practice Program

PRACTICE ADVISORY & QUALITY ASSURANCE

157	+16	Themes
Practice Advisory Service	from last reporting	1. College requirements and processes (e.g., virtual care/cross-border practice)
Inquiries	period	2. Ethical issues
		3. Private practice

Highlights

- The 2024 Jurisprudence Knowledge & Assessment Tool (JKAT) is active. Of the 840 registrants required to complete the JKAT, 248 (30%) have completed it.
- Carole Chatalalsingh presented on the use of responsible AI and technology, at the Canadian Network of Agencies for Regulation (CNAR) virtual discussion in May, discussing principles for ethical AI use in dietetics as incorporated in the College’s Code of Ethics.

- Presentations were offered to dietetic students and dietitians in three hospitals in the Greater Toronto area.

Updates and Upcoming Work

- Planning and implementation of the field test for the newly developed Peer and Practice Assessment (PPA) tools continues as a platform for end-user testing is being identified.
- The Ministry of Health was notified of CDO's intention to submit a proposal for a scope of practice expansion for laboratory ordering authority.

Quality Assurance Committee

- A total of 4,278 registrants completed the SDL Tool, with 38 registrants required to attend the coaching webinar, "Writing Professional Learning Goals" (June 17 & June 25).
- Of 24 registrants who practiced fewer than 500 hours in three years:
 - 1 chose a competency assessment.
 - 23 submitted learning diaries, of which 22 were sufficient.
 - 1 signed a Voluntary Undertaking due to an insufficient learning diary.
- The QAC approved a Risk Reflection Questionnaire and Practice Improvement Assessment, as part of the new PPA, which will undergo field testing with 20 registrants. Selection criteria for entry into the PPA assessment tools are underway with support of the project psychometrician advisor.

Professional Practice Committee

- At the May meeting, the Committee reviewed a revised draft of the advertising and marketing standards, incorporating feedback from an ethics researcher and legal counsel. The Committee recommended that the Board approve the Standard in principle for broader system partner consultation.

Registration Program

Highlights

- The February 22 KCAT results were released in April.
 - 9 candidates obtained a level 1 result (sufficient demonstration of competence) and can move to the next step in the PLAR process.
 - 20 candidates can reattempt the KCAT.
- The May 2024 CDRE was successfully administered on May 16 & 17, with 122 candidates from Ontario.
- The College received a Risk Informed Compliance Framework low-risk rating for its [2022 Fair Registration Practices Report](#).

Updates and Upcoming Work

- The PBA will be administered on June 26 with 16 candidates registered to complete the exam.
- The May 2024 CDRE results will be released in June.
- The 2023 Fair Registration Practices Report will be submitted by June 12.

Registration Committee

- The Committee approved revisions to Policy 4-50: Language Proficiency, to permit the acceptance of additional language proficiency tests.
- The Committee approved revisions to Policy 6-10: Eligibility for Prior Learning Assessment and Recognition Process, to add the requirement of the completion of the Dietitians of Canada Critical Care Nutrition Course in lieu of testing the competency area in the PBA exam.

Standards & Compliance Program

Inquiries, Complaints & Reports Committee

<p style="text-align: right;">5</p> <p style="text-align: center;">New matters received (-1 from last reporting period)</p> <p>1 Complaints 4 Reports 0 QAC referrals 0 Inquiries</p>	<p style="text-align: right;">0</p> <p style="text-align: center;">Matters closed at preliminary review stage</p>	
<p style="text-align: right;">7</p> <p style="text-align: center;">Matters closed by ICRC</p> <p>3 Complaints 2 Reports 1 QAC Referrals 1 Inquiries</p>	<p style="text-align: right;">ICRC dispositions</p> <p>3 No further action 2 Undertakings 1 Written reminder 1 Referral to the Discipline Committee</p>	
<p style="text-align: right;">11</p> <p style="text-align: center;">Matters open</p> <p>1 Complaints 10 Reports 0 QAC referrals 0 Inquiries</p>	<p style="text-align: right;">1</p> <p style="text-align: center;">Decision reviewed by HPARB</p> <p>*Awaiting case conference scheduling</p>	<p style="text-align: right;">211 days</p> <p style="text-align: center;">Average time for disposal (all matters)</p> <p style="text-align: right;">180 days</p> <p style="text-align: center;">Average time for disposal (complaints)</p>
<p style="text-align: center;">8</p> <p style="text-align: center;">Registrants monitored for compliance</p>		

3 Registrants entered undertakings
2 Registrants completing SCERPs
3 Registrants directed to complete SCERPs that are currently on hold

Discipline Committee

- Nothing to report.

Fitness to Practice Committee

- Nothing to report.

Patient Relations Committee

- Nothing to report.

Governance

Highlights

- The 2024 Board election was held on April 17. Deion Weir and Teresa Taillefer were elected in the first, Ontario-wide election, and begin their three-year terms on June 20.
- Ray D'Sa was reappointed to the Board for a three-year term.

Updates and Upcoming Work

- A governance consultant has been retained and work is underway on the governance evaluation framework.
- The Governance Committee will be considering amendments to Bylaw 1 and the Governance Manual, for recommendation to the Board at the June meeting. Proposed amendments include:
 - Changes to operationalize the reduced role of the Executive Committee and redistribution of responsibilities to the Governance and Audit Committees
 - Reduced notice for special meetings of the Board
 - Increased cooling off period for committee members
 - Revisions for clarity, consistency and corrections
- The Governance Committee will be considering revisions to the terms of reference for the Governance, Audit and Patient Relations Committees, for recommendation to the Board at the June meeting. The revisions are to operationalize the redistribution of responsibilities from the Executive Committee and to align with governance best practices.

Governance Committee

- Implemented the Board Competency and Attribute Framework by screening electoral applicants for eligibility.

Sector News

REGULATORY, GOVERNMENT & DIETETICS

Highlights

EQual Accreditation Status

Onboarding of all Ontario educational programs with Equal/Accreditation Canada is complete. Programs have been assigned expiry dates based on their previous accreditation awards and in anticipation of scheduling of upcoming reviews. The list of programs and award dates are available [here](#).

Brescia University College Integrates with Western University on May 1, 2024

On May 1, 2024, Brescia University College fully integrated with Western University after approval by the governing boards of the two institutions. This decision followed an announcement in September 2023 by Brescia's president and Board of Trustees in response to an increasingly diverse undergraduate student body.

The Foods & Nutrition program will continue to be offered and supported by Western. Both the graduate and undergraduate programs are now housed within the new Brescia School of Food and Nutritional Sciences as part of Western's Faculty of Health Sciences. More information about the new Brescia School can be [found here](#).

Health Profession Regulators of Ontario (HPRO) Annual Report

HPRO is made of the 26 health regulatory colleges in Ontario and advocates for ongoing regulatory improvement that supports the public interest. HPRO's current strategic priorities are government relations, equity, diversity and inclusion (EDI), and excellence in member services.

Through HPRO, we are working with a government relations firm, who will be providing strategic advice related to our 2024 government relations objectives. They will help identify collective priorities across our 26 Colleges for HPRO to present to the government.

A report of HPRO's activities for 2023-2024 is attached. HPRO has appointed Melanie Woodbeck to the management committee for a 1-year term at its recent annual meeting.

Bill 190, Working for Workers Act, 2024

Bill 190 is a government Bill, which has passed second reading. If passed the bill will Amend the Fair Access to Regulated Professions and Compulsory Trades Act, 2006 to require regulated professions to have a policy addressing what alternatives they will accept if applicants do not have documentation of qualifications they would otherwise be required to provide. The bill would also require regulated professions to have a policy in place addressing how they will enable multiple registration processes to take place concurrently. Also included are additional requirements for regulators to submit regulation policies and regulations to the Office of the Fairness Commissioner for review and approval.

College of Health and Care Professionals of British Columbia

Effective June 28, 2023, seven regulatory Colleges in British Columbia will amalgamate to form a new multi-profession College. The following professions will be regulated under the new College: Dietitians, Occupational Therapists, Optometrists, Opticians, Physical Therapists, Psychologists and Speech and Hearing Professionals. Joanie Bouchard, Registrar for the College of Dietitians of BC was involved in the transition as the Chief Transition Officer. More information about the new College is available [here](#).

Health and Supportive Care Providers Oversight Authority

The Act bringing the new regulatory authority overseeing Personal Support Workers (PSWs) will come into force effective December 1, 2024. PSWs will have the option of becoming registered with the authority after this date.

Regulation of Physician Assistants

Effective April 1, 2025, the College of Physicians and Surgeons will begin registering and regulating physician assistants.



301-396 Osborne St, PO Box 244, Beaverton ON L0K 1A0
email: bakenny@regulatedhealthprofessions.on.ca
web: www.regulatedhealthprofessions.on.ca
Phone: 416-986-0576

FOR IMMEDIATE RELEASE: Beaverton, Ontario – Tuesday, June 11, 2024 – The Health Profession Regulators of Ontario (HPRO) has elected its Officers for the 2024-2025 year:

- **Dan Faulkner, Royal College of Dental Surgeons of Ontario – Chair**
- **Maureen Boon, College of Massage Therapists of Ontario – Vice-Chair**
- **Shenda Tanchak, Ontario College of Pharmacists – Treasurer**

In addition to the Officers, the following were elected as members of the Management Committee:

- **Craig Roxborough, College of Physiotherapists of Ontario**
- **Melanie Woodbeck, College of Dietitians of Ontario**
- **Nicole Zwiers, College of Chiropodists of Ontario**

And, HPRO's Past Chair will continue to serve on the Management Committee:

- **Elinor Larney, College of Occupational Therapists of Ontario – Past Chair**

HPRO is the organization for Ontario's 26 health regulatory colleges, which govern almost 400,000 health professionals. HPRO advocates for ongoing regulatory improvement that supports the public interest, helping Colleges to fulfill their regulatory mandate. For more information about HPRO, visit our website: regulatedhealthprofessions.on.ca.

HPRO's member Colleges individually focus on the public interest, working to provide the people of Ontario with safe, competent, and ethical health care and holding healthcare professionals accountable for their conduct and practice. Colleges also have a duty to provide information to the public, and, to that end, a public-facing website is a resource provided by HPRO that shares helpful links to all regulatory Colleges' websites. The site offers simply stated facts about healthcare providers and regulation with information available on the site in the 10 most used languages in the province. See ontariohealthregulators.ca to find out more and see how Colleges support safe healthcare in Ontario.

– 30 –

For more information, contact:

Beth Ann Kenny, Executive Director
Phone: 416-986-0576
Email: bakenny@regulatedhealthprofessions.on.ca
Website: regulatedhealthprofessions.on.ca

HEALTH PROFESSION REGULATORS OF ONTARIO

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Sharing highlights between HPRO’s 2023 and 2024 Annual Meetings.

The Health Profession Regulators of Ontario (HPRO) is a not-for-profit organization, incorporated in 1998 as the Federation of Health Regulatory Colleges of Ontario. Its members are the *Regulated Health Professions Act’s (RHPA’s)* 26 Colleges.

Ontario’s health profession regulators have the duty to protect the public, making sure healthcare professionals are safe, ethical, and competent. They currently regulate 29 distinct professions — almost 400,000 healthcare professionals in the Province, and these numbers will increase later in 2024 when the College of Psychologists of Ontario will begin to regulate applied behaviour analysts, effective July 1, 2024.

Along with a full-time Executive Director, HPRO is supported by innumerable volunteers, including all College Registrars who make up the Board of Directors, as well as our Chair, Vice-Chair and Treasurer, and an active Management Committee and other Committees, Networks, and Working Groups. Because of that support, we are able to share highlights of HPRO’s successes over the past year, including the development of a new statement of purpose:

HPRO advocates for ongoing regulatory improvement that supports the public interest.

Strategic Priorities



Government Relations



Equity, Diversity, Inclusion (EDI)



Excellence in Member Services

**Management
Committee Members:**

Dan Faulkner, Chair

Maureen Boon, Vice-
Chair

Shenda Tanchak,
Treasurer

Elinor Larney, Past Chair

Judy Rigby, Member

Joe Jamieson, Member

CHAIR & MANAGEMENT COMMITTEE REPORT

This report covers HPRO’s corporate year from the May 19, 2023, Annual Meeting, reporting to the June 3, 2024, Annual Meeting.

HPRO’s leadership is thankful to all who support the work of HPRO, making significant advancements in health profession regulation in Ontario.

GOVERNMENT RELATIONS

One of HPRO’s strategic priorities focuses on government relations. HPRO is committed to cultivating and maintaining positive, collaborative relations with all levels of Government, with the focus on regulatory excellence. HPRO’s members are in a unique position to be able to influence change in the public interest.

On May 6, 2024, HPRO wrote to Health Minister Sylvia Jones, inviting the Minister to HPRO’s June 3rd Annual Meeting. The following is an excerpt from that letter, highlighting three key topics that HPRO has identified as areas of potential work with Government:

- **Health Human Resources (HHR):** *We are committed to continuing to work with Government to find innovative solutions to the HHR crisis while ensuring patient safety. Health profession regulators are uniquely positioned, given our legislated registration responsibility, to assist Government in this important work.*
- **Effective Governance:** *Public involvement in our regulatory work is critical. That is why we are working on strategies to improve that involvement and would welcome your feedback on strategies that will allow Colleges to do our work as effectively and efficiently as possible.*
- **Public Input:** *HPRO has taken on the responsibility of the Citizen Advisory Group (CAG) which gives a voice to patient and caregiver perspectives through the CAG members. These are patients and caregivers who are representative of the Ontario population and who provide essential feedback on topics such as professional rules, standards of practice, strategic priorities, and communications directed at the public.*



**Government
Relations**

HPRO cultivates and maintains positive, collaborative relations with the Government, influencing decision-making and change in support of regulatory excellence.

CHAIR & MANAGEMENT COMMITTEE REPORT (CONT.)

COLLEGE PERFORMANCE MEASUREMENT FRAMEWORK (CPMF)

HPRO continues to support Colleges in their reporting on the Ministry’s College Performance Measurement Framework (CPMF). HPRO will continue to work toward making the best use of the information provided in these reports, noting the commendable practices identified each year.

OFFICE OF THE FAIRNESS COMMISSIONER (OFC) – RISK-INFORMED COMPLIANCE FRAMEWORK (RICF)

HPRO wrote to Ontario’s Fairness Commissioner Irwin Glasberg on February 28, 2024, regarding the OFC’s Risk Informed Compliance Framework (RICF). HPRO shared that its members “are committed to effective and efficient licensure practices and are interested in contributing to broader provincial policy decisions to address labour shortages in specified professions and geographic regions”, confirming HPRO’s mutual commitment to transparency, objectivity, impartiality, and fairness in registration practices. Discussions with the OFC continue.

EQUITY, DIVERSITY, INCLUSION (EDI)



Equity, Diversity, Inclusion (EDI)

HPRO commits to and promotes the principles of Equity, Diversity, and Inclusion, supporting Colleges in their EDI journeys.

ANTI-RACISM IN HEALTH REGULATION PROJECT (ARHR)

2023 saw the completion of HPRO’s ARHR Project, which was led by Judy Rigby and supported by a nine-member Steering Committee and a Project Management Team from Graybridge Malkam, partially funded by a grant from the Federal Government’s Community Support, Multiculturalism, and Anti-Racism Initiatives (CSMARI) Program. The project had three deliverables which included an EDI framework and strategy to support sustainable current and future EDI initiatives and structural change in regulation; an EDI self-assessment checklist and reporting tool; and the development of an EDI toolkit, including internal training components for colleges.

Anti-Racism in Health Regulation Project Steering Committee:

- Judy Rigby (CDTO), Chair
- Deborah Adams (CRPO)
- Brian Fehst (CKO)
- Naakai Garnette (CMTO)
- Zahra Grant (CMO)
- Tim Mbugua (COTO)
- Kevin McCarthy (CNO)
- Brian O’Riordan (CASLPO)
- Delia Sinclair Frigault (OCP)

HPRO’s work has reached hundreds of College staff, Council/Board and committee members, and through the Colleges’ work, hundreds of thousands of health professionals. Additionally, HPRO continues to share the outcomes of this project with other regulators to support their health profession regulators in their EDI journeys.

Thanks are extended to the Steering Committee members (see right), who have dedicated their time, energy, and expertise over the last two years.

CHAIR & MANAGEMENT COMMITTEE REPORT (CONT.)

EQUITY, DIVERSITY, INCLUSION (EDI) (CONTINUED)

EDI NETWORK

HPRO has a dedicated EDI Network. It includes staff from all HPRO Colleges who have a role related to or interest in EDI. The EDI Network is led by Co-Chairs Preeya Singh (CASLPO) and Michelle Tremblay (RCDSO).

The EDI Network has received presentations or focused discussion on the following topics:

- Use of the HPRO EDI Toolkit
- EDI and the Ministry of Health’s CPMF
- Demographic Data Collection (Dr. Nafeesa Jalal, NJGC Inc.)
- Land Acknowledgements
- Truth and Reconciliation
- The future of EDI



Equity, Diversity, Inclusion (EDI)

HPRO commits to and promotes the principles of Equity, Diversity, and Inclusion, supporting Colleges in their EDI journeys.



Excellence in Member Services

HPRO provides its members with the services Colleges need to support their work.

EXCELLENCE IN MEMBER SERVICES

The remainder of our 2023-2024 Highlights document will focus on how HPRO is providing its members with the services Colleges need to support their work.

HPRO’S ONLINE RESOURCES

- **[Interprofessional Guide on the Use of Orders, Directives and Delegation for Regulated Health Professionals in Ontario](#)**
- **[Consent and Capacity Resources](#)**
- **[Positions available at HPRO Member Colleges](#)**
- **[Information on College Board of Directors/Council Meeting dates](#)**

COMMUNICATIONS COMMITTEE

HPRO’s Communications Committee, led by Chair Michelle Price, focuses both on supporting Communications Network members and on promoting HPRO’s public-facing website.



ontariohealthregulators.ca (OHR) provides links to Colleges’ general information for the public, their public registers, information about complaints, and public consultations. Also included on that site are a number of featured stories and a video about health regulatory bodies. This work is consistent with Colleges’ duty to promote and enhance relations between Colleges and the public.

This website is a gateway to all of the health professional regulators in Ontario. From here, you will find recent information about regulated health professionals and the organizations that oversee them.



Featured Stories



How to Get Reliable Information on Your Healthcare Provider
Are you looking to switch healthcare providers or ask someone else for the first time? With so much information available online, you might be unsure where to turn for reliable information. This video from Ontario Health Regulators can help. Every Ontario health regulator offers an online tool called the "Health Report".



Beware of Imposters: When it Comes to Healthcare, Titles Matter
When you ask the best line you thought about whether your doctor, manager, therapist, or dentist was actually allowed to use their professional title? For many, it's not so simple. This video from Ontario Health Regulators can help. Every Ontario health regulator offers an online tool called the "Health Report".

The Communications Committee, through its Communicators’ Network Event Planning Subcommittee, was also able to offer a half-day conference on December 13, 2023, which featured two sessions: “Strategic Marketing for Communicators”

by Mike Leon of Brand Heroes and Crisis Communications by Zimra Yetnikoff of the College of Psychologists of Ontario. On April 10, 2024, Jared Curtis of Maximus presented on artificial intelligence, noted to be one of the best presentations on this trending communication tool heard by Network members.

Communications Committee:

- Michelle Price, Chair (CMLTO)
- Jef Ekins (CMRITO)
- Maria Feldman (CMTO)
- Victoria Marshall (CMO)
- Ryan Pestana (CDHO)
- Mark Sampson (CPSO)
- Taylor Turner (College of Physiotherapists of Ontario)

Communicators’ Network Event Planning Subcommittee :

- Ryan Pestana (CDHO) - Chair 2023
- Michelle Price (CMLTO) - 2023 and Chair 2024
- Aaron Ma (CMTO) - 2023
- Wellie Chihaluca (CCRTO) - 2024
- Amandine Viaud (RCDSO) - 2024

NOMINATIONS COMMITTEE

The Nominations Committee facilitated the call for nominations for HPRO’s Officers and Management Committee members as well as HPRO’s Committee membership appointments for the 2024-2025 year. As recognized each year, the dedication of volunteers and support from member Colleges is a most important and valued resource.

Nominations Committee:

- Elinor Larney, Chair
- Carole Hamp (CRTO)
- Ann Zeng (CTCMPAO) (to January 2024)
- Kelly Dobbin (as of March 2024)
- Nancy Leris (as of March 2024)

DISCIPLINE ORIENTATION COMMITTEE

Discipline Orientation Committee Members:

- Tina Langlois (CMRITO), Chair
- Genevieve Plummer (OCP)
- Cara Moroney (COTO) as of 2024

Discipline Orientation Faculty:

- Luisa Ritacca (Stockwoods, LLP)
- Julie Maciura (Steinecke Maciura LeBlanc)

The Discipline Orientation Committee continues to deliver quality education and training programs, providing comprehensive orientation for regulatory adjudicators who will be panel members or chairs of discipline hearings. Sessions continue to be held virtually, consistent with Colleges’ practices.

In 2023, the Committee and talented volunteers created a new mock discipline hearing video to demonstrate the new way hearings are being held post-COVID.

Fall 2023 Workshops

- November 3 – Basic Session: 34 registrants (12 Colleges)
- November 20 – Advanced Session: 27 registrants (9 Colleges)

Spring 2024 Workshops

- May 16 – Basic Session: 28 registrants (11 Colleges)
- June 13 – Advanced Session (scheduled)

REASONS WRITING WORKSHOP

HPRO provides an interactive workshop that directly addresses a major subject from the Discipline Orientation sessions — writing reasons for regulatory decisions. The session covers the identification of issues that need to be addressed, developing deliberation styles that provide content of the reasons, providing explanations for the decision made and wording those explanations persuasively, and more.

Julie Maciura serves as faculty for workshop.

May 28, 2024 Workshop – 10 registrants (5 Colleges)

GOVERNANCE TRAINING FOR RHPA COLLEGES

This two half-day webinar for College Staff, Board/Council, and Committee Members focuses on Colleges’ core public interest functions, providing a comprehensive understanding of governance for regulators. This includes the concept of governance, setting goals and strategies, fiduciary obligations, and a focus on the roles of various members of the governors and staff at Colleges.

Faculty for this training is Julie Maciura.

November 7 & 14, 2023 – 44 registrants (10 Colleges)

May 14 & 21, 2024 – 30 registrants (7 Colleges)



TRANSITIONS

HPRO MEMBERS:

- **College of Physiotherapists of Ontario: Craig Roxborough** was appointed Registrar and CEO, effective May 23, 2023. **Anita Ashton** had served as Interim Registrar since the passing of **Rod Hamilton** on August 11, 2022.
- **College of Traditional Chinese Medicine Practitioners and Acupuncturists of Ontario: Ann Zeng** left her role as Registrar and CEO on February 1, 2024; **Sean Cassman** was appointed as Acting Registrar and CEO.
- **College of Audiologists and Speech-Language Pathologists of Ontario:** on May 15, 2024, it was announced that **Margaret Drent** would assume the role of Registrar upon the retirement of **Brian O’Riordan** on January 17, 2025.

HPRO :

- HPRO appointed its first full-time Executive Director, **Beth Ann Kenny** as of September 15, 2023.
- HPRO is piloting an **Affiliate program** for non-RHPA regulators to share in some of HPRO’s education, training, and other applicable benefits.

HPRO NETWORKS AND WORKING GROUPS

College staff have access to Networks that focus on key areas of College activity:

- CPMF
- Communications
- Compliance Monitoring
- Corporate Services
- Deputy Registrars
- EDI
- Enterprise Risk Management and Business Continuity
- Executive Assistants
- Investigations and Hearings
- Policy Advisors
- Practice Advisors
- Quality Assurance
- Records Management
- Registration (Previously ORAC)

Disclosure of Information by Colleges (Section 36) Working Group

This Working Group brought recommendations to the HPRO Board of Directors related to guidelines for the disclosure and sharing of information, which was approved in principle by the HPRO Board early in 2024. Thanks to the following who supported that work:

- Anita Ashton, College of Physiotherapists of Ontario (Lead)
- Angela Bates, OCP
- Carloyn Gora, CNO
- Eric Bruce, CDHO
- Tina Langlois, CMRITO



Members:

[College of Audiologists and Speech-Language Pathologists of Ontario \(CASLPO\)](#)

[College of Chiropodists of Ontario \(COCOO\)](#)

[College of Chiropractors of Ontario \(CCO\)](#)

[College of Dental Hygienists of Ontario \(CDHO\)](#)

[College of Dental Technologists of Ontario \(CDTO\)](#)

[College of Denturists of Ontario](#)

[College of Dietitians of Ontario](#)

[College of Homeopaths of Ontario \(CHO\)](#)

[College of Kinesiologists of Ontario \(CKO\)](#)

[College of Massage Therapists of Ontario \(CMTO\)](#)

[College of Medical Laboratory Technologists of Ontario \(CMLTO\)](#)

[College of Medical Radiation and Imaging Technologists of Ontario \(CMRITO\)](#)

[College of Midwives of Ontario \(CMO\)](#)

[College of Naturopaths of Ontario \(CONO\)](#)

[College of Nurses of Ontario \(CNO\)](#)

[College of Occupational Therapists of Ontario \(COTO\)](#)

[College of Opticians of Ontario](#)

[College of Optometrists of Ontario](#)

[College of Physicians and Surgeons of Ontario \(CPSO\)](#)

[College of Physiotherapists of Ontario](#)

[College of Psychologists of Ontario](#)

[College of Registered Psychotherapists Therapists of Ontario \(CRPO\)](#)

[College of Respiratory Therapists of Ontario \(CRTO\)](#)

[College of Traditional Chinese Medicine Practitioners and](#)

[Acupuncturists of Ontario \(CTCMPAO\)](#)

[Ontario College of Pharmacists \(OCP\)](#)

[Royal College of Dental Surgeons of Ontario \(RCDSO\)](#)

Health Profession
Regulators of Ontario
(HPRO)

Suite 301 - 396 Osborne St
PO Box 244
Beaverton ON L0K 1A0

Phone: 416-986-0576

Email: info@regulatedhealthprofessions.on.ca

www.regulatedhealthprofessions.on.ca

COLLEGE OF DIETITIANS OF ONTARIO
STATEMENT OF OPERATIONS as at March 31, 2024 (AUDITED TOTALS)
FISCAL YEAR ENDING MARCH 31, 2024

	12 Months Ended			Total Annual Budget Mar 31, 2024	Comparative	
	Actuals March 31 2024	Total Annual Budget March 31 2024	Actual vs Budget % Variance		12 Month Actuals March 31 2023	March 2024 vs March 2023 % Variance
REVENUE						
Membership & Other Fees (1)	\$ 3,061,073	\$ 3,059,949	0%	\$ 3,059,949	\$ 2,897,381	6%
Interest & Dividends (2)	269,321	143,000	88%	143,000	223,361	21%
TOTAL REVENUE	3,330,394	3,202,949	4%	3,202,949	3,120,742	7%
EXPENSES (Operating)						
General & Administrative (4)	2,295,079	2,627,880	13%	2,627,880	2,531,268	-9%
Registration Program (5)	182,452	208,877	13%	208,877	161,691	13%
Quality Assurance Program (6)	83,832	125,011	33%	125,011	59,394	41%
Practice Advisory Program (7)	23,169	38,785	40%	38,785	14,059	65%
Patient Relations Program (8)	-	1,725	100%	1,725	-	-
Standards & Compliance Program (9)	167,308	260,966	36%	260,966	187,057	-11%
TOTAL EXPENSES BEFORE AMT'N	2,751,841	3,263,244	16%	3,263,244	2,953,468	7%
EXCESS REVENUE OVER EXPENSES (EXPENSES OVER REVENUE)	578,554	(60,297)		(60,297)	167,274	246%
<i>Less: Non-cash expenses:</i>						
Capital Asset Fund - Amortization (10)	(12,850)	(52,000)	75%	(52,000)	(73,826)	
Realized Gain/(Loss) on Sale of Investments (3)	(10,095)	-		-	(257,554)	
Unrealized FV appreciation (depreciation) of Investments	(23,548)	-			(242,463)	
SURPLUS/(DEFICIT) (11)	532,061	(112,297)		(112,297)	(406,569)	
FUND BALANCES - beginning of year	3,496,762	3,496,762		3,496,762	3,683,681	
FUND BALANCES - March 31, 2024	\$ 4,028,823	\$ 3,384,465	\$ 4,028,822	\$ 3,384,465	\$ 3,277,112	

NOTES and HIGHLIGHTS:**REVENUE**

- (1) Revenue from members in all categories has generated \$3,061,073 after annual renewal. This amount is within a 0% of variance to budget and within 7% of 2023 actuals. Membership fees are being reported on an accrual basis to recognize revenue from April 1, 2023 through to March 31, 2024.
- (2) **Investment income (interest & dividends)** is \$126,321 above the budget from investments held at RBC Dominion Securities and from an operating bank account with Scotiabank.

EXPENSES

- (4) **Total General & Administrative** expenses were 13% below budget. (See details below)

General & Administrative expenses were underspent by 11% in comparison to the budget.

Board expenses were 43% less than budgeted due to deferral of the board evaluation project to 2024.

Executive, Audit and Governance Committees all held virtual meetings, which were 56% below budget averaged, since in person meeting were budgeted.

General & Administrative Expenses:

Salaries & Benefits were 10% below budget due to staff turnover.

Telephone and internet were 16% below budget due to the office move and efficiencies gained from switching to a new telephone provider.

Contracted services were 17% below budget as external support was only used for bookkeeping. No other administrative functions were outsourced.

Computer expenses were 6% above budget due to annual renewal maintenance and improvements to some of the older database forms in anticipation of future upgrades. A focus on cybersecurity initiatives related to remote work were undertaken to improve efficiency and reduce operational risk to the College.

Communication initiatives were 64% below budget due to the postponed implementation/launch of a new website, dividing expenses over F23 and F24.

The annual report was 77% over budget due to an increase in the vendor rate compared to the previous year.

Staff development was 15% below budget due to staff turnover and cost savings due to concurrent board and staff training.

Membership dues were 45% higher than budgeted due to the expenditure of all F2024 related fees, of which \$16,705 was for the Alliance membership dues and \$19,775 for HPRO membership dues. HPRO membership dues increased for 2024. There was also a backpayment from F22 which was paid in F23.

Rent expenses were within budget (within 2%). Due to the office move, the College received its security deposit on the lease at 5775 Yonge for \$ 8,929.

Insurance was 1% below budget due to a change in the process of recording premiums. Insurance premiums are now expensed as incurred.

Office expenses were 28% lower than budgeted due to remote work.

Printing/Postage/Delivery was higher than expected (\$3,000 budgeted, \$5,693 spent) primarily due to shipping necessitated by remote work and the move.

Translation was 43% over budget (Budget \$1,000, Actual \$ 1,431). The bulk of the translation work was covered by MOH funding.

Bank charges were over budget due to payroll services and an increase in credit card interest rates.

Legal fees for general matters were 49% lower than budget for advice on governance and operational matters. Contingency funds were not utilized.

Professional fees/consultants were 37% higher than budgeted. This includes the annual audit, recruitment fees, records and data management consulting and EDI-B (Budget \$ 43,000, Actual \$57,365 where \$30,206 of the actual was for records and data management consulting).

COLLEGE OF DIETITIANS OF ONTARIO
STATEMENT OF OPERATIONS as at March 31, 2024 (AUDITED TOTALS)
FISCAL YEAR ENDING MARCH 31, 2024

(5) **Total Registration Program** expenses were underspent by 13% in comparison to the budget. (See details below)

Registration program expenses were 9% below budget. The cost of credit card fees charged by the card issuers has increased. This accounts for a significant portion of the administrative costs of renewing member licenses online each year. Computer costs associated with the registration portion of the database upgrade were within budget. Legal fees were underbudget, since a contingency was budgeted for the registration regulation submission which did not proceed. **Registration Committee** expenses were 42% less than budgeted due to virtual meetings (some were budgeted for in-person meetings). In addition, there was less consulting than budgeted required for candidate file review.

(6) **Total Quality Assurance Program** expenses were underspent by 33% in comparison to the budget. (See details below)

Quality Assurance Program expenses were 30% lower than budgeted, primarily due to lower than budgeted computer expenses. Funds were allocated for licenses/computer development related to the PPA redevelopment but did not proceed in F23. However, costs associated with temporary/contract services are higher than projected due to the hiring of a consultant to integrate and validate the tool with the new national dietetic competencies. Assessor training was also budgeted but did not occur due to timing of the PPA project. **QA Committee** expenses were 70% under budget because meetings were held virtually (some were budgeted for in-person).

(7) **Total Practice Advisory Program** expenses were underspent by 44% in comparison to the budget. (See details below)

Practice Advisory Program expenses were 17% below budget due to unutilized translation budget. Legal contingency was not fully utilized. **The Professional Practice Committee** was 76% under budget. The committee met virtually, but budgeted for some in-person meetings. Focus groups for policy work were budgeted for but were not utilized.

(8) **Patient Relations Program** incurred no expenses.

(9) **Total Standards & Compliance Program** expenses were underspent by 36% in comparison to the budget. (See details below)

Standards & Compliance Program expenses were 20% below budget due to fewer cases investigated than anticipated. The contingency for legal advice and independent 3rd party experts were under utilized.

ICRC Committee expenses were higher than budgeted due to an increase in the number of meetings held. It is difficult to predict these costs and to budget the total cost of investigations from year to year.

Discipline Committee had no expenses due to no meetings.

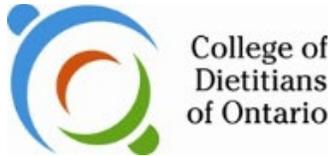
Hearings Reserve Fund had no expenses.

(10) **Amortization expense** represents the decrease in the value of a capital asset over time.

COLLEGE OF DIETITIANS OF ONTARIO
 CAPITAL ASSET PURCHASES DRAFT BUDGET
 FOR THE FISCAL YEAR ENDED MARCH 31, 2024

Board attachment 7.3

	31-Mar		
	Budget 2023/2024	Actual Purchases F2024	DESCRIPTION
<u>I - Computer equipment (hardware) replacements</u>			
7 laptops 5 replacements and 2 contingency + deployment	\$ 12,194.00	\$ 15,265.53	(7 Laptops)
		\$ 986.71	(1 tablet for board member)
4 Docking Stations	\$ 1,789.69	\$ 3,253.98	(7 Thunderbolt Dock)
Subtotal (Computer Hardware)	\$ 13,983.69	\$ 19,506.22	
<u>II - Leasehold Improvements</u>			
Changes to Office Space - CDO Sign at 175 Bloor	\$ 2,500.00	\$ -	Not required
Subtotal (Leasehold Improvements)	\$ 2,500.00	\$ -	
<u>III - Office equipment</u>			
Office furniture	\$ -	\$ -	
Subtotal (Office Furniture & Equipment)	\$ -	\$ -	
<u>IV - Non-iMIS Software</u>			
	\$ -	\$ -	
Subtotal (Computer Software - non-iMIS)	\$ -	\$ -	
<u>V - iMIS: Visual Antidote Programming Costs (Quote - Use estimate of Average Hours)</u>			
VA: General project management/ongoing fixes/unplanned task, tickets (30 hrs x \$205 x 1.13)	\$ 6,949.50	\$ 5,353.38	
VA: Gen Admin - iMIS Upgrade - PCI Compliance (8 hrs x \$205 x 1.13)	\$ 1,853.20	\$ 121.48	
VA: iMIS Dev Site Refresh (6 hrs x \$205 x 1.13)	\$ 1,389.90	\$ 242.95	
QA SDL Tool Updates (57.5 hrs x \$205 x 1.13)	\$ 13,319.88		Project occurred but not capitalized
QA 10 SSRS Reports (7 hrs x \$205 x 1.13)	\$ 1,621.55		Project occurred but not capitalized
QA PPA Pre-Assessment and Step 2 (74 hrs x 205 x 1.13)	\$ 17,142.10		Project cancelled
QA Practicing <500 hrs (22 hrs x 205 x 1.13)	\$ 5,096.30		Project occurred but not capitalized
Registration - Liability Insurance (6 hrs x \$205 x 1.13)	\$ 1,389.90		Project occurred but not capitalized
Registration - Renewal and Project Management (41 hrs x \$205 x 1.13)	\$ 9,497.65	\$ 12,451.20	
Subtotal (Computer Software - iMIS)	\$ 58,259.98	\$ 18,169.01	
Capital Assets Purchases Budget F'2023-24	\$ 74,743.67	\$ 37,675.23	



Board Briefing Note

Topic:	Advertising and Marketing Standards and Practice Guidelines
Purpose:	Decision Required
Strategic Plan Relevance:	Risk-Based and Right-Touch Regulation
From:	Professional Practice Committee

ISSUE

To review and approve the draft Advertising and Marketing Standards and Practice Guidelines (Advertising Standard), as recommended by the Professional Practice Committee (PPC), for consultation with registrants and system partners.

PUBLIC INTEREST RATIONALE

The College ensures safe, ethical, and competent dietetic practice in Ontario. Proposed Advertising Standard revisions align with CDO's Equity, Diversity, Inclusion and Belonging (EDI-B) principles, emphasizing cultural safety, population health, advertising, conflict of interest and evidence-informed practice.

BACKGROUND

The proposed Advertising Standard is intended to provide guidance to Ontario dietitians promoting dietetic services and products within the scope of dietetic practice.

The Advertising Standard was developed through literature reviews, environmental scans and consultation with system partners, an ethics researcher and legal counsel. This included consideration of EDI-B principles and concerns highlighted by the Inquiries Complaints and Reports Committee (ICRC).

At its May meeting, the PPC provided feedback on the draft Advertising Standard, and recommended it to the Board for approval in principle for consultation with registrants and system partners.

CONSIDERATIONS

The Advertising Standard provides comprehensive guidelines for dietitians and aims to uphold public trust by focusing on advertising and marketing practices that enhance client and public health, without being overly burdensome. The Standard guides dietitians and helps the public evaluate dietitian advertising, prioritizing practices that pose the greatest risk of harm.

The Board is being asked to consider the draft Advertising Standard, which includes:

- The requirement for truth and accuracy in advertising and marketing.
- Ethical considerations regarding conflict of interest, disclosures, endorsements, and sponsorships.
- Legal considerations regarding language, public interest, and reputational risk.
- Considerations for transparency, promotion, novel business practices, and emerging technologies.
- Reference to relevant legislation, and College Standards, particularly the Code of Ethics, Conflict of Interest Standard and Social Media Standard.

EQUITY IMPACT ASSESSMENT

EDI-B principles were integrated into the policy from issue analysis to content development. The standard reflects these principles, including caring and respect for the wellbeing of the audience, as well as highlighting the need for truthful and ethical advertising and marketing. Embedding the principles of ethics, including conflict of interest, highlights expectations in practice, identifying the dietitian's obligation to exercise professional judgment in the interest of the public. Further assessment of EDI-B will be examined during the consultation period.

RECOMMENDATION

Approve the draft Advertising Standard (Appendix I) in principle, as presented (or with amendments if determined by the Board), for consultation with registrants and system partners.

NEXT STEPS

If approved, the draft policy will be circulated for public consultation. The board will consider the feedback and will review the final draft policy for approval and adoption at a subsequent meeting.

ATTACHMENTS

- Appendix 1: Draft Advertising and Marketing Standards and Practice Guidelines



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Purpose

The *Advertising and Marketing Standards and Practice Guidelines* (the Standard) pertain to advertising and marketing in the context of promoting dietetic services and products within the scope of dietetic practice. Standard statements articulate the minimum level of performance expectations that must be met for the safe, competent, and ethical practice of dietitians. Practice guidelines provide suggestions and recommendations recognizing dietitians achieve safe, competent, and ethical dietetic practice in multiple ways.

The standards and guidelines are intended to serve the public (our clients), who place their trust in dietitians' expert advice when seeking to address their health and well-being through diet and nutrition. The standards are intended to guide dietitians, the College and its committees when considering dietitian practice or conduct. Dietitians should also consider their organizational and/or any employer advertising and marketing policies. These are meant to be used with relevant legislation, the [Code of Ethics](#), and other College [standards and guidelines](#).

Relevant legislation would include the [Competition Act](#), which applies to advertising and marketing in dietetic practice, and Canada's [Anti-Spam Legislation](#) (CASL), which protects consumers from misuse of digital technology, like internet marketing. Dietitians must comply with applicable laws when providing dietetic care.

Standards are necessary to ensure dietitians' food and nutrition expertise is safely, ethically, and competently exercised on their clients' behalf. Having the title "registered dietitian" indicates a professional obligation, and social contract with the public.

Standard Statements

STANDARD 1: Dietitians must ensure their advertising and marketing is truthful and accurate.

A registered dietitian demonstrates the standard by:

- a. Providing factual, evidence-informed, easy-to-understand information when promoting dietetic services, products, and fees.
- b. Avoiding false, fraudulent, deceptive, inaccurate, misleading, or unfair statements, or claims that could improperly influence consumer behaviour.
- c. Understanding and applying criteria for acceptable [advertising](#) and [marketing](#) in Canada.
- d. Reviewing advertising and marketing placed by others on their behalf (e.g., employers or third parties) to ensure it meets the minimum expectations in the Standard and complies with any relevant guidelines and legislation. If not, dietitians take reasonable steps to correct the advertisement and document the steps they have taken.

STANDARD 2: Dietitians must ensure their advertising and marketing is ethical and professional.

A registered dietitian demonstrates the standard by:

- a. Providing transparent disclosure and including clear and prominent terms and conditions, as required by law, when offering gifts, giveaways, incentives, discounts, prizes, promotions, loyalty or bonus points, and contests for or towards dietetic services to consumers, or other products related to the practice of dietetics.
- b. If seeking or using a professional endorsement by another healthcare professional, ensuring the endorser¹ has both sufficient expertise and personal knowledge of the dietitian's competence, and that such an endorsement supports the public in accessing relevant dietetic services.
- c. Not soliciting individual or potential clients for unrequested dietetic care by directly contacting them (e.g. by phone). It is acceptable to solicit business if clients are groups or organizations and if the solicitation otherwise complies with CDO standards and relevant legislation.
- d. Ensuring advertising and marketing, including website social media pages and accounts, does not display the College of Dietitians of Ontario (CDO) logo as they misleadingly imply an endorsement by CDO.

Practice Guidelines:

Dietitians are encouraged to:

- I. Review any advertising and marketing to ensure consistency with principles of equity, diversity, inclusion and belonging, to demonstrate caring and respect of the wellbeing of the audience.
- II. Consider how the dietitian's overall advertising and marketing profile, and partnerships, align with the interest of the health of the public and shapes the public's understanding, perception, and inherent trust in the profession (e.g. consumers should be able to distinguish a dietitian's expert recommendation versus endorsement of a product or service).
- III. Target advertising to groups of clients versus individual clients (e.g. newsletter, social media post) to avoid direct solicitation.
- IV. Consider if laws in other jurisdictions may apply to advertisements or marketing seen by consumers in other jurisdictions (e.g., United States). While many countries have similar laws and policies related to endorsements, dietitians may need to check and confirm other guidelines (e.g., Federal Trade Commission endorsement guidelines).
- V. Consider careful use of photos (e.g., before and after) or videos of clients, ensuring that they are accurate, portray typical outcomes and inform clients that outcomes may vary. Images should:
 - i. be presented without manipulation (e.g. filters, artificial intelligence).

¹ An endorser is someone who shares their experience, views, or opinions of a dietitian registrant.

- ii. only be used if the client (or their substitute decision maker) has expressly consented to the use of the photo regardless of being identified or de-identified. Photos should not contain a testimonial statement.
- iii. follow the [Social Media Standards and Guidelines](#) (Standard 8) regarding disclosure and publication of client personal health information via social media, or other channels.

STANDARD 3: Dietitians must actively avoid conflicts of interest in advertising and marketing.

A registered dietitian demonstrates the standard by:

- a. Avoiding and preventing conflicts of interest, and situations that could be potential or perceived conflicts of interest, wherever possible when advertising and promoting products and dietetic services, including on social media.
- b. Consistently identifying all relationships that could potentially constitute conflicts of interest. This includes identifying any opportunity for personal gain or financial or material connections with entities that have an interest in the outcome of a dietitian's advice, recommendation, or judgment; and recognizing that such relationships risk undermining the dietitian's primary obligation to exercise independent, expert judgment on a client's or the public's behalf.
- c. Managing all unavoidable conflicts of interest through transparent reporting and reorganization of roles and responsibilities to ensure independent judgment, the priority of client and public interests, and professional integrity.
- d. Transparently, consistently, and meaningfully disclosing all interactions with any entity with a financial or other material connection that could be broadly relevant to the dietitian's advice or activities. This includes, but is not limited to, product endorsements, brand partnerships, sponsorships, ambassadorships, affiliate links, marketing programs and/or refer-a-friend marketing. Each disclosure must include a statement explaining the entity's relevance where it would improve transparency (e.g. trade association X sponsored this event which lobbies on behalf of the X industry).
- e. Carefully considering whether to accept a gift, discount, or other benefit from an advertiser or other third party. If it could create an actual or perceived conflict of interest, avoid any gifts, giveaways, or prizes including advertising a product on the basis that the company offered a gift or other personal benefit. At a minimum, any such benefit received by a dietitian must be disclosed, even if it is not an endorsement.
- f. Complying with any applicable advertising laws, standards, and guidelines, including the [Standards and Guidelines for Professional Practice – Conflict of Interest](#).
- g. Avoid using the RD title to promote non-dietetic practice (business or hobby). Be aware of conflicts of interest that could arise when a dietitian leverages the title to promote unrelated products or services through a social media account that identifies them as a dietitian. For example, promoting a non-dietetic jewellery business or endorsing an airline, when using the RD title.

Practice Guidelines

Dietitians are encouraged to:

- I. Evaluate the potential risks posed by all conflicts of interest. For example, consider whether the endorsement of a specific brand or product is transparent, honest, evidence-informed, ethical, is consistent with the interest of health of the public, and upholds the reputation of the profession.
- II. Before entering into any business relationships relating to advertising or marketing, conduct a thorough review and evaluate the potential for conflicts of interest and the severity and magnitude of the risks involved. This may include the risk of failing to prioritize clients and the public interest, the risk for reputational damage, and loss of public trust in the profession.
- III. Carefully consider whether any [lead generation](#) service complies with all relevant legal and ethical requirements, including conflict of interest standards and advertising standards.

STANDARD 4: Dietitians must be accountable and responsible in their advertising and marketing.

A registered dietitian demonstrates the standard by:

- a. Avoiding statements that imply or state a dietitian's services are better than those offered by other dietitians.
- b. Presenting information clearly and understandably, avoiding ambiguity or confusion.
- c. Avoiding the use of an inappropriate term, title, or designation in respect of a dietitian's practice (e.g., using the word "specialist" title, or modifying RD title or self-description).

Practice Guidelines:

Dietitians are encouraged to:

- I. Provide the public with information about their RD practice, such as information on the types of services available, the dietitian's education and training, and accurate and verifiable statements about any additional training, qualifications, and services.
- II. Avoid claiming or implying expertise that is misleading or suggests guaranteed outcomes to clients regarding dietetic services, products, and fees.
- III. Consider clarity in advertising and marketing, such as using easy to understand language.

STANDARD 5: Dietitians must not solicit clients, former clients or caregivers for testimonials or reviews, nor post or link to testimonials or reviews.

A registered dietitian demonstrates the standard by:

- a. Ensuring advertising and marketing within the dietitian's [control](#) does not include, link to, or solicit reviews. This could include Google reviews, insurance, and other industry, or health professional rating sites.

- b. Not incentivizing clients and others to provide testimonials or reviews of a dietetic service or product.
- c. Taking reasonable steps to remove testimonials from advertising, including contacting your employer or third party (e.g., a marketing agency) to explain professional obligations for advertising.

Practice Guidelines:

Dietitians are encouraged to:

- I. Consider how they interact with public review sites and comments made by clients or others.
- II. Consider use of aggregate evaluation data to advertise services instead of individual client testimonials.

Glossary

Advertising or advertisement: Any communication or message whether paid or unpaid in a public space that promotes a registrant dietitian, their dietetic services, clinic, practice, or related products. The content is either controlled directly or indirectly by the dietitian and the intent is to influence choices, opinions, or behaviour of clients or the public.

Affiliate (links, marketing, or programs): a marketing arrangement/strategy where monetary commission (or something of value) is provided when one party promotes another party's product or service. This might be in response for traffic or purchases to an organization's website, social media post or other content. For example, a benefit may be given to the dietitian, or a discount may be provided to the dietitian's clients or followers in exchange for number of client visits, client sign-ups or sales.

Ambassador: see partnership

Brand promotion: see promotion

Client: the recipient of dietetic service regardless of setting (e.g., an individual, population, employee, business, employer, or agency).

Deceptive or misleading (advertising): advertising material information that has the capacity for influence, that is not based on evidence or fact or leads the audience to believe something inaccurate or leaves out key information.

Endorsement: represents the experience, views, or opinions of a dietitian. Endorsement of a product, dietitian colleague or other professional may entail an exchange between the dietitian and a third party (i.e., free product in exchange for writing about it/them; financial incentive with the expectation that the user will promote and discuss the product/person on social media). Endorsement typically entails some personal (e.g., career advancement, recognition, status) and/or financial gain. An endorsement differs from a recommendation.

*(*will add link to FAQ document clarifying differences)*

Gifts, giveaways, and prizes (for clients, consumers, and the public): there is a distinction between gifts and prizes. A gift may be considered something that is typically offered free to a significant proportion of consumers. Gifts may be conditional, provided financial obligations are clear, and there is an additional benefit to consumers. A prize is typically something awarded, and the rules must be clear to those participating.

Control (re: advertising and marketing): the degree to which dietitians have, as opposed to others, control over the marketing and advertising messaging in their practice.

Lead Generation: process of attracting and generating consumer interest for a product or service and converting that interest into a sale or client. Some agencies provide this lead

generation service to businesses through a variety of sources or activities (e.g. digital marketing, telemarketing, etc.).

Marketing: the activity or business of promoting and selling products or services

Material connection: a connection between a producer or provider of a product or service and a dietitian that affects how a consumer evaluates the dietitian's independence from the product, service or person being promoted. Material connections may affect the weight and credibility of the message and include but are not limited to exchanges of value such as payments (money or commission), employment, free products, services, discounts, gifts, contest entries, free trips or tickets to events, other perks, as well as, personal or family relationships.

Promotion, including brand promotion: advertising or marketing of a product, service, organization, person, or venture with the goal of increasing sales, growing a target market, or raising public awareness of a service and product available for purchase. Promotion may include brand promotion – promotion of a specific type of product by a specific company under a specific name – or unbranded promotion, such as promotion and raising public awareness around a condition for which the promoter markets a service or product that serves as a treatment.

Partnership, including brand partnership, ambassadorship, or exclusivity: an agreement to collaborate between a dietitian and two or more parties to create or promote products or services. Partnerships may include engagement by brand – where dietitians and other parties may have various levels of control and responsibility. This may include employment, engagement for a period, with roles, responsibilities, deliverables, and time set out via a contract.

Recommendation: suggestion or advice regarding the use of a specific product, appropriate to client and public needs. Should be evidence-informed and may represent a dietitian's experience, views, or opinions. Recommendations do not have any personal or financial gain (i.e., no exchange between the company and user, no expectation that the user will promote and discuss the product on social media). A recommendation differs from an endorsement. (**will add link to FAQ document clarifying differences*)

Review: description or rating reflecting an experience with a registrant, product or dietetic services that is managed by an independent third party with no relationship with the registrant or an employer of a registrant (e.g., Google reviews, independent website star ratings, etc.). The content of reviews is not easily removed or controlled. A review differs from a testimonial. (**add link to FAQ document clarifying differences*)

Solicitation: offering a good or service for purchase. This includes actively targeting, contacting, or attempting to contact an individual or a client directly, for dietetic services that is not being

sought from the client themselves. Responding to client-initiated contact is not direct solicitation.

Sponsorship: One party provides financial, material, resources, or other support to a dietitian in exchange for the opportunity to promote the party's products or services.

Testimonial: A client testimonial is a personal testament or statement from an individual client, former client or caregiver about the services received from a dietitian. The statement may affirm the performance, quality or value of a registrant, product, or service. Testimonials are chosen by a registrant, organization (e.g., employer) or third party, and these users have influence over the testimonial's content and visibility. A testimonial differs from a review. *(*add link to FAQ document clarifying differences)*

Verifiable: supported by evidence and science if making any scientific or nutritional claims.

Resources

College of Dietitians of Ontario

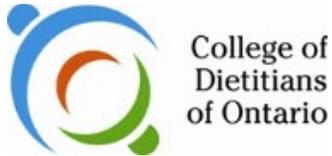
- [Advertising and Solicitation article](#)
- [Social Media Standards and Guidelines](#)
- [Testimonials and Direct Solicitation of Clients article](#)

Legislation

- *Health Care Consent Act, 1996*. Available from: <http://www.ontario.ca/laws/statute/96h02>
- *Professional Misconduct Regulation, 1991*. Available from: <https://www.ontario.ca/laws/regulation/930680>
- *Personal Health Information Protection Act, 2004*. Available from: <https://www.ontario.ca/laws/statute/04p03>

Other

- Ad Standards. (2019). [The Canadian Code of Advertising Standards](#)
- Ad Standards. (2023). [Influencer Marketing Disclosure Guidelines](#)
- Competition Bureau Canada. (2022) [Influencer Marketing and the Competition Act](#)
- Competition Bureau Canada. (2024). [Misleading representations and deceptive marketing practices](#)
- Federal Trade Commission. (2019). [Disclosures 101 for Social Media Influencers](#)



Board Briefing Note

Topic:	Bylaw 1 Amendments
Purpose:	Decision Required
Strategic Plan Relevance:	Governance Modernization and Enhancing Public Trust
From:	Governance Committee

ISSUE

To consider amendments to Bylaw 1 as recommended by the Governance Committee.

PUBLIC INTEREST RATIONALE

Good governance is at the heart of effective professional regulation and decision-making in the public interest. The proposed bylaw changes are reflective of modern governance practices intended to strengthen public trust in the regulatory framework.

BACKGROUND

At its June 2022 meeting, the Board approved a governance modernization roadmap that reflects best practices in regulatory governance, including the reduction of the Executive Committee's role. This governance structure is designed to further the CDO's public protection mandate while strengthening public trust.

At its December 2023 meeting, the Board approved amendments to the Executive Committee's terms of reference to reduce its role and redistribute responsibilities to the Audit and Governance Committees. This change requires amendments to Bylaw 1 to empower the Board to operate with limited involvement by the Executive Committee, meet more quickly and to address the Committee roles specified within it.

At its June 2024 meeting, the Governance Committee considered proposed amendments to Bylaw 1. The proposed amendments were approved by the Committee, for recommendation to the Board.

CONSIDERATIONS

Clarifications to Bylaw 1

During the bylaw review, the following housekeeping items were identified that required amendments for clarification, consistency and corrections. A chart with the existing sections, the proposed amendment and rationale is included for consideration in *Appendix 1*.

- **Term of office for elected directors:** Wording added to clarify the start and end date of an elected board director's term as beginning on the first meeting after the board elections (excluding special meetings) and ends the day before their successor takes office. This is not explicit in the current version of the bylaw, and more clarity will reduce any potential for confusion around term start and end dates.
- **Eligibility for election to the Board:** Redundant wording was removed and changed for consistency.
- **Term of office for committee appointees:** Clarification has been added to the term limit for committee appointees, addressing an inconsistency within s.8.5. The nine year term limit applies to committee appointees generally, not to a person's appointment to a particular committee.
- **Removal of elected director:** Correction made to bylaw cross-reference.
- **Eligibility for committee appointment:** Wording was added to clarify how the cooling off period is calculated and was changed for consistency with the board term limits.
- **Disqualification of committee appointee:** Correction made to bylaw cross-reference.
- **Notice given to the Board to enact, amend or revoke a bylaw:** Correction made to bylaw cross-reference.
- **Responsibilities of the Governance Committee:** Includes new responsibilities as a result of the Executive Committee's reduced role (see agenda item 14.2).
- **Responsibilities of the Finance and Audit Committee:** Includes new responsibilities as a result of the Executive Committee's reduced role and a change of name. (see agenda item 14.1)
- **Elimination of the Elections Committee:** to merge its duties with the Governance Committee and amend its composition (see agenda item 14.2).

- **Composition of the Patient Relations Committee:** amended to align the composition of the Patient Relations Committee with the members of the Executive Committee (see agenda item 7.3).

Other substantive changes

Reduced Notice for Special Meetings of the Board

The notice period for special meetings of the Board has been reduced from five days to three days and empowers the Board to waive the notice period should the situation require and if decided unanimously. This allows the Board to be nimbler and able to quickly assemble to address pressing matters.

A three day notice period and option to waive meeting notice is consistent with the current practices of other Ontario health colleges.

Cooling Off Period for Committee Members

The cooling off period for committee appointees has been increased from one year to three years, aligning with the cooling off period for Board directors. Increasing the minimum amount of time for reappointment eligibility aligns with governance best practices. Cooling off periods of sufficient length can enhance transparency and promote objectivity and diverse perspectives in the College's work. For individuals, cooling off periods can offer a chance to reflect and refresh their perspective.

RECOMMENDATION

To approve the proposed amendments as presented, or as revised, to Bylaw 1 to come into effect immediately.

The bylaw amendments do not require circulation under the RHPA.

ATTACHMENTS

- Appendix 1: Bylaw 1 – Proposed Changes Chart
- Appendix 2: Bylaw 1 – Tracked
- Appendix 3: Bylaw 1 – Clean

Summary of Proposed Changes to By-law 1

Existing Clause	Proposed New Clause	Rationale for Change
<p>3.5 Term of Office</p> <p>The term of an elected director is approximately three (3) years starting at the first Board of Directors meeting after the election of directors and the director will continue in office until their successor takes office in accordance with the by-laws.</p>	<p>3.5 Term of Office</p> <p>The term of an elected director is approximately three (3) years starting at <u>on the first day of</u> the first <u>scheduled</u> Board of Directors meeting after the election of directors <u>(excluding any special meetings)</u> and the director will continue in office until <u>the day before</u> their successor takes office in accordance with the by-laws.</p>	<p>Clarifies that there is no overlap between directors' terms.</p>
<p>3.6 Maximum Term or Service as Committee Member</p> <p>Subject to section 3.7, a director or registrant who has served nine consecutive years on the Board of Directors or as a committee appointee, or in any combination of the two offices, is ineligible for election to the Board of Directors until the third calendar year after the year in which the registrant last served as an elected director or committee appointee.</p>	<p>3.6 Maximum Term or <u>Maximum</u> Service as Committee Member</p> <p>Subject to section 3.7, a director or registrant who has served nine <u>(9)</u> consecutive years on the Board of Directors or as a committee appointee, or in any combination of the two offices, is ineligible for election to the Board of Directors until the third calendar year after the year in which the registrant last served as an elected director or committee appointee <u>to serve on the Board of Directors for a minimum of three (3) years thereafter. This 36 month period is calculated from the date the director or registrant last served as an elected director or committee member, to the first day of the first scheduled Board of</u></p>	<p>Reworded for clarity</p>

	<p><u>Directors meeting after the election of directors (excluding any special meetings).</u></p>	
<p>3.10 Eligibility for Election to Board of Directors</p> <p>A registrant is eligible for election to the Board of Directors if, on the date of election or acclamation:</p> <p>[...]</p> <p>(e) the registrant’s certificate of registration has not been revoked or suspended in the six years preceding the date of the election for any reason other than nonpayment of fees;</p> <p>[...]</p> <p>(g) the registrant has not been disqualified by the Board of Directors in the three years preceding the date of the election as a result of a breach of a code of conduct or policy on conduct approved by the Board of Directors or a breach of the conflict of interest provisions of this by-law;</p> <p>[...]</p>	<p>3.10 Eligibility for Election to Board of Directors</p> <p>A registrant is eligible for election to the Board of Directors if, on the date of election or acclamation, <u>or as of such other date specified below:</u></p> <p>[...]</p> <p>(e) the registrant’s certificate of registration has not been revoked or suspended in the <u>preceding six (6) years</u> preceding the date of the election for any reason other than nonpayment of fees;</p> <p>[...]</p> <p>(g) the registrant has not been disqualified by the Board of Directors in the <u>preceding three (3) years</u> preceding the date of the election as a result of a breach of a code of conduct or policy on conduct approved by the Board of Directors or a breach of the conflict of interest provisions of this by-law;</p> <p>[...]</p>	<p>Removed redundant wording, because the default relevant reference date for all clauses in s. 3.10 is the date of election/acclamation.</p> <p>Removed redundant wording, because the default relevant reference date for all clauses in s. 3.10 is the date of election/acclamation.</p>

<p>(r) the registrant is not an employee of the College and has not been an employee of the College within the previous two (2) years;</p> <p>(s) the registrant is not an applicant for employment at the College and has not applied for employment at the College within the previous year;</p> <p>[...]</p> <p>(x.1) the registrant does not, and did not within the previous three (3) years, hold a leadership, employment or contractual role with an international, national or provincial association or organization that advances the interests of dietitians, has policy making responsibilities for dietitians, or oversees the regulation of dietitians;</p> <p>(y) the registrant has served nine consecutive years as a director or committee appointee, or in any combination of the two offices, and at least three calendar years have passed after the year in which the registrant last served as a director or committee appointee; or</p> <p>(z) the registrant is not ineligible because of section 3.6.</p>	<p>(r) the registrant is not an employee of the College and has not been an employee of the College within the previous <u>preceding</u> two (2) years;</p> <p>(s) the registrant is not an applicant for employment at the College and has not applied for employment at the College within the previous <u>preceding</u> year;</p> <p>[...]</p> <p>(x.1) the registrant does not, and did not within the previous <u>preceding</u> three (3) years, hold a leadership, employment or contractual role with an international, national or provincial association or organization that advances the interests of dietitians, has policy making responsibilities for dietitians, or oversees the regulation of dietitians; <u>or</u></p> <p>(y) the registrant has served nine consecutive years as a director or committee appointee, or in any combination of the two offices, and at least three calendar years have passed after the year in which the registrant last served as a director or committee appointee; or</p> <p>(z) <u>on the first day of the first scheduled Board of Directors meeting after the election of directors (excluding any special meetings),</u></p>	<p>Changed for consistency</p> <p>Changed for consistency</p> <p>Changed for consistency</p> <p>Deleted because it is redundant, in light of (z) below.</p>
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	the registrant is <u>would not be</u> ineligible because of section 3.6.	
<p>3.12 Eligibility and Election Disputes</p> <p>Disputes as to whether a registrant is eligible for election or to vote in an election will be determined by the Elections Committee. Disputes relating to the election of an elected director shall be dealt with by the Elections Committee which shall investigate the facts and report its findings and recommendations to the Board of Directors for such decision as the Board of Directors considers appropriate.</p>	<p>3.12 Eligibility and Election Disputes</p> <p>Disputes as to whether a registrant is eligible for election or to vote in an election will be determined by the Elections <u>Governance</u> Committee. Disputes relating to the election of an elected director shall be dealt with by the Elections <u>Governance</u> Committee which shall investigate the facts and report its findings and recommendations to the Board of Directors for such decision as the Board of Directors considers appropriate.</p>	<p>Updated to reflect governance modernization that shifts elections duties to Governance Committee and that eliminates the Elections Committee.</p>
<p>4.3 Removal of Elected Director</p> <p>The following procedure applies to the disqualification and removal of an elected director:</p> <p>(a) If another director believes that an elected director meets one or more of the criteria for disqualification in section 4.10, they shall advise the Registrar and Executive Committee in writing. [...]</p>	<p>4.3 Removal of Elected Director</p> <p>The following procedure applies to the disqualification and removal of an elected director:</p> <p>(a) If another director believes that an elected director meets one or more of the criteria for disqualification in section 4.10, they shall advise the Registrar and Executive Committee in writing. [...]</p>	<p>Bylaw cross-reference correction</p>
<p>7.4 Special Meetings</p> <p>A special meeting of the Board of Directors may be called by the Chair of the Board or the majority of directors by submitting to the</p>	<p>7.4 Special Meetings</p> <p>A special meeting of the Board of Directors may be called by the Chair of the Board or the majority of directors by submitting to the</p>	<p>This shortens the minimum required notice period for special meetings of the board from five days to three, and also allows for unanimous waiver of notice by the board.</p>

<p>Registrar a written request for the meeting containing the matter or matters for decision at the meeting. The Registrar shall provide notice of the meeting to each director not less than five days before the date of the special meeting. The notice shall state the date, time and place of the meeting and the general nature of the business to be transacted.</p>	<p>Registrar a written request for the meeting containing the matter or matters for decision at the meeting. The Registrar shall provide notice of the meeting to each director not less than five <u>three</u> days before the date of the special meeting, <u>unless notice is unanimously waived by the Board of Directors</u>. The notice shall state the date, time and place of the meeting and the general nature of the business to be transacted.</p>	<p>This is consistent with the practices of some other regulatory bodies. A few examples of other Ontario health regulators’ notice periods:</p> <ul style="list-style-type: none"> - College of Nurses: 3 days, but board members can “at any time, waive notice of a meeting” - Naturopaths: 5 days, but board can waive notice - Massage Therapists: 5 days, but board can unanimously waive notice - Physios: 5 days, but board can waive notice - CPSO, chiropractors: 5 days - Homeopaths: bylaw provision for special meetings without notice: <p>“11.18 – Special Meetings Without Notice</p> <p>A special meeting may also be held without notice at any date, time and place provided that all members of Council are present in person or in a manner that allows them to participate in discussion simultaneously and instantaneously (including audio or video conferencing) or if all the absent Council Members have consented, in writing or electronically, to the holding of such a special meeting.”</p> <p>Note that bylaw s. 17.2 current requires 10 days’ notice for any bylaw change; this presumably applies equally to special meetings.</p>
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<p>8.1 Establishment and Appointees</p> <p>The Board of Directors may from time to time establish non-statutory or ad hoc committees and set the duties and composition and appoint the members of each committee. In appointing members to a non-statutory or ad hoc committee the Board of Directors will give due consideration to the recommendations, if any, of the Executive Committee.</p>	<p>8.1 Establishment and Appointees</p> <p>The Board of Directors may from time to time establish non-statutory or ad hoc committees and set the duties and composition and appoint the members of each committee. In appointing members to a non-statutory or ad hoc committee the Board of Directors will give due consideration to the recommendations, if any, of the Executive <u>Governance</u> Committee.</p>	<p>Committee recommendations are made based on Governance Committee recommendations rather than Executive, as part of governance modernization.</p>
<p>8.2 Appointment to Committees</p> <p>The Board of Directors will at the first regular Board of Directors meeting following each scheduled election of directors appoint the members of each committee and a chair of each committee in a manner prescribed by the Board of Directors from time to time. In appointing members to committees the Board of Directors will give due consideration to the recommendations, if any, of the Executive Committee. The Board of Directors may from time to time vary appointments and remove the chair of any committee.</p>	<p>8.2 Appointment to Committees</p> <p>The Board of Directors will at the first regular Board of Directors meeting following each scheduled election of directors appoint the members of each committee and a chair of each committee in a manner prescribed by the Board of Directors from time to time. In appointing members to committees the Board of Directors will give due consideration to the recommendations, if any, of the Executive <u>Governance</u> Committee. The Board of Directors may from time to time vary appointments and remove the chair of any committee.</p>	<p>Committee recommendations are made based on Governance Committee recommendations rather than Executive, as part of governance modernization.</p>
<p>8.4 Eligibility for Committee Appointment</p> <p>The Board of Directors may appoint a registrant who is not a director to serve on a committee if,</p>	<p>8.4 Eligibility for Committee Appointment</p> <p>The Board of Directors may appoint a registrant who is not a director to serve on a committee if, <u>as of the date of the</u></p>	<p>Added text “as of the date of the appointment” is parallel s. to 3.10 (where timing is calculated “as of the date of the election”). This is intended to clarify time calculations.</p>

<p>[...]</p>	<p><u>appointment, or as of such other date specified below,</u></p> <p>[...]</p>	
<p>(h) the registrant practises dietetics in Ontario or resides in Ontario;</p>	<p>(h) the registrant practises <u>is engaged in the practice of</u> dietetics in Ontario or, <u>if the registrant is not engaged in the practice of dietetics, principally</u> resides in Ontario;</p>	<p>Reflects language from 3.10(h) (except without reference to byelections before April 2024 since that's irrelevant now)</p>
<p>[...]</p> <p>(s) the registrant is not an employee of the College and has not been an employee of the College during the previous two (2) years;</p>	<p>[...]</p> <p>(s) the registrant is not an employee of the College and has not been an employee of the College during the previous <u>preceding</u> two (2) years;</p>	<p>Language changed for consistency</p>
<p>(t) the registrant is not an applicant for employment at the College and has not applied for employment at the College during the previous year;</p>	<p>(t) the registrant is not an applicant for employment at the College and has not applied for employment at the College during the previous <u>preceding</u> year;</p>	<p>Language changed for consistency</p>
<p>[...]</p> <p>(y) the registrant does not hold a position that would cause the registrant to have a conflict of interest by virtue of having competing fiduciary obligations to both the College and another organization including but not limited to having or had during the previous year a leadership, employment or contractual role with an international, national or provincial association or organization that advances the interests of</p>	<p>[...]</p> <p>(y) the registrant does not hold a position that would cause the registrant to have a conflict of interest by virtue of having competing fiduciary obligations to both the College and another organization; including but not limited to having or had during the previous year a leadership, employment or contractual role with an international, national or provincial association or organization that advances the interests of</p>	<p>Amended to reflect the wording in sections 3.10 (x) and (x.1) including creating a separate clause (y.1), and also to provide for the same 3 year "cooling off" period for committee members that applies to board members for consistency.</p>

<p>dietitians, has policy making responsibilities for dietitians, or oversees the regulation of dietitians;</p>	<p>dietitians, has policy making responsibilities for dietitians, or oversees the regulation of dietitians;</p> <p><u>(y.1) the registrant does not, and did not within the preceding three (3) years, hold a leadership, employment or contractual role with an international, national or provincial association or organization that advances the interests of dietitians, has policy making responsibilities for dietitians, or oversees the regulation of dietitians; or [...]</u></p>	
<p>8.5 Term of Office of Committee Members</p> <p>The term of office of a committee appointee is approximately three (3) years from the date of appointment or re-appointment to a committee. A committee appointee shall not be a member of the same committee of the College for more than nine (9) consecutive years. A member who has served as a committee appointee for nine (9) consecutive years is not eligible for appointment as a committee appointee until at least one year has passed since the member last served as a committee appointee.</p>	<p>8.5 Term of Office of Committee Members</p> <p>The term of office of a committee appointee is approximately three (3) years from the date of appointment or re-appointment to a committee. <u>A No person may serve as a committee appointee shall not be a member of the same committee of the College</u> for more than nine (9) consecutive years. A <u>member person</u> who has served as a committee appointee for nine (9) consecutive years is not eligible for appointment as a committee appointee <u>until for</u> at least <u>one three (3) years</u> has passed since <u>from</u> the date the <u>member person</u> last served as a committee appointee.</p>	<p>Clarifies that the nine year term limit applies to committee appointees generally, not to a person's appointment to a particular committee. As well, the waiting period to serve again as a committee appointee is increased to three (3) years to be consistent with the waiting period to serve again on the board.</p>
<p>8.7 Committee Vacancies</p> <p>The Executive Committee may appoint persons to fill any vacancies in the</p>	<p>8.7 Committee Vacancies</p> <p>The Executive Committee may appoint persons to fill any vacancies in the</p>	<p>This provides a possible role for the Governance Committee in recommending these urgent committee appointments, for consistency with other committee appointment processes.</p>

<p>membership or chair of a committee, other than the Executive Committee, and it must make an appointment to fill a vacancy on a committee if it is necessary for the committee to achieve quorum or to comply with the Act or regulations. A member of a committee appointed by the Executive Committee is subject to confirmation by the Board of Directors at its next meeting.</p>	<p>membership or chair of a committee, other than the Executive Committee, and it must make an appointment to fill a vacancy on a committee if it is necessary for the committee to achieve quorum or to comply with the Act or regulations. <u>The Executive Committee may seek the Governance Committee's recommendation when making such an appointment.</u> A member of a committee appointed by the Executive Committee is subject to confirmation by the Board of Directors at its next meeting.</p>	
<p>9.1 Disqualification Criteria A committee appointee is disqualified from sitting on a committee if the member meets one or more of the following criteria:</p> <p>(a) the Executive Committee determines that the appointee had not met one or more of the eligibility requirements in section 3.10;</p> <p>(b) the appointee after being appointed ceases to meet one or more of the eligibility requirements in section 3.10;</p>	<p>9.1 Disqualification Criteria A committee appointee is disqualified from sitting on a committee if the member meets one or more of the following criteria:</p> <p>(a) the Executive Committee determines that the appointee had not met one or more of the eligibility requirements in section 3.10 <u>8.4</u>;</p> <p>(b) the appointee after being appointed ceases to meet one or more of the eligibility requirements in section 3.10 <u>8.4</u>; [...]</p>	<p>Cross-references to other bylaw sections are corrected.</p>
<p>11.12 Composition of the Patient Relations Committee</p> <p>The Patient Relations Committee shall be composed of:</p> <p>(a) at least two elected directors;</p> <p>(b) at least two public directors; and</p>	<p>11.12 Composition of the Patient Relations Committee</p> <p>The Patient Relations Committee shall be composed of:</p> <p>(a) at least two elected directors;</p> <p>(b) at least two public directors; and</p>	<p>The Patient Relations Committee will consist of the same individuals who are on the Executive Committee.</p> <p>Note: in effect, this drops the minimum required number of public members from 2 to 1.</p>

(c) at least one committee appointee.	(c) at least one committee appointee the members of the Executive Committee.	
<p>12. NON-STATUTORY COMMITTEES</p> <p>12.1 Composition of Elections Committee</p> <p>The Elections Committee shall be a non-statutory committee of the College composed of three public directors.</p>	<p>12. NON-STATUTORY COMMITTEES</p> <p>12.1 Composition of Elections Committee</p> <p>The Elections Committee shall be a non-statutory committee of the College composed of three public directors.</p>	As Part of governance modernization, Elections Committee responsibilities are being transferred to the Governance Committee.
<p>12.2 Responsibilities of the Elections Committee</p> <p>The Elections Committee’s responsibilities are as follows:</p> <p>(a) dealing with disputes relating to election of elected directors;</p> <p>(b) dealing with disputes relating to the distribution by the College of election material prepared by a candidate for election;</p> <p>(c) studying and making recommendations to Board of Directors on improving the election process; and</p> <p>(d) any other responsibilities as may be assigned by Board of Directors or the Executive Committee from time to time.</p>	<p>12.2 Responsibilities of the Elections Committee</p> <p>The Elections Committee’s responsibilities are as follows:</p> <p>(a) dealing with disputes relating to election of elected directors;</p> <p>(b) dealing with disputes relating to the distribution by the College of election material prepared by a candidate for election;</p> <p>(c) studying and making recommendations to Board of Directors on improving the election process; and</p> <p>(d) any other responsibilities as may be assigned by Board of Directors or the Executive Committee from time to time.</p>	As Part of governance modernization, Elections Committee responsibilities are being transferred to the Governance Committee.
<p>12.4 Responsibilities of the Registrar Performance and Compensation Review Committee</p>	<p>12.4 Responsibilities of the Registrar Performance and Compensation Review Committee</p>	Committee terms of reference are mentioned here to clarify that they are an additional source for committee responsibilities.

<p>The Registrar Performance and Compensation Review Committee’s responsibilities are as follows: (a) annually conduct a performance review of the Registrar and present the results of that review to the Board of Directors; (b) every three years conduct a compensation review for the Registrar, which must include a market survey, and present the results of the review to Board of Directors; (c) present recommendations annually to the Board of Directors respecting changes to the compensation (including salary and benefits) to be provided to the Registrar; and (d) any other responsibilities as may be assigned by the Board of Directors or the Executive Committee from time to time.</p>	<p>The Registrar Performance and Compensation Review Committee’s responsibilities are as follows: (a) annually conduct a performance review of the Registrar and present the results of that review to the Board of Directors; (b) every three years conduct a compensation review for the Registrar, which must include a market survey, and present the results of the review to Board of Directors; (c) present recommendations annually to the Board of Directors respecting changes to the compensation (including salary and benefits) to be provided to the Registrar; and (d) any other responsibilities <u>described in the committee’s Terms of Reference</u> or as may be assigned by the Board of Directors or the Executive Committee from time to time.</p>	
<p>12.5 Composition of the Audit Committee</p> <p>The Audit Committee shall be a non-statutory committee of the College composed of two members of the Executive Committee, excluding the Chair and Vice-Chair of the Board, and two other directors. There must be two elected directors and two publicly appointed directors on the Committee.</p> <p>The Audit Committee’s responsibilities are as follows:</p>	<p>12.5 Composition of the <u>Finance and Audit</u> Committee</p> <p>The <u>Finance and</u> Audit Committee shall be a non-statutory committee of the College composed of two members of the Executive Committee, excluding the Chair and Vice-Chair of the Board, and two other directors. There must be two elected directors and two publicly appointed directors on the Committee.</p> <p>12.5.1 Responsibilities of the <u>Finance and Audit</u> Committee</p>	<p>Divided provision into two separate sections (12.5 and 12.5.1) for consistency.</p>

<p>(a) meet at least once a year with the College’s auditors; (b) review draft audit reports prepared by the College’s auditors; (c) receive and oversee the implementation of recommendations made by the College’s auditors; and (d) any other responsibilities as may be assigned by the Board of Directors or the Executive Committee from time to time.</p>	<p>The <u>Finance and Audit Committee’s</u> responsibilities are as follows: (a) meet at least once a year with the College’s auditors; (b) review draft audit reports prepared by the College’s auditors; (c) receive and oversee the implementation of recommendations made by the College’s auditors; and <u>(d) review and approve the annual budgets submitted by the Registrar, for recommendation to the Board of Directors; and</u> (e) <u>any other responsibilities relating to financial planning and reporting, external audit, internal controls, or policy review as described in the committee’s Terms of Reference or as may be assigned by the Board of Directors or the Executive Committee from time to time.</u></p>	<p>Committee terms of reference are also mentioned here to clarify that they are an additional source for committee responsibilities.</p> <p>Additional duties from Terms of Reference are added here for transparency.</p>
<p>12.7 Responsibilities of the Professional Practice Committee</p> <p>The Professional Practice Committee’s responsibilities are as follows: (a) anticipate and work on professional practice standards, policies and guidelines. (b) make recommendations to the Board of Directors regarding professional practice standards, policies, and guidelines to enhance safe, competent, and ethical dietetic practice;</p>	<p>12.7 Responsibilities of the Professional Practice Committee</p> <p>The Professional Practice Committee’s responsibilities are as follows: (a) anticipate and work on professional practice standards, policies and guidelines. (b) make recommendations to the Board of Directors regarding professional practice standards, policies, and guidelines to enhance safe, competent, and ethical dietetic practice;</p>	<p>Committee terms of reference are mentioned here to clarify that they are an additional source for committee responsibilities.</p>

<p>(c) make recommendations to the Board of Directors regarding legislative issues/changes pertaining to the practice of dietetics; (d) provide direction to prepare the College submission on legislative initiatives and recommend responses to Health Professions Regulatory Advisory Council (HPRAC) referrals to the Board of Directors; and (e) any other responsibilities as may be assigned by the Board of Directors or the Executive Committee from time to time.</p>	<p>(c) make recommendations to the Board of Directors regarding legislative issues/changes pertaining to the practice of dietetics; (d) provide direction to prepare the College submission on legislative initiatives and recommend responses to Health Professions Regulatory Advisory Council (HPRAC) referrals to the Board of Directors; and (e) any other responsibilities <u>described in the committee’s Terms of Reference</u> or as may be assigned by the Board of Directors or the Executive Committee from time to time.</p>	
<p>12.8 Composition of the Governance Committee</p> <p>The Governance Committee shall be composed of at least five members: (a) at least one elected director; (b) at least one public director; and (c) at least one committee appointee.</p>	<p>12.8 Composition of the Governance Committee</p> <p>The Governance Committee shall be composed of at least five members: (a) at least one elected director; (b) at least one <u>three</u> public directors; and (c) at least one committee appointee.</p>	<p>Public members increased to account for elections responsibilities being shifted to this committee.</p>
<p>12.9 Responsibilities of the Governance Committee</p> <p>The Governance Committee’s responsibilities are as follows: (a) review and consider the College’s existing governance model and recommend changes that are consistent with leading evidence-based practices in governance and are within the College’s control;</p>	<p>12.9 Responsibilities of the Governance Committee</p> <p>The Governance Committee’s responsibilities are as follows: (a) review and consider the College’s existing governance model and recommend changes that are consistent with leading evidence-based practices in governance and are within the College’s control;</p>	<p>Elections committee duties regarding resolving election disputes have been moved here since the Elections Committee is being eliminated. Other Governance Committee responsibilities are also set out.</p> <p>Committee terms of reference are also mentioned here to clarify that they are an additional source for committee responsibilities.</p>

<p>(b) oversee the implementation of changes to the governance model that the Board of Directors adopts;</p> <p>(c) Consider and make recommendations to the Board of Directors on College’s EDI plan and strategy.</p> <p>(d) ongoing appraisal of the College’s governance structure, processes, and policies to promote longstanding governance excellence at both the Board of Directors and Committee level; and</p> <p>(e) any additional responsibilities as directed by the Board of Directors.</p>	<p>(b) oversee the implementation of changes to the governance model that the Board of Directors adopts;</p> <p>(c) Consider and make recommendations to the Board of Directors on College’s EDI_B plan and strategy.</p> <p>(d) ongoing appraisal of the College’s governance structure, processes, and policies to promote longstanding governance excellence at both the Board of Directors and Committee level; and</p> <p><u>(e) amend committee terms of reference, for recommendation to the Board of Directors;</u></p> <p><u>(f) identify the competencies and attributes that would best support the work of the Board of Directors and individual committees;</u></p> <p><u>(g) implement a competency and attribute based framework for establishing the structure of the Board of Directors and committees;</u></p> <p><u>(h) administer the process for screening applicants to be qualified as candidates for Board elections;</u></p> <p><u>(i) recommend candidates for committee appointment and reappointment to the Board;</u></p> <p><u>(j) recommend committees compositions and chair appointments, other than the Executive Committee, to the Board of Directors in June of each year;</u></p> <p><u>(k) appoint members to committees to fill vacancies, other than the Executive Committee, as needed;</u></p>	
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	<p><u>(l) resolve disputes relating to Board elections; and</u> <u>(eh) any additional responsibilities described in the committee's Terms of Reference or as may be assigned</u> directed <u>by the Board of Directors or the Executive Committee from time to time.</u></p>	
<p>17.2 Notice Notice of a motion to enact, amend, or revoke a by-law shall be given to the Board of Directors at least ten days prior to the meeting referred to in section 15.1.</p>	<p>17.2 Notice Notice of a motion to enact, amend, or revoke a by-law shall be given to the Board of Directors at least ten days prior to the meeting referred to in section <u>15</u>7.1.</p>	<p>Bylaw cross-reference correction</p>



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1. INTERPRETATION

1.1 Definitions

In this by-law and in any other by-law of the College, unless otherwise defined or required by the context of the specific provision,

“Act” means the *Dietetics Act, 1991*;

“Board” or “Board of Directors” means the board of directors or Council of the College;

“Chair of the Board” means the Chair of the Board of Directors, referred to in the *Regulated Health Professions Act, 1991* and previously referred to in these by-laws as the “President”, and does not include a committee chair or a person appointed as the chair or presiding officer of a Board meeting pursuant to section 7.8 of these by-laws;

“Code” means the Health Professions Procedural Code being Schedule 2 of the *Regulated Health Professions Act, 1991*;

“College” means the College of Dietitians of Ontario;

“committee” means a statutory, non-statutory or ad hoc committee of the College;

“committee appointee” means a registrant of the College who is not a director (as defined below) and who is appointed to a committee of the College;

“committee member” means a member of a committee of the College;

“director” means a member of the Board of Directors and includes public and elected directors, previously known as public and elected “councillors” in these by-laws;

“elected director” means a member of the Board of Directors described in clause 5(1)(a) of the Act and includes a member elected or appointed to fill a vacancy;

“public director” means a director who is appointed to Council by the Lieutenant Governor in Council;

“registrant” means a member of the College as that term is used in the *Regulated Health Professions Act, 1991* and the Act and as previously used in these by-laws;

“Registrar” means the Registrar of the College;

“Regulation” means a regulation to the Act or the RHPA; and **“RHPA”**

means the *Regulated Health Professions Act, 1991*. **“Vice-Chair of the**

Board” means the Vice-Chair of the Board of Directors, referred to in the *Regulated Health Professions Act, 1991* and previously referred to in these bylaws as the “Vice-President” and does not include a committee vice-chair;

1.2 Calculating Time

In College by-laws, a reference to the number of days between two events means calendar days and excludes the day on which the first event happens and includes the day on which the second event happens.

1.3 Holidays

In College by-laws, a time limit that would otherwise expire on a holiday or a weekend is extended to include the next day that is not a holiday or a weekend. Holidays are as identified in the *Legislation Act, 2006*.

2. BUSINESS PRACTICES

2.1 Head Office

The head office of the College is in the City of Toronto or at such other place as the Council may determine from time to time.

2.2 Seal

An impression of the College’s seal is in Appendix A.

2.3 Affixing Seal

Any person authorized to sign a document on behalf of the College may affix the College’s seal to it if required.

2.4 Banking

The Board of Directors shall appoint from time to time one or more banks chartered under the *Bank Act (Canada)* for the use of the College. All money belonging to the College shall be deposited in the name of the College at one or more banks, but the Registrar may approve a reasonable amount of cash to be on hand at the College offices to cover incidental day-to-day expenses.

2.5 Bank Signing Authority

The Registrar or another person authorized by the Board of Directors may endorse any negotiable instrument for collection on account of the College through the bank or for deposit to the credit of the College with the bank. The College's stamp, if any, may be used for the endorsement.

2.6 Expenditures

The College may purchase or lease goods or acquire services if it is authorized by:

- (a) the Registrar if the expenditure is set out in the College's budget as approved by the Board of Directors;
- (b) the Registrar, if the expenditure does not exceed \$10,000 and the Registrar is satisfied that the expenditure will not result in the budget being exceeded for the fiscal year; or
- (c) a resolution of the Board of Directors or the Executive Committee.

2.7 Signing Authority

Signing authority for cheques and payments on behalf of the College is as follows:

- (a) the Registrar, Chair of the Board or Vice-Chair of the Board for amounts not exceeding \$25,000, or such other amount as the Board of Directors determines from time to time; and
- (b) any two of the Registrar, Chair of the Board or Vice-Chair of the Board for amounts in excess of \$25,000, or such other amount as the Board of Directors determines from time to time.

2.8 Execution of Documents

Except as required by section 2.7 and subject to section 2.9, the Registrar will sign contracts, agreements, instructions and other documents on behalf of the College.

2.9 Execution of Documents

The Board of Directors may appoint, from time to time, any one or more officers or persons to sign contracts, documents and instruments in writing on behalf of the College either generally or in relation to specific contracts, documents or instruments in writing.

2.10 Investments

The Registrar may authorize the investment of money on behalf of the College in compliance with applicable College policy as approved by the Board of Directors from time to time. All share certificates, bonds and other records of investments shall be issued in the name of the College.

2.11 Borrowing

The Board of Directors may from time to time by resolution,

- (a) borrow money upon the credit of the College;
- (b) limit or increase the amount or amounts which may be borrowed; and
- (c) secure any present or future borrowing or any debt, obligation or liability of the College by charging, mortgaging, hypothecating or pledging all or any real or personal property of the College, whether present or future.

2.12 Fiscal Year

The fiscal year of the College is from April 1 to March 31 of the following year.

2.13 Financial Audit

The Board of Directors shall appoint an auditor licensed under the *Public Accounting Act* to audit the accounts of the College and to hold office for a term determined by the Board of Directors.

2.14 Financial Statements

Financial statements for the College shall be prepared promptly at the close of each fiscal year and audited financial statements shall be presented annually to the Board of Directors.

2.15 Auditors Right of Access

The auditors shall have a right of access at all reasonable times to all records, documents, books, accounts and vouchers of the College and are entitled to require from the directors, officers and employees such information as is necessary in their opinion to enable them to report as required by law or under this by-law.

2.16 Attendance at Board of Directors Meeting

The auditor is entitled to attend the meeting at which the audited financial statements are presented to the Board of Directors.

2.17 Grants

The Board of Directors may by a vote of at least two-thirds of the directors present at a meeting duly called for that purpose make grants to third parties for one or both of the following:

- (a) to advance the scientific knowledge or the education of persons wishing to practise the profession; and
- (b) to maintain or improve the standards of practice of the profession.

2.18 Membership in National Organizations

The Board of Directors may authorize the College to obtain membership in a national organization of a body whose objects are not inconsistent with those of the College and may authorize the payment of such annual fees and costs for representation at meetings of the organization.

2.19 Remuneration and Expenses

Elected directors, committee appointees, and officers who are not public directors shall be paid a stipend and shall be reimbursed by the College for travelling and other expenses reasonably incurred in relation to the performance of their duties in accordance with policies approved from time to time by the Board of Directors.

2.20 Indemnity

Every director, or committee member and their heirs, executors, administrators and estate shall at all times be indemnified and saved harmless by College from and against:

- (a) all costs, charges and expenses whatsoever that such person sustains or incurs in respect of any action, suit or proceeding that is proposed, brought, commenced or prosecuted against him or her for or in respect of anything done or permitted by the person in respect of the execution of the duties of their office; and
- (b) subject to any policies and procedures of the College, all other costs and expenses that they sustain or incur in respect in respect of the affairs of the College,

except any costs, charges or expenses resulting from their wilful neglect or default or failure to act honestly and in good faith with a view to the best interests of the College. The College shall obtain appropriate insurance coverage in connection with this indemnity.

2.21 Protection for Employees

If an employee (including a lawyer who is an employee) of the College is named in a civil suit or, in the case of a lawyer, in a law society proceeding, and the subject matter relates to the person's employment by the College, the College will pay for the employee's legal representation in the proceedings and any appeal, and will pay any sum of money the employee or the employee's estate becomes liable to pay in connection with the matter unless the court finds that the employee has been deliberately dishonest or has committed a criminal offence.

3. ELECTION OF DIRECTORS

3.1 Electoral Districts

- (a) For all Board of Directors elections up to and including the Board of Directors election in 2023, and for any by-elections prior to the Board of Directors election in 2024, the following are the electoral districts for the purpose of the election of Board directors (with necessary modifications by the Registrar to ensure that the entire province is covered and that there is no overlap of districts):
- i. Electoral district 1, the south-western area, composed of the counties of Elgin, Essex, Kent, Lambton, Middlesex, Oxford, Bruce, Grey, Perth and Huron.
 - ii. Electoral district 2, the central-western area, composed of the counties of Brant, Dufferin and Wellington and the Regional Municipalities of Haldimand, Norfolk, Halton, Hamilton Wentworth, Niagara and Waterloo.
 - iii. Electoral district 3, the central area, composed of the Municipality of Metropolitan Toronto, and the Regional Municipality of York.
 - iv. Electoral district 4, the eastern area, composed of the counties of Frontenac, Hastings, Lanark, Prince Edward and Renfrew, and the united counties of Leeds and Grenville, Lennox and Addington, Prescott and Russell, Stormont, Dundas and Glengarry and The Regional Municipality of Ottawa, Carleton.
 - v. Electoral district 5, the north-eastern area, composed of the territorial districts of Algoma, Cochrane, Manitoulin, Nipissing, Parry Sound, Sudbury, Timiskaming and The District Municipality of Muskoka.
 - vi. Electoral district 6, the north-western area, composed of the territorial districts of Kenora, Rainy River and Thunder Bay.
 - vii. Electoral district 7, the central-eastern area, composed of the counties of Haliburton, Northumberland, Peterborough, City of Kawartha Lakes, Simcoe, and the Regional Municipalities of Peel and Durham.

- (b) Beginning with the Board of Directors election in 2024 and for all elections thereafter, there will be one single electoral district that encompasses all of Ontario, and all elected directors will be elected in this electoral district.
- (c) As of the date upon which the directors elected in the 2024 Board of Directors election take office, all directors then serving on the Board of Directors who were elected in one of the former seven electoral districts will be deemed to have been elected in the single electoral district of Ontario. The terms of office of these directors on the Board of Directors and on any committees will be otherwise unaffected and all references in these by-laws to elected directors will apply equally to these directors.

3.2 Number of Elected Directors

In the years 2024 and 2025, the number of elected directors shall be reduced from eight to six members, according to the following schedule and the election timeline set out in section 3.8 of these by-laws:

- (a) As of the date upon which the directors elected in the 2024 Board of Directors election take office, there will be seven elected directors on the Board of Directors.
- (b) As of the date upon which the directors elected in the 2025 Board of Directors election take office, there will be six elected directors on the Board of Directors.

3.3 Elected Directors from Each District

For Board of Directors elections and by-elections prior to April 2024, the number of registrants elected in an electoral district is,

- (a) one for each of electoral districts 1, 2, 4, 5, 6 and 7; and
- (b) two for electoral district 3.

3.4 Eligibility to Vote in an Election

- (a) For Board of Directors by-elections held in an electoral district prior to April 2024, a registrant is eligible to vote if on the thirty-fifth day before the date fixed for the election, the member principally practises in that electoral district, or if the member is not engaged in the practice of dietetics, the member principally resides in the electoral district.
- (b) For Board of Directors elections and by-elections held in and after April 2024, a registrant is eligible to vote if on the thirty-fifth day before the date fixed for the election, the registrant principally practises in Ontario, or if the registrant is not engaged in the practice of dietetics, the registrant principally resides in Ontario.

3.5 Term of Office

The term of an elected director is approximately three (3) years starting at-on the first day of the first ~~scheduled~~ Board of Directors meeting after the election of directors (excluding any special meetings) and the director will continue in office until the day before their successor takes office in accordance with the by-laws.

3.6 Maximum Term or Maximum Service as Committee Member

Subject to section 3.7, a director or registrant who has served nine (9) consecutive years on the Board of Directors or as a committee appointee, or in any combination of the two offices, is ineligible for election to the Board of Directors until the third calendar year after in the year in which the registrant last served as an elected director or committee appointee to serve on the Board of Directors for a minimum of three (3) years thereafter. This 36 month period is calculated from the date the director or registrant last served as an elected director or committee member, to the first day of the first scheduled Board of Directors meeting after the election of directors (excluding any special meetings).

3.7 Term of Office for Directors Filling Vacancies

The term of an elected director elected in a by-election or appointed under these by-laws expires when the former elected director's term would have expired. Time spent as an elected director as a result of a by-election or an appointment by the Board of Directors to fill a vacancy is not included for the purpose of determining the maximum term under section 3.6.

3.8 Timing of Elections

- (a) Until the year 2023, elections for elected directors shall be held simultaneously as follows:
- i. in April of the year 2004 and in April of every third year thereafter for electoral districts 1 and 3;
 - ii. in April of the year 2002 and in April of every third year thereafter for electoral districts 2 and 4;
 - iii. in April of the year 2003 and in April of every third year thereafter for electoral districts 5, 6 and 7.
- (b) Beginning in April of the year 2024, two directors shall be elected each year who will serve in the single electoral district of Ontario.
- (c) In the event that an election cannot be held in April of a given year, the election shall be held as soon as possible thereafter, and all references in these by-laws to the Board of Directors election in April will apply equally to the delayed election.

3.9 Date of Election

Unless otherwise approved by the Board of Directors,

- (a) the date for each election is the third Wednesday of April; and
- (b) the deadline for the receipt of ballots is 5:00 p.m. on the date for each election.

3.10 Eligibility for Election to Board of Directors

A registrant is eligible for election to the Board of Directors if, on the date of election or acclamation, or as of such other date specified below:

- (a) the registrant is engaged in the practice of dietetics in Ontario or, if the registrant is not engaged in the practise of dietetics, principally resides in Ontario, or in the case of a by-election prior to April 2024, in the electoral district for which they are nominated;
- (b) the registrant is the holder of a general class of certificate of registration and the certificate is not subject to a term, condition or limitation other than one applicable to all registrants of the class;
- (c) the registrant is not in default of the payment of any fee payable to the College;
- (d) the registrant is not the subject of any disciplinary or incapacity proceeding in Ontario or any similar proceeding in any other jurisdiction relating to dietetics or any other profession;
- (e) the registrant's certificate of registration has not been revoked or suspended in the preceding six years ~~preceding the date of the election~~ for any reason other than nonpayment of fees;
- (f) the registrant has not been found to have committed professional misconduct by the Discipline Committee or by any discipline committee in any jurisdiction relating to dietetics or any other profession;
- (g) the registrant has not been disqualified by the Board of Directors in the preceding three (3) years ~~preceding the date of the election~~ as a result of a breach of a code of conduct or policy on conduct approved by the Board of Directors or a breach of the conflict of interest provisions of this by-law;
- (h) the registrant does not have a notation on the College register of a finding of professional negligence or malpractice made against the registrant;

- (i) the registrant is not the subject of a charge under the *Criminal Code* (Canada) or the *Controlled Drugs and Substances Act* (Canada);
- (j) the registrant does not have a notation on the College register of a charge in relation to any offence;
- (k) the registrant does not have a criminal finding of guilt as an adult under the *Criminal Code* (Canada) or the *Controlled Drugs and Substances Act* (Canada);
- (l) the registrant does not have a notation on the College register of a finding of guilt made by a court with respect to any offence;
- (m) the registrant does not have a notation on the College register of an undertaking provided to the College with respect to a matter involving the Inquiries, Complaints and Reports Committee or the Discipline Committee;
- (n) The registrant is not currently the subject of an undertaking provided to the College with respect to a fitness to practise issue;
- (o) the registrant is not currently the subject of an interim order made by a panel of the Inquiries, Complaints and Reports Committee;
- (p) the registrant has not been ordered to attend to receive a caution from a panel of the Inquiries, Complaints and Reports Committee or been required to complete a specified continuing education or remediation program by a panel of the Inquiries, Complaints and Reports Committee in the preceding six (6) years;
- (q) the registrant is not a member of the Board of Directors or council of any other RHPA college;
- (r) the registrant is not an employee of the College and has not been an employee of the College within the ~~previous-preceding~~ two (2) years;
- (s) the registrant is not an applicant for employment at the College and has not applied for employment at the College within the ~~previous-preceding~~ year;
- (t) the registrant is not in default of completing and submitting any information or form required under the regulations of the RHPA or Act, or the by-laws of the College;
 - (t.1) the registrant meets the competency and attribute requirements as set out in the applicable College policy approved by the Board of Directors and demonstrates this by fulfilling the requirements of the competency and

attribute screening process approved by the Board of Directors and set out in the applicable College policy;

- (u) the registrant has successfully completed the College's current training program relating to the duties, obligations and expectations of Board of Directors and committee members;
- (v) the registrant is not party to a legal proceeding against the College;
- (w) the registrant has completed and filed with the Registrar a conflict of interest declaration by the deadline and in the form approved by the Registrar, and the registrant does not have a conflict of interest to serve as a director;
- (x) the registrant does not hold a position that would cause the registrant, if elected as a director, to have a conflict of interest by virtue of having competing fiduciary obligations to both the College and another organization

(x.1) the registrant does not, and did not within the ~~previous-preceding~~ three (3) years, hold a leadership, employment or contractual role with an international, national or provincial association or organization that advances the interests of dietitians, has policy making responsibilities for dietitians, or oversees the regulation of dietitians; or

- (y) ~~the registrant has served nine consecutive years as a director or committee appointee, or in any combination of the two offices, and at least three calendar years have passed after the year in which the registrant last served as a director or committee appointee; or~~
- (z) on the first day of the first scheduled Board of Directors Meeting after the election of directors (excluding any special meetings), the registrant ~~is would~~ not be ineligible because of section 3.6.

3.11 Withdrawal of Candidate

A candidate may withdraw from an election by giving notice in writing to the Registrar. If the notice in writing is received at least five (5) days before the date that the Registrar sends the voting package to registrants eligible to vote, the name of the person shall not be included on the ballot. In all other cases the Registrar shall make reasonable efforts to remove the name from the ballot or to notify the registrants eligible to vote that the candidate has withdrawn from the election.

3.12 Eligibility and Election Disputes

Disputes as to whether a registrant is eligible for election or to vote in an election will be determined by the Elections-Governance Committee. Disputes relating to the election of an

elector shall be dealt with by the [Elections-Governance](#) Committee which shall investigate the facts and report its findings and recommendations to the Board of Directors for such decision as the Board of Directors considers appropriate.

3.13 Notification of Election

No later than 90 days before the date of an election, the Registrar shall notify every registrant eligible to vote of the date, time and electoral district of the election and of the application procedure.

3.14 Applications

A registrant who seeks to be a candidate for election as a director shall apply in writing and shall submit the application to the Registrar at least 60 days before the date of the election (the "application deadline").

3.15 Acclamation

- (a) For elections and by-elections prior to April 2024, if the number of candidates who have applied for and are eligible for election to the Board of Directors for an electoral district is less than or equal to the number of registrants to be elected in that electoral district, the Registrar shall declare the candidate or candidates elected by acclamation.
- (b) For elections and by-elections in and after April 2024, if the number of candidates who have applied for and are eligible for election to the Board of Directors is less than or equal to the number of registrants to be elected in that election, the Registrar shall declare the candidate or candidates elected by acclamation. If the number of candidates elected by acclamation is less than the number of registrants that were to be elected in that election, the Registrar shall, as soon as possible, call a by-election for the remaining seat or seats.

3.16 No Candidates for Election

If there are no candidates who have applied for and are eligible for election, the Registrar shall, as soon as possible, call a by-election.

3.17 Information about Candidates

A candidate shall provide to the Registrar by the application deadline or such later date as the Registrar permits, biographical information in a manner acceptable to the Registrar for the purpose of distribution to registrants eligible to vote in the election.

3.18 Administering and Supervising Elections

The Registrar will supervise and administer the election process and may for the purpose of carrying out that duty and subject to the by-laws:

- (a) appoint returning officers and scrutineers;
- (b) establish procedures and deadlines for the receiving and sending of elections materials, including establishing a deadline for the receiving of ballots and procedures for opening, counting and verifying ballots;
- (c) establish reliable and secure voting processes;
- (d) provide for the notification of all candidates and registrants of the results of the election;
- (e) if there has been a non-compliance with an application or election requirement, determine whether the non-compliance should be waived in circumstances where the fairness or integrity of the election will not be affected;
- (f) establish deadlines for any recounts and provide for the destruction of voting information following an election; and
- (g) do anything else that they deem necessary and appropriate to ensure that the election is fair and effective.

3.19 Voting Package

No later than thirty days before the date of an election the Registrar shall send by electronic or other means a voting package to every registrant eligible to vote in the election, and in the case of elections held prior to April 2024, eligible to vote in the district. The package will include a list of candidates and a ballot or electronic access to a ballot and an explanation of the voting procedure.

3.20 Voting

A registrant eligible to vote may cast as many votes on a ballot as there are registrants to be elected from that electoral district in that election. A registrant shall not cast more than one vote for any one eligible candidate.

3.21 Tie Vote

If there is a tie in an election of registrants to the Board of Directors, the Registrar shall break the tie by lot.

3.22 Modifying Time Periods

In exceptional circumstances, the Registrar may modify any time period respecting elections as the Registrar considers necessary to compensate for such circumstances.

3.23 By-Elections

A by-election is held in the same manner and is subject to the same criteria and processes as a regular election, subject to any necessary modifications.

4. DISQUALIFICATION AND REMOVAL OF DIRECTORS

4.1 Disqualification

An elected director is disqualified from sitting on the Board of Directors if the registrant meets one or more of the following criteria:

- (a) the Board of Directors determines that the registrant had not met one or more of the eligibility requirements in section 3.10;
- (b) the registrant ceases to meet one or more of the eligibility requirements in section 3.10;
- (c) the registrant fails, without reasonable cause, to attend two consecutive meetings of the Board of Directors;
- (d) the registrant fails, without reasonable cause, to attend three consecutive meetings of a committee of which they are a member;
- (e) the registrant fails, without reasonable cause, to attend a hearing or proceeding of a panel for which they have been selected; or
- (f) the registrant fails, in the opinion of the Board of Directors, to discharge their duties to the College, including without limitation having acted in a conflict of interest or otherwise in breach of a College by-law or policy, or the *Regulated Health Professions Act, 1991*.

4.2 Temporary Exclusion

An elected director who becomes the subject of any disciplinary or incapacity proceeding at the College, a Registrar's investigation under the RHPA, or an interim order under the RHPA will not be disqualified under section 4.1 during the proceeding but shall not serve on the Board of Directors or on any committee until the proceeding is finally completed.

4.3 Removal of Elected Director

The following procedure applies to the disqualification and removal of an elected director:

- (a) If another director believes that an elected director meets one or more of the criteria for disqualification in section 4.1~~0~~, they shall advise the Registrar and Executive Committee in writing.
- (b) If the Registrar receives information suggesting that an elected director meets one or more of the criteria for disqualification in section 4.1, the Registrar shall advise the Executive Committee in writing.
- (c) If the Executive Committee believes the matter requires the Board of Director's consideration, it shall notify the elected director about the nature of the concern and provide him or her with a reasonable opportunity to respond before bringing the matter to the Board of Directors.
- (d) If after considering the elected director's response, if any, the Executive Committee decides that the matter warrants the Board of Directors' consideration, it shall place the matter on the agenda for the next meeting of the Board of Directors, or the Chair of the Board shall call a special Board of Directors meeting for the purpose of determining whether the registrant meets any of the criteria for disqualification under section 4.1. The Registrar shall advise the director who is potentially subject to disqualification of the date of the Board of Directors meeting and that the director may make written or oral submissions to the Board of Directors at the meeting.
- (e) Disqualification of an elected director requires a resolution passed by a majority of not less than two-thirds of the votes cast on the resolution by directors present at the meeting. The elected director who is the subject of a motion for disqualification shall not be present during the debate following submissions, if any, or during the vote on the motion. The Board of Directors shall not consider the registrant for the purpose of establishing quorum or counting votes.
- (f) A disqualified director ceases to be a member of the Board of Directors and any of its committees.

4.4 Disqualification and Removal of Public Director

The following procedure applies to the disqualification and removal of a public director:

- (a) If a director believes that a public director does not meet one of the criteria set out in clauses (d), (f), (g), (i), (q), (r), (s), (t.1), (u), (v), (w), (x) and (y) of section

3.10, or clauses 4.1 (c) through (f), they shall advise the Registrar and Executive Committee in writing.

- (b) If the Registrar receives information suggesting that a public director does not meet one or more of the criteria in clauses (d), (f), (g), (i), (q), (r), (s), (t.1), (u), (v), (w), (x) and (y) of section 3.10, or clauses 4.1 (c) through (f), the Registrar shall advise the Executive Committee in writing.
- (c) The procedure in section 4.3 clauses (c) through (e) shall govern the disqualification of a public director with necessary modifications.

4.5 Notice to Minister

Following the disqualification of a public director, the Board of Directors may advise the Minister of Health and Long-Term Care of its determination and request the Minister to ensure the removal of the public director from the Board of Directors.

4.6 Suspension of Public Director

If the Board of Directors passes a resolution to disqualify a public director under section 4.3, it may suspend the public director from serving on the Board of Directors or on any of its committees, or both.

5. VACANCIES

5.1 Creation of Vacancy

The office of an elected director is deemed vacant on the death, resignation or removal of that director.

5.2 Filling Vacancy – Less than One Year

- (a) If prior to the 2024 Board of Directors election, the seat of an elected director becomes vacant in an electoral district less than one year before the expiry of the director's term of office, the Board of Directors may:
 - i. leave the seat vacant;
 - ii. appoint as an elected director the eligible candidate who had the most votes of all of the unsuccessful candidates for that position in the director's electoral district in the last election; or iii. direct the Registrar to hold a by-election for that electoral district.

- (b) If following the 2024 Board of Directors election the seat of an elected director becomes vacant less than one year before the expiry of the director's term of office, the Board of Directors may:
 - i. leave the seat vacant;
 - ii. appoint as an elected director the eligible candidate who had the most votes of all of the unsuccessful candidates in the last election; or
 - iii. direct the Registrar to hold a by-election.

5.3 Filling Vacancy – More than One Year

- (a) If prior to the 2024 Board of Directors election the seat of an elected director becomes vacant more than one year before the expiry of the director's term of office, the Registrar will hold a by-election for that electoral district.
- (b) If following the 2024 Board of Directors election the seat of an elected director becomes vacant more than one year before the expiry of the director's term of office, the Registrar will hold a by-election for that seat.

6. OFFICERS

6.1 Officers

The officers of the College shall be the Chair of the Board, the Vice-Chair of the Board and the Registrar and such other officers as the Board of Directors may determine from time to time. A person must not hold more than one office.

6.2 Chair of the Board (Chair)

The Chair of the Board shall perform all duties and responsibilities pertaining to their office, which include the responsibilities set by Board of Directors policy and such other duties that the Board of Directors from time to time assigns.

6.3 Vice-Chair of the Board (Vice-Chair)

The Vice-Chair of the Board will act and has all the powers and duties of the Chair of the Board if the Chair of the Board is absent or is unable or refuses to act, and will perform the responsibilities set by Board of Directors policy and such other duties that the Board of Directors from time to time assigns.

6.4 Appointment of Registrar

The Registrar shall be appointed by the Board of Directors and shall be the Executive Director of the College. The Executive Committee shall not exercise the authority of the Board of Directors with respect to the appointment or removal of the Registrar.

6.5 Registrar Terms of Employment

The terms of employment of the Registrar shall be set out in a written employment contract approved by the Executive Committee and shall be consistent with any College personnel policies in effect at the time such contract is approved. No candidate for the position of Registrar shall be offered a contract of employment until that candidate has been approved by the Board of Directors.

6.6 Registrar Duties

The Registrar shall perform those duties set out in the RHPA, the Act and the by-laws of the College in addition to such duties and responsibilities as are set by Board of Directors policy and such other duties that the Board of Directors from time to time assigns.

6.7 Appointment of Acting Registrar

During extended absences of the Registrar, the Board of Directors may appoint an Acting Registrar. If a vacancy or prolonged or indefinite absence occurs in the Registrar's office, the Executive Committee or the Board of Directors shall appoint an Acting Registrar. If the Executive Committee appoints an Acting Registrar, the appointment or approval is subject to Board of Directors approval at the next meeting of the Board of Directors.

6.8 Authority of Acting Registrar

A person appointed as Acting Registrar under section 6.7 shall have all the authority, duties and responsibilities of the Registrar.

6.9 Removal of Officers

The Board of Directors may remove an officer of the College by a two-thirds majority vote of the directors present at a Board of Directors meeting duly held for that purpose. The removal from office of an officer who is also an employee of the College shall not of itself constitute termination of employment.

7. MEETINGS OF THE BOARD OF DIRECTORS

7.1 Board of Directors Meetings

The Board of Directors shall have at least four regular meetings during each calendar year, with no more than four months between meetings. Board of Directors meetings shall be held

at the head office of the College or at any other place as may be determined by the Registrar or the Board of Directors from time to time.

7.2 Reasonable Notice for Board of Directors Meetings

Written notification of the date, time and place of a Board of Directors meeting will be delivered to each director not less than five days before the date of the meeting. The accidental omission to give notice or the non-receipt of any notice by any director will not invalidate a resolution that the Board of Directors passes at the meeting or any action or proceeding it takes at the meeting.

7.3 Business at Regular Meetings

The Board of Directors may consider at a regular meeting:

- (a) matters contained within the agenda approved by the Executive Committee;
- (b) matters brought by the Executive Committee;
- (c) recommendations and reports by committees;
- (d) motions or matters where notice was given by a director at a preceding Board of Directors meeting;
- (e) such other matters, not included in the agenda, that at least two-thirds of the directors in attendance determine to be of an urgent nature; and
- (f) routine and procedural matters.

7.4 Special Meetings

A special meeting of the Board of Directors may be called by the Chair of the Board or the majority of directors by submitting to the Registrar a written request for the meeting containing the matter or matters for decision at the meeting. The Registrar shall provide notice of the meeting to each director not less than five-three days before the date of the special meeting, unless notice is unanimously waived by the Board of Directors. The notice shall state the date, time and place of the meeting and the general nature of the business to be transacted.

7.5 Business at Special Meetings

Business at a special meeting is limited to the following:

- (a) the matter or matters for decision at the meeting contained in the written request submitted to the Registrar;

- (b) matters brought by the Executive Committee; and
- (c) routine and procedural matters.

7.6 Manner of Holding Meetings

Any meeting of the Board of Directors may be conducted by means of teleconference or any other means that permit all persons participating in the meeting to communicate with each other adequately. Persons participating in the meeting by such means are deemed to be present at the meeting. Meetings held in this manner are deemed to be held at the head office of the College, unless the Board of Directors determines otherwise.

7.7 Chair or Vice-Chair of the Board Presides

In the absence of a presiding officer appointed under section 7.8, the Chair of the Board, or their delegate, shall preside over meetings. The Vice-Chair of the Board shall preside if the Chair of the Board is absent. In the absence of both the Chair and Vice-Chair of the Board, the directors present shall select from among themselves a director to chair the meeting.

7.8 Presiding Officer

For the purpose of conducting meetings the Board of Directors may appoint a non-voting presiding officer who is not a member of the Board of Directors or of the College to preside at all meetings or at a meeting. The presiding officer shall continue in their role until dismissed by the Board of Directors or the Executive Committee. The presiding officer shall act solely as chair of Board of Directors meeting proceedings in accordance with these by-laws and any rules of order that the Board of Directors approves and shall not take a role in Board of Directors deliberations. Before assuming their duties, the presiding officer shall agree to maintain the same standard of confidentiality and conflict of interest applicable to a director.

7.9 Quorum

A quorum for any meeting of the Board of Directors is as set out in the RHPA. A Board of Directors vacancy is not counted in determining whether a quorum is present.

7.10 Adjournments

Whether or not a quorum is present, the chair or presiding officer may adjourn any Board of Directors meeting and reconvene it at any time and any business may be transacted at the adjourned meeting that could have been transacted at the original meeting. No notification shall be required of any such adjournment.

7.11 Voting at Meetings

Unless otherwise required by law or by the by-laws, every motion which properly comes before the Board of Directors shall be decided by a simple majority of the votes cast at the meeting by directors present. In the event of a tie vote, the motion is defeated.

Except where a secret ballot is required or at a meeting held by teleconference, every vote at a Board of Directors meeting shall be by a show of hands but, if any two directors so require, a roll call vote shall be taken.

7.12 Rules of Order

Except where inconsistent with the RHPA, the Act, the Regulations or the by-laws of the College, any questions of procedure at or for any meetings of the Board of Directors shall be determined by the chair or presiding officer of such meeting in accordance with the rules of order that the Board of Directors adopts from time to time.

7.13 Unanimous Resolutions

A resolution or by-law signed by all members of the Board of Directors is as valid and effective as if passed at a meeting of the Board of Directors held for the purpose, and a director's signature may be an identifying mark created or communicated using electronic means.

8. COMMITTEE ESTABLISHMENT AND APPOINTMENTS

8.1 Establishment and Appointees

The Board of Directors may from time to time establish non-statutory or ad hoc committees and set the duties and composition and appoint the members of each committee. In appointing members to a non-statutory or ad hoc committee the Board of Directors will give due consideration to the recommendations, if any, of the [Executive-Governance](#) Committee.

8.2 Appointment to Committees

The Board of Directors will at the first regular Board of Directors meeting following each scheduled election of directors appoint the members of each committee and a chair of each committee in a manner prescribed by the Board of Directors from time to time. In appointing members to committees the Board of Directors will give due consideration to the recommendations, if any, of the [Executive-Governance](#) Committee. The Board of Directors may from time to time vary appointments and remove the chair of any committee.

8.3 Notice and Application

The Registrar shall,

- (a) notify registrants of the opportunity to apply for appointment to a committee;

- (b) approve a form of application relating to appointment; and
- (c) set a deadline for the receipt of applications.

8.4 Eligibility for Committee Appointment

The Board of Directors may appoint a registrant who is not a director to serve on a committee if, as of the date of the appointment, or as of such other date specified below,

- (a) the registrant has completed and filed with the Registrar an application for appointment in the form approved by the Registrar prior to the deadline for applications established by the Registrar;
- (b) the registrant is the holder of a general class of certificate of registration and the certificate is not subject to a term, condition or limitation other than one applicable to all registrants of the class;
- (c) the registrant is not in default of the payment of any fee payable to the College;
- (d) the registrant is not the subject of any disciplinary or incapacity proceeding in Ontario or any similar proceeding in any other jurisdiction relating to dietetics or any other profession;
- (e) the registrant's certificate of registration has not been revoked or suspended in the six years preceding the date of the appointment for any reason other than non-payment of fees;
- (f) the registrant has not been found to have committed professional misconduct by the Discipline Committee or by any discipline committee in any jurisdiction relating to dietetics or any other profession;
- (g) the registrant has not been disqualified by the Board of Directors in the three years preceding the date of the appointment as a result of a breach of a code of conduct or policy on conduct approved by the Board of Directors or a breach of the conflict of interest provisions of this by-law;
- (h) the registrant ~~practises~~ is engaged in the practice of dietetics in Ontario or, if the registrant is not engaged in the practice of dietetics, principally resides in Ontario;
- (i) the registrant does not have a notation on the College register of a finding of professional negligence or malpractice made against the registrant;
- (j) the registrant is not the subject of a charge under the *Criminal Code* (Canada) or the *Controlled Drugs and Substances Act* (Canada);

- (k) the registrant does not have a notation on the College register of a charge in relation to any offence;
- (l) the registrant does not have a criminal finding of guilt as an adult under the *Criminal Code (Canada)* or the *Controlled Drugs and Substances Act (Canada)*;
- (m) the registrant does not have a notation on the College register of a finding of guilt made by a court with respect to any offence;
- (n) the registrant does not have a notation on the College register of an undertaking provided to the College with respect to a matter involving the Inquiries, Complaints and Reports Committee or the Discipline Committee;
- (o) The registrant is not currently the subject of an undertaking provided to the College with respect to a fitness to practise issue;
- (p) the registrant is not currently the subject of an interim order made by a panel of the Inquiries, Complaints and Reports Committee;
- (q) the registrant has not been ordered to attend to receive a caution from a panel of the Inquiries, Complaints and Reports Committee or been required to complete a specified continuing education or remediation program by a panel of the Inquiries, Complaints and Reports Committee in the preceding three (3) years;
- (r) the registrant is not a member of the Board of Directors or council of any other RHPA college;
- (s) the registrant is not an employee of the College and has not been an employee of the College during the ~~previous-preceding~~ two (2) years;
- (t) the registrant is not an applicant for employment at the College and has not applied for employment at the College during the ~~previous-preceding~~ year;
- (u) the registrant is not in default of completing and submitting any information or form required under the regulations of the RHPA or Act, or the by-laws of the College;
- (u.1) the registrant meets the competency and attribute requirements set out in the applicable College policy as approved by the Board of Directors and demonstrates this by fulfilling the requirements of the competency and attribute screening process approved by the Board of Directors and set out in the applicable College policy;

- (v) the registrant has successfully completed the College's current training program relating to the duties, obligations and expectations of Board of Directors and committee members;
- (w) the registrant is not party to a legal proceeding against the College;
- (x) the registrant has completed and filed with the Registrar a conflict of interest declaration by the deadline and in the form approved by the Registrar, and the registrant does not have a conflict of interest to serve as a member of the Board of Directors;
- ~~(y) the registrant does not hold a position that would cause the registrant to have a conflict of interest by virtue of having competing fiduciary obligations to both the College and another organization; including but not limited to having or had during the previous year a leadership, employment or contractual role with an international, national or provincial association or organization that advances the interests of dietitians, has policy making responsibilities for dietitians, or oversees the regulation of dietitians; or~~
- ~~(y.1) the registrant does not, and did not within the preceding three (3) years, hold a leadership, employment or contractual role with an international, national or provincial association or organization that advances the interests of dietitians, has policy making responsibilities for dietitians, or oversees the regulation of dietitians; or~~
- ~~(y)~~
- (z) the registrant is not ineligible because of section 8.5.

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8.5 Term of Office of Committee Members

The term of office of a committee appointee is approximately three (3) years from the date of appointment or re-appointment to a committee. ~~A No person may serve as a~~ committee appointee ~~shall not be a member of the same committee of the College~~ for more than nine (9) consecutive years. A ~~member-person~~ who has served as a committee appointee for nine (9) consecutive years is not eligible for appointment as a committee appointee ~~until for~~ at least ~~one three (3) years has passed since from~~ the ~~date the member-person~~ last served as a committee appointee.

8.6 Continuation of Term of Office

The term of office of committee members shall continue if for any reason the Board of Directors fails to appoint a new committee at the time or times set out in the by-laws, provided a quorum exists.

8.7 Committee Vacancies

The Executive Committee may appoint persons to fill any vacancies in the membership or chair of a committee, other than the Executive Committee, and it must make an appointment to fill a vacancy on a committee if it is necessary for the committee to achieve quorum or to comply with the Act or regulations. The Executive Committee may seek the Governance Committee's recommendation when making such an appointment. A member of a committee appointed by the Executive Committee is subject to confirmation by the Board of Directors at its next meeting.

8.8 Executive Committee Vacancies

If a vacancy occurs on the Executive Committee, the Board of Directors shall fill the vacancy by election.

9. DISQUALIFICATION AND REMOVAL OF COMMITTEE APPOINTEES

9.1 Disqualification Criteria

A committee appointee is disqualified from sitting on a committee if the member meets one or more of the following criteria:

- (a) the Executive Committee determines that the appointee had not met one or more of the eligibility requirements in section 3.108.4;
- (b) the appointee after being appointed ceases to meet one or more of the eligibility requirements in section 3.108.4;
- (c) the appointee fails, without reasonable cause, to attend three consecutive meetings of the committee of which they are a member;
- (d) the appointee fails, without reasonable cause, to attend a hearing or proceeding of a panel for which they have been selected; or
- (e) the appointee fails, in the opinion of the Board of Directors, to discharge their duties to the College, including without limitation having acted in a conflict of interest or otherwise in breach of a College by-law, of the *Regulated Health Professions Act, 1991*, or the College's Governance Policy.

9.2 Temporary Exclusion

A committee member who becomes the subject of any disciplinary or incapacity proceeding at the College, a Registrar's investigation under the RHPA, or an interim order under the RHPA may be subject to disqualification and shall not serve on any committee until the proceeding is finally completed.

9.3 Removal of Committee Appointee

The Board of Directors or the Executive Committee may remove a committee appointee who is a registrant of the College by resolution requiring a simple majority. The Board of Directors or the Executive Committee has the power to remove a committee appointee whether or not one of the disqualification criteria in section 9.1 applies.

If a director or committee appointee believes that a committee appointee meets one or more of the criteria for disqualification in section 9.1, they shall advise the Registrar in writing. A disqualified committee appointee ceases to be a member of any Board of Directors committee.

10. COMMITTEE MEETINGS

10.1 Non-Application to Hearings

This Article 10 does not apply to a proceeding of a committee or a panel of a committee held for the purpose of conducting a hearing.

10.2 Location and Notice

Committee meetings shall be held at the head office of the College or at another place determined by the committee chair or Registrar. No formal notice is required for committee meetings but meeting dates will be set in advance and College will make reasonable efforts to notify all of the committee members of every meeting and to arrange meeting dates and times that are convenient to the committee members.

10.3 Manner of Holding Meetings

Committee meetings may be conducted by means of teleconference or any other means that permit all persons participating in the meeting to communicate with each other adequately. Persons participating in the meeting by such means are deemed to be present at the meeting. Meetings held in this manner are deemed to be held at the head office of the College, unless the Board of Directors determines otherwise.

10.4 Chair of Meetings

The committee chair or their appointee shall preside over meetings of a committee.

10.5 Quorum for Committees

Unless specifically provided for otherwise under the Act, the RHPA, a Regulation or the bylaws, a majority of committee members constitutes a quorum for a meeting of a committee.

A committee vacancy is not counted in determining whether a quorum is present.

10.6 Voting

Unless otherwise required by law or by the by-laws, every motion which properly comes before a committee shall be decided by a simple majority of the votes cast at the meeting. In the event of a tie vote, the motion is defeated. Roll call votes shall be taken for teleconference meetings and with respect to committee members attending an in-person meeting by teleconference.

10.7 Meeting Minutes

Committee chairs are responsible for ensuring there is an accurate record taken of committee meetings.

11. STATUTORY COMMITTEES

11.1 Executive Committee Composition

The Executive Committee shall be composed of the Chair of the Board, the Vice-Chair of the Board and two other members of the Board of Directors. At least one member of the Executive Committee must be a public director.

11.2 Executive Committee Duties

In addition to the duties provided to the Executive Committee under the RHPA and by-laws of the College, the Executive Committee will act in an advisory capacity to the Board of Directors on the financial affairs of the College and without limiting the generality of the foregoing shall:

- (a) recommend annual operating and capital budgets to the Board of Directors;
- (b) make recommendations relating to the financial reserves of the College;
- (c) report at least annually to the Board of Directors on the financial affairs of the College;
- (d) liaise with and provide support to the Registrar.

11.3 Nomination Procedure for Executive Committee Election

Before the first meeting of the newly elected Board of Directors, the Registrar will send an invitation to all directors requesting written expressions of interest to stand for election to any of the offices of Chair of the Board, Vice-Chair of the Board and member of the Executive Committee.

11.4 Election of Executive Committee

At the first Board of Directors meeting after the election of directors, the Registrar shall conduct an election to determine the members of the Executive Committee in the order of Chair of the Board, Vice-Chair of the Board, and other Executive Committee members. The following provisions apply to the election:

- (a) the Registrar will present the names of candidates who have indicated their interest for the office of Chair of the Board;
- (b) the Board of Directors may also approve nominations for the office of Chair of the Board at the time of the election (and a director may nominate herself or himself as a candidate);
- (c) before the first vote, each of the nominees will have an opportunity to speak to the Board of Directors for up to two minutes about her or his candidacy;
- (d) if there is only one candidate, the Registrar shall declare the candidate elected by acclamation;
- (e) if there is more than one candidate, voting will be through secret ballot;
- (f) if there are more than two candidates in an election, there will be successive ballots until one candidate receives a majority of the votes cast, with the candidate or candidates who receive the fewest votes in a ballot dropped in the next ballot;
- (g) if there is a tie, the Registrar will break tie by lot;
- (h) after the Board of Directors elects the Chair of the Board, it will elect the ViceChair of the Board in a similar manner;
- (i) After the Board of Directors elects the Vice-Chair of the Board it will elect the remaining Executive Committee positions in a similar manner with reference to the composition of the Committee set out in section 11.1.

11.5 Executive Committee Term of Office

Unless otherwise provided in this by-law, the term of office of the Chair and Vice-Chair of the Board and other members of the Executive Committee shall start immediately following their election and continue until the completion of the next election for the offices of Chair and Vice-Chair of the Board in the following year.

11.6 Composition of Registration Committee

The Registration Committee shall be composed of:

- (a) at least two elected directors; (b)
at least two public directors; and
- (c) at least one committee appointee.

11.7 Composition of Inquiries, Complaints and Reports Committee

The Inquires, Complaints and Reports Committee shall be composed of:

- (a) at least three elected directors;
- (b) at least three public directors; and
- (c) at least two committee appointees.

11.8 Quorum for the Inquiries, Complaints and Reports Committee and Panels

Three members of the Inquiries, Complaints and Reports Committee, at least one of whom shall be a public director, constitute a quorum of that committee or a panel of that committee.

11.9 Composition of Discipline Committee

The Discipline Committee shall be composed of:

- (a) at least three elected directors;
- (b) at least two public directors; and
- (c) at least one committee appointee.

11.10 Composition of Fitness to Practise Committee

The Fitness to Practise Committee shall be composed of:

- (a) at least three elected directors;
- (b) at least two public directors; and
- (c) at least one committee appointee.

11.11 Composition of Quality Assurance Committee

The Quality Assurance Committee shall be composed of:

- (a) at least two elected directors;
- (b) at least two public directors; and
- (c) at least one committee appointee.

11.12 Composition of the Patient Relations Committee

The Patient Relations Committee shall be composed of:

- (a) ~~at least two elected directors;~~
- (b) ~~at least two public directors; and~~
- (c) ~~at least one committee appointee~~the

members of the Executive Committee.

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12. NON-STATUTORY COMMITTEES

12.1 ~~Composition of Elections Committee~~

~~The Elections Committee shall be a non-statutory committee of the College composed of three public directors.~~

12.2 ~~Responsibilities of the Elections Committee~~

~~The Elections Committee's responsibilities are as follows:~~

- ~~(a) dealing with disputes relating to election of elected directors;~~
- ~~(b) dealing with disputes relating to the distribution by the College of election material prepared by a candidate for election;~~
- ~~(c) studying and making recommendations to Board of Directors on improving the election process; and~~
- ~~(d) any other responsibilities as may be assigned by Board of Directors or the Executive Committee from time to time.~~

12.3 Composition of Registrar Performance and Compensation Review Committee

The Registrar Performance and Compensation Review Committee shall be a non-statutory committee of the College composed of the members of the Executive Committee and one other director.

12.4 Responsibilities of the Registrar Performance and Compensation Review Committee

The Registrar Performance and Compensation Review Committee's responsibilities are as follows:

- (a) annually conduct a performance review of the Registrar and present the results of that review to the Board of Directors;
- (b) every three years conduct a compensation review for the Registrar, which must include a market survey, and present the results of the review to Board of Directors;
- (c) present recommendations annually to the Board of Directors respecting changes to the compensation (including salary and benefits) to be provided to the Registrar; and
- (d) any other responsibilities described in the committee's Terms of Reference or as may be assigned by the Board of Directors or the Executive Committee from time to time.

12.5 Composition of the Finance and Audit Committee

The Finance and Audit Committee shall be a non-statutory committee of the College composed of two members of the Executive Committee, excluding the Chair and Vice-Chair of the Board, and two other directors. There must be two elected directors and two publicly appointed directors on the Committee.

12.5.1 Responsibilities of the Finance and Audit Committee

The Finance and Audit Committee's responsibilities are as follows:

- (a) meet at least once a year with the College's auditors;
- (b) review draft audit reports prepared by the College's auditors;
- (c) receive and oversee the implementation of recommendations made by the College's auditors; ~~and~~
- ~~(c)~~(d) review and approve the annual budgets submitted by the Registrar, for recommendation to the Board of Directors; and

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~~(d)~~(e) any other responsibilities relating to financial planning and reporting, external audit, internal controls, or policy review as described in the committee's Terms of Reference or as may be assigned by the Board of Directors or the Executive Committee from time to time.

12.6 Composition of the Professional Practice Committee

The Professional Practice Committee shall be composed of:

- (a) at least two elected directors;
- (b) at least two public directors; and
- (c) at least one committee appointee.

12.7 Responsibilities of the Professional Practice Committee

The Professional Practice Committee's responsibilities are as follows:

- (a) anticipate and work on professional practice standards, policies and guidelines.
- (b) make recommendations to the Board of Directors regarding professional practice standards, policies, and guidelines to enhance safe, competent, and ethical dietetic practice;
- (c) make recommendations to the Board of Directors regarding legislative issues/changes pertaining to the practice of dietetics;
- (d) provide direction to prepare the College submission on legislative initiatives and recommend responses to Health Professions Regulatory Advisory Council (HPRAC) referrals to the Board of Directors; and
- (e) any other responsibilities described in the committee's Terms of Reference or as may be assigned by the Board of Directors or the Executive Committee from time to time.

12.8 Composition of the Governance Committee

The Governance Committee shall be composed of at least five members:

- (a) at least one elected director;
- (b) at least ~~one~~three public directors; and
- (c) at least one committee appointee.

12.9 Responsibilities of the Governance Committee

The Governance Committee's responsibilities are as follows:

- (a) review and consider the College's existing governance model and recommend changes that are consistent with leading evidence-based practices in governance and are within the College's control;
- (b) oversee the implementation of changes to the governance model that the Board of Directors adopts;
- (c) Consider and make recommendations to the Board of Directors on College's EDI-B plan and strategy.
- (d) ongoing appraisal of the College's governance structure, processes, and policies to promote longstanding governance excellence at both the Board of Directors and Committee level; ~~and~~

(e) amend committee terms of reference, for recommendation to the Board of Directors;

(f) identify the competencies and attributes that would best support the work of the Board of Directors and individual committees;

(g) implement a competency and attribute based framework for establishing the structure of the Board of Directors and committees;

(h) administer the process for screening applicants to be qualified as candidates for Board elections;

(i) recommend candidates for committee appointment and reappointment to the Board;

(j) recommend committees compositions and chair appointments, other than the Executive Committee, to the Board of Directors in June of each year;

(k) appoint members to committees to fill vacancies, other than the Executive Committee, as needed;

(l) resolve disputes relating to Board elections; and

(e)(m) any additional responsibilities described in the committee's Terms of Reference or as may be assigned directed by the Board of Directors or the Executive Committee from time to time.

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13. REGISTER

13.1 Names in the Register

Subject to paragraph 1 of section 13.2, a registrant's name in the register shall be the registrant's name as provided in the documentary evidence used to support the registrant's initial registration.

13.2 Additional Register Information

In addition to the information required under subsection 23(2) of the Code, the register shall contain the following information with respect to each registrant:

- (a) Any change to the registrant's name that has been made in the register of the College from the date of the registrant's initial registration with the College and any names that the registrant uses in any place of practice other than as provided in section 13.1, including any common names or abbreviations.
- (b) Each registrant's certificate of registration number.
- (c) The classes of certificate of registration held by each registrant and the date on which each was issued.
- (d) A list of the languages in which each registrant is capable of practising.
- (e) The name, address and telephone number of the primary business through which or at which the registrant practices dietetics in Ontario and their position at that business, and any other business and location at which the registrant regularly practices dietetics in Ontario, and their position at that business or location.
- (f) If a registrant has resigned, the date upon which the resignation took effect.
- (g) If the College is aware of an outstanding charge against a registrant on or after May 1, 2018 for any offence in any jurisdiction other than an offence under the Criminal Code (Canada) or the Controlled Drugs and Substances Act (Canada) and if the Registrar believes the offence is relevant to the registrant's suitability to practice,
 - i. the fact and content of the charge, and ii. the date and place of the charge.

The information shall be removed once the charges are no longer outstanding, and the dismissal of the charges is not the subject of an appeal.

- (h) A summary of any existing restriction that relates to or otherwise impacts a registrant's practice imposed by a court or other lawful authority against the registrant, of which the College is aware, including the date of and a summary of the restriction imposed.
- (i) If the College is aware of a finding of guilt against a registrant on or after May 1, 2018 for any offence in any jurisdiction other than under the Criminal Code (Canada) or the Controlled Drugs and Substances Act (Canada) and if the Registrar believes the offence is relevant to the registrant's suitability to practice,
 - i. a brief summary of the finding, ii. a brief summary of the sentence, and
 - iii. if the finding is under appeal, a notation that it is under appeal until the appeal is finally disposed of.

If the conviction is overturned on appeal, the information shall be removed from the register once the appeal is final.
- (j) If a registrant has any terms, conditions or limitations in effect on their certificate of registration, the effective date of those terms, conditions and limitations and where applicable, the Committee responsible for the imposition of those terms, conditions and limitations.
- (k) If a registrant has terms, conditions or limitations on their certificate of registration varied, the effective date of the variance or removal of those terms, conditions and limitations and where applicable, the Committee responsible for the variance of those terms, conditions and limitations.
- (l) If a registrant's certificate of registration is reinstated, the effective date of the reinstatement and where reinstated by a panel of the Discipline or Fitness to Practise Committee, the name of the Committee responsible for the reinstatement.
- (m) If a suspension on a registrant's certificate of registration is lifted or otherwise removed, the effective date of the lifting or removal of that suspension and where applicable, the Committee responsible for the lifting or removal of the suspension.
- (n) If a registrant's certificate of registration is revoked, suspended, cancelled, or otherwise terminated, a notation of that fact and the effective date and the

basis of the revocation, suspension, cancellation, or other termination which shall include but not be limited to circumstances where

- i. a registrant's certificate of registration is subject to an interim order of the Executive Committee or the Inquiries, Complaints and Reports Committee;
 - ii. a registrant's certificate of registration is suspended for non-payment of the annual fee or any fee required by the College, or
 - iii. a registrant's certificate of registration is suspended for failure to submit to a physical or mental examination as ordered by the Inquiries, Complaints and Reports Committee.
- (o) If a registrant's temporary or provisional class certificate of registration expires, the effective date of the expiry of that class of certificate.
- (p) If a decision of a panel of the Inquiries, Complaints and Reports Committee made on or after January 1, 2016 includes a requirement that the registrant attend before a panel of that committee to be cautioned as authorized by paragraph 3 of subsection 26(1) of the Code,
- i. a summary of the caution; ii. the date of the panel's decision; iii. once the registrant has received the caution a notation to that effect, and the date the registrant received the caution; and
 - iv. if applicable, a notation that the panel's decision is subject to a review or appeal and therefore not yet final.
- If the panel's decision referred to in this paragraph is overturned on appeal or review, the information shall be removed from the register once the appeal or review is final.
- (q) If a decision of a panel of the Inquiries, Complaints and Reports Committee made on or after January 1, 2016 includes a requirement that the registrant complete a specified continuing education or remediation program as authorized by paragraph 4 of subsection 26(1) and subsection 26(3) of the Code,
- i. a summary of the specified continuing education or remediation program; ii. the date of the panel's decision;

- iii. once the registrant completes the program a notation to that effect, and the date on which the registrant completed the program; and
- iv. if applicable, a notation that the panel's decision is subject to a review or appeal and therefore not yet final.

If the Panel's decision referred to in this paragraph is overturned on appeal or review, the information shall be removed from the register once the appeal or review is final.

- (r) A summary of any restriction on a registrant's right to practise that has resulted from an undertaking given by the registrant to the College or an agreement entered into between the registrant and the College.
- (s) If an allegation of professional misconduct or incompetence has been referred to the Discipline Committee in respect of the registrant and is outstanding,
 - i. the date of the referral, ii. a summary of each specified allegation,
 - iii. the status of the hearing , including the date of the hearing, if set; and
 - iv. the notice of hearing.
- (t) If the question of the registrant's capacity has been referred to the Fitness to Practise Committee and not yet decided,
 - i. a notation of that fact; and
 - ii. the date of the referral.
- (u) If the Registrar has referred an application for reinstatement to the Discipline Committee for reinstatement and it is not finally resolved,
 - i. a notation of the referral, including the date of referral;
 - ii. the anticipated date of the hearing, if the hearing date has been set or the next scheduled date for continuation of the hearing if the hearing has commenced;
 - iii. if the hearing has been adjourned and no future date has been set, the fact of that adjournment; and
 - iv. if the hearing of evidence and arguments is completed and the parties are waiting for a decision of the panel of the Discipline Committee, a statement of that fact.

- (v) If an application for reinstatement has been decided by a panel of the Discipline Committee, the results of the hearing including the date of the decision and any order made.
- (w) If the result of a disciplinary proceeding is contained in the College's register,
 - i. the date on which the panel of the Discipline Committee made its decision, ii. the date on which the Discipline Committee ordered any penalty, and iii. the decision and reasons.
- (x) If the College is aware that a restriction on a registrant or a registrant's practice has been made against a registrant registered or licensed to practise a profession inside or outside of Ontario and that finding has not been reversed on appeal, iv. a notation of that fact;
 - v. the date of the finding and the name of the governing body that made the finding if available; vi. the order made if available; and vii. information regarding any appeals of the finding or order if available.
- (y) If the result of an incapacity proceeding is contained in the College's register, the date on which the panel made the finding of incapacity and the effective date of any order made by the panel.
- (z) If a finding of professional negligence or malpractice is contained in the College's register, the following information:
 - i. the notice of and a description of the finding; ii. the date the finding was made against the registrant;
 - iii. the name and location of the court that made the finding against the registrant; and iv. the status of any appeal respecting the finding made against the registrant.
- (aa) Any information the College and a registrant, or health profession corporation, have agreed should be included in the register.
- (bb) The date on which the College issued a certificate of authorization for a health profession corporation, and the effective date of any revocation, suspension, or cancellation of the certificate.

13.3 Public Information

All of the information referred to in section 13.2 is designated as public for the purpose of subsection 23(5) of the Code.

13.4 Registrar's Discretion

All of the information referred to in section 13.2 is information designated to be withheld from the public pursuant to subsection 23(6) of the Code such that the Registrar may refuse to disclose to an individual or post on the College's website any or all of that information if the Registrar has reasonable grounds to believe that disclosure of that information may jeopardize the safety of an individual.

14. INFORMATION FROM REGISTRANTS AND PROFESSIONAL CORPORATIONS

14.1 Registrant to Provide Particulars on Request

A registrant shall, upon written request of the Registrar,

- (a) immediately provide particulars of any information required to be in the College's register pursuant to the by-laws, the RHPA, the Act, or the regulations under the RHPA or the Act;
- (b) within thirty days, provide particulars of any information which was not information required to be in the College's register but was information that the registrant was required to provide to the College under the by-laws, the RHPA, the Act or a Regulation; and
- (c) within 10 days, confirm the accuracy of any information previously provided to the College by the member and where that information is no longer accurate, provide accurate information.

14.2 Registrant to Immediately Provide Particulars

Notwithstanding section 14.1, a registrant shall immediately provide the particulars of any information required under paragraphs 7, 8 or 9 of section 13.2.

14.3 Registrant to Provide Information on Request

The College may forward to its registrants from time to time requests for information in a printed or electronic form approved by the Registrar. Each registrant shall accurately and fully complete and return such form, electronically or otherwise as specified by the College, by the due date set by the College. A request for registrant information may include (but is not limited to) the following:

- (a) the registrant's residential address, telephone and personal e-mail address;

- (b) whether the registrant wishes the College to communicate with him or her in French or English;
- (c) information required to be contained in the College's register pursuant to the by-laws, the RHPA, the Act, or Regulation;
- (d) information required to be provided to the College pursuant to the by-laws, the RHPA, the Act, or Regulation;
- (e) information respecting their participation in the Quality Assurance Program;
- (f) information that relates to the professional characteristics and activities of the registrant that may assist the College in carrying out its objects, including but not limited to:
 - i. information about actions taken by other regulatory authorities with respect to the registrant;
 - ii. information that relates to the registrant's health;
 - iii. information relating to civil law suits involving the registrant;
 - iv. information relating to criminal charges, arrests, bail conditions and other restrictions; and
 - v. information relating to offences;
 - vi. information for the purposes of compiling statistical information to assist the College in fulfilling its objects;

14.4 Registrant to Notify Registrar of Changes

If there is a change to the information provided under section 14.3 or any other information provided by the registrant, the registrant shall notify the Registrar in writing of the change within thirty (30) days of the effective date of the change.

14.5 Suspension for Failure to Provide Information

Regulation 593/94 applies to a failure of a registrant to provide information to the College as required under the by-laws and any such failure may result in the suspension of that registrant under the Regulation.

14.6 Health Professional Corporation to Provide Information

The College may forward to each professional corporation from time to time requests for information in a printed or electronic form approved by the Registrar. Each professional

corporation shall accurately and fully complete and return such form, electronically or otherwise as specified by the College, by the due date set by the College. A request for registrant information may include (but is not limited to) the following:

- (a) the information required under the applicable statutes and regulations;
- (b) the title or office held by each director and officer of the corporation;
- (c) the registered office address of the corporation;
- (d) the address and telephone number of locations where the corporation regularly provides dietetic services, other than client or residences; and
- (e) a brief description of the dietetic professional activities of the corporation.

14.7 Health Professional Corporation to Notify Registrar of Changes

If there is any change to the information that a health profession corporation provided to the Registrar under section 14.6 the corporation must notify the College in writing of any change within thirty (30) days of the effective date of the change.

14.8 Changes in Shareholders

Despite section 14.7, a health profession corporation must notify the Registrar within ten (10) days of the effective date of any change in shareholders of the corporation.

15. PROFESSIONAL LIABILITY INSURANCE

15.1 Professional Liability Insurance Coverage Requirements

A registrant engaging in the practice of dietetics must maintain professional liability insurance coverage with the following characteristics:

- (a) minimum coverage of no less than \$2,000,000 per occurrence;
- (b) aggregate coverage of no less than \$5,000,000;
- (c) any deductible must be \$1,000 or less;
- (d) if coverage is through a “claims made” policy, an extended reporting period provision of at least two (2) years; and
- (e) any exclusionary conditions and terms must be consistent with standard industry practice with respect to insurance of this type.

16. CONFLICT OF INTEREST

16.1 Definition of Conflict of Interest

A conflict of interest exists if a reasonable person would conclude that a director or committee member's personal, professional or financial interest or relationship may affect their judgement, impartiality or the discharge of their duties to the College. A conflict of interest may be real or perceived, actual or potential, or direct or indirect.

16.2 Duty to Avoid and Consult

Directors and committee members must whenever feasible avoid situations in which they have or might have a conflict of interest. If a director or committee member is in doubt about whether they have or might have a conflict of interest, the director or committee member must consult with an appropriate person, for example the Chair of the Board, Registrar or legal counsel (if the conflict arises in a hearing context).

16.3 Process for Resolution of Conflicts

If a director or committee member believes that they may have a conflict of interest in any matter relating to Board of Directors or committee business the director or committee member must consult with an appropriate person such as the Chair of the Board, Registrar or legal counsel (if the conflict arises in a hearing context). If there is any doubt as to whether a conflict exists the director or committee member must declare it to the Board of Directors or the committee and accept the Board of Directors' or committee's decision as to whether a conflict exists. For adjudicative matters, a committee member should disclose the conflict at the earliest opportunity and in any case before the committee considers the matter.

A director or committee member who has a conflict of interest must:

- (a) before any consideration of the matter disclose the fact that they have a conflict of interest;
- (b) not participate in any discussion of the matter;
- (c) not attend any meeting of part of a meeting involving the matter; and
- (d) not vote on the matter, or influence or try to influence the vote.

16.4 Undeclared Conflict

If a director or committee member believes another director or committee member has not declared a conflict of interest (despite informal notification or inquiry) the director or committee member who has that belief must advise an appropriate person such as the Chair of the Board, Registrar, or legal counsel (if the conflict arises in a hearing context). If the Board

of Directors or a committee chair concludes that a director or committee member respectively has an undeclared conflict of interest, the Board of Directors or the committee chair may direct the director or committee member to immediately comply with clauses (b), (c) and (d) of section 16.3.

17. BY-LAWS AND AMENDMENTS

17.1 Making By-laws

By-laws of the College may be enacted, amended, or revoked by a vote of at least two-thirds of the directors present at a Board of Directors meeting duly called for the purpose of considering such enactment, amendment or revocation.

17.2 Notice

Notice of a motion to enact, amend, or revoke a by-law shall be given to the Board of Directors at least ten days prior to the meeting referred to in section 17.5.1.

17.3 Record of By-laws

The Registrar shall maintain a consolidated set of College by-laws that reflect any revocation and amendment that the Board of Directors makes to them.

APPENDIX A

Seal of the College

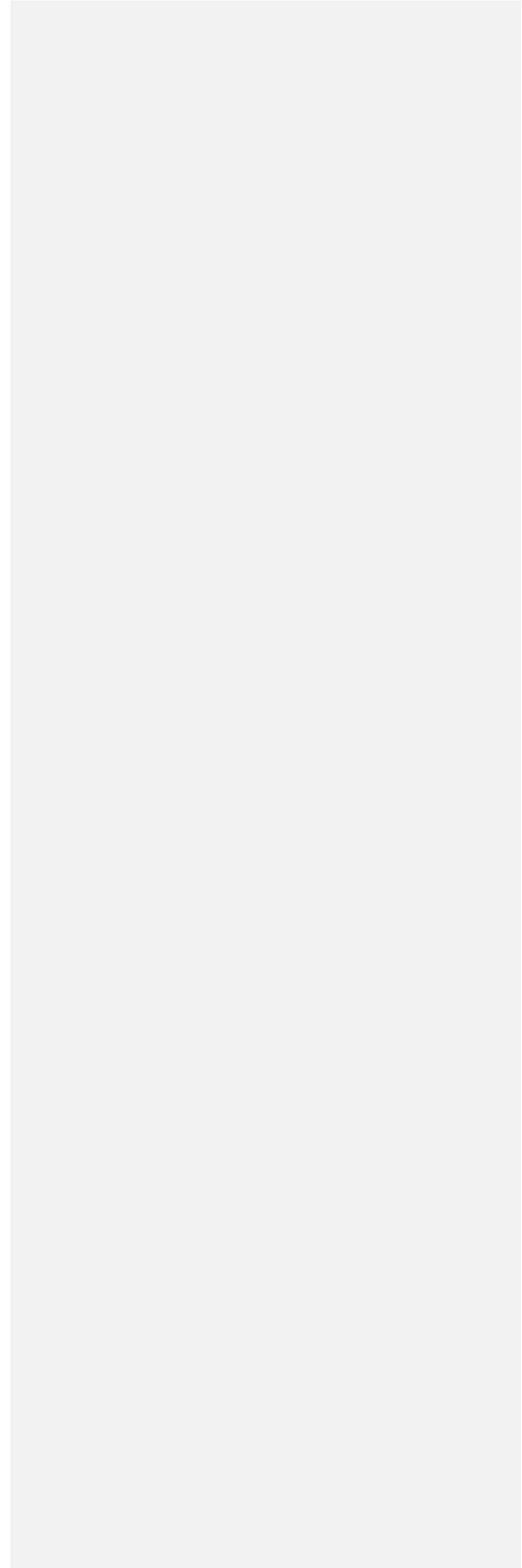




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1. INTERPRETATION

1.1 Definitions

In this by-law and in any other by-law of the College, unless otherwise defined or required by the context of the specific provision,

“Act” means the *Dietetics Act, 1991*;

“Board” or “Board of Directors” means the board of directors or Council of the College;

“Chair of the Board” means the Chair of the Board of Directors, referred to in the *Regulated Health Professions Act, 1991* and previously referred to in these by-laws as the “President”, and does not include a committee chair or a person appointed as the chair or presiding officer of a Board meeting pursuant to section 7.8 of these by-laws;

“Code” means the Health Professions Procedural Code being Schedule 2 of the *Regulated Health Professions Act, 1991*;

“College” means the College of Dietitians of Ontario;

“committee” means a statutory, non-statutory or ad hoc committee of the College;

“committee appointee” means a registrant of the College who is not a director (as defined below) and who is appointed to a committee of the College;

“committee member” means a member of a committee of the College;

“director” means a member of the Board of Directors and includes public and elected directors, previously known as public and elected “councillors” in these by-laws;

“elected director” means a member of the Board of Directors described in clause 5(1)(a) of the Act and includes a member elected or appointed to fill a vacancy;

“public director” means a director who is appointed to Council by the Lieutenant Governor in Council;

“registrant” means a member of the College as that term is used in the *Regulated Health Professions Act, 1991* and the Act and as previously used in these by-laws;

“Registrar” means the Registrar of the College;

“Regulation” means a regulation to the Act or the RHPA; and **“RHPA”**

means the *Regulated Health Professions Act, 1991*. **“Vice-Chair of the**

Board” means the Vice-Chair of the Board of Directors, referred to in the *Regulated Health Professions Act, 1991* and previously referred to in these bylaws as the “Vice-President” and does not include a committee vice-chair;

1.2 Calculating Time

In College by-laws, a reference to the number of days between two events means calendar days and excludes the day on which the first event happens and includes the day on which the second event happens.

1.3 Holidays

In College by-laws, a time limit that would otherwise expire on a holiday or a weekend is extended to include the next day that is not a holiday or a weekend. Holidays are as identified in the *Legislation Act, 2006*.

2. BUSINESS PRACTICES

2.1 Head Office

The head office of the College is in the City of Toronto or at such other place as the Council may determine from time to time.

2.2 Seal

An impression of the College’s seal is in Appendix A.

2.3 Affixing Seal

Any person authorized to sign a document on behalf of the College may affix the College’s seal to it if required.

2.4 Banking

The Board of Directors shall appoint from time to time one or more banks chartered under the *Bank Act (Canada)* for the use of the College. All money belonging to the College shall be deposited in the name of the College at one or more banks, but the Registrar may approve a reasonable amount of cash to be on hand at the College offices to cover incidental day-to-day expenses.

2.5 Bank Signing Authority

The Registrar or another person authorized by the Board of Directors may endorse any negotiable instrument for collection on account of the College through the bank or for deposit to the credit of the College with the bank. The College's stamp, if any, may be used for the endorsement.

2.6 Expenditures

The College may purchase or lease goods or acquire services if it is authorized by:

- (a) the Registrar if the expenditure is set out in the College's budget as approved by the Board of Directors;
- (b) the Registrar, if the expenditure does not exceed \$10,000 and the Registrar is satisfied that the expenditure will not result in the budget being exceeded for the fiscal year; or
- (c) a resolution of the Board of Directors or the Executive Committee.

2.7 Signing Authority

Signing authority for cheques and payments on behalf of the College is as follows:

- (a) the Registrar, Chair of the Board or Vice-Chair of the Board for amounts not exceeding \$25,000, or such other amount as the Board of Directors determines from time to time; and
- (b) any two of the Registrar, Chair of the Board or Vice-Chair of the Board for amounts in excess of \$25,000, or such other amount as the Board of Directors determines from time to time.

2.8 Execution of Documents

Except as required by section 2.7 and subject to section 2.9, the Registrar will sign contracts, agreements, instructions and other documents on behalf of the College.

2.9 Execution of Documents

The Board of Directors may appoint, from time to time, any one or more officers or persons to sign contracts, documents and instruments in writing on behalf of the College either generally or in relation to specific contracts, documents or instruments in writing.

2.10 Investments

The Registrar may authorize the investment of money on behalf of the College in compliance with applicable College policy as approved by the Board of Directors from time to time. All share certificates, bonds and other records of investments shall be issued in the name of the College.

2.11 Borrowing

The Board of Directors may from time to time by resolution,

- (a) borrow money upon the credit of the College;
- (b) limit or increase the amount or amounts which may be borrowed; and
- (c) secure any present or future borrowing or any debt, obligation or liability of the College by charging, mortgaging, hypothecating or pledging all or any real or personal property of the College, whether present or future.

2.12 Fiscal Year

The fiscal year of the College is from April 1 to March 31 of the following year.

2.13 Financial Audit

The Board of Directors shall appoint an auditor licensed under the *Public Accounting Act* to audit the accounts of the College and to hold office for a term determined by the Board of Directors.

2.14 Financial Statements

Financial statements for the College shall be prepared promptly at the close of each fiscal year and audited financial statements shall be presented annually to the Board of Directors.

2.15 Auditors Right of Access

The auditors shall have a right of access at all reasonable times to all records, documents, books, accounts and vouchers of the College and are entitled to require from the directors, officers and employees such information as is necessary in their opinion to enable them to report as required by law or under this by-law.

2.16 Attendance at Board of Directors Meeting

The auditor is entitled to attend the meeting at which the audited financial statements are presented to the Board of Directors.

2.17 Grants

The Board of Directors may by a vote of at least two-thirds of the directors present at a meeting duly called for that purpose make grants to third parties for one or both of the following:

- (a) to advance the scientific knowledge or the education of persons wishing to practise the profession; and
- (b) to maintain or improve the standards of practice of the profession.

2.18 Membership in National Organizations

The Board of Directors may authorize the College to obtain membership in a national organization of a body whose objects are not inconsistent with those of the College and may authorize the payment of such annual fees and costs for representation at meetings of the organization.

2.19 Remuneration and Expenses

Elected directors, committee appointees, and officers who are not public directors shall be paid a stipend and shall be reimbursed by the College for travelling and other expenses reasonably incurred in relation to the performance of their duties in accordance with policies approved from time to time by the Board of Directors.

2.20 Indemnity

Every director, or committee member and their heirs, executors, administrators and estate shall at all times be indemnified and saved harmless by College from and against:

- (a) all costs, charges and expenses whatsoever that such person sustains or incurs in respect of any action, suit or proceeding that is proposed, brought, commenced or prosecuted against him or her for or in respect of anything done or permitted by the person in respect of the execution of the duties of their office; and
- (b) subject to any policies and procedures of the College, all other costs and expenses that they sustain or incur in respect in respect of the affairs of the College,

except any costs, charges or expenses resulting from their wilful neglect or default or failure to act honestly and in good faith with a view to the best interests of the College. The College shall obtain appropriate insurance coverage in connection with this indemnity.

2.21 Protection for Employees

If an employee (including a lawyer who is an employee) of the College is named in a civil suit or, in the case of a lawyer, in a law society proceeding, and the subject matter relates to the person's employment by the College, the College will pay for the employee's legal representation in the proceedings and any appeal, and will pay any sum of money the employee or the employee's estate becomes liable to pay in connection with the matter unless the court finds that the employee has been deliberately dishonest or has committed a criminal offence.

3. ELECTION OF DIRECTORS

3.1 Electoral Districts

- (a) For all Board of Directors elections up to and including the Board of Directors election in 2023, and for any by-elections prior to the Board of Directors election in 2024, the following are the electoral districts for the purpose of the election of Board directors (with necessary modifications by the Registrar to ensure that the entire province is covered and that there is no overlap of districts):
- i. Electoral district 1, the south-western area, composed of the counties of Elgin, Essex, Kent, Lambton, Middlesex, Oxford, Bruce, Grey, Perth and Huron.
 - ii. Electoral district 2, the central-western area, composed of the counties of Brant, Dufferin and Wellington and the Regional Municipalities of Haldimand, Norfolk, Halton, Hamilton Wentworth, Niagara and Waterloo.
 - iii. Electoral district 3, the central area, composed of the Municipality of Metropolitan Toronto, and the Regional Municipality of York.
 - iv. Electoral district 4, the eastern area, composed of the counties of Frontenac, Hastings, Lanark, Prince Edward and Renfrew, and the united counties of Leeds and Grenville, Lennox and Addington, Prescott and Russell, Stormont, Dundas and Glengarry and The Regional Municipality of Ottawa, Carleton.
 - v. Electoral district 5, the north-eastern area, composed of the territorial districts of Algoma, Cochrane, Manitoulin, Nipissing, Parry Sound, Sudbury, Timiskaming and The District Municipality of Muskoka.
 - vi. Electoral district 6, the north-western area, composed of the territorial districts of Kenora, Rainy River and Thunder Bay.
 - vii. Electoral district 7, the central-eastern area, composed of the counties of Haliburton, Northumberland, Peterborough, City of Kawartha Lakes, Simcoe, and the Regional Municipalities of Peel and Durham.

- (b) Beginning with the Board of Directors election in 2024 and for all elections thereafter, there will be one single electoral district that encompasses all of Ontario, and all elected directors will be elected in this electoral district.
- (c) As of the date upon which the directors elected in the 2024 Board of Directors election take office, all directors then serving on the Board of Directors who were elected in one of the former seven electoral districts will be deemed to have been elected in the single electoral district of Ontario. The terms of office of these directors on the Board of Directors and on any committees will be otherwise unaffected and all references in these by-laws to elected directors will apply equally to these directors.

3.2 Number of Elected Directors

In the years 2024 and 2025, the number of elected directors shall be reduced from eight to six members, according to the following schedule and the election timeline set out in section 3.8 of these by-laws:

- (a) As of the date upon which the directors elected in the 2024 Board of Directors election take office, there will be seven elected directors on the Board of Directors.
- (b) As of the date upon which the directors elected in the 2025 Board of Directors election take office, there will be six elected directors on the Board of Directors.

3.3 Elected Directors from Each District

For Board of Directors elections and by-elections prior to April 2024, the number of registrants elected in an electoral district is,

- (a) one for each of electoral districts 1, 2, 4, 5, 6 and 7; and
- (b) two for electoral district 3.

3.4 Eligibility to Vote in an Election

- (a) For Board of Directors by-elections held in an electoral district prior to April 2024, a registrant is eligible to vote if on the thirty-fifth day before the date fixed for the election, the member principally practises in that electoral district, or if the member is not engaged in the practice of dietetics, the member principally resides in the electoral district.
- (b) For Board of Directors elections and by-elections held in and after April 2024, a registrant is eligible to vote if on the thirty-fifth day before the date fixed for the election, the registrant principally practises in Ontario, or if the registrant is not engaged in the practice of dietetics, the registrant principally resides in Ontario.

3.5 Term of Office

The term of an elected director is approximately three (3) years starting on the first day of the first scheduled Board of Directors meeting after the election of directors (excluding any special meetings) and the director will continue in office until the day before their successor takes office in accordance with the by-laws.

3.6 Maximum Term or Maximum Service as Committee Member

Subject to section 3.7, a director or registrant who has served nine (9) consecutive years on the Board of Directors or as a committee appointee, or in any combination of the two offices, is ineligible to serve on the Board of Directors for a minimum of three (3) years thereafter. This 36 month period is calculated from the date the director or registrant last served as an elected director or committee member, to the first day of the first scheduled Board of Directors meeting after the election of directors (excluding any special meetings).

3.7 Term of Office for Directors Filling Vacancies

The term of an elected director elected in a by-election or appointed under these by-laws expires when the former elected director's term would have expired. Time spent as an elected director as a result of a by-election or an appointment by the Board of Directors to fill a vacancy is not included for the purpose of determining the maximum term under section 3.6.

3.8 Timing of Elections

- (a) Until the year 2023, elections for elected directors shall be held simultaneously as follows:
 - i. in April of the year 2004 and in April of every third year thereafter for electoral districts 1 and 3;
 - ii. in April of the year 2002 and in April of every third year thereafter for electoral districts 2 and 4;
 - iii. in April of the year 2003 and in April of every third year thereafter for electoral districts 5, 6 and 7.
- (b) Beginning in April of the year 2024, two directors shall be elected each year who will serve in the single electoral district of Ontario.
- (c) In the event that an election cannot be held in April of a given year, the election shall be held as soon as possible thereafter, and all references in these by-laws to the Board of Directors election in April will apply equally to the delayed election.

3.9 Date of Election

Unless otherwise approved by the Board of Directors,

- (a) the date for each election is the third Wednesday of April; and
- (b) the deadline for the receipt of ballots is 5:00 p.m. on the date for each election.

3.10 Eligibility for Election to Board of Directors

A registrant is eligible for election to the Board of Directors if, on the date of election or acclamation, or as of such other date specified below:

- (a) the registrant is engaged in the practice of dietetics in Ontario or, if the registrant is not engaged in the practise of dietetics, principally resides in Ontario, or in the case of a by-election prior to April 2024, in the electoral district for which they are nominated;
- (b) the registrant is the holder of a general class of certificate of registration and the certificate is not subject to a term, condition or limitation other than one applicable to all registrants of the class;
- (c) the registrant is not in default of the payment of any fee payable to the College;
- (d) the registrant is not the subject of any disciplinary or incapacity proceeding in Ontario or any similar proceeding in any other jurisdiction relating to dietetics or any other profession;
- (e) the registrant's certificate of registration has not been revoked or suspended in the preceding six years for any reason other than nonpayment of fees;
- (f) the registrant has not been found to have committed professional misconduct by the Discipline Committee or by any discipline committee in any jurisdiction relating to dietetics or any other profession;
- (g) the registrant has not been disqualified by the Board of Directors in the preceding three (3) years as a result of a breach of a code of conduct or policy on conduct approved by the Board of Directors or a breach of the conflict of interest provisions of this by-law;
- (h) the registrant does not have a notation on the College register of a finding of professional negligence or malpractice made against the registrant;
- (i) the registrant is not the subject of a charge under the *Criminal Code* (Canada) or the *Controlled Drugs and Substances Act* (Canada);

- (j) the registrant does not have a notation on the College register of a charge in relation to any offence;
- (k) the registrant does not have a criminal finding of guilt as an adult under the *Criminal Code* (Canada) or the *Controlled Drugs and Substances Act* (Canada);
- (l) the registrant does not have a notation on the College register of a finding of guilt made by a court with respect to any offence;
- (m) the registrant does not have a notation on the College register of an undertaking provided to the College with respect to a matter involving the Inquiries, Complaints and Reports Committee or the Discipline Committee;
- (n) The registrant is not currently the subject of an undertaking provided to the College with respect to a fitness to practise issue;
- (o) the registrant is not currently the subject of an interim order made by a panel of the Inquiries, Complaints and Reports Committee;
- (p) the registrant has not been ordered to attend to receive a caution from a panel of the Inquiries, Complaints and Reports Committee or been required to complete a specified continuing education or remediation program by a panel of the Inquiries, Complaints and Reports Committee in the preceding six (6) years;
- (q) the registrant is not a member of the Board of Directors or council of any other RHPA college;
- (r) the registrant is not an employee of the College and has not been an employee of the College within the preceding two (2) years;
- (s) the registrant is not an applicant for employment at the College and has not applied for employment at the College within the preceding year;
- (t) the registrant is not in default of completing and submitting any information or form required under the regulations of the RHPA or Act, or the by-laws of the College;
 - (t.1) the registrant meets the competency and attribute requirements as set out in the applicable College policy approved by the Board of Directors and demonstrates this by fulfilling the requirements of the competency and attribute screening process approved by the Board of Directors and set out in the applicable College policy;

- (u) the registrant has successfully completed the College's current training program relating to the duties, obligations and expectations of Board of Directors and committee members;
- (v) the registrant is not party to a legal proceeding against the College;
- (w) the registrant has completed and filed with the Registrar a conflict of interest declaration by the deadline and in the form approved by the Registrar, and the registrant does not have a conflict of interest to serve as a director;
- (x) the registrant does not hold a position that would cause the registrant, if elected as a director, to have a conflict of interest by virtue of having competing fiduciary obligations to both the College and another organization
 - (x.1) the registrant does not, and did not within the preceding three (3) years, hold a leadership, employment or contractual role with an international, national or provincial association or organization that advances the interests of dietitians, has policy making responsibilities for dietitians, or oversees the regulation of dietitians; or
- (y)
- (z) on the first day of the first scheduled Board of Directors Meeting after the election of directors (excluding any special meetings), the registrant would not be ineligible because of section 3.6.

3.11 Withdrawal of Candidate

A candidate may withdraw from an election by giving notice in writing to the Registrar. If the notice in writing is received at least five (5) days before the date that the Registrar sends the voting package to registrants eligible to vote, the name of the person shall not be included on the ballot. In all other cases the Registrar shall make reasonable efforts to remove the name from the ballot or to notify the registrants eligible to vote that the candidate has withdrawn from the election.

3.12 Eligibility and Election Disputes

Disputes as to whether a registrant is eligible for election or to vote in an election will be determined by the Governance Committee. Disputes relating to the election of an elected director shall be dealt with by the Governance Committee which shall investigate the facts and report its findings and recommendations to the Board of Directors for such decision as the Board of Directors considers appropriate.

3.13 Notification of Election

No later than 90 days before the date of an election, the Registrar shall notify every registrant eligible to vote of the date, time and electoral district of the election and of the application procedure.

3.14 Applications

A registrant who seeks to be a candidate for election as a director shall apply in writing and shall submit the application to the Registrar at least 60 days before the date of the election (the “application deadline”).

3.15 Acclamation

- (a) For elections and by-elections prior to April 2024, if the number of candidates who have applied for and are eligible for election to the Board of Directors for an electoral district is less than or equal to the number of registrants to be elected in that electoral district, the Registrar shall declare the candidate or candidates elected by acclamation.
- (b) For elections and by-elections in and after April 2024, if the number of candidates who have applied for and are eligible for election to the Board of Directors is less than or equal to the number of registrants to be elected in that election, the Registrar shall declare the candidate or candidates elected by acclamation. If the number of candidates elected by acclamation is less than the number of registrants that were to be elected in that election, the Registrar shall, as soon as possible, call a by-election for the remaining seat or seats.

3.16 No Candidates for Election

If there are no candidates who have applied for and are eligible for election, the Registrar shall, as soon as possible, call a by-election.

3.17 Information about Candidates

A candidate shall provide to the Registrar by the application deadline or such later date as the Registrar permits, biographical information in a manner acceptable to the Registrar for the purpose of distribution to registrants eligible to vote in the election.

3.18 Administering and Supervising Elections

The Registrar will supervise and administer the election process and may for the purpose of carrying out that duty and subject to the by-laws:

- (a) appoint returning officers and scrutineers;

- (b) establish procedures and deadlines for the receiving and sending of elections materials, including establishing a deadline for the receiving of ballots and procedures for opening, counting and verifying ballots;
- (c) establish reliable and secure voting processes;
- (d) provide for the notification of all candidates and registrants of the results of the election;
- (e) if there has been a non-compliance with an application or election requirement, determine whether the non-compliance should be waived in circumstances where the fairness or integrity of the election will not be affected;
- (f) establish deadlines for any recounts and provide for the destruction of voting information following an election; and
- (g) do anything else that they deem necessary and appropriate to ensure that the election is fair and effective.

3.19 Voting Package

No later than thirty days before the date of an election the Registrar shall send by electronic or other means a voting package to every registrant eligible to vote in the election, and in the case of elections held prior to April 2024, eligible to vote in the district. The package will include a list of candidates and a ballot or electronic access to a ballot and an explanation of the voting procedure.

3.20 Voting

A registrant eligible to vote may cast as many votes on a ballot as there are registrants to be elected from that electoral district in that election. A registrant shall not cast more than one vote for any one eligible candidate.

3.21 Tie Vote

If there is a tie in an election of registrants to the Board of Directors, the Registrar shall break the tie by lot.

3.22 Modifying Time Periods

In exceptional circumstances, the Registrar may modify any time period respecting elections as the Registrar considers necessary to compensate for such circumstances.

3.23 By-Elections

A by-election is held in the same manner and is subject to the same criteria and processes as a regular election, subject to any necessary modifications.

4. DISQUALIFICATION AND REMOVAL OF DIRECTORS

4.1 Disqualification

An elected director is disqualified from sitting on the Board of Directors if the registrant meets one or more of the following criteria:

- (a) the Board of Directors determines that the registrant had not met one or more of the eligibility requirements in section 3.10;
- (b) the registrant ceases to meet one or more of the eligibility requirements in section 3.10;
- (c) the registrant fails, without reasonable cause, to attend two consecutive meetings of the Board of Directors;
- (d) the registrant fails, without reasonable cause, to attend three consecutive meetings of a committee of which they are a member;
- (e) the registrant fails, without reasonable cause, to attend a hearing or proceeding of a panel for which they have been selected; or
- (f) the registrant fails, in the opinion of the Board of Directors, to discharge their duties to the College, including without limitation having acted in a conflict of interest or otherwise in breach of a College by-law or policy, or the *Regulated Health Professions Act, 1991*.

4.2 Temporary Exclusion

An elected director who becomes the subject of any disciplinary or incapacity proceeding at the College, a Registrar's investigation under the RHPA, or an interim order under the RHPA will not be disqualified under section 4.1 during the proceeding but shall not serve on the Board of Directors or on any committee until the proceeding is finally completed.

4.3 Removal of Elected Director

The following procedure applies to the disqualification and removal of an elected director:

- (a) If another director believes that an elected director meets one or more of the criteria for disqualification in section 4.1, they shall advise the Registrar and Executive Committee in writing.

- (b) If the Registrar receives information suggesting that an elected director meets one or more of the criteria for disqualification in section 4.1, the Registrar shall advise the Executive Committee in writing.
- (c) If the Executive Committee believes the matter requires the Board of Director's consideration, it shall notify the elected director about the nature of the concern and provide him or her with a reasonable opportunity to respond before bringing the matter to the Board of Directors.
- (d) If after considering the elected director's response, if any, the Executive Committee decides that the matter warrants the Board of Directors' consideration, it shall place the matter on the agenda for the next meeting of the Board of Directors, or the Chair of the Board shall call a special Board of Directors meeting for the purpose of determining whether the registrant meets any of the criteria for disqualification under section 4.1. The Registrar shall advise the director who is potentially subject to disqualification of the date of the Board of Directors meeting and that the director may make written or oral submissions to the Board of Directors at the meeting.
- (e) Disqualification of an elected director requires a resolution passed by a majority of not less than two-thirds of the votes cast on the resolution by directors present at the meeting. The elected director who is the subject of a motion for disqualification shall not be present during the debate following submissions, if any, or during the vote on the motion. The Board of Directors shall not consider the registrant for the purpose of establishing quorum or counting votes.
- (f) A disqualified director ceases to be a member of the Board of Directors and any of its committees.

4.4 Disqualification and Removal of Public Director

The following procedure applies to the disqualification and removal of a public director:

- (a) If a director believes that a public director does not meet one of the criteria set out in clauses (d), (f), (g), (i), (q), (r), (s), (t.1), (u), (v), (w), (x) and (y) of section 3.10, or clauses 4.1 (c) through (f), they shall advise the Registrar and Executive Committee in writing.
- (b) If the Registrar receives information suggesting that a public director does not meet one or more of the criteria in clauses (d), (f), (g), (i), (q), (r), (s), (t.1), (u), (v), (w), (x) and (y) of section 3.10, or clauses 4.1 (c) through (f), the Registrar shall advise the Executive Committee in writing.

- (c) The procedure in section 4.3 clauses (c) through (e) shall govern the disqualification of a public director with necessary modifications.

4.5 Notice to Minister

Following the disqualification of a public director, the Board of Directors may advise the Minister of Health and Long-Term Care of its determination and request the Minister to ensure the removal of the public director from the Board of Directors.

4.6 Suspension of Public Director

If the Board of Directors passes a resolution to disqualify a public director under section 4.3, it may suspend the public director from serving on the Board of Directors or on any of its committees, or both.

5. VACANCIES

5.1 Creation of Vacancy

The office of an elected director is deemed vacant on the death, resignation or removal of that director.

5.2 Filling Vacancy – Less than One Year

- (a) If prior to the 2024 Board of Directors election, the seat of an elected director becomes vacant in an electoral district less than one year before the expiry of the director's term of office, the Board of Directors may:
 - i. leave the seat vacant;
 - ii. appoint as an elected director the eligible candidate who had the most votes of all of the unsuccessful candidates for that position in the director's electoral district in the last election; or
 - iii. direct the Registrar to hold a by-election for that electoral district.
- (b) If following the 2024 Board of Directors election the seat of an elected director becomes vacant less than one year before the expiry of the director's term of office, the Board of Directors may:
 - i. leave the seat vacant;
 - ii. appoint as an elected director the eligible candidate who had the most votes of all of the unsuccessful candidates in the last election; or
 - iii. direct the Registrar to hold a by-election.

5.3 Filling Vacancy – More than One Year

- (a) If prior to the 2024 Board of Directors election the seat of an elected director becomes vacant more than one year before the expiry of the director’s term of office, the Registrar will hold a by-election for that electoral district.
- (b) If following the 2024 Board of Directors election the seat of an elected director becomes vacant more than one year before the expiry of the director’s term of office, the Registrar will hold a by-election for that seat.

6. OFFICERS

6.1 Officers

The officers of the College shall be the Chair of the Board, the Vice-Chair of the Board and the Registrar and such other officers as the Board of Directors may determine from time to time. A person must not hold more than one office.

6.2 Chair of the Board (Chair)

The Chair of the Board shall perform all duties and responsibilities pertaining to their office, which include the responsibilities set by Board of Directors policy and such other duties that the Board of Directors from time to time assigns.

6.3 Vice-Chair of the Board (Vice-Chair)

The Vice-Chair of the Board will act and has all the powers and duties of the Chair of the Board if the Chair of the Board is absent or is unable or refuses to act, and will perform the responsibilities set by Board of Directors policy and such other duties that the Board of Directors from time to time assigns.

6.4 Appointment of Registrar

The Registrar shall be appointed by the Board of Directors and shall be the Executive Director of the College. The Executive Committee shall not exercise the authority of the Board of Directors with respect to the appointment or removal of the Registrar.

6.5 Registrar Terms of Employment

The terms of employment of the Registrar shall be set out in a written employment contract approved by the Executive Committee and shall be consistent with any College personnel policies in effect at the time such contract is approved. No candidate for the position of Registrar shall be offered a contract of employment until that candidate has been approved by the Board of Directors.

6.6 Registrar Duties

The Registrar shall perform those duties set out in the RHPA, the Act and the by-laws of the College in addition to such duties and responsibilities as are set by Board of Directors policy and such other duties that the Board of Directors from time to time assigns.

6.7 Appointment of Acting Registrar

During extended absences of the Registrar, the Board of Directors may appoint an Acting Registrar. If a vacancy or prolonged or indefinite absence occurs in the Registrar's office, the Executive Committee or the Board of Directors shall appoint an Acting Registrar. If the Executive Committee appoints an Acting Registrar, the appointment or approval is subject to Board of Directors approval at the next meeting of the Board of Directors.

6.8 Authority of Acting Registrar

A person appointed as Acting Registrar under section 6.7 shall have all the authority, duties and responsibilities of the Registrar.

6.9 Removal of Officers

The Board of Directors may remove an officer of the College by a two-thirds majority vote of the directors present at a Board of Directors meeting duly held for that purpose. The removal from office of an officer who is also an employee of the College shall not of itself constitute termination of employment.

7. MEETINGS OF THE BOARD OF DIRECTORS

7.1 Board of Directors Meetings

The Board of Directors shall have at least four regular meetings during each calendar year, with no more than four months between meetings. Board of Directors meetings shall be held at the head office of the College or at any other place as may be determined by the Registrar or the Board of Directors from time to time.

7.2 Reasonable Notice for Board of Directors Meetings

Written notification of the date, time and place of a Board of Directors meeting will be delivered to each director not less than five days before the date of the meeting. The accidental omission to give notice or the non-receipt of any notice by any director will not invalidate a resolution that the Board of Directors passes at the meeting or any action or proceeding it takes at the meeting.

7.3 Business at Regular Meetings

The Board of Directors may consider at a regular meeting:

- (a) matters contained within the agenda approved by the Executive Committee;
- (b) matters brought by the Executive Committee;
- (c) recommendations and reports by committees;
- (d) motions or matters where notice was given by a director at a preceding Board of Directors meeting;
- (e) such other matters, not included in the agenda, that at least two-thirds of the directors in attendance determine to be of an urgent nature; and
- (f) routine and procedural matters.

7.4 Special Meetings

A special meeting of the Board of Directors may be called by the Chair of the Board or the majority of directors by submitting to the Registrar a written request for the meeting containing the matter or matters for decision at the meeting. The Registrar shall provide notice of the meeting to each director not less than three days before the date of the special meeting, unless notice is unanimously waived by the Board of Directors. The notice shall state the date, time and place of the meeting and the general nature of the business to be transacted.

7.5 Business at Special Meetings

Business at a special meeting is limited to the following:

- (a) the matter or matters for decision at the meeting contained in the written request submitted to the Registrar;
- (b) matters brought by the Executive Committee; and
- (c) routine and procedural matters.

7.6 Manner of Holding Meetings

Any meeting of the Board of Directors may be conducted by means of teleconference or any other means that permit all persons participating in the meeting to communicate with each other adequately. Persons participating in the meeting by such means are deemed to be present at the meeting. Meetings held in this manner are deemed to be held at the head office of the College, unless the Board of Directors determines otherwise.

7.7 Chair or Vice-Chair of the Board Presides

In the absence of a presiding officer appointed under section 7.8, the Chair of the Board, or their delegate, shall preside over meetings. The Vice-Chair of the Board shall preside if the Chair of the Board is absent. In the absence of both the Chair and Vice-Chair of the Board, the directors present shall select from among themselves a director to chair the meeting.

7.8 Presiding Officer

For the purpose of conducting meetings the Board of Directors may appoint a non-voting presiding officer who is not a member of the Board of Directors or of the College to preside at all meetings or at a meeting. The presiding officer shall continue in their role until dismissed by the Board of Directors or the Executive Committee. The presiding officer shall act solely as chair of Board of Directors meeting proceedings in accordance with these by-laws and any rules of order that the Board of Directors approves and shall not take a role in Board of Directors deliberations. Before assuming their duties, the presiding officer shall agree to maintain the same standard of confidentiality and conflict of interest applicable to a director.

7.9 Quorum

A quorum for any meeting of the Board of Directors is as set out in the RHPA. A Board of Directors vacancy is not counted in determining whether a quorum is present.

7.10 Adjournments

Whether or not a quorum is present, the chair or presiding officer may adjourn any Board of Directors meeting and reconvene it at any time and any business may be transacted at the adjourned meeting that could have been transacted at the original meeting. No notification shall be required of any such adjournment.

7.11 Voting at Meetings

Unless otherwise required by law or by the by-laws, every motion which properly comes before the Board of Directors shall be decided by a simple majority of the votes cast at the meeting by directors present. In the event of a tie vote, the motion is defeated.

Except where a secret ballot is required or at a meeting held by teleconference, every vote at a Board of Directors meeting shall be by a show of hands but, if any two directors so require, a roll call vote shall be taken.

7.12 Rules of Order

Except where inconsistent with the RHPA, the Act, the Regulations or the by-laws of the College, any questions of procedure at or for any meetings of the Board of Directors shall be determined by the chair or presiding officer of such meeting in accordance with the rules of order that the Board of Directors adopts from time to time.

7.13 Unanimous Resolutions

A resolution or by-law signed by all members of the Board of Directors is as valid and effective as if passed at a meeting of the Board of Directors held for the purpose, and a director's signature may be an identifying mark created or communicated using electronic means.

8. COMMITTEE ESTABLISHMENT AND APPOINTMENTS

8.1 Establishment and Appointees

The Board of Directors may from time to time establish non-statutory or ad hoc committees and set the duties and composition and appoint the members of each committee. In appointing members to a non-statutory or ad hoc committee the Board of Directors will give due consideration to the recommendations, if any, of the Governance Committee.

8.2 Appointment to Committees

The Board of Directors will at the first regular Board of Directors meeting following each scheduled election of directors appoint the members of each committee and a chair of each committee in a manner prescribed by the Board of Directors from time to time. In appointing members to committees the Board of Directors will give due consideration to the recommendations, if any, of the Governance Committee. The Board of Directors may from time to time vary appointments and remove the chair of any committee.

8.3 Notice and Application

The Registrar shall,

- (a) notify registrants of the opportunity to apply for appointment to a committee;
- (b) approve a form of application relating to appointment; and
- (c) set a deadline for the receipt of applications.

8.4 Eligibility for Committee Appointment

The Board of Directors may appoint a registrant who is not a director to serve on a committee if, as of the date of the appointment, or as of such other date specified below,

- (a) the registrant has completed and filed with the Registrar an application for appointment in the form approved by the Registrar prior to the deadline for applications established by the Registrar;
- (b) the registrant is the holder of a general class of certificate of registration and the certificate is not subject to a term, condition or limitation other than one applicable to all registrants of the class;

- (c) the registrant is not in default of the payment of any fee payable to the College;
- (d) the registrant is not the subject of any disciplinary or incapacity proceeding in Ontario or any similar proceeding in any other jurisdiction relating to dietetics or any other profession;
- (e) the registrant's certificate of registration has not been revoked or suspended in the six years preceding the date of the appointment for any reason other than non-payment of fees;
- (f) the registrant has not been found to have committed professional misconduct by the Discipline Committee or by any discipline committee in any jurisdiction relating to dietetics or any other profession;
- (g) the registrant has not been disqualified by the Board of Directors in the three years preceding the date of the appointment as a result of a breach of a code of conduct or policy on conduct approved by the Board of Directors or a breach of the conflict of interest provisions of this by-law;
- (h) the registrant is engaged in the practice of dietetics in Ontario or, if the registrant is not engaged in the practice of dietetics, principally resides in Ontario;
- (i) the registrant does not have a notation on the College register of a finding of professional negligence or malpractice made against the registrant;
- (j) the registrant is not the subject of a charge under the *Criminal Code* (Canada) or the *Controlled Drugs and Substances Act* (Canada);
- (k) the registrant does not have a notation on the College register of a charge in relation to any offence;
- (l) the registrant does not have a criminal finding of guilt as an adult under the *Criminal Code* (Canada) or the *Controlled Drugs and Substances Act* (Canada);
- (m) the registrant does not have a notation on the College register of a finding of guilt made by a court with respect to any offence;
- (n) the registrant does not have a notation on the College register of an undertaking provided to the College with respect to a matter involving the Inquiries, Complaints and Reports Committee or the Discipline Committee;
- (o) The registrant is not currently the subject of an undertaking provided to the College with respect to a fitness to practise issue;

- (p) the registrant is not currently the subject of an interim order made by a panel of the Inquiries, Complaints and Reports Committee;
- (q) the registrant has not been ordered to attend to receive a caution from a panel of the Inquiries, Complaints and Reports Committee or been required to complete a specified continuing education or remediation program by a panel of the Inquiries, Complaints and Reports Committee in the preceding three (3) years;
- (r) the registrant is not a member of the Board of Directors or council of any other RHPA college;
- (s) the registrant is not an employee of the College and has not been an employee of the College during the preceding two (2) years;
- (t) the registrant is not an applicant for employment at the College and has not applied for employment at the College during the preceding year;
- (u) the registrant is not in default of completing and submitting any information or form required under the regulations of the RHPA or Act, or the by-laws of the College;
- (u.1) the registrant meets the competency and attribute requirements set out in the applicable College policy as approved by the Board of Directors and demonstrates this by fulfilling the requirements of the competency and attribute screening process approved by the Board of Directors and set out in the applicable College policy;
- (v) the registrant has successfully completed the College's current training program relating to the duties, obligations and expectations of Board of Directors and committee members;
- (w) the registrant is not party to a legal proceeding against the College;
- (x) the registrant has completed and filed with the Registrar a conflict of interest declaration by the deadline and in the form approved by the Registrar, and the registrant does not have a conflict of interest to serve as a member of the Board of Directors;
- (y) the registrant does not hold a position that would cause the registrant to have a conflict of interest by virtue of having competing fiduciary obligations to both the College and another organization;
- (y.1) the registrant does not, and did not within the preceding three (3) years, hold a leadership, employment or contractual role with an international,

national or provincial association or organization that advances the interests of dietitians, has policy making responsibilities for dietitians, or oversees the regulation of dietitians; or

(z) the registrant is not ineligible because of section 8.5.

8.5 Term of Office of Committee Members

The term of office of a committee appointee is approximately three (3) years from the date of appointment or re-appointment to a committee. No person may serve as a committee appointee for more than nine (9) consecutive years. A person who has served as a committee appointee for nine (9) consecutive years is not eligible for appointment as a committee appointee for at least three (3) years from the date the person last served as a committee appointee.

8.6 Continuation of Term of Office

The term of office of committee members shall continue if for any reason the Board of Directors fails to appoint a new committee at the time or times set out in the by-laws, provided a quorum exists.

8.7 Committee Vacancies

The Executive Committee may appoint persons to fill any vacancies in the membership or chair of a committee, other than the Executive Committee, and it must make an appointment to fill a vacancy on a committee if it is necessary for the committee to achieve quorum or to comply with the Act or regulations. The Executive Committee may seek the Governance Committee's recommendation when making such an appointment. A member of a committee appointed by the Executive Committee is subject to confirmation by the Board of Directors at its next meeting.

8.8 Executive Committee Vacancies

If a vacancy occurs on the Executive Committee, the Board of Directors shall fill the vacancy by election.

9. DISQUALIFICATION AND REMOVAL OF COMMITTEE APPOINTEES

9.1 Disqualification Criteria

A committee appointee is disqualified from sitting on a committee if the member meets one or more of the following criteria:

- (a) the Executive Committee determines that the appointee had not met one or more of the eligibility requirements in section 8.4;
- (b) the appointee after being appointed ceases to meet one or more of the eligibility requirements in section 8.4;
- (c) the appointee fails, without reasonable cause, to attend three consecutive meetings of the committee of which they are a member;
- (d) the appointee fails, without reasonable cause, to attend a hearing or proceeding of a panel for which they have been selected; or
- (e) the appointee fails, in the opinion of the Board of Directors, to discharge their duties to the College, including without limitation having acted in a conflict of interest or otherwise in breach of a College by-law, of the *Regulated Health Professions Act, 1991*, or the College's Governance Policy.

9.2 Temporary Exclusion

A committee member who becomes the subject of any disciplinary or incapacity proceeding at the College, a Registrar's investigation under the RHPA, or an interim order under the RHPA may be subject to disqualification and shall not serve on any committee until the proceeding is finally completed.

9.3 Removal of Committee Appointee

The Board of Directors or the Executive Committee may remove a committee appointee who is a registrant of the College by resolution requiring a simple majority. The Board of Directors or the Executive Committee has the power to remove a committee appointee whether or not one of the disqualification criteria in section 9.1 applies.

If a director or committee appointee believes that a committee appointee meets one or more of the criteria for disqualification in section 9.1, they shall advise the Registrar in writing. A disqualified committee appointee ceases to be a member of any Board of Directors committee.

10. COMMITTEE MEETINGS

10.1 Non-Application to Hearings

This Article 10 does not apply to a proceeding of a committee or a panel of a committee held for the purpose of conducting a hearing.

10.2 Location and Notice

Committee meetings shall be held at the head office of the College or at another place determined by the committee chair or Registrar. No formal notice is required for committee meetings but meeting dates will be set in advance and College will make reasonable efforts notify all of the committee members of every meeting and to arrange meeting dates and times that are convenient to the committee members.

10.3 Manner of Holding Meetings

Committee meetings may be conducted by means of teleconference or any other means that permit all persons participating in the meeting to communicate with each other adequately. Persons participating in the meeting by such means are deemed to be present at the meeting. Meetings held in this manner are deemed to be held at the head office of the College, unless the Board of Directors determines otherwise.

10.4 Chair of Meetings

The committee chair or their appointee shall preside over meetings of a committee.

10.5 Quorum for Committees

Unless specifically provided for otherwise under the Act, the RHPA, a Regulation or the bylaws, a majority of committee members constitutes a quorum for a meeting of a committee.

A committee vacancy is not counted in determining whether a quorum is present.

10.6 Voting

Unless otherwise required by law or by the by-laws, every motion which properly comes before a committee shall be decided by a simple majority of the votes cast at the meeting. In the event of a tie vote, the motion is defeated. Roll call votes shall be taken for teleconference meetings and with respect to committee members attending an in-person meeting by teleconference.

10.7 Meeting Minutes

Committee chairs are responsible for ensuring there is an accurate record taken of committee meetings.

11. STATUTORY COMMITTEES

11.1 Executive Committee Composition

The Executive Committee shall be composed of the Chair of the Board, the Vice-Chair of the Board and two other members of the Board of Directors. At least one member of the Executive Committee must be a public director.

11.2 Executive Committee Duties

In addition to the duties provided to the Executive Committee under the RHPA and by-laws of the College, the Executive Committee will act in an advisory capacity to the Board of Directors on the financial affairs of the College and without limiting the generality of the foregoing shall:

- (a) recommend annual operating and capital budgets to the Board of Directors;
- (b) make recommendations relating to the financial reserves of the College;
- (c) report at least annually to the Board of Directors on the financial affairs of the College;
- (d) liaise with and provide support to the Registrar.

11.3 Nomination Procedure for Executive Committee Election

Before the first meeting of the newly elected Board of Directors, the Registrar will send an invitation to all directors requesting written expressions of interest to stand for election to any of the offices of Chair of the Board, Vice-Chair of the Board and member of the Executive Committee.

11.4 Election of Executive Committee

At the first Board of Directors meeting after the election of directors, the Registrar shall conduct an election to determine the members of the Executive Committee in the order of Chair of the Board, Vice-Chair of the Board, and other Executive Committee members. The following provisions apply to the election:

- (a) the Registrar will present the names of candidates who have indicated their interest for the office of Chair of the Board;
- (b) the Board of Directors may also approve nominations for the office of Chair of the Board at the time of the election (and a director may nominate herself or himself as a candidate);
- (c) before the first vote, each of the nominees will have an opportunity to speak to the Board of Directors for up to two minutes about her or his candidacy;

- (d) if there is only one candidate, the Registrar shall declare the candidate elected by acclamation;
- (e) if there is more than one candidate, voting will be through secret ballot;
- (f) if there are more than two candidates in an election, there will be successive ballots until one candidate receives a majority of the votes cast, with the candidate or candidates who receive the fewest votes in a ballot dropped in the next ballot;
- (g) if there is a tie, the Registrar will break tie by lot;
- (h) after the Board of Directors elects the Chair of the Board, it will elect the ViceChair of the Board in a similar manner;
- (i) After the Board of Directors elects the Vice-Chair of the Board it will elect the remaining Executive Committee positions in a similar manner with reference to the composition of the Committee set out in section 11.1.

11.5 Executive Committee Term of Office

Unless otherwise provided in this by-law, the term of office of the Chair and Vice-Chair of the Board and other members of the Executive Committee shall start immediately following their election and continue until the completion of the next election for the offices of Chair and Vice-Chair of the Board in the following year.

11.6 Composition of Registration Committee

The Registration Committee shall be composed of:

- (a) at least two elected directors; (b)
at least two public directors; and
- (c) at least one committee appointee.

11.7 Composition of Inquiries, Complaints and Reports Committee

The Inquires, Complaints and Reports Committee shall be composed of:

- (a) at least three elected directors;
- (b) at least three public directors; and
- (c) at least two committee appointees.

11.8 Quorum for the Inquiries, Complaints and Reports Committee and Panels

Three members of the Inquiries, Complaints and Reports Committee, at least one of whom shall be a public director, constitute a quorum of that committee or a panel of that committee.

11.9 Composition of Discipline Committee

The Discipline Committee shall be composed of:

- (a) at least three elected directors;
- (b) at least two public directors; and
- (c) at least one committee appointee.

11.10 Composition of Fitness to Practise Committee

The Fitness to Practise Committee shall be composed of:

- (a) at least three elected directors;
- (b) at least two public directors; and
- (c) at least one committee appointee.

11.11 Composition of Quality Assurance Committee

The Quality Assurance Committee shall be composed of:

- (a) at least two elected directors;
- (b) at least two public directors; and
- (c) at least one committee appointee.

11.12 Composition of the Patient Relations Committee

The Patient Relations Committee shall be composed of:

- (a) the members of the Executive Committee.

12. NON-STATUTORY COMMITTEES

12.1 [REVOKED]

12.2 [REVOKED]

12.3 Composition of Registrar Performance and Compensation Review Committee

The Registrar Performance and Compensation Review Committee shall be a non-statutory committee of the College composed of the members of the Executive Committee and one other director.

12.4 Responsibilities of the Registrar Performance and Compensation Review Committee

The Registrar Performance and Compensation Review Committee's responsibilities are as follows:

- (a) annually conduct a performance review of the Registrar and present the results of that review to the Board of Directors;
- (b) every three years conduct a compensation review for the Registrar, which must include a market survey, and present the results of the review to Board of Directors;
- (c) present recommendations annually to the Board of Directors respecting changes to the compensation (including salary and benefits) to be provided to the Registrar; and
- (d) any other responsibilities described in the committee's Terms of Reference or as may be assigned by the Board of Directors or the Executive Committee from time to time.

12.5 Composition of the Finance and Audit Committee

The Finance and Audit Committee shall be a non-statutory committee of the College composed of two members of the Executive Committee, excluding the Chair and Vice-Chair of the Board, and two other directors. There must be two elected directors and two publicly appointed directors on the Committee.

12.5.1 Responsibilities of the Finance and Audit Committee

The Finance and Audit Committee's responsibilities are as follows:

- (a) meet at least once a year with the College's auditors;
- (b) review draft audit reports prepared by the College's auditors;

- (c) receive and oversee the implementation of recommendations made by the College's auditors;
- (d) review and approve the annual budgets submitted by the Registrar, for recommendation to the Board of Directors; and
- (e) any other responsibilities relating to financial planning and reporting, external audit, internal controls, or policy review as described in the committee's Terms of Reference or as may be assigned by the Board of Directors or the Executive Committee from time to time.

12.6 Composition of the Professional Practice Committee

The Professional Practice Committee shall be composed of:

- (a) at least two elected directors;
- (b) at least two public directors; and
- (c) at least one committee appointee.

12.7 Responsibilities of the Professional Practice Committee

The Professional Practice Committee's responsibilities are as follows:

- (a) anticipate and work on professional practice standards, policies and guidelines.
- (b) make recommendations to the Board of Directors regarding professional practice standards, policies, and guidelines to enhance safe, competent, and ethical dietetic practice;
- (c) make recommendations to the Board of Directors regarding legislative issues/changes pertaining to the practice of dietetics;
- (d) provide direction to prepare the College submission on legislative initiatives and recommend responses to Health Professions Regulatory Advisory Council (HPRAC) referrals to the Board of Directors; and
- (e) any other responsibilities described in the committee's Terms of Reference or as may be assigned by the Board of Directors or the Executive Committee from time to time.

12.8 Composition of the Governance Committee

The Governance Committee shall be composed of at least five members:

- (a) at least one elected director;

- (b) at least three public directors; and
- (c) at least one committee appointee.

12.9 Responsibilities of the Governance Committee

The Governance Committee's responsibilities are as follows:

- (a) review and consider the College's existing governance model and recommend changes that are consistent with leading evidence-based practices in governance and are within the College's control;
- (b) oversee the implementation of changes to the governance model that the Board of Directors adopts;
- (c) Consider and make recommendations to the Board of Directors on College's EDI-B plan and strategy.
- (d) ongoing appraisal of the College's governance structure, processes, and policies to promote longstanding governance excellence at both the Board of Directors and Committee level;
- (e) amend committee terms of reference, for recommendation to the Board of Directors;
- (f) identify the competencies and attributes that would best support the work of the Board of Directors and individual committees;
- (g) implement a competency and attribute based framework for establishing the structure of the Board of Directors and committees;
- (h) administer the process for screening applicants to be qualified as candidates for Board elections;
- (i) recommend candidates for committee appointment and reappointment to the Board;
- (j) recommend committees compositions and chair appointments, other than the Executive Committee, to the Board of Directors in June of each year;
- (k) appoint members to committees to fill vacancies, other than the Executive Committee, as needed;
- (l) resolve disputes relating to Board elections; and

- (m) any additional responsibilities described in the committee's Terms of Reference or as may be assigned by the Board of Directors or the Executive Committee from time to time.

13. REGISTER

13.1 Names in the Register

Subject to paragraph 1 of section 13.2, a registrant's name in the register shall be the registrant's name as provided in the documentary evidence used to support the registrant's initial registration.

13.2 Additional Register Information

In addition to the information required under subsection 23(2) of the Code, the register shall contain the following information with respect to each registrant:

- (a) Any change to the registrant's name that has been made in the register of the College from the date of the registrant's initial registration with the College and any names that the registrant uses in any place of practice other than as provided in section 13.1, including any common names or abbreviations.
- (b) Each registrant's certificate of registration number.
- (c) The classes of certificate of registration held by each registrant and the date on which each was issued.
- (d) A list of the languages in which each registrant is capable of practising.
- (e) The name, address and telephone number of the primary business through which or at which the registrant practices dietetics in Ontario and their position at that business, and any other business and location at which the registrant regularly practices dietetics in Ontario, and their position at that business or location.
- (f) If a registrant has resigned, the date upon which the resignation took effect.
- (g) If the College is aware of an outstanding charge against a registrant on or after May 1, 2018 for any offence in any jurisdiction other than an offence under the Criminal Code (Canada) or the Controlled Drugs and Substances Act (Canada) and if the Registrar believes the offence is relevant to the registrant's suitability to practice,

i. the fact and content of the charge, and ii. the date and place of the charge.

The information shall be removed once the charges are no longer outstanding, and the dismissal of the charges is not the subject of an appeal.

(h) A summary of any existing restriction that relates to or otherwise impacts a registrant's practice imposed by a court or other lawful authority against the registrant, of which the College is aware, including the date of and a summary of the restriction imposed.

(i) If the College is aware of a finding of guilt against a registrant on or after May 1, 2018 for any offence in any jurisdiction other than under the Criminal Code (Canada) or the Controlled Drugs and Substances Act (Canada) and if the Registrar believes the offence is relevant to the registrant's suitability to practice,

i. a brief summary of the finding, ii. a brief summary of the sentence, and

iii. if the finding is under appeal, a notation that it is under appeal until the appeal is finally disposed of.

If the conviction is overturned on appeal, the information shall be removed from the register once the appeal is final.

(j) If a registrant has any terms, conditions or limitations in effect on their certificate of registration, the effective date of those terms, conditions and limitations and where applicable, the Committee responsible for the imposition of those terms, conditions and limitations.

(k) If a registrant has terms, conditions or limitations on their certificate of registration varied, the effective date of the variance or removal of those terms, conditions and limitations and where applicable, the Committee responsible for the variance of those terms, conditions and limitations.

(l) If a registrant's certificate of registration is reinstated, the effective date of the reinstatement and where reinstated by a panel of the Discipline or Fitness to Practise Committee, the name of the Committee responsible for the reinstatement.

(m) If a suspension on a registrant's certificate of registration is lifted or otherwise removed, the effective date of the lifting or removal of that suspension and

where applicable, the Committee responsible for the lifting or removal of the suspension.

- (n) If a registrant's certificate of registration is revoked, suspended, cancelled, or otherwise terminated, a notation of that fact and the effective date and the basis of the revocation, suspension, cancellation, or other termination which shall include but not be limited to circumstances where
 - i. a registrant's certificate of registration is subject to an interim order of the Executive Committee or the Inquiries, Complaints and Reports Committee;
 - ii. a registrant's certificate of registration is suspended for non-payment of the annual fee or any fee required by the College, or
 - iii. a registrant's certificate of registration is suspended for failure to submit to a physical or mental examination as ordered by the Inquiries, Complaints and Reports Committee.
- (o) If a registrant's temporary or provisional class certificate of registration expires, the effective date of the expiry of that class of certificate.
- (p) If a decision of a panel of the Inquiries, Complaints and Reports Committee made on or after January 1, 2016 includes a requirement that the registrant attend before a panel of that committee to be cautioned as authorized by paragraph 3 of subsection 26(1) of the Code,
 - i. a summary of the caution; ii. the date of the panel's decision; iii. once the registrant has received the caution a notation to that effect, and the date the registrant received the caution; and
 - iv. if applicable, a notation that the panel's decision is subject to a review or appeal and therefore not yet final.

If the panel's decision referred to in this paragraph is overturned on appeal or review, the information shall be removed from the register once the appeal or review is final.

- (q) If a decision of a panel of the Inquiries, Complaints and Reports Committee made on or after January 1, 2016 includes a requirement that the registrant complete a specified continuing education or remediation program as

authorized by paragraph 4 of subsection 26(1) and subsection 26(3) of the Code,

- i. a summary of the specified continuing education or remediation program;
- ii. the date of the panel's decision;
- iii. once the registrant completes the program a notation to that effect, and the date on which the registrant completed the program; and
- iv. if applicable, a notation that the panel's decision is subject to a review or appeal and therefore not yet final.

If the Panel's decision referred to in this paragraph is overturned on appeal or review, the information shall be removed from the register once the appeal or review is final.

- (r) A summary of any restriction on a registrant's right to practise that has resulted from an undertaking given by the registrant to the College or an agreement entered into between the registrant and the College.
- (s) If an allegation of professional misconduct or incompetence has been referred to the Discipline Committee in respect of the registrant and is outstanding,
 - i. the date of the referral,
 - ii. a summary of each specified allegation,
 - iii. the status of the hearing, including the date of the hearing, if set; and
 - iv. the notice of hearing.
- (t) If the question of the registrant's capacity has been referred to the Fitness to Practise Committee and not yet decided,
 - i. a notation of that fact; and
 - ii. the date of the referral.
- (u) If the Registrar has referred an application for reinstatement to the Discipline Committee for reinstatement and it is not finally resolved,
 - i. a notation of the referral, including the date of referral;
 - ii. the anticipated date of the hearing, if the hearing date has been set or the next scheduled date for continuation of the hearing if the hearing has commenced;

- iii. if the hearing has been adjourned and no future date has been set, the fact of that adjournment; and
 - iv. if the hearing of evidence and arguments is completed and the parties are waiting for a decision of the panel of the Discipline Committee, a statement of that fact.
- (v) If an application for reinstatement has been decided by a panel of the Discipline Committee, the results of the hearing including the date of the decision and any order made.
- (w) If the result of a disciplinary proceeding is contained in the College's register,
 - i. the date on which the panel of the Discipline Committee made its decision, ii. the date on which the Discipline Committee ordered any penalty, and iii. the decision and reasons.
- (x) If the College is aware that a restriction on a registrant or a registrant's practice has been made against a registrant registered or licensed to practise a profession inside or outside of Ontario and that finding has not been reversed on appeal,
 - iv. a notation of that fact;
 - v. the date of the finding and the name of the governing body that made the finding if available; vi. the order made if available; and vii. information regarding any appeals of the finding or order if available.
- (y) If the result of an incapacity proceeding is contained in the College's register, the date on which the panel made the finding of incapacity and the effective date of any order made by the panel.
- (z) If a finding of professional negligence or malpractice is contained in the College's register, the following information:
 - i. the notice of and a description of the finding; ii. the date the finding was made against the registrant;
 - iii. the name and location of the court that made the finding against the registrant; and iv. the status of any appeal respecting the finding made against the registrant.

- (aa) Any information the College and a registrant, or health profession corporation, have agreed should be included in the register.
- (bb) The date on which the College issued a certificate of authorization for a health profession corporation, and the effective date of any revocation, suspension, or cancellation of the certificate.

13.3 Public Information

All of the information referred to in section 13.2 is designated as public for the purpose of subsection 23(5) of the Code.

13.4 Registrar's Discretion

All of the information referred to in section 13.2 is information designated to be withheld from the public pursuant to subsection 23(6) of the Code such that the Registrar may refuse to disclose to an individual or post on the College's website any or all of that information if the Registrar has reasonable grounds to believe that disclosure of that information may jeopardize the safety of an individual.

14. INFORMATION FROM REGISTRANTS AND PROFESSIONAL CORPORATIONS

14.1 Registrant to Provide Particulars on Request

A registrant shall, upon written request of the Registrar,

- (a) immediately provide particulars of any information required to be in the College's register pursuant to the by-laws, the RHPA, the Act, or the regulations under the RHPA or the Act;
- (b) within thirty days, provide particulars of any information which was not information required to be in the College's register but was information that the registrant was required to provide to the College under the by-laws, the RHPA, the Act or a Regulation; and
- (c) within 10 days, confirm the accuracy of any information previously provided to the College by the member and where that information is no longer accurate, provide accurate information.

14.2 Registrant to Immediately Provide Particulars

Notwithstanding section 14.1, a registrant shall immediately provide the particulars of any information required under paragraphs 7, 8 or 9 of section 13.2.

14.3 Registrant to Provide Information on Request

The College may forward to its registrants from time to time requests for information in a printed or electronic form approved by the Registrar. Each registrant shall accurately and fully complete and return such form, electronically or otherwise as specified by the College, by the due date set by the College. A request for registrant information may include (but is not limited to) the following:

- (a) the registrant's residential address, telephone and personal e-mail address;
- (b) whether the registrant wishes the College to communicate with him or her in French or English;
- (c) information required to be contained in the College's register pursuant to the by-laws, the RHPA, the Act, or Regulation;
- (d) information required to be provided to the College pursuant to the by-laws, the RHPA, the Act, or Regulation;
- (e) information respecting their participation in the Quality Assurance Program;
- (f) information that relates to the professional characteristics and activities of the registrant that may assist the College in carrying out its objects, including but not limited to:
 - i. information about actions taken by other regulatory authorities with respect to the registrant;
 - ii. information that relates to the registrant's health;
 - iii. information relating to civil law suits involving the registrant;
 - iv. information relating to criminal charges, arrests, bail conditions and other restrictions; and
 - v. information relating to offences;
 - vi. information for the purposes of compiling statistical information to assist the College in fulfilling its objects;

14.4 Registrant to Notify Registrar of Changes

If there is a change to the information provided under section 14.3 or any other information provided by the registrant, the registrant shall notify the Registrar in writing of the change within thirty (30) days of the effective date of the change.

14.5 Suspension for Failure to Provide Information

Regulation 593/94 applies to a failure of a registrant to provide information to the College as required under the by-laws and any such failure may result in the suspension of that registrant under the Regulation.

14.6 Health Professional Corporation to Provide Information

The College may forward to each professional corporation from time to time requests for information in a printed or electronic form approved by the Registrar. Each professional corporation shall accurately and fully complete and return such form, electronically or otherwise as specified by the College, by the due date set by the College. A request for registrant information may include (but is not limited to) the following:

- (a) the information required under the applicable statutes and regulations;
- (b) the title or office held by each director and officer of the corporation;
- (c) the registered office address of the corporation;
- (d) the address and telephone number of locations where the corporation regularly provides dietetic services, other than client or residences; and
- (e) a brief description of the dietetic professional activities of the corporation.

14.7 Health Professional Corporation to Notify Registrar of Changes

If there is any change to the information that a health profession corporation provided to the Registrar under section 14.6 the corporation must notify the College in writing of any change within thirty (30) days of the effective date of the change.

14.8 Changes in Shareholders

Despite section 14.7, a health profession corporation must notify the Registrar within ten (10) days of the effective date of any change in shareholders of the corporation.

15. PROFESSIONAL LIABILITY INSURANCE

15.1 Professional Liability Insurance Coverage Requirements

A registrant engaging in the practice of dietetics must maintain professional liability insurance coverage with the following characteristics:

- (a) minimum coverage of no less than \$2,000,000 per occurrence;
- (b) aggregate coverage of no less than \$5,000,000;

- (c) any deductible must be \$1,000 or less;
- (d) if coverage is through a “claims made” policy, an extended reporting period provision of at least two (2) years; and
- (e) any exclusionary conditions and terms must be consistent with standard industry practice with respect to insurance of this type.

16. CONFLICT OF INTEREST

16.1 Definition of Conflict of Interest

A conflict of interest exists if a reasonable person would conclude that a director or committee member’s personal, professional or financial interest or relationship may affect their judgement, impartiality or the discharge of their duties to the College. A conflict of interest may be real or perceived, actual or potential, or direct or indirect.

16.2 Duty to Avoid and Consult

Directors and committee members must whenever feasible avoid situations in which they have or might have a conflict of interest. If a director or committee member is in doubt about whether they have or might have a conflict of interest, the director or committee member must consult with an appropriate person, for example the Chair of the Board, Registrar or legal counsel (if the conflict arises in a hearing context).

16.3 Process for Resolution of Conflicts

If a director or committee member believes that they may have a conflict of interest in any matter relating to Board of Directors or committee business the director or committee member must consult with an appropriate person such as the Chair of the Board, Registrar or legal counsel (if the conflict arises in a hearing context). If there is any doubt as to whether a conflict exists the director or committee member must declare it to the Board of Directors or the committee and accept the Board of Directors’ or committee’s decision as to whether a conflict exists. For adjudicative matters, a committee member should disclose the conflict at the earliest opportunity and in any case before the committee considers the matter.

A director or committee member who has a conflict of interest must:

- (a) before any consideration of the matter disclose the fact that they have a conflict of interest;
- (b) not participate in any discussion of the matter;
- (c) not attend any meeting or part of a meeting involving the matter; and
- (d) not vote on the matter, or influence or try to influence the vote.

16.4 Undeclared Conflict

If a director or committee member believes another director or committee member has not declared a conflict of interest (despite informal notification or inquiry) the director or committee member who has that belief must advise an appropriate person such as the Chair of the Board, Registrar, or legal counsel (if the conflict arises in a hearing context). If the Board of Directors or a committee chair concludes that a director or committee member respectively has an undeclared conflict of interest, the Board of Directors or the committee chair may direct the director or committee member to immediately comply with clauses (b), (c) and (d) of section 16.3.

17. BY-LAWS AND AMENDMENTS

17.1 Making By-laws

By-laws of the College may be enacted, amended, or revoked by a vote of at least two-thirds of the directors present at a Board of Directors meeting duly called for the purpose of considering such enactment, amendment or revocation.

17.2 Notice

Notice of a motion to enact, amend, or revoke a by-law shall be given to the Board of Directors at least ten days prior to the meeting referred to in section 17.1.

17.3 Record of By-laws

The Registrar shall maintain a consolidated set of College by-laws that reflect any revocation and amendment that the Board of Directors makes to them.

APPENDIX A

Seal of the College

Summary of Proposed Changes to By-law 1

Existing Clause	Proposed New Clause	Rationale for Change
<p>3.5 Term of Office</p> <p>The term of an elected director is approximately three (3) years starting at the first Board of Directors meeting after the election of directors and the director will continue in office until their successor takes office in accordance with the by-laws.</p>	<p>3.5 Term of Office</p> <p>The term of an elected director is approximately three (3) years starting at <u>on the first day of</u> the first <u>scheduled</u> Board of Directors meeting after the election of directors <u>(excluding any special meetings)</u> and the director will continue in office until <u>the day before</u> their successor takes office in accordance with the by-laws.</p>	<p>Clarifies that there is no overlap between directors' terms.</p>
<p>3.6 Maximum Term or Service as Committee Member</p> <p>Subject to section 3.7, a director or registrant who has served nine consecutive years on the Board of Directors or as a committee appointee, or in any combination of the two offices, is ineligible for election to the Board of Directors until the third calendar year after the year in which the registrant last served as an elected director or committee appointee.</p>	<p>3.6 Maximum Term or <u>Maximum</u> Service as Committee Member</p> <p>Subject to section 3.7, a director or registrant who has served nine <u>(9)</u> consecutive years on the Board of Directors or as a committee appointee, or in any combination of the two offices, is ineligible for election to the Board of Directors until the third calendar year after the year in which the registrant last served as an elected director or committee appointee <u>to serve on the Board of Directors for a minimum of three (3) years thereafter. This 36 month period is calculated from the date the director or registrant last served as an elected director or committee member, to the first day of the first scheduled Board of</u></p>	<p>Reworded for clarity</p>

	<p><u>Directors meeting after the election of directors (excluding any special meetings).</u></p>	
<p>3.10 Eligibility for Election to Board of Directors</p> <p>A registrant is eligible for election to the Board of Directors if, on the date of election or acclamation:</p> <p>[...]</p> <p>(e) the registrant’s certificate of registration has not been revoked or suspended in the six years preceding the date of the election for any reason other than nonpayment of fees;</p> <p>[...]</p> <p>(g) the registrant has not been disqualified by the Board of Directors in the three years preceding the date of the election as a result of a breach of a code of conduct or policy on conduct approved by the Board of Directors or a breach of the conflict of interest provisions of this by-law;</p> <p>[...]</p>	<p>3.10 Eligibility for Election to Board of Directors</p> <p>A registrant is eligible for election to the Board of Directors if, on the date of election or acclamation, <u>or as of such other date specified below:</u></p> <p>[...]</p> <p>(e) the registrant’s certificate of registration has not been revoked or suspended in the <u>preceding six (6) years</u> preceding the date of the election for any reason other than nonpayment of fees;</p> <p>[...]</p> <p>(g) the registrant has not been disqualified by the Board of Directors in the <u>preceding three (3) years</u> preceding the date of the election as a result of a breach of a code of conduct or policy on conduct approved by the Board of Directors or a breach of the conflict of interest provisions of this by-law;</p> <p>[...]</p>	<p>Removed redundant wording, because the default relevant reference date for all clauses in s. 3.10 is the date of election/acclamation.</p> <p>Removed redundant wording, because the default relevant reference date for all clauses in s. 3.10 is the date of election/acclamation.</p>

<p>(r) the registrant is not an employee of the College and has not been an employee of the College within the previous two (2) years;</p> <p>(s) the registrant is not an applicant for employment at the College and has not applied for employment at the College within the previous year;</p> <p>[...]</p> <p>(x.1) the registrant does not, and did not within the previous three (3) years, hold a leadership, employment or contractual role with an international, national or provincial association or organization that advances the interests of dietitians, has policy making responsibilities for dietitians, or oversees the regulation of dietitians;</p> <p>(y) the registrant has served nine consecutive years as a director or committee appointee, or in any combination of the two offices, and at least three calendar years have passed after the year in which the registrant last served as a director or committee appointee; or</p> <p>(z) the registrant is not ineligible because of section 3.6.</p>	<p>(r) the registrant is not an employee of the College and has not been an employee of the College within the previous <u>preceding</u> two (2) years;</p> <p>(s) the registrant is not an applicant for employment at the College and has not applied for employment at the College within the previous <u>preceding</u> year;</p> <p>[...]</p> <p>(x.1) the registrant does not, and did not within the previous <u>preceding</u> three (3) years, hold a leadership, employment or contractual role with an international, national or provincial association or organization that advances the interests of dietitians, has policy making responsibilities for dietitians, or oversees the regulation of dietitians; <u>or</u></p> <p>(y) the registrant has served nine consecutive years as a director or committee appointee, or in any combination of the two offices, and at least three calendar years have passed after the year in which the registrant last served as a director or committee appointee; or</p> <p>(z) <u>on the first day of the first scheduled Board of Directors meeting after the election of directors (excluding any special meetings),</u></p>	<p>Changed for consistency</p> <p>Changed for consistency</p> <p>Changed for consistency</p> <p>Deleted because it is redundant, in light of (z) below.</p>
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	the registrant is <u>would not be</u> ineligible because of section 3.6.	
<p>3.12 Eligibility and Election Disputes</p> <p>Disputes as to whether a registrant is eligible for election or to vote in an election will be determined by the Elections Committee. Disputes relating to the election of an elected director shall be dealt with by the Elections Committee which shall investigate the facts and report its findings and recommendations to the Board of Directors for such decision as the Board of Directors considers appropriate.</p>	<p>3.12 Eligibility and Election Disputes</p> <p>Disputes as to whether a registrant is eligible for election or to vote in an election will be determined by the Elections <u>Governance</u> Committee. Disputes relating to the election of an elected director shall be dealt with by the Elections <u>Governance</u> Committee which shall investigate the facts and report its findings and recommendations to the Board of Directors for such decision as the Board of Directors considers appropriate.</p>	Updated to reflect governance modernization that shifts elections duties to Governance Committee and that eliminates the Elections Committee.
<p>4.3 Removal of Elected Director</p> <p>The following procedure applies to the disqualification and removal of an elected director:</p> <p>(a) If another director believes that an elected director meets one or more of the criteria for disqualification in section 4.10, they shall advise the Registrar and Executive Committee in writing. [...]</p>	<p>4.3 Removal of Elected Director</p> <p>The following procedure applies to the disqualification and removal of an elected director:</p> <p>(a) If another director believes that an elected director meets one or more of the criteria for disqualification in section 4.10, they shall advise the Registrar and Executive Committee in writing. [...]</p>	Bylaw cross-reference correction
<p>7.4 Special Meetings</p> <p>A special meeting of the Board of Directors may be called by the Chair of the Board or the majority of directors by submitting to the</p>	<p>7.4 Special Meetings</p> <p>A special meeting of the Board of Directors may be called by the Chair of the Board or the majority of directors by submitting to the</p>	This shortens the minimum required notice period for special meetings of the board from five days to three, and also allows for unanimous waiver of notice by the board.

<p>Registrar a written request for the meeting containing the matter or matters for decision at the meeting. The Registrar shall provide notice of the meeting to each director not less than five days before the date of the special meeting. The notice shall state the date, time and place of the meeting and the general nature of the business to be transacted.</p>	<p>Registrar a written request for the meeting containing the matter or matters for decision at the meeting. The Registrar shall provide notice of the meeting to each director not less than five <u>three</u> days before the date of the special meeting, <u>unless notice is unanimously waived by the Board of Directors</u>. The notice shall state the date, time and place of the meeting and the general nature of the business to be transacted.</p>	<p>This is consistent with the practices of some other regulatory bodies. A few examples of other Ontario health regulators’ notice periods:</p> <ul style="list-style-type: none"> - College of Nurses: 3 days, but board members can “at any time, waive notice of a meeting” - Naturopaths: 5 days, but board can waive notice - Massage Therapists: 5 days, but board can unanimously waive notice - Physios: 5 days, but board can waive notice - CPSO, chiropractors: 5 days - Homeopaths: bylaw provision for special meetings without notice: <p>“11.18 – Special Meetings Without Notice</p> <p>A special meeting may also be held without notice at any date, time and place provided that all members of Council are present in person or in a manner that allows them to participate in discussion simultaneously and instantaneously (including audio or video conferencing) or if all the absent Council Members have consented, in writing or electronically, to the holding of such a special meeting.”</p> <p>Note that bylaw s. 17.2 current requires 10 days’ notice for any bylaw change; this presumably applies equally to special meetings.</p>
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<p>8.1 Establishment and Appointees</p> <p>The Board of Directors may from time to time establish non-statutory or ad hoc committees and set the duties and composition and appoint the members of each committee. In appointing members to a non-statutory or ad hoc committee the Board of Directors will give due consideration to the recommendations, if any, of the Executive Committee.</p>	<p>8.1 Establishment and Appointees</p> <p>The Board of Directors may from time to time establish non-statutory or ad hoc committees and set the duties and composition and appoint the members of each committee. In appointing members to a non-statutory or ad hoc committee the Board of Directors will give due consideration to the recommendations, if any, of the Executive <u>Governance</u> Committee.</p>	<p>Committee recommendations are made based on Governance Committee recommendations rather than Executive, as part of governance modernization.</p>
<p>8.2 Appointment to Committees</p> <p>The Board of Directors will at the first regular Board of Directors meeting following each scheduled election of directors appoint the members of each committee and a chair of each committee in a manner prescribed by the Board of Directors from time to time. In appointing members to committees the Board of Directors will give due consideration to the recommendations, if any, of the Executive Committee. The Board of Directors may from time to time vary appointments and remove the chair of any committee.</p>	<p>8.2 Appointment to Committees</p> <p>The Board of Directors will at the first regular Board of Directors meeting following each scheduled election of directors appoint the members of each committee and a chair of each committee in a manner prescribed by the Board of Directors from time to time. In appointing members to committees the Board of Directors will give due consideration to the recommendations, if any, of the Executive <u>Governance</u> Committee. The Board of Directors may from time to time vary appointments and remove the chair of any committee.</p>	<p>Committee recommendations are made based on Governance Committee recommendations rather than Executive, as part of governance modernization.</p>
<p>8.4 Eligibility for Committee Appointment</p> <p>The Board of Directors may appoint a registrant who is not a director to serve on a committee if,</p>	<p>8.4 Eligibility for Committee Appointment</p> <p>The Board of Directors may appoint a registrant who is not a director to serve on a committee if, <u>as of the date of the</u></p>	<p>Added text “as of the date of the appointment” is parallel s. to 3.10 (where timing is calculated “as of the date of the election”). This is intended to clarify time calculations.</p>

<p>[...]</p>	<p><u>appointment, or as of such other date specified below,</u></p> <p>[...]</p>	
<p>(h) the registrant practises dietetics in Ontario or resides in Ontario;</p>	<p>(h) the registrant practises <u>is engaged in the practice of</u> dietetics in Ontario or, <u>if the registrant is not engaged in the practice of dietetics, principally</u> resides in Ontario;</p>	<p>Reflects language from 3.10(h) (except without reference to byelections before April 2024 since that's irrelevant now)</p>
<p>[...]</p> <p>(s) the registrant is not an employee of the College and has not been an employee of the College during the previous two (2) years;</p>	<p>[...]</p> <p>(s) the registrant is not an employee of the College and has not been an employee of the College during the previous <u>preceding</u> two (2) years;</p>	<p>Language changed for consistency</p>
<p>(t) the registrant is not an applicant for employment at the College and has not applied for employment at the College during the previous year;</p>	<p>(t) the registrant is not an applicant for employment at the College and has not applied for employment at the College during the previous <u>preceding</u> year;</p>	<p>Language changed for consistency</p>
<p>[...]</p> <p>(y) the registrant does not hold a position that would cause the registrant to have a conflict of interest by virtue of having competing fiduciary obligations to both the College and another organization including but not limited to having or had during the previous year a leadership, employment or contractual role with an international, national or provincial association or organization that advances the interests of</p>	<p>[...]</p> <p>(y) the registrant does not hold a position that would cause the registrant to have a conflict of interest by virtue of having competing fiduciary obligations to both the College and another organization; <u>including but not limited to having or had during the previous year a leadership, employment or contractual role with an international, national or provincial association or organization that advances the interests of</u></p>	<p>Amended to reflect the wording in sections 3.10 (x) and (x.1) including creating a separate clause (y.1), and also to provide for the same 3 year "cooling off" period for committee members that applies to board members for consistency.</p>

<p>dietitians, has policy making responsibilities for dietitians, or oversees the regulation of dietitians;</p>	<p>dietitians, has policy making responsibilities for dietitians, or oversees the regulation of dietitians;</p> <p><u>(y.1) the registrant does not, and did not within the preceding three (3) years, hold a leadership, employment or contractual role with an international, national or provincial association or organization that advances the interests of dietitians, has policy making responsibilities for dietitians, or oversees the regulation of dietitians; or [...]</u></p>	
<p>8.5 Term of Office of Committee Members</p> <p>The term of office of a committee appointee is approximately three (3) years from the date of appointment or re-appointment to a committee. A committee appointee shall not be a member of the same committee of the College for more than nine (9) consecutive years. A member who has served as a committee appointee for nine (9) consecutive years is not eligible for appointment as a committee appointee until at least one year has passed since the member last served as a committee appointee.</p>	<p>8.5 Term of Office of Committee Members</p> <p>The term of office of a committee appointee is approximately three (3) years from the date of appointment or re-appointment to a committee. <u>A No person may serve as a committee appointee shall not be a member of the same committee of the College</u> for more than nine (9) consecutive years. A <u>member person</u> who has served as a committee appointee for nine (9) consecutive years is not eligible for appointment as a committee appointee <u>until for at least one three (3) years has passed since from the date the member person</u> last served as a committee appointee.</p>	<p>Clarifies that the nine year term limit applies to committee appointees generally, not to a person's appointment to a particular committee. As well, the waiting period to serve again as a committee appointee is increased to three (3) years to be consistent with the waiting period to serve again on the board.</p>
<p>8.7 Committee Vacancies</p> <p>The Executive Committee may appoint persons to fill any vacancies in the</p>	<p>8.7 Committee Vacancies</p> <p>The Executive Committee may appoint persons to fill any vacancies in the</p>	<p>This provides a possible role for the Governance Committee in recommending these urgent committee appointments, for consistency with other committee appointment processes.</p>

<p>membership or chair of a committee, other than the Executive Committee, and it must make an appointment to fill a vacancy on a committee if it is necessary for the committee to achieve quorum or to comply with the Act or regulations. A member of a committee appointed by the Executive Committee is subject to confirmation by the Board of Directors at its next meeting.</p>	<p>membership or chair of a committee, other than the Executive Committee, and it must make an appointment to fill a vacancy on a committee if it is necessary for the committee to achieve quorum or to comply with the Act or regulations. <u>The Executive Committee may seek the Governance Committee's recommendation when making such an appointment.</u> A member of a committee appointed by the Executive Committee is subject to confirmation by the Board of Directors at its next meeting.</p>	
<p>9.1 Disqualification Criteria A committee appointee is disqualified from sitting on a committee if the member meets one or more of the following criteria:</p> <p>(a) the Executive Committee determines that the appointee had not met one or more of the eligibility requirements in section 3.10;</p> <p>(b) the appointee after being appointed ceases to meet one or more of the eligibility requirements in section 3.10;</p>	<p>9.1 Disqualification Criteria A committee appointee is disqualified from sitting on a committee if the member meets one or more of the following criteria:</p> <p>(a) the Executive Committee determines that the appointee had not met one or more of the eligibility requirements in section 3.10 <u>8.4</u>;</p> <p>(b) the appointee after being appointed ceases to meet one or more of the eligibility requirements in section 3.10 <u>8.4</u>; [...]</p>	<p>Cross-references to other bylaw sections are corrected.</p>
<p>11.12 Composition of the Patient Relations Committee</p> <p>The Patient Relations Committee shall be composed of:</p> <p>(a) at least two elected directors;</p> <p>(b) at least two public directors; and</p>	<p>11.12 Composition of the Patient Relations Committee</p> <p>The Patient Relations Committee shall be composed of:</p> <p>(a) at least two elected directors;</p> <p>(b) at least two public directors; and</p>	<p>The Patient Relations Committee will consist of the same individuals who are on the Executive Committee.</p> <p>Note: in effect, this drops the minimum required number of public members from 2 to 1.</p>

(c) at least one committee appointee.	(c) at least one committee appointee the members of the Executive Committee.	
<p>12. NON-STATUTORY COMMITTEES</p> <p>12.1 Composition of Elections Committee</p> <p>The Elections Committee shall be a non-statutory committee of the College composed of three public directors.</p>	<p>12. NON-STATUTORY COMMITTEES</p> <p>12.1 Composition of Elections Committee</p> <p>The Elections Committee shall be a non-statutory committee of the College composed of three public directors.</p>	As Part of governance modernization, Elections Committee responsibilities are being transferred to the Governance Committee.
<p>12.2 Responsibilities of the Elections Committee</p> <p>The Elections Committee’s responsibilities are as follows:</p> <p>(a) dealing with disputes relating to election of elected directors;</p> <p>(b) dealing with disputes relating to the distribution by the College of election material prepared by a candidate for election;</p> <p>(c) studying and making recommendations to Board of Directors on improving the election process; and</p> <p>(d) any other responsibilities as may be assigned by Board of Directors or the Executive Committee from time to time.</p>	<p>12.2 Responsibilities of the Elections Committee</p> <p>The Elections Committee’s responsibilities are as follows:</p> <p>(a) dealing with disputes relating to election of elected directors;</p> <p>(b) dealing with disputes relating to the distribution by the College of election material prepared by a candidate for election;</p> <p>(c) studying and making recommendations to Board of Directors on improving the election process; and</p> <p>(d) any other responsibilities as may be assigned by Board of Directors or the Executive Committee from time to time.</p>	As Part of governance modernization, Elections Committee responsibilities are being transferred to the Governance Committee.
<p>12.4 Responsibilities of the Registrar Performance and Compensation Review Committee</p>	<p>12.4 Responsibilities of the Registrar Performance and Compensation Review Committee</p>	Committee terms of reference are mentioned here to clarify that they are an additional source for committee responsibilities.

<p>The Registrar Performance and Compensation Review Committee’s responsibilities are as follows: (a) annually conduct a performance review of the Registrar and present the results of that review to the Board of Directors; (b) every three years conduct a compensation review for the Registrar, which must include a market survey, and present the results of the review to Board of Directors; (c) present recommendations annually to the Board of Directors respecting changes to the compensation (including salary and benefits) to be provided to the Registrar; and (d) any other responsibilities as may be assigned by the Board of Directors or the Executive Committee from time to time.</p>	<p>The Registrar Performance and Compensation Review Committee’s responsibilities are as follows: (a) annually conduct a performance review of the Registrar and present the results of that review to the Board of Directors; (b) every three years conduct a compensation review for the Registrar, which must include a market survey, and present the results of the review to Board of Directors; (c) present recommendations annually to the Board of Directors respecting changes to the compensation (including salary and benefits) to be provided to the Registrar; and (d) any other responsibilities <u>described in the committee’s Terms of Reference</u> or as may be assigned by the Board of Directors or the Executive Committee from time to time.</p>	
<p>12.5 Composition of the Audit Committee</p> <p>The Audit Committee shall be a non-statutory committee of the College composed of two members of the Executive Committee, excluding the Chair and Vice-Chair of the Board, and two other directors. There must be two elected directors and two publicly appointed directors on the Committee.</p> <p>The Audit Committee’s responsibilities are as follows:</p>	<p>12.5 Composition of the <u>Finance and Audit</u> Committee</p> <p>The <u>Finance and</u> Audit Committee shall be a non-statutory committee of the College composed of two members of the Executive Committee, excluding the Chair and Vice-Chair of the Board, and two other directors. There must be two elected directors and two publicly appointed directors on the Committee.</p> <p>12.5.1 Responsibilities of the <u>Finance and Audit</u> Committee</p>	<p>Divided provision into two separate sections (12.5 and 12.5.1) for consistency.</p>

<p>(a) meet at least once a year with the College’s auditors; (b) review draft audit reports prepared by the College’s auditors; (c) receive and oversee the implementation of recommendations made by the College’s auditors; and (d) any other responsibilities as may be assigned by the Board of Directors or the Executive Committee from time to time.</p>	<p>The <u>Finance and Audit Committee’s</u> responsibilities are as follows: (a) meet at least once a year with the College’s auditors; (b) review draft audit reports prepared by the College’s auditors; (c) receive and oversee the implementation of recommendations made by the College’s auditors; and <u>(d) review and approve the annual budgets submitted by the Registrar, for recommendation to the Board of Directors; and</u> (e) <u>any other responsibilities relating to financial planning and reporting, external audit, internal controls, or policy review as described in the committee’s Terms of Reference or as may be assigned by the Board of Directors or the Executive Committee from time to time.</u></p>	<p>Committee terms of reference are also mentioned here to clarify that they are an additional source for committee responsibilities.</p> <p>Additional duties from Terms of Reference are added here for transparency.</p>
<p>12.7 Responsibilities of the Professional Practice Committee</p> <p>The Professional Practice Committee’s responsibilities are as follows: (a) anticipate and work on professional practice standards, policies and guidelines. (b) make recommendations to the Board of Directors regarding professional practice standards, policies, and guidelines to enhance safe, competent, and ethical dietetic practice;</p>	<p>12.7 Responsibilities of the Professional Practice Committee</p> <p>The Professional Practice Committee’s responsibilities are as follows: (a) anticipate and work on professional practice standards, policies and guidelines. (b) make recommendations to the Board of Directors regarding professional practice standards, policies, and guidelines to enhance safe, competent, and ethical dietetic practice;</p>	<p>Committee terms of reference are mentioned here to clarify that they are an additional source for committee responsibilities.</p>

<p>(c) make recommendations to the Board of Directors regarding legislative issues/changes pertaining to the practice of dietetics; (d) provide direction to prepare the College submission on legislative initiatives and recommend responses to Health Professions Regulatory Advisory Council (HPRAC) referrals to the Board of Directors; and (e) any other responsibilities as may be assigned by the Board of Directors or the Executive Committee from time to time.</p>	<p>(c) make recommendations to the Board of Directors regarding legislative issues/changes pertaining to the practice of dietetics; (d) provide direction to prepare the College submission on legislative initiatives and recommend responses to Health Professions Regulatory Advisory Council (HPRAC) referrals to the Board of Directors; and (e) any other responsibilities <u>described in the committee’s Terms of Reference</u> or as may be assigned by the Board of Directors or the Executive Committee from time to time.</p>	
<p>12.8 Composition of the Governance Committee</p> <p>The Governance Committee shall be composed of at least five members: (a) at least one elected director; (b) at least one public director; and (c) at least one committee appointee.</p>	<p>12.8 Composition of the Governance Committee</p> <p>The Governance Committee shall be composed of at least five members: (a) at least one elected director; (b) at least one <u>three</u> public directors; and (c) at least one committee appointee.</p>	<p>Public members increased to account for elections responsibilities being shifted to this committee.</p>
<p>12.9 Responsibilities of the Governance Committee</p> <p>The Governance Committee’s responsibilities are as follows: (a) review and consider the College’s existing governance model and recommend changes that are consistent with leading evidence-based practices in governance and are within the College’s control;</p>	<p>12.9 Responsibilities of the Governance Committee</p> <p>The Governance Committee’s responsibilities are as follows: (a) review and consider the College’s existing governance model and recommend changes that are consistent with leading evidence-based practices in governance and are within the College’s control;</p>	<p>Elections committee duties regarding resolving election disputes have been moved here since the Elections Committee is being eliminated. Other Governance Committee responsibilities are also set out.</p> <p>Committee terms of reference are also mentioned here to clarify that they are an additional source for committee responsibilities.</p>

<p>(b) oversee the implementation of changes to the governance model that the Board of Directors adopts;</p> <p>(c) Consider and make recommendations to the Board of Directors on College’s EDI plan and strategy.</p> <p>(d) ongoing appraisal of the College’s governance structure, processes, and policies to promote longstanding governance excellence at both the Board of Directors and Committee level; and</p> <p>(e) any additional responsibilities as directed by the Board of Directors.</p>	<p>(b) oversee the implementation of changes to the governance model that the Board of Directors adopts;</p> <p>(c) Consider and make recommendations to the Board of Directors on College’s EDI_B plan and strategy.</p> <p>(d) ongoing appraisal of the College’s governance structure, processes, and policies to promote longstanding governance excellence at both the Board of Directors and Committee level; and</p> <p><u>(e) amend committee terms of reference, for recommendation to the Board of Directors;</u></p> <p><u>(f) identify the competencies and attributes that would best support the work of the Board of Directors and individual committees;</u></p> <p><u>(g) implement a competency and attribute based framework for establishing the structure of the Board of Directors and committees;</u></p> <p><u>(h) administer the process for screening applicants to be qualified as candidates for Board elections;</u></p> <p><u>(i) recommend candidates for committee appointment and reappointment to the Board;</u></p> <p><u>(j) recommend committees compositions and chair appointments, other than the Executive Committee, to the Board of Directors in June of each year;</u></p> <p><u>(k) appoint members to committees to fill vacancies, other than the Executive Committee, as needed;</u></p>	
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	<p><u>(l) resolve disputes relating to Board elections; and</u> <u>(eh) any additional responsibilities described in the committee's Terms of Reference or as may be assigned directed by the Board of Directors or the Executive Committee from time to time.</u></p>	
<p>17.2 Notice Notice of a motion to enact, amend, or revoke a by-law shall be given to the Board of Directors at least ten days prior to the meeting referred to in section 15.1.</p>	<p>17.2 Notice Notice of a motion to enact, amend, or revoke a by-law shall be given to the Board of Directors at least ten days prior to the meeting referred to in section <u>15</u>7.1.</p>	<p>Bylaw cross-reference correction</p>

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1. INTERPRETATION

1.1 Definitions

In this by-law and in any other by-law of the College, unless otherwise defined or required by the context of the specific provision,

“Act” means the *Dietetics Act, 1991*;

“Board” or “Board of Directors” means the board of directors or Council of the College;

“Chair of the Board” means the Chair of the Board of Directors, referred to in the *Regulated Health Professions Act, 1991* and previously referred to in these by-laws as the “President”, and does not include a committee chair or a person appointed as the chair or presiding officer of a Board meeting pursuant to section 7.8 of these by-laws;

“Code” means the Health Professions Procedural Code being Schedule 2 of the *Regulated Health Professions Act, 1991*;

“College” means the College of Dietitians of Ontario;

“committee” means a statutory, non-statutory or ad hoc committee of the College;

“committee appointee” means a registrant of the College who is not a director (as defined below) and who is appointed to a committee of the College;

“committee member” means a member of a committee of the College;

“director” means a member of the Board of Directors and includes public and elected directors, previously known as public and elected “councillors” in these by-laws;

“elected director” means a member of the Board of Directors described in clause 5(1)(a) of the Act and includes a member elected or appointed to fill a vacancy;

“public director” means a director who is appointed to Council by the Lieutenant Governor in Council;

“registrant” means a member of the College as that term is used in the *Regulated Health Professions Act, 1991* and the Act and as previously used in these by-laws;

“Registrar” means the Registrar of the College;

“Regulation” means a regulation to the Act or the RHPA; and **“RHPA”**

means the *Regulated Health Professions Act, 1991*. **“Vice-Chair of the**

Board” means the Vice-Chair of the Board of Directors, referred to in the *Regulated Health Professions Act, 1991* and previously referred to in these bylaws as the “Vice-President” and does not include a committee vice-chair;

1.2 Calculating Time

In College by-laws, a reference to the number of days between two events means calendar days and excludes the day on which the first event happens and includes the day on which the second event happens.

1.3 Holidays

In College by-laws, a time limit that would otherwise expire on a holiday or a weekend is extended to include the next day that is not a holiday or a weekend. Holidays are as identified in the *Legislation Act, 2006*.

2. BUSINESS PRACTICES

2.1 Head Office

The head office of the College is in the City of Toronto or at such other place as the Council may determine from time to time.

2.2 Seal

An impression of the College’s seal is in Appendix A.

2.3 Affixing Seal

Any person authorized to sign a document on behalf of the College may affix the College’s seal to it if required.

2.4 Banking

The Board of Directors shall appoint from time to time one or more banks chartered under the *Bank Act (Canada)* for the use of the College. All money belonging to the College shall be deposited in the name of the College at one or more banks, but the Registrar may approve a reasonable amount of cash to be on hand at the College offices to cover incidental day-to-day expenses.

2.5 Bank Signing Authority

The Registrar or another person authorized by the Board of Directors may endorse any negotiable instrument for collection on account of the College through the bank or for deposit to the credit of the College with the bank. The College's stamp, if any, may be used for the endorsement.

2.6 Expenditures

The College may purchase or lease goods or acquire services if it is authorized by:

- (a) the Registrar if the expenditure is set out in the College's budget as approved by the Board of Directors;
- (b) the Registrar, if the expenditure does not exceed \$10,000 and the Registrar is satisfied that the expenditure will not result in the budget being exceeded for the fiscal year; or
- (c) a resolution of the Board of Directors or the Executive Committee.

2.7 Signing Authority

Signing authority for cheques and payments on behalf of the College is as follows:

- (a) the Registrar, Chair of the Board or Vice-Chair of the Board for amounts not exceeding \$25,000, or such other amount as the Board of Directors determines from time to time; and
- (b) any two of the Registrar, Chair of the Board or Vice-Chair of the Board for amounts in excess of \$25,000, or such other amount as the Board of Directors determines from time to time.

2.8 Execution of Documents

Except as required by section 2.7 and subject to section 2.9, the Registrar will sign contracts, agreements, instructions and other documents on behalf of the College.

2.9 Execution of Documents

The Board of Directors may appoint, from time to time, any one or more officers or persons to sign contracts, documents and instruments in writing on behalf of the College either generally or in relation to specific contracts, documents or instruments in writing.

2.10 Investments

The Registrar may authorize the investment of money on behalf of the College in compliance with applicable College policy as approved by the Board of Directors from time to time. All share certificates, bonds and other records of investments shall be issued in the name of the College.

2.11 Borrowing

The Board of Directors may from time to time by resolution,

- (a) borrow money upon the credit of the College;
- (b) limit or increase the amount or amounts which may be borrowed; and
- (c) secure any present or future borrowing or any debt, obligation or liability of the College by charging, mortgaging, hypothecating or pledging all or any real or personal property of the College, whether present or future.

2.12 Fiscal Year

The fiscal year of the College is from April 1 to March 31 of the following year.

2.13 Financial Audit

The Board of Directors shall appoint an auditor licensed under the *Public Accounting Act* to audit the accounts of the College and to hold office for a term determined by the Board of Directors.

2.14 Financial Statements

Financial statements for the College shall be prepared promptly at the close of each fiscal year and audited financial statements shall be presented annually to the Board of Directors.

2.15 Auditors Right of Access

The auditors shall have a right of access at all reasonable times to all records, documents, books, accounts and vouchers of the College and are entitled to require from the directors, officers and employees such information as is necessary in their opinion to enable them to report as required by law or under this by-law.

2.16 Attendance at Board of Directors Meeting

The auditor is entitled to attend the meeting at which the audited financial statements are presented to the Board of Directors.

2.17 Grants

The Board of Directors may by a vote of at least two-thirds of the directors present at a meeting duly called for that purpose make grants to third parties for one or both of the following:

- (a) to advance the scientific knowledge or the education of persons wishing to practise the profession; and
- (b) to maintain or improve the standards of practice of the profession.

2.18 Membership in National Organizations

The Board of Directors may authorize the College to obtain membership in a national organization of a body whose objects are not inconsistent with those of the College and may authorize the payment of such annual fees and costs for representation at meetings of the organization.

2.19 Remuneration and Expenses

Elected directors, committee appointees, and officers who are not public directors shall be paid a stipend and shall be reimbursed by the College for travelling and other expenses reasonably incurred in relation to the performance of their duties in accordance with policies approved from time to time by the Board of Directors.

2.20 Indemnity

Every director, or committee member and their heirs, executors, administrators and estate shall at all times be indemnified and saved harmless by College from and against:

- (a) all costs, charges and expenses whatsoever that such person sustains or incurs in respect of any action, suit or proceeding that is proposed, brought, commenced or prosecuted against him or her for or in respect of anything done or permitted by the person in respect of the execution of the duties of their office; and
- (b) subject to any policies and procedures of the College, all other costs and expenses that they sustain or incur in respect in respect of the affairs of the College,

except any costs, charges or expenses resulting from their wilful neglect or default or failure to act honestly and in good faith with a view to the best interests of the College. The College shall obtain appropriate insurance coverage in connection with this indemnity.

2.21 Protection for Employees

If an employee (including a lawyer who is an employee) of the College is named in a civil suit or, in the case of a lawyer, in a law society proceeding, and the subject matter relates to the person's employment by the College, the College will pay for the employee's legal representation in the proceedings and any appeal, and will pay any sum of money the employee or the employee's estate becomes liable to pay in connection with the matter unless the court finds that the employee has been deliberately dishonest or has committed a criminal offence.

3. ELECTION OF DIRECTORS

3.1 Electoral Districts

- (a) For all Board of Directors elections up to and including the Board of Directors election in 2023, and for any by-elections prior to the Board of Directors election in 2024, the following are the electoral districts for the purpose of the election of Board directors (with necessary modifications by the Registrar to ensure that the entire province is covered and that there is no overlap of districts):
- i. Electoral district 1, the south-western area, composed of the counties of Elgin, Essex, Kent, Lambton, Middlesex, Oxford, Bruce, Grey, Perth and Huron.
 - ii. Electoral district 2, the central-western area, composed of the counties of Brant, Dufferin and Wellington and the Regional Municipalities of Haldimand, Norfolk, Halton, Hamilton Wentworth, Niagara and Waterloo.
 - iii. Electoral district 3, the central area, composed of the Municipality of Metropolitan Toronto, and the Regional Municipality of York.
 - iv. Electoral district 4, the eastern area, composed of the counties of Frontenac, Hastings, Lanark, Prince Edward and Renfrew, and the united counties of Leeds and Grenville, Lennox and Addington, Prescott and Russell, Stormont, Dundas and Glengarry and The Regional Municipality of Ottawa, Carleton.
 - v. Electoral district 5, the north-eastern area, composed of the territorial districts of Algoma, Cochrane, Manitoulin, Nipissing, Parry Sound, Sudbury, Timiskaming and The District Municipality of Muskoka.
 - vi. Electoral district 6, the north-western area, composed of the territorial districts of Kenora, Rainy River and Thunder Bay.
 - vii. Electoral district 7, the central-eastern area, composed of the counties of Haliburton, Northumberland, Peterborough, City of Kawartha Lakes, Simcoe, and the Regional Municipalities of Peel and Durham.

- (b) Beginning with the Board of Directors election in 2024 and for all elections thereafter, there will be one single electoral district that encompasses all of Ontario, and all elected directors will be elected in this electoral district.
- (c) As of the date upon which the directors elected in the 2024 Board of Directors election take office, all directors then serving on the Board of Directors who were elected in one of the former seven electoral districts will be deemed to have been elected in the single electoral district of Ontario. The terms of office of these directors on the Board of Directors and on any committees will be otherwise unaffected and all references in these by-laws to elected directors will apply equally to these directors.

3.2 Number of Elected Directors

In the years 2024 and 2025, the number of elected directors shall be reduced from eight to six members, according to the following schedule and the election timeline set out in section 3.8 of these by-laws:

- (a) As of the date upon which the directors elected in the 2024 Board of Directors election take office, there will be seven elected directors on the Board of Directors.
- (b) As of the date upon which the directors elected in the 2025 Board of Directors election take office, there will be six elected directors on the Board of Directors.

3.3 Elected Directors from Each District

For Board of Directors elections and by-elections prior to April 2024, the number of registrants elected in an electoral district is,

- (a) one for each of electoral districts 1, 2, 4, 5, 6 and 7; and
- (b) two for electoral district 3.

3.4 Eligibility to Vote in an Election

- (a) For Board of Directors by-elections held in an electoral district prior to April 2024, a registrant is eligible to vote if on the thirty-fifth day before the date fixed for the election, the member principally practises in that electoral district, or if the member is not engaged in the practice of dietetics, the member principally resides in the electoral district.
- (b) For Board of Directors elections and by-elections held in and after April 2024, a registrant is eligible to vote if on the thirty-fifth day before the date fixed for the election, the registrant principally practises in Ontario, or if the registrant is not engaged in the practice of dietetics, the registrant principally resides in Ontario.

3.5 Term of Office

The term of an elected director is approximately three (3) years starting at-on the first day of the first ~~scheduled~~ Board of Directors meeting after the election of directors (excluding any special meetings) and the director will continue in office until the day before their successor takes office in accordance with the by-laws.

3.6 Maximum Term or Maximum Service as Committee Member

Subject to section 3.7, a director or registrant who has served nine (9) consecutive years on the Board of Directors or as a committee appointee, or in any combination of the two offices, is ineligible ~~for election to the Board of Directors until the third calendar year after in the year in which the registrant last served as an elected director or committee appointee to serve on the Board of Directors for a minimum of three (3) years thereafter. This 36 month period is calculated from the date the director or registrant last served as an elected director or committee member, to the first day of the first scheduled Board of Directors meeting after the election of directors (excluding any special meetings).~~

3.7 Term of Office for Directors Filling Vacancies

The term of an elected director elected in a by-election or appointed under these by-laws expires when the former elected director's term would have expired. Time spent as an elected director as a result of a by-election or an appointment by the Board of Directors to fill a vacancy is not included for the purpose of determining the maximum term under section 3.6.

3.8 Timing of Elections

- (a) Until the year 2023, elections for elected directors shall be held simultaneously as follows:
 - i. in April of the year 2004 and in April of every third year thereafter for electoral districts 1 and 3;
 - ii. in April of the year 2002 and in April of every third year thereafter for electoral districts 2 and 4;
 - iii. in April of the year 2003 and in April of every third year thereafter for electoral districts 5, 6 and 7.
- (b) Beginning in April of the year 2024, two directors shall be elected each year who will serve in the single electoral district of Ontario.
- (c) In the event that an election cannot be held in April of a given year, the election shall be held as soon as possible thereafter, and all references in these by-laws to the Board of Directors election in April will apply equally to the delayed election.

3.9 Date of Election

Unless otherwise approved by the Board of Directors,

- (a) the date for each election is the third Wednesday of April; and
- (b) the deadline for the receipt of ballots is 5:00 p.m. on the date for each election.

3.10 Eligibility for Election to Board of Directors

A registrant is eligible for election to the Board of Directors if, on the date of election or acclamation, or as of such other date specified below:

- (a) the registrant is engaged in the practice of dietetics in Ontario or, if the registrant is not engaged in the practise of dietetics, principally resides in Ontario, or in the case of a by-election prior to April 2024, in the electoral district for which they are nominated;
- (b) the registrant is the holder of a general class of certificate of registration and the certificate is not subject to a term, condition or limitation other than one applicable to all registrants of the class;
- (c) the registrant is not in default of the payment of any fee payable to the College;
- (d) the registrant is not the subject of any disciplinary or incapacity proceeding in Ontario or any similar proceeding in any other jurisdiction relating to dietetics or any other profession;
- (e) the registrant's certificate of registration has not been revoked or suspended in the preceding six years ~~preceding the date of the election~~ for any reason other than nonpayment of fees;
- (f) the registrant has not been found to have committed professional misconduct by the Discipline Committee or by any discipline committee in any jurisdiction relating to dietetics or any other profession;
- (g) the registrant has not been disqualified by the Board of Directors in the preceding three (3) years ~~preceding the date of the election~~ as a result of a breach of a code of conduct or policy on conduct approved by the Board of Directors or a breach of the conflict of interest provisions of this by-law;
- (h) the registrant does not have a notation on the College register of a finding of professional negligence or malpractice made against the registrant;

- (i) the registrant is not the subject of a charge under the *Criminal Code* (Canada) or the *Controlled Drugs and Substances Act* (Canada);
- (j) the registrant does not have a notation on the College register of a charge in relation to any offence;
- (k) the registrant does not have a criminal finding of guilt as an adult under the *Criminal Code* (Canada) or the *Controlled Drugs and Substances Act* (Canada);
- (l) the registrant does not have a notation on the College register of a finding of guilt made by a court with respect to any offence;
- (m) the registrant does not have a notation on the College register of an undertaking provided to the College with respect to a matter involving the Inquiries, Complaints and Reports Committee or the Discipline Committee;
- (n) The registrant is not currently the subject of an undertaking provided to the College with respect to a fitness to practise issue;
- (o) the registrant is not currently the subject of an interim order made by a panel of the Inquiries, Complaints and Reports Committee;
- (p) the registrant has not been ordered to attend to receive a caution from a panel of the Inquiries, Complaints and Reports Committee or been required to complete a specified continuing education or remediation program by a panel of the Inquiries, Complaints and Reports Committee in the preceding six (6) years;
- (q) the registrant is not a member of the Board of Directors or council of any other RHPA college;
- (r) the registrant is not an employee of the College and has not been an employee of the College within the ~~previous-preceding~~ two (2) years;
- (s) the registrant is not an applicant for employment at the College and has not applied for employment at the College within the ~~previous-preceding~~ year;
- (t) the registrant is not in default of completing and submitting any information or form required under the regulations of the RHPA or Act, or the by-laws of the College;
 - (t.1) the registrant meets the competency and attribute requirements as set out in the applicable College policy approved by the Board of Directors and demonstrates this by fulfilling the requirements of the competency and

attribute screening process approved by the Board of Directors and set out in the applicable College policy;

- (u) the registrant has successfully completed the College's current training program relating to the duties, obligations and expectations of Board of Directors and committee members;
- (v) the registrant is not party to a legal proceeding against the College;
- (w) the registrant has completed and filed with the Registrar a conflict of interest declaration by the deadline and in the form approved by the Registrar, and the registrant does not have a conflict of interest to serve as a director;
- (x) the registrant does not hold a position that would cause the registrant, if elected as a director, to have a conflict of interest by virtue of having competing fiduciary obligations to both the College and another organization

(x.1) the registrant does not, and did not within the ~~previous-preceding~~ three (3) years, hold a leadership, employment or contractual role with an international, national or provincial association or organization that advances the interests of dietitians, has policy making responsibilities for dietitians, or oversees the regulation of dietitians; or

- (y) ~~the registrant has served nine consecutive years as a director or committee appointee, or in any combination of the two offices, and at least three calendar years have passed after the year in which the registrant last served as a director or committee appointee; or~~
- (z) on the first day of the first scheduled Board of Directors Meeting after the election of directors (excluding any special meetings), the registrant ~~is would~~ not be ineligible because of section 3.6.

3.11 Withdrawal of Candidate

A candidate may withdraw from an election by giving notice in writing to the Registrar. If the notice in writing is received at least five (5) days before the date that the Registrar sends the voting package to registrants eligible to vote, the name of the person shall not be included on the ballot. In all other cases the Registrar shall make reasonable efforts to remove the name from the ballot or to notify the registrants eligible to vote that the candidate has withdrawn from the election.

3.12 Eligibility and Election Disputes

Disputes as to whether a registrant is eligible for election or to vote in an election will be determined by the Elections-Governance Committee. Disputes relating to the election of an

elector shall be dealt with by the [Elections-Governance](#) Committee which shall investigate the facts and report its findings and recommendations to the Board of Directors for such decision as the Board of Directors considers appropriate.

3.13 Notification of Election

No later than 90 days before the date of an election, the Registrar shall notify every registrant eligible to vote of the date, time and electoral district of the election and of the application procedure.

3.14 Applications

A registrant who seeks to be a candidate for election as a director shall apply in writing and shall submit the application to the Registrar at least 60 days before the date of the election (the "application deadline").

3.15 Acclamation

- (a) For elections and by-elections prior to April 2024, if the number of candidates who have applied for and are eligible for election to the Board of Directors for an electoral district is less than or equal to the number of registrants to be elected in that electoral district, the Registrar shall declare the candidate or candidates elected by acclamation.
- (b) For elections and by-elections in and after April 2024, if the number of candidates who have applied for and are eligible for election to the Board of Directors is less than or equal to the number of registrants to be elected in that election, the Registrar shall declare the candidate or candidates elected by acclamation. If the number of candidates elected by acclamation is less than the number of registrants that were to be elected in that election, the Registrar shall, as soon as possible, call a by-election for the remaining seat or seats.

3.16 No Candidates for Election

If there are no candidates who have applied for and are eligible for election, the Registrar shall, as soon as possible, call a by-election.

3.17 Information about Candidates

A candidate shall provide to the Registrar by the application deadline or such later date as the Registrar permits, biographical information in a manner acceptable to the Registrar for the purpose of distribution to registrants eligible to vote in the election.

3.18 Administering and Supervising Elections

The Registrar will supervise and administer the election process and may for the purpose of carrying out that duty and subject to the by-laws:

- (a) appoint returning officers and scrutineers;
- (b) establish procedures and deadlines for the receiving and sending of elections materials, including establishing a deadline for the receiving of ballots and procedures for opening, counting and verifying ballots;
- (c) establish reliable and secure voting processes;
- (d) provide for the notification of all candidates and registrants of the results of the election;
- (e) if there has been a non-compliance with an application or election requirement, determine whether the non-compliance should be waived in circumstances where the fairness or integrity of the election will not be affected;
- (f) establish deadlines for any recounts and provide for the destruction of voting information following an election; and
- (g) do anything else that they deem necessary and appropriate to ensure that the election is fair and effective.

3.19 Voting Package

No later than thirty days before the date of an election the Registrar shall send by electronic or other means a voting package to every registrant eligible to vote in the election, and in the case of elections held prior to April 2024, eligible to vote in the district. The package will include a list of candidates and a ballot or electronic access to a ballot and an explanation of the voting procedure.

3.20 Voting

A registrant eligible to vote may cast as many votes on a ballot as there are registrants to be elected from that electoral district in that election. A registrant shall not cast more than one vote for any one eligible candidate.

3.21 Tie Vote

If there is a tie in an election of registrants to the Board of Directors, the Registrar shall break the tie by lot.

3.22 Modifying Time Periods

In exceptional circumstances, the Registrar may modify any time period respecting elections as the Registrar considers necessary to compensate for such circumstances.

3.23 By-Elections

A by-election is held in the same manner and is subject to the same criteria and processes as a regular election, subject to any necessary modifications.

4. DISQUALIFICATION AND REMOVAL OF DIRECTORS

4.1 Disqualification

An elected director is disqualified from sitting on the Board of Directors if the registrant meets one or more of the following criteria:

- (a) the Board of Directors determines that the registrant had not met one or more of the eligibility requirements in section 3.10;
- (b) the registrant ceases to meet one or more of the eligibility requirements in section 3.10;
- (c) the registrant fails, without reasonable cause, to attend two consecutive meetings of the Board of Directors;
- (d) the registrant fails, without reasonable cause, to attend three consecutive meetings of a committee of which they are a member;
- (e) the registrant fails, without reasonable cause, to attend a hearing or proceeding of a panel for which they have been selected; or
- (f) the registrant fails, in the opinion of the Board of Directors, to discharge their duties to the College, including without limitation having acted in a conflict of interest or otherwise in breach of a College by-law or policy, or the *Regulated Health Professions Act, 1991*.

4.2 Temporary Exclusion

An elected director who becomes the subject of any disciplinary or incapacity proceeding at the College, a Registrar's investigation under the RHPA, or an interim order under the RHPA will not be disqualified under section 4.1 during the proceeding but shall not serve on the Board of Directors or on any committee until the proceeding is finally completed.

4.3 Removal of Elected Director

The following procedure applies to the disqualification and removal of an elected director:

- (a) If another director believes that an elected director meets one or more of the criteria for disqualification in section 4.1~~0~~, they shall advise the Registrar and Executive Committee in writing.
- (b) If the Registrar receives information suggesting that an elected director meets one or more of the criteria for disqualification in section 4.1, the Registrar shall advise the Executive Committee in writing.
- (c) If the Executive Committee believes the matter requires the Board of Director's consideration, it shall notify the elected director about the nature of the concern and provide him or her with a reasonable opportunity to respond before bringing the matter to the Board of Directors.
- (d) If after considering the elected director's response, if any, the Executive Committee decides that the matter warrants the Board of Directors' consideration, it shall place the matter on the agenda for the next meeting of the Board of Directors, or the Chair of the Board shall call a special Board of Directors meeting for the purpose of determining whether the registrant meets any of the criteria for disqualification under section 4.1. The Registrar shall advise the director who is potentially subject to disqualification of the date of the Board of Directors meeting and that the director may make written or oral submissions to the Board of Directors at the meeting.
- (e) Disqualification of an elected director requires a resolution passed by a majority of not less than two-thirds of the votes cast on the resolution by directors present at the meeting. The elected director who is the subject of a motion for disqualification shall not be present during the debate following submissions, if any, or during the vote on the motion. The Board of Directors shall not consider the registrant for the purpose of establishing quorum or counting votes.
- (f) A disqualified director ceases to be a member of the Board of Directors and any of its committees.

4.4 Disqualification and Removal of Public Director

The following procedure applies to the disqualification and removal of a public director:

- (a) If a director believes that a public director does not meet one of the criteria set out in clauses (d), (f), (g), (i), (q), (r), (s), (t.1), (u), (v), (w), (x) and (y) of section

3.10, or clauses 4.1 (c) through (f), they shall advise the Registrar and Executive Committee in writing.

- (b) If the Registrar receives information suggesting that a public director does not meet one or more of the criteria in clauses (d), (f), (g), (i), (q), (r), (s), (t.1), (u), (v), (w), (x) and (y) of section 3.10, or clauses 4.1 (c) through (f), the Registrar shall advise the Executive Committee in writing.
- (c) The procedure in section 4.3 clauses (c) through (e) shall govern the disqualification of a public director with necessary modifications.

4.5 Notice to Minister

Following the disqualification of a public director, the Board of Directors may advise the Minister of Health and Long-Term Care of its determination and request the Minister to ensure the removal of the public director from the Board of Directors.

4.6 Suspension of Public Director

If the Board of Directors passes a resolution to disqualify a public director under section 4.3, it may suspend the public director from serving on the Board of Directors or on any of its committees, or both.

5. VACANCIES

5.1 Creation of Vacancy

The office of an elected director is deemed vacant on the death, resignation or removal of that director.

5.2 Filling Vacancy – Less than One Year

- (a) If prior to the 2024 Board of Directors election, the seat of an elected director becomes vacant in an electoral district less than one year before the expiry of the director's term of office, the Board of Directors may:
 - i. leave the seat vacant;
 - ii. appoint as an elected director the eligible candidate who had the most votes of all of the unsuccessful candidates for that position in the director's electoral district in the last election; or iii. direct the Registrar to hold a by-election for that electoral district.

- (b) If following the 2024 Board of Directors election the seat of an elected director becomes vacant less than one year before the expiry of the director's term of office, the Board of Directors may:
 - i. leave the seat vacant;
 - ii. appoint as an elected director the eligible candidate who had the most votes of all of the unsuccessful candidates in the last election; or
 - iii. direct the Registrar to hold a by-election.

5.3 Filling Vacancy – More than One Year

- (a) If prior to the 2024 Board of Directors election the seat of an elected director becomes vacant more than one year before the expiry of the director's term of office, the Registrar will hold a by-election for that electoral district.
- (b) If following the 2024 Board of Directors election the seat of an elected director becomes vacant more than one year before the expiry of the director's term of office, the Registrar will hold a by-election for that seat.

6. OFFICERS

6.1 Officers

The officers of the College shall be the Chair of the Board, the Vice-Chair of the Board and the Registrar and such other officers as the Board of Directors may determine from time to time. A person must not hold more than one office.

6.2 Chair of the Board (Chair)

The Chair of the Board shall perform all duties and responsibilities pertaining to their office, which include the responsibilities set by Board of Directors policy and such other duties that the Board of Directors from time to time assigns.

6.3 Vice-Chair of the Board (Vice-Chair)

The Vice-Chair of the Board will act and has all the powers and duties of the Chair of the Board if the Chair of the Board is absent or is unable or refuses to act, and will perform the responsibilities set by Board of Directors policy and such other duties that the Board of Directors from time to time assigns.

6.4 Appointment of Registrar

The Registrar shall be appointed by the Board of Directors and shall be the Executive Director of the College. The Executive Committee shall not exercise the authority of the Board of Directors with respect to the appointment or removal of the Registrar.

6.5 Registrar Terms of Employment

The terms of employment of the Registrar shall be set out in a written employment contract approved by the Executive Committee and shall be consistent with any College personnel policies in effect at the time such contract is approved. No candidate for the position of Registrar shall be offered a contract of employment until that candidate has been approved by the Board of Directors.

6.6 Registrar Duties

The Registrar shall perform those duties set out in the RHPA, the Act and the by-laws of the College in addition to such duties and responsibilities as are set by Board of Directors policy and such other duties that the Board of Directors from time to time assigns.

6.7 Appointment of Acting Registrar

During extended absences of the Registrar, the Board of Directors may appoint an Acting Registrar. If a vacancy or prolonged or indefinite absence occurs in the Registrar's office, the Executive Committee or the Board of Directors shall appoint an Acting Registrar. If the Executive Committee appoints an Acting Registrar, the appointment or approval is subject to Board of Directors approval at the next meeting of the Board of Directors.

6.8 Authority of Acting Registrar

A person appointed as Acting Registrar under section 6.7 shall have all the authority, duties and responsibilities of the Registrar.

6.9 Removal of Officers

The Board of Directors may remove an officer of the College by a two-thirds majority vote of the directors present at a Board of Directors meeting duly held for that purpose. The removal from office of an officer who is also an employee of the College shall not of itself constitute termination of employment.

7. MEETINGS OF THE BOARD OF DIRECTORS

7.1 Board of Directors Meetings

The Board of Directors shall have at least four regular meetings during each calendar year, with no more than four months between meetings. Board of Directors meetings shall be held

at the head office of the College or at any other place as may be determined by the Registrar or the Board of Directors from time to time.

7.2 Reasonable Notice for Board of Directors Meetings

Written notification of the date, time and place of a Board of Directors meeting will be delivered to each director not less than five days before the date of the meeting. The accidental omission to give notice or the non-receipt of any notice by any director will not invalidate a resolution that the Board of Directors passes at the meeting or any action or proceeding it takes at the meeting.

7.3 Business at Regular Meetings

The Board of Directors may consider at a regular meeting:

- (a) matters contained within the agenda approved by the Executive Committee;
- (b) matters brought by the Executive Committee;
- (c) recommendations and reports by committees;
- (d) motions or matters where notice was given by a director at a preceding Board of Directors meeting;
- (e) such other matters, not included in the agenda, that at least two-thirds of the directors in attendance determine to be of an urgent nature; and
- (f) routine and procedural matters.

7.4 Special Meetings

A special meeting of the Board of Directors may be called by the Chair of the Board or the majority of directors by submitting to the Registrar a written request for the meeting containing the matter or matters for decision at the meeting. The Registrar shall provide notice of the meeting to each director not less than five-three days before the date of the special meeting, unless notice is unanimously waived by the Board of Directors. The notice shall state the date, time and place of the meeting and the general nature of the business to be transacted.

7.5 Business at Special Meetings

Business at a special meeting is limited to the following:

- (a) the matter or matters for decision at the meeting contained in the written request submitted to the Registrar;

- (b) matters brought by the Executive Committee; and
- (c) routine and procedural matters.

7.6 Manner of Holding Meetings

Any meeting of the Board of Directors may be conducted by means of teleconference or any other means that permit all persons participating in the meeting to communicate with each other adequately. Persons participating in the meeting by such means are deemed to be present at the meeting. Meetings held in this manner are deemed to be held at the head office of the College, unless the Board of Directors determines otherwise.

7.7 Chair or Vice-Chair of the Board Presides

In the absence of a presiding officer appointed under section 7.8, the Chair of the Board, or their delegate, shall preside over meetings. The Vice-Chair of the Board shall preside if the Chair of the Board is absent. In the absence of both the Chair and Vice-Chair of the Board, the directors present shall select from among themselves a director to chair the meeting.

7.8 Presiding Officer

For the purpose of conducting meetings the Board of Directors may appoint a non-voting presiding officer who is not a member of the Board of Directors or of the College to preside at all meetings or at a meeting. The presiding officer shall continue in their role until dismissed by the Board of Directors or the Executive Committee. The presiding officer shall act solely as chair of Board of Directors meeting proceedings in accordance with these by-laws and any rules of order that the Board of Directors approves and shall not take a role in Board of Directors deliberations. Before assuming their duties, the presiding officer shall agree to maintain the same standard of confidentiality and conflict of interest applicable to a director.

7.9 Quorum

A quorum for any meeting of the Board of Directors is as set out in the RHPA. A Board of Directors vacancy is not counted in determining whether a quorum is present.

7.10 Adjournments

Whether or not a quorum is present, the chair or presiding officer may adjourn any Board of Directors meeting and reconvene it at any time and any business may be transacted at the adjourned meeting that could have been transacted at the original meeting. No notification shall be required of any such adjournment.

7.11 Voting at Meetings

Unless otherwise required by law or by the by-laws, every motion which properly comes before the Board of Directors shall be decided by a simple majority of the votes cast at the meeting by directors present. In the event of a tie vote, the motion is defeated.

Except where a secret ballot is required or at a meeting held by teleconference, every vote at a Board of Directors meeting shall be by a show of hands but, if any two directors so require, a roll call vote shall be taken.

7.12 Rules of Order

Except where inconsistent with the RHPA, the Act, the Regulations or the by-laws of the College, any questions of procedure at or for any meetings of the Board of Directors shall be determined by the chair or presiding officer of such meeting in accordance with the rules of order that the Board of Directors adopts from time to time.

7.13 Unanimous Resolutions

A resolution or by-law signed by all members of the Board of Directors is as valid and effective as if passed at a meeting of the Board of Directors held for the purpose, and a director's signature may be an identifying mark created or communicated using electronic means.

8. COMMITTEE ESTABLISHMENT AND APPOINTMENTS

8.1 Establishment and Appointees

The Board of Directors may from time to time establish non-statutory or ad hoc committees and set the duties and composition and appoint the members of each committee. In appointing members to a non-statutory or ad hoc committee the Board of Directors will give due consideration to the recommendations, if any, of the [Executive-Governance](#) Committee.

8.2 Appointment to Committees

The Board of Directors will at the first regular Board of Directors meeting following each scheduled election of directors appoint the members of each committee and a chair of each committee in a manner prescribed by the Board of Directors from time to time. In appointing members to committees the Board of Directors will give due consideration to the recommendations, if any, of the [Executive-Governance](#) Committee. The Board of Directors may from time to time vary appointments and remove the chair of any committee.

8.3 Notice and Application

The Registrar shall,

- (a) notify registrants of the opportunity to apply for appointment to a committee;

- (b) approve a form of application relating to appointment; and
- (c) set a deadline for the receipt of applications.

8.4 Eligibility for Committee Appointment

The Board of Directors may appoint a registrant who is not a director to serve on a committee if, as of the date of the appointment, or as of such other date specified below,

- (a) the registrant has completed and filed with the Registrar an application for appointment in the form approved by the Registrar prior to the deadline for applications established by the Registrar;
- (b) the registrant is the holder of a general class of certificate of registration and the certificate is not subject to a term, condition or limitation other than one applicable to all registrants of the class;
- (c) the registrant is not in default of the payment of any fee payable to the College;
- (d) the registrant is not the subject of any disciplinary or incapacity proceeding in Ontario or any similar proceeding in any other jurisdiction relating to dietetics or any other profession;
- (e) the registrant's certificate of registration has not been revoked or suspended in the six years preceding the date of the appointment for any reason other than non-payment of fees;
- (f) the registrant has not been found to have committed professional misconduct by the Discipline Committee or by any discipline committee in any jurisdiction relating to dietetics or any other profession;
- (g) the registrant has not been disqualified by the Board of Directors in the three years preceding the date of the appointment as a result of a breach of a code of conduct or policy on conduct approved by the Board of Directors or a breach of the conflict of interest provisions of this by-law;
- (h) the registrant ~~practises~~ is engaged in the practice of dietetics in Ontario or, if the registrant is not engaged in the practice of dietetics, principally resides in Ontario;
- (i) the registrant does not have a notation on the College register of a finding of professional negligence or malpractice made against the registrant;
- (j) the registrant is not the subject of a charge under the *Criminal Code* (Canada) or the *Controlled Drugs and Substances Act* (Canada);

- (k) the registrant does not have a notation on the College register of a charge in relation to any offence;
- (l) the registrant does not have a criminal finding of guilt as an adult under the *Criminal Code (Canada)* or the *Controlled Drugs and Substances Act (Canada)*;
- (m) the registrant does not have a notation on the College register of a finding of guilt made by a court with respect to any offence;
- (n) the registrant does not have a notation on the College register of an undertaking provided to the College with respect to a matter involving the Inquiries, Complaints and Reports Committee or the Discipline Committee;
- (o) The registrant is not currently the subject of an undertaking provided to the College with respect to a fitness to practise issue;
- (p) the registrant is not currently the subject of an interim order made by a panel of the Inquiries, Complaints and Reports Committee;
- (q) the registrant has not been ordered to attend to receive a caution from a panel of the Inquiries, Complaints and Reports Committee or been required to complete a specified continuing education or remediation program by a panel of the Inquiries, Complaints and Reports Committee in the preceding three (3) years;
- (r) the registrant is not a member of the Board of Directors or council of any other RHPA college;
- (s) the registrant is not an employee of the College and has not been an employee of the College during the ~~previous-preceding~~ two (2) years;
- (t) the registrant is not an applicant for employment at the College and has not applied for employment at the College during the ~~previous-preceding~~ year;
- (u) the registrant is not in default of completing and submitting any information or form required under the regulations of the RHPA or Act, or the by-laws of the College;
- (u.1) the registrant meets the competency and attribute requirements set out in the applicable College policy as approved by the Board of Directors and demonstrates this by fulfilling the requirements of the competency and attribute screening process approved by the Board of Directors and set out in the applicable College policy;

- (v) the registrant has successfully completed the College's current training program relating to the duties, obligations and expectations of Board of Directors and committee members;
- (w) the registrant is not party to a legal proceeding against the College;
- (x) the registrant has completed and filed with the Registrar a conflict of interest declaration by the deadline and in the form approved by the Registrar, and the registrant does not have a conflict of interest to serve as a member of the Board of Directors;
- (y) the registrant does not hold a position that would cause the registrant to have a conflict of interest by virtue of having competing fiduciary obligations to both the College and another organization; ~~including but not limited to having or had during the previous year a leadership, employment or contractual role with an international, national or provincial association or organization that advances the interests of dietitians, has policy making responsibilities for dietitians, or oversees the regulation of dietitians; or~~
- ~~(y.1) the registrant does not, and did not within the preceding three (3) years, hold a leadership, employment or contractual role with an international, national or provincial association or organization that advances the interests of dietitians, has policy making responsibilities for dietitians, or oversees the regulation of dietitians; or~~
- ~~(y)~~
- (z) the registrant is not ineligible because of section 8.5.

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8.5 Term of Office of Committee Members

The term of office of a committee appointee is approximately three (3) years from the date of appointment or re-appointment to a committee. ~~A No person may serve as a~~ committee appointee ~~shall not be a member of the same committee of the College~~ for more than nine (9) consecutive years. A ~~member-person~~ who has served as a committee appointee for nine (9) consecutive years is not eligible for appointment as a committee appointee ~~until for~~ at least ~~one-three (3) years has passed since from~~ the ~~date the member-person~~ last served as a committee appointee.

8.6 Continuation of Term of Office

The term of office of committee members shall continue if for any reason the Board of Directors fails to appoint a new committee at the time or times set out in the by-laws, provided a quorum exists.

8.7 Committee Vacancies

The Executive Committee may appoint persons to fill any vacancies in the membership or chair of a committee, other than the Executive Committee, and it must make an appointment to fill a vacancy on a committee if it is necessary for the committee to achieve quorum or to comply with the Act or regulations. The Executive Committee may seek the Governance Committee's recommendation when making such an appointment. A member of a committee appointed by the Executive Committee is subject to confirmation by the Board of Directors at its next meeting.

8.8 Executive Committee Vacancies

If a vacancy occurs on the Executive Committee, the Board of Directors shall fill the vacancy by election.

9. DISQUALIFICATION AND REMOVAL OF COMMITTEE APPOINTEES

9.1 Disqualification Criteria

A committee appointee is disqualified from sitting on a committee if the member meets one or more of the following criteria:

- (a) the Executive Committee determines that the appointee had not met one or more of the eligibility requirements in section 3.108.4;
- (b) the appointee after being appointed ceases to meet one or more of the eligibility requirements in section 3.108.4;
- (c) the appointee fails, without reasonable cause, to attend three consecutive meetings of the committee of which they are a member;
- (d) the appointee fails, without reasonable cause, to attend a hearing or proceeding of a panel for which they have been selected; or
- (e) the appointee fails, in the opinion of the Board of Directors, to discharge their duties to the College, including without limitation having acted in a conflict of interest or otherwise in breach of a College by-law, of the *Regulated Health Professions Act, 1991*, or the College's Governance Policy.

9.2 Temporary Exclusion

A committee member who becomes the subject of any disciplinary or incapacity proceeding at the College, a Registrar's investigation under the RHPA, or an interim order under the RHPA may be subject to disqualification and shall not serve on any committee until the proceeding is finally completed.

9.3 Removal of Committee Appointee

The Board of Directors or the Executive Committee may remove a committee appointee who is a registrant of the College by resolution requiring a simple majority. The Board of Directors or the Executive Committee has the power to remove a committee appointee whether or not one of the disqualification criteria in section 9.1 applies.

If a director or committee appointee believes that a committee appointee meets one or more of the criteria for disqualification in section 9.1, they shall advise the Registrar in writing. A disqualified committee appointee ceases to be a member of any Board of Directors committee.

10. COMMITTEE MEETINGS

10.1 Non-Application to Hearings

This Article 10 does not apply to a proceeding of a committee or a panel of a committee held for the purpose of conducting a hearing.

10.2 Location and Notice

Committee meetings shall be held at the head office of the College or at another place determined by the committee chair or Registrar. No formal notice is required for committee meetings but meeting dates will be set in advance and College will make reasonable efforts to notify all of the committee members of every meeting and to arrange meeting dates and times that are convenient to the committee members.

10.3 Manner of Holding Meetings

Committee meetings may be conducted by means of teleconference or any other means that permit all persons participating in the meeting to communicate with each other adequately. Persons participating in the meeting by such means are deemed to be present at the meeting. Meetings held in this manner are deemed to be held at the head office of the College, unless the Board of Directors determines otherwise.

10.4 Chair of Meetings

The committee chair or their appointee shall preside over meetings of a committee.

10.5 Quorum for Committees

Unless specifically provided for otherwise under the Act, the RHPA, a Regulation or the bylaws, a majority of committee members constitutes a quorum for a meeting of a committee.

A committee vacancy is not counted in determining whether a quorum is present.

10.6 Voting

Unless otherwise required by law or by the by-laws, every motion which properly comes before a committee shall be decided by a simple majority of the votes cast at the meeting. In the event of a tie vote, the motion is defeated. Roll call votes shall be taken for teleconference meetings and with respect to committee members attending an in-person meeting by teleconference.

10.7 Meeting Minutes

Committee chairs are responsible for ensuring there is an accurate record taken of committee meetings.

11. STATUTORY COMMITTEES

11.1 Executive Committee Composition

The Executive Committee shall be composed of the Chair of the Board, the Vice-Chair of the Board and two other members of the Board of Directors. At least one member of the Executive Committee must be a public director.

11.2 Executive Committee Duties

In addition to the duties provided to the Executive Committee under the RHPA and by-laws of the College, the Executive Committee will act in an advisory capacity to the Board of Directors on the financial affairs of the College and without limiting the generality of the foregoing shall:

- (a) recommend annual operating and capital budgets to the Board of Directors;
- (b) make recommendations relating to the financial reserves of the College;
- (c) report at least annually to the Board of Directors on the financial affairs of the College;
- (d) liaise with and provide support to the Registrar.

11.3 Nomination Procedure for Executive Committee Election

Before the first meeting of the newly elected Board of Directors, the Registrar will send an invitation to all directors requesting written expressions of interest to stand for election to any of the offices of Chair of the Board, Vice-Chair of the Board and member of the Executive Committee.

11.4 Election of Executive Committee

At the first Board of Directors meeting after the election of directors, the Registrar shall conduct an election to determine the members of the Executive Committee in the order of Chair of the Board, Vice-Chair of the Board, and other Executive Committee members. The following provisions apply to the election:

- (a) the Registrar will present the names of candidates who have indicated their interest for the office of Chair of the Board;
- (b) the Board of Directors may also approve nominations for the office of Chair of the Board at the time of the election (and a director may nominate herself or himself as a candidate);
- (c) before the first vote, each of the nominees will have an opportunity to speak to the Board of Directors for up to two minutes about her or his candidacy;
- (d) if there is only one candidate, the Registrar shall declare the candidate elected by acclamation;
- (e) if there is more than one candidate, voting will be through secret ballot;
- (f) if there are more than two candidates in an election, there will be successive ballots until one candidate receives a majority of the votes cast, with the candidate or candidates who receive the fewest votes in a ballot dropped in the next ballot;
- (g) if there is a tie, the Registrar will break tie by lot;
- (h) after the Board of Directors elects the Chair of the Board, it will elect the ViceChair of the Board in a similar manner;
- (i) After the Board of Directors elects the Vice-Chair of the Board it will elect the remaining Executive Committee positions in a similar manner with reference to the composition of the Committee set out in section 11.1.

11.5 Executive Committee Term of Office

Unless otherwise provided in this by-law, the term of office of the Chair and Vice-Chair of the Board and other members of the Executive Committee shall start immediately following their election and continue until the completion of the next election for the offices of Chair and Vice-Chair of the Board in the following year.

11.6 Composition of Registration Committee

The Registration Committee shall be composed of:

- (a) at least two elected directors; (b)
at least two public directors; and
- (c) at least one committee appointee.

11.7 Composition of Inquiries, Complaints and Reports Committee

The Inquires, Complaints and Reports Committee shall be composed of:

- (a) at least three elected directors;
- (b) at least three public directors; and
- (c) at least two committee appointees.

11.8 Quorum for the Inquiries, Complaints and Reports Committee and Panels

Three members of the Inquiries, Complaints and Reports Committee, at least one of whom shall be a public director, constitute a quorum of that committee or a panel of that committee.

11.9 Composition of Discipline Committee

The Discipline Committee shall be composed of:

- (a) at least three elected directors;
- (b) at least two public directors; and
- (c) at least one committee appointee.

11.10 Composition of Fitness to Practise Committee

The Fitness to Practise Committee shall be composed of:

- (a) at least three elected directors;
- (b) at least two public directors; and
- (c) at least one committee appointee.

11.11 Composition of Quality Assurance Committee

The Quality Assurance Committee shall be composed of:

- (a) at least two elected directors;
- (b) at least two public directors; and
- (c) at least one committee appointee.

11.12 Composition of the Patient Relations Committee

The Patient Relations Committee shall be composed of:

- (a) ~~at least two elected directors;~~
- (b) ~~at least two public directors; and~~
- (c) ~~at least one committee appointee~~the

members of the Executive Committee.

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12. NON-STATUTORY COMMITTEES

12.1 ~~Composition of Elections Committee~~

~~The Elections Committee shall be a non-statutory committee of the College composed of three public directors.~~

12.2 ~~Responsibilities of the Elections Committee~~

~~The Elections Committee's responsibilities are as follows:~~

- ~~(a) dealing with disputes relating to election of elected directors;~~
- ~~(b) dealing with disputes relating to the distribution by the College of election material prepared by a candidate for election;~~
- ~~(c) studying and making recommendations to Board of Directors on improving the election process; and~~
- ~~(d) any other responsibilities as may be assigned by Board of Directors or the Executive Committee from time to time.~~

12.3 Composition of Registrar Performance and Compensation Review Committee

The Registrar Performance and Compensation Review Committee shall be a non-statutory committee of the College composed of the members of the Executive Committee and one other director.

12.4 Responsibilities of the Registrar Performance and Compensation Review Committee

The Registrar Performance and Compensation Review Committee's responsibilities are as follows:

- (a) annually conduct a performance review of the Registrar and present the results of that review to the Board of Directors;
- (b) every three years conduct a compensation review for the Registrar, which must include a market survey, and present the results of the review to Board of Directors;
- (c) present recommendations annually to the Board of Directors respecting changes to the compensation (including salary and benefits) to be provided to the Registrar; and
- (d) any other responsibilities described in the committee's Terms of Reference or as may be assigned by the Board of Directors or the Executive Committee from time to time.

12.5 Composition of the Finance and Audit Committee

The Finance and Audit Committee shall be a non-statutory committee of the College composed of two members of the Executive Committee, excluding the Chair and Vice-Chair of the Board, and two other directors. There must be two elected directors and two publicly appointed directors on the Committee.

12.5.1 Responsibilities of the Finance and Audit Committee

The Finance and Audit Committee's responsibilities are as follows:

- (a) meet at least once a year with the College's auditors;
- (b) review draft audit reports prepared by the College's auditors;
- (c) receive and oversee the implementation of recommendations made by the College's auditors; ~~and~~
- ~~(c)~~(d) review and approve the annual budgets submitted by the Registrar, for recommendation to the Board of Directors; and

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~~(d)~~(e) any other responsibilities relating to financial planning and reporting, external audit, internal controls, or policy review as described in the committee's Terms of Reference or as may be assigned by the Board of Directors or the Executive Committee from time to time.

12.6 Composition of the Professional Practice Committee

The Professional Practice Committee shall be composed of:

- (a) at least two elected directors;
- (b) at least two public directors; and
- (c) at least one committee appointee.

12.7 Responsibilities of the Professional Practice Committee

The Professional Practice Committee's responsibilities are as follows:

- (a) anticipate and work on professional practice standards, policies and guidelines.
- (b) make recommendations to the Board of Directors regarding professional practice standards, policies, and guidelines to enhance safe, competent, and ethical dietetic practice;
- (c) make recommendations to the Board of Directors regarding legislative issues/changes pertaining to the practice of dietetics;
- (d) provide direction to prepare the College submission on legislative initiatives and recommend responses to Health Professions Regulatory Advisory Council (HPRAC) referrals to the Board of Directors; and
- (e) any other responsibilities described in the committee's Terms of Reference or as may be assigned by the Board of Directors or the Executive Committee from time to time.

12.8 Composition of the Governance Committee

The Governance Committee shall be composed of at least five members:

- (a) at least one elected director;
- (b) at least ~~one~~three public directors; and
- (c) at least one committee appointee.

12.9 Responsibilities of the Governance Committee

The Governance Committee's responsibilities are as follows:

- (a) review and consider the College's existing governance model and recommend changes that are consistent with leading evidence-based practices in governance and are within the College's control;
- (b) oversee the implementation of changes to the governance model that the Board of Directors adopts;
- (c) Consider and make recommendations to the Board of Directors on College's EDI-B plan and strategy.
- (d) ongoing appraisal of the College's governance structure, processes, and policies to promote longstanding governance excellence at both the Board of Directors and Committee level; ~~and~~

(e) amend committee terms of reference, for recommendation to the Board of Directors;

(f) identify the competencies and attributes that would best support the work of the Board of Directors and individual committees;

(g) implement a competency and attribute based framework for establishing the structure of the Board of Directors and committees;

(h) administer the process for screening applicants to be qualified as candidates for Board elections;

(i) recommend candidates for committee appointment and reappointment to the Board;

(j) recommend committees compositions and chair appointments, other than the Executive Committee, to the Board of Directors in June of each year;

(k) appoint members to committees to fill vacancies, other than the Executive Committee, as needed;

(l) resolve disputes relating to Board elections; and

(e)(m) any additional responsibilities described in the committee's Terms of Reference or as may be assigned directed by the Board of Directors or the Executive Committee from time to time.

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13. REGISTER

13.1 Names in the Register

Subject to paragraph 1 of section 13.2, a registrant's name in the register shall be the registrant's name as provided in the documentary evidence used to support the registrant's initial registration.

13.2 Additional Register Information

In addition to the information required under subsection 23(2) of the Code, the register shall contain the following information with respect to each registrant:

- (a) Any change to the registrant's name that has been made in the register of the College from the date of the registrant's initial registration with the College and any names that the registrant uses in any place of practice other than as provided in section 13.1, including any common names or abbreviations.
- (b) Each registrant's certificate of registration number.
- (c) The classes of certificate of registration held by each registrant and the date on which each was issued.
- (d) A list of the languages in which each registrant is capable of practising.
- (e) The name, address and telephone number of the primary business through which or at which the registrant practices dietetics in Ontario and their position at that business, and any other business and location at which the registrant regularly practices dietetics in Ontario, and their position at that business or location.
- (f) If a registrant has resigned, the date upon which the resignation took effect.
- (g) If the College is aware of an outstanding charge against a registrant on or after May 1, 2018 for any offence in any jurisdiction other than an offence under the Criminal Code (Canada) or the Controlled Drugs and Substances Act (Canada) and if the Registrar believes the offence is relevant to the registrant's suitability to practice,
 - i. the fact and content of the charge, and ii. the date and place of the charge.

The information shall be removed once the charges are no longer outstanding, and the dismissal of the charges is not the subject of an appeal.

- (h) A summary of any existing restriction that relates to or otherwise impacts a registrant's practice imposed by a court or other lawful authority against the registrant, of which the College is aware, including the date of and a summary of the restriction imposed.
- (i) If the College is aware of a finding of guilt against a registrant on or after May 1, 2018 for any offence in any jurisdiction other than under the Criminal Code (Canada) or the Controlled Drugs and Substances Act (Canada) and if the Registrar believes the offence is relevant to the registrant's suitability to practice,
 - i. a brief summary of the finding, ii. a brief summary of the sentence, and
 - iii. if the finding is under appeal, a notation that it is under appeal until the appeal is finally disposed of.

If the conviction is overturned on appeal, the information shall be removed from the register once the appeal is final.
- (j) If a registrant has any terms, conditions or limitations in effect on their certificate of registration, the effective date of those terms, conditions and limitations and where applicable, the Committee responsible for the imposition of those terms, conditions and limitations.
- (k) If a registrant has terms, conditions or limitations on their certificate of registration varied, the effective date of the variance or removal of those terms, conditions and limitations and where applicable, the Committee responsible for the variance of those terms, conditions and limitations.
- (l) If a registrant's certificate of registration is reinstated, the effective date of the reinstatement and where reinstated by a panel of the Discipline or Fitness to Practise Committee, the name of the Committee responsible for the reinstatement.
- (m) If a suspension on a registrant's certificate of registration is lifted or otherwise removed, the effective date of the lifting or removal of that suspension and where applicable, the Committee responsible for the lifting or removal of the suspension.
- (n) If a registrant's certificate of registration is revoked, suspended, cancelled, or otherwise terminated, a notation of that fact and the effective date and the

basis of the revocation, suspension, cancellation, or other termination which shall include but not be limited to circumstances where

- i. a registrant's certificate of registration is subject to an interim order of the Executive Committee or the Inquiries, Complaints and Reports Committee;
 - ii. a registrant's certificate of registration is suspended for non-payment of the annual fee or any fee required by the College, or
 - iii. a registrant's certificate of registration is suspended for failure to submit to a physical or mental examination as ordered by the Inquiries, Complaints and Reports Committee.
- (o) If a registrant's temporary or provisional class certificate of registration expires, the effective date of the expiry of that class of certificate.
- (p) If a decision of a panel of the Inquiries, Complaints and Reports Committee made on or after January 1, 2016 includes a requirement that the registrant attend before a panel of that committee to be cautioned as authorized by paragraph 3 of subsection 26(1) of the Code,
- i. a summary of the caution; ii. the date of the panel's decision; iii. once the registrant has received the caution a notation to that effect, and the date the registrant received the caution; and
 - iv. if applicable, a notation that the panel's decision is subject to a review or appeal and therefore not yet final.
- If the panel's decision referred to in this paragraph is overturned on appeal or review, the information shall be removed from the register once the appeal or review is final.
- (q) If a decision of a panel of the Inquiries, Complaints and Reports Committee made on or after January 1, 2016 includes a requirement that the registrant complete a specified continuing education or remediation program as authorized by paragraph 4 of subsection 26(1) and subsection 26(3) of the Code,
- i. a summary of the specified continuing education or remediation program; ii. the date of the panel's decision;

- iii. once the registrant completes the program a notation to that effect, and the date on which the registrant completed the program; and
- iv. if applicable, a notation that the panel's decision is subject to a review or appeal and therefore not yet final.

If the Panel's decision referred to in this paragraph is overturned on appeal or review, the information shall be removed from the register once the appeal or review is final.

- (r) A summary of any restriction on a registrant's right to practise that has resulted from an undertaking given by the registrant to the College or an agreement entered into between the registrant and the College.
- (s) If an allegation of professional misconduct or incompetence has been referred to the Discipline Committee in respect of the registrant and is outstanding,
 - i. the date of the referral, ii. a summary of each specified allegation,
 - iii. the status of the hearing , including the date of the hearing, if set; and
 - iv. the notice of hearing.
- (t) If the question of the registrant's capacity has been referred to the Fitness to Practise Committee and not yet decided,
 - i. a notation of that fact; and
 - ii. the date of the referral.
- (u) If the Registrar has referred an application for reinstatement to the Discipline Committee for reinstatement and it is not finally resolved,
 - i. a notation of the referral, including the date of referral;
 - ii. the anticipated date of the hearing, if the hearing date has been set or the next scheduled date for continuation of the hearing if the hearing has commenced;
 - iii. if the hearing has been adjourned and no future date has been set, the fact of that adjournment; and
 - iv. if the hearing of evidence and arguments is completed and the parties are waiting for a decision of the panel of the Discipline Committee, a statement of that fact.

- (v) If an application for reinstatement has been decided by a panel of the Discipline Committee, the results of the hearing including the date of the decision and any order made.
- (w) If the result of a disciplinary proceeding is contained in the College's register,
 - i. the date on which the panel of the Discipline Committee made its decision, ii. the date on which the Discipline Committee ordered any penalty, and iii. the decision and reasons.
- (x) If the College is aware that a restriction on a registrant or a registrant's practice has been made against a registrant registered or licensed to practise a profession inside or outside of Ontario and that finding has not been reversed on appeal, iv. a notation of that fact;
 - v. the date of the finding and the name of the governing body that made the finding if available; vi. the order made if available; and vii. information regarding any appeals of the finding or order if available.
- (y) If the result of an incapacity proceeding is contained in the College's register, the date on which the panel made the finding of incapacity and the effective date of any order made by the panel.
- (z) If a finding of professional negligence or malpractice is contained in the College's register, the following information:
 - i. the notice of and a description of the finding; ii. the date the finding was made against the registrant;
 - iii. the name and location of the court that made the finding against the registrant; and iv. the status of any appeal respecting the finding made against the registrant.
- (aa) Any information the College and a registrant, or health profession corporation, have agreed should be included in the register.
- (bb) The date on which the College issued a certificate of authorization for a health profession corporation, and the effective date of any revocation, suspension, or cancellation of the certificate.

13.3 Public Information

All of the information referred to in section 13.2 is designated as public for the purpose of subsection 23(5) of the Code.

13.4 Registrar's Discretion

All of the information referred to in section 13.2 is information designated to be withheld from the public pursuant to subsection 23(6) of the Code such that the Registrar may refuse to disclose to an individual or post on the College's website any or all of that information if the Registrar has reasonable grounds to believe that disclosure of that information may jeopardize the safety of an individual.

14. INFORMATION FROM REGISTRANTS AND PROFESSIONAL CORPORATIONS

14.1 Registrant to Provide Particulars on Request

A registrant shall, upon written request of the Registrar,

- (a) immediately provide particulars of any information required to be in the College's register pursuant to the by-laws, the RHPA, the Act, or the regulations under the RHPA or the Act;
- (b) within thirty days, provide particulars of any information which was not information required to be in the College's register but was information that the registrant was required to provide to the College under the by-laws, the RHPA, the Act or a Regulation; and
- (c) within 10 days, confirm the accuracy of any information previously provided to the College by the member and where that information is no longer accurate, provide accurate information.

14.2 Registrant to Immediately Provide Particulars

Notwithstanding section 14.1, a registrant shall immediately provide the particulars of any information required under paragraphs 7, 8 or 9 of section 13.2.

14.3 Registrant to Provide Information on Request

The College may forward to its registrants from time to time requests for information in a printed or electronic form approved by the Registrar. Each registrant shall accurately and fully complete and return such form, electronically or otherwise as specified by the College, by the due date set by the College. A request for registrant information may include (but is not limited to) the following:

- (a) the registrant's residential address, telephone and personal e-mail address;

- (b) whether the registrant wishes the College to communicate with him or her in French or English;
- (c) information required to be contained in the College's register pursuant to the by-laws, the RHPA, the Act, or Regulation;
- (d) information required to be provided to the College pursuant to the by-laws, the RHPA, the Act, or Regulation;
- (e) information respecting their participation in the Quality Assurance Program;
- (f) information that relates to the professional characteristics and activities of the registrant that may assist the College in carrying out its objects, including but not limited to:
 - i. information about actions taken by other regulatory authorities with respect to the registrant;
 - ii. information that relates to the registrant's health;
 - iii. information relating to civil law suits involving the registrant;
 - iv. information relating to criminal charges, arrests, bail conditions and other restrictions; and
 - v. information relating to offences;
 - vi. information for the purposes of compiling statistical information to assist the College in fulfilling its objects;

14.4 Registrant to Notify Registrar of Changes

If there is a change to the information provided under section 14.3 or any other information provided by the registrant, the registrant shall notify the Registrar in writing of the change within thirty (30) days of the effective date of the change.

14.5 Suspension for Failure to Provide Information

Regulation 593/94 applies to a failure of a registrant to provide information to the College as required under the by-laws and any such failure may result in the suspension of that registrant under the Regulation.

14.6 Health Professional Corporation to Provide Information

The College may forward to each professional corporation from time to time requests for information in a printed or electronic form approved by the Registrar. Each professional

corporation shall accurately and fully complete and return such form, electronically or otherwise as specified by the College, by the due date set by the College. A request for registrant information may include (but is not limited to) the following:

- (a) the information required under the applicable statutes and regulations;
- (b) the title or office held by each director and officer of the corporation;
- (c) the registered office address of the corporation;
- (d) the address and telephone number of locations where the corporation regularly provides dietetic services, other than client or residences; and
- (e) a brief description of the dietetic professional activities of the corporation.

14.7 Health Professional Corporation to Notify Registrar of Changes

If there is any change to the information that a health profession corporation provided to the Registrar under section 14.6 the corporation must notify the College in writing of any change within thirty (30) days of the effective date of the change.

14.8 Changes in Shareholders

Despite section 14.7, a health profession corporation must notify the Registrar within ten (10) days of the effective date of any change in shareholders of the corporation.

15. PROFESSIONAL LIABILITY INSURANCE

15.1 Professional Liability Insurance Coverage Requirements

A registrant engaging in the practice of dietetics must maintain professional liability insurance coverage with the following characteristics:

- (a) minimum coverage of no less than \$2,000,000 per occurrence;
- (b) aggregate coverage of no less than \$5,000,000;
- (c) any deductible must be \$1,000 or less;
- (d) if coverage is through a “claims made” policy, an extended reporting period provision of at least two (2) years; and
- (e) any exclusionary conditions and terms must be consistent with standard industry practice with respect to insurance of this type.

16. CONFLICT OF INTEREST

16.1 Definition of Conflict of Interest

A conflict of interest exists if a reasonable person would conclude that a director or committee member's personal, professional or financial interest or relationship may affect their judgement, impartiality or the discharge of their duties to the College. A conflict of interest may be real or perceived, actual or potential, or direct or indirect.

16.2 Duty to Avoid and Consult

Directors and committee members must whenever feasible avoid situations in which they have or might have a conflict of interest. If a director or committee member is in doubt about whether they have or might have a conflict of interest, the director or committee member must consult with an appropriate person, for example the Chair of the Board, Registrar or legal counsel (if the conflict arises in a hearing context).

16.3 Process for Resolution of Conflicts

If a director or committee member believes that they may have a conflict of interest in any matter relating to Board of Directors or committee business the director or committee member must consult with an appropriate person such as the Chair of the Board, Registrar or legal counsel (if the conflict arises in a hearing context). If there is any doubt as to whether a conflict exists the director or committee member must declare it to the Board of Directors or the committee and accept the Board of Directors' or committee's decision as to whether a conflict exists. For adjudicative matters, a committee member should disclose the conflict at the earliest opportunity and in any case before the committee considers the matter.

A director or committee member who has a conflict of interest must:

- (a) before any consideration of the matter disclose the fact that they have a conflict of interest;
- (b) not participate in any discussion of the matter;
- (c) not attend any meeting of part of a meeting involving the matter; and
- (d) not vote on the matter, or influence or try to influence the vote.

16.4 Undeclared Conflict

If a director or committee member believes another director or committee member has not declared a conflict of interest (despite informal notification or inquiry) the director or committee member who has that belief must advise an appropriate person such as the Chair of the Board, Registrar, or legal counsel (if the conflict arises in a hearing context). If the Board

of Directors or a committee chair concludes that a director or committee member respectively has an undeclared conflict of interest, the Board of Directors or the committee chair may direct the director or committee member to immediately comply with clauses (b), (c) and (d) of section 16.3.

17. BY-LAWS AND AMENDMENTS

17.1 Making By-laws

By-laws of the College may be enacted, amended, or revoked by a vote of at least two-thirds of the directors present at a Board of Directors meeting duly called for the purpose of considering such enactment, amendment or revocation.

17.2 Notice

Notice of a motion to enact, amend, or revoke a by-law shall be given to the Board of Directors at least ten days prior to the meeting referred to in section 17.5.1.

17.3 Record of By-laws

The Registrar shall maintain a consolidated set of College by-laws that reflect any revocation and amendment that the Board of Directors makes to them.

APPENDIX A

Seal of the College

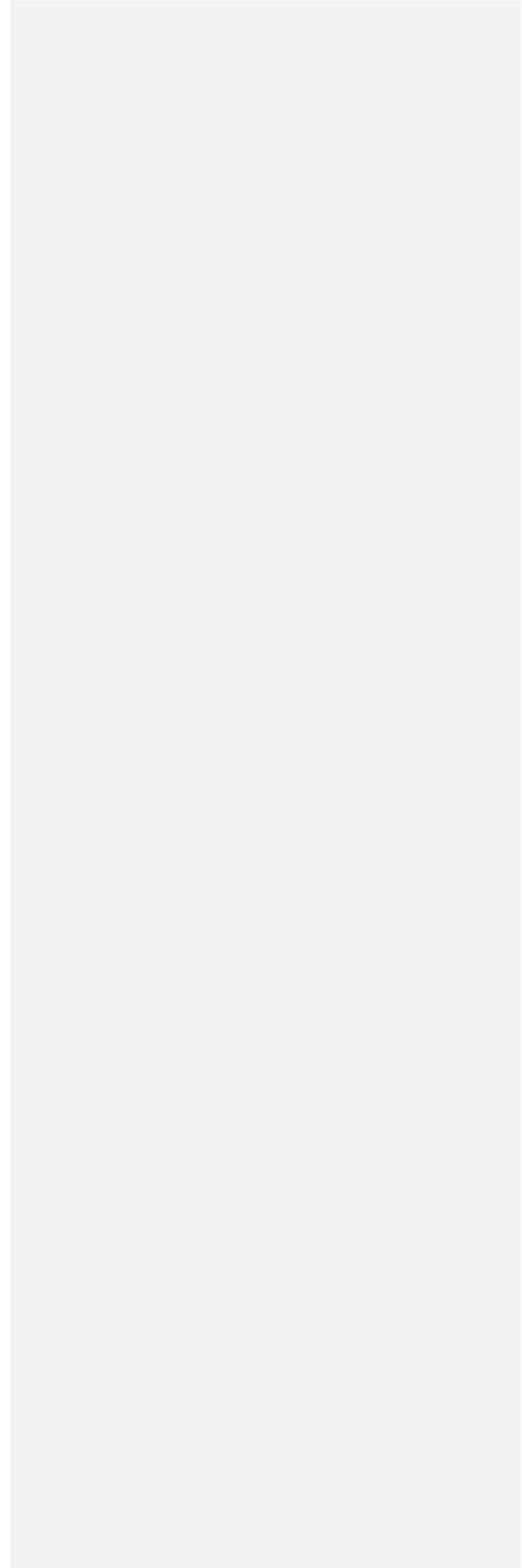




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1. INTERPRETATION

1.1 Definitions

In this by-law and in any other by-law of the College, unless otherwise defined or required by the context of the specific provision,

“Act” means the *Dietetics Act, 1991*;

“Board” or “Board of Directors” means the board of directors or Council of the College;

“Chair of the Board” means the Chair of the Board of Directors, referred to in the *Regulated Health Professions Act, 1991* and previously referred to in these by-laws as the “President”, and does not include a committee chair or a person appointed as the chair or presiding officer of a Board meeting pursuant to section 7.8 of these by-laws;

“Code” means the Health Professions Procedural Code being Schedule 2 of the *Regulated Health Professions Act, 1991*;

“College” means the College of Dietitians of Ontario;

“committee” means a statutory, non-statutory or ad hoc committee of the College;

“committee appointee” means a registrant of the College who is not a director (as defined below) and who is appointed to a committee of the College;

“committee member” means a member of a committee of the College;

“director” means a member of the Board of Directors and includes public and elected directors, previously known as public and elected “councillors” in these by-laws;

“elected director” means a member of the Board of Directors described in clause 5(1)(a) of the Act and includes a member elected or appointed to fill a vacancy;

“public director” means a director who is appointed to Council by the Lieutenant Governor in Council;

“registrant” means a member of the College as that term is used in the *Regulated Health Professions Act, 1991* and the Act and as previously used in these by-laws;

“Registrar” means the Registrar of the College;

“Regulation” means a regulation to the Act or the RHPA; and **“RHPA”**

means the *Regulated Health Professions Act, 1991*. **“Vice-Chair of the**

Board” means the Vice-Chair of the Board of Directors, referred to in the *Regulated Health Professions Act, 1991* and previously referred to in these bylaws as the “Vice-President” and does not include a committee vice-chair;

1.2 Calculating Time

In College by-laws, a reference to the number of days between two events means calendar days and excludes the day on which the first event happens and includes the day on which the second event happens.

1.3 Holidays

In College by-laws, a time limit that would otherwise expire on a holiday or a weekend is extended to include the next day that is not a holiday or a weekend. Holidays are as identified in the *Legislation Act, 2006*.

2. BUSINESS PRACTICES

2.1 Head Office

The head office of the College is in the City of Toronto or at such other place as the Council may determine from time to time.

2.2 Seal

An impression of the College’s seal is in Appendix A.

2.3 Affixing Seal

Any person authorized to sign a document on behalf of the College may affix the College’s seal to it if required.

2.4 Banking

The Board of Directors shall appoint from time to time one or more banks chartered under the *Bank Act* (Canada) for the use of the College. All money belonging to the College shall be deposited in the name of the College at one or more banks, but the Registrar may approve a reasonable amount of cash to be on hand at the College offices to cover incidental day-to-day expenses.

2.5 Bank Signing Authority

The Registrar or another person authorized by the Board of Directors may endorse any negotiable instrument for collection on account of the College through the bank or for deposit to the credit of the College with the bank. The College's stamp, if any, may be used for the endorsement.

2.6 Expenditures

The College may purchase or lease goods or acquire services if it is authorized by:

- (a) the Registrar if the expenditure is set out in the College's budget as approved by the Board of Directors;
- (b) the Registrar, if the expenditure does not exceed \$10,000 and the Registrar is satisfied that the expenditure will not result in the budget being exceeded for the fiscal year; or
- (c) a resolution of the Board of Directors or the Executive Committee.

2.7 Signing Authority

Signing authority for cheques and payments on behalf of the College is as follows:

- (a) the Registrar, Chair of the Board or Vice-Chair of the Board for amounts not exceeding \$25,000, or such other amount as the Board of Directors determines from time to time; and
- (b) any two of the Registrar, Chair of the Board or Vice-Chair of the Board for amounts in excess of \$25,000, or such other amount as the Board of Directors determines from time to time.

2.8 Execution of Documents

Except as required by section 2.7 and subject to section 2.9, the Registrar will sign contracts, agreements, instructions and other documents on behalf of the College.

2.9 Execution of Documents

The Board of Directors may appoint, from time to time, any one or more officers or persons to sign contracts, documents and instruments in writing on behalf of the College either generally or in relation to specific contracts, documents or instruments in writing.

2.10 Investments

The Registrar may authorize the investment of money on behalf of the College in compliance with applicable College policy as approved by the Board of Directors from time to time. All share certificates, bonds and other records of investments shall be issued in the name of the College.

2.11 Borrowing

The Board of Directors may from time to time by resolution,

- (a) borrow money upon the credit of the College;
- (b) limit or increase the amount or amounts which may be borrowed; and
- (c) secure any present or future borrowing or any debt, obligation or liability of the College by charging, mortgaging, hypothecating or pledging all or any real or personal property of the College, whether present or future.

2.12 Fiscal Year

The fiscal year of the College is from April 1 to March 31 of the following year.

2.13 Financial Audit

The Board of Directors shall appoint an auditor licensed under the *Public Accounting Act* to audit the accounts of the College and to hold office for a term determined by the Board of Directors.

2.14 Financial Statements

Financial statements for the College shall be prepared promptly at the close of each fiscal year and audited financial statements shall be presented annually to the Board of Directors.

2.15 Auditors Right of Access

The auditors shall have a right of access at all reasonable times to all records, documents, books, accounts and vouchers of the College and are entitled to require from the directors, officers and employees such information as is necessary in their opinion to enable them to report as required by law or under this by-law.

2.16 Attendance at Board of Directors Meeting

The auditor is entitled to attend the meeting at which the audited financial statements are presented to the Board of Directors.

2.17 Grants

The Board of Directors may by a vote of at least two-thirds of the directors present at a meeting duly called for that purpose make grants to third parties for one or both of the following:

- (a) to advance the scientific knowledge or the education of persons wishing to practise the profession; and
- (b) to maintain or improve the standards of practice of the profession.

2.18 Membership in National Organizations

The Board of Directors may authorize the College to obtain membership in a national organization of a body whose objects are not inconsistent with those of the College and may authorize the payment of such annual fees and costs for representation at meetings of the organization.

2.19 Remuneration and Expenses

Elected directors, committee appointees, and officers who are not public directors shall be paid a stipend and shall be reimbursed by the College for travelling and other expenses reasonably incurred in relation to the performance of their duties in accordance with policies approved from time to time by the Board of Directors.

2.20 Indemnity

Every director, or committee member and their heirs, executors, administrators and estate shall at all times be indemnified and saved harmless by College from and against:

- (a) all costs, charges and expenses whatsoever that such person sustains or incurs in respect of any action, suit or proceeding that is proposed, brought, commenced or prosecuted against him or her for or in respect of anything done or permitted by the person in respect of the execution of the duties of their office; and
- (b) subject to any policies and procedures of the College, all other costs and expenses that they sustain or incur in respect in respect of the affairs of the College,

except any costs, charges or expenses resulting from their wilful neglect or default or failure to act honestly and in good faith with a view to the best interests of the College. The College shall obtain appropriate insurance coverage in connection with this indemnity.

2.21 Protection for Employees

If an employee (including a lawyer who is an employee) of the College is named in a civil suit or, in the case of a lawyer, in a law society proceeding, and the subject matter relates to the person's employment by the College, the College will pay for the employee's legal representation in the proceedings and any appeal, and will pay any sum of money the employee or the employee's estate becomes liable to pay in connection with the matter unless the court finds that the employee has been deliberately dishonest or has committed a criminal offence.

3. ELECTION OF DIRECTORS

3.1 Electoral Districts

- (a) For all Board of Directors elections up to and including the Board of Directors election in 2023, and for any by-elections prior to the Board of Directors election in 2024, the following are the electoral districts for the purpose of the election of Board directors (with necessary modifications by the Registrar to ensure that the entire province is covered and that there is no overlap of districts):
- i. Electoral district 1, the south-western area, composed of the counties of Elgin, Essex, Kent, Lambton, Middlesex, Oxford, Bruce, Grey, Perth and Huron.
 - ii. Electoral district 2, the central-western area, composed of the counties of Brant, Dufferin and Wellington and the Regional Municipalities of Haldimand, Norfolk, Halton, Hamilton Wentworth, Niagara and Waterloo.
 - iii. Electoral district 3, the central area, composed of the Municipality of Metropolitan Toronto, and the Regional Municipality of York.
 - iv. Electoral district 4, the eastern area, composed of the counties of Frontenac, Hastings, Lanark, Prince Edward and Renfrew, and the united counties of Leeds and Grenville, Lennox and Addington, Prescott and Russell, Stormont, Dundas and Glengarry and The Regional Municipality of Ottawa, Carleton.
 - v. Electoral district 5, the north-eastern area, composed of the territorial districts of Algoma, Cochrane, Manitoulin, Nipissing, Parry Sound, Sudbury, Timiskaming and The District Municipality of Muskoka.
 - vi. Electoral district 6, the north-western area, composed of the territorial districts of Kenora, Rainy River and Thunder Bay.
 - vii. Electoral district 7, the central-eastern area, composed of the counties of Haliburton, Northumberland, Peterborough, City of Kawartha Lakes, Simcoe, and the Regional Municipalities of Peel and Durham.

- (b) Beginning with the Board of Directors election in 2024 and for all elections thereafter, there will be one single electoral district that encompasses all of Ontario, and all elected directors will be elected in this electoral district.
- (c) As of the date upon which the directors elected in the 2024 Board of Directors election take office, all directors then serving on the Board of Directors who were elected in one of the former seven electoral districts will be deemed to have been elected in the single electoral district of Ontario. The terms of office of these directors on the Board of Directors and on any committees will be otherwise unaffected and all references in these by-laws to elected directors will apply equally to these directors.

3.2 Number of Elected Directors

In the years 2024 and 2025, the number of elected directors shall be reduced from eight to six members, according to the following schedule and the election timeline set out in section 3.8 of these by-laws:

- (a) As of the date upon which the directors elected in the 2024 Board of Directors election take office, there will be seven elected directors on the Board of Directors.
- (b) As of the date upon which the directors elected in the 2025 Board of Directors election take office, there will be six elected directors on the Board of Directors.

3.3 Elected Directors from Each District

For Board of Directors elections and by-elections prior to April 2024, the number of registrants elected in an electoral district is,

- (a) one for each of electoral districts 1, 2, 4, 5, 6 and 7; and
- (b) two for electoral district 3.

3.4 Eligibility to Vote in an Election

- (a) For Board of Directors by-elections held in an electoral district prior to April 2024, a registrant is eligible to vote if on the thirty-fifth day before the date fixed for the election, the member principally practises in that electoral district, or if the member is not engaged in the practice of dietetics, the member principally resides in the electoral district.
- (b) For Board of Directors elections and by-elections held in and after April 2024, a registrant is eligible to vote if on the thirty-fifth day before the date fixed for the election, the registrant principally practises in Ontario, or if the registrant is not engaged in the practice of dietetics, the registrant principally resides in Ontario.

3.5 Term of Office

The term of an elected director is approximately three (3) years starting on the first day of the first scheduled Board of Directors meeting after the election of directors (excluding any special meetings) and the director will continue in office until the day before their successor takes office in accordance with the by-laws.

3.6 Maximum Term or Maximum Service as Committee Member

Subject to section 3.7, a director or registrant who has served nine (9) consecutive years on the Board of Directors or as a committee appointee, or in any combination of the two offices, is ineligible to serve on the Board of Directors for a minimum of three (3) years thereafter. This 36 month period is calculated from the date the director or registrant last served as an elected director or committee member, to the first day of the first scheduled Board of Directors meeting after the election of directors (excluding any special meetings).

3.7 Term of Office for Directors Filling Vacancies

The term of an elected director elected in a by-election or appointed under these by-laws expires when the former elected director's term would have expired. Time spent as an elected director as a result of a by-election or an appointment by the Board of Directors to fill a vacancy is not included for the purpose of determining the maximum term under section 3.6.

3.8 Timing of Elections

- (a) Until the year 2023, elections for elected directors shall be held simultaneously as follows:
 - i. in April of the year 2004 and in April of every third year thereafter for electoral districts 1 and 3;
 - ii. in April of the year 2002 and in April of every third year thereafter for electoral districts 2 and 4;
 - iii. in April of the year 2003 and in April of every third year thereafter for electoral districts 5, 6 and 7.
- (b) Beginning in April of the year 2024, two directors shall be elected each year who will serve in the single electoral district of Ontario.
- (c) In the event that an election cannot be held in April of a given year, the election shall be held as soon as possible thereafter, and all references in these by-laws to the Board of Directors election in April will apply equally to the delayed election.

3.9 Date of Election

Unless otherwise approved by the Board of Directors,

- (a) the date for each election is the third Wednesday of April; and
- (b) the deadline for the receipt of ballots is 5:00 p.m. on the date for each election.

3.10 Eligibility for Election to Board of Directors

A registrant is eligible for election to the Board of Directors if, on the date of election or acclamation, or as of such other date specified below:

- (a) the registrant is engaged in the practice of dietetics in Ontario or, if the registrant is not engaged in the practise of dietetics, principally resides in Ontario, or in the case of a by-election prior to April 2024, in the electoral district for which they are nominated;
- (b) the registrant is the holder of a general class of certificate of registration and the certificate is not subject to a term, condition or limitation other than one applicable to all registrants of the class;
- (c) the registrant is not in default of the payment of any fee payable to the College;
- (d) the registrant is not the subject of any disciplinary or incapacity proceeding in Ontario or any similar proceeding in any other jurisdiction relating to dietetics or any other profession;
- (e) the registrant's certificate of registration has not been revoked or suspended in the preceding six years for any reason other than nonpayment of fees;
- (f) the registrant has not been found to have committed professional misconduct by the Discipline Committee or by any discipline committee in any jurisdiction relating to dietetics or any other profession;
- (g) the registrant has not been disqualified by the Board of Directors in the preceding three (3) years as a result of a breach of a code of conduct or policy on conduct approved by the Board of Directors or a breach of the conflict of interest provisions of this by-law;
- (h) the registrant does not have a notation on the College register of a finding of professional negligence or malpractice made against the registrant;
- (i) the registrant is not the subject of a charge under the *Criminal Code* (Canada) or the *Controlled Drugs and Substances Act* (Canada);

- (j) the registrant does not have a notation on the College register of a charge in relation to any offence;
- (k) the registrant does not have a criminal finding of guilt as an adult under the *Criminal Code* (Canada) or the *Controlled Drugs and Substances Act* (Canada);
- (l) the registrant does not have a notation on the College register of a finding of guilt made by a court with respect to any offence;
- (m) the registrant does not have a notation on the College register of an undertaking provided to the College with respect to a matter involving the Inquiries, Complaints and Reports Committee or the Discipline Committee;
- (n) The registrant is not currently the subject of an undertaking provided to the College with respect to a fitness to practise issue;
- (o) the registrant is not currently the subject of an interim order made by a panel of the Inquiries, Complaints and Reports Committee;
- (p) the registrant has not been ordered to attend to receive a caution from a panel of the Inquiries, Complaints and Reports Committee or been required to complete a specified continuing education or remediation program by a panel of the Inquiries, Complaints and Reports Committee in the preceding six (6) years;
- (q) the registrant is not a member of the Board of Directors or council of any other RHPA college;
- (r) the registrant is not an employee of the College and has not been an employee of the College within the preceding two (2) years;
- (s) the registrant is not an applicant for employment at the College and has not applied for employment at the College within the preceding year;
- (t) the registrant is not in default of completing and submitting any information or form required under the regulations of the RHPA or Act, or the by-laws of the College;
 - (t.1) the registrant meets the competency and attribute requirements as set out in the applicable College policy approved by the Board of Directors and demonstrates this by fulfilling the requirements of the competency and attribute screening process approved by the Board of Directors and set out in the applicable College policy;

- (u) the registrant has successfully completed the College's current training program relating to the duties, obligations and expectations of Board of Directors and committee members;
- (v) the registrant is not party to a legal proceeding against the College;
- (w) the registrant has completed and filed with the Registrar a conflict of interest declaration by the deadline and in the form approved by the Registrar, and the registrant does not have a conflict of interest to serve as a director;
- (x) the registrant does not hold a position that would cause the registrant, if elected as a director, to have a conflict of interest by virtue of having competing fiduciary obligations to both the College and another organization
 - (x.1) the registrant does not, and did not within the preceding three (3) years, hold a leadership, employment or contractual role with an international, national or provincial association or organization that advances the interests of dietitians, has policy making responsibilities for dietitians, or oversees the regulation of dietitians; or
- (y)
- (z) on the first day of the first scheduled Board of Directors Meeting after the election of directors (excluding any special meetings), the registrant would not be ineligible because of section 3.6.

3.11 Withdrawal of Candidate

A candidate may withdraw from an election by giving notice in writing to the Registrar. If the notice in writing is received at least five (5) days before the date that the Registrar sends the voting package to registrants eligible to vote, the name of the person shall not be included on the ballot. In all other cases the Registrar shall make reasonable efforts to remove the name from the ballot or to notify the registrants eligible to vote that the candidate has withdrawn from the election.

3.12 Eligibility and Election Disputes

Disputes as to whether a registrant is eligible for election or to vote in an election will be determined by the Governance Committee. Disputes relating to the election of an elected director shall be dealt with by the Governance Committee which shall investigate the facts and report its findings and recommendations to the Board of Directors for such decision as the Board of Directors considers appropriate.

3.13 Notification of Election

No later than 90 days before the date of an election, the Registrar shall notify every registrant eligible to vote of the date, time and electoral district of the election and of the application procedure.

3.14 Applications

A registrant who seeks to be a candidate for election as a director shall apply in writing and shall submit the application to the Registrar at least 60 days before the date of the election (the “application deadline”).

3.15 Acclamation

- (a) For elections and by-elections prior to April 2024, if the number of candidates who have applied for and are eligible for election to the Board of Directors for an electoral district is less than or equal to the number of registrants to be elected in that electoral district, the Registrar shall declare the candidate or candidates elected by acclamation.
- (b) For elections and by-elections in and after April 2024, if the number of candidates who have applied for and are eligible for election to the Board of Directors is less than or equal to the number of registrants to be elected in that election, the Registrar shall declare the candidate or candidates elected by acclamation. If the number of candidates elected by acclamation is less than the number of registrants that were to be elected in that election, the Registrar shall, as soon as possible, call a by-election for the remaining seat or seats.

3.16 No Candidates for Election

If there are no candidates who have applied for and are eligible for election, the Registrar shall, as soon as possible, call a by-election.

3.17 Information about Candidates

A candidate shall provide to the Registrar by the application deadline or such later date as the Registrar permits, biographical information in a manner acceptable to the Registrar for the purpose of distribution to registrants eligible to vote in the election.

3.18 Administering and Supervising Elections

The Registrar will supervise and administer the election process and may for the purpose of carrying out that duty and subject to the by-laws:

- (a) appoint returning officers and scrutineers;

- (b) establish procedures and deadlines for the receiving and sending of elections materials, including establishing a deadline for the receiving of ballots and procedures for opening, counting and verifying ballots;
- (c) establish reliable and secure voting processes;
- (d) provide for the notification of all candidates and registrants of the results of the election;
- (e) if there has been a non-compliance with an application or election requirement, determine whether the non-compliance should be waived in circumstances where the fairness or integrity of the election will not be affected;
- (f) establish deadlines for any recounts and provide for the destruction of voting information following an election; and
- (g) do anything else that they deem necessary and appropriate to ensure that the election is fair and effective.

3.19 Voting Package

No later than thirty days before the date of an election the Registrar shall send by electronic or other means a voting package to every registrant eligible to vote in the election, and in the case of elections held prior to April 2024, eligible to vote in the district. The package will include a list of candidates and a ballot or electronic access to a ballot and an explanation of the voting procedure.

3.20 Voting

A registrant eligible to vote may cast as many votes on a ballot as there are registrants to be elected from that electoral district in that election. A registrant shall not cast more than one vote for any one eligible candidate.

3.21 Tie Vote

If there is a tie in an election of registrants to the Board of Directors, the Registrar shall break the tie by lot.

3.22 Modifying Time Periods

In exceptional circumstances, the Registrar may modify any time period respecting elections as the Registrar considers necessary to compensate for such circumstances.

3.23 By-Elections

A by-election is held in the same manner and is subject to the same criteria and processes as a regular election, subject to any necessary modifications.

4. DISQUALIFICATION AND REMOVAL OF DIRECTORS

4.1 Disqualification

An elected director is disqualified from sitting on the Board of Directors if the registrant meets one or more of the following criteria:

- (a) the Board of Directors determines that the registrant had not met one or more of the eligibility requirements in section 3.10;
- (b) the registrant ceases to meet one or more of the eligibility requirements in section 3.10;
- (c) the registrant fails, without reasonable cause, to attend two consecutive meetings of the Board of Directors;
- (d) the registrant fails, without reasonable cause, to attend three consecutive meetings of a committee of which they are a member;
- (e) the registrant fails, without reasonable cause, to attend a hearing or proceeding of a panel for which they have been selected; or
- (f) the registrant fails, in the opinion of the Board of Directors, to discharge their duties to the College, including without limitation having acted in a conflict of interest or otherwise in breach of a College by-law or policy, or the *Regulated Health Professions Act, 1991*.

4.2 Temporary Exclusion

An elected director who becomes the subject of any disciplinary or incapacity proceeding at the College, a Registrar's investigation under the RHPA, or an interim order under the RHPA will not be disqualified under section 4.1 during the proceeding but shall not serve on the Board of Directors or on any committee until the proceeding is finally completed.

4.3 Removal of Elected Director

The following procedure applies to the disqualification and removal of an elected director:

- (a) If another director believes that an elected director meets one or more of the criteria for disqualification in section 4.1, they shall advise the Registrar and Executive Committee in writing.

- (b) If the Registrar receives information suggesting that an elected director meets one or more of the criteria for disqualification in section 4.1, the Registrar shall advise the Executive Committee in writing.
- (c) If the Executive Committee believes the matter requires the Board of Director's consideration, it shall notify the elected director about the nature of the concern and provide him or her with a reasonable opportunity to respond before bringing the matter to the Board of Directors.
- (d) If after considering the elected director's response, if any, the Executive Committee decides that the matter warrants the Board of Directors' consideration, it shall place the matter on the agenda for the next meeting of the Board of Directors, or the Chair of the Board shall call a special Board of Directors meeting for the purpose of determining whether the registrant meets any of the criteria for disqualification under section 4.1. The Registrar shall advise the director who is potentially subject to disqualification of the date of the Board of Directors meeting and that the director may make written or oral submissions to the Board of Directors at the meeting.
- (e) Disqualification of an elected director requires a resolution passed by a majority of not less than two-thirds of the votes cast on the resolution by directors present at the meeting. The elected director who is the subject of a motion for disqualification shall not be present during the debate following submissions, if any, or during the vote on the motion. The Board of Directors shall not consider the registrant for the purpose of establishing quorum or counting votes.
- (f) A disqualified director ceases to be a member of the Board of Directors and any of its committees.

4.4 Disqualification and Removal of Public Director

The following procedure applies to the disqualification and removal of a public director:

- (a) If a director believes that a public director does not meet one of the criteria set out in clauses (d), (f), (g), (i), (q), (r), (s), (t.1), (u), (v), (w), (x) and (y) of section 3.10, or clauses 4.1 (c) through (f), they shall advise the Registrar and Executive Committee in writing.
- (b) If the Registrar receives information suggesting that a public director does not meet one or more of the criteria in clauses (d), (f), (g), (i), (q), (r), (s), (t.1), (u), (v), (w), (x) and (y) of section 3.10, or clauses 4.1 (c) through (f), the Registrar shall advise the Executive Committee in writing.

- (c) The procedure in section 4.3 clauses (c) through (e) shall govern the disqualification of a public director with necessary modifications.

4.5 Notice to Minister

Following the disqualification of a public director, the Board of Directors may advise the Minister of Health and Long-Term Care of its determination and request the Minister to ensure the removal of the public director from the Board of Directors.

4.6 Suspension of Public Director

If the Board of Directors passes a resolution to disqualify a public director under section 4.3, it may suspend the public director from serving on the Board of Directors or on any of its committees, or both.

5. VACANCIES

5.1 Creation of Vacancy

The office of an elected director is deemed vacant on the death, resignation or removal of that director.

5.2 Filling Vacancy – Less than One Year

- (a) If prior to the 2024 Board of Directors election, the seat of an elected director becomes vacant in an electoral district less than one year before the expiry of the director's term of office, the Board of Directors may:
 - i. leave the seat vacant;
 - ii. appoint as an elected director the eligible candidate who had the most votes of all of the unsuccessful candidates for that position in the director's electoral district in the last election; or
 - iii. direct the Registrar to hold a by-election for that electoral district.

- (b) If following the 2024 Board of Directors election the seat of an elected director becomes vacant less than one year before the expiry of the director's term of office, the Board of Directors may:
 - i. leave the seat vacant;
 - ii. appoint as an elected director the eligible candidate who had the most votes of all of the unsuccessful candidates in the last election; or
 - iii. direct the Registrar to hold a by-election.

5.3 Filling Vacancy – More than One Year

- (a) If prior to the 2024 Board of Directors election the seat of an elected director becomes vacant more than one year before the expiry of the director’s term of office, the Registrar will hold a by-election for that electoral district.
- (b) If following the 2024 Board of Directors election the seat of an elected director becomes vacant more than one year before the expiry of the director’s term of office, the Registrar will hold a by-election for that seat.

6. OFFICERS

6.1 Officers

The officers of the College shall be the Chair of the Board, the Vice-Chair of the Board and the Registrar and such other officers as the Board of Directors may determine from time to time. A person must not hold more than one office.

6.2 Chair of the Board (Chair)

The Chair of the Board shall perform all duties and responsibilities pertaining to their office, which include the responsibilities set by Board of Directors policy and such other duties that the Board of Directors from time to time assigns.

6.3 Vice-Chair of the Board (Vice-Chair)

The Vice-Chair of the Board will act and has all the powers and duties of the Chair of the Board if the Chair of the Board is absent or is unable or refuses to act, and will perform the responsibilities set by Board of Directors policy and such other duties that the Board of Directors from time to time assigns.

6.4 Appointment of Registrar

The Registrar shall be appointed by the Board of Directors and shall be the Executive Director of the College. The Executive Committee shall not exercise the authority of the Board of Directors with respect to the appointment or removal of the Registrar.

6.5 Registrar Terms of Employment

The terms of employment of the Registrar shall be set out in a written employment contract approved by the Executive Committee and shall be consistent with any College personnel policies in effect at the time such contract is approved. No candidate for the position of Registrar shall be offered a contract of employment until that candidate has been approved by the Board of Directors.

6.6 Registrar Duties

The Registrar shall perform those duties set out in the RHPA, the Act and the by-laws of the College in addition to such duties and responsibilities as are set by Board of Directors policy and such other duties that the Board of Directors from time to time assigns.

6.7 Appointment of Acting Registrar

During extended absences of the Registrar, the Board of Directors may appoint an Acting Registrar. If a vacancy or prolonged or indefinite absence occurs in the Registrar's office, the Executive Committee or the Board of Directors shall appoint an Acting Registrar. If the Executive Committee appoints an Acting Registrar, the appointment or approval is subject to Board of Directors approval at the next meeting of the Board of Directors.

6.8 Authority of Acting Registrar

A person appointed as Acting Registrar under section 6.7 shall have all the authority, duties and responsibilities of the Registrar.

6.9 Removal of Officers

The Board of Directors may remove an officer of the College by a two-thirds majority vote of the directors present at a Board of Directors meeting duly held for that purpose. The removal from office of an officer who is also an employee of the College shall not of itself constitute termination of employment.

7. MEETINGS OF THE BOARD OF DIRECTORS

7.1 Board of Directors Meetings

The Board of Directors shall have at least four regular meetings during each calendar year, with no more than four months between meetings. Board of Directors meetings shall be held at the head office of the College or at any other place as may be determined by the Registrar or the Board of Directors from time to time.

7.2 Reasonable Notice for Board of Directors Meetings

Written notification of the date, time and place of a Board of Directors meeting will be delivered to each director not less than five days before the date of the meeting. The accidental omission to give notice or the non-receipt of any notice by any director will not invalidate a resolution that the Board of Directors passes at the meeting or any action or proceeding it takes at the meeting.

7.3 Business at Regular Meetings

The Board of Directors may consider at a regular meeting:

- (a) matters contained within the agenda approved by the Executive Committee;
- (b) matters brought by the Executive Committee;
- (c) recommendations and reports by committees;
- (d) motions or matters where notice was given by a director at a preceding Board of Directors meeting;
- (e) such other matters, not included in the agenda, that at least two-thirds of the directors in attendance determine to be of an urgent nature; and
- (f) routine and procedural matters.

7.4 Special Meetings

A special meeting of the Board of Directors may be called by the Chair of the Board or the majority of directors by submitting to the Registrar a written request for the meeting containing the matter or matters for decision at the meeting. The Registrar shall provide notice of the meeting to each director not less than three days before the date of the special meeting, unless notice is unanimously waived by the Board of Directors. The notice shall state the date, time and place of the meeting and the general nature of the business to be transacted.

7.5 Business at Special Meetings

Business at a special meeting is limited to the following:

- (a) the matter or matters for decision at the meeting contained in the written request submitted to the Registrar;
- (b) matters brought by the Executive Committee; and
- (c) routine and procedural matters.

7.6 Manner of Holding Meetings

Any meeting of the Board of Directors may be conducted by means of teleconference or any other means that permit all persons participating in the meeting to communicate with each other adequately. Persons participating in the meeting by such means are deemed to be present at the meeting. Meetings held in this manner are deemed to be held at the head office of the College, unless the Board of Directors determines otherwise.

7.7 Chair or Vice-Chair of the Board Presides

In the absence of a presiding officer appointed under section 7.8, the Chair of the Board, or their delegate, shall preside over meetings. The Vice-Chair of the Board shall preside if the Chair of the Board is absent. In the absence of both the Chair and Vice-Chair of the Board, the directors present shall select from among themselves a director to chair the meeting.

7.8 Presiding Officer

For the purpose of conducting meetings the Board of Directors may appoint a non-voting presiding officer who is not a member of the Board of Directors or of the College to preside at all meetings or at a meeting. The presiding officer shall continue in their role until dismissed by the Board of Directors or the Executive Committee. The presiding officer shall act solely as chair of Board of Directors meeting proceedings in accordance with these by-laws and any rules of order that the Board of Directors approves and shall not take a role in Board of Directors deliberations. Before assuming their duties, the presiding officer shall agree to maintain the same standard of confidentiality and conflict of interest applicable to a director.

7.9 Quorum

A quorum for any meeting of the Board of Directors is as set out in the RHPA. A Board of Directors vacancy is not counted in determining whether a quorum is present.

7.10 Adjournments

Whether or not a quorum is present, the chair or presiding officer may adjourn any Board of Directors meeting and reconvene it at any time and any business may be transacted at the adjourned meeting that could have been transacted at the original meeting. No notification shall be required of any such adjournment.

7.11 Voting at Meetings

Unless otherwise required by law or by the by-laws, every motion which properly comes before the Board of Directors shall be decided by a simple majority of the votes cast at the meeting by directors present. In the event of a tie vote, the motion is defeated.

Except where a secret ballot is required or at a meeting held by teleconference, every vote at a Board of Directors meeting shall be by a show of hands but, if any two directors so require, a roll call vote shall be taken.

7.12 Rules of Order

Except where inconsistent with the RHPA, the Act, the Regulations or the by-laws of the College, any questions of procedure at or for any meetings of the Board of Directors shall be determined by the chair or presiding officer of such meeting in accordance with the rules of order that the Board of Directors adopts from time to time.

7.13 Unanimous Resolutions

A resolution or by-law signed by all members of the Board of Directors is as valid and effective as if passed at a meeting of the Board of Directors held for the purpose, and a director's signature may be an identifying mark created or communicated using electronic means.

8. COMMITTEE ESTABLISHMENT AND APPOINTMENTS

8.1 Establishment and Appointees

The Board of Directors may from time to time establish non-statutory or ad hoc committees and set the duties and composition and appoint the members of each committee. In appointing members to a non-statutory or ad hoc committee the Board of Directors will give due consideration to the recommendations, if any, of the Governance Committee.

8.2 Appointment to Committees

The Board of Directors will at the first regular Board of Directors meeting following each scheduled election of directors appoint the members of each committee and a chair of each committee in a manner prescribed by the Board of Directors from time to time. In appointing members to committees the Board of Directors will give due consideration to the recommendations, if any, of the Governance Committee. The Board of Directors may from time to time vary appointments and remove the chair of any committee.

8.3 Notice and Application

The Registrar shall,

- (a) notify registrants of the opportunity to apply for appointment to a committee;
- (b) approve a form of application relating to appointment; and
- (c) set a deadline for the receipt of applications.

8.4 Eligibility for Committee Appointment

The Board of Directors may appoint a registrant who is not a director to serve on a committee if, as of the date of the appointment, or as of such other date specified below,

- (a) the registrant has completed and filed with the Registrar an application for appointment in the form approved by the Registrar prior to the deadline for applications established by the Registrar;
- (b) the registrant is the holder of a general class of certificate of registration and the certificate is not subject to a term, condition or limitation other than one applicable to all registrants of the class;

- (c) the registrant is not in default of the payment of any fee payable to the College;
- (d) the registrant is not the subject of any disciplinary or incapacity proceeding in Ontario or any similar proceeding in any other jurisdiction relating to dietetics or any other profession;
- (e) the registrant's certificate of registration has not been revoked or suspended in the six years preceding the date of the appointment for any reason other than non-payment of fees;
- (f) the registrant has not been found to have committed professional misconduct by the Discipline Committee or by any discipline committee in any jurisdiction relating to dietetics or any other profession;
- (g) the registrant has not been disqualified by the Board of Directors in the three years preceding the date of the appointment as a result of a breach of a code of conduct or policy on conduct approved by the Board of Directors or a breach of the conflict of interest provisions of this by-law;
- (h) the registrant is engaged in the practice of dietetics in Ontario or, if the registrant is not engaged in the practice of dietetics, principally resides in Ontario;
- (i) the registrant does not have a notation on the College register of a finding of professional negligence or malpractice made against the registrant;
- (j) the registrant is not the subject of a charge under the *Criminal Code* (Canada) or the *Controlled Drugs and Substances Act* (Canada);
- (k) the registrant does not have a notation on the College register of a charge in relation to any offence;
- (l) the registrant does not have a criminal finding of guilt as an adult under the *Criminal Code* (Canada) or the *Controlled Drugs and Substances Act* (Canada);
- (m) the registrant does not have a notation on the College register of a finding of guilt made by a court with respect to any offence;
- (n) the registrant does not have a notation on the College register of an undertaking provided to the College with respect to a matter involving the Inquiries, Complaints and Reports Committee or the Discipline Committee;
- (o) The registrant is not currently the subject of an undertaking provided to the College with respect to a fitness to practise issue;

- (p) the registrant is not currently the subject of an interim order made by a panel of the Inquiries, Complaints and Reports Committee;
- (q) the registrant has not been ordered to attend to receive a caution from a panel of the Inquiries, Complaints and Reports Committee or been required to complete a specified continuing education or remediation program by a panel of the Inquiries, Complaints and Reports Committee in the preceding three (3) years;
- (r) the registrant is not a member of the Board of Directors or council of any other RHPA college;
- (s) the registrant is not an employee of the College and has not been an employee of the College during the preceding two (2) years;
- (t) the registrant is not an applicant for employment at the College and has not applied for employment at the College during the preceding year;
- (u) the registrant is not in default of completing and submitting any information or form required under the regulations of the RHPA or Act, or the by-laws of the College;
- (u.1) the registrant meets the competency and attribute requirements set out in the applicable College policy as approved by the Board of Directors and demonstrates this by fulfilling the requirements of the competency and attribute screening process approved by the Board of Directors and set out in the applicable College policy;
- (v) the registrant has successfully completed the College's current training program relating to the duties, obligations and expectations of Board of Directors and committee members;
- (w) the registrant is not party to a legal proceeding against the College;
- (x) the registrant has completed and filed with the Registrar a conflict of interest declaration by the deadline and in the form approved by the Registrar, and the registrant does not have a conflict of interest to serve as a member of the Board of Directors;
- (y) the registrant does not hold a position that would cause the registrant to have a conflict of interest by virtue of having competing fiduciary obligations to both the College and another organization;
- (y.1) the registrant does not, and did not within the preceding three (3) years, hold a leadership, employment or contractual role with an international,

national or provincial association or organization that advances the interests of dietitians, has policy making responsibilities for dietitians, or oversees the regulation of dietitians; or

- (z) the registrant is not ineligible because of section 8.5.

8.5 Term of Office of Committee Members

The term of office of a committee appointee is approximately three (3) years from the date of appointment or re-appointment to a committee. No person may serve as a committee appointee for more than nine (9) consecutive years. A person who has served as a committee appointee for nine (9) consecutive years is not eligible for appointment as a committee appointee for at least three (3) years from the date the person last served as a committee appointee.

8.6 Continuation of Term of Office

The term of office of committee members shall continue if for any reason the Board of Directors fails to appoint a new committee at the time or times set out in the by-laws, provided a quorum exists.

8.7 Committee Vacancies

The Executive Committee may appoint persons to fill any vacancies in the membership or chair of a committee, other than the Executive Committee, and it must make an appointment to fill a vacancy on a committee if it is necessary for the committee to achieve quorum or to comply with the Act or regulations. The Executive Committee may seek the Governance Committee's recommendation when making such an appointment. A member of a committee appointed by the Executive Committee is subject to confirmation by the Board of Directors at its next meeting.

8.8 Executive Committee Vacancies

If a vacancy occurs on the Executive Committee, the Board of Directors shall fill the vacancy by election.

9. DISQUALIFICATION AND REMOVAL OF COMMITTEE APPOINTEES

9.1 Disqualification Criteria

A committee appointee is disqualified from sitting on a committee if the member meets one or more of the following criteria:

- (a) the Executive Committee determines that the appointee had not met one or more of the eligibility requirements in section 8.4;
- (b) the appointee after being appointed ceases to meet one or more of the eligibility requirements in section 8.4;
- (c) the appointee fails, without reasonable cause, to attend three consecutive meetings of the committee of which they are a member;
- (d) the appointee fails, without reasonable cause, to attend a hearing or proceeding of a panel for which they have been selected; or
- (e) the appointee fails, in the opinion of the Board of Directors, to discharge their duties to the College, including without limitation having acted in a conflict of interest or otherwise in breach of a College by-law, of the *Regulated Health Professions Act, 1991*, or the College's Governance Policy.

9.2 Temporary Exclusion

A committee member who becomes the subject of any disciplinary or incapacity proceeding at the College, a Registrar's investigation under the RHPA, or an interim order under the RHPA may be subject to disqualification and shall not serve on any committee until the proceeding is finally completed.

9.3 Removal of Committee Appointee

The Board of Directors or the Executive Committee may remove a committee appointee who is a registrant of the College by resolution requiring a simple majority. The Board of Directors or the Executive Committee has the power to remove a committee appointee whether or not one of the disqualification criteria in section 9.1 applies.

If a director or committee appointee believes that a committee appointee meets one or more of the criteria for disqualification in section 9.1, they shall advise the Registrar in writing. A disqualified committee appointee ceases to be a member of any Board of Directors committee.

10. COMMITTEE MEETINGS

10.1 Non-Application to Hearings

This Article 10 does not apply to a proceeding of a committee or a panel of a committee held for the purpose of conducting a hearing.

10.2 Location and Notice

Committee meetings shall be held at the head office of the College or at another place determined by the committee chair or Registrar. No formal notice is required for committee meetings but meeting dates will be set in advance and College will make reasonable efforts notify all of the committee members of every meeting and to arrange meeting dates and times that are convenient to the committee members.

10.3 Manner of Holding Meetings

Committee meetings may be conducted by means of teleconference or any other means that permit all persons participating in the meeting to communicate with each other adequately. Persons participating in the meeting by such means are deemed to be present at the meeting. Meetings held in this manner are deemed to be held at the head office of the College, unless the Board of Directors determines otherwise.

10.4 Chair of Meetings

The committee chair or their appointee shall preside over meetings of a committee.

10.5 Quorum for Committees

Unless specifically provided for otherwise under the Act, the RHPA, a Regulation or the bylaws, a majority of committee members constitutes a quorum for a meeting of a committee.

A committee vacancy is not counted in determining whether a quorum is present.

10.6 Voting

Unless otherwise required by law or by the by-laws, every motion which properly comes before a committee shall be decided by a simple majority of the votes cast at the meeting. In the event of a tie vote, the motion is defeated. Roll call votes shall be taken for teleconference meetings and with respect to committee members attending an in-person meeting by teleconference.

10.7 Meeting Minutes

Committee chairs are responsible for ensuring there is an accurate record taken of committee meetings.

11. STATUTORY COMMITTEES

11.1 Executive Committee Composition

The Executive Committee shall be composed of the Chair of the Board, the Vice-Chair of the Board and two other members of the Board of Directors. At least one member of the Executive Committee must be a public director.

11.2 Executive Committee Duties

In addition to the duties provided to the Executive Committee under the RHPA and by-laws of the College, the Executive Committee will act in an advisory capacity to the Board of Directors on the financial affairs of the College and without limiting the generality of the foregoing shall:

- (a) recommend annual operating and capital budgets to the Board of Directors;
- (b) make recommendations relating to the financial reserves of the College;
- (c) report at least annually to the Board of Directors on the financial affairs of the College;
- (d) liaise with and provide support to the Registrar.

11.3 Nomination Procedure for Executive Committee Election

Before the first meeting of the newly elected Board of Directors, the Registrar will send an invitation to all directors requesting written expressions of interest to stand for election to any of the offices of Chair of the Board, Vice-Chair of the Board and member of the Executive Committee.

11.4 Election of Executive Committee

At the first Board of Directors meeting after the election of directors, the Registrar shall conduct an election to determine the members of the Executive Committee in the order of Chair of the Board, Vice-Chair of the Board, and other Executive Committee members. The following provisions apply to the election:

- (a) the Registrar will present the names of candidates who have indicated their interest for the office of Chair of the Board;
- (b) the Board of Directors may also approve nominations for the office of Chair of the Board at the time of the election (and a director may nominate herself or himself as a candidate);
- (c) before the first vote, each of the nominees will have an opportunity to speak to the Board of Directors for up to two minutes about her or his candidacy;

- (d) if there is only one candidate, the Registrar shall declare the candidate elected by acclamation;
- (e) if there is more than one candidate, voting will be through secret ballot;
- (f) if there are more than two candidates in an election, there will be successive ballots until one candidate receives a majority of the votes cast, with the candidate or candidates who receive the fewest votes in a ballot dropped in the next ballot;
- (g) if there is a tie, the Registrar will break tie by lot;
- (h) after the Board of Directors elects the Chair of the Board, it will elect the ViceChair of the Board in a similar manner;
- (i) After the Board of Directors elects the Vice-Chair of the Board it will elect the remaining Executive Committee positions in a similar manner with reference to the composition of the Committee set out in section 11.1.

11.5 Executive Committee Term of Office

Unless otherwise provided in this by-law, the term of office of the Chair and Vice-Chair of the Board and other members of the Executive Committee shall start immediately following their election and continue until the completion of the next election for the offices of Chair and Vice-Chair of the Board in the following year.

11.6 Composition of Registration Committee

The Registration Committee shall be composed of:

- (a) at least two elected directors; (b)
at least two public directors; and
- (c) at least one committee appointee.

11.7 Composition of Inquiries, Complaints and Reports Committee

The Inquires, Complaints and Reports Committee shall be composed of:

- (a) at least three elected directors;
- (b) at least three public directors; and
- (c) at least two committee appointees.

11.8 Quorum for the Inquiries, Complaints and Reports Committee and Panels

Three members of the Inquiries, Complaints and Reports Committee, at least one of whom shall be a public director, constitute a quorum of that committee or a panel of that committee.

11.9 Composition of Discipline Committee

The Discipline Committee shall be composed of:

- (a) at least three elected directors;
- (b) at least two public directors; and
- (c) at least one committee appointee.

11.10 Composition of Fitness to Practise Committee

The Fitness to Practise Committee shall be composed of:

- (a) at least three elected directors;
- (b) at least two public directors; and
- (c) at least one committee appointee.

11.11 Composition of Quality Assurance Committee

The Quality Assurance Committee shall be composed of:

- (a) at least two elected directors;
- (b) at least two public directors; and
- (c) at least one committee appointee.

11.12 Composition of the Patient Relations Committee

The Patient Relations Committee shall be composed of:

- (a) the members of the Executive Committee.

12. NON-STATUTORY COMMITTEES

12.1 [REVOKED]

12.2 [REVOKED]

12.3 Composition of Registrar Performance and Compensation Review Committee

The Registrar Performance and Compensation Review Committee shall be a non-statutory committee of the College composed of the members of the Executive Committee and one other director.

12.4 Responsibilities of the Registrar Performance and Compensation Review Committee

The Registrar Performance and Compensation Review Committee's responsibilities are as follows:

- (a) annually conduct a performance review of the Registrar and present the results of that review to the Board of Directors;
- (b) every three years conduct a compensation review for the Registrar, which must include a market survey, and present the results of the review to Board of Directors;
- (c) present recommendations annually to the Board of Directors respecting changes to the compensation (including salary and benefits) to be provided to the Registrar; and
- (d) any other responsibilities described in the committee's Terms of Reference or as may be assigned by the Board of Directors or the Executive Committee from time to time.

12.5 Composition of the Finance and Audit Committee

The Finance and Audit Committee shall be a non-statutory committee of the College composed of two members of the Executive Committee, excluding the Chair and Vice-Chair of the Board, and two other directors. There must be two elected directors and two publicly appointed directors on the Committee.

12.5.1 Responsibilities of the Finance and Audit Committee

The Finance and Audit Committee's responsibilities are as follows:

- (a) meet at least once a year with the College's auditors;
- (b) review draft audit reports prepared by the College's auditors;

- (c) receive and oversee the implementation of recommendations made by the College's auditors;
- (d) review and approve the annual budgets submitted by the Registrar, for recommendation to the Board of Directors; and
- (e) any other responsibilities relating to financial planning and reporting, external audit, internal controls, or policy review as described in the committee's Terms of Reference or as may be assigned by the Board of Directors or the Executive Committee from time to time.

12.6 Composition of the Professional Practice Committee

The Professional Practice Committee shall be composed of:

- (a) at least two elected directors;
- (b) at least two public directors; and
- (c) at least one committee appointee.

12.7 Responsibilities of the Professional Practice Committee

The Professional Practice Committee's responsibilities are as follows:

- (a) anticipate and work on professional practice standards, policies and guidelines.
- (b) make recommendations to the Board of Directors regarding professional practice standards, policies, and guidelines to enhance safe, competent, and ethical dietetic practice;
- (c) make recommendations to the Board of Directors regarding legislative issues/changes pertaining to the practice of dietetics;
- (d) provide direction to prepare the College submission on legislative initiatives and recommend responses to Health Professions Regulatory Advisory Council (HPRAC) referrals to the Board of Directors; and
- (e) any other responsibilities described in the committee's Terms of Reference or as may be assigned by the Board of Directors or the Executive Committee from time to time.

12.8 Composition of the Governance Committee

The Governance Committee shall be composed of at least five members:

- (a) at least one elected director;

- (b) at least three public directors; and
- (c) at least one committee appointee.

12.9 Responsibilities of the Governance Committee

The Governance Committee's responsibilities are as follows:

- (a) review and consider the College's existing governance model and recommend changes that are consistent with leading evidence-based practices in governance and are within the College's control;
- (b) oversee the implementation of changes to the governance model that the Board of Directors adopts;
- (c) Consider and make recommendations to the Board of Directors on College's EDI-B plan and strategy.
- (d) ongoing appraisal of the College's governance structure, processes, and policies to promote longstanding governance excellence at both the Board of Directors and Committee level;
- (e) amend committee terms of reference, for recommendation to the Board of Directors;
- (f) identify the competencies and attributes that would best support the work of the Board of Directors and individual committees;
- (g) implement a competency and attribute based framework for establishing the structure of the Board of Directors and committees;
- (h) administer the process for screening applicants to be qualified as candidates for Board elections;
- (i) recommend candidates for committee appointment and reappointment to the Board;
- (j) recommend committees compositions and chair appointments, other than the Executive Committee, to the Board of Directors in June of each year;
- (k) appoint members to committees to fill vacancies, other than the Executive Committee, as needed;
- (l) resolve disputes relating to Board elections; and

- (m) any additional responsibilities described in the committee's Terms of Reference or as may be assigned by the Board of Directors or the Executive Committee from time to time.

13. REGISTER

13.1 Names in the Register

Subject to paragraph 1 of section 13.2, a registrant's name in the register shall be the registrant's name as provided in the documentary evidence used to support the registrant's initial registration.

13.2 Additional Register Information

In addition to the information required under subsection 23(2) of the Code, the register shall contain the following information with respect to each registrant:

- (a) Any change to the registrant's name that has been made in the register of the College from the date of the registrant's initial registration with the College and any names that the registrant uses in any place of practice other than as provided in section 13.1, including any common names or abbreviations.
- (b) Each registrant's certificate of registration number.
- (c) The classes of certificate of registration held by each registrant and the date on which each was issued.
- (d) A list of the languages in which each registrant is capable of practising.
- (e) The name, address and telephone number of the primary business through which or at which the registrant practices dietetics in Ontario and their position at that business, and any other business and location at which the registrant regularly practices dietetics in Ontario, and their position at that business or location.
- (f) If a registrant has resigned, the date upon which the resignation took effect.
- (g) If the College is aware of an outstanding charge against a registrant on or after May 1, 2018 for any offence in any jurisdiction other than an offence under the Criminal Code (Canada) or the Controlled Drugs and Substances Act (Canada) and if the Registrar believes the offence is relevant to the registrant's suitability to practice,

- i. the fact and content of the charge, and ii. the date and place of the charge.

The information shall be removed once the charges are no longer outstanding, and the dismissal of the charges is not the subject of an appeal.

- (h) A summary of any existing restriction that relates to or otherwise impacts a registrant's practice imposed by a court or other lawful authority against the registrant, of which the College is aware, including the date of and a summary of the restriction imposed.

- (i) If the College is aware of a finding of guilt against a registrant on or after May 1, 2018 for any offence in any jurisdiction other than under the Criminal Code (Canada) or the Controlled Drugs and Substances Act (Canada) and if the Registrar believes the offence is relevant to the registrant's suitability to practice,

- i. a brief summary of the finding, ii. a brief summary of the sentence,

and

- iii. if the finding is under appeal, a notation that it is under appeal until the appeal is finally disposed of.

If the conviction is overturned on appeal, the information shall be removed from the register once the appeal is final.

- (j) If a registrant has any terms, conditions or limitations in effect on their certificate of registration, the effective date of those terms, conditions and limitations and where applicable, the Committee responsible for the imposition of those terms, conditions and limitations.
- (k) If a registrant has terms, conditions or limitations on their certificate of registration varied, the effective date of the variance or removal of those terms, conditions and limitations and where applicable, the Committee responsible for the variance of those terms, conditions and limitations.
- (l) If a registrant's certificate of registration is reinstated, the effective date of the reinstatement and where reinstated by a panel of the Discipline or Fitness to Practise Committee, the name of the Committee responsible for the reinstatement.
- (m) If a suspension on a registrant's certificate of registration is lifted or otherwise removed, the effective date of the lifting or removal of that suspension and

where applicable, the Committee responsible for the lifting or removal of the suspension.

- (n) If a registrant's certificate of registration is revoked, suspended, cancelled, or otherwise terminated, a notation of that fact and the effective date and the basis of the revocation, suspension, cancellation, or other termination which shall include but not be limited to circumstances where
 - i. a registrant's certificate of registration is subject to an interim order of the Executive Committee or the Inquiries, Complaints and Reports Committee;
 - ii. a registrant's certificate of registration is suspended for non-payment of the annual fee or any fee required by the College, or
 - iii. a registrant's certificate of registration is suspended for failure to submit to a physical or mental examination as ordered by the Inquiries, Complaints and Reports Committee.
- (o) If a registrant's temporary or provisional class certificate of registration expires, the effective date of the expiry of that class of certificate.
- (p) If a decision of a panel of the Inquiries, Complaints and Reports Committee made on or after January 1, 2016 includes a requirement that the registrant attend before a panel of that committee to be cautioned as authorized by paragraph 3 of subsection 26(1) of the Code,
 - i. a summary of the caution; ii. the date of the panel's decision; iii. once the registrant has received the caution a notation to that effect, and the date the registrant received the caution; and
 - iv. if applicable, a notation that the panel's decision is subject to a review or appeal and therefore not yet final.

If the panel's decision referred to in this paragraph is overturned on appeal or review, the information shall be removed from the register once the appeal or review is final.

- (q) If a decision of a panel of the Inquiries, Complaints and Reports Committee made on or after January 1, 2016 includes a requirement that the registrant complete a specified continuing education or remediation program as

authorized by paragraph 4 of subsection 26(1) and subsection 26(3) of the Code,

- i. a summary of the specified continuing education or remediation program;
- ii. the date of the panel's decision;
- iii. once the registrant completes the program a notation to that effect, and the date on which the registrant completed the program; and
- iv. if applicable, a notation that the panel's decision is subject to a review or appeal and therefore not yet final.

If the Panel's decision referred to in this paragraph is overturned on appeal or review, the information shall be removed from the register once the appeal or review is final.

- (r) A summary of any restriction on a registrant's right to practise that has resulted from an undertaking given by the registrant to the College or an agreement entered into between the registrant and the College.
- (s) If an allegation of professional misconduct or incompetence has been referred to the Discipline Committee in respect of the registrant and is outstanding,
 - i. the date of the referral,
 - ii. a summary of each specified allegation,
 - iii. the status of the hearing, including the date of the hearing, if set; and
 - iv. the notice of hearing.
- (t) If the question of the registrant's capacity has been referred to the Fitness to Practise Committee and not yet decided,
 - i. a notation of that fact; and
 - ii. the date of the referral.
- (u) If the Registrar has referred an application for reinstatement to the Discipline Committee for reinstatement and it is not finally resolved,
 - i. a notation of the referral, including the date of referral;
 - ii. the anticipated date of the hearing, if the hearing date has been set or the next scheduled date for continuation of the hearing if the hearing has commenced;

- iii. if the hearing has been adjourned and no future date has been set, the fact of that adjournment; and
 - iv. if the hearing of evidence and arguments is completed and the parties are waiting for a decision of the panel of the Discipline Committee, a statement of that fact.
- (v) If an application for reinstatement has been decided by a panel of the Discipline Committee, the results of the hearing including the date of the decision and any order made.
- (w) If the result of a disciplinary proceeding is contained in the College's register,
 - i. the date on which the panel of the Discipline Committee made its decision, ii. the date on which the Discipline Committee ordered any penalty, and iii. the decision and reasons.
- (x) If the College is aware that a restriction on a registrant or a registrant's practice has been made against a registrant registered or licensed to practise a profession inside or outside of Ontario and that finding has not been reversed on appeal,
 - iv. a notation of that fact;
 - v. the date of the finding and the name of the governing body that made the finding if available; vi. the order made if available; and vii. information regarding any appeals of the finding or order if available.
- (y) If the result of an incapacity proceeding is contained in the College's register, the date on which the panel made the finding of incapacity and the effective date of any order made by the panel.
- (z) If a finding of professional negligence or malpractice is contained in the College's register, the following information:
 - i. the notice of and a description of the finding; ii. the date the finding was made against the registrant;
 - iii. the name and location of the court that made the finding against the registrant; and iv. the status of any appeal respecting the finding made against the registrant.

- (aa) Any information the College and a registrant, or health profession corporation, have agreed should be included in the register.
- (bb) The date on which the College issued a certificate of authorization for a health profession corporation, and the effective date of any revocation, suspension, or cancellation of the certificate.

13.3 Public Information

All of the information referred to in section 13.2 is designated as public for the purpose of subsection 23(5) of the Code.

13.4 Registrar's Discretion

All of the information referred to in section 13.2 is information designated to be withheld from the public pursuant to subsection 23(6) of the Code such that the Registrar may refuse to disclose to an individual or post on the College's website any or all of that information if the Registrar has reasonable grounds to believe that disclosure of that information may jeopardize the safety of an individual.

14. INFORMATION FROM REGISTRANTS AND PROFESSIONAL CORPORATIONS

14.1 Registrant to Provide Particulars on Request

A registrant shall, upon written request of the Registrar,

- (a) immediately provide particulars of any information required to be in the College's register pursuant to the by-laws, the RHPA, the Act, or the regulations under the RHPA or the Act;
- (b) within thirty days, provide particulars of any information which was not information required to be in the College's register but was information that the registrant was required to provide to the College under the by-laws, the RHPA, the Act or a Regulation; and
- (c) within 10 days, confirm the accuracy of any information previously provided to the College by the member and where that information is no longer accurate, provide accurate information.

14.2 Registrant to Immediately Provide Particulars

Notwithstanding section 14.1, a registrant shall immediately provide the particulars of any information required under paragraphs 7, 8 or 9 of section 13.2.

14.3 Registrant to Provide Information on Request

The College may forward to its registrants from time to time requests for information in a printed or electronic form approved by the Registrar. Each registrant shall accurately and fully complete and return such form, electronically or otherwise as specified by the College, by the due date set by the College. A request for registrant information may include (but is not limited to) the following:

- (a) the registrant's residential address, telephone and personal e-mail address;
- (b) whether the registrant wishes the College to communicate with him or her in French or English;
- (c) information required to be contained in the College's register pursuant to the by-laws, the RHPA, the Act, or Regulation;
- (d) information required to be provided to the College pursuant to the by-laws, the RHPA, the Act, or Regulation;
- (e) information respecting their participation in the Quality Assurance Program;
- (f) information that relates to the professional characteristics and activities of the registrant that may assist the College in carrying out its objects, including but not limited to:
 - i. information about actions taken by other regulatory authorities with respect to the registrant;
 - ii. information that relates to the registrant's health;
 - iii. information relating to civil law suits involving the registrant;
 - iv. information relating to criminal charges, arrests, bail conditions and other restrictions; and
 - v. information relating to offences;
 - vi. information for the purposes of compiling statistical information to assist the College in fulfilling its objects;

14.4 Registrant to Notify Registrar of Changes

If there is a change to the information provided under section 14.3 or any other information provided by the registrant, the registrant shall notify the Registrar in writing of the change within thirty (30) days of the effective date of the change.

14.5 Suspension for Failure to Provide Information

Regulation 593/94 applies to a failure of a registrant to provide information to the College as required under the by-laws and any such failure may result in the suspension of that registrant under the Regulation.

14.6 Health Professional Corporation to Provide Information

The College may forward to each professional corporation from time to time requests for information in a printed or electronic form approved by the Registrar. Each professional corporation shall accurately and fully complete and return such form, electronically or otherwise as specified by the College, by the due date set by the College. A request for registrant information may include (but is not limited to) the following:

- (a) the information required under the applicable statutes and regulations;
- (b) the title or office held by each director and officer of the corporation;
- (c) the registered office address of the corporation;
- (d) the address and telephone number of locations where the corporation regularly provides dietetic services, other than client or residences; and
- (e) a brief description of the dietetic professional activities of the corporation.

14.7 Health Professional Corporation to Notify Registrar of Changes

If there is any change to the information that a health profession corporation provided to the Registrar under section 14.6 the corporation must notify the College in writing of any change within thirty (30) days of the effective date of the change.

14.8 Changes in Shareholders

Despite section 14.7, a health profession corporation must notify the Registrar within ten (10) days of the effective date of any change in shareholders of the corporation.

15. PROFESSIONAL LIABILITY INSURANCE

15.1 Professional Liability Insurance Coverage Requirements

A registrant engaging in the practice of dietetics must maintain professional liability insurance coverage with the following characteristics:

- (a) minimum coverage of no less than \$2,000,000 per occurrence;
- (b) aggregate coverage of no less than \$5,000,000;

- (c) any deductible must be \$1,000 or less;
- (d) if coverage is through a “claims made” policy, an extended reporting period provision of at least two (2) years; and
- (e) any exclusionary conditions and terms must be consistent with standard industry practice with respect to insurance of this type.

16. CONFLICT OF INTEREST

16.1 Definition of Conflict of Interest

A conflict of interest exists if a reasonable person would conclude that a director or committee member’s personal, professional or financial interest or relationship may affect their judgement, impartiality or the discharge of their duties to the College. A conflict of interest may be real or perceived, actual or potential, or direct or indirect.

16.2 Duty to Avoid and Consult

Directors and committee members must whenever feasible avoid situations in which they have or might have a conflict of interest. If a director or committee member is in doubt about whether they have or might have a conflict of interest, the director or committee member must consult with an appropriate person, for example the Chair of the Board, Registrar or legal counsel (if the conflict arises in a hearing context).

16.3 Process for Resolution of Conflicts

If a director or committee member believes that they may have a conflict of interest in any matter relating to Board of Directors or committee business the director or committee member must consult with an appropriate person such as the Chair of the Board, Registrar or legal counsel (if the conflict arises in a hearing context). If there is any doubt as to whether a conflict exists the director or committee member must declare it to the Board of Directors or the committee and accept the Board of Directors’ or committee’s decision as to whether a conflict exists. For adjudicative matters, a committee member should disclose the conflict at the earliest opportunity and in any case before the committee considers the matter.

A director or committee member who has a conflict of interest must:

- (a) before any consideration of the matter disclose the fact that they have a conflict of interest;
- (b) not participate in any discussion of the matter;
- (c) not attend any meeting or part of a meeting involving the matter; and
- (d) not vote on the matter, or influence or try to influence the vote.

16.4 Undeclared Conflict

If a director or committee member believes another director or committee member has not declared a conflict of interest (despite informal notification or inquiry) the director or committee member who has that belief must advise an appropriate person such as the Chair of the Board, Registrar, or legal counsel (if the conflict arises in a hearing context). If the Board of Directors or a committee chair concludes that a director or committee member respectively has an undeclared conflict of interest, the Board of Directors or the committee chair may direct the director or committee member to immediately comply with clauses (b), (c) and (d) of section 16.3.

17. BY-LAWS AND AMENDMENTS

17.1 Making By-laws

By-laws of the College may be enacted, amended, or revoked by a vote of at least two-thirds of the directors present at a Board of Directors meeting duly called for the purpose of considering such enactment, amendment or revocation.

17.2 Notice

Notice of a motion to enact, amend, or revoke a by-law shall be given to the Board of Directors at least ten days prior to the meeting referred to in section 17.1.

17.3 Record of By-laws

The Registrar shall maintain a consolidated set of College by-laws that reflect any revocation and amendment that the Board of Directors makes to them.

APPENDIX A

Seal of the College



Board Briefing Note

Topic:	Governance Manual Updates
Purpose:	Decision Required
Strategic Plan Relevance:	Governance Modernization and Enhancing Public Trust
From:	Governance Committee

ISSUE

To consider amendments to the Governance Manual for approval.

PUBLIC INTEREST RATIONALE

Good governance is at the heart of effective professional regulation and decision-making in the public interest. The proposed changes to the Governance Manual are reflective of modern governance practices intended to strengthen public trust in the regulatory framework.

BACKGROUND

At its June 2022 meeting, the Board approved a governance modernization roadmap that reflects best practices in regulatory governance, including the reduction of the Executive Committee's role. This governance structure is designed to further the CDO's public protection mandate while strengthening public trust.

At its December 2023 meeting, the Board approved amendments to the Executive Committee's terms of reference to reduce its role and redistribute responsibilities to the Audit and Governance Committees. This change requires amendments to Bylaw 1 and the Governance Manual to empower the Board to operate with limited involvement by the Executive Committee, meet more quickly and to address the Committee roles specified within it.

At its June meeting, the Governance Committee approved the proposed amendments to the Governance Manual, for recommendation to the Board.

CONSIDERATIONS

Clarifications to the Governance Manual

[June 21, 2024 Meeting]

During the Governance Manual review, the following housekeeping items were identified that required amendments for clarification, consistency and corrections:

- **Policies to be approved by the Board:** Clarification added to specify that all new policies and policy changes require board approval, with the exception of minor or operational policy changes required to implement Board decisions.
- **Alignment with Bylaw 1:** Revisions were made throughout the Governance Manual to reflect revisions made to Bylaw 1.

Additional Substantive Changes

1. Removal of Committee Summaries

Currently, committee roles and responsibilities are outlined, to varying degrees, multiple documents: in Bylaw 1, the Governance Manual and in each committee's terms of reference. Including committee summaries in multiple locations creates a risk of inconsistencies between references and requires several documents to be revised and approved by the Board any time there is a change. Removing the committee summaries from the Governance Manual will simplify CDO's governance resources and will reduce the risk of inconsistencies.

It is recommended that summaries of committee roles and responsibilities are removed from the Governance Manual and replaced with an appendix containing the committee terms of reference. If changes are made to committee terms of reference, they could easily be replaced within the appendix and would not require the Board to approve amendments to the Governance Manual (see pages 35-38, Appendix 1).

2. Record Keeping and Minutes Policy

A new policy is being proposed to replace the procedure for record keeping and minutes as referenced in the In-Camera Policy. The proposed Record Keeping and Minutes Policy (*Appendix 2*) builds on the existing In-Camera Policy to include additional details on the approval of minutes, how minutes are stored and accessed, content included in minutes and how votes are recorded.

The additional details better reflect the evolving practices of CDO's board and committees, provide clearer guidelines.

RECOMMENDATION

To approve the proposed amendments as presented, or as revised, to the Governance Manual, effective immediately.

ATTACHMENTS

- Appendix 1: Governance Manual – Tracked
- Appendix 2: Draft Record Keeping and Minutes Policy
- Appendix 3: Governance Manual – Clean



Governance Manual

Revised 2023



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INTRODUCTION

The Board of the College of Dietitians of Ontario is the College's board of directors and governs the College's affairs and ensures the College meets its duty to serve and protect the public interest. The policies in this manual provide guidance to Board in meeting its governance responsibilities.

Purpose

The purposes of this manual are as follows:

1. To set out expectations for Board and individual Board members that go beyond legal requirements and the requirements in the College's by-laws.
2. To establish governance practices that reflect best practices in corporate governance; and
3. To assist Board in fulfilling its governance responsibilities as effectively as possible.

Definitions

Unless stated otherwise, the words set out below have the following meanings:

"By-laws"	means By-Law No. 1 of the College
"Code"	means the Health Professions Procedural Code under the RHPA
"College"	means the College of Dietitians of Ontario
"Committee"	means a statutory or non-statutory committee of the College
"Committee member"	refers to a non-Board committee member (see below)
"Board"	means the College's Board of Directors
"Director"	means a director of the Board
"Non-Board committee member"	means a committee member who is not a Board member but is appointed by Board to a committee
"RHPA"	means the Regulated Health Professions Act, 1991

Application

Unless otherwise noted, the policies in this manual apply to the Board, Board directors and non-Board committee members.

COLLEGE MISSION, VISION, AND VALUES

The College's mission, vision and values are set out below.

Mission

The College of Dietitians of Ontario regulates dietitians for public protection.

Vision

The College of Dietitians of Ontario delivers regulatory excellence to contribute to the health of Ontarians.

Values

Integrity

Collaboration

Accountability

Transparency

Innovation

Equity, Diversity, Inclusion & Belonging

BOARD GOVERNANCE ROLE

The College's Board of Directors governs the College's affairs and ensures the College meets its duty to serve and protect the public interest.

The key responsibilities of Board are as follows:

Strategy and Mission

1. Approve the College's mission, vision and values, and its strategic plan.
2. Monitor the College's progress towards achieving its strategic goals.

Financial Oversight

3. Monitor financial performance against budget.

4. Approve financial policies and internal controls and monitor compliance with them.

5. Stewardship and allocation of financial resources.

Performance Management and Monitoring

6. Confirm that there are policies, programs, and controls in place such that the College carries out its statutory obligations appropriately and effectively.

7. Confirm that the College has processes in place for measuring and reporting on its performance.

8. Recruit, appoint and supervise the Registrar and Executive Director, including evaluating her performance.

Risk Management

9. Be knowledgeable about risks inherent in College operations and obtain assurance that there are measures in place to protect the College against risk.

Accountability to Stakeholders

10. Obtain assurance that the College communicates appropriately and effectively with stakeholders and maintains effective relationships with them.

Board Governance

11. Oversee the quality of its own governance and establish expectations, practices and policies to develop and maintain good governance.

ROLE OF BOARD DIRECTORS

Board directors are the individuals behind Board decisions. By participating fully in governance they ensure that the College operates effectively in fulfillment of its public protection mission.

The role of a Board director includes the following responsibilities:

1. Maintain working knowledge of and comply with the College's governing legislation, by-laws, and governance policies including the Board Code of Conduct.
2. Understand the College's operations and regulatory policy and issues currently facing Board.
3. Serve on at least one statutory committee, if appointed.
4. Contribute meaningfully to Board discussion and decision-making and to committee deliberations and proceedings, if appointed.
5. Attend meetings. Prepare for Board and committee meetings in advance by reading the meeting materials and understanding the topics for discussion.
6. Raise issues in a respectful manner that encourages open discussion. Support good due diligence and decision-making by voicing constructive concerns, asking for more information if necessary and exercising independent judgement.
7. Respect the views of other Board members and the decisions of the majority of the Board.
8. Participate in Board evaluations and attend performance reviews.
9. Stay current about events and issues facing the College and its stakeholders, including the dietetics profession.
10. Take on a fair share of committee work and support the committee appointment process by identifying the committees on which she wishes to serve.

ROLE OF NON-BOARD COMMITTEE MEMBERS

Non-Board committee members are appointed by the Board and assist the Board in carrying out the duties of their committee.

The role of a non-Board committee member includes the following responsibilities:

1. Understand and comply with the College's governing legislation, by-laws, and governance policies including the Board Code of Conduct.
2. Acquire and apply a working knowledge of the statutory requirements, mandate, policies and rules that apply to the committee.
3. Contribute constructively to committee deliberations and proceedings. Respect the perspective and input of other committee members.
4. Arrange schedule to facilitate attendance at committee meetings. Prepare for meetings in advance by reading materials and coming prepared to participate meaningfully in the discussion or proceeding.
5. Raise issues in a respectful manner that encourages open discussion. Support good due diligence and decision-making by voicing constructive concerns, asking for more information if necessary and exercising independent judgement.
6. Participate in required orientation and educational activities.
7. Participate in committee evaluations.

ROLE OF COMMITTEE CHAIR

Committee chairs provide leadership and direction to their committee to ensure it fulfills its statutory and Board mandate. The chair is accountable to the Board for the committee's activities and the integrity of its process.

The role of committee chair includes the following responsibilities:

1. Conduct meetings in a timely and cost-effective manner. Facilitate meetings and committee processes such that all members have an opportunity to participate and contribute meaningfully.
2. Facilitate broad, respectful, and constructive dialogue during meetings. Support independent thinking and diversity of views while encouraging alignment on decisions and outcomes.
3. Participate in committee discussions and contribute to committee deliberations and proceedings.
4. Control dominant members and manage conflict and other circumstances in which the committee is not functioning effectively. If necessary, bring matters to the attention of the Chair of the Board or the Registrar.
5. Conduct regular evaluation of committee performance and committee members. Implement improvements to improve committee effectiveness.
6. Obtain assurance that new committee members understand the role of the committee and receive appropriate orientation. Recommend opportunities or requirements for ongoing education or training for the committee.

ROLE OF THE CHAIR OF THE BOARD

The Board elects the Chair to serve as its most senior officer. The Chair facilitates the work of the Board and ensures the quality of its governance.

In addition to any duties set out in the by-laws, the Board's role includes the following responsibilities:

1. Serve as the Chair of the Executive Committee and participate on other committees as the Board directs. Chair Board and committee meetings, as necessary.
2. Participate in committee discussions and contribute to committee deliberations and proceedings.
3. Provide strategic leadership and work in collaboration with the Registrar to establish and promote the College's strategic planning process and priorities.
4. In collaboration with the Registrar, identify issues, objectives and priorities for Board deliberation.
5. Is a champion for good governance and ensures the Board fulfills its governance role effectively and strives to achieve high standards and follows best practice in governance.
6. Ensure the Board and its members have access to effective orientation and ongoing education.
7. Oversee the Board's evaluation process and provide constructive feedback to Board directors and committee chairs as required.
8. Oversee the Registrar's annual performance review and provide leadership in the hiring of the Registrar and the negotiation of the Registrar's employment contract.
9. Ensure an orderly transition of the Chair's office and functions.

ROLE OF VICE-CHAIR

The Board elects the Vice-Chair who discharges the Chair's duties if the Chair is unavailable. The Vice-Chair assists the Chair in providing leadership to the Board and College.

In addition to any duties set out in the by-laws, the Vice-Chair's role includes the following responsibilities:

1. Perform the Chair's duties if the Chair is unavailable or has a conflict of interest.
2. Serve as a member of the Executive Committee and participate in other committees as Board directs.
3. Understand the Chair's role and responsibilities and the key policy, regulatory and operational issues the College is facing.
4. Develop effective working relationships with the Registrar and other College staff members, in conjunction with the Chair.
5. Provide assistance and counsel to the Chair.
6. If necessary and at the direction of the Chair or Board, assume appropriate leadership roles and responsibilities.

ROLE OF REGISTRAR & EXECUTIVE DIRECTOR

The Registrar fulfills the statutory duties of the role and leads the implementation of the College's vision, mission and strategic goals. The Registrar is the Executive Director of the College and oversees its day-to-day operations.

In addition to any duties set out in the by-laws, the Registrar's role includes the following responsibilities:

Organizational leadership

1. Recruit, lead and develop the College's human resources and ensure policies and controls are in place to build and maintain a safe and tolerant working environment at the College.
2. Implement processes to ensure continuing quality improvement of the College's programs.
3. Foster a work culture that results in high productivity and staff morale.
4. Lead the development and implementation of programs, policies and protocols to ensure the College complies with its legislative obligations and for effective financial, regulatory and operational performance, including regular reporting to the Board about College performance.
5. Support the operation and administration of the Board and its committees.
6. Recommend the annual budget for Board approval and prudently manages the College's financial resources.
7. Ensure financial and internal controls are in place at the College in addition to processes to identify and manage key risks to the College.

Strategy and governance

8. Build and maintain capacity for strategic planning at the College and take ownership for the accomplishment of the Board's strategic goals as set out in strategic plan approved by the Board. Ensure the regular review of strategic goals, and the College's vision, mission and values.
9. Assist and support the Board in fulfilling its governance responsibilities and in achieving and managing good governance practices.
10. With the Executive Committee ensure the Board agenda and materials support effective and wellinformed decisions.
11. Facilitate the transition of the Chair's office.

12. Oversee the identification of trends, issues and risk relevant for Board consideration and recommend and develop policies and activities to respond to them.
13. Participate in an annual performance review.
14. Act as the key conduit between the Board and College staff and facilitate a productive relationship between College staff members and the Chair and Board directors, as required.

Public Relations and Communications

15. Act as the College's spokesperson.
16. Develop and maintain meaningful and effective relationships with the public and external stakeholders, including the profession, government, relevant associations and regulatory peers.

BOARD'S RELATIONSHIP WITH THE REGISTRAR AND COLLEGE STAFF

A strong and effective relationship between the Board and the Registrar, and between Board directors, committee members and College staff, plays a vital role in the College fulfilling its mandate and achieving its goals.

Relationship with the Registrar

1. The Board provides direction to the Registrar, and through the Registrar to College staff and management. The Board ensures compliance with these directions. The Board delegates authority to the Registrar to establish operating policies and procedures and to make decisions to enable the College to operate effectively and achieve its strategic goals.
2. The Registrar is accountable to the Board, through the Chair. The Registrar reports regularly to the Board on matters that are relevant to the Board and the College.
3. The relationship between the Registrar, Board directors and committee members is not hierarchical. Individual Board directors do not have the authority to instruct the Registrar except with the approval of the Board. The Chair has the approval of the Board to collaborate and work together with the Registrar.
4. The Chair and the Registrar are responsible to manage Board matters that concern the relationship between Board and staff members.
5. The Board from time to time establishes a process to evaluate the performance of the Registrar.

Relationship with College Staff

1. Individual Board directors and committee members do not provide direction to or demand accountability from College staff. But staff members have a great deal of knowledge and experience and are essential for the effective running of the Board and committee business. Board directors, committee members and staff should interact collegially and in collaboration during the conduct of College business. They should respect the division of labour between Board directors as decision makers and staff as advisors and facilitators.
2. Board directors should respect the difference between their governance and policy making role and the role of staff and management and at the College. Board directors should not 'cross the line' and interfere with staff with respect to administrative or operational matters, and matters more generally that are within the purview of staff and management.
3. Staff members should remember that they carry out the policy directions of the Board and should not act inconsistently with or beyond the scope of Board policy and direction. Staff members do not establish policy for the College without the approval of the Board.

4. Board directors or committee members who have a request for staff support in connection with their duties (outside of normal committee business) should discuss this with the Chair who will follow-up with the Registrar.
5. The Chair and Registrar are responsible for managing issues of concern between a staff member and a Board director or committee member. In the context of committee matters, the Committee Chair may deal with the issue in consultation with the Registrar.

HONORARIA AND EXPENSE POLICY

Application and Scope

This Policy is intended for use by elected board directors and committee appointees. The Policy sets out the parameters for payment of per diem honoraria for conducting CDO business and addresses reimbursement for eligible expenses.

All remuneration for public appointees by the Lieutenant Governor in Council on the CDO's Board and committees is governed by the guidelines issued by the Health Board Secretariat.

Honoraria

Honoraria is paid for attendance at CDO Board or committee meetings, preparation time for CDO Board or committee meetings, and for engaging in other CDO work. Other CDO work may also include attending external conferences or other events as required and pre-approved by the CDO.

Honoraria Rates and Timelines

Per diem for meeting attendance and preparation time rates can be claimed at:

Per Diem Rate	Time	
100%	Full Day	> 6 hr 1 min hours
75%	¾ Day	4hrs 1 min <6 hours
50%	½ Day	2hrs 1 min - <4 hours
25%	¼ Day	0 - <2 hours

Attendance Honoraria

Position	Per Diem Rate	
Chair of the Board & Committee Chairs	100% per diem	\$ 400
	75% per diem	\$ 300
	50% per diem	\$ 200
	25% per diem	\$ 100
Vice-Chair of the Board	100% per diem	\$ 350
	75% per diem	\$ 262.50
	50% per diem	\$ 175
	25% per diem	\$87.50
Board Directors & Committee Appointees	100% per diem	\$ 300
	75% per diem	\$ 225
	50% per diem	\$ 150

	25% per diem	\$ 75	
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Reimbursement will be based on whichever is the longer of the scheduled meeting time or actual meeting time.

For meetings where the Chair determines that the Committee shall make an additional electronic motion pending additional information, the time spent reviewing, responding, and making the motion electronically will be added to the preparation time. If time is spent over multiple days, the time should be totaled and invoiced as one entry per meeting.

The supplemented rate for the Committee Chair can only be claimed when the individual is assuming the role of Chair at the committee meeting. It cannot be claimed when the individual is attending a meeting as a member of another committee or attending a Board meeting.

The supplemented rate for the Chair and Vice-Chair roles is in recognition for the extra responsibilities inherent in these roles including preparing the agenda, chairing the meeting, taking minutes for in-camera sessions, and writing reports for the Board. The Chair and Vice-Chair are only reimbursed at the supplemental rates while at Board and Executive Committee meetings, and external meetings if representing the CDO in that capacity.

Preparation Time

Preparation time is calculated as the total time in minutes spent to review materials for a meeting and undertake actions as assigned by the committee. With the exception of meetings of the Inquiries, Complaints and Reports Committee (ICRC), preparation time must not exceed scheduled or actual meeting time (whichever is greater) without the approval of the Committee Chair and/or Registrar & Executive Director. *Example 1:* The maximum allowable preparation time for a 2-hour (1/4 day) Registration Committee meeting is 2 hours (1/4 day). Individuals can claim 25% of the per diem/\$75. *Example 2:* The maximum allowable preparation time for a 7-hour (full day) board meeting is 7 hours (full day). Individuals can claim 100% per diem/\$300. *Example 3:* The maximum allowable preparation time for a 2-hour (1/4 day) ICRC meeting is >6 hours (full day). Individuals can claim 100% per diem/\$300.

Preparation time can only be claimed for meetings individuals attend as a board or committee member. Observers are not eligible for preparation time.

If preparation time for a meeting is completed over multiple days, the time should be totaled and invoiced as one entry on one day.

Preparation Time Honoraria

Remuneration for preparation time for board or committee meetings will be calculated at the Director and Committee Appointee rate in the schedule above.

Additional Board Chair Rate

Recognizing the additional workload that is attached to the role, the Chair of the Board may invoice the College for preparation time at the director rate for meetings, emails, and phone calls with the Registrar and/or staff, as well as with Board and committee members. If time is spent over multiple days, the time should be totaled and invoiced as one entry per month.

Cancellation of Scheduled Hearings and Meetings

A per diem can be claimed by impacted individuals when meetings or hearings are cancelled or rescheduled with less than 48 hours notice. Cancellation payments will be made at a rate of 50% of the per diem of the scheduled meeting time.

Expenses

The CDO will reimburse for authorized, necessary and reasonable expenses actually incurred in the course of carrying out CDO business. Reimbursement is based on the amount actually spent up to any maximum allowed for a specific type of expense included in this policy.

Individuals are expected to be fiscally responsible, ensuring CDO funds are used prudently and responsibility with a focus on accountability and transparency.

Travel and Accommodation

While most CDO meetings are conducted virtually, occasionally meetings and other CDO work require in person attendance.

Individuals are expected to make their own travel arrangements and hotel accommodations.

Individuals are required to select the most efficient, effective and/or economical mode of transportation when conducting CDO business. When rail or air travel is required, individuals are encouraged to make their travel arrangements early to take advantage of discounts or other promotions. Economy class is the standard option for travel. Generally, business class travel is not acceptable, however when a business class ticket is more economical than the economy fare, a copy of the economy fare to substantiate the claim should be provided.

Where a personal vehicle is used, reimbursement will be provided at the following mileage rates:

- \$0.57 / km < 250km
- \$0.58 / km >250km

Reimbursement is provided for necessary and reasonable expenditures on parking, as well as for tolls, bridges, ferries and highways, when driving on CDO business. Parking expenses will be reimbursed at the most economical rate (valet parking is not generally permitted).

Individuals who are required to travel out of town and overnight to participate in CDO work may be accommodated in a hotel; however, this is not generally provided to individuals who reside within 40km of

the meeting without prior approval from the Registrar or Chair of the Board. Individuals should stay at a hotel with where the CDO has negotiated a preferred rate unless a better rate is available elsewhere.

A travel honoraria of \$90 is available to individuals travelling more than 250 km (one honoraria per trip).

Meals

Individuals may be reimbursed for personal meal expenses incurred while engaging in CDO work, provided that meals are not already included as part of the meeting, workshop, or other event. Reimbursement will not be provided for meals consumed at home or included in the cost of transportation, accommodation, seminars, or conferences. Reimbursement for meals is an expense and not an additional allowance or stipend.

Alcohol cannot be claimed and will not be reimbursed as part of a travel or meal expense.

Meal allowances (including applicable taxes and gratuities)

Meal	Allowance
Breakfast	\$20
Lunch	\$25
Dinner	\$50

Submitting Claims

Claims for honoraria and expenses are made using the online claims management service.

Claimants must:

- Submit claims promptly after the expense is incurred
- Submit claims for the fiscal year by March 31st
- Submit claims before leaving the position with the CDO

Reimbursement will only be provided for eligible expenses incurred after submitting complete expense forms and receipts. Itemized receipts are required to support expenses. A written explanation must accompany any expenses not supported by a receipt, indicating why the receipt is unavailable along with a description itemizing and confirming the expense(s).

Authorization from the Board Chair and/or Registrar & Executive Director is required prior to incurring any expenses outside of regular Board and Committee work and for claims exceeding maximums allowed under the guidelines.

BOARD CODE OF CONDUCT

Purpose and Application

The Board is dedicated to achieving the highest standards of public trust and integrity in its governance of the College. This commitment applies to the Board as a whole and to individual Board directors and committee members. The purpose of the Code of Conduct is to maintain this standard. The Code is a College governance policy that applies to all Board directors and to all non-Board committee members. (For ease of reference the term "Board member" will include non-Board committee members, with any necessary modification to fit the context.). The Code of Conduct will be reviewed every three years.

Fiduciary Duties

All Board directors stand in a fiduciary relationship to the College. This means that Board directors must act honestly, in good faith, and in the best interests of the College consistent with its mandate to protect the public. Board directors who consider themselves as being elected or appointed by a particular interest group, must act in the best interests of the College, even if this conflicts with the interests of that group. Board directors are subject to strict standards of honesty, integrity and loyalty. They must not place their own personal interest above the best interests of the College. Board directors also have duties relating to confidentiality and conflict of interest.

Acting in the Public Interest

When making decisions on behalf of the College, Board directors must act in the public interest. This means that the objectives and outcomes of the decision-making process are in the public interest, and that the process and procedures followed to make the decision are in the public interest. A process that reflects the public interest involves among other things, complying with applicable law, acting fairly and impartially, making decisions on best-evidence and ensuring proper accountability and transparency. Board directors are expected to comply with all expectations set out in the governance manual regarding impartiality in decision-making.

The public interest and public protection must always be in the forefront of Board and committee decision making. It is possible that in advancing the public interest, a Board director may seek to advance the interests of the profession. But the public interest and public protection will not always align with the interests of the profession. If this occurs a Board director must favour the public interest.

Equity, Diversity, Inclusion and Belonging

The College is committed to Equity, Diversity, Inclusion and Belonging (EDI-B) as a critical component of public protection and safety. The Board supports and fosters an environment that is culturally safe and that promotes belonging at the College, within the profession, and for the public. Accordingly, Board directors are expected to engage in EDI-B training and reflection with an open-mind and approach all College work and decision making with an EDI-B lens.

Respectful Conduct

Board directors are expected to recognize and respect the value of diversity and the contributions of all other members. Board discussions and debate will take place in an atmosphere of mutual respect and civility, avoiding discrimination and bias. A Board director's behaviour must be consistent with this principle. Board directors are expected to contribute to discussions, remain open to differing viewpoints, and work towards consensus. In support of this principle a Board director must refrain from any conduct or communication that would reasonably be viewed as verbal, physical or sexual abuse or harassment. They must also maintain appropriate decorum during all Board and committee meetings and follow the rules of order (appendix c) when deemed appropriate.

Board Solidarity

The Board speaks with one voice. Board directors acknowledge that Board decisions must be supported by all Board directors. A Board director who has abstained or voted against a motion or decision must still adhere to and support the decision of the majority regardless of the degree of their disagreement with the decision.

Conflict of Interest

As fiduciaries, Board directors must avoid situations where their personal or financial interests conflict with their duties to the College. They must avoid situations where the duties they owe to the College may conflict with duties that they owe to other organizations or individuals. Board directors must take steps to avoid these types of conflict and comply with College by-laws and policies relating to conflict of interest.

Confidentiality

Board directors must respect the confidentiality of the information they obtain through exercising their duties on behalf of the College. They must comply with College by-laws and policies relating to confidentiality. They must also comply with the confidentiality obligations in legislation governing the College.

College Spokesperson and Media Contact

A Board director must not speak on behalf of the College unless they have Board authorization, or authorization from the Chair and Registrar. If a Board director has this authorization, they must represent the Board in a way consistent with the Board's direction and with its policies and accepted positions. Board directors must refer media requests or questions to the Registrar. Board directors must comply with Board and College processes and policies relating to communications and College representation.

Social Media Use

Board directors who use social media must ensure that they engage in social media in a way that is consistent with the Code of Conduct and their fiduciary role with the College. Board directors are not required to follow or engage with the College's social media accounts. Board members may "like" or "share"

College social media, however, should generally refrain from commenting or otherwise responding to posts, which could create the appearance of speaking on behalf of the College or the Board.

Board directors must refrain from including or referencing Board or Committee titles or positions held at the College in any personal or business promotional materials, advertisements and business cards used for economic gain (although referencing one's titles or positions held at the College in one's curriculum vitae or resume, including virtual CVs such as LinkedIn, is acceptable so long as the CV is not overtly used in a promotional manner).

Commitment

All Board directors must devote the time and effort necessary to regularly attend meetings and engage in constructive discussion. This involves preparing appropriately for meetings and proceedings and participating meaningfully in them. Board directors must participate to the best of their ability in performance evaluations, orientation and ongoing education relating to their role.

Compliance with Board and College By-laws and Policies

All Board directors must comply with the College's by-laws, policies and processes. All Board directors must also comply with the provisions that apply to them in the Regulated Health Professions Act (RHPA) and the Dietetics Act (and the regulations under these acts) and other statutory requirements that apply to them in the exercise of their role. All Board directors must sign an acknowledgement (see the Annual Acknowledgement & Commitment) that they have reviewed the Board's governance policies and other materials and understand their obligations to the College.

External Advice and Counsel

A Board director must have Board approval to retain external advice or counsel with respect to College or Board business. A Board director who wants to retain external opinions or advice should make a request to the Chair.

IN-CAMERA POLICY

Purpose

In accordance with subsection 7(1) of the Health Professions Procedural Code (“Code”) all meetings of the Board of Directors shall be open to public. However, if discussions include subject matters as set out in subsection 7(2) of the Code¹, the Board of Directors may decide to exclude the public from the meeting by going in camera. The Board of Directors is mindful that they should only go in camera when it is necessary.

Policy

In-camera sessions will include the Registrar unless the meeting is to discuss the Registrar’s performance review or other issues related to the Registrar. The Board may also decide to include explicitly invited guests to the in camera session, such as legal counsel, senior staff or other advisors, where a motion is carried permitting attendance. Members of the public (which includes the media) are not permitted to be present.

The Chair is responsible for ensuring that in-camera sessions remain focused on the designated items and do not digress into areas that ought to be discussed during the open Board meeting. The Chair has the authority to determine the appropriateness and relevance of the issues raised in-camera.

If an in-camera session is planned during a Board meeting, the legislative grounds for doing so will be noted in the meeting agenda and minutes. To the extent possible, the in-camera agenda will be made available to the Board in advance. Information and documentation related to the in-camera session, including incamera minutes, will not be posted with the public Board materials.

¹ Despite subsection (1), the Council may exclude the public from any meeting or part of a meeting if it is satisfied that,

- (a) matters involving public security may be disclosed;
- (b) financial or personal or other matters may be disclosed of such a nature that the harm created by the disclosure would outweigh the desirability of adhering to the principle that meetings be open to the public;
- (c) a person involved in a criminal proceeding or civil suit or proceeding may be prejudiced;
- (d) personnel matters or property acquisitions will be discussed;
- (e) instructions will be given to or opinions received from the solicitors for the College; or
- (f) the Council will deliberate whether to exclude the public from a meeting or whether to make an order under subsection (3).

Record Keeping and Minutes

The Vice-Chair is responsible for recording the minutes for in-camera sessions for approval by the Board at a subsequent in-camera session.

Approved minutes where the Registrar is present are stored in a confidential and secure location on the CDO network. Approved minutes where the Registrar is not present are stored in a virtual, cloud-based file storage location only accessible by the Chair and Vice-Chair using CDO email addresses.

To ensure security of the information stored on cloud-based file storage:

- The passwords for the Chair and Vice-Chair's accounts must comply with the CDO's standards for password security, i.e. length, complexity and password change frequency.
- As back up, the Board's legal counsel is provided with the most up-to-date password and security questions for the cloud-based file storage at all times. This is to maintain accessibility to minutes in the event that the passwords are lost or forgotten, if the Chair and Vice-Chair become unavailable or when there is a change in the Chair and/or Vice-Chair roles.

COMMITTEE MANDATES

Committees conduct much of the work of the College. There are two types of ongoing committees: statutory and non-statutory. The Board may also establish ad hoc committees or working groups from time to time.

Statutory committees are set out in the RHPA and are as follows:

1. Executive Committee
2. Discipline Committee
3. Fitness to Practise Committee
4. Inquiries, Complaints and Reports Committee
5. Patient Relations Committee
6. Quality Assurance Committee
7. Registration Committee

The Board establishes non-statutory committee through by-law. There are currently four committees:

- ~~1. Elections Committee~~
- ~~2.1. Registrar Performance and Compensation Review Committee~~
- ~~2. Finance and Audit Committee~~
- ~~3. Professional Practice Committee~~
4. Governance Committee

The College by-laws set out the composition for both statutory and non-statutory committees. The RHPA sets out responsibilities, powers and requirements for statutory committees. The College's ~~By-law 1 and~~ [Committee Terms of Reference](#) sets out the responsibilities of non-statutory committees.

~~For ease of Board director and committee member reference, a brief summary of the mandate the Terms of Reference of each committee is set out below can be found in Appendix D.~~

~~While College committees are responsible for making policy recommendations, all new policies and policy changes require Board approval. The exception is any minor or operational policy changes that are required to implement Board decisions.~~

~~Statutory Committees~~

~~Executive Committee~~

~~The Executive Committee provides leadership to the Board and facilitates the effective functioning of the Board and its committees. It reviews significant policy, financial and operational matters. The Committee coordinates activities, and between Board meetings it has all the powers of the Board regarding any matter requiring immediate attention, other than the power to make, amend or revoke regulations or by laws.~~

Commented [MK1]: Suggestion - delete all of these summaries, but consider including the committee terms of reference as a new Appendix D to the governance manual.

Commented [MK2]: Suggested addition to clarify that policies must as a general rule be approved by Council

Discipline Committee

The Discipline Committee considers allegations of professional misconduct or incompetence of members referred to it by the Inquiries, Complaints and Reports Committee.

Fitness to Practise Committee

The Fitness to Practise Committee provides a fair hearing of matters regarding the incapacity of members to practise safely. It determines whether a member is suffering from a physical or mental condition or disorder that is affecting or may affect her or his practice, and if so, what action is necessary to protect the public.

Inquiries, Complaints and Reports Committee (ICRC)

The ICRC handles matters related to public complaints or information the College receives through reports. The ICRC oversees investigations into members' care, conduct and capacity. The ICRC takes action in response to investigation findings. These include referrals to the Discipline, Quality Assurance, or Fitness to Practise Committee, and requiring a member to complete a specified education or remediation program (SCERP) or attend before it to receive a caution.

Patient Relations Committee

The Patient Relations Committee advises the Board with respect to public education and coordinates requests for funding for therapy and counselling should any patient suffer sexual abuse by a member of the College.

Quality Assurance Committee

The Quality Committee is responsible for ensuring that members comply with all aspects of the College's Quality Assurance Program. The Committee oversees member assessments and develops professional standards and other resources to ensure competent and safe dietetic practice.

Registration Committee

The Registration Committee assesses an applicant's qualifications to practise dietetics in Ontario. The Committee implements objective, fair and transparent registration practices to ensure that only qualified individuals are registered to practice in Ontario.

Non-Statutory Committees

Registrar & Executive Director Performance and Compensation Review Committee

The Registrar & Executive Director Performance and Compensation Review Committee conducts the annual performance review of the Registrar & ED.

Elections Committee

The Elections Committee deals with any disputes relating to the election of elected Board directors or to the distribution by the College of election material prepared by a candidate for election. It is also responsible for studying and making recommendations to the Board on improving the election process.

Audit Committee

The Audit Committee reviews the draft audit report and oversees the implementation of audit recommendations.

Governance Committee

The Governance Committee supports the effective governance of the College. The Governance Committee evaluates, recommends, and implements initiatives that promote governance excellence and align with the College's mandate and strategic plan. This committee will also support the College's strategic decision making related to Equity, Diversity and Inclusion (EDI) in alignment with the strategic plan.

SELECTION CRITERIA FOR COMMITTEE APPOINTMENTS

The Board appoints individuals to committees in accordance with Article 8 of the by-laws.

The Executive-Governance Committee will refer to the following criteria in recommending individuals to serve on committees.

1. The individual's eligibility under the by-laws to serve on a committee
2. The individual's degree of availability
3. The knowledge, skills and experience of the individual
4. The interest and commitment of the individual with respect to committee involvement
5. The previous performance of the individual on Board committees
6. The fit of the individual's competencies with the competencies of other committee members
7. Recommendation from committee chairs
8. Avoiding conflict of interest or appearance of bias

EVALUATION AND EDUCATION

The Board will regularly evaluate its governance performance. Evaluation increases the Board's understanding of its own governance and deepens its commitment to good governance and adhering to its governance values and policies. The Board will support good governance through ongoing education and orientation of its new members. A third-party consultant will evaluate the Board's governance every three years.

The Board will regularly monitor and discuss its performance through the following methods:

1. Evaluation of Board meetings

The Board will conduct regular evaluations with respect to the effectiveness of its meetings and meeting processes and keep a record of the results of the regular evaluations.

2. Annual evaluation of Board and committee performance

Board directors and committee members will complete an anonymous annual performance evaluation through email. The Board and committees will receive the results for review and discussion.

3. Board orientation and education

The Board will support good governance through the following: (a) orientation on governance for new Board directors and committee members; (b) training in governance for the full Board and committee members at least annually; and (c) offering opportunities for Board directors to attend external events on governance, if feasible. The Board will use evaluation results to assess the need for education and determine the content of orientation and educational programs and activities.

The Board will use evaluation results to inform the review and revision of its governance policies.

The Board will use the evaluation forms that are set out in Appendix A to this manual, or other forms that it approves from time to time.

CONFIDENTIALITY & TRANSPARENCY

Board directors and committee members are subject to and must comply with the confidentiality provisions set out in section 36 of the RHPA and if applicable section 83 of the Code.

Sections 36 and 83 are attached to this policy.

Also, as part of their fiduciary duties Board directors and committee members owe the College a duty of confidence. Board directors and committee members must treat as confidential and not disclose without Board approval all matters before Board and all information the Board director otherwise receives during the exercise of their duties. This duty of confidentiality does not apply to matters under discussion during the portion of a Board meeting open to the public.

The subject matter of Board sessions closed to the public are confidential until disclosed in an open session of the Board.

Committee matters are confidential until disclosed in an open session of the Board or otherwise made public by the College.

Transparency

In keeping with the College's value of transparency and with the requirements of the RHPA, the College will make the following governance material available to the public on its website:

1. Board agendas and meeting materials relating to the portion of Board meetings open to the public,

2. Minutes from the portion of Board meetings open to the public, and
3. The College's by-laws and governance policies.

Section 36 of the RHPA

Confidentiality

36 (1) Every person employed, retained or appointed for the purposes of the administration of this Act, a health profession Act or the *Drug and Pharmacies Regulation Act* and every member of a Board or committee of a College shall keep confidential all information that comes to his or her knowledge in the course of his or her duties and shall not communicate any information to any other person except, (a) to the extent that the information is available to the public under this Act, a health profession Act or the *Drug and Pharmacies Regulation Act*;

(b) in connection with the administration of this Act, a health profession Act or the *Drug and Pharmacies Regulation Act*, including, without limiting the generality of this, in connection with anything relating to the registration of members, complaints about members, allegations of members' incapacity, incompetence or acts of professional misconduct or the governing of the profession; (c) to a body that governs a profession inside or outside of Ontario;

(d) as may be required for the administration of the Drug Interchangeability and Dispensing Fee Act, the Healing Arts Radiation Protection Act, the Health Insurance Act, the Health Protection and Promotion Act, the Independent Health Facilities Act, the Laboratory and Specimen Collection Centre Licensing Act, the Long-Term Care Homes Act, 2007, the Retirement Homes Act, 2010, the Ontario Drug Benefit Act, the Coroners Act, the Controlled Drugs and Substances Act (Canada) and the Food and Drugs Act (Canada);

(d.1) for a prescribed purpose, to a public hospital that employs or provides privileges to a member of a College, where the College is investigating a complaint about that member or where the information was obtained by an investigator appointed pursuant to subsection 75 (1) or (2) of the Code, subject to the limitations, if any, provided for in regulations made under section 43;

(d.2) for a prescribed purpose, to a person other than a public hospital who belongs to a class provided for in regulations made under section 43, where a College is investigating a complaint about a member of the College or where the information was obtained by an investigator appointed pursuant to subsection 75 (1) or (2) of the Code, subject to the limitations, if any, provided for in the regulations;

(e) to a police officer to aid an investigation undertaken with a view to a law enforcement proceeding or from which a law enforcement proceeding is likely to result;

(f) to the counsel of the person who is required to keep the information confidential under this section; (g) to confirm whether the College is investigating a member, if there is a compelling public interest in the disclosure of that information;

(h) where disclosure of the information is required by an Act of the Legislature or an Act of Parliament; (i) if there are reasonable grounds to believe that the disclosure is necessary for the purpose of eliminating or reducing a significant risk of serious bodily harm to a person or group of persons;

(j) with the written consent of the person to whom the information relates; or

(k) to the Minister in order to allow the Minister to determine,

(i) whether the College is fulfilling its duties and carrying out its objects under this Act, a health profession

Act, the *Drug and Pharmacies Regulation Act* or the *Drug Interchangeability and Dispensing Fee Act*, or (ii) whether the Minister should exercise any power of the Minister under this Act, or any Act mentioned in subclause (i).

Section 83 of the RHPA

Confidentiality of information

83 (1) Except as provided in section 80.2 and in this section, the Quality Assurance Committee and any assessor appointed by it shall not disclose, to any other committee, information that,

(a) was given by the member; or

(b) relates to the member and was obtained under section 82.

CONFLICT OF INTEREST

Purpose and Application

This policy defines conflict of interest and provides guidance to Board directors and committee members with respect to their duties relating to conflicts of interest. The policy applies to all members of the Board and to all non-Board committee members. (In this policy the term “Board director” also refers to nonBoard committee members, who are subject to the same requirements with respect to conflict of interest.)

Policy

Board directors must avoid or resolve all potential conflicts of interest that may arise during their performance of College duties. Board directors must make best efforts to avoid situations that the public or College members might perceive as a conflict of interest, even if there is no actual conflict of interest.

The By-laws contain provisions with respect to conflict of interest and Board directors must comply with them. Board directors should also adhere to this policy and consider it in the context of complying with the by-laws.

Board directors and committee members are required to complete an annual declaration of conflict of interest and submit it to the College by June 30th of each year.

As part of the annual declaration of conflict of interest and at any other time during the year, public Board directors are required to declare any offences, charges, or bail conditions. Elected Board directors and committee appointees are required to report any offences, charges, bail conditions, or findings of professional misconduct that have been made against them as part of their annual renewal with the College.

Description of Conflict of Interest

Article 16 of the By-laws defines conflict of interest as follows:

A conflict of interest exists if a reasonable person would conclude that a Board director or committee member’s personal, professional or financial interest or relationship may affect his or her judgement, impartiality or the discharge of his or her duties to the College. A conflict of interest may be real or perceived, actual or potential, or direct or indirect.

The circumstances in which a conflict of interest might arise cannot be exhaustively set out, but generally a conflict will arise in the following types of situation:

1. Board director self-interest – a Board director transacts with the College directly or indirectly, or when a Board director has a material direct or indirect interest in a transaction or contract with the College.

2. Interest of a relative or association – a Board director’s immediate family, or professional associate or business partner, enters a business arrangement with the College.
3. Gifts – a Board director, or any other person the member chooses, accepts a gift or benefit of more than nominal or token value from a party with whom the College might enter into a business arrangement, for the purpose of influencing an act or decision of the College.
4. Competing interests – a Board director owes obligations to another organization that are competing or inconsistent with those of the College and its duty to act in the public interest.

Resolution Process for Conflicts of Interest

Board directors must comply with the process set out in Article 16 of the By-laws for identifying and addressing conflict of interest. Acting in a conflict of interest is a breach of the By-laws and this policy.

IMPARTIALITY IN DECISION MAKING

The purpose of this policy is to assist Board directors and committee members to identify and avoid situations where a lack of impartiality might arise during a hearing or more generally with respect to decisions affecting an individual dietitian outside the context of a hearing. (The word “director” in this policy will include and refer to both Board directors and committee members.)

Avoiding Appearance of Bias in Adjudicative Decisions

A director should not adjudicate in a hearing if circumstances may give rise to a reasonable apprehension of bias on the part of the director. A reasonable appearance of bias exists if a reasonable and wellinformed observer who is familiar with College process and who has the relevant facts would conclude that the director would not decide the matter fairly or impartially.

It is impossible to list all the circumstances in which a reasonable apprehension of bias will arise. Directors should be aware of the potential for bias and seek advice even if a small likelihood of bias exists. By way of example, the following circumstances will likely result in an apprehension of bias:

1. An association or relationship or activity involving that suggests the director would not decide the matter impartially, for example the panel member is a former partner or friend of the subject dietitian or the member wrote a letter of reference for the subject dietitian.
2. The director and the subject dietitian have patients or clients in common and the patient or client discussed the matter with the dietitian.
3. The director’s past conduct or statements on relevant issues suggest that the member is prejudging the matter.
4. Conduct during a hearing, for example overly aggressive questioning of one party, refusing to hear evidence from one party, constant interruption of one party, and laughing or making exasperated noises during testimony.

Before a hearing, the College will provide panel members with basic information about the identity of the parties and their counsel. If at any time a panel member becomes aware of situation that might create a reasonable apprehension of bias in an adjudicative matter, they should immediately advise the panel chair or the Registrar. If a panel member becomes aware of the potential for bias during a hearing, she or he should advise the panel chair or independent legal counsel at the earliest possible opportunity. The panel member should not disclose the potential for bias while a hearing is in session. Instead, they should ask for a recess and discuss the matter with the panel chair or legal counsel.

Maintaining Impartiality

Most committee decision-making at the College is not adjudicative and not made during or after a hearing. However, similar considerations apply to these types of decisions as apply in an adjudicative context. In addition to avoiding conflicts of interest (see Conflict of Interest policy), directors should be aware of circumstances that might create a perception that they could not decide a matter in a fair and impartial way. Generally, a director should appear to have an open mind in making a decision and be aware of the potential that a strongly held view or consideration of irrelevant factors (such as age or gender) might create an impression that the member has a “closed mind”. Committee members should appear ‘amendable to persuasion’ in making a decision concerning a dietitian or individual outside of an adjudicative context.

ANNUAL ACKNOWLEDGEMENT AND CONFIRMATION

Board directors and committee members have a duty to understand and abide by their obligations to the College, as outlined in the Board's Code of Conduct policy. To achieve this, Board directors and committee members are expected to review the Board's governance policies and other materials.

I acknowledge and confirm that as a director of the Board or as a member of a Board committee:

1. I have read and am familiar with the College's by-laws and governance policies.
2. I stand in a fiduciary relationship with the College.
3. I am bound by and must comply with the by-laws and policies that apply to the Board, including the College's Code of Conduct and other established governance policies, by-laws relating to conflict of interest, the confidentiality policy, and the applicable role statements.
4. I must act in the public interest when making decisions on behalf of the College.
5. I am aware of my confidentiality obligations under section 36 of the RHPA and understand that it is an offence to breach section 36, with a fine upon conviction of up to \$25,000 for the first offence.

Signature

Name

Date

ANNUAL BOARD PLANNING AND OVERSIGHT AGENDA

JUNE BOARD WORK PLAN

<ul style="list-style-type: none"> • Minutes, March • Executive Committee Report • Review of Council Meeting and Annual Evaluations • Review of Council Annual Workplan and Training Calendar • Management Report • Risk Monitoring Report (Q1) • Approval of Committee Appointments and Committee Slate • Executive Committee Election • Audit of Register • Presentation of Audit and Approval of Auditor
SEPTEMBER COUNCIL WORK PLAN
<ul style="list-style-type: none"> • Minutes, June • Executive Committee Report • Review of Council Meeting Evaluations • Management Report • Risk Monitoring Report (Q2) • Strategic Plan Update • Registrar Coverage Plan
DECEMBER COUNCIL WORK PLAN
<ul style="list-style-type: none"> • Minutes, September • Executive Committee Report • Review of Council Meeting Evaluations • Management Report • Risk Monitoring Report (Q3)
MARCH COUNCIL WORK PLAN
<ul style="list-style-type: none"> • Minutes, December • Executive Committee Report • Review of Council Meeting Evaluations • Management Report • Budget and Strategic Workplan • Risk Monitoring Report (Q4)

APPENDIX A: BOARD & COMMITTEE MEMBER EVALUATION FORMS

Annual Board Performance Evaluation

1. This is my first year on the Board (If yes, answer Question 2 and 3, if no, proceed to question 4) a.
Yes
b. No
2. After the orientation process, I felt prepared to exercise my role on the Board.
 - a. Strongly agree
 - b. Agree
 - c. Disagree
 - d. Strongly disagree
 - e.
3. What I found most useful to help me understand my role on the Board was: [comment box]
4. At Board meetings, the strategic oversight and public protection mandate of the Board were clearly articulated in:
Structure of the meeting agenda
 - a. All of the time

- b. Most of the time
- c. Some of the time
- d. None of the time
- e. NA

Board discussion

- a. All of the time
- b. Most of the time
- c. Some of the time
- d. None of the time
- e. NA

Board decision making

- a. All of the time
- b. Most of the time
- c. Some of the time
- d. None of the time
- e. NA

5. The Board has the information needed to oversee how the College is meeting its goals and objectives.
- a. All of the time
 - b. Most of the time
 - c. Some of the time
 - d. None of the time
 - e. NA
6. The Board has the right information needed to monitor the finances of the College. a. Strongly agree
- b. Agree
 - c. Disagree
 - d. Strongly disagree
7. Questions and discussions at Board meetings added value beyond the information provided in writing to support effective decision making.
- a. All of the time
 - b. Most of the time
 - c. Some of the time
 - d. None of the time
 - e. NA

8. Board discussion focused on policy and outcomes rather than management and administrative processes.
- a. All of the time
 - b. Most of the time
 - c. Some of the time
 - d. None of the time
 - e. NA
9. From my perspective, decisions were based on evidence and information rather than opinion. a. All of the time
- b. Most of the time
 - c. Some of the time
 - d. None of the time
 - e. NA
10. Reports and documents were sufficient to support informed discussions and effective decisionmaking.
- a. All of the time
 - b. Most of the time
 - c. Some of the time
 - d. None of the time
 - e. NA
11. Discussions and decision-making favoured the public interest.
- a. All of the time
 - b. Most of the time
 - c. Some of the time
 - d. None of the time
 - e. NA
12. I am encouraged to express my views fully in all matters discussed at the Board. a. All of the time
- b. Most of the time
 - c. Some of the time
 - d. None of the time
 - e. NA
13. There is an atmosphere of respect and trust among Board members, staff and the Registrar & ED. a. All of the time
- b. Most of the time
 - c. Some of the time
 - d. None of the time

e. NA

14. I trust the information I received at and for the Board meetings.

- a. All of the time
- b. Most of the time
- c. Some of the time
- d. None of the time
- e. NA

15. Board meetings are chaired effectively to build consensus among Board directors and manage conflict constructively.

- a. All of the time
- b. Most of the time
- c. Some of the time
- d. None of the time
- e. NA

16. Both the decision-making role of the Board and the decision-support role of the Registrar & ED are respected

- a. All of the time
- b. Most of the time
- c. Some of the time
- d. None of the time
- e. NA

17. Overall, I felt that the quality and effectiveness of Board governance was:

- a. Excellent
- b. Very good
- c. Good
- d. Poor

18. I look forward to Board meetings.

- a. Strongly agree
- b. Agree
- c. Disagree
- d. Strongly disagree

19. I felt that my role as a Board director was valuable.

- a. Strongly agree
- b. Agree
- c. Disagree

d. Strongly disagree

20. What would have made Board work more valuable to you? [Comment box]

Annual Committee Performance Evaluation

1. This was the first year I worked on this committee. If yes to 1, answer questions 2 and 3, if no, proceed to question #4.
 - a. Yes
 - b. No

2. After the orientation, I understood the role of the committee with regard to the public protection mandate of the College.
 - a. Strongly agree
 - b. Agree
 - c. Disagree
 - d. Strongly disagree

3. The orientation to this committee clearly explained my role and what would be expected of me as a committee member.
 - a. Strongly agree
 - b. Agree
 - c. Disagree
 - d. Strongly disagree

4. I clearly understood the purpose of the committee work and how the work was linked to the College's goals, objectives and legal obligations.
 - a. Strongly agree
 - b. Agree
 - c. Disagree
 - d. Strongly disagree

5. The Committee's significant policy decisions and activities, as appropriate, were reported to the Board, either through the Management Report or staff presentations.
 - a. Yes
 - b. No
 - c. I don't know

6. The meeting agenda was clear about the purpose of the committee meetings.
 - a. All of the time
 - b. Most of the time
 - c. Some of the time
 - d. None of the time
 - e. NA

7. Decision issues were clearly identified on the agenda.

- a. All of the time
- b. Most of the time
- c. Some of the time
- d. None of the time
- e. NA

8. The length of time scheduled for meetings was appropriate to the amount of work that had to be done.

- a. All of the time
- b. Most of the time
- c. Some of the time
- d. None of the time
- e. NA

9. The documentation available at meetings was sufficient to support effective discussions and decision-making.

- a. All of the time
- b. Most of the time
- c. Some of the time
- d. None of the time
- e. NA

10. The Chair and Committee members were prepared for meetings by having read the required material before meetings.

- a. All of the time
- b. Most of the time
- c. Some of the time
- d. None of the time
- e. NA

11. Committee members worked at achieving consensus in their decision-making. a. All of the time

- b. Most of the time
- c. Some of the time
- d. None of the time
- e. NA

12. From my perspective, decisions made by the committee were based on information rather than opinion.

- a. All of the time

- b. Most of the time
- c. Some of the time
- d. None of the time
- e. NA

13. Decisions made by the committee favoured the interest of the public.

- a. All of the time
- b. Most of the time
- c. Some of the time
- d. None of the time
- e. NA

14. The follow-up actions were clearly identified and assigned to committee members or staff. a. All of the time

- b. Most of the time
- c. Some of the time
- d. None of the time
- e. NA

15. I am satisfied with the support received from staff to accomplish committee work.

- a. Strongly agree
- b. Agree
- c. Disagree
- d. Strongly disagree

16. I was given sufficient time to be prepared to contribute to meeting discussions and decision making.

- a. All of the time
- b. Most of the time
- c. Some of the time
- d. None of the time
- e. NA

17. I was respectfully encouraged to participate in discussions and to state my opinions. a. All of the time

- b. Most of the time
- c. Some of the time
- d. None of the time
- e. NA

18. I felt that my contributions were respected.

- a. All of the time

- b. Most of the time
- c. Some of the time
- d. None of the time
- e. NA

19. I listened to and considered the input of others.

- a. All of the time
- b. Most of the time
- c. Some of the time
- d. None of the time
- e. NA

20. I found committee work worthwhile.

- a. Strongly agree
- b. Agree
- c. Disagree
- d. Strongly disagree

21. What was accomplished that was most valuable to you and why? [Comment box]

22. What would have made this work more valuable to you? [Comment box]

23. Other comments. [Comment box]

Board Meeting Evaluation Form

1. Every member of Board had an opportunity to express their opinion.

- a. All of the time
- b. Most of the time
- c. Some of the time
- d. None of the time
- e. Please add a comment if you selected most of the time, some of the time or none of the time [comment box]

2. Active listening was demonstrated at all times.

- a. Yes
- b. No
- c. Additional comments [comment box]

3. No member dominated the discussion.

- a. Strongly agree

- b. Agree
- c. Disagree
- d. Strongly disagree
- e. Additional comments [comment box]

4. Time was efficiently managed during the meeting.

- a. All of the time
- b. Most of the time
- c. Some of the time
- d. None of the time
- e. Additional comments [comment box]

5. Decisions made were summarized after each agenda item.

- a. All of the time
- b. Most of the time
- c. Some of the time
- d. None of the time
- e. Additional comments [comment box]

6. Members of Board actively participated in the decision-making process.

- a. All of the time
- b. Most of the time
- c. Some of the time
- d. None of the time
- e. Additional comments [comment box]

7. Board demonstrated an ability to make the best decisions possible.

- a. All of the time
- b. Most of the time
- c. Some of the time
- d. None of the time
- e. Additional comments [comment box]

8. Climate was respectful

- a. All of the time
- b. Most of the time
- c. Some of the time
- d. None of the time
- e. Additional comments [comment box]

9. In your opinion, were there operational issues inappropriately discussed during the meeting? a. Yes

b. No

c. If yes, please provide examples [comment box]

10. Additional remarks [comment box]

APPENDIX B: ANNUAL CONFLICT OF INTEREST DECLARATION



Annual Conflict of Interest Declaration for Board and Committee Members

Board and committee members have a fiduciary duty to the CDO in which they must avoid situations where their personal, professional or financial interests or relationships conflict with their duties to the College. Board and Committee members should avoid situations where the duties they owe to the CDO may conflict with duties they owe to other organizations or individuals. The definition of 'conflict of interest', and obligations relating to conflicts of interest, are set out in CDO

[By-law 1: General By-law](#), Article 16:

16.1 Definition of Conflict of Interest

A conflict of interest exists if a reasonable person would conclude that a Board or committee member's personal, professional or financial interest or relationship may affect his or her judgement, impartiality or the discharge of his or her duties to the College. A conflict of interest may be real or perceived, actual or potential, or direct or indirect.

16.2 Duty to Avoid and Consult

Board and committee members must whenever feasible avoid situations in which they have or might have a conflict of interest. If a Board or committee member is in doubt about whether he or she has or might have a conflict of interest, the Board or committee member must consult with an appropriate person, for example the Chair, Registrar or legal counsel (if the conflict arises in a hearing setting).

16.3 Process for Resolution of Conflicts

If a Board or committee member believes that he or she may have a conflict of interest in any matter relating to Board or committee business the Board or committee member must consult with an appropriate person such as the Chair, Registrar or legal counsel (if the conflict arises in a hearing context). If there is any doubt as to whether a conflict exists the member must declare it to Board or the committee and accept the Board's or committee's decision as to whether a conflict exists. For adjudicative matters, a committee member should disclose the conflict at the earliest opportunity and in any case before the committee considers the matter.

A Board or committee member who has a conflict of interest must:

- a) before any consideration of the matter, disclose the fact that he or she has a conflict of interest,
- b) not participate in any discussion of the matter,
- c) not attend any meeting of part or part of a meeting involving the matter, and
- d) not vote on the matter, or influence or try to influence the vote.

16.4 Undeclared Conflict

If a Board or committee member believes another Board or committee member has not declared a conflict of interest (despite information notification or inquiry) the Board or committee member who has that belief must advise an appropriate person such as the Chair, Registrar or legal counsel (if the conflict arises in a hearing context). If Board or a committee chair concludes that a Board or committee member respectively has an undeclared conflict of interest, the Board or the chair may direct the Board or committee member to immediately comply with clauses (b), (c) and (d) of section 16.3.

DECLARATION OF CONFLICT OF INTEREST

I **have not** held a leadership, employment, or contractual role with an international, national or provincial association or organization that advances the interests of dietitians, has policy making responsibilities for dietitians or oversees the regulation of dietitians, in the previous year.

I **do not** have any conflicts of interest to declare.

OR

I **have** an actual or potential conflict of interest to declare relating to the following organizations which have a mandate or that could potentially conflict or be seen as conflicting with the mandate of the CDO:

Organization	Role

I **have** an actual or potential conflict of interest to declare relating to another personal, professional or financial interest or relationship, as follows:

I _____ have read the Board Code of Conduct, the CDO by-laws and the Governance Manual and declare that the information is true and accurate to the best of my knowledge.

I confirm that if any information reported in this declaration changes, I will advise the Board Chair (or Registrar) immediately and prior to participating further in any ongoing Board and/or Committee discussion, correspondence, or business; and will also advise Board at its next meeting. I understand that this declaration is not a substitute for declaring any actual or potential conflicts of interest for specific matters discussed at a Board and/or committee meetings should they arise.

DECLARATION OF OFFENCES, CHARGES AND BAIL CONDITIONS

**To be completed by public Board members only. Elected Board and committee members are required to make a declaration of offences, charges and bail conditions as part of their annual renewal process with the College and on an ongoing basis.*

I **have not** been found guilty of any offences and there are no outstanding charges or bail conditions pending against me.

I **have** been found guilty of the following offences in the last year and/or the following outstanding charges or bail conditions are pending against me:

Signature

APPENDIX C: BOARD RULES OF ORDER

Board Rules of Order

General Procedures

1. The Board will ordinarily meet informally and allow discussion of a topic without a motion needing to be made first.
2. The Board may decide matters by consensus and may indicate preferences by a show of hands or other informal methods, but Motions will usually be made if,
 - (a) a decision will commit the College to an action or a public position, or
 - (b) the Chair or the Board is of the opinion that the nature of the matter or discussion warrants a motion.
3. For a decision by motion, the Chair shall put the motion to a vote when it appears to the Chair that the debate has concluded, when Board has passed a motion to vote, or when the time allocated to the debate of the matter has concluded. If a motion is made, the rules on motions will apply.
4. For a decision made by consensus, the Chair shall summarize and confirm back to Board what they have agreed. The statement of the agreement on the matter is the consensus decision.
5. These rules of order are subject to review periodically.
6. These rules shall apply, with necessary modifications, to meetings conducted by teleconference or any other electronic means permitted by the By-Laws, as well as to meetings of Committees.
7. These rules may be relaxed by the meeting chair if greater informality is beneficial in the particular circumstances unless the Board requires strict adherence.

Motions

8. Motions require a mover and a seconder.
9. When the motion contains distinct propositions, any member may require the vote upon each proposition to be taken separately.
10. No Member shall be present in the room, participate in a debate, or vote upon any motion in which they have a conflict of interest, and the vote of any Board Member so interested shall be disallowed.
11. When a matter is being voted on, no Member shall enter or leave the Board room, and no further debate is permitted.
12. Any motion decided by the Board shall not be re-introduced during the same session except by a two-thirds vote of the Board then present.

Amendments and Other Subordinate Motions

13. A motion that has been moved and seconded may be amended by a motion to amend. The meeting chair shall rule a motion to amend out of order if it is irrelevant to the main motion or defeats the basic effect of the main motion.
14. When a motion has been moved and seconded, no other motion may be made except a motion to amend the motion, to refer the motion to a Committee, to postpone the motion, either indefinitely or to a specific meeting, to call the question, to adjourn the debate or to adjourn the meeting.
15. When a motion to refer a motion to a Committee has been made, it shall be decided before any amendment is decided and, if it is passed, no further debate or discussion is permitted.
16. A motion to amend the main motion shall be disposed of before the main motion is decided. Only one motion to amend a motion can be made at a time.

Preserving Order

17. The Chair shall preserve order and decorum and shall rule on any question of order or procedure. A director may appeal the Chair's ruling to the Board.
18. Whenever the meeting chair is of the opinion that a motion offered to the Board is contrary to these rules or the by-laws, they shall immediately inform the Board of their opinion, rule the motion out of order and explain why.
19. The meeting chair shall manage the speaking order or may delegate management of the speaking order.
20. When called upon, the Member shall address the Chair and confine the discussion to the matter under debate.
21. The Chair may limit the number of times a Member may speak, limit the length of speeches, and impose other restrictions reasonably necessary to finish the agenda of a meeting.
22. If a Member believes that another Member has behaved improperly other than that the Board has ~~broken~~ breached the by-laws or these rules, the Member may state a point of order. The chair shall promptly rule on the point of order, which is subject to an appeal to the Board.
23. Staff persons and consultants with expertise in a matter may be permitted to answer specific questions. In addition, the Registrar and Executive Director may provide information relevant to a matter on their own initiative, subject to the direction of the Chair.
24. Observers at a Board meeting are not allowed to speak to a matter that is under debate and Board Members shall not discuss a matter with observers while it is being debated.
25. Members shall mute their electronic devices during Board meetings. Electronic devices can be used during Board meetings to review materials related to the matter under debate and to make notes on the debate.
26. Members are to be silent while others are speaking.

Record Keeping and Minutes

1. Minute taking and maintenance responsibility

Board and committee meeting minutes, including closed (*in camera*) meeting minutes, are typically taken by College staff, as assigned. The Board is responsible for ensuring that accurate board minutes are maintained to form a record of all motions and decisions. College staff oversee the records management of the Board and committee minutes, according to relevant policies. As set out in Bylaw 1, committee chairs are responsible for ensuring that accurate committee meeting minutes are taken (section 10.7).

2. Approval of minutes

Minutes are approved at the subsequent meeting. Minutes from *in camera* meetings or portions of meetings are approved *in camera*. Board and committee members who were not in attendance at a meeting should abstain from voting to approve the minutes from that meeting. Unless their voting is necessary because of changes to board or committee constitution.

3. Storage of and access to minutes

(a) *Storage of and access to Board minutes*

Approved board minutes are published on the College's website, except for minutes from a meeting or part of a meeting that is closed to the public (*in camera*). A copy is stored in a secure virtual cloud-based file storage location.

Approved minutes for closed (*in camera*) Board meetings where the Registrar or their delegate is present are stored permanently in a confidential and secure virtual cloud-based file storage location, accessible to current Board members and appropriate College staff. The Registrar's delegate may be a College staff member, or legal counsel in circumstances where neither the Registrar nor a staff member is present.

Approved board minutes where the Registrar or their delegate is not present because of a conflict of interest (e.g., the board is discussing Registrar terms of employment) are stored in a virtual, cloud-based file storage location only accessible by the Chair and Vice-Chair using College email addresses.

To ensure security of the information stored on cloud-based file storage:

- The passwords for the Chair and Vice-Chair's accounts must comply with the College's standards for password security, i.e. length, complexity and password change frequency.
- As back up, the Board's legal counsel is provided with the most up-to-date password and security questions for the cloud-based file storage at all times. This is to maintain accessibility to minutes in the event that the passwords are lost or forgotten, if the Chair

and Vice-Chair become unavailable or when there is a change in the Chair and/or Vice-Chair roles.

(b) Storage of and access to committee minutes

Approved committee minutes are stored in a similar manner to *in camera* board minutes, and are accessible only to the appropriate committee chair, committee members, and College staff. Approved committee minutes are retained permanently.

(c) Conflict of interest and minute access

Where a board or committee member has a conflict of interest and has been excluded from all or part of a meeting, the person with the conflict of interest may, where the circumstances so require, be excluded from having access to the minutes from that meeting or that part of the meeting. This applies regardless of whether the meeting or meeting portion took place in public or *in camera*. The board and CDO staff will take appropriate measures to ensure that these minutes are retained securely and are accessible to all other appropriate persons.

4. Contents of minutes

(a) Basic information recorded in minutes

All meeting minutes should include the following:

- the name of the Board or committee
- the date of the meeting
- the start and end time
- the location of the meeting; if a meeting takes place virtually, this should be specified along with a notation of whether it was a video or telephone meeting
- the names of all meeting participants and invited guests
- the names of any Board or committee members not in attendance.
- a notation of whether or not a Board meeting was held *in camera*
- for each agenda item, a notation of who spoke to the matter, a concise summary of any relevant discussion, and a notation of the mover, seconder, and outcome of any vote.
- The public interest rationale for the decision, where possible.

(b) Documentation of deliberations

Deliberations should be briefly summarized in minutes. The different considerations discussed should be included, as well as the reasons for the decision. The minutes should not include direct quotes from deliberations. While the person introducing a topic will often be relevant to note, generally board and committee members should not otherwise be named in the context of deliberations.

Minutes should remain factual and impartial, avoiding statements of opinion or subjective comment. For example, minutes should not reference board or committee members' tone of voice or emotions during the discussion (e.g., "a heated discussion took place").

(c) Documentation of votes

Bylaw 1 provides that except where a secret ballot is required or at a meeting held by teleconference, every vote at a board meeting shall be by show of hands, but if any two directors so require, a roll call vote shall be taken (section 7.11). The roll call vote will identify the directors who voted for and against, as well as those who abstained.

If a director wishes for their dissenting vote or abstention to be noted in the minutes, the dissent will be recorded. Despite this, directors must keep in mind the Code of Conduct, which requires board solidarity once a vote has taken place regardless of any disagreement (Governance Manual, p. 21).



College of
Dietitians
of Ontario

Governance Manual

Revised 2023



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INTRODUCTION

The Board of the College of Dietitians of Ontario is the College's board of directors and governs the College's affairs and ensures the College meets its duty to serve and protect the public interest. The policies in this manual provide guidance to Board in meeting its governance responsibilities.

Purpose

The purposes of this manual are as follows:

1. To set out expectations for Board and individual Board members that go beyond legal requirements and the requirements in the College's by-laws.
2. To establish governance practices that reflect best practices in corporate governance; and
3. To assist Board in fulfilling its governance responsibilities as effectively as possible.

Definitions

Unless stated otherwise, the words set out below have the following meanings:

"By-laws"	means By-Law No. 1 of the College
"Code"	means the Health Professions Procedural Code under the RHPA
"College"	means the College of Dietitians of Ontario
"Committee"	means a statutory or non-statutory committee of the College
"Committee member"	refers to a non-Board committee member (see below)
"Board"	means the College's Board of Directors
"Director"	means a director of the Board
"Non-Board committee member"	means a committee member who is not a Board member but is appointed by Board to a committee
"RHPA"	means the Regulated Health Professions Act, 1991

Application

Unless otherwise noted, the policies in this manual apply to the Board, Board directors and non-Board committee members.

COLLEGE MISSION, VISION, AND VALUES

The College's mission, vision and values are set out below.

Mission

The College of Dietitians of Ontario regulates dietitians for public protection.

Vision

The College of Dietitians of Ontario delivers regulatory excellence to contribute to the health of Ontarians.

Values

Integrity

Collaboration

Accountability

Transparency

Innovation

Equity, Diversity, Inclusion & Belonging

BOARD GOVERNANCE ROLE

The College's Board of Directors governs the College's affairs and ensures the College meets its duty to serve and protect the public interest.

The key responsibilities of Board are as follows:

Strategy and Mission

1. Approve the College's mission, vision and values, and its strategic plan.
2. Monitor the College's progress towards achieving its strategic goals.

Financial Oversight

3. Monitor financial performance against budget.

4. Approve financial policies and internal controls and monitor compliance with them.

5. Stewardship and allocation of financial resources.

Performance Management and Monitoring

6. Confirm that there are policies, programs, and controls in place such that the College carries out its statutory obligations appropriately and effectively.

7. Confirm that the College has processes in place for measuring and reporting on its performance.

8. Recruit, appoint and supervise the Registrar and Executive Director, including evaluating her performance.

Risk Management

9. Be knowledgeable about risks inherent in College operations and obtain assurance that there are measures in place to protect the College against risk.

Accountability to Stakeholders

10. Obtain assurance that the College communicates appropriately and effectively with stakeholders and maintains effective relationships with them.

Board Governance

11. Oversee the quality of its own governance and establish expectations, practices and policies to develop and maintain good governance.

ROLE OF BOARD DIRECTORS

Board directors are the individuals behind Board decisions. By participating fully in governance they ensure that the College operates effectively in fulfillment of its public protection mission.

The role of a Board director includes the following responsibilities:

1. Maintain working knowledge of and comply with the College's governing legislation, by-laws, and governance policies including the Board Code of Conduct.
2. Understand the College's operations and regulatory policy and issues currently facing Board.
3. Serve on at least one statutory committee, if appointed.
4. Contribute meaningfully to Board discussion and decision-making and to committee deliberations and proceedings, if appointed.
5. Attend meetings. Prepare for Board and committee meetings in advance by reading the meeting materials and understanding the topics for discussion.
6. Raise issues in a respectful manner that encourages open discussion. Support good due diligence and decision-making by voicing constructive concerns, asking for more information if necessary and exercising independent judgement.
7. Respect the views of other Board members and the decisions of the majority of the Board.
8. Participate in Board evaluations and attend performance reviews.
9. Stay current about events and issues facing the College and its stakeholders, including the dietetics profession.
10. Take on a fair share of committee work and support the committee appointment process by identifying the committees on which she wishes to serve.

ROLE OF NON-BOARD COMMITTEE MEMBERS

Non-Board committee members are appointed by the Board and assist the Board in carrying out the duties of their committee.

The role of a non-Board committee member includes the following responsibilities:

1. Understand and comply with the College's governing legislation, by-laws, and governance policies including the Board Code of Conduct.
2. Acquire and apply a working knowledge of the statutory requirements, mandate, policies and rules that apply to the committee.
3. Contribute constructively to committee deliberations and proceedings. Respect the perspective and input of other committee members.
4. Arrange schedule to facilitate attendance at committee meetings. Prepare for meetings in advance by reading materials and coming prepared to participate meaningfully in the discussion or proceeding.
5. Raise issues in a respectful manner that encourages open discussion. Support good due diligence and decision-making by voicing constructive concerns, asking for more information if necessary and exercising independent judgement.
6. Participate in required orientation and educational activities.
7. Participate in committee evaluations.

ROLE OF COMMITTEE CHAIR

Committee chairs provide leadership and direction to their committee to ensure it fulfills its statutory and Board mandate. The chair is accountable to the Board for the committee's activities and the integrity of its process.

The role of committee chair includes the following responsibilities:

1. Conduct meetings in a timely and cost-effective manner. Facilitate meetings and committee processes such that all members have an opportunity to participate and contribute meaningfully.
2. Facilitate broad, respectful, and constructive dialogue during meetings. Support independent thinking and diversity of views while encouraging alignment on decisions and outcomes.
3. Participate in committee discussions and contribute to committee deliberations and proceedings.
4. Control dominant members and manage conflict and other circumstances in which the committee is not functioning effectively. If necessary, bring matters to the attention of the Chair of the Board or the Registrar.
5. Conduct regular evaluation of committee performance and committee members. Implement improvements to improve committee effectiveness.
6. Obtain assurance that new committee members understand the role of the committee and receive appropriate orientation. Recommend opportunities or requirements for ongoing education or training for the committee.

ROLE OF THE CHAIR OF THE BOARD

The Board elects the Chair to serve as its most senior officer. The Chair facilitates the work of the Board and ensures the quality of its governance.

In addition to any duties set out in the by-laws, the Board's role includes the following responsibilities:

1. Serve as the Chair of the Executive Committee and participate on other committees as the Board directs. Chair Board and committee meetings, as necessary.
2. Participate in committee discussions and contribute to committee deliberations and proceedings.
3. Provide strategic leadership and work in collaboration with the Registrar to establish and promote the College's strategic planning process and priorities.
4. In collaboration with the Registrar, identify issues, objectives and priorities for Board deliberation.
5. Is a champion for good governance and ensures the Board fulfills its governance role effectively and strives to achieve high standards and follows best practice in governance.
6. Ensure the Board and its members have access to effective orientation and ongoing education.
7. Oversee the Board's evaluation process and provide constructive feedback to Board directors and committee chairs as required.
8. Oversee the Registrar's annual performance review and provide leadership in the hiring of the Registrar and the negotiation of the Registrar's employment contract.
9. Ensure an orderly transition of the Chair's office and functions.

ROLE OF VICE-CHAIR

The Board elects the Vice-Chair who discharges the Chair's duties if the Chair is unavailable. The Vice-Chair assists the Chair in providing leadership to the Board and College.

In addition to any duties set out in the by-laws, the Vice-Chair's role includes the following responsibilities:

1. Perform the Chair's duties if the Chair is unavailable or has a conflict of interest.
2. Serve as a member of the Executive Committee and participate in other committees as Board directs.
3. Understand the Chair's role and responsibilities and the key policy, regulatory and operational issues the College is facing.
4. Develop effective working relationships with the Registrar and other College staff members, in conjunction with the Chair.
5. Provide assistance and counsel to the Chair.
6. If necessary and at the direction of the Chair or Board, assume appropriate leadership roles and responsibilities.

ROLE OF REGISTRAR & EXECUTIVE DIRECTOR

The Registrar fulfills the statutory duties of the role and leads the implementation of the College's vision, mission and strategic goals. The Registrar is the Executive Director of the College and oversees its day-to-day operations.

In addition to any duties set out in the by-laws, the Registrar's role includes the following responsibilities:

Organizational leadership

1. Recruit, lead and develop the College's human resources and ensure policies and controls are in place to build and maintain a safe and tolerant working environment at the College.
2. Implement processes to ensure continuing quality improvement of the College's programs.
3. Foster a work culture that results in high productivity and staff morale.
4. Lead the development and implementation of programs, policies and protocols to ensure the College complies with its legislative obligations and for effective financial, regulatory and operational performance, including regular reporting to the Board about College performance.
5. Support the operation and administration of the Board and its committees.
6. Recommend the annual budget for Board approval and prudently manages the College's financial resources.
7. Ensure financial and internal controls are in place at the College in addition to processes to identify and manage key risks to the College.

Strategy and governance

8. Build and maintain capacity for strategic planning at the College and take ownership for the accomplishment of the Board's strategic goals as set out in strategic plan approved by the Board. Ensure the regular review of strategic goals, and the College's vision, mission and values.
9. Assist and support the Board in fulfilling its governance responsibilities and in achieving and managing good governance practices.
10. With the Executive Committee ensure the Board agenda and materials support effective and wellinformed decisions.
11. Facilitate the transition of the Chair's office.

12. Oversee the identification of trends, issues and risk relevant for Board consideration and recommend and develop policies and activities to respond to them.

13. Participate in an annual performance review.

14. Act as the key conduit between the Board and College staff and facilitate a productive relationship between College staff members and the Chair and Board directors, as required.

Public Relations and Communications

15. Act as the College's spokesperson.

16. Develop and maintain meaningful and effective relationships with the public and external stakeholders, including the profession, government, relevant associations and regulatory peers.

BOARD'S RELATIONSHIP WITH THE REGISTRAR AND COLLEGE STAFF

A strong and effective relationship between the Board and the Registrar, and between Board directors, committee members and College staff, plays a vital role in the College fulfilling its mandate and achieving its goals.

Relationship with the Registrar

1. The Board provides direction to the Registrar, and through the Registrar to College staff and management. The Board ensures compliance with these directions. The Board delegates authority to the Registrar to establish operating policies and procedures and to make decisions to enable the College to operate effectively and achieve its strategic goals.
2. The Registrar is accountable to the Board, through the Chair. The Registrar reports regularly to the Board on matters that are relevant to the Board and the College.
3. The relationship between the Registrar, Board directors and committee members is not hierarchical. Individual Board directors do not have the authority to instruct the Registrar except with the approval of the Board. The Chair has the approval of the Board to collaborate and work together with the Registrar.
4. The Chair and the Registrar are responsible to manage Board matters that concern the relationship between Board and staff members.
5. The Board from time to time establishes a process to evaluate the performance of the Registrar.

Relationship with College Staff

1. Individual Board directors and committee members do not provide direction to or demand accountability from College staff. But staff members have a great deal of knowledge and experience and are essential for the effective running of the Board and committee business. Board directors, committee members and staff should interact collegially and in collaboration during the conduct of College business. They should respect the division of labour between Board directors as decision makers and staff as advisors and facilitators.
2. Board directors should respect the difference between their governance and policy making role and the role of staff and management and at the College. Board directors should not 'cross the line' and interfere with staff with respect to administrative or operational matters, and matters more generally that are within the purview of staff and management.
3. Staff members should remember that they carry out the policy directions of the Board and should not act inconsistently with or beyond the scope of Board policy and direction. Staff members do not establish policy for the College without the approval of the Board.

4. Board directors or committee members who have a request for staff support in connection with their duties (outside of normal committee business) should discuss this with the Chair who will follow-up with the Registrar.
5. The Chair and Registrar are responsible for managing issues of concern between a staff member and a Board director or committee member. In the context of committee matters, the Committee Chair may deal with the issue in consultation with the Registrar.

HONORARIA AND EXPENSE POLICY

Application and Scope

This Policy is intended for use by elected board directors and committee appointees. The Policy sets out the parameters for payment of per diem honoraria for conducting CDO business and addresses reimbursement for eligible expenses.

All remuneration for public appointees by the Lieutenant Governor in Council on the CDO's Board and committees is governed by the guidelines issued by the Health Board Secretariat.

Honoraria

Honoraria is paid for attendance at CDO Board or committee meetings, preparation time for CDO Board or committee meetings, and for engaging in other CDO work. Other CDO work may also include attending external conferences or other events as required and pre-approved by the CDO.

Honoraria Rates and Timelines

Per diem for meeting attendance and preparation time rates can be claimed at:

Per Diem Rate	Time	
100%	Full Day	> 6 hr 1 min hours
75%	$\frac{3}{4}$ Day	4hrs 1 min <6 hours
50%	$\frac{1}{2}$ Day	2hrs 1 min - <4 hours
25%	$\frac{1}{4}$ Day	0 - <2 hours

Attendance Honoraria

Position	Per Diem Rate	
Chair of the Board & Committee Chairs	100% per diem	\$ 400
	75% per diem	\$ 300
	50% per diem	\$ 200
	25% per diem	\$ 100
Vice-Chair of the Board	100% per diem	\$ 350
	75% per diem	\$ 262.50
	50% per diem	\$ 175
	25% per diem	\$87.50
Board Directors & Committee Appointees	100% per diem	\$ 300
	75% per diem	\$ 225
	50% per diem	\$ 150

	25% per diem	\$ 75	
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Reimbursement will be based on whichever is the longer of the scheduled meeting time or actual meeting time.

For meetings where the Chair determines that the Committee shall make an additional electronic motion pending additional information, the time spent reviewing, responding, and making the motion electronically will be added to the preparation time. If time is spent over multiple days, the time should be totaled and invoiced as one entry per meeting.

The supplemented rate for the Committee Chair can only be claimed when the individual is assuming the role of Chair at the committee meeting. It cannot be claimed when the individual is attending a meeting as a member of another committee or attending a Board meeting.

The supplemented rate for the Chair and Vice-Chair roles is in recognition for the extra responsibilities inherent in these roles including preparing the agenda, chairing the meeting, taking minutes for in-camera sessions, and writing reports for the Board. The Chair and Vice-Chair are only reimbursed at the supplemental rates while at Board and Executive Committee meetings, and external meetings if representing the CDO in that capacity.

Preparation Time

Preparation time is calculated as the total time in minutes spent to review materials for a meeting and undertake actions as assigned by the committee. With the exception of meetings of the Inquiries, Complaints and Reports Committee (ICRC), preparation time must not exceed scheduled or actual meeting time (whichever is greater) without the approval of the Committee Chair and/or Registrar & Executive Director. *Example 1:* The maximum allowable preparation time for a 2-hour (1/4 day) Registration Committee meeting is 2 hours (1/4 day). Individuals can claim 25% of the per diem/\$75. *Example 2:* The maximum allowable preparation time for a 7-hour (full day) board meeting is 7 hours (full day). Individuals can claim 100% per diem/\$300. *Example 3:* The maximum allowable preparation time for a 2-hour (1/4 day) ICRC meeting is >6 hours (full day). Individuals can claim 100% per diem/\$300.

Preparation time can only be claimed for meetings individuals attend as a board or committee member. Observers are not eligible for preparation time.

If preparation time for a meeting is completed over multiple days, the time should be totaled and invoiced as one entry on one day.

Preparation Time Honoraria

Remuneration for preparation time for board or committee meetings will be calculated at the Director and Committee Appointee rate in the schedule above.

Additional Board Chair Rate

Recognizing the additional workload that is attached to the role, the Chair of the Board may invoice the College for preparation time at the director rate for meetings, emails, and phone calls with the Registrar and/or staff, as well as with Board and committee members. If time is spent over multiple days, the time should be totaled and invoiced as one entry per month.

Cancellation of Scheduled Hearings and Meetings

A per diem can be claimed by impacted individuals when meetings or hearings are cancelled or rescheduled with less than 48 hours notice. Cancellation payments will be made at a rate of 50% of the per diem of the scheduled meeting time.

Expenses

The CDO will reimburse for authorized, necessary and reasonable expenses actually incurred in the course of carrying out CDO business. Reimbursement is based on the amount actually spent up to any maximum allowed for a specific type of expense included in this policy.

Individuals are expected to be fiscally responsible, ensuring CDO funds are used prudently and responsibility with a focus on accountability and transparency.

Travel and Accommodation

While most CDO meetings are conducted virtually, occasionally meetings and other CDO work require in person attendance.

Individuals are expected to make their own travel arrangements and hotel accommodations.

Individuals are required to select the most efficient, effective and/or economical mode of transportation when conducting CDO business. When rail or air travel is required, individuals are encouraged to make their travel arrangements early to take advantage of discounts or other promotions. Economy class is the standard option for travel. Generally, business class travel is not acceptable, however when a business class ticket is more economical than the economy fare, a copy of the economy fare to substantiate the claim should be provided.

Where a personal vehicle is used, reimbursement will be provided at the following mileage rates:

- \$0.57 / km < 250km
- \$0.58 / km >250km

Reimbursement is provided for necessary and reasonable expenditures on parking, as well as for tolls, bridges, ferries and highways, when driving on CDO business. Parking expenses will be reimbursed at the most economical rate (valet parking is not generally permitted).

Individuals who are required to travel out of town and overnight to participate in CDO work may be accommodated in a hotel; however, this is not generally provided to individuals who reside within 40km of

the meeting without prior approval from the Registrar or Chair of the Board. Individuals should stay at a hotel with where the CDO has negotiated a preferred rate unless a better rate is available elsewhere.

A travel honoraria of \$90 is available to individuals travelling more than 250 km (one honoraria per trip).

Meals

Individuals may be reimbursed for personal meal expenses incurred while engaging in CDO work, provided that meals are not already included as part of the meeting, workshop, or other event. Reimbursement will not be provided for meals consumed at home or included in the cost of transportation, accommodation, seminars, or conferences. Reimbursement for meals is an expense and not an additional allowance or stipend.

Alcohol cannot be claimed and will not be reimbursed as part of a travel or meal expense.

Meal allowances (including applicable taxes and gratuities)

Meal	Allowance
Breakfast	\$20
Lunch	\$25
Dinner	\$50

Submitting Claims

Claims for honoraria and expenses are made using the online claims management service.

Claimants must:

- Submit claims promptly after the expense is incurred
- Submit claims for the fiscal year by March 31st
- Submit claims before leaving the position with the CDO

Reimbursement will only be provided for eligible expenses incurred after submitting complete expense forms and receipts. Itemized receipts are required to support expenses. A written explanation must accompany any expenses not supported by a receipt, indicating why the receipt is unavailable along with a description itemizing and confirming the expense(s).

Authorization from the Board Chair and/or Registrar & Executive Director is required prior to incurring any expenses outside of regular Board and Committee work and for claims exceeding maximums allowed under the guidelines.

BOARD CODE OF CONDUCT

Purpose and Application

The Board is dedicated to achieving the highest standards of public trust and integrity in its governance of the College. This commitment applies to the Board as a whole and to individual Board directors and committee members. The purpose of the Code of Conduct is to maintain this standard. The Code is a College governance policy that applies to all Board directors and to all non-Board committee members. (For ease of reference the term "Board member" will include non-Board committee members, with any necessary modification to fit the context.). The Code of Conduct will be reviewed every three years.

Fiduciary Duties

All Board directors stand in a fiduciary relationship to the College. This means that Board directors must act honestly, in good faith, and in the best interests of the College consistent with its mandate to protect the public. Board directors who consider themselves as being elected or appointed by a particular interest group, must act in the best interests of the College, even if this conflicts with the interests of that group. Board directors are subject to strict standards of honesty, integrity and loyalty. They must not place their own personal interest above the best interests of the College. Board directors also have duties relating to confidentiality and conflict of interest.

Acting in the Public Interest

When making decisions on behalf of the College, Board directors must act in the public interest. This means that the objectives and outcomes of the decision-making process are in the public interest, and that the process and procedures followed to make the decision are in the public interest. A process that reflects the public interest involves among other things, complying with applicable law, acting fairly and impartially, making decisions on best-evidence and ensuring proper accountability and transparency. Board directors are expected to comply with all expectations set out in the governance manual regarding impartiality in decision-making.

The public interest and public protection must always be in the forefront of Board and committee decision making. It is possible that in advancing the public interest, a Board director may seek to advance the interests of the profession. But the public interest and public protection will not always align with the interests of the profession. If this occurs a Board director must favour the public interest.

Equity, Diversity, Inclusion and Belonging

The College is committed to Equity, Diversity, Inclusion and Belonging (EDI-B) as a critical component of public protection and safety. The Board supports and fosters an environment that is culturally safe and that promotes belonging at the College, within the profession, and for the public. Accordingly, Board directors are expected to engage in EDI-B training and reflection with an open-mind and approach all College work and decision making with an EDI-B lens.

Respectful Conduct

Board directors are expected to recognize and respect the value of diversity and the contributions of all other members. Board discussions and debate will take place in an atmosphere of mutual respect and civility, avoiding discrimination and bias. A Board director's behaviour must be consistent with this principle. Board directors are expected to contribute to discussions, remain open to differing viewpoints, and work towards consensus. In support of this principle a Board director must refrain from any conduct or communication that would reasonably be viewed as verbal, physical or sexual abuse or harassment. They must also maintain appropriate decorum during all Board and committee meetings and follow the rules of order (appendix c) when deemed appropriate.

Board Solidarity

The Board speaks with one voice. Board directors acknowledge that Board decisions must be supported by all Board directors. A Board director who has abstained or voted against a motion or decision must still adhere to and support the decision of the majority regardless of the degree of their disagreement with the decision.

Conflict of Interest

As fiduciaries, Board directors must avoid situations where their personal or financial interests conflict with their duties to the College. They must avoid situations where the duties they owe to the College may conflict with duties that they owe to other organizations or individuals. Board directors must take steps to avoid these types of conflict and comply with College by-laws and policies relating to conflict of interest.

Confidentiality

Board directors must respect the confidentiality of the information they obtain through exercising their duties on behalf of the College. They must comply with College by-laws and policies relating to confidentiality. They must also comply with the confidentiality obligations in legislation governing the College.

College Spokesperson and Media Contact

A Board director must not speak on behalf of the College unless they have Board authorization, or authorization from the Chair and Registrar. If a Board director has this authorization, they must represent the Board in a way consistent with the Board's direction and with its policies and accepted positions. Board directors must refer media requests or questions to the Registrar. Board directors must comply with Board and College processes and policies relating to communications and College representation.

Social Media Use

Board directors who use social media must ensure that they engage in social media in a way that is consistent with the Code of Conduct and their fiduciary role with the College. Board directors are not required to follow or engage with the College's social media accounts. Board members may "like" or "share"

College social media, however, should generally refrain from commenting or otherwise responding to posts, which could create the appearance of speaking on behalf of the College or the Board.

Board directors must refrain from including or referencing Board or Committee titles or positions held at the College in any personal or business promotional materials, advertisements and business cards used for economic gain (although referencing one's titles or positions held at the College in one's curriculum vitae or resume, including virtual CVs such as LinkedIn, is acceptable so long as the CV is not overtly used in a promotional manner).

Commitment

All Board directors must devote the time and effort necessary to regularly attend meetings and engage in constructive discussion. This involves preparing appropriately for meetings and proceedings and participating meaningfully in them. Board directors must participate to the best of their ability in performance evaluations, orientation and ongoing education relating to their role.

Compliance with Board and College By-laws and Policies

All Board directors must comply with the College's by-laws, policies and processes. All Board directors must also comply with the provisions that apply to them in the Regulated Health Professions Act (RHPA) and the Dietetics Act (and the regulations under these acts) and other statutory requirements that apply to them in the exercise of their role. All Board directors must sign an acknowledgement (see the Annual Acknowledgement & Commitment) that they have reviewed the Board's governance policies and other materials and understand their obligations to the College.

External Advice and Counsel

A Board director must have Board approval to retain external advice or counsel with respect to College or Board business. A Board director who wants to retain external opinions or advice should make a request to the Chair.

IN-CAMERA POLICY

Purpose

In accordance with subsection 7(1) of the Health Professions Procedural Code (“Code”) all meetings of the Board of Directors shall be open to public. However, if discussions include subject matters as set out in subsection 7(2) of the Code¹, the Board of Directors may decide to exclude the public from the meeting by going in camera. The Board of Directors is mindful that they should only go in camera when it is necessary.

Policy

In-camera sessions will include the Registrar unless the meeting is to discuss the Registrar’s performance review or other issues related to the Registrar. The Board may also decide to include explicitly invited guests to the in camera session, such as legal counsel, senior staff or other advisors, where a motion is carried permitting attendance. Members of the public (which includes the media) are not permitted to be present.

The Chair is responsible for ensuring that in-camera sessions remain focused on the designated items and do not digress into areas that ought to be discussed during the open Board meeting. The Chair has the authority to determine the appropriateness and relevance of the issues raised in-camera.

If an in-camera session is planned during a Board meeting, the legislative grounds for doing so will be noted in the meeting agenda and minutes. To the extent possible, the in-camera agenda will be made available to the Board in advance. Information and documentation related to the in-camera session, including incamera minutes, will not be posted with the public Board materials.

¹ Despite subsection (1), the Council may exclude the public from any meeting or part of a meeting if it is satisfied that,

- (a) matters involving public security may be disclosed;
- (b) financial or personal or other matters may be disclosed of such a nature that the harm created by the disclosure would outweigh the desirability of adhering to the principle that meetings be open to the public;
- (c) a person involved in a criminal proceeding or civil suit or proceeding may be prejudiced;
- (d) personnel matters or property acquisitions will be discussed;
- (e) instructions will be given to or opinions received from the solicitors for the College; or
- (f) the Council will deliberate whether to exclude the public from a meeting or whether to make an order under subsection (3).

Record Keeping and Minutes

The Vice-Chair is responsible for recording the minutes for in-camera sessions for approval by the Board at a subsequent in-camera session.

Approved minutes where the Registrar is present are stored in a confidential and secure location on the CDO network. Approved minutes where the Registrar is not present are stored in a virtual, cloud-based file storage location only accessible by the Chair and Vice-Chair using CDO email addresses.

To ensure security of the information stored on cloud-based file storage:

- The passwords for the Chair and Vice-Chair's accounts must comply with the CDO's standards for password security, i.e. length, complexity and password change frequency.
- As back up, the Board's legal counsel is provided with the most up-to-date password and security questions for the cloud-based file storage at all times. This is to maintain accessibility to minutes in the event that the passwords are lost or forgotten, if the Chair and Vice-Chair become unavailable or when there is a change in the Chair and/or Vice-Chair roles.

COMMITTEE MANDATES

Committees conduct much of the work of the College. There are two types of ongoing committees: statutory and non-statutory. The Board may also establish ad hoc committees or working groups from time to time.

Statutory committees are set out in the RHPA and are as follows:

1. Executive Committee
2. Discipline Committee
3. Fitness to Practise Committee
4. Inquiries, Complaints and Reports Committee
5. Patient Relations Committee
6. Quality Assurance Committee
7. Registration Committee

The Board establishes non-statutory committee through by-law. There are currently four committees:

1. Registrar Performance and Compensation Review Committee
2. Finance and Audit Committee
3. Professional Practice Committee
4. Governance Committee

The College by-laws set out the composition for both statutory and non-statutory committees. The RHPA sets out responsibilities, powers and requirements for statutory committees. The College's Bylaw 1 and Committee Terms of Reference set out the responsibilities of non-statutory committees.

For ease of Board director and committee member reference, the Terms of Reference of each committee can be found in Appendix D.

While College committees are responsible for making policy recommendations, all new policies and policy changes require Board approval. The exception is any minor or operational policy changes that are required to implement Board decisions.

Commented [MK1]: Suggestion - delete all of these summaries, but consider including the committee terms of reference as a new Appendix D to the governance manual.

Commented [MK2]: Suggested addition to clarify that policies must as a general rule be approved by Council

SELECTION CRITERIA FOR COMMITTEE APPOINTMENTS

The Board appoints individuals to committees in accordance with Article 8 of the by-laws.

The Governance Committee will refer to the following criteria in recommending individuals to serve on committees.

1. The individual's eligibility under the by-laws to serve on a committee

2. The individual's degree of availability
3. The knowledge, skills and experience of the individual
4. The interest and commitment of the individual with respect to committee involvement
5. The previous performance of the individual on Board committees
6. The fit of the individual's competencies with the competencies of other committee members
7. Recommendation from committee chairs
8. Avoiding conflict of interest or appearance of bias

EVALUATION AND EDUCATION

The Board will regularly evaluate its governance performance. Evaluation increases the Board's understanding of its own governance and deepens its commitment to good governance and adhering to its governance values and policies. The Board will support good governance through ongoing education and orientation of its new members. A third-party consultant will evaluate the Board's governance every three years.

The Board will regularly monitor and discuss its performance through the following methods:

1. Evaluation of Board meetings

The Board will conduct regular evaluations with respect to the effectiveness of its meetings and meeting processes and keep a record of the results of the regular evaluations.

2. Annual evaluation of Board and committee performance

Board directors and committee members will complete an anonymous annual performance evaluation through email. The Board and committees will receive the results for review and discussion.

3. Board orientation and education

The Board will support good governance through the following: (a) orientation on governance for new Board directors and committee members; (b) training in governance for the full Board and committee members at least annually; and (c) offering opportunities for Board directors to attend external events on governance, if feasible. The Board will use evaluation results to assess the need for education and determine the content of orientation and educational programs and activities.

The Board will use evaluation results to inform the review and revision of its governance policies.

The Board will use the evaluation forms that are set out in Appendix A to this manual, or other forms that it approves from time to time.

CONFIDENTIALITY & TRANSPARENCY

Board directors and committee members are subject to and must comply with the confidentiality provisions set out in section 36 of the RHPA and if applicable section 83 of the Code.

Sections 36 and 83 are attached to this policy.

Also, as part of their fiduciary duties Board directors and committee members owe the College a duty of confidence. Board directors and committee members must treat as confidential and not disclose without Board approval all matters before Board and all information the Board director otherwise receives during the exercise of their duties. This duty of confidentiality does not apply to matters under discussion during the portion of a Board meeting open to the public.

The subject matter of Board sessions closed to the public are confidential until disclosed in an open session of the Board.

Committee matters are confidential until disclosed in an open session of the Board or otherwise made public by the College.

Transparency

In keeping with the College's value of transparency and with the requirements of the RHPA, the College will make the following governance material available to the public on its website:

1. Board agendas and meeting materials relating to the portion of Board meetings open to the public,
2. Minutes from the portion of Board meetings open to the public, and
3. The College's by-laws and governance policies.

Section 36 of the RHPA

Confidentiality

36 (1) Every person employed, retained or appointed for the purposes of the administration of this Act, a health profession Act or the *Drug and Pharmacies Regulation Act* and every member of a Board or

committee of a College shall keep confidential all information that comes to his or her knowledge in the course of his or her duties and shall not communicate any information to any other person except, (a) to the extent that the information is available to the public under this Act, a health profession Act or the *Drug and Pharmacies Regulation Act*;

(b) in connection with the administration of this Act, a health profession Act or the *Drug and Pharmacies Regulation Act*, including, without limiting the generality of this, in connection with anything relating to the registration of members, complaints about members, allegations of members' incapacity, incompetence or acts of professional misconduct or the governing of the profession; (c) to a body that governs a profession inside or outside of Ontario;

(d) as may be required for the administration of the Drug Interchangeability and Dispensing Fee Act, the Healing Arts Radiation Protection Act, the Health Insurance Act, the Health Protection and Promotion Act, the Independent Health Facilities Act, the Laboratory and Specimen Collection Centre Licensing Act, the Long-Term Care Homes Act, 2007, the Retirement Homes Act, 2010, the Ontario Drug Benefit Act, the Coroners Act, the Controlled Drugs and Substances Act (Canada) and the Food and Drugs Act (Canada);

(d.1) for a prescribed purpose, to a public hospital that employs or provides privileges to a member of a College, where the College is investigating a complaint about that member or where the information was obtained by an investigator appointed pursuant to subsection 75 (1) or (2) of the Code, subject to the limitations, if any, provided for in regulations made under section 43;

(d.2) for a prescribed purpose, to a person other than a public hospital who belongs to a class provided for in regulations made under section 43, where a College is investigating a complaint about a member of the College or where the information was obtained by an investigator appointed pursuant to subsection 75 (1) or (2) of the Code, subject to the limitations, if any, provided for in the regulations;

(e) to a police officer to aid an investigation undertaken with a view to a law enforcement proceeding or from which a law enforcement proceeding is likely to result;

(f) to the counsel of the person who is required to keep the information confidential under this section; (g) to confirm whether the College is investigating a member, if there is a compelling public interest in the disclosure of that information;

(h) where disclosure of the information is required by an Act of the Legislature or an Act of Parliament; (i) if there are reasonable grounds to believe that the disclosure is necessary for the purpose of eliminating or reducing a significant risk of serious bodily harm to a person or group of persons;

(j) with the written consent of the person to whom the information relates; or

(k) to the Minister in order to allow the Minister to determine,

(i) whether the College is fulfilling its duties and carrying out its objects under this Act, a health profession Act, the *Drug and Pharmacies Regulation Act* or the *Drug Interchangeability and Dispensing Fee Act*, or (ii) whether the Minister should exercise any power of the Minister under this Act, or any Act mentioned in subclause (i).

Section 83 of the RHPA

Confidentiality of information

83 (1) Except as provided in section 80.2 and in this section, the Quality Assurance Committee and any assessor appointed by it shall not disclose, to any other committee, information that,

- (a) was given by the member; or
- (b) relates to the member and was obtained under section 82.

CONFLICT OF INTEREST

Purpose and Application

This policy defines conflict of interest and provides guidance to Board directors and committee members with respect to their duties relating to conflicts of interest. The policy applies to all members of the Board and to all non-Board committee members. (In this policy the term “Board director” also refers to nonBoard committee members, who are subject to the same requirements with respect to conflict of interest.)

Policy

Board directors must avoid or resolve all potential conflicts of interest that may arise during their performance of College duties. Board directors must make best efforts to avoid situations that the public or College members might perceive as a conflict of interest, even if there is no actual conflict of interest.

The By-laws contain provisions with respect to conflict of interest and Board directors must comply with them. Board directors should also adhere to this policy and consider it in the context of complying with the by-laws.

Board directors and committee members are required to complete an annual declaration of conflict of interest and submit it to the College by June 30th of each year.

As part of the annual declaration of conflict of interest and at any other time during the year, public Board directors are required to declare any offences, charges, or bail conditions. Elected Board directors and committee appointees are required to report any offences, charges, bail conditions, or findings of professional misconduct that have been made against them as part of their annual renewal with the College.

Description of Conflict of Interest

Article 16 of the By-laws defines conflict of interest as follows:

A conflict of interest exists if a reasonable person would conclude that a Board director or committee member’s personal, professional or financial interest or relationship may affect his or her judgement, impartiality or the discharge of his or her duties to the College. A conflict of interest may be real or perceived, actual or potential, or direct or indirect.

The circumstances in which a conflict of interest might arise cannot be exhaustively set out, but generally a conflict will arise in the following types of situation:

1. Board director self-interest – a Board director transacts with the College directly or indirectly, or when a Board director has a material direct or indirect interest in a transaction or contract with the College.

2. Interest of a relative or association – a Board director’s immediate family, or professional associate or business partner, enters a business arrangement with the College.
3. Gifts – a Board director, or any other person the member chooses, accepts a gift or benefit of more than nominal or token value from a party with whom the College might enter into a business arrangement, for the purpose of influencing an act or decision of the College.
4. Competing interests – a Board director owes obligations to another organization that are competing or inconsistent with those of the College and its duty to act in the public interest.

Resolution Process for Conflicts of Interest

Board directors must comply with the process set out in Article 16 of the By-laws for identifying and addressing conflict of interest. Acting in a conflict of interest is a breach of the By-laws and this policy.

IMPARTIALITY IN DECISION MAKING

The purpose of this policy is to assist Board directors and committee members to identify and avoid situations where a lack of impartiality might arise during a hearing or more generally with respect to decisions affecting an individual dietitian outside the context of a hearing. (The word “director” in this policy will include and refer to both Board directors and committee members.)

Avoiding Appearance of Bias in Adjudicative Decisions

A director should not adjudicate in a hearing if circumstances may give rise to a reasonable apprehension of bias on the part of the director. A reasonable appearance of bias exists if a reasonable and wellinformed observer who is familiar with College process and who has the relevant facts would conclude that the director would not decide the matter fairly or impartially.

It is impossible to list all the circumstances in which a reasonable apprehension of bias will arise. Directors should be aware of the potential for bias and seek advice even if a small likelihood of bias exists. By way of example, the following circumstances will likely result in an apprehension of bias:

1. An association or relationship or activity involving that suggests the director would not decide the matter impartially, for example the panel member is a former partner or friend of the subject dietitian or the member wrote a letter of reference for the subject dietitian.
2. The director and the subject dietitian have patients or clients in common and the patient or client discussed the matter with the dietitian.
3. The director’s past conduct or statements on relevant issues suggest that the member is prejudging the matter.
4. Conduct during a hearing, for example overly aggressive questioning of one party, refusing to hear evidence from one party, constant interruption of one party, and laughing or making exasperated noises during testimony.

Before a hearing, the College will provide panel members with basic information about the identity of the parties and their counsel. If at any time a panel member becomes aware of situation that might create a reasonable apprehension of bias in an adjudicative matter, they should immediately advise the panel chair or the Registrar. If a panel member becomes aware of the potential for bias during a hearing, she or he should advise the panel chair or independent legal counsel at the earliest possible opportunity. The panel member should not disclose the potential for bias while a hearing is in session. Instead, they should ask for a recess and discuss the matter with the panel chair or legal counsel.

Maintaining Impartiality

Most committee decision-making at the College is not adjudicative and not made during or after a hearing. However, similar considerations apply to these types of decisions as apply in an adjudicative context. In addition to avoiding conflicts of interest (see Conflict of Interest policy), directors should be aware of circumstances that might create a perception that they could not decide a matter in a fair and impartial way. Generally, a director should appear to have an open mind in making a decision and be aware of the potential that a strongly held view or consideration of irrelevant factors (such as age or gender) might create an impression that the member has a “closed mind”. Committee members should appear ‘amendable to persuasion’ in making a decision concerning a dietitian or individual outside of an adjudicative context.

ANNUAL ACKNOWLEDGEMENT AND CONFIRMATION

Board directors and committee members have a duty to understand and abide by their obligations to the College, as outlined in the Board's Code of Conduct policy. To achieve this, Board directors and committee members are expected to review the Board's governance policies and other materials.

I acknowledge and confirm that as a director of the Board or as a member of a Board committee:

1. I have read and am familiar with the College's by-laws and governance policies.
2. I stand in a fiduciary relationship with the College.
3. I am bound by and must comply with the by-laws and policies that apply to the Board, including the College's Code of Conduct and other established governance policies, by-laws relating to conflict of interest, the confidentiality policy, and the applicable role statements.
4. I must act in the public interest when making decisions on behalf of the College.
5. I am aware of my confidentiality obligations under section 36 of the RHPA and understand that it is an offence to breach section 36, with a fine upon conviction of up to \$25,000 for the first offence.

Signature

Name

Date

ANNUAL BOARD PLANNING AND OVERSIGHT AGENDA

JUNE BOARD WORK PLAN

<ul style="list-style-type: none"> • Minutes, March • Executive Committee Report • Review of Council Meeting and Annual Evaluations • Review of Council Annual Workplan and Training Calendar • Management Report • Risk Monitoring Report (Q1) • Approval of Committee Appointments and Committee Slate • Executive Committee Election • Audit of Register • Presentation of Audit and Approval of Auditor
SEPTEMBER COUNCIL WORK PLAN
<ul style="list-style-type: none"> • Minutes, June • Executive Committee Report • Review of Council Meeting Evaluations • Management Report • Risk Monitoring Report (Q2) • Strategic Plan Update • Registrar Coverage Plan
DECEMBER COUNCIL WORK PLAN
<ul style="list-style-type: none"> • Minutes, September • Executive Committee Report • Review of Council Meeting Evaluations • Management Report • Risk Monitoring Report (Q3)
MARCH COUNCIL WORK PLAN
<ul style="list-style-type: none"> • Minutes, December • Executive Committee Report • Review of Council Meeting Evaluations • Management Report • Budget and Strategic Workplan • Risk Monitoring Report (Q4)

APPENDIX A: BOARD & COMMITTEE MEMBER EVALUATION FORMS

Annual Board Performance Evaluation

1. This is my first year on the Board (If yes, answer Question 2 and 3, if no, proceed to question 4) a.
Yes
b. No
2. After the orientation process, I felt prepared to exercise my role on the Board.
 - a. Strongly agree
 - b. Agree
 - c. Disagree
 - d. Strongly disagree
 - e.
3. What I found most useful to help me understand my role on the Board was: [comment box]
4. At Board meetings, the strategic oversight and public protection mandate of the Board were clearly articulated in:
Structure of the meeting agenda
 - a. All of the time

- b. Most of the time
- c. Some of the time
- d. None of the time
- e. NA

Board discussion

- a. All of the time
- b. Most of the time
- c. Some of the time
- d. None of the time
- e. NA

Board decision making

- a. All of the time
- b. Most of the time
- c. Some of the time
- d. None of the time
- e. NA

- 5. The Board has the information needed to oversee how the College is meeting its goals and objectives.
 - a. All of the time
 - b. Most of the time
 - c. Some of the time
 - d. None of the time
 - e. NA
- 6. The Board has the right information needed to monitor the finances of the College. a. Strongly agree
 - b. Agree
 - c. Disagree
 - d. Strongly disagree
- 7. Questions and discussions at Board meetings added value beyond the information provided in writing to support effective decision making.
 - a. All of the time
 - b. Most of the time
 - c. Some of the time
 - d. None of the time
 - e. NA

8. Board discussion focused on policy and outcomes rather than management and administrative processes.
- All of the time
 - Most of the time
 - Some of the time
 - None of the time
 - NA
9. From my perspective, decisions were based on evidence and information rather than opinion. a. All of the time
- Most of the time
 - Some of the time
 - None of the time
 - NA
10. Reports and documents were sufficient to support informed discussions and effective decisionmaking.
- All of the time
 - Most of the time
 - Some of the time
 - None of the time
 - NA
11. Discussions and decision-making favoured the public interest.
- All of the time
 - Most of the time
 - Some of the time
 - None of the time
 - NA
12. I am encouraged to express my views fully in all matters discussed at the Board. a. All of the time
- Most of the time
 - Some of the time
 - None of the time
 - NA
13. There is an atmosphere of respect and trust among Board members, staff and the Registrar & ED. a. All of the time
- Most of the time
 - Some of the time
 - None of the time

e. NA

14. I trust the information I received at and for the Board meetings.

- a. All of the time
- b. Most of the time
- c. Some of the time
- d. None of the time
- e. NA

15. Board meetings are chaired effectively to build consensus among Board directors and manage conflict constructively.

- a. All of the time
- b. Most of the time
- c. Some of the time
- d. None of the time
- e. NA

16. Both the decision-making role of the Board and the decision-support role of the Registrar & ED are respected

- a. All of the time
- b. Most of the time
- c. Some of the time
- d. None of the time
- e. NA

17. Overall, I felt that the quality and effectiveness of Board governance was:

- a. Excellent
- b. Very good
- c. Good
- d. Poor

18. I look forward to Board meetings.

- a. Strongly agree
- b. Agree
- c. Disagree
- d. Strongly disagree

19. I felt that my role as a Board director was valuable.

- a. Strongly agree
- b. Agree
- c. Disagree

d. Strongly disagree

20. What would have made Board work more valuable to you? [Comment box]

Annual Committee Performance Evaluation

1. This was the first year I worked on this committee. If yes to 1, answer questions 2 and 3, if no, proceed to question #4.
 - a. Yes
 - b. No

2. After the orientation, I understood the role of the committee with regard to the public protection mandate of the College.
 - a. Strongly agree
 - b. Agree
 - c. Disagree
 - d. Strongly disagree

3. The orientation to this committee clearly explained my role and what would be expected of me as a committee member.
 - a. Strongly agree
 - b. Agree
 - c. Disagree
 - d. Strongly disagree

4. I clearly understood the purpose of the committee work and how the work was linked to the College's goals, objectives and legal obligations.
 - a. Strongly agree
 - b. Agree
 - c. Disagree
 - d. Strongly disagree

5. The Committee's significant policy decisions and activities, as appropriate, were reported to the Board, either through the Management Report or staff presentations.
 - a. Yes
 - b. No
 - c. I don't know

6. The meeting agenda was clear about the purpose of the committee meetings.
 - a. All of the time
 - b. Most of the time
 - c. Some of the time
 - d. None of the time
 - e. NA

7. Decision issues were clearly identified on the agenda.

- a. All of the time
- b. Most of the time
- c. Some of the time
- d. None of the time
- e. NA

8. The length of time scheduled for meetings was appropriate to the amount of work that had to be done.

- a. All of the time
- b. Most of the time
- c. Some of the time
- d. None of the time
- e. NA

9. The documentation available at meetings was sufficient to support effective discussions and decision-making.

- a. All of the time
- b. Most of the time
- c. Some of the time
- d. None of the time
- e. NA

10. The Chair and Committee members were prepared for meetings by having read the required material before meetings.

- a. All of the time
- b. Most of the time
- c. Some of the time
- d. None of the time
- e. NA

11. Committee members worked at achieving consensus in their decision-making.

- a. All of the time
- b. Most of the time
- c. Some of the time
- d. None of the time
- e. NA

12. From my perspective, decisions made by the committee were based on information rather than opinion.

- a. All of the time

- b. Most of the time
- c. Some of the time
- d. None of the time
- e. NA

13. Decisions made by the committee favoured the interest of the public.

- a. All of the time
- b. Most of the time
- c. Some of the time
- d. None of the time
- e. NA

14. The follow-up actions were clearly identified and assigned to committee members or staff. a. All of the time

- b. Most of the time
- c. Some of the time
- d. None of the time
- e. NA

15. I am satisfied with the support received from staff to accomplish committee work.

- a. Strongly agree
- b. Agree
- c. Disagree
- d. Strongly disagree

16. I was given sufficient time to be prepared to contribute to meeting discussions and decision making.

- a. All of the time
- b. Most of the time
- c. Some of the time
- d. None of the time
- e. NA

17. I was respectfully encouraged to participate in discussions and to state my opinions. a. All of the time

- b. Most of the time
- c. Some of the time
- d. None of the time
- e. NA

18. I felt that my contributions were respected.

- a. All of the time

- b. Most of the time
- c. Some of the time
- d. None of the time
- e. NA

19. I listened to and considered the input of others.

- a. All of the time
- b. Most of the time
- c. Some of the time
- d. None of the time
- e. NA

20. I found committee work worthwhile.

- a. Strongly agree
- b. Agree
- c. Disagree
- d. Strongly disagree

21. What was accomplished that was most valuable to you and why? [Comment box]

22. What would have made this work more valuable to you? [Comment box]

23. Other comments. [Comment box]

Board Meeting Evaluation Form

1. Every member of Board had an opportunity to express their opinion.

- a. All of the time
- b. Most of the time
- c. Some of the time
- d. None of the time
- e. Please add a comment if you selected most of the time, some of the time or none of the time [comment box]

2. Active listening was demonstrated at all times.

- a. Yes
- b. No
- c. Additional comments [comment box]

3. No member dominated the discussion.

- a. Strongly agree

- b. Agree
- c. Disagree
- d. Strongly disagree
- e. Additional comments [comment box]

4. Time was efficiently managed during the meeting.

- a. All of the time
- b. Most of the time
- c. Some of the time
- d. None of the time
- e. Additional comments [comment box]

5. Decisions made were summarized after each agenda item.

- a. All of the time
- b. Most of the time
- c. Some of the time
- d. None of the time
- e. Additional comments [comment box]

6. Members of Board actively participated in the decision-making process.

- a. All of the time
- b. Most of the time
- c. Some of the time
- d. None of the time
- e. Additional comments [comment box]

7. Board demonstrated an ability to make the best decisions possible.

- a. All of the time
- b. Most of the time
- c. Some of the time
- d. None of the time
- e. Additional comments [comment box]

8. Climate was respectful

- a. All of the time
- b. Most of the time
- c. Some of the time
- d. None of the time
- e. Additional comments [comment box]

9. In your opinion, were there operational issues inappropriately discussed during the meeting? a. Yes

b. No

c. If yes, please provide examples [comment box]

10. Additional remarks [comment box]

APPENDIX B: ANNUAL CONFLICT OF INTEREST DECLARATION



Annual Conflict of Interest Declaration for Board and Committee Members

Board and committee members have a fiduciary duty to the CDO in which they must avoid situations where their personal, professional or financial interests or relationships conflict with their duties to the College. Board and Committee members should avoid situations where the duties they owe to the CDO may conflict with duties they owe to other organizations or individuals. The definition of 'conflict of interest', and obligations relating to conflicts of interest, are set out in CDO

[By-law 1: General By-law](#), Article 16:

16.1 Definition of Conflict of Interest

A conflict of interest exists if a reasonable person would conclude that a Board or committee member's personal, professional or financial interest or relationship may affect his or her judgement, impartiality or the discharge of his or her duties to the College. A conflict of interest may be real or perceived, actual or potential, or direct or indirect.

16.2 Duty to Avoid and Consult

Board and committee members must whenever feasible avoid situations in which they have or might have a conflict of interest. If a Board or committee member is in doubt about whether he or she has or might have a conflict of interest, the Board or committee member must consult with an appropriate person, for example the Chair, Registrar or legal counsel (if the conflict arises in a hearing setting).

16.3 Process for Resolution of Conflicts

If a Board or committee member believes that he or she may have a conflict of interest in any matter relating to Board or committee business the Board or committee member must consult with an appropriate person such as the Chair, Registrar or legal counsel (if the conflict arises in a hearing context). If there is any doubt as to whether a conflict exists the member must declare it to Board or the committee and accept the Board's or committee's decision as to whether a conflict exists. For adjudicative matters, a committee member should disclose the conflict at the earliest opportunity and in any case before the committee considers the matter.

A Board or committee member who has a conflict of interest must:

- a) before any consideration of the matter, disclose the fact that he or she has a conflict of interest,
- b) not participate in any discussion of the matter,
- c) not attend any meeting of part or part of a meeting involving the matter, and
- d) not vote on the matter, or influence or try to influence the vote.

16.4 Undeclared Conflict

If a Board or committee member believes another Board or committee member has not declared a conflict of interest (despite information notification or inquiry) the Board or committee member who has that belief must advise an appropriate person such as the Chair, Registrar or legal counsel (if the conflict arises in a hearing context). If Board or a committee chair concludes that a Board or committee member respectively has an undeclared conflict of interest, the Board or the chair may direct the Board or committee member to immediately comply with clauses (b), (c) and (d) of section 16.3.

DECLARATION OF CONFLICT OF INTEREST

I **have not** held a leadership, employment, or contractual role with an international, national or provincial association or organization that advances the interests of dietitians, has policy making responsibilities for dietitians or oversees the regulation of dietitians, in the previous year.

I **do not** have any conflicts of interest to declare.

OR

I **have** an actual or potential conflict of interest to declare relating to the following organizations which have a mandate or that could potentially conflict or be seen as conflicting with the mandate of the CDO:

Organization	Role

I **have** an actual or potential conflict of interest to declare relating to another personal, professional or financial interest or relationship, as follows:

I _____ have read the Board Code of Conduct, the CDO by-laws and the Governance Manual and declare that the information is true and accurate to the best of my knowledge.

I confirm that if any information reported in this declaration changes, I will advise the Board Chair (or Registrar) immediately and prior to participating further in any ongoing Board and/or Committee discussion, correspondence, or business; and will also advise Board at its next meeting. I understand that this declaration is not a substitute for declaring any actual or potential conflicts of interest for specific matters discussed at a Board and/or committee meetings should they arise.

DECLARATION OF OFFENCES, CHARGES AND BAIL CONDITIONS

**To be completed by public Board members only. Elected Board and committee members are required to make a declaration of offences, charges and bail conditions as part of their annual renewal process with the College and on an ongoing basis.*

I **have not** been found guilty of any offences and there are no outstanding charges or bail conditions pending against me.

I **have** been found guilty of the following offences in the last year and/or the following outstanding charges or bail conditions are pending against me:

Signature

APPENDIX C: BOARD RULES OF ORDER

Board Rules of Order

General Procedures

1. The Board will ordinarily meet informally and allow discussion of a topic without a motion needing to be made first.
2. The Board may decide matters by consensus and may indicate preferences by a show of hands or other informal methods, but Motions will usually be made if,
 - (a) a decision will commit the College to an action or a public position, or
 - (b) the Chair or the Board is of the opinion that the nature of the matter or discussion warrants a motion.
3. For a decision by motion, the Chair shall put the motion to a vote when it appears to the Chair that the debate has concluded, when Board has passed a motion to vote, or when the time allocated to the debate of the matter has concluded. If a motion is made, the rules on motions will apply.
4. For a decision made by consensus, the Chair shall summarize and confirm back to Board what they have agreed. The statement of the agreement on the matter is the consensus decision.
5. These rules of order are subject to review periodically.
6. These rules shall apply, with necessary modifications, to meetings conducted by teleconference or any other electronic means permitted by the By-Laws, as well as to meetings of Committees.
7. These rules may be relaxed by the meeting chair if greater informality is beneficial in the particular circumstances unless the Board requires strict adherence.

Motions

8. Motions require a mover and a seconder.
9. When the motion contains distinct propositions, any member may require the vote upon each proposition to be taken separately.
10. No Member shall be present in the room, participate in a debate, or vote upon any motion in which they have a conflict of interest, and the vote of any Board Member so interested shall be disallowed.
11. When a matter is being voted on, no Member shall enter or leave the Board room, and no further debate is permitted.
12. Any motion decided by the Board shall not be re-introduced during the same session except by a two-thirds vote of the Board then present.

Amendments and Other Subordinate Motions

13. A motion that has been moved and seconded may be amended by a motion to amend. The meeting chair shall rule a motion to amend out of order if it is irrelevant to the main motion or defeats the basic effect of the main motion.
14. When a motion has been moved and seconded, no other motion may be made except a motion to amend the motion, to refer the motion to a Committee, to postpone the motion, either indefinitely or to a specific meeting, to call the question, to adjourn the debate or to adjourn the meeting.
15. When a motion to refer a motion to a Committee has been made, it shall be decided before any amendment is decided and, if it is passed, no further debate or discussion is permitted.
16. A motion to amend the main motion shall be disposed of before the main motion is decided. Only one motion to amend a motion can be made at a time.

Preserving Order

17. The Chair shall preserve order and decorum and shall rule on any question of order or procedure. A director may appeal the Chair's ruling to the Board.
18. Whenever the meeting chair is of the opinion that a motion offered to the Board is contrary to these rules or the by-laws, they shall immediately inform the Board of their opinion, rule the motion out of order and explain why.
19. The meeting chair shall manage the speaking order or may delegate management of the speaking order.
20. When called upon, the Member shall address the Chair and confine the discussion to the matter under debate.
21. The Chair may limit the number of times a Member may speak, limit the length of speeches, and impose other restrictions reasonably necessary to finish the agenda of a meeting.
22. If a Member believes that another Member has behaved improperly other than the Board has breached the by-laws or these rules, the Member may state a point of order. The chair shall promptly rule on the point of order, which is subject to an appeal to the Board.
23. Staff persons and consultants with expertise in a matter may be permitted to answer specific questions. In addition, the Registrar and Executive Director may provide information relevant to a matter on their own initiative, subject to the direction of the Chair.
24. Observers at a Board meeting are not allowed to speak to a matter that is under debate and Board Members shall not discuss a matter with observers while it is being debated.
25. Members shall mute their electronic devices during Board meetings. Electronic devices can be used during Board meetings to review materials related to the matter under debate and to make notes on the debate.
26. Members are to be silent while others are speaking.



Board Briefing Note

Topic:	Board Meeting Evaluation, March 22, 2024 Meeting
Purpose:	For discussion
Strategic Plan Relevance:	Governance Modernization and Enhancing Public Trust
From:	Executive Committee

ISSUE

To review the March 22, 2024 Board meeting evaluations and identify any areas for additional learning or development.

PUBLIC INTEREST RATIONALE

Good governance is the foundation for effective regulation and public trust. Board directors are responsible for fully participating in CDO governance. Engaging in evaluation assessments in a transparent and reflective way that leads to continuous improvement, contributes to public confidence in the Board's decision making and governance framework.

BACKGROUND

At its May meeting, the Executive Committee reviewed the Board's feedback from the March 22 meeting evaluation.

The completion rate for the evaluation was 92%.

CONSIDERATIONS

Changes to the board evaluation are in progress

The Governance Committee will be working with a governance consultant to develop a new evaluation framework for board approval, to proactively address any issues by emphasizing ongoing reflection and continuous improvement.

The Executive Committee also recommended that the new evaluation framework include a way for the Board to provide feedback on training sessions to gauge the effectiveness and general satisfaction.

RECOMMENDATION

The Board is being asked to consider the feedback from the March 22, 2024 meeting and to determine any actions or areas for additional learning or development.

ATTACHMENTS

- Appendix 1: Board Meeting Evaluation Feedback – March 22, 2024

Board Meeting Evaluation Feedback

March 22, 2024

12 Board Members 12 Attended 0 Absent 11 Completed – 92%

1) All Directors had an opportunity to express their opinions.

Respondents: 11

Choice	Percentage	Count	
All of the time	90.91%	10	
Most of the Time	9.09%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
Total	100%	11	

Please add a comment if you selected Most of the Time, Some of the Time or None of the Time.

1 Discussions seemed rushed

2) All Directors were prepared and actively participated in the decision-making process.

Respondents: 11

Choice	Percentage	Count	
All of the Time	90.91%	10	
Most of the Time	9.09%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
Total	100%	11	

Additional Comments:

1 cannot know this

3) The meeting climate was respectful and exemplified a culture of equity, diversity, inclusion, and belonging.

Respondents: 11

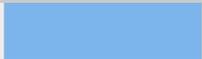
Choice	Percentage	Count	
All of the Time	81.82%	9	
Most of the Time	9.09%	1	
Some of the Time	9.09%	1	
None of the Time	0.00%	0	
Total	100%	11	

Additional Comments:

- 1 Some members seem to imply other members question were unnecessary or not relevant
- 2 "asked and answered" should be respected by all and such an issue should not be repeatedly pursued, thereby wasting time.

4) Discussions were constructive and focused.

Respondents: 11

Choice	Percentage	Count	
All of the Time	63.64%	7	
Most of the Time	36.36%	4	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
Total	100%	11	

Additional Comments:

- 1 Some confusion in what the discussions were even about
- 2 I felt that some discussions could be shorter
- 3 It is always interesting to hear from people with an opinion that is very different from my own, and I like that this board is open to that. To me, that speaks volumes about the

culture of this board; that everyone has a say. It means people care enough to form an opinion and feel safe enough to express. Having said that, there was one person in particular that seemed to get caught in their view, and needed to revisit again and again. I don't mind listening. However, sometimes it doesn't feel like the comments were totally focused. Chair did a good job trying to circle back.

- 4 Off topic discussions, tangential to the Agenda Item being discussed, wasted time, interrupted relevant discussion and thus distracted. These are not helpful.

5) Time was efficiently managed during the meeting.

Respondents: 11

Choice	Percentage	Count	
All of the Time	72.73%	8	
Most of the Time	18.18%	2	
Some of the Time	9.09%	1	
None of the Time	0.00%	0	
Total	100%	11	

Additional Comments:

- 1 At times certain items were rushed
- 2 Some items on the agenda could be resolved faster in my opinion

3 Out of chairs control at times, and cognizant of letting people speak is a good thing. We were only 15 minutes later adjourning than thought; but a solid investment in letting people feel heard.

6) Decisions made were summarized after each agenda item.

Respondents: 11

Choice	Percentage	Count	
All of the Time	90.91%	10	
Most of the Time	0.00%	0	
Some of the Time	9.09%	1	
None of the Time	0.00%	0	

Total	100%	11	
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Additional Comments:

- 1 Some members noted confusion about what was decided

7) All decisions were made in the public interest.

Respondents: 11

Choice	Percentage	Count	
All of the Time	90.91%	10	
Most of the Time	9.09%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
Total	100%	11	

Additional Comments:

- 1 Gaining consensus rather than public interest seemed to occur with some decisions

8) The Board considered all perspectives and made decisions on consensus.

Respondents: 11

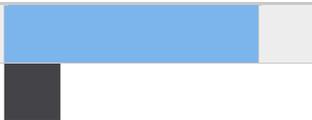
Choice	Percentage	Count	
All of the Time	81.82%	9	
Most of the Time	18.18%	2	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
Total	100%	11	

Additional Comments:

- 1 Point and counter point between some members rather than a willingness to hear each other's concerns
- 2 Na

9) The Board had all the information it needed to make the best decision possible.

Respondents: 11

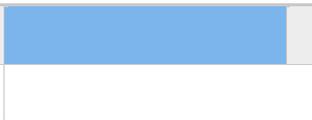
Choice	Percentage	Count	
All of the Time	81.82%	9	
Most of the Time	18.18%	2	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
Total	100%	11	

Additional Comments:

- 1 Hard to say when some decisions are only by majority vote
- 2 Na

10) The Board's focus remained on strategy, oversight, governance, and a risk-based approach to regulation.

Respondents: 11

Choice	Percentage	Count	
All of the Time	90.91%	10	
Most of the Time	0.00%	0	
Some of the Time	9.09%	1	
None of the Time	0.00%	0	
Total	100%	11	

Additional Comments:

- 1 This meeting seem to lack the openness for discussion unlike previous meetings.
Hopefully a one off rather than a trend.

11) Additional comments or feedback:

Respondents: 3

11) Additional comments or feedback:

1 As members we are all expected to read the information provided in advance. Too much time on presentations not enough for discussion.

2 Well run, informative, and respectful. For me it has underscored the work of the executive as well as committee members. The tone in the meetings is open to dissenting views without a shift in energy to agitation or disrespect. I always look forward to our meetings and am thoroughly impressed.

3 It would be helpful to enlarge small font on ALL pages shared for viewing. Highlighting in some way the specific words and especially figures when they are being addressed by the speaker, would help the Board focus on the explanations. It is impossible to quickly find the relevant item on financial pages, eg proposed budget etc. TIME management of the Agenda was excellent. It fluctuated from being behind almost 30 minutes to being on time at the end. That takes skill. Thanks

2024 Annual Board Performance Evaluation Results

12 Members 8 Completed

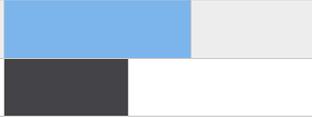
1) This is my first year on the Board (If yes, answer Question 2 and 3, if no, proceed to question #4).

Respondents: 8

Choice	Percentage	Count	
Yes	37.50%	3	
No	62.50%	5	
Total	100%	8	

2) After the orientation process, I felt prepared to exercise my role on the Board.

Respondents: 5

Choice	Percentage	Count	
Strongly agree	60.00%	3	
Agree	40.00%	2	
Disagree	0.00%	0	
Strongly disagree	0.00%	0	
Total	100%	5	

3) What I found most useful to help me understand my role on the Board was:

Respondents: 5

- # 3) What I found most useful to help me understand my role on the Board was:
- 1 My experience on the Board.
 - 2 Being actively involved and engaged and asking questions.
 - 3 Orientation session with CDO, Public Appointee Orientation, resources on CDO website.
 - 4 Ability to ask questions
 - 5 downloadable handouts

4) At Board meetings, the strategic oversight and public protection mandate of the Board were clearly articulated in:

Respondents: 8

	All of the time	Most of the time	Some of the time	None of the time	NA	Total
Structure of the meeting agenda	100.00% (8)	0.00% (0)	0.00% (0)	0.00% (0)	0.00% (0)	100% (8)
Council discussion	100.00% (8)	0.00% (0)	0.00% (0)	0.00% (0)	0.00% (0)	100% (8)
Council decision making	87.50% (7)	12.50% (1)	0.00% (0)	0.00% (0)	0.00% (0)	100% (8)

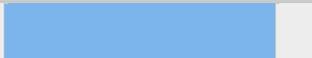
5) The Board has the information needed to oversee how the College is meeting its goals and objectives.

Respondents: 8

Choice	Percentage	Count	
All of the time	87.50%	7	
Most of the Time	12.50%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	8	

6) The Board has the right information needed to monitor the finances of the College.

Respondents: 8

Choice	Percentage	Count	
Strongly agree	87.50%	7	
Agree	12.50%	1	
Disagree	0.00%	0	
Strongly disagree	0.00%	0	
Total	100%	8	

7) Questions and discussions at Board meetings added value beyond the information provided in writing to support effective decision making.

Respondents: 8

Choice	Percentage	Count	
All of the Time	75.00%	6	
Most of the Time	25.00%	2	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	8	

8) Board discussion focused on policy and outcomes rather than management and administrative processes.

Respondents: 8

Choice	Percentage	Count	
All of the Time	87.50%	7	
Most of the Time	12.50%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	8	

9) From my perspective, decisions were based on evidence and information rather than opinion.

Respondents: 8

Choice	Percentage	Count	
All of the Time	87.50%	7	
Most of the Time	12.50%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	8	

10) Reports and documents were sufficient to support informed discussions and effective decision-making.

Respondents: 8

Choice	Percentage	Count	
All of the Time	87.50%	7	
Most of the Time	12.50%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	8	

11) Discussions and decision-making favoured the public interest.

Respondents: 8

Choice	Percentage	Count	
All of the Time	100.00%	8	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	8	

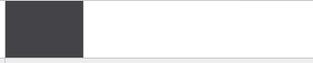
12) I am encouraged to express my views fully in all matters discussed at Board meetings.

Respondents: 8

Choice	Percentage	Count	
All of the Time	87.50%	7	
Most of the Time	12.50%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	8	

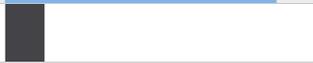
13) There is an atmosphere of respect and trust among Board members, staff and the Registrar & ED.

Respondents: 8

Choice	Percentage	Count	
Strongly agree	75.00%	6	
Agree	25.00%	2	
Disagree	0.00%	0	
Strongly disagree	0.00%	0	
Total	100%	8	

14) I trust the information I received at and for Board meetings.

Respondents: 8

Choice	Percentage	Count	
All of the Time	87.50%	7	
Most of the Time	12.50%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	8	

15) Board meetings are chaired effectively to build consensus among Board members and manage conflict constructively.

Respondents: 8

Choice	Percentage	Count	
All of the Time	87.50%	7	
Most of the Time	12.50%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	8	

16) Both the decision-making role of the Board and the decision-support role of the Registrar are respected.

Respondents: 8

Choice	Percentage	Count	
All of the Time	87.50%	7	
Most of the Time	12.50%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	8	

17) Overall, I felt that the quality and effectiveness of Board governance was:

Respondents: 8

Choice	Percentage	Count	
Excellent	75.00%	6	
Very Good	12.50%	1	
Good	12.50%	1	
Poor	0.00%	0	
Total	100%	8	

18) I look forward to Board Meetings.

Respondents: 8

Choice	Percentage	Count	
Strongly agree	75.00%	6	
Agree	25.00%	2	
Disagree	0.00%	0	
Strongly disagree	0.00%	0	
Total	100%	8	

19) I felt that my role as a Board Member was valuable.

Respondents: 8

Choice	Percentage	Count	
Strongly agree	87.50%	7	
Agree	12.50%	1	
Disagree	0.00%	0	
Strongly disagree	0.00%	0	
Total	100%	8	

20) What would have made Board work more valuable to you?

Respondents: 8

20) What would have made Board work more valuable to you?

1 Decision-making to protect the public interest.

control and remediation of Directors: who ignore their agreement to follow policies and procedures, interrupt and talk over others, insult Chairs and who ignore Rule of Orders, disrupting meeting discussions and upsetting others.

3 Some board members could act more professional at time.

4 Mini refresh of orientation each year as a reminder.

As a public member and a potential recipient of the services provided by a dietitian, I would like to contribute to maintaining competent, evidence based practices. If I can assist with this goal in any way, that would made me feel that my work is valuable.

6 I value the insights I have gained on how college functions.

7 - no response at present

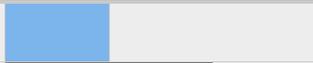
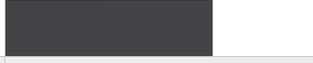
8 N/A

2024 Annual Audit Committee Performance Evaluation Results

4 Members 3 Completed

1) This was the first year I worked on this committee. If yes to 1, answer questions 2 and 3, if no, proceed to question #4.

Respondents: 3

Choice	Percentage	Count	
Yes	33.33%	1	
No	66.67%	2	
Total	100%	3	

2) After the orientation, I understood the role of the committee with regard to the public protection mandate of the College.

Respondents: 1

Choice	Percentage	Count	
Strongly agree	100.00%	1	
Agree	0.00%	0	
Disagree	0.00%	0	
Strongly disagree	0.00%	0	
Total	100%	1	

3) The orientation to this committee clearly explained my role and what would be expected of me as a committee member.

Respondents: 1

Choice	Percentage	Count	
Strongly agree	100.00%	1	
Agree	0.00%	0	
Disagree	0.00%	0	
Strongly disagree	0.00%	0	
Total	100%	1	

4) I clearly understood the purpose of the committee work and how the work was linked to the College's goals, objectives and legal obligations.

Respondents: 3

Choice	Percentage	Count	
Strongly agree	66.67%	2	
Agree	33.33%	1	
Disagree	0.00%	0	
Strongly disagree	0.00%	0	
Total	100%	3	

5) The Committee’s significant policy decisions and activities, as appropriate, were reported to the Board, either through the Management Report or staff presentations.

Respondents: 3

Choice	Percentage	Count	
Yes	100.00%	3	
No	0.00%	0	
I don't know	0.00%	0	
Total	100%	3	

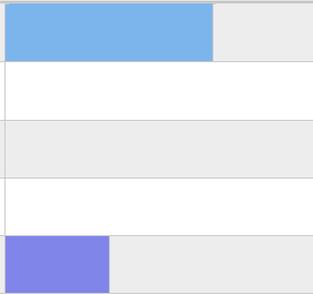
6) The meeting agenda was clear about the purpose of committee meetings.

Respondents: 3

Choice	Percentage	Count	
All of the Time	66.67%	2	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	33.33%	1	
Total	100%	3	

7) Decision issues were clearly identified on the agenda.

Respondents: 3

Choice	Percentage	Count	
All of the Time	66.67%	2	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	33.33%	1	
Total	100%	3	

8) The length of time scheduled for meetings was appropriate to the amount of work that had to be done.

Respondents: 3

Choice	Percentage	Count	
All of the Time	100.00%	3	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	3	

9) The documentation available at meetings was sufficient to support effective discussions and decision-making.

Respondents: 3

Choice	Percentage	Count	
All of the Time	100.00%	3	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	3	

10) The Chair and Committee members were prepared for meetings by having read the required material before meetings.

Respondents: 3

Choice	Percentage	Count	
All of the Time	66.67%	2	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	33.33%	1	
Total	100%	3	

11) Committee members worked at achieving consensus in their decision-making.

Respondents: 3

Choice	Percentage	Count	
All of the Time	100.00%	3	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	3	

12) From my perspective, decisions made by the committee were based on information rather than opinion.

Respondents: 3

Choice	Percentage	Count	
All of the Time	100.00%	3	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	3	

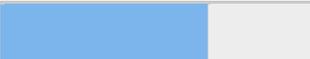
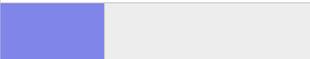
13) Decisions made by the committee favoured the interest of the public.

Respondents: 3

Choice	Percentage	Count	
All of the Time	100.00%	3	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	3	

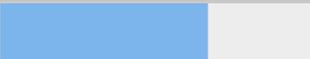
14) The follow-up actions were clearly identified and assigned to committee members or staff.

Respondents: 3

Choice	Percentage	Count	
All of the Time	66.67%	2	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	33.33%	1	
Total	100%	3	

15) I am satisfied with the support received from Staff to accomplish committee work.

Respondents: 3

Choice	Percentage	Count	
Strongly agree	66.67%	2	
Agree	33.33%	1	
Disagree	0.00%	0	
Strongly disagree	0.00%	0	
Total	100%	3	

16) I was given sufficient time to be prepared to contribute to meeting discussions and decision-making.

Respondents: 3

Choice	Percentage	Count	
All of the Time	66.67%	2	
Most of the Time	33.33%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	3	

17) I was respectfully encouraged to participate in discussions and to state my opinions.

Respondents: 3

Choice	Percentage	Count	
All of the Time	100.00%	3	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	3	

18) I felt that my contributions were respected.

Respondents: 3

Choice	Percentage	Count	
All of the Time	100.00%	3	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	3	

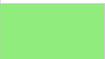
19) I listened to and considered the input of others.

Respondents: 3

Choice	Percentage	Count	
All of the Time	100.00%	3	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	3	

20) I found committee work worthwhile.

Respondents: 3

Choice	Percentage	Count	
Strongly agree	66.67%	2	
Agree	0.00%	0	
Disagree	33.33%	1	
Strongly disagree	0.00%	0	
Total	100%	3	

21) What was accomplished that was most valuable to you and why?

Respondents: 3

#	Respondent	21) What was accomplished that was most valuable to you and why?
1	5	Maintaining strong financial stability
2	6	Committee basically receives, reads the Audit plan. Little decision making/discussion
3	7	Decision for Financial Consultant to evaluate investment strategy and policy.

22) What would have made this work more valuable to you?

Respondents: 3

#	Respondent	22) What would have made this work more valuable to you?
1	5	To create a healthy financial system in CDO
2	6	unsure
3	7	Unable y to I think of anything.

23) Other Comments

Respondents: 1

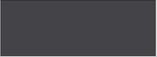
#	Respondent	23) Other Comments
1	6	none

2024 Annual Executive Committee Performance Evaluation Results

4 Members 4 Completed

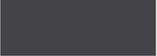
1) This was the first year I worked on this committee. If yes to 1, answer questions 2 and 3, if no, proceed to question #4.

Respondents: 4

Choice	Percentage	Count	
Yes	50.00%	2	
No	50.00%	2	
Total	100%	4	

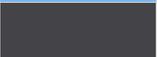
2) After the orientation, I understood the role of the committee with regard to the public protection mandate of the College.

Respondents: 2

Choice	Percentage	Count	
Strongly agree	50.00%	1	
Agree	50.00%	1	
Disagree	0.00%	0	
Strongly disagree	0.00%	0	
Total	100%	2	

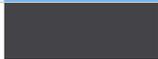
3) The orientation to this committee clearly explained my role and what would be expected of me as a committee member.

Respondents: 2

Choice	Percentage	Count	
Strongly agree	50.00%	1	
Agree	50.00%	1	
Disagree	0.00%	0	
Strongly disagree	0.00%	0	
Total	100%	2	

4) I clearly understood the purpose of the committee work and how the work was linked to the College's goals, objectives and legal obligations.

Respondents: 4

Choice	Percentage	Count	
Strongly agree	50.00%	2	
Agree	50.00%	2	
Disagree	0.00%	0	
Strongly disagree	0.00%	0	
Total	100%	4	

5) The Committee's significant policy decisions and activities, as appropriate, were reported to the Board, either through the Management Report or staff presentations.

Respondents: 4

Choice	Percentage	Count	
Yes	100.00%	4	
No	0.00%	0	
I don't know	0.00%	0	
Total	100%	4	

6) The meeting agenda was clear about the purpose of committee meetings.

Respondents: 4

Choice	Percentage	Count	
All of the Time	75.00%	3	
Most of the Time	25.00%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	4	

7) Decision issues were clearly identified on the agenda.

Respondents: 4

Choice	Percentage	Count	
All of the Time	75.00%	3	
Most of the Time	25.00%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	4	

8) The length of time scheduled for meetings was appropriate to the amount of work that had to be done.

Respondents: 4

Choice	Percentage	Count	
All of the Time	75.00%	3	
Most of the Time	25.00%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	4	

9) The documentation available at meetings was sufficient to support effective discussions and decision-making.

Respondents: 4

Choice	Percentage	Count	
All of the Time	75.00%	3	
Most of the Time	25.00%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	4	

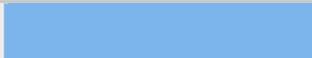
10) The Chair and Committee members were prepared for meetings by having read the required material before meetings.

Respondents: 4

Choice	Percentage	Count	
All of the Time	75.00%	3	
Most of the Time	25.00%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	4	

11) Committee members worked at achieving consensus in their decision-making.

Respondents: 4

Choice	Percentage	Count	
All of the Time	100.00%	4	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	4	

12) From my perspective, decisions made by the committee were based on information rather than opinion.

Respondents: 4

Choice	Percentage	Count	
All of the Time	50.00%	2	
Most of the Time	50.00%	2	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	4	

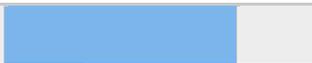
13) Decisions made by the committee favoured the interest of the public.

Respondents: 4

Choice	Percentage	Count	
All of the Time	75.00%	3	
Most of the Time	25.00%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	4	

14) The follow-up actions were clearly identified and assigned to committee members or staff.

Respondents: 4

Choice	Percentage	Count	
All of the Time	75.00%	3	
Most of the Time	25.00%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	4	

15) I am satisfied with the support received from Staff to accomplish committee work.

Respondents: 4

Choice	Percentage	Count	
Strongly agree	100.00%	4	
Agree	0.00%	0	
Disagree	0.00%	0	
Strongly disagree	0.00%	0	
Total	100%	4	

16) I was given sufficient time to be prepared to contribute to meeting discussions and decision-making.

Respondents: 4

Choice	Percentage	Count	
All of the Time	100.00%	4	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	4	

17) I was respectfully encouraged to participate in discussions and to state my opinions.

Respondents: 4

Choice	Percentage	Count	
All of the Time	100.00%	4	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	4	

18) I felt that my contributions were respected.

Respondents: 4

Choice	Percentage	Count	
All of the Time	75.00%	3	
Most of the Time	25.00%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	4	

19) I listened to and considered the input of others.

Respondents: 4

Choice	Percentage	Count	
All of the Time	75.00%	3	
Most of the Time	25.00%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	4	

20) I found committee work worthwhile.

Respondents: 4

Choice	Percentage	Count	
Strongly agree	75.00%	3	
Agree	25.00%	1	
Disagree	0.00%	0	
Strongly disagree	0.00%	0	
Total	100%	4	

21) What was accomplished that was most valuable to you and why?

Respondents: 4

#	Respondent	21) What was accomplished that was most valuable to you and why?
1	3	Successful Public Protection.
2	4	.
3	5	dealing with important issues
4	6	Continuing to work towards minimizing the role of the executive committee

22) What would have made this work more valuable to you?

Respondents: 4

#	Respondent	22) What would have made this work more valuable to you?
1	3	Respond to feedback from the public.
2	4	.
3	5	na
4	6	N/A

23) Other Comments

Respondents: 1

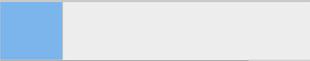
#	Respondent	23) Other Comments
1	5	na

2024 Annual Governance Committee Performance Evaluation Results

6 Members 5 Completed

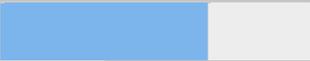
1) This was the first year I worked on this committee. If yes to 1, answer questions 2 and 3, if no, proceed to question #4.

Respondents: 5

Choice	Percentage	Count	
Yes	20.00%	1	
No	80.00%	4	
Total	100%	5	

2) After the orientation, I understood the role of the committee with regard to the public protection mandate of the College.

Respondents: 3

Choice	Percentage	Count	
Strongly agree	66.67%	2	
Agree	33.33%	1	
Disagree	0.00%	0	
Strongly disagree	0.00%	0	
Total	100%	3	

3) The orientation to this committee clearly explained my role and what would be expected of me as a committee member.

Respondents: 3

Choice	Percentage	Count	
Strongly agree	66.67%	2	
Agree	33.33%	1	
Disagree	0.00%	0	

Strongly disagree	0.00%	0	
Total	100%	3	

4) I clearly understood the purpose of the committee work and how the work was linked to the College's goals, objectives and legal obligations.

Respondents: 5

Choice	Percentage	Count	
Strongly agree	100.00%	5	
Agree	0.00%	0	
Disagree	0.00%	0	
Strongly disagree	0.00%	0	
Total	100%	5	

5) The Committee's significant policy decisions and activities, as appropriate, were reported to the Board, either through the Management Report or staff presentations.

Respondents: 5

Choice	Percentage	Count	
Yes	100.00%	5	
No	0.00%	0	
I don't know	0.00%	0	
Total	100%	5	

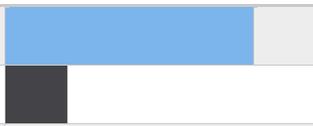
6) The meeting agenda was clear about the purpose of committee meetings.

Respondents: 5

Choice	Percentage	Count	
All of the Time	100.00%	5	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	5	

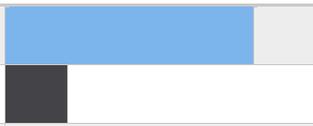
7) Decision issues were clearly identified on the agenda.

Respondents: 5

Choice	Percentage	Count	
All of the Time	80.00%	4	
Most of the Time	20.00%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	5	

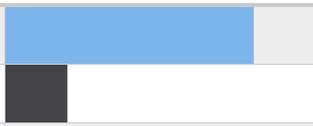
8) The length of time scheduled for meetings was appropriate to the amount of work that had to be done.

Respondents: 5

Choice	Percentage	Count	
All of the Time	80.00%	4	
Most of the Time	20.00%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	5	

9) The documentation available at meetings was sufficient to support effective discussions and decision-making.

Respondents: 5

Choice	Percentage	Count	
All of the Time	80.00%	4	
Most of the Time	20.00%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	5	

10) The Chair and Committee members were prepared for meetings by having read the required material before meetings.

Respondents: 5

Choice	Percentage	Count	
All of the Time	100.00%	5	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	5	

11) Committee members worked at achieving consensus in their decision-making.

Respondents: 5

Choice	Percentage	Count	
All of the Time	100.00%	5	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	5	

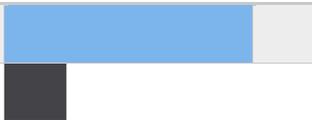
12) From my perspective, decisions made by the committee were based on information rather than opinion.

Respondents: 5

Choice	Percentage	Count	
All of the Time	60.00%	3	
Most of the Time	40.00%	2	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	5	

13) Decisions made by the committee favoured the interest of the public.

Respondents: 5

Choice	Percentage	Count	
All of the Time	80.00%	4	
Most of the Time	20.00%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	5	

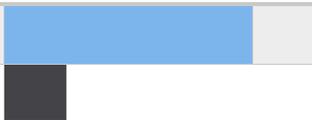
14) The follow-up actions were clearly identified and assigned to committee members or staff.

Respondents: 5

Choice	Percentage	Count	
All of the Time	100.00%	5	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	5	

15) I am satisfied with the support received from Staff to accomplish committee work.

Respondents: 5

Choice	Percentage	Count	
Strongly agree	80.00%	4	
Agree	20.00%	1	
Disagree	0.00%	0	
Strongly disagree	0.00%	0	
Total	100%	5	

16) I was given sufficient time to be prepared to contribute to meeting discussions and decision-making.

Respondents: 5

Choice	Percentage	Count	
All of the Time	80.00%	4	
Most of the Time	20.00%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	5	

17) I was respectfully encouraged to participate in discussions and to state my opinions.

Respondents: 5

Choice	Percentage	Count	
All of the Time	80.00%	4	
Most of the Time	20.00%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	5	

18) I felt that my contributions were respected.

Respondents: 5

Choice	Percentage	Count	
All of the Time	80.00%	4	
Most of the Time	20.00%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	5	

19) I listened to and considered the input of others.

Respondents: 5

Choice	Percentage	Count	
All of the Time	100.00%	5	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	5	

20) I found committee work worthwhile.

Respondents: 5

Choice	Percentage	Count	
Strongly agree	100.00%	5	
Agree	0.00%	0	
Disagree	0.00%	0	
Strongly disagree	0.00%	0	
Total	100%	5	

21) What was accomplished that was most valuable to you and why?

Respondents: 5

#	Respondent	21) What was accomplished that was most valuable to you and why?
1	5	Policy making.
2	6	Potential board member skills document
3	7	The update to the process to fill the Board of Directors vacancies.
4	8	Governance modernization because it helps the board to stay more focused.
5	9	Moving forward in a new governance model including the implementation of a single electoral district and using the competency based screening process for candidates

22) What would have made this work more valuable to you?

Respondents: 5

#	Respondent	22) What would have made this work more valuable to you?
1	5	For the protection of the public.
2	6	Can't think of anything
3	7	The committee work has been really interesting this year. No suggestions to make this work more valuable.
4	8	N/A
5	9	i can't think of anything else

23) Other Comments

Respondents: 1

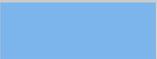
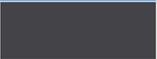
#	Respondent	23) Other Comments
1	7	The Committee meeting packages were well prepared and easy to review prior to meetings. Thank you to the Chair and the CDO staff.

2024 Annual ICRC Performance Evaluation Results

11 Members 8 Completed

1) This was the first year I worked on this committee. If yes to 1, answer questions 2 and 3, if no, proceed to question #4.

Respondents: 8

Choice	Percentage	Count	
Yes	50.00%	4	
No	50.00%	4	
Total	100%	8	

2) After the orientation, I understood the role of the committee with regard to the public protection mandate of the College.

Respondents: 5

Choice	Percentage	Count	
Strongly agree	80.00%	4	
Agree	20.00%	1	
Disagree	0.00%	0	
Strongly disagree	0.00%	0	
Total	100%	5	

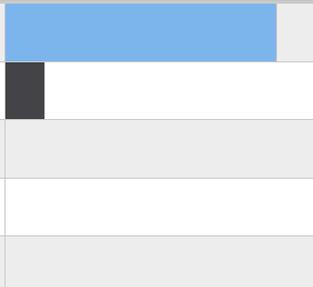
3) The orientation to this committee clearly explained my role and what would be expected of me as a committee member.

Respondents: 5

Choice	Percentage	Count	
Strongly agree	80.00%	4	
Agree	20.00%	1	
Disagree	0.00%	0	
Strongly disagree	0.00%	0	
Total	100%	5	

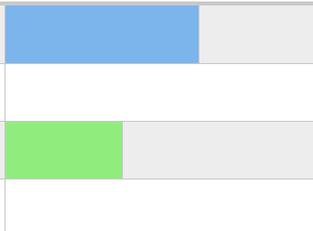
4) I clearly understood the purpose of the committee work and how the work was linked to the College's goals, objectives and legal obligations.

Respondents: 8

Choice	Percentage	Count	
Strongly agree	87.50%	7	
Agree	12.50%	1	
Disagree	0.00%	0	
Strongly disagree	0.00%	0	
Total	100%	8	

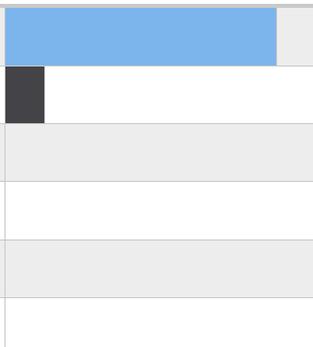
5) The Committee's significant policy decisions and activities, as appropriate, were reported to the Board, either through the Management Report or staff presentations.

Respondents: 8

Choice	Percentage	Count	
Yes	62.50%	5	
No	0.00%	0	
I don't know	37.50%	3	
Total	100%	8	

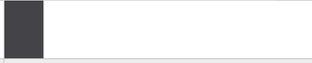
6) The meeting agenda was clear about the purpose of committee meetings.

Respondents: 8

Choice	Percentage	Count	
All of the Time	87.50%	7	
Most of the Time	12.50%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	8	

7) Decision issues were clearly identified on the agenda.

Respondents: 8

Choice	Percentage	Count	
All of the Time	87.50%	7	
Most of the Time	12.50%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	8	

8) The length of time scheduled for meetings was appropriate to the amount of work that had to be done.

Respondents: 8

Choice	Percentage	Count	
All of the Time	62.50%	5	
Most of the Time	37.50%	3	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	8	

9) The documentation available at meetings was sufficient to support effective discussions and decision-making.

Respondents: 8

Choice	Percentage	Count	
All of the Time	75.00%	6	
Most of the Time	25.00%	2	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	8	

10) The Chair and Committee members were prepared for meetings by having read the required material before meetings.

Respondents: 8

Choice	Percentage	Count	
All of the Time	75.00%	6	
Most of the Time	25.00%	2	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	8	

11) Committee members worked at achieving consensus in their decision-making.

Respondents: 8

Choice	Percentage	Count	
All of the Time	87.50%	7	
Most of the Time	12.50%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	8	

12) From my perspective, decisions made by the committee were based on information rather than opinion.

Respondents: 8

Choice	Percentage	Count	
All of the Time	87.50%	7	
Most of the Time	12.50%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	8	

13) Decisions made by the committee favoured the interest of the public.

Respondents: 8

Choice	Percentage	Count	
All of the Time	87.50%	7	
Most of the Time	12.50%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	8	

14) The follow-up actions were clearly identified and assigned to committee members or staff.

Respondents: 8

Choice	Percentage	Count	
All of the Time	87.50%	7	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	12.50%	1	
Total	100%	8	

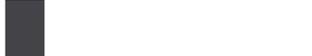
15) I am satisfied with the support received from Staff to accomplish committee work.

Respondents: 8

Choice	Percentage	Count	
Strongly agree	100.00%	8	
Agree	0.00%	0	
Disagree	0.00%	0	
Strongly disagree	0.00%	0	
Total	100%	8	

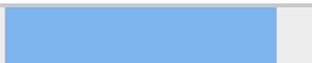
16) I was given sufficient time to be prepared to contribute to meeting discussions and decision-making.

Respondents: 8

Choice	Percentage	Count	
All of the Time	87.50%	7	
Most of the Time	12.50%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	8	

17) I was respectfully encouraged to participate in discussions and to state my opinions.

Respondents: 8

Choice	Percentage	Count	
All of the Time	87.50%	7	
Most of the Time	12.50%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	8	

18) I felt that my contributions were respected.

Respondents: 8

Choice	Percentage	Count	
All of the Time	87.50%	7	
Most of the Time	12.50%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	8	

19) I listened to and considered the input of others.

Respondents: 8

Choice	Percentage	Count	
All of the Time	87.50%	7	
Most of the Time	12.50%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	8	

20) I found committee work worthwhile.

Respondents: 8

Choice	Percentage	Count	
Strongly agree	100.00%	8	
Agree	0.00%	0	
Disagree	0.00%	0	
Strongly disagree	0.00%	0	
Total	100%	8	

21) What was accomplished that was most valuable to you and why?

Respondents: 8

#	Respondent	21) What was accomplished that was most valuable to you and why?
1	6	Important and fair decisions regarding dietitians' ability and safety to practice, and ensuring the safety of the public.
2	8	.
3	10	The deliberations of each case is so important.
4	12	Appreciation for the commitment to uphold public protection through thoughtful dialogue and debate about cases. I feel confident that the committee is thorough, demonstrates active listening and has clear goals. As a new member this year has been very rewarding work. Sarah as the case manager is a star, her preparation and support enables excellent meetings!

- | | | |
|---|----|--|
| 5 | 17 | I feel that reviewing complains and assisting a member to address a gap in services is the important part of the quality assurance program. |
| 6 | 22 | Getting input and perspective from the public members. As an RD member, I have a differing perspective as the public members and what would be of concern or importance to them. Hearing their points of view provides important context to our decisions. |
| 7 | 23 | The decisions we made using consensus after brainstorming the pros and cons and all aspects was very valuable. |
| 8 | 24 | the ongoing processing of cases in timely manners by working collaboratively with other panel members |

22) What would have made this work more valuable to you?

Respondents: 8

- | # | Respondent | 22) What would have made this work more valuable to you? |
|---|------------|--|
| 1 | 6 | None that I can think of at the moment. |
| 2 | 8 | . |
| 3 | 10 | Can't think of anything. This committee is extremely effective.

The best teacher for this kind of committee work truly has been diving in and getting to understand the process, the risks and decision making framework. While I think it was indirectly acknowledged, come explicit language on recognizing the time and "diving in" really are the best teachers for this work. The Box system is not particularly user friendly, while I know that there was training on it, again it's a play with the system kind of tool as the best way to learn... |
| 4 | 12 | |
| 5 | 17 | It is important to me that dietitians provide competent and research based services and this committee plays a role in achieving this goal. |
| 6 | 22 | nothing I can think of at the moment |
| 7 | 23 | I am very satisfied with this experience as of now. |
| 8 | 24 | Perhaps building in some time to debrief as a panel in the event there were cases that prompted strong emotions |

23) Other Comments

Respondents: 2

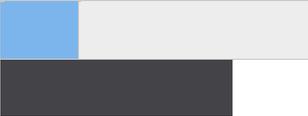
#	Respondent	23) Other Comments
1	17	Thank you for giving me the opportunity to be a part of this important committee.
2	22	I truly appreciate all the hard work the staff put in to have the materials prepared and in writing the decisions. Often we have a lot of materials to go through and they are always well organized and detailed in the decisions.

2024 Annual Professional Practice Performance Evaluation Results

6 Members 4 Completed

1) This was the first year I worked on this committee. If yes to 1, answer questions 2 and 3, if no, proceed to question #4.

Respondents: 4

Choice	Percentage	Count	
Yes	25.00%	1	
No	75.00%	3	
Total	100%	4	

2) After the orientation, I understood the role of the committee with regard to the public protection mandate of the College.

Respondents: 2

Choice	Percentage	Count	
Strongly agree	100.00%	2	
Agree	0.00%	0	
Disagree	0.00%	0	
Strongly disagree	0.00%	0	
Total	100%	2	

3) The orientation to this committee clearly explained my role and what would be expected of me as a committee member.

Respondents: 2

Choice	Percentage	Count	
Strongly agree	100.00%	2	
Agree	0.00%	0	
Disagree	0.00%	0	
Strongly disagree	0.00%	0	

Total	100%	2	
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4) I clearly understood the purpose of the committee work and how the work was linked to the College's goals, objectives and legal obligations.

Respondents: 4

Choice	Percentage	Count	
Strongly agree	100.00%	4	
Agree	0.00%	0	
Disagree	0.00%	0	
Strongly disagree	0.00%	0	
Total	100%	4	

5) The Committee's significant policy decisions and activities, as appropriate, were reported to the Board, either through the Management Report or staff presentations.

Respondents: 4

Choice	Percentage	Count	
Yes	100.00%	4	
No	0.00%	0	
I don't know	0.00%	0	
Total	100%	4	

6) The meeting agenda was clear about the purpose of committee meetings.

Respondents: 4

Choice	Percentage	Count	
All of the Time	100.00%	4	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	4	

7) Decision issues were clearly identified on the agenda.

Respondents: 4

Choice	Percentage	Count	
All of the Time	100.00%	4	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	4	

8) The length of time scheduled for meetings was appropriate to the amount of work that had to be done.

Respondents: 4

Choice	Percentage	Count	
All of the Time	75.00%	3	
Most of the Time	25.00%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	4	

9) The documentation available at meetings was sufficient to support effective discussions and decision-making.

Respondents: 4

Choice	Percentage	Count	
All of the Time	100.00%	4	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	4	

10) The Chair and Committee members were prepared for meetings by having read the required material before meetings.

Respondents: 4

Choice	Percentage	Count	
All of the Time	100.00%	4	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	4	

11) Committee members worked at achieving consensus in their decision-making.

Respondents: 4

Choice	Percentage	Count	
All of the Time	100.00%	4	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	4	

12) From my perspective, decisions made by the committee were based on information rather than opinion.

Respondents: 4

Choice	Percentage	Count	
All of the Time	100.00%	4	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	4	

13) Decisions made by the committee favoured the interest of the public.

Respondents: 4

Choice	Percentage	Count	
All of the Time	100.00%	4	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	4	

14) The follow-up actions were clearly identified and assigned to committee members or staff.

Respondents: 4

Choice	Percentage	Count	
All of the Time	100.00%	4	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	4	

15) I am satisfied with the support received from Staff to accomplish committee work.

Respondents: 4

Choice	Percentage	Count	
Strongly agree	100.00%	4	
Agree	0.00%	0	
Disagree	0.00%	0	
Strongly disagree	0.00%	0	
Total	100%	4	

16) I was given sufficient time to be prepared to contribute to meeting discussions and decision-making.

Respondents: 4

Choice	Percentage	Count	
All of the Time	100.00%	4	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	4	

17) I was respectfully encouraged to participate in discussions and to state my opinions.

Respondents: 4

Choice	Percentage	Count	
All of the Time	75.00%	3	
Most of the Time	25.00%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	4	

18) I felt that my contributions were respected.

Respondents: 4

Choice	Percentage	Count	
All of the Time	75.00%	3	
Most of the Time	25.00%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	4	

19) I listened to and considered the input of others.

Respondents: 4

Choice	Percentage	Count	
All of the Time	100.00%	4	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	4	

20) I found committee work worthwhile.

Respondents: 4

Choice	Percentage	Count	
Strongly agree	100.00%	4	
Agree	0.00%	0	
Disagree	0.00%	0	
Strongly disagree	0.00%	0	
Total	100%	4	

21) What was accomplished that was most valuable to you and why?

Respondents: 4

#	Respondent	21) What was accomplished that was most valuable to you and why?
1	3	Improved performance of RD
2	4	-
3	6	The ability to work well as a committee.
4	7	- no response at present

22) What would have made this work more valuable to you?

Respondents: 4

#	Respondent	22) What would have made this work more valuable to you?
1	3	Implementation of new Quality Assurance programs.
2	4	-
3	6	The work on this committee is really interesting and enjoyable. I have nothing to add.
4	7	- no response at present

23) Other Comments

Respondents: 2

#	Respondent	23) Other Comments
1	4	-
2	6	Thank you to the CDO staff for your great support provided to this committee.

2024 Annual Quality Assurance Performance Evaluation Results

7 Members 6 Completed

1) This was the first year I worked on this committee. If yes to 1, answer questions 2 and 3, if no, proceed to question #4.

Respondents: 6

Choice	Percentage	Count	
Yes	33.33%	2	
No	66.67%	4	
Total	100%	6	

2) After the orientation, I understood the role of the committee with regard to the public protection mandate of the College.

Respondents: 3

Choice	Percentage	Count	
Strongly agree	100.00%	3	
Agree	0.00%	0	
Disagree	0.00%	0	
Strongly disagree	0.00%	0	
Total	100%	3	

3) The orientation to this committee clearly explained my role and what would be expected of me as a committee member.

Respondents: 3

Choice	Percentage	Count	
Strongly agree	66.67%	2	
Agree	33.33%	1	
Disagree	0.00%	0	
Strongly disagree	0.00%	0	

Total	100%	3	
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4) I clearly understood the purpose of the committee work and how the work was linked to the College's goals, objectives and legal obligations.

Respondents: 6

Choice	Percentage	Count	
Strongly agree	83.33%	5	
Agree	16.67%	1	
Disagree	0.00%	0	
Strongly disagree	0.00%	0	
Total	100%	6	

5) The Committee's significant policy decisions and activities, as appropriate, were reported to the Board, either through the Management Report or staff presentations.

Respondents: 6

Choice	Percentage	Count	
Yes	83.33%	5	
No	0.00%	0	
I don't know	16.67%	1	
Total	100%	6	

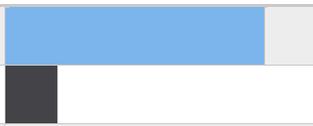
6) The meeting agenda was clear about the purpose of committee meetings.

Respondents: 6

Choice	Percentage	Count	
All of the Time	100.00%	6	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	6	

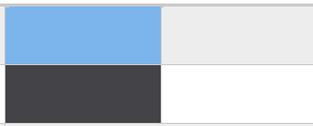
7) Decision issues were clearly identified on the agenda.

Respondents: 6

Choice	Percentage	Count	
All of the Time	83.33%	5	
Most of the Time	16.67%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	6	

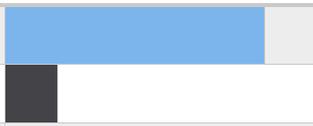
8) The length of time scheduled for meetings was appropriate to the amount of work that had to be done.

Respondents: 6

Choice	Percentage	Count	
All of the Time	50.00%	3	
Most of the Time	50.00%	3	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	6	

9) The documentation available at meetings was sufficient to support effective discussions and decision-making.

Respondents: 6

Choice	Percentage	Count	
All of the Time	83.33%	5	
Most of the Time	16.67%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	6	

10) The Chair and Committee members were prepared for meetings by having read the required material before meetings.

Respondents: 6

Choice	Percentage	Count	
All of the Time	100.00%	6	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	6	

11) Committee members worked at achieving consensus in their decision-making.

Respondents: 6

Choice	Percentage	Count	
All of the Time	100.00%	6	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	6	

12) From my perspective, decisions made by the committee were based on information rather than opinion.

Respondents: 6

Choice	Percentage	Count	
All of the Time	100.00%	6	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	6	

13) Decisions made by the committee favoured the interest of the public.

Respondents: 6

Choice	Percentage	Count	
All of the Time	100.00%	6	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	6	

14) The follow-up actions were clearly identified and assigned to committee members or staff.

Respondents: 6

Choice	Percentage	Count	
All of the Time	83.33%	5	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	16.67%	1	
Total	100%	6	

15) I am satisfied with the support received from Staff to accomplish committee work.

Respondents: 6

Choice	Percentage	Count	
Strongly agree	66.67%	4	
Agree	33.33%	2	
Disagree	0.00%	0	
Strongly disagree	0.00%	0	
Total	100%	6	

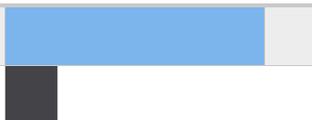
16) I was given sufficient time to be prepared to contribute to meeting discussions and decision-making.

Respondents: 6

Choice	Percentage	Count	
All of the Time	83.33%	5	
Most of the Time	16.67%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	6	

17) I was respectfully encouraged to participate in discussions and to state my opinions.

Respondents: 6

Choice	Percentage	Count	
All of the Time	83.33%	5	
Most of the Time	16.67%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	6	

18) I felt that my contributions were respected.

Respondents: 6

Choice	Percentage	Count	
All of the Time	83.33%	5	
Most of the Time	16.67%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	6	

19) I listened to and considered the input of others.

Respondents: 6

Choice	Percentage	Count	
All of the Time	100.00%	6	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	6	

20) I found committee work worthwhile.

Respondents: 6

Choice	Percentage	Count	
Strongly agree	100.00%	6	
Agree	0.00%	0	
Disagree	0.00%	0	
Strongly disagree	0.00%	0	
Total	100%	6	

21) What was accomplished that was most valuable to you and why?

Respondents: 6

#	Respondent	21) What was accomplished that was most valuable to you and why?
1	5	Enhance the quality of dietic practice of RDs
2	6	-
3	8	Reviewing goals was important because it keeps members up to date with current practices.
4	11	completion
5	14	- no response at present
6	16	I felt like the feedback provided and process improvements to improve the quality assurance process over the last two years I have been part of this

committee was continually applied, which helped increase the efficiency of evaluations of SDL tools over the years.

22) What would have made this work more valuable to you?

Respondents: 6

#	Respondent	22) What would have made this work more valuable to you?
1	5	Implement more quality assurance programs to protect the public of Ontario.
2	6	-
3	8	As a public member and potential receiver of dietitians' services, I would like to see every dietitian providing services according to best practice standards based on evidence based research. If I can contribute to this goal in any way, I would feel that my work is valuable.
4	11	na
5	14	- no response at present
6	16	N/A

23) Other Comments

Respondents: 3

#	Respondent	23) Other Comments
1	6	-
2	8	Thank you for including me in this committee.
3	11	na

2024 Annual Registrar Performance and Compensation Review Evaluation Results

5 Members 2 Completed

1) This was the first year I worked on this committee. If yes to 1, answer questions 2 and 3, if no, proceed to question #4.

Respondents: 2

Choice	Percentage	Count	
Yes	0.00%	0	
No	100.00%	2	
Total	100%	2	

2) After the orientation, I understood the role of the committee with regard to the public protection mandate of the College.

Respondents: 1

Choice	Percentage	Count	
Strongly agree	100.00%	1	
Agree	0.00%	0	
Disagree	0.00%	0	
Strongly disagree	0.00%	0	
Total	100%	1	

3) The orientation to this committee clearly explained my role and what would be expected of me as a committee member.

Respondents: 1

Choice	Percentage	Count	
Strongly agree	100.00%	1	
Agree	0.00%	0	
Disagree	0.00%	0	
Strongly disagree	0.00%	0	

Total	100%	1	
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4) I clearly understood the purpose of the committee work and how the work was linked to the College's goals, objectives and legal obligations.

Respondents: 2

Choice	Percentage	Count	
Strongly agree	100.00%	2	
Agree	0.00%	0	
Disagree	0.00%	0	
Strongly disagree	0.00%	0	
Total	100%	2	

5) The Committee's significant policy decisions and activities, as appropriate, were reported to the Board, either through the Management Report or staff presentations.

Respondents: 2

Choice	Percentage	Count	
Yes	100.00%	2	
No	0.00%	0	
I don't know	0.00%	0	
Total	100%	2	

6) The meeting agenda was clear about the purpose of committee meetings.

Respondents: 2

Choice	Percentage	Count	
All of the Time	50.00%	1	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	50.00%	1	
Total	100%	2	

7) Decision issues were clearly identified on the agenda.

Respondents: 2

Choice	Percentage	Count	
All of the Time	50.00%	1	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	50.00%	1	
Total	100%	2	

8) The length of time scheduled for meetings was appropriate to the amount of work that had to be done.

Respondents: 2

Choice	Percentage	Count	
All of the Time	50.00%	1	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	50.00%	1	
Total	100%	2	

9) The documentation available at meetings was sufficient to support effective discussions and decision-making.

Respondents: 2

Choice	Percentage	Count	
All of the Time	50.00%	1	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	50.00%	1	
Total	100%	2	

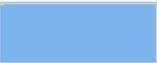
10) The Chair and Committee members were prepared for meetings by having read the required material before meetings.

Respondents: 2

Choice	Percentage	Count	
All of the Time	50.00%	1	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	50.00%	1	
Total	100%	2	

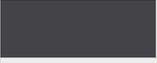
11) Committee members worked at achieving consensus in their decision-making.

Respondents: 2

Choice	Percentage	Count	
All of the Time	50.00%	1	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	50.00%	1	
Total	100%	2	

12) From my perspective, decisions made by the committee were based on information rather than opinion.

Respondents: 2

Choice	Percentage	Count	
All of the Time	0.00%	0	
Most of the Time	50.00%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	50.00%	1	
Total	100%	2	

13) Decisions made by the committee favoured the interest of the public.

Respondents: 2

Choice	Percentage	Count	
All of the Time	50.00%	1	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	50.00%	1	
Total	100%	2	

14) The follow-up actions were clearly identified and assigned to committee members or staff.

Respondents: 2

Choice	Percentage	Count	
All of the Time	50.00%	1	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	50.00%	1	
Total	100%	2	

15) I am satisfied with the support received from Staff to accomplish committee work.

Respondents: 2

Choice	Percentage	Count	
Strongly agree	100.00%	2	
Agree	0.00%	0	
Disagree	0.00%	0	
Strongly disagree	0.00%	0	
Total	100%	2	

16) I was given sufficient time to be prepared to contribute to meeting discussions and decision-making.

Respondents: 2

Choice	Percentage	Count	
All of the Time	50.00%	1	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	50.00%	1	
Total	100%	2	

17) I was respectfully encouraged to participate in discussions and to state my opinions.

Respondents: 2

Choice	Percentage	Count	
All of the Time	50.00%	1	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	50.00%	1	
Total	100%	2	

18) I felt that my contributions were respected.

Respondents: 2

Choice	Percentage	Count	
All of the Time	50.00%	1	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	50.00%	1	
Total	100%	2	

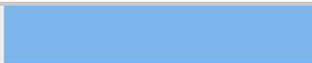
19) I listened to and considered the input of others.

Respondents: 2

Choice	Percentage	Count	
All of the Time	50.00%	1	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	50.00%	1	
Total	100%	2	

20) I found committee work worthwhile.

Respondents: 2

Choice	Percentage	Count	
Strongly agree	100.00%	2	
Agree	0.00%	0	
Disagree	0.00%	0	
Strongly disagree	0.00%	0	
Total	100%	2	

21) What was accomplished that was most valuable to you and why?

Respondents: 2

#	Respondent	21) What was accomplished that was most valuable to you and why?
1	3	Good Administration.
2	4	The committee is meeting in May so no meetings yet in 2023/24

22) What would have made this work more valuable to you?

Respondents: 2

#	Respondent	22) What would have made this work more valuable to you?
1	3	To safeguard the interest of the public.
2	4	N/A

23) Other Comments

Respondents: 0

#	23) Other Comments
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2024 Annual Registration Committee Performance Evaluation Results

7 Members 4 Completed

1) This was the first year I worked on this committee. If yes to 1, answer questions 2 and 3, if no, proceed to question #4.

Respondents: 4

Choice	Percentage	Count	
Yes	0.00%	0	
No	100.00%	4	
Total	100%	4	

2) After the orientation, I understood the role of the committee with regard to the public protection mandate of the College.

Respondents: 0

Choice	Percentage	Count	
Strongly agree	100%	0	
Agree	100%	0	
Disagree	100%	0	
Strongly disagree	100%	0	
Total	100%	0	

3) The orientation to this committee clearly explained my role and what would be expected of me as a committee member.

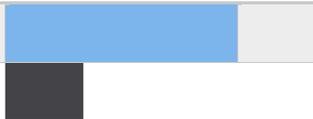
Respondents: 0

Choice	Percentage	Count	
Strongly agree	100%	0	
Agree	100%	0	
Disagree	100%	0	
Strongly disagree	100%	0	

Total	100%	0	
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4) I clearly understood the purpose of the committee work and how the work was linked to the College's goals, objectives and legal obligations.

Respondents: 4

Choice	Percentage	Count	
Strongly agree	75.00%	3	
Agree	25.00%	1	
Disagree	0.00%	0	
Strongly disagree	0.00%	0	
Total	100%	4	

5) The Committee's significant policy decisions and activities, as appropriate, were reported to the Board, either through the Management Report or staff presentations.

Respondents: 4

Choice	Percentage	Count	
Yes	100.00%	4	
No	0.00%	0	
I don't know	0.00%	0	
Total	100%	4	

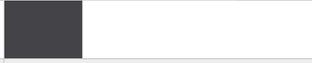
6) The meeting agenda was clear about the purpose of committee meetings.

Respondents: 4

Choice	Percentage	Count	
All of the Time	100.00%	4	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	4	

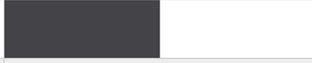
7) Decision issues were clearly identified on the agenda.

Respondents: 4

Choice	Percentage	Count	
All of the Time	75.00%	3	
Most of the Time	25.00%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	4	

8) The length of time scheduled for meetings was appropriate to the amount of work that had to be done.

Respondents: 4

Choice	Percentage	Count	
All of the Time	50.00%	2	
Most of the Time	50.00%	2	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	4	

9) The documentation available at meetings was sufficient to support effective discussions and decision-making.

Respondents: 4

Choice	Percentage	Count	
All of the Time	100.00%	4	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	4	

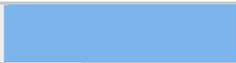
10) The Chair and Committee members were prepared for meetings by having read the required material before meetings.

Respondents: 4

Choice	Percentage	Count	
All of the Time	75.00%	3	
Most of the Time	25.00%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	4	

11) Committee members worked at achieving consensus in their decision-making.

Respondents: 4

Choice	Percentage	Count	
All of the Time	75.00%	3	
Most of the Time	25.00%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	4	

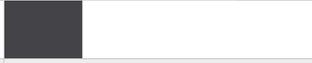
12) From my perspective, decisions made by the committee were based on information rather than opinion.

Respondents: 4

Choice	Percentage	Count	
All of the Time	75.00%	3	
Most of the Time	25.00%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	4	

13) Decisions made by the committee favoured the interest of the public.

Respondents: 4

Choice	Percentage	Count	
All of the Time	75.00%	3	
Most of the Time	25.00%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	4	

14) The follow-up actions were clearly identified and assigned to committee members or staff.

Respondents: 4

Choice	Percentage	Count	
All of the Time	75.00%	3	
Most of the Time	25.00%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	4	

15) I am satisfied with the support received from Staff to accomplish committee work.

Respondents: 4

Choice	Percentage	Count	
Strongly agree	100.00%	4	
Agree	0.00%	0	
Disagree	0.00%	0	
Strongly disagree	0.00%	0	
Total	100%	4	

16) I was given sufficient time to be prepared to contribute to meeting discussions and decision-making.

Respondents: 4

Choice	Percentage	Count	
All of the Time	100.00%	4	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	4	

17) I was respectfully encouraged to participate in discussions and to state my opinions.

Respondents: 4

Choice	Percentage	Count	
All of the Time	75.00%	3	
Most of the Time	25.00%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	4	

18) I felt that my contributions were respected.

Respondents: 4

Choice	Percentage	Count	
All of the Time	75.00%	3	
Most of the Time	25.00%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	4	

19) I listened to and considered the input of others.

Respondents: 4

Choice	Percentage	Count	
All of the Time	100.00%	4	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	4	

20) I found committee work worthwhile.

Respondents: 4

Choice	Percentage	Count	
Strongly agree	100.00%	4	
Agree	0.00%	0	
Disagree	0.00%	0	
Strongly disagree	0.00%	0	
Total	100%	4	

21) What was accomplished that was most valuable to you and why?

Respondents: 4

#	Respondent	21) What was accomplished that was most valuable to you and why?
1	3	The work on the individual panel reviews was valuable as I saw the direct impact of folks working together to make decisions fairly for the applicants and the public
2	5	.
3	7	That everyone come prepared.
4	8	Keeping the public safety as the priority all the time whether changes to policy, processe & operationally resolving conflict that arose during a couple of meetings professionally & objectively.

22) What would have made this work more valuable to you?

Respondents: 4

#	Respondent	22) What would have made this work more valuable to you?
1	3	n/a
2	5	.
3	7	N/A
4	8	No changes.

23) Other Comments

Respondents: 0

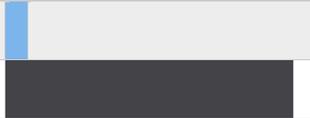
23) Other Comments

2023 Annual Board Performance Evaluation

13 Board members 14 Completed

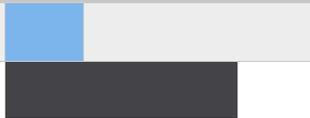
1) This is my first year on the Board (If yes, answer Question 2 and 3, if no, proceed to question #4).

Respondents: 14

Choice	Percentage	Count	
Yes	7.14%	1	
No	92.86%	13	
Total	100%	14	

2) After the orientation process, I felt prepared to exercise my role on the Board.

Respondents: 4

Choice	Percentage	Count	
Strongly agree	25.00%	1	
Agree	75.00%	3	
Disagree	0.00%	0	
Strongly disagree	0.00%	0	
Total	100%	4	

3) What I found most useful to help me understand my role on the Board was:

Respondents: 3

3) What I found most useful to help me understand my role on the Board was:

- 1 The orientation. The verbal instruction was underscored by onscreen notes. The only area that I am not totally comfortable with making my way around is Box. I do not find it intuitive to use, I feel like I am hopping back and forth, and worry I miss documents.
- 2 Material provided was comprehensive.
- 3 Understanding that the role of the CDO is to protect the public. Becoming more comfortable with the group to be able to ask questions and share.

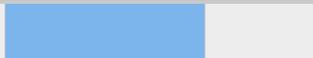
4) At Board meetings, the strategic oversight and public protection mandate of the Board were clearly articulated in:

Respondents: 14

	All of the time	Most of the time	Some of the time	None of the time	NA	Total
Structure of the meeting agenda	71.43% (10)	21.43% (3)	0.00% (0)	0.00% (0)	7.14% (1)	100% (14)
Council discussion	71.43% (10)	28.57% (4)	0.00% (0)	0.00% (0)	0.00% (0)	100% (14)
Council decision making	78.57% (11)	21.43% (3)	0.00% (0)	0.00% (0)	0.00% (0)	100% (14)

5) The Board has the information needed to oversee how the College is meeting its goals and objectives.

Respondents: 14

Choice	Percentage	Count	
All of the time	64.29%	9	
Most of the Time	35.71%	5	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	14	

6) The Board has the right information needed to monitor the finances of the College.

Respondents: 14

Choice	Percentage	Count	
Strongly agree	42.86%	6	
Agree	50.00%	7	
Disagree	7.14%	1	
Strongly disagree	0.00%	0	
Total	100%	14	

7) Questions and discussions at Board meetings added value beyond the information provided in writing to support effective decision making.

Respondents: 14

Choice	Percentage	Count	
All of the Time	42.86%	6	
Most of the Time	50.00%	7	
Some of the Time	7.14%	1	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	14	

8) Board discussion focused on policy and outcomes rather than management and administrative processes.

Respondents: 14

Choice	Percentage	Count	
All of the Time	42.86%	6	
Most of the Time	57.14%	8	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	14	

9) From my perspective, decisions were based on evidence and information rather than opinion.

Respondents: 14

Choice	Percentage	Count	
All of the Time	64.29%	9	
Most of the Time	28.57%	4	
Some of the Time	7.14%	1	
None of the Time	0.00%	0	

NA	0.00%	0	
Total	100%	14	

10) Reports and documents were sufficient to support informed discussions and effective decision-making.

Respondents: 14

Choice	Percentage	Count	
All of the Time	50.00%	7	
Most of the Time	50.00%	7	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	14	

11) Discussions and decision-making favoured the public interest.

Respondents: 14

Choice	Percentage	Count	
All of the Time	71.43%	10	
Most of the Time	28.57%	4	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	14	

12) I am encouraged to express my views fully in all matters discussed at Board meetings.

Respondents: 14

Choice	Percentage	Count	
All of the Time	85.71%	12	
Most of the Time	14.29%	2	
Some of the Time	0.00%	0	

None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	14	

13) There is an atmosphere of respect and trust among Board members, staff and the Registrar & ED.

Respondents: 14

Choice	Percentage	Count	
Strongly agree	57.14%	8	
Agree	35.71%	5	
Disagree	7.14%	1	
Strongly disagree	0.00%	0	
Total	100%	14	

14) I trust the information I received at and for Board meetings.

Respondents: 14

Choice	Percentage	Count	
All of the Time	78.57%	11	
Most of the Time	21.43%	3	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	14	

15) Board meetings are chaired effectively to build consensus among Board members and manage conflict constructively.

Respondents: 14

Choice	Percentage	Count	
All of the Time	35.71%	5	
Most of the Time	50.00%	7	

Some of the Time	14.29%	2	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	14	

16) Both the decision-making role of the Board and the decision-support role of the Registrar are respected.

Respondents: 14

Choice	Percentage	Count	
All of the Time	71.43%	10	
Most of the Time	28.57%	4	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	14	

17) Overall, I felt that the quality and effectiveness of Board governance was:

Respondents: 14

Choice	Percentage	Count	
Excellent	64.29%	9	
Very Good	35.71%	5	
Good	0.00%	0	
Poor	0.00%	0	
Total	100%	14	

18) I look forward to Board Meetings.

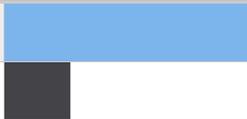
Respondents: 14

Choice	Percentage	Count	
Strongly agree	57.14%	8	
Agree	42.86%	6	

Disagree	0.00%	0	
Strongly disagree	0.00%	0	
Total	100%	14	

19) I felt that my role as a Board Member was valuable.

Respondents: 14

Choice	Percentage	Count	
Strongly agree	78.57%	11	
Agree	21.43%	3	
Disagree	0.00%	0	
Strongly disagree	0.00%	0	
Total	100%	14	

20) What would have made Board work more valuable to you?

Respondents: 14

20) What would have made Board work more valuable to you?

1 Happy that in-person meeting have started again.

Keeping to the allotted time on the schedule. Redirecting and keeping discussions from going out of topic. Smaller board size with more diversity to accommodate unique perspectives and quicker resolution.

2 I am enjoying the Board immensely. My only issue was that some of the meetings got a little out of control, and a couple of people were given too much rein. As a result, we were unable to complete items on the agenda.

3 Elimination of the Executive Committee. Discuss all matters related to the management of the college in the presence of the entire board.

4 Greater knowledge (of all directors) regarding the basics of meeting protocols/conduct. (minimum basics rules of order e.g, of making motions, seconding, discussion order, number of times speaking etc, to allow for efficient use of time, and exclusion of questions/discussions not relevant to an issue.

5 -

- All the members should be compensated equally for equal work, Financial, disparity among
- 7 public members and professional members make the public members feel as second class / less valuable members.
 - 8 Live meetings so relationships could form so more team cohesiveness
 - 9 2 day meetings so not rushed
 - 10 I can't think of anything to suggest.
 - 11 Collaboration with other health professional boards directly and not through the registrar
 - 12 Less focus on non-College items
 - 13 It is obvious at the meetings that some board members do not read the materials in advance which slows progress and holds up meetings.
 - 14 The remuneration gap between public and elected members creates a second rated position for public members.

2023 Annual Audit Committee Performance Evaluation

3 Completed 4 Members

1) This was the first year I worked on this committee. If yes to 1, answer questions 2 and 3, if no, proceed to question #4.

Respondents: 3

Choice	Percentage	Count	
Yes	33.33%	1	
No	66.67%	2	
Total	100%	3	

2) After the orientation, I understood the role of the committee with regard to the public protection mandate of the College.

Respondents: 1

Choice	Percentage	Count	
Strongly agree	0.00%	0	
Agree	0.00%	0	
Disagree	100.00%	1	
Strongly disagree	0.00%	0	
Total	100%	1	

3) The orientation to this committee clearly explained my role and what would be expected of me as a committee member.

Respondents: 1

Choice	Percentage	Count	
Strongly agree	0.00%	0	
Agree	0.00%	0	
Disagree	0.00%	0	

Strongly disagree	100.00%	1	
Total	100%	1	

4) I clearly understood the purpose of the committee work and how the work was linked to the College's goals, objectives and legal obligations.

Respondents: 3

Choice	Percentage	Count	
Strongly agree	33.33%	1	
Agree	33.33%	1	
Disagree	0.00%	0	
Strongly disagree	33.33%	1	
Total	100%	3	

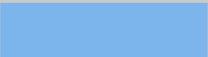
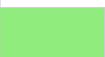
5) The Committee's significant policy decisions and activities, as appropriate, were reported to the Board, either through the Management Report or staff presentations.

Respondents: 3

Choice	Percentage	Count	
Yes	100.00%	3	
No	0.00%	0	
I don't know	0.00%	0	
Total	100%	3	

6) The meeting agenda was clear about the purpose of committee meetings.

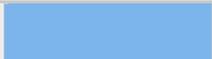
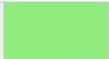
Respondents: 3

Choice	Percentage	Count	
All of the Time	66.67%	2	
Most of the Time	0.00%	0	
Some of the Time	33.33%	1	
None of the Time	0.00%	0	
NA	0.00%	0	

Total	100%	3	
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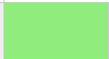
7) Decision issues were clearly identified on the agenda.

Respondents: 3

Choice	Percentage	Count	
All of the Time	66.67%	2	
Most of the Time	0.00%	0	
Some of the Time	33.33%	1	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	3	

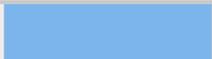
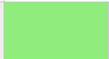
8) The length of time scheduled for meetings was appropriate to the amount of work that had to be done.

Respondents: 3

Choice	Percentage	Count	
All of the Time	66.67%	2	
Most of the Time	0.00%	0	
Some of the Time	33.33%	1	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	3	

9) The documentation available at meetings was sufficient to support effective discussions and decision-making.

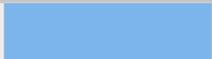
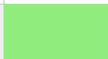
Respondents: 3

Choice	Percentage	Count	
All of the Time	66.67%	2	
Most of the Time	0.00%	0	
Some of the Time	33.33%	1	

None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	3	

10) The Chair and Committee members were prepared for meetings by having read the required material before meetings.

Respondents: 3

Choice	Percentage	Count	
All of the Time	66.67%	2	
Most of the Time	0.00%	0	
Some of the Time	33.33%	1	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	3	

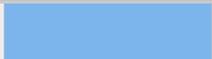
11) Committee members worked at achieving consensus in their decision-making.

Respondents: 3

Choice	Percentage	Count	
All of the Time	100.00%	3	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	3	

12) From my perspective, decisions made by the committee were based on information rather than opinion.

Respondents: 3

Choice	Percentage	Count	
All of the Time	66.67%	2	

Most of the Time	33.33%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	3	

13) Decisions made by the committee favoured the interest of the public.

Respondents: 3

Choice	Percentage	Count	
All of the Time	100.00%	3	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	3	

14) The follow-up actions were clearly identified and assigned to committee members or staff.

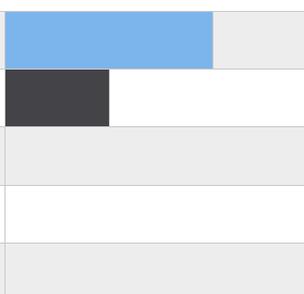
Respondents: 3

Choice	Percentage	Count	
All of the Time	66.67%	2	
Most of the Time	33.33%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	3	

15) I am satisfied with the support received from Staff to accomplish committee work.

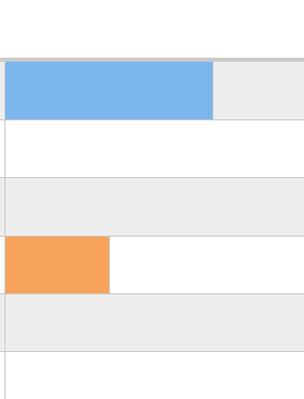
Respondents: 3

Choice	Percentage	Count	
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Strongly agree	66.67%	2	
Agree	33.33%	1	
Disagree	0.00%	0	
Strongly disagree	0.00%	0	
Total	100%	3	

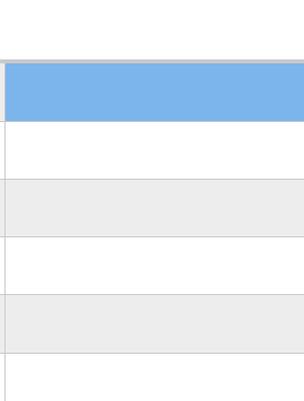
16) I was given sufficient time to be prepared to contribute to meeting discussions and decision-making.

Respondents: 3

Choice	Percentage	Count	
All of the Time	66.67%	2	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	33.33%	1	
NA	0.00%	0	
Total	100%	3	

17) I was respectfully encouraged to participate in discussions and to state my opinions.

Respondents: 3

Choice	Percentage	Count	
All of the Time	100.00%	3	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	3	

18) I felt that my contributions were respected.

Respondents: 3

Choice	Percentage	Count	
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All of the Time	100.00%	3	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	3	

19) I listened to and considered the input of others.

Respondents: 3

Choice	Percentage	Count	
All of the Time	100.00%	3	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	3	

20) I found committee work worthwhile.

Respondents: 3

Choice	Percentage	Count	
Strongly agree	33.33%	1	
Agree	33.33%	1	
Disagree	0.00%	0	
Strongly disagree	33.33%	1	
Total	100%	3	

21) What was accomplished that was most valuable to you and why?

Respondents: 3

Respondent 21) What was accomplished that was most valuable to you and why?

1	6	Efficiency ruled
2	8	Talking to auditors
3	10	Budget reviews

22) What would have made this work more valuable to you?

Respondents: 3

#	Respondent	22) What would have made this work more valuable to you?
1	6	nothing identified
2	8	Preparation
3	10	Remuneration gaps for public members

23) Other Comments

Respondents: 0

#	23) Other Comments
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2023 Annual Executive Committee Performance Evaluation

3 Completed 4 Members

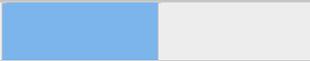
1) This was the first year I worked on this committee. If yes to 1, answer questions 2 and 3, if no, proceed to question #4.

Respondents: 3

Choice	Percentage	Count	
Yes	66.67%	2	
No	33.33%	1	
Total	100%	3	

2) After the orientation, I understood the role of the committee with regard to the public protection mandate of the College.

Respondents: 2

Choice	Percentage	Count	
Strongly agree	50.00%	1	
Agree	50.00%	1	
Disagree	0.00%	0	
Strongly disagree	0.00%	0	
Total	100%	2	

3) The orientation to this committee clearly explained my role and what would be expected of me as a committee member.

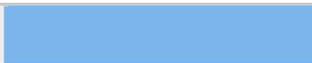
Respondents: 1

Choice	Percentage	Count	
Strongly agree	100.00%	1	
Agree	0.00%	0	
Disagree	0.00%	0	

Strongly disagree	0.00%	0	
Total	100%	1	

4) I clearly understood the purpose of the committee work and how the work was linked to the College's goals, objectives and legal obligations.

Respondents: 3

Choice	Percentage	Count	
Strongly agree	100.00%	3	
Agree	0.00%	0	
Disagree	0.00%	0	
Strongly disagree	0.00%	0	
Total	100%	3	

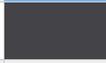
5) The Committee's significant policy decisions and activities, as appropriate, were reported to the Board, either through the Management Report or staff presentations.

Respondents: 3

Choice	Percentage	Count	
Yes	100.00%	3	
No	0.00%	0	
I don't know	0.00%	0	
Total	100%	3	

6) The meeting agenda was clear about the purpose of committee meetings.

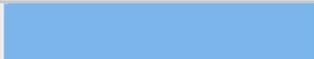
Respondents: 3

Choice	Percentage	Count	
All of the Time	66.67%	2	
Most of the Time	33.33%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	

Total	100%	3	
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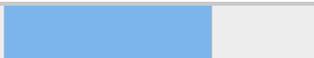
7) Decision issues were clearly identified on the agenda.

Respondents: 3

Choice	Percentage	Count	
All of the Time	100.00%	3	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	3	

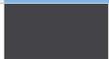
8) The length of time scheduled for meetings was appropriate to the amount of work that had to be done.

Respondents: 3

Choice	Percentage	Count	
All of the Time	66.67%	2	
Most of the Time	33.33%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	3	

9) The documentation available at meetings was sufficient to support effective discussions and decision-making.

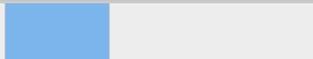
Respondents: 3

Choice	Percentage	Count	
All of the Time	66.67%	2	
Most of the Time	33.33%	1	
Some of the Time	0.00%	0	

None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	3	

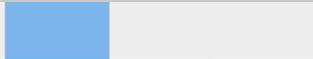
10) The Chair and Committee members were prepared for meetings by having read the required material before meetings.

Respondents: 3

Choice	Percentage	Count	
All of the Time	33.33%	1	
Most of the Time	66.67%	2	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	3	

11) Committee members worked at achieving consensus in their decision-making.

Respondents: 3

Choice	Percentage	Count	
All of the Time	33.33%	1	
Most of the Time	66.67%	2	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	3	

12) From my perspective, decisions made by the committee were based on information rather than opinion.

Respondents: 3

Choice	Percentage	Count	
All of the Time	66.67%	2	

Most of the Time	33.33%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	3	

13) Decisions made by the committee favoured the interest of the public.

Respondents: 3

Choice	Percentage	Count	
All of the Time	66.67%	2	
Most of the Time	33.33%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	3	

14) The follow-up actions were clearly identified and assigned to committee members or staff.

Respondents: 3

Choice	Percentage	Count	
All of the Time	100.00%	3	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	3	

15) I am satisfied with the support received from Staff to accomplish committee work.

Respondents: 3

Choice	Percentage	Count	
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Strongly agree	100.00%	3	
Agree	0.00%	0	
Disagree	0.00%	0	
Strongly disagree	0.00%	0	
Total	100%	3	

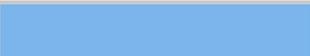
16) I was given sufficient time to be prepared to contribute to meeting discussions and decision-making.

Respondents: 3

Choice	Percentage	Count	
All of the Time	66.67%	2	
Most of the Time	33.33%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	3	

17) I was respectfully encouraged to participate in discussions and to state my opinions.

Respondents: 3

Choice	Percentage	Count	
All of the Time	100.00%	3	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	3	

18) I felt that my contributions were respected.

Respondents: 3

Choice	Percentage	Count	
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All of the Time	66.67%	2	
Most of the Time	33.33%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	3	

19) I listened to and considered the input of others.

Respondents: 3

Choice	Percentage	Count	
All of the Time	100.00%	3	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	3	

20) I found committee work worthwhile.

Respondents: 3

Choice	Percentage	Count	
Strongly agree	100.00%	3	
Agree	0.00%	0	
Disagree	0.00%	0	
Strongly disagree	0.00%	0	
Total	100%	3	

21) What was accomplished that was most valuable to you and why?

Respondents: 3

Respondent 21) What was accomplished that was most valuable to you and why?

1	5	The opportunity expresses my viewpoint based on my experience as member of the minority.
2	10	New accreditation provider
3	11	nothing to add here

22) What would have made this work more valuable to you?

Respondents: 3

#	Respondent	22) What would have made this work more valuable to you?
1	5	The principle of equal pay for equal work should be respected. The public members should not be paid less than the professional members.
2	10	Nothing
3	11	nothing to add here

23) Other Comments

Respondents: 1

#	Respondent	23) Other Comments
1	5	The minutes should be more detailed and different views expressed should be recorded not only the vote count and decisions made. There should be more focus on diverse viewpoints discussed in the meetings and less on consensus.

2023 Annual Governance Committee Performance Evaluation

4 Completed 6 Members

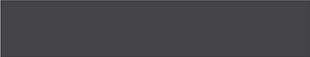
1) This was the first year I worked on this committee. If yes to 1, answer questions 2 and 3, if no, proceed to question #4.

Respondents: 4

Choice	Percentage	Count	
Yes	25.00%	1	
No	75.00%	3	
Total	100%	4	

2) After the orientation, I understood the role of the committee with regard to the public protection mandate of the College.

Respondents: 1

Choice	Percentage	Count	
Strongly agree	0.00%	0	
Agree	100.00%	1	
Disagree	0.00%	0	
Strongly disagree	0.00%	0	
Total	100%	1	

3) The orientation to this committee clearly explained my role and what would be expected of me as a committee member.

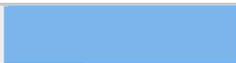
Respondents: 1

Choice	Percentage	Count	
Strongly agree	0.00%	0	
Agree	100.00%	1	
Disagree	0.00%	0	

Strongly disagree	0.00%	0	
Total	100%	1	

4) I clearly understood the purpose of the committee work and how the work was linked to the College's goals, objectives and legal obligations.

Respondents: 4

Choice	Percentage	Count	
Strongly agree	75.00%	3	
Agree	25.00%	1	
Disagree	0.00%	0	
Strongly disagree	0.00%	0	
Total	100%	4	

5) The Committee's significant policy decisions and activities, as appropriate, were reported to the Board, either through the Management Report or staff presentations.

Respondents: 4

Choice	Percentage	Count	
Yes	100.00%	4	
No	0.00%	0	
I don't know	0.00%	0	
Total	100%	4	

6) The meeting agenda was clear about the purpose of committee meetings.

Respondents: 4

Choice	Percentage	Count	
All of the Time	100.00%	4	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	

Total	100%	4	
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7) Decision issues were clearly identified on the agenda.

Respondents: 4

Choice	Percentage	Count	
All of the Time	75.00%	3	
Most of the Time	25.00%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	4	

8) The length of time scheduled for meetings was appropriate to the amount of work that had to be done.

Respondents: 4

Choice	Percentage	Count	
All of the Time	75.00%	3	
Most of the Time	25.00%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	4	

9) The documentation available at meetings was sufficient to support effective discussions and decision-making.

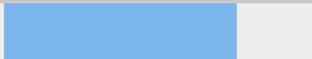
Respondents: 4

Choice	Percentage	Count	
All of the Time	75.00%	3	
Most of the Time	25.00%	1	
Some of the Time	0.00%	0	

None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	4	

10) The Chair and Committee members were prepared for meetings by having read the required material before meetings.

Respondents: 4

Choice	Percentage	Count	
All of the Time	75.00%	3	
Most of the Time	25.00%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	4	

11) Committee members worked at achieving consensus in their decision-making.

Respondents: 4

Choice	Percentage	Count	
All of the Time	100.00%	4	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	4	

12) From my perspective, decisions made by the committee were based on information rather than opinion.

Respondents: 4

Choice	Percentage	Count	
All of the Time	50.00%	2	

Most of the Time	25.00%	1	
Some of the Time	25.00%	1	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	4	

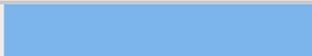
13) Decisions made by the committee favoured the interest of the public.

Respondents: 4

Choice	Percentage	Count	
All of the Time	100.00%	4	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	4	

14) The follow-up actions were clearly identified and assigned to committee members or staff.

Respondents: 4

Choice	Percentage	Count	
All of the Time	100.00%	4	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	4	

15) I am satisfied with the support received from Staff to accomplish committee work.

Respondents: 4

Choice	Percentage	Count	
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Strongly agree	100.00%	4	
Agree	0.00%	0	
Disagree	0.00%	0	
Strongly disagree	0.00%	0	
Total	100%	4	

16) I was given sufficient time to be prepared to contribute to meeting discussions and decision-making.

Respondents: 4

Choice	Percentage	Count	
All of the Time	100.00%	4	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	4	

17) I was respectfully encouraged to participate in discussions and to state my opinions.

Respondents: 4

Choice	Percentage	Count	
All of the Time	75.00%	3	
Most of the Time	25.00%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	4	

18) I felt that my contributions were respected.

Respondents: 4

Choice	Percentage	Count	
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All of the Time	75.00%	3	
Most of the Time	25.00%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	4	

19) I listened to and considered the input of others.

Respondents: 4

Choice	Percentage	Count	
All of the Time	100.00%	4	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	4	

20) I found committee work worthwhile.

Respondents: 4

Choice	Percentage	Count	
Strongly agree	100.00%	4	
Agree	0.00%	0	
Disagree	0.00%	0	
Strongly disagree	0.00%	0	
Total	100%	4	

21) What was accomplished that was most valuable to you and why?

Respondents: 4

Respondent 21) What was accomplished that was most valuable to you and why?

1	4	Update to the Governance structure
2	5	We have successfully achieved good governance in the committees' activities.
3	8	making good progress with governance modernization
4	9	getting the College ready for a new governance structure in alignment with anticipated changes

22) What would have made this work more valuable to you?

Respondents: 4

#	Respondent	22) What would have made this work more valuable to you?
1	4	The opportunity to contribute to the updated Governance structure
2	5	Make sure that the public voice is heard.
3	8	no comment
4	9	can't think of anything

23) Other Comments

Respondents: 2

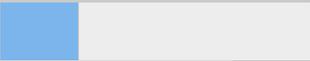
#	Respondent	23) Other Comments
1	4	Very well organized and run committee that made participation a joy
2	5	N/A

2023 Annual ICRC Performance Evaluation

8 Completed 10 Members

1) This was the first year I worked on this committee. If yes to 1, answer questions 2 and 3, if no, proceed to question #4.

Respondents: 8

Choice	Percentage	Count	
Yes	25.00%	2	
No	75.00%	6	
Total	100%	8	

2) After the orientation, I understood the role of the committee with regard to the public protection mandate of the College.

Respondents: 3

Choice	Percentage	Count	
Strongly agree	66.67%	2	
Agree	33.33%	1	
Disagree	0.00%	0	
Strongly disagree	0.00%	0	
Total	100%	3	

3) The orientation to this committee clearly explained my role and what would be expected of me as a committee member.

Respondents: 3

Choice	Percentage	Count	
Strongly agree	100.00%	3	
Agree	0.00%	0	
Disagree	0.00%	0	
Strongly disagree	0.00%	0	
Total	100%	3	

4) I clearly understood the purpose of the committee work and how the work was linked to the College's goals, objectives and legal obligations.

Respondents: 8

Choice	Percentage	Count	
Strongly agree	87.50%	7	
Agree	12.50%	1	
Disagree	0.00%	0	
Strongly disagree	0.00%	0	
Total	100%	8	

5) The Committee's significant policy decisions and activities, as appropriate, were reported to the Board, either through the Management Report or staff presentations.

Respondents: 8

Choice	Percentage	Count	
Yes	87.50%	7	
No	0.00%	0	
I don't know	12.50%	1	
Total	100%	8	

6) The meeting agenda was clear about the purpose of committee meetings.

Respondents: 8

Choice	Percentage	Count	
All of the Time	100.00%	8	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	8	

7) Decision issues were clearly identified on the agenda.

Respondents: 8

Choice	Percentage	Count	
All of the Time	87.50%	7	
Most of the Time	12.50%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	8	

8) The length of time scheduled for meetings was appropriate to the amount of work that had to be done.

Respondents: 8

Choice	Percentage	Count	
All of the Time	50.00%	4	
Most of the Time	50.00%	4	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	8	

9) The documentation available at meetings was sufficient to support effective discussions and decision-making.

Respondents: 8

Choice	Percentage	Count	
All of the Time	87.50%	7	
Most of the Time	12.50%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	

Total	100%	8	
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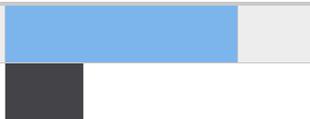
10) The Chair and Committee members were prepared for meetings by having read the required material before meetings.

Respondents: 8

Choice	Percentage	Count	
All of the Time	87.50%	7	
Most of the Time	12.50%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	8	

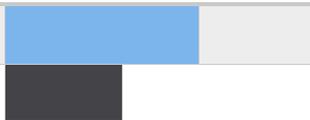
11) Committee members worked at achieving consensus in their decision-making.

Respondents: 8

Choice	Percentage	Count	
All of the Time	75.00%	6	
Most of the Time	25.00%	2	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	8	

12) From my perspective, decisions made by the committee were based on information rather than opinion.

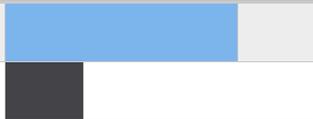
Respondents: 8

Choice	Percentage	Count	
All of the Time	62.50%	5	
Most of the Time	37.50%	3	
Some of the Time	0.00%	0	

None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	8	

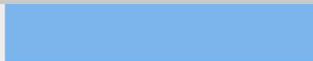
13) Decisions made by the committee favoured the interest of the public.

Respondents: 8

Choice	Percentage	Count	
All of the Time	75.00%	6	
Most of the Time	25.00%	2	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	8	

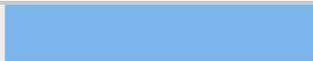
14) The follow-up actions were clearly identified and assigned to committee members or staff.

Respondents: 8

Choice	Percentage	Count	
All of the Time	100.00%	8	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	8	

15) I am satisfied with the support received from Staff to accomplish committee work.

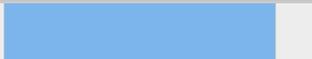
Respondents: 8

Choice	Percentage	Count	
Strongly agree	100.00%	8	
Agree	0.00%	0	

Disagree	0.00%	0	
Strongly disagree	0.00%	0	
Total	100%	8	

16) I was given sufficient time to be prepared to contribute to meeting discussions and decision-making.

Respondents: 8

Choice	Percentage	Count	
All of the Time	87.50%	7	
Most of the Time	12.50%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	8	

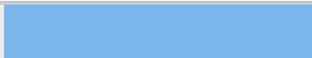
17) I was respectfully encouraged to participate in discussions and to state my opinions.

Respondents: 8

Choice	Percentage	Count	
All of the Time	87.50%	7	
Most of the Time	12.50%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	8	

18) I felt that my contributions were respected.

Respondents: 8

Choice	Percentage	Count	
All of the Time	100.00%	8	
Most of the Time	0.00%	0	

Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	8	

19) I listened to and considered the input of others.

Respondents: 8

Choice	Percentage	Count	
All of the Time	87.50%	7	
Most of the Time	12.50%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	8	

20) I found committee work worthwhile.

Respondents: 8

Choice	Percentage	Count	
Strongly agree	87.50%	7	
Agree	12.50%	1	
Disagree	0.00%	0	
Strongly disagree	0.00%	0	
Total	100%	8	

21) What was accomplished that was most valuable to you and why?

Respondents: 8

- | | | |
|---|------------|--|
| # | Respondent | 21) What was accomplished that was most valuable to you and why? |
| 1 | 3 | The collective deliberation in a small group setting to achieve consensus, where we were all heard and worked with the public and member development in mind was fulfilling. |

2	4	As a new member, I was playing catch up; however, I enjoyed the depth and scope of the issues and the intention to be very clear in our roles to protect the public.
3	5	the opportunity to express my viewpoints.
4	6	Decisions completed
5	9	Explaining the role/limitations of a dietitian in long-term care to the public members. I felt that working in long-term care is very unique compared with other workplaces and the public members may not be familiar with the responsibilities and challenges they face. The public members were appreciative of the information and had a better understanding of the RD's role when making decisions regarding the information in the file.
6	10	New risk template and navigating challenging complaints
7	12	This committee is such an incredible learning opportunity for me. It take a great deal of time to prepare for meetings but it is such important and valuable work. I very much enjoy being a part of this committee. j
8	13	effective processing of cases and the thoughtful decision-making process with the panel - I can tell that all members have carefully considered the implications of the decisions and how to ensure the public is protected

22) What would have made this work more valuable to you?

Respondents: 8

#	Respondent	22) What would have made this work more valuable to you?
1	3	Fewer cases per session to go more in depth.
2	4	I value the role as it is.
3	5	none
4	6	Meetings with both panels together
5	9	I can't think of anything at the moment. I find the work of the ICRC very interesting and important. I find I learn something new with every file we discuss.
6	10	I still think the risk assessment tool needs tweaking to be more practical. There are also items on the tool that are not applicable to the practice of dietitians
7	12	It is already very valuable.
8	13	can't think of anything

23) Other Comments

Respondents: 4

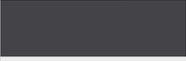
#	Respondent	23) Other Comments
1	3	Having Sarah as a wealth of knowledge, especially in complicated cases was very helpful.
2	4	Simply that the chair take control of the meetings when getting side tracked. Aside from that, I look forward to getting more comfortable working on the Board.
3	5	none
4	12	Sarah is incredible!

2023 Annual Professional Practice Performance Evaluation

5 Completed 7 Members

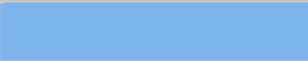
1) This was the first year I worked on this committee. If yes to 1, answer questions 2 and 3, if no, proceed to question #4.

Respondents: 5

Choice	Percentage	Count	
Yes	40.00%	2	
No	60.00%	3	
Total	100%	5	

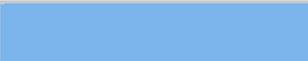
2) After the orientation, I understood the role of the committee with regard to the public protection mandate of the College.

Respondents: 2

Choice	Percentage	Count	
Strongly agree	100.00%	2	
Agree	0.00%	0	
Disagree	0.00%	0	
Strongly disagree	0.00%	0	
Total	100%	2	

3) The orientation to this committee clearly explained my role and what would be expected of me as a committee member.

Respondents: 2

Choice	Percentage	Count	
Strongly agree	100.00%	2	
Agree	0.00%	0	
Disagree	0.00%	0	

Strongly disagree	0.00%	0	
Total	100%	2	

4) I clearly understood the purpose of the committee work and how the work was linked to the College's goals, objectives and legal obligations.

Respondents: 5

Choice	Percentage	Count	
Strongly agree	100.00%	5	
Agree	0.00%	0	
Disagree	0.00%	0	
Strongly disagree	0.00%	0	
Total	100%	5	

5) The Committee's significant policy decisions and activities, as appropriate, were reported to the Board, either through the Management Report or staff presentations.

Respondents: 5

Choice	Percentage	Count	
Yes	100.00%	5	
No	0.00%	0	
I don't know	0.00%	0	
Total	100%	5	

6) The meeting agenda was clear about the purpose of committee meetings.

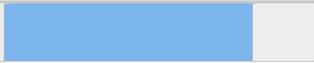
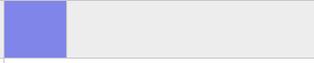
Respondents: 5

Choice	Percentage	Count	
All of the Time	100.00%	5	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	

Total	100%	5	
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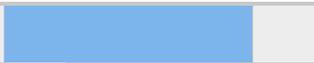
7) Decision issues were clearly identified on the agenda.

Respondents: 5

Choice	Percentage	Count	
All of the Time	80.00%	4	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	20.00%	1	
Total	100%	5	

8) The length of time scheduled for meetings was appropriate to the amount of work that had to be done.

Respondents: 5

Choice	Percentage	Count	
All of the Time	80.00%	4	
Most of the Time	20.00%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	5	

9) The documentation available at meetings was sufficient to support effective discussions and decision-making.

Respondents: 5

Choice	Percentage	Count	
All of the Time	100.00%	5	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	

None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	5	

10) The Chair and Committee members were prepared for meetings by having read the required material before meetings.

Respondents: 5

Choice	Percentage	Count	
All of the Time	80.00%	4	
Most of the Time	20.00%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	5	

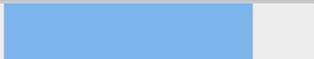
11) Committee members worked at achieving consensus in their decision-making.

Respondents: 5

Choice	Percentage	Count	
All of the Time	100.00%	5	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	5	

12) From my perspective, decisions made by the committee were based on information rather than opinion.

Respondents: 5

Choice	Percentage	Count	
All of the Time	80.00%	4	

Most of the Time	20.00%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	5	

13) Decisions made by the committee favoured the interest of the public.

Respondents: 5

Choice	Percentage	Count	
All of the Time	100.00%	5	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	5	

14) The follow-up actions were clearly identified and assigned to committee members or staff.

Respondents: 5

Choice	Percentage	Count	
All of the Time	80.00%	4	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	20.00%	1	
Total	100%	5	

15) I am satisfied with the support received from Staff to accomplish committee work.

Respondents: 5

Choice	Percentage	Count	
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Strongly agree	100.00%	5	
Agree	0.00%	0	
Disagree	0.00%	0	
Strongly disagree	0.00%	0	
Total	100%	5	

16) I was given sufficient time to be prepared to contribute to meeting discussions and decision-making.

Respondents: 5

Choice	Percentage	Count	
All of the Time	100.00%	5	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	5	

17) I was respectfully encouraged to participate in discussions and to state my opinions.

Respondents: 5

Choice	Percentage	Count	
All of the Time	100.00%	5	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	5	

18) I felt that my contributions were respected.

Respondents: 5

Choice	Percentage	Count	
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All of the Time	100.00%	5	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	5	

19) I listened to and considered the input of others.

Respondents: 5

Choice	Percentage	Count	
All of the Time	100.00%	5	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	5	

20) I found committee work worthwhile.

Respondents: 5

Choice	Percentage	Count	
Strongly agree	100.00%	5	
Agree	0.00%	0	
Disagree	0.00%	0	
Strongly disagree	0.00%	0	
Total	100%	5	

21) What was accomplished that was most valuable to you and why?

Respondents: 5

Respondent 21) What was accomplished that was most valuable to you and why?

1	4	New risk rankings for PPA
2	7	Social media policy update
3	9	-
4	10	Having being selected to complete the PPA process in the past as a working RD, it was valuable to contribute in the re-development of the PPA, so that RDs are evaluated effectively.
5	12	social media work

22) What would have made this work more valuable to you?

Respondents: 5

#	Respondent	22) What would have made this work more valuable to you?
1	4	When the PPA comes into place!
2	7	Not sure other than perhaps another policy update to work through
3	9	-
4	10	Nothing that I can think of at this time.
5	12	no comment

23) Other Comments

Respondents: 3

#	Respondent	23) Other Comments
1	7	Committee very well supported by staff and committee members contributed consistently at all meetings
2	9	-
3	10	I appreciate being a part of the committee this year, as I got to experience and contribute to the behind the scenes work of the College.

2023 Annual Quality Assurance Performance Evaluation

6 Completed 7 Members

1) This was the first year I worked on this committee. If yes to 1, answer questions 2 and 3, if no, proceed to question #4.

Respondents: 6

Choice	Percentage	Count	
Yes	33.33%	2	
No	66.67%	4	
Total	100%	6	

2) After the orientation, I understood the role of the committee with regard to the public protection mandate of the College.

Respondents: 3

Choice	Percentage	Count	
Strongly agree	100.00%	3	
Agree	0.00%	0	
Disagree	0.00%	0	
Strongly disagree	0.00%	0	
Total	100%	3	

3) The orientation to this committee clearly explained my role and what would be expected of me as a committee member.

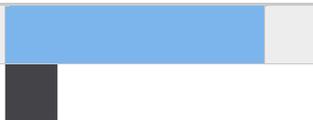
Respondents: 4

Choice	Percentage	Count	
Strongly agree	100.00%	4	
Agree	0.00%	0	
Disagree	0.00%	0	

Strongly disagree	0.00%	0	
Total	100%	4	

4) I clearly understood the purpose of the committee work and how the work was linked to the College's goals, objectives and legal obligations.

Respondents: 6

Choice	Percentage	Count	
Strongly agree	83.33%	5	
Agree	16.67%	1	
Disagree	0.00%	0	
Strongly disagree	0.00%	0	
Total	100%	6	

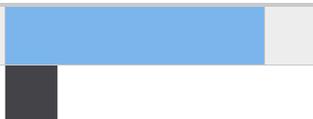
5) The Committee's significant policy decisions and activities, as appropriate, were reported to the Board, either through the Management Report or staff presentations.

Respondents: 6

Choice	Percentage	Count	
Yes	100.00%	6	
No	0.00%	0	
I don't know	0.00%	0	
Total	100%	6	

6) The meeting agenda was clear about the purpose of committee meetings.

Respondents: 6

Choice	Percentage	Count	
All of the Time	83.33%	5	
Most of the Time	16.67%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	

Total	100%	6	
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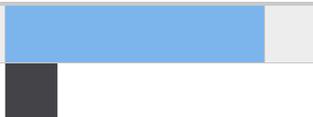
7) Decision issues were clearly identified on the agenda.

Respondents: 6

Choice	Percentage	Count	
All of the Time	66.67%	4	
Most of the Time	33.33%	2	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	6	

8) The length of time scheduled for meetings was appropriate to the amount of work that had to be done.

Respondents: 6

Choice	Percentage	Count	
All of the Time	83.33%	5	
Most of the Time	16.67%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	6	

9) The documentation available at meetings was sufficient to support effective discussions and decision-making.

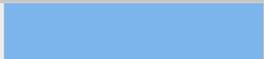
Respondents: 6

Choice	Percentage	Count	
All of the Time	66.67%	4	
Most of the Time	33.33%	2	
Some of the Time	0.00%	0	

None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	6	

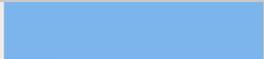
10) The Chair and Committee members were prepared for meetings by having read the required material before meetings.

Respondents: 6

Choice	Percentage	Count	
All of the Time	83.33%	5	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	16.67%	1	
Total	100%	6	

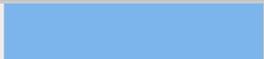
11) Committee members worked at achieving consensus in their decision-making.

Respondents: 6

Choice	Percentage	Count	
All of the Time	83.33%	5	
Most of the Time	16.67%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	6	

12) From my perspective, decisions made by the committee were based on information rather than opinion.

Respondents: 6

Choice	Percentage	Count	
All of the Time	83.33%	5	

Most of the Time	16.67%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	6	

13) Decisions made by the committee favoured the interest of the public.

Respondents: 6

Choice	Percentage	Count	
All of the Time	83.33%	5	
Most of the Time	16.67%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	6	

14) The follow-up actions were clearly identified and assigned to committee members or staff.

Respondents: 6

Choice	Percentage	Count	
All of the Time	83.33%	5	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	16.67%	1	
Total	100%	6	

15) I am satisfied with the support received from Staff to accomplish committee work.

Respondents: 6

Choice	Percentage	Count	
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Strongly agree	100.00%	6	
Agree	0.00%	0	
Disagree	0.00%	0	
Strongly disagree	0.00%	0	
Total	100%	6	

16) I was given sufficient time to be prepared to contribute to meeting discussions and decision-making.

Respondents: 6

Choice	Percentage	Count	
All of the Time	100.00%	6	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	6	

17) I was respectfully encouraged to participate in discussions and to state my opinions.

Respondents: 6

Choice	Percentage	Count	
All of the Time	100.00%	6	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	6	

18) I felt that my contributions were respected.

Respondents: 6

Choice	Percentage	Count	
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All of the Time	100.00%	6	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	6	

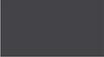
19) I listened to and considered the input of others.

Respondents: 6

Choice	Percentage	Count	
All of the Time	100.00%	6	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	6	

20) I found committee work worthwhile.

Respondents: 6

Choice	Percentage	Count	
Strongly agree	66.67%	4	
Agree	33.33%	2	
Disagree	0.00%	0	
Strongly disagree	0.00%	0	
Total	100%	6	

21) What was accomplished that was most valuable to you and why?

Respondents: 6

Respondent 21) What was accomplished that was most valuable to you and why?

1	4	Going through all the SDL tools
2	7	Kash was extremely efficient and provided great direction and counsel as the chair. Made the process and end result valuable.
3	10	We have improved the quality of performances of registered dietitians in Ontario by implementing various quality improvement programs and training.
4	13	This was my first year working on this committee, and I felt that I gained a strong knowledge and working understanding on the purpose and operations of the quality assurance committee and how the work fit in to the College's goals and mandates. I felt that our panel worked very well together, we had enough time to prepare for the panel reviews, we had fun evaluating the learning diaries, and Karine did a fantastic job leading our panel.
5	14	taks completed
6	18	-

22) What would have made this work more valuable to you?

Respondents: 6

#	Respondent	22) What would have made this work more valuable to you?
1	4	Already valuable.
2	7	Keeping to the allotted time where possible. More public member representation.
3	10	It has improved the quality of public service by the RDs.
4	13	It would be great if all the individuals who had to resubmit their learning diaries followed our recommendations in their resubmissions. Wondering if an evaluation of the resubmission process/accountability for resubmissions could be looked into, as some individuals simply resubmitted carbon copies of their unaccepted diaries.
5	14	nothing identified
6	18	-

23) Other Comments

Respondents: 5

#	Respondent	23) Other Comments
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- 1 7 Would be easier to spread meetings across the year rather than having many together in the first few months of the year.
- 2 10 N/A
- 3 13 Thank you to the CDO team for a great Board year! I also found that having majority of the panel meetings be virtual allowed me to fit the meetings seamlessly into my work day.
- 4 14 We cannot know how well prepared others are.
- 5 18 -

2023 Annual Registration Committee Performance Evaluation

5 Completed 7 Members

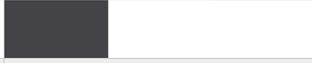
1) This was the first year I worked on this committee. If yes to 1, answer questions 2 and 3, if no, proceed to question #4.

Respondents: 5

Choice	Percentage	Count	
Yes	60.00%	3	
No	40.00%	2	
Total	100%	5	

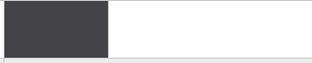
2) After the orientation, I understood the role of the committee with regard to the public protection mandate of the College.

Respondents: 3

Choice	Percentage	Count	
Strongly agree	66.67%	2	
Agree	33.33%	1	
Disagree	0.00%	0	
Strongly disagree	0.00%	0	
Total	100%	3	

3) The orientation to this committee clearly explained my role and what would be expected of me as a committee member.

Respondents: 3

Choice	Percentage	Count	
Strongly agree	66.67%	2	
Agree	33.33%	1	
Disagree	0.00%	0	

Strongly disagree	0.00%	0	
Total	100%	3	

4) I clearly understood the purpose of the committee work and how the work was linked to the College's goals, objectives and legal obligations.

Respondents: 5

Choice	Percentage	Count	
Strongly agree	100.00%	5	
Agree	0.00%	0	
Disagree	0.00%	0	
Strongly disagree	0.00%	0	
Total	100%	5	

5) The Committee's significant policy decisions and activities, as appropriate, were reported to the Board, either through the Management Report or staff presentations.

Respondents: 5

Choice	Percentage	Count	
Yes	100.00%	5	
No	0.00%	0	
I don't know	0.00%	0	
Total	100%	5	

6) The meeting agenda was clear about the purpose of committee meetings.

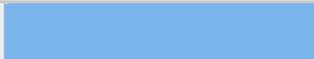
Respondents: 5

Choice	Percentage	Count	
All of the Time	100.00%	5	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	

Total	100%	5	
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7) Decision issues were clearly identified on the agenda.

Respondents: 5

Choice	Percentage	Count	
All of the Time	100.00%	5	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	5	

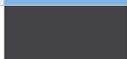
8) The length of time scheduled for meetings was appropriate to the amount of work that had to be done.

Respondents: 5

Choice	Percentage	Count	
All of the Time	60.00%	3	
Most of the Time	40.00%	2	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	5	

9) The documentation available at meetings was sufficient to support effective discussions and decision-making.

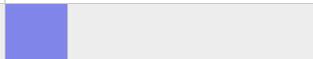
Respondents: 5

Choice	Percentage	Count	
All of the Time	60.00%	3	
Most of the Time	40.00%	2	
Some of the Time	0.00%	0	

None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	5	

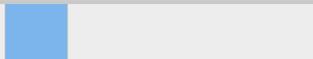
10) The Chair and Committee members were prepared for meetings by having read the required material before meetings.

Respondents: 5

Choice	Percentage	Count	
All of the Time	60.00%	3	
Most of the Time	20.00%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	20.00%	1	
Total	100%	5	

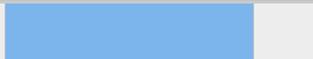
11) Committee members worked at achieving consensus in their decision-making.

Respondents: 5

Choice	Percentage	Count	
All of the Time	20.00%	1	
Most of the Time	80.00%	4	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	5	

12) From my perspective, decisions made by the committee were based on information rather than opinion.

Respondents: 5

Choice	Percentage	Count	
All of the Time	80.00%	4	

Most of the Time	20.00%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	5	

13) Decisions made by the committee favoured the interest of the public.

Respondents: 5

Choice	Percentage	Count	
All of the Time	80.00%	4	
Most of the Time	20.00%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	5	

14) The follow-up actions were clearly identified and assigned to committee members or staff.

Respondents: 5

Choice	Percentage	Count	
All of the Time	100.00%	5	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	5	

15) I am satisfied with the support received from Staff to accomplish committee work.

Respondents: 5

Choice	Percentage	Count	
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Strongly agree	100.00%	5	
Agree	0.00%	0	
Disagree	0.00%	0	
Strongly disagree	0.00%	0	
Total	100%	5	

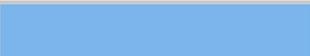
16) I was given sufficient time to be prepared to contribute to meeting discussions and decision-making.

Respondents: 5

Choice	Percentage	Count	
All of the Time	80.00%	4	
Most of the Time	20.00%	1	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	5	

17) I was respectfully encouraged to participate in discussions and to state my opinions.

Respondents: 5

Choice	Percentage	Count	
All of the Time	100.00%	5	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	5	

18) I felt that my contributions were respected.

Respondents: 5

Choice	Percentage	Count	
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All of the Time	100.00%	5	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	5	

19) I listened to and considered the input of others.

Respondents: 5

Choice	Percentage	Count	
All of the Time	100.00%	5	
Most of the Time	0.00%	0	
Some of the Time	0.00%	0	
None of the Time	0.00%	0	
NA	0.00%	0	
Total	100%	5	

20) I found committee work worthwhile.

Respondents: 5

Choice	Percentage	Count	
Strongly agree	100.00%	5	
Agree	0.00%	0	
Disagree	0.00%	0	
Strongly disagree	0.00%	0	
Total	100%	5	

21) What was accomplished that was most valuable to you and why?

Respondents: 5

Respondent 21) What was accomplished that was most valuable to you and why?

1	4	Finding the balance between public protection and fairness for members
2	5	Briefing notes could not be better. All Committees should follow this kind of information packaging, relevant, clear, concise, enhancing efficiency of Committee work.
3	7	The opportunity to express my viewpoints based on my experience as a member of minority.
4	9	The discussions that happen at the meetings are most valuable to me. I appreciate that everyone comes to the table prepared and ready to discuss.
5	12	Review of Emergency Class Registration because it will help address integration issues for people who have licenses from other provinces and address gaps in staffing needs especially in periods where there are emergency like the one caused by COVID.

22) What would have made this work more valuable to you?

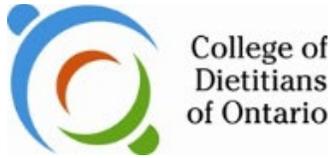
Respondents: 5

#	Respondent	22) What would have made this work more valuable to you?
1	4	Not sure
2	5	keeping questions/discussions relevant to issues presented.
3	7	n/a
4	9	I can not think of anything.
5	12	Remuneration gap for public members resolution

23) Other Comments

Respondents: 2

#	Respondent	23) Other Comments
1	7	The discussion should be less structured and more open. The professional member should be less defensive and more open to diverse views.
2	9	Deborah is always so well organized and prepared.



Board Briefing Note

Topic:	Board Workplan and Training Calendar
Purpose:	Decision Required
Strategic Plan Relevance:	Regulatory Effectiveness and Performance Measurement
From:	Executive Committee

ISSUE

To review and approve the Board Workplan and Training Calendar for 2024 – 2025 term.

PUBLIC INTEREST RATIONALE

Adopting an annual workplan and training calendar allows the Board to prioritize the activities and initiatives that are most aligned with the College's strategic plan and the public interest. Board training and development helps improve the governance of an organization by enhancing the knowledge, skills, and abilities of Board directors to make decisions in the public interest.

BACKGROUND

Each year at its June meeting, the Board reviews the Board Workplan and Training Calendar. It should include key activities required to meet the College's [Strategic Plan 2020-2025](#). Training activities should be relevant and support the performance of the Board directors and should be tied to the Board and Committee learning goals, self-assessment and public expectations.

The workplan is intended to give the Board a picture of its expected work over the coming year. It is a general outline of the proposed work and actual Board agendas may evolve or fluctuate over the year.

RECOMMENDATION

To approve the 2024 – 2025 Board Workplan and Training Calendar.

ATTACHMENTS

- Appendix 1 – Board Workplan and Training Calendar 2024 – 2025

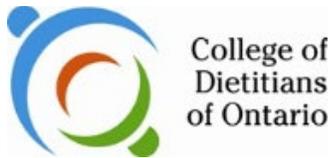
APPENDIX 1

JUNE BOARD WORKPLAN 2024 (Hybrid, Two-Day Session)		
Board Operations and Monitoring Reports	Policy, By-Law and Regulation	Strategy, Environmental Scanning and Training
Minutes, March 2024 with Action	By-law 1: Governance Updates	Strategic Planning Working Session
Executive Committee Report	Governance Manual Updates	Investment and Risk Tolerance Review, Working Session
Review of Board Meeting and Annual Evaluations	Governance Committee ToR	
Review of Board Annual Workplan and Training Calendar	Audit Committee ToR	
Management Report	Patient Relations Committee ToR	
Risk Monitoring Report (Q1)	Advertising and Marketing Standard (pre-circulation)	
Approval of Committee Appointments and Committee Slate		
Executive Committee Election		
Learning and Teaching Moment		
CDO Branding Presentation		

SEPTEMBER BOARD WORKPLAN 2024 (Hybrid, Two-Day Session)		
Council Operations and Monitoring Reports	Policy, By-Law and Regulation	Strategy, Environmental Scanning and Training
Minutes, June 2024 with Action	Advertising and Marketing Standard (post-circulation)	Strategic Planning Working Session
Executive Committee Report		Investment and Risk Tolerance Review, Working Session
Review of Board Meeting Evaluations		
Management Report		
Risk Monitoring Report (Q2)		
Strategic Plan Monitoring Report		
Audit of Register		
Presentation of Audit and Appointment of Auditor		
Learning and Teaching Moment		

DECEMBER BOARD WORKPLAN 2024 (Virtual, One-day Session)		
Council Operations and Monitoring Reports	Policy, By-Law and Regulation	Strategy, Environmental Scanning and Training
Minutes, September 2024 with Action	Governance Evaluation Framework Presentation	Strategic Plan 2025-2029 Presentation
Executive Committee Report	Committee Competency & Attribute Framework	Regulatory Trends Presentation
Review of Board Meeting Evaluations	Board Email Policy	Cybersecurity Training
Management Report		
Risk Monitoring Report (Q3)		
Learning and Teaching Moment		

MARCH BOARD WORKPLAN 2025 (Virtual, One-day Session)		
Council Operations and Monitoring Reports	Policy, By-Law and Regulation	Strategy, Environmental Scanning and Training
Minutes, December 2024 with Action Executive Committee Report Review of Board Meeting Evaluations Management Report 2025 – 2026 Budget and Strategic Workplan Risk Monitoring Report (Q4) CPMF Report Learning and Teaching Moment	Committee Competency & Attribute Framework	Overview of Operational Strategies to support 2025 – 2029 Strategic Goals Policy Cycle Presentation



Board Briefing Note

Topic:	Amendments to the Audit Committee's Terms of Reference
Purpose:	Decision Required
Strategic Plan Relevance:	Governance Modernization and Enhancing Public Trust
From:	Governance Committee

ISSUE

To approve amendments to the Audit Committee's terms of reference to align with the evolving role of the Audit Committee and with CDO's governance modernization goals.

PUBLIC INTEREST RATIONALE

Redistributing the financial responsibilities of the Executive Committee to the Audit Committee aligns with governance best practices by reducing the role of the Executive and ensuring that the committee has the requisite competencies to perform its duties. Aligning with practices of good governance allows CDO to be effective, efficient, transparent and accountable in the delivery of its mandate which fosters public confidence and trust.

BACKGROUND

At its June 2022 meeting, the Board approved a governance modernization roadmap that reflects best practices in regulatory governance, including the reduction of the Executive Committee's role. This governance structure is designed to further the CDO's public protection mandate and strengthen public trust.

At its December 2023 meeting, the Board approved amendments to the Executive Committee's terms of reference to reduce its role. The reduction in the Executive Committee's terms of reference requires that some of its responsibilities be redistributed to the Audit and Governance Committees.

At its May 2024 meeting, the Audit Committee approved the proposed amendments to its terms of reference, for recommendation to the Governance Committee and the Board.

At its June meeting, the Governance Committee approved the proposed amendments to the Audit Committee's terms of reference, for recommendation to the Board.

CONSIDERATIONS

The draft terms of reference for the Finance and Audit Committee are attached as Appendix 1 for the Board's consideration.

To reflect the new tasks more accurately, it is recommended that the Committee's name change to the *Finance and Audit Committee*. In addition to its existing audit responsibilities, the Committee will be responsible for assisting the Board in fulfilling its obligations and oversight responsibilities relating to financial planning and reporting, internal control systems, investments and financial policies.

Proposed Redistribution of Executive Committee Tasks

The proposed redistribution of responsibilities aligns with the evolving role of the Committee and expands on its current expertise.

The following responsibilities have been redistributed to the Finance and Audit Committee:

- Recommending annual operating and capital budgets to the Board.
- Making recommendations to the Board on the College's financial management policies.
- Making recommendations relating to the financial reserves of the College.
- Reporting to the Board on the financial affairs of the College.

RECOMMENDATION

To approve the amended Finance and Audit Committee terms of reference, as presented, to be effective immediately.

ATTACHMENTS

- Appendix 1: Draft Finance and Audit Committee Terms of Reference – Tracked
- Appendix 2: Draft Finance and Audit Committee Terms of Reference – Clean



The College of Dietitians of Ontario regulates dietitians for public protection.
We deliver regulatory excellence to contribute to the health of Ontarians.

Finance and Audit Committee Terms of Reference

Category

Non-statutory

Overview/Mandate

The Finance and Audit Committee ~~is a non-statutory, standing committee under the Council of the College of Dietitians of Ontario. The role of the Committee is~~ is responsible for assisting the Board in fulfilling its obligations and oversight responsibilities relating to financial planning and reporting, external audit, internal control systems, investments and policies. ~~to work with the external auditors during the annual audit and review the draft audit before it is presented to Council.~~

Accountability and Authority

The Finance and Audit Committee is accountable to the Board for fulfilling any duties and responsibilities set out in the bylaws, these Terms of Reference or as otherwise assigned by the Board.

The Board grants the Committee the authority to fulfill the duties and responsibilities as outlined below in order to achieve its mandate, in addition to those set out in the bylaws. The Committee will have access to documents, records and resources necessary to carry out its responsibilities.

Assigned Mandate Responsibilities

Section 12.5.1 of the College's Bylaw 1 sets out the following duties and responsibilities of the Finance and Audit Committee:

- (a) meet at least once a year with the College's auditors;
- (b) review draft audit reports prepared by the College's auditors;
- (c) receive and oversee the implementation of recommendations made by the College's auditors;
- (d) review and approve the annual budgets submitted by the Registrar, for recommendation to the Board; and
- (e) any other responsibilities relating to financial planning and reporting, external audit, internal controls, or policy review as described in the committee's Terms of Reference or as may be assigned by the Board of Directors or the Executive Committee from time to time.

The following are the Finance and Audit Committee's additional responsibilities:

Financial Planning and Reporting

1. Consider and make recommendations to the Board for changes to the College's fee structure.
2. Make recommendations to the Board on the financial reserves of the College.

External Audit

- Ensures the independence of the external auditors.
- Reviews the audited annual financial statements, in conjunction with the report of the external auditors, and obtains an explanation from management of:
 - All significant variances between comparative reporting periods.
 - A response to any identified weaknesses; and
 - Observations related to the financial efficiency and future viability of the organization.
- Enquires into the major financial risks faced by the organization and the appropriateness of related controls to minimize their potential impact.
- ~~Discusses~~ with the external auditors any recommended changes to the existing accounting policies and practices.
- ~~4.~~
- Receives and oversees the implementation of recommendations by the external auditors.
- ~~Meets privately~~ with the external auditors, ~~(without the presence of College staff) and with the Director of Finance Corporate Services and the Registrar and Executive Director, as appropriate, (without the presence of the external auditors) to obtain full and frank disclosure about any concerns discuss the results of the audit and any issues, findings or concerns with the audit process prior to the Council meeting at which the audited statements are received.~~ consideration by the Board.
- Hold periodic and as needed meetings with the external auditors, to inform them of any matters that may be relevant, without the presence of staff.
- ~~6.~~
- ~~7-8.~~ Recommends, when appropriate, approval of the audited financial statements to Council~~the Board.~~
- Annually evaluates the performance of the external auditors and determine whether their performance is satisfactory, effective and meets the requirements of the College.
- Recommend to the Board the appointment of the external auditors.
- ~~8-11.~~ Determine when changes to the appointment of the external auditors should be considered, for recommendation to the Board. and recommends to Council the appointment or changes to the appointment or changes to the appointment of a firm of chartered accounts as the College's external auditors.
- ~~9-12.~~ Oversees, through the Director of Finance Corporate Services, the tendering for an audit firm, when directed by Council~~the Board.~~

Internal Controls

1. Ensure the College has adequate systems and practices in place to provide reasonable assurance that financial affairs comply with laws, regulations and standards of ethical conduct.
2. In consultation with the Registrar, Director of Corporate Services and the external auditors, obtain reasonable assurance that the College has implemented appropriate systems of internal control which are effective and operating continuously.
3. Oversee the reporting of all fraudulent and illegal acts, whether actual or alleged.

Policy Review

4. Make recommendations to the Board on the College's financial management policies.
5. Make recommendations to the Board on policies that will assist in avoiding or controlling financial risks.

Membership Committee Composition

~~The As set out in Bylaw 1, s.12.5 the Finance and~~ Audit Committee is composed of two elected and two public board directors as follows:

- Two members of the Executive Committee who are not the ~~President-Chair~~ or Vice-~~President of Council~~Chair of the Board;
- Two board directors who are not on the Executive Committee.
- ~~Two elected Councillors; and~~
- ~~Two public Councillors.~~

Term of Office

Committee members are appointed for a one year term and are eligible for reappointment as long as they are eligible to serve as a Board director or committee appointee.~~The term of office for members of the Audit Committee is approximately one year. Committee members are appointed annually at the first Council meeting of the year, from among the members of Council.~~

Quorum

A majority of committee members constitutes a quorum for a meeting of a committee. A committee vacancy is not counted in determining whether a quorum is present.

Decision Making

The Committee will endeavour to arrive at decisions by consensus and all committee members will be involved in the consensus-making process. Where a decision cannot be reached by consensus, the decision will be made by a majority of the votes.

Reporting

The Committee is accountable to the ~~B~~board and makes regular reports of its activities to the board at every meeting.

Resources

The Committee is supported by the Registrar and the Director of Corporate Services. Other staff may provide support to the Committee from time to time.

Evaluation

The Committee terms of reference will be reviewed annually and amended where necessary to support the mandate of the College. Any amendments to the terms must be approved by the Board.

Quorum

~~A majority of committee members constitutes a quorum for a meeting of a committee. A committee vacancy is not counted in determining whether a quorum is present.~~

Chair

~~The Chair is appointed by Council at the first Council meeting of the year, from among the members of the committee.~~

Decision Making

~~The Committee will endeavour to arrive at decisions by consensus and all committee members will be involved in the consensus-making process. Where a decision cannot be reached by consensus, the decision will be made by a majority of the votes.~~

Meeting Frequency

~~In-person committee meetings~~

- ~~• As needed.~~

~~Virtual committee meetings~~

- ~~• Two, 1.5–2 hour.~~
- ~~• As needed.~~

Staff Support

- ~~• Director of Finance~~
- Registrar & Executive Director



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Finance and Audit Committee Terms of Reference

Category

Non-statutory

Mandate

The Finance and Audit Committee is responsible for assisting the Board in fulfilling its obligations and oversight responsibilities relating to financial planning and reporting, external audit, internal control systems, investments and policies.

Accountability and Authority

The Finance and Audit Committee is accountable to the Board for fulfilling any duties and responsibilities set out in the bylaws, these Terms of Reference or as otherwise assigned by the Board.

The Board grants the Committee the authority to fulfill the duties and responsibilities as outlined below in order to achieve its mandate, in addition to those set out in the bylaws. The Committee will have access to documents, records and resources necessary to carry out its responsibilities.

Responsibilities

Section 12.5.1 of the College's Bylaw 1 sets out the following duties and responsibilities of the Finance and Audit Committee:

- (a) meet at least once a year with the College's auditors;
- (b) review draft audit reports prepared by the College's auditors;
- (c) receive and oversee the implementation of recommendations made by the College's auditors;
- (d) review and approve the annual budgets submitted by the Registrar, for recommendation to the Board; and
- (e) any other responsibilities relating to financial planning and reporting, external audit, internal controls, or policy review as described in the committee's Terms of Reference or as may be assigned by the Board of Directors or the Executive Committee from time to time.

The following are the Finance and Audit Committee's additional responsibilities:

Financial Planning and Reporting

1. Consider and make recommendations to the Board for changes to the College's fee structure.
2. Make recommendations to the Board on the financial reserves of the College.

External Audit

1. Ensure the independence of the external auditors.
2. Review the audited annual financial statements, in conjunction with the report of the external auditors, and obtain an explanation from management of:
 - a. All significant variances between comparative reporting periods.
 - b. A response to any identified weaknesses; and,
 - c. Observations related to the financial efficiency and future viability of the organization.
3. Enquire into the major financial risks faced by the organization and the appropriateness of related controls to minimize their potential impact.
4. Discuss with the external auditors any recommended changes to the existing accounting policies and practices.
5. Receive and oversees the implementation of recommendations by the external auditors.
6. Meet with the external auditors, the Director of Corporate Services and the Registrar, as appropriate, to discuss the results of the audit and any issues, findings or concerns prior to consideration by the Board.
7. Hold periodic and as needed meetings with the external auditors, to inform them of any matters that may be relevant, without the presence of staff.
8. Recommend, when appropriate, approval of the audited financial statements to the Board.
9. Annually evaluate the performance of the external auditors and determine whether their performance is satisfactory, effective and meets the requirements of the College.
10. Recommend to the Board the appointment of the external auditors.
11. Determine when changes to the appointment of the external auditors should be considered, for recommendation to the Board.
12. Oversees, through the Director of Corporate Services, the tendering for an audit firm, when directed by the Board.

Internal Controls

1. Ensure the College has adequate systems and practices in place to provide reasonable assurance that financial affairs comply with laws, regulations and standards of ethical conduct.
2. In consultation with the Registrar, Director of Corporate Services and the external auditors, obtain reasonable assurance that the College has implemented appropriate systems of internal control which are effective and operating continuously.
3. Oversee the reporting of all fraudulent and illegal acts, whether actual or alleged.

Policy Review

4. Make recommendations to the Board on the College's financial management policies.
5. Make recommendations to the Board on policies that will assist in avoiding or controlling financial risks.

Committee Composition

As set out in Bylaw 1, s.12.5 the Finance and Audit Committee is composed of two elected and two public board directors as follows:

- Two members of the Executive Committee who are not the Chair or Vice-Chair of the Board;
- Two board directors who are not on the Executive Committee.

Term of Office

Committee members are appointed for a one year term and are eligible for reappointment as long as they are eligible to serve as a Board director or committee appointee.

Quorum

A majority of committee members constitutes a quorum for a meeting of a committee. A committee vacancy is not counted in determining whether a quorum is present.

Decision Making

The Committee will endeavour to arrive at decisions by consensus and all committee members will be involved in the consensus-making process. Where a decision cannot be reached by consensus, the decision will be made by a majority of the votes.

Reporting

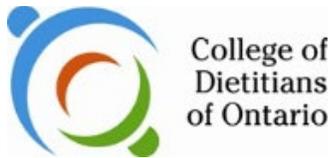
The Committee is accountable to the Board and makes regular reports of its activities to the board at every meeting.

Resources

The Committee is supported by the Registrar and the Director of Corporate Services. Other staff may provide support to the Committee from time to time.

Evaluation

The Committee terms of reference will be reviewed annually and amended where necessary to support the mandate of the College. Any amendments to the terms must be approved by the Board.



Board Briefing Note

Topic:	Amendments to the Governance Committee's Terms of Reference
Purpose:	Decision Required
Strategic Plan Relevance:	Governance Modernization and Enhancing Public Trust
From:	Governance Committee

ISSUE

To approve amendments to the Governance Committee's terms of reference to align with the evolving role of the Governance Committee and with CDO's governance modernization goals and to dissolve the Elections Committee.

PUBLIC INTEREST RATIONALE

Redistributing the governance responsibilities of the Executive Committee to the Governance Committee aligns with governance best practices by reducing the role of the Executive and ensuring that the committee has the requisite competencies to perform its duties. Aligning with practices of good governance allows CDO to be effective, efficient, transparent and accountable in the delivery of its mandate which fosters public confidence and trust.

BACKGROUND

At its June 2022 meeting, the Board approved a governance modernization roadmap that reflects best practices in regulatory governance, including the reduction of the Executive Committee's role. This governance structure is designed to further the CDO's public protection mandate while strengthening public trust.

At its December 2023 meeting, the Board approved amendments to the Executive Committee's terms of reference to reduce its role. The reduction in the Executive Committee's terms of reference requires some of its responsibilities to be redistributed to the Audit and Governance Committees.

At its June meeting, the Governance Committee considered and approved the proposed amendments to its terms of reference, for recommendation to the Board.

CONSIDERATIONS

The draft terms of reference for the Governance Committee are attached as *Appendix 1* for the Board's consideration.

Proposed Redistribution of Executive Committee Tasks

The proposed redistribution of responsibilities aligns with the evolving role of the Committee and expands on its current expertise.

The following responsibilities have been redistributed to the Governance Committee:

- Facilitating the effectiveness of Board governance by reviewing processes related to the governance and making recommendations to the Board.
- Recommending membership of committees and Chair appointments to the Board.

The following responsibilities have been added to the Governance Committee's terms of reference to support the College's evolving governance framework:

- Amending committee terms of reference, for recommendation to the Board.
- Recommending competency and attribute frameworks for the Board and committees to the Board.

Proposed Redistribution of Elections Committee Tasks

In order to streamline CDO's governance structure and avoid overlapping committee responsibilities, the draft terms of reference also includes tasks that have historically sat with the Elections Committee. The Elections Committee meets infrequently, and only as needed, to arbitrate any board elections issues that may arise and to make recommendations to the Board regarding the elections process. The Elections Committee is composed of three public board directors for the purpose of avoiding conflicts of interest when addressing election disputes.

Given the Governance Committee's election screening role and its involvement in the development of the elections process, it is well suited to address election disputes and to identify and recommend improvements to CDO elections.

To mitigate potential conflicts of interest when addressing election disputes, three public directors will be appointed to the Governance Committee. The three public directors will meet as a panel to resolve elections disputes and their decisions will be reported to the Board at a subsequent meeting. This approach mirrors the composition of the Elections Committee to achieve the intended outcome of avoiding conflicts of interest, it allows the board to benefit from expertise of Governance Committee and streamlines the number of non-statutory committees.

The following Elections Committee responsibilities are proposed for redistribution to the Governance Committee:

- Addressing disputes relating to the election of Board directors.
- Recommending improvements to the elections process to the Board.

The Elections Committee would no longer be required if the proposed responsibilities were included within the Governance Committee's scope. If the Board approves the redistribution of tasks, the Elections Committee will also need to be dissolved as the Committee will no longer have an assigned mandate.

RECOMMENDATION

To approve the amended Governance Committee terms of reference, as presented, to take effect immediately.

To approve the dissolution of the Elections Committee, to take effect immediately.

ATTACHMENTS

- Appendix 1: Draft Governance Committee Terms of Reference – Tracked
- Appendix 2: Draft Governance Committee Terms of Reference – Clean
- Appendix 3: Elections Committee Terms of Reference



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Governance Committee Terms of Reference

Category

Non-statutory

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Purpose/Mandate

The Governance Committee is a non-statutory committee established by the Board to support the effective governance of the College. The Governance Committee evaluates, recommends, and implements initiatives that promote governance excellence and align with the College's mandate and strategic plan. This committee will also support the College's strategic decision making related to Equity, Diversity, Inclusion, and Belonging (EDI-B) in alignment with the strategic plan.

Accountability and Authority

The Governance Committee is accountable to the Board for fulfilling any duties and responsibilities set out in the by-laws, these Terms of Reference, or as otherwise assigned by the Board. The Governance Committee may only approve policies for recommendation to the Board.

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Additional Parameters

The Governance Committee may only approve policies for recommendation to the Board.

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Responsibilities

Section 12.9 of the College's Bylaw 1 sets out the following duties and responsibilities of the Governance Committee:

1. Review and consider the College's existing governance model and recommend changes that are consistent with leading evidence-based practices in governance and are within the College's control.
2. Oversee the implementation of changes to the governance model that the Board adopts.
3. Consider and make recommendations to the Board on the College's EDI-B plan and strategy.
4. Ongoing appraisal/Regularly appraise of the College's governance structure, processes, and policies to promote longstanding governance excellence at both the Board and Committee level.
5. Amend committee terms of reference, for recommendation to the Board.

6. Identify the competencies and attributes that would best support the work of the Board and individual committees.

4-7. Implement a competency and attribute based framework for establishing the structure of the Board and committees.

8. Administer the process for screening applicants to be qualified as candidates for Board elections.

9. Recommend candidates for committee appointment and reappointment to the Board.

10. Recommend committees compositions and chair appointments, other than the Executive Committee, to the Board in June.

5-11. Resolve disputes relating to Board elections.

6-12. Any additional responsibilities as directed-assigned by the Board of Directors from time to time.

Composition of Committee

The Governance Committee shall ~~is~~ be composed of at least five members:

1. At least one ~~E~~lected ~~Councillor~~director
2. At least ~~one-three~~ public ~~Councillor~~directors
3. At least one ~~c~~ommittee ~~A~~ppointee

Criteria for Committee Selection~~Term of Office~~

~~The Board appoints individuals to committees in accordance with Article 8 of bylaw 1.~~

Committee members are appointed for a one year term and are eligible for reappointment as long as they are eligible to serve as a Board director or committee appointee.

Quorum

A majority of committee members constitutes a quorum for a meeting of a committee. A committee vacancy is not counted in determining whether a quorum is present.

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A panel consists of three committee members, at least one of which is a public director.

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Decision Making

The Committee will endeavour to arrive at decisions by consensus and all committee members will be involved in the consensus-making process. Where a decision cannot be reached by consensus, the decision will be made by a majority of the votes.

Reporting

The Committee is accountable to the board and makes reports of its activities to the board at every meeting.

Resources

[June 2023 Date TBD]

The Committee is supported by the Registrar & Executive Director and the Director of Governance and Regulatory Policy. Other staff may provide support to the Committee from time to time.

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Committee Staff Support

~~Supported by Registrar & Executive Director, Director of Governance and Regulatory Policy, and other CDO staff. Staff administrative support includes minute taking, scheduling of meetings, and preparation of meeting materials.~~

Evaluation

The Committee terms of reference will be reviewed annually and amended where necessary to support the mandate of the College. Any amendments to the terms must be approved by the Board.

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Governance Committee Terms of Reference

Category

Non-statutory

Mandate

The Governance Committee is established by the Board to support the effective governance of the College. The Governance Committee evaluates, recommends, and implements initiatives that promote governance excellence and align with the College's mandate and strategic plan. The committee also supports the College's strategic decision making related to Equity, Diversity, Inclusion, and Belonging (EDI-B) in alignment with the strategic plan.

Accountability and Authority

The Governance Committee is accountable to the Board for fulfilling any duties and responsibilities set out in the bylaws, these Terms of References or as otherwise assigned by the Board. The Governance Committee may only approve policies for recommendation to the Board.

Responsibilities

Section 12.9 of the College's Bylaw 1 sets out the following duties and responsibilities of the Governance Committee:

1. Review and consider the College's existing governance model and recommend changes that are consistent with leading evidence-based practices in governance and are within the College's control.
2. Oversee the implementation of changes to the governance model that the Board adopts.
3. Consider and make recommendations to the Board on the College's EDI-B plan and strategy.
4. Regularly appraise the College's governance structure, processes, and policies to promote longstanding governance excellence at both the Board and Committee level.
5. Amend committee terms of reference, for recommendation to the Board.
6. Identify the competencies and attributes that would best support the work of the Board and individual committees.
7. Implement a competency and attribute based framework for establishing the structure of the Board and committees.
8. Administer the process for screening applicants to be qualified as candidates for Board elections.
9. Recommend candidates for committee appointment and reappointment to the Board.

10. Recommend committees compositions and chair appointments, other than the Executive Committee, to the Board in June.
11. Resolve disputes relating to Board elections.
12. Any additional responsibilities as assigned by the Board of Directors from time to time.

Composition of Committee

The Governance Committee is composed of at least five members:

1. At least one elected director
2. At least three public directors
3. At least one committee appointee

Term of Office

Committee members are appointed for a one year term and are eligible for reappointment as long as they are eligible to serve as a Board director or committee appointee.

Quorum

A majority of committee members constitutes a quorum for a meeting of a committee. A committee vacancy is not counted in determining whether a quorum is present.

A panel consists of three committee members, at least one of which is a public director.

Decision Making

The Committee will endeavour to arrive at decisions by consensus and all committee members will be involved in the consensus-making process. Where a decision cannot be reached by consensus, the decision will be made by a majority of the votes.

Reporting

The Committee is accountable to the board and makes reports of its activities to the board at every meeting.

Resources

The Committee is supported by the Registrar & Executive Director and the Director of Governance and Regulatory Policy. Other staff may provide support to the Committee from time to time.

Evaluation

The Committee terms of reference will be reviewed annually and amended where necessary to support the mandate of the College. Any amendments to the terms must be approved by the Board.

Elections Committee Terms of Reference

Overview

The Elections Committee is a non-statutory, standing committee under the Council of the College of Dietitians of Ontario. The Committee is responsible for dealing with disputes related to the election of councillors and improving the Council election process.

Assigned Mandate

1. Deals with disputes relating to the election of elected councillors.
2. Deals with disputes relating to the distribution by the College of election material prepared by a candidate for election.
3. Studies and makes recommendations to Council on improving the election process.
4. Any other responsibilities assigned by Council or the Executive Committee.

Membership

The Elections Committee is composed as follows:

- Three public Councillors

Term of Office

The term of office for members of the Elections Committee is approximately one year. Committee members are appointed annually at the first Council meeting of the year, from among the public members of Council.

Quorum

A majority of committee members constitutes a quorum for a meeting of a committee. A committee vacancy is not counted in determining whether a quorum is present.

Decision Making

The Committee will endeavour to arrive at decisions by consensus and all committee members will be involved in the consensus-making process. Where a decision cannot be reached by consensus, the decision will be made by a majority of the votes.

Meeting Frequency

As needed.

Staff Support

- Manager of Governance and Operations



Board Briefing Note

Topic:	Amendments to the Patient Relations Committee's Terms of Reference
Purpose:	Decision Required
Strategic Plan Relevance:	Governance Modernization and Enhancing Public Trust
From:	Governance Committee

ISSUE

To approve amendments to the composition of the Patient Relations Committee to align it with the composition of the Executive Committee.

PUBLIC INTEREST RATIONALE

The College's regulatory programs contribute to the public receiving safe, competent and ethical care and should remain fully constituted in order to be able to perform its duties in the public interest as required.

BACKGROUND

In May 2020, the Executive Committee approved postponing the appointment of a committee member on the Patient Relations Committee until the Committee's Terms of Reference could be updated. At the time, the Terms of Reference were under review, there was no project work planned for the Committee.

Since May 2020, the Patient Relations Committee has not met the composition requirements as set out in its Terms of Reference. This vacancy was approved by the Executive Committee, communicated to the Board and did not pose a significant risk to the College as the Committee was not required to meet.

In December 2023, the Board approved amendments to the Executive Committee's Terms of Reference, which will reduce the role of the Committee.

At its June meeting, the Governance Committee approved the proposed amendments to the composition of the Patient Relations Committee, for recommendation to the Board.

CONSIDERATIONS

Draft terms of reference for the Patient Relations Committee are attached as *Appendix 1* for the Board's consideration.

The reduced role of the Executive Committee creates an opportunity for the committee members to take on additional tasks that would benefit from their leadership and expertise. The members of the Executive Committee possess broad perspectives on College program areas and years of experience working with CDO. Assigning the task of overseeing CDO's patient relations program to the members of the Executive Committee, who serve as leadership to the Board, would provide strong oversight and communicate the high priority of sexual abuse prevention and accountability. In 2022, the Executive Committee created a reserve fund within the College's policy to ensure that funds are restricted for therapy, should they be required.

Legal advice was obtained as to whether the activities of the Patient Relations Committee could be merged with the Executive Committee's Terms of Reference. All health profession regulators in Ontario are required to have a Patient Relations Committee under the *Health Professions Procedural Code*, and creating one committee to serve the function of two committees could create the appearance that CDO does not have the required statutory committees. Instead, it was recommended that the composition of the Patient Relations Committee match that of the Executive Committee.

RECOMMENDATION

To approve the amended Patient Relations Committee's terms of reference, as presented, to be effective immediately.

ATTACHMENTS

- Appendix 1: Draft Patient Relations Committee Terms of Reference



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Patient Relations Committee Terms of Reference

Category

Statutory

Mandate

The Patient Relations Committee is responsible for ensuring the College has measures for preventing and dealing with sexual abuse of patients/clients and advising the Board on the Patient Relations Program.

Accountability and Authority

The Committee is established pursuant to section 10(1)(7) of the *Health Professions Procedural Code*, being Schedule 2 of the *Regulated Health Professions Act, 1991*. The Committee is accountable to the College for fulfilling any duties and responsibilities authorized under the *Regulated Health Professions Act, 1991*, the *Dietetics Act, 1991*, and the regulations and bylaws made under these acts.

Responsibilities

1. Oversee the College's Patient Relations Program, including the development and implementation of measures and resources to promote professional and accountable patient/client-dietitian relationships.
2. Administer the funding for therapy and counselling of patient/clients who were sexually abused by registrants, including:
 - a. Developing policies and procedures governing the administration of requests for funding
 - b. Developing appropriate forms for patients/clients to seek funding for counselling, therapy or other expenses permitted under the Patient Relations Program
 - c. Processing any requests for funding in a timely manner
3. Advise the Board on the Patient Relations Program, including measures for preventing and dealing with the sexual abuse of patients/clients, such as:
 - a. Educational requirements for registrants
 - b. Guidelines for the conduct of registrants and their clients
 - c. Training for College staff
 - d. The provision of information to the public
4. Recommend to the Board amendments to relevant legislation, regulations, bylaws, policies and other measures to support the work of the Committee and maintenance of the Patient Relations Program.

Composition of Committee

The Committee is composed of the members of the Executive Committee:

1. The Chair of the Board
2. The Vice-Chair of the Board
3. The third member of the Executive Committee
4. The fourth member of the Executive Committee

Term of Office

Committee members are appointed for a one-year term and are eligible for reappointment as long as they are elected to the Executive Committee.

Quorum

A majority of committee members constitutes a quorum for a meeting of a committee. A committee vacancy is not counted in determining whether a quorum is present.

Decision Making

The Committee will endeavor to arrive at decisions by consensus and all committee members will be involved in the consensus-making process. Where a decision cannot be reached by consensus, the decision will be made by a majority of the votes.

Reporting

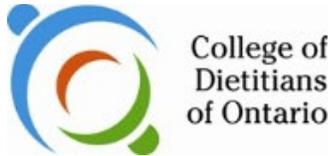
The Committee makes reports of its activities to the Board at every meeting.

Resources

The Committee is supported by the Registrar & Executive Director and the Director of Governance and Regulatory Policy. Other staff may provide support to the Committee from time to time.

Evaluation

The Committee terms of reference will be reviewed annually and amended where necessary to support the mandate of the College. Any amendments to the terms must be approved by the Board.



Board Briefing Note

Topic:	Committee Member Appointments
Purpose:	Decision Required
Strategic Plan Relevance:	Governance Modernization and Enhancing Public Trust
From:	Executive Committee

ISSUE

To appoint committee members for the 2024 – 2027 term.

PUBLIC INTEREST RATIONALE

The College's professional self-governing structure includes committees of the Board that carry out statutory and non-statutory functions. Committee composition includes registered dietitian appointees with a range of perspectives and experience to carry out committee work that ensures dietitians meet and maintain standards for high quality care and ethical, safe practice. Committee appointees are accountable for making decisions that are in the public interest, are fair and objective, and are based on sound evidence and expert knowledge.

BACKGROUND

Each year, the Executive Committee makes a recommendation to the Board regarding the composition of College committees, which includes appointing and reappointing committee members. Typically, each committee appointee sits on at least one committee.

The College currently has five committee appointees who will continue their terms in June. There is one committee appointee eligible for reappointment and two who have reached their term limit and are not eligible for reappointment.

CONSIDERATIONS

Given the anticipated turnover in committee appointees over the next few years as term maximums are reached, succession planning should be prioritized to ensure continuity in committee work through knowledge transfer.

Additionally, with CDO’s governance modernization work and the Ministry of Health’s proposal that Board directors will not also serve on committees, the College should begin recruiting and cross training more committee appointees to gradually build the capacity of the College should this be introduced in the future.

New Committee Appointments

The College invited registrants to apply for committee appointment. Eligible registrants were invited to share their knowledge of CDO, their ability to prepare for and attend meetings, their understanding of EDI-B and their committees of interest.

At its meeting on May 13, the Executive Committee considered CDO’s committee appointment needs and the candidates. The Committee recommends that the Board appoint six new committee members (*Appendix 1*).

The College’s Governance Manual sets out the criteria for committee appointments (*Appendix 2*).

The recommended candidates are:

Candidate Name	City	Practice Area
Antonia Morganti	Toronto	Hospital – patient engagement
Emma Kaye	Ottawa	Food service
Gina Carvalho	Mississauga	Food service
Helen Tomalik	Toronto	Education
Hilary Monteith	Hamilton	Post-doctoral fellow
Julie Slack	Atikokan	Public health

Committee Reappointments

The Executive Committee recommends the reappointment of Barbara Major. She was appointed in 2019 and has completed two terms and has indicated her interest in being reappointed.

RECOMMENDATION

That the Board:

- Appoint Antonia Morganti, Emma Kaye, Gina Carvalho, Helen Tomalik, Hilary Monteith and Julie Slack to committees for three-year terms.
- Reappoint Barbara Major-McEwan for a three-year term.

APPENDIX

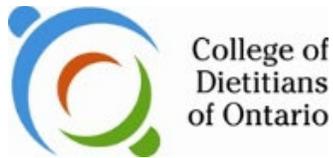
- Appendix 1: Candidate application, discussion notes and resumes (*not in public materials for privacy reasons*)
- Appendix 2: Selection Criteria for Committee Appointments

SELECTION CRITERIA FOR COMMITTEE APPOINTMENTS

The Board appoints individuals to committees in accordance with Article 8 of the by-laws.

The Executive Committee will refer to the following criteria in recommending individuals to serve on committees.

1. The individual's eligibility under the by-laws to serve on a committee
2. The individual's degree of availability
3. The knowledge, skills and experience of the individual
4. The interest and commitment of the individual with respect to committee involvement
5. The previous performance of the individual on Board committees
6. The fit of the individual's competencies with the competencies of other committee members
7. Recommendation from committee chairs
8. Avoiding conflict of interest or appearance of bias



Board Briefing Note

Topic:	2024 – 2025 Committee Composition
Purpose:	Decision Required
From:	Executive Committee

ISSUE

To approve the draft committee compositions for the 2024 – 2025 term.

PUBLIC INTEREST RATIONALE

When Committees are fully constituted with the requisite number of public and professional members, they can effectively perform their duties in accordance with their terms of reference and carry out the College’s mandate of public protection.

BACKGROUND

Each year at its June meeting, the Board approves the committee compositions for the year, based on a recommendation from the Executive Committee.

A Draft Committee Composition Chart for the 2024 – 2025 term is attached as *Appendix 1*.

CONSIDERATIONS

In creating the draft document, the following were considered:

- Committee composition requirements under the bylaws.
- Composition needs of the committees based on projected workload and panel requirements.
- Committee preferences as indicated by Board and committee members.
- Workload of the committees to be as evenly distributed as possible within the circumstances.
- Ensuring a mix of new and experienced committee members on each committee
- Any challenges of committee work raised by committee members over the previous year.

- Availability of Board directors and scheduling demands of the committees.
- Committees that are made up of Executive Committee members, such as the Registrar Performance Committee and the Audit Committee have been left blank. Proposed appointments for these committees will be made following the outcome of the Executive Committee election.

RECOMMENDATION

That the Board approve (or approve with amendments) the Draft Committee Composition Chart for the 2024 – 2025.

APPENDIX

- Appendix 1: Draft Committee Composition Worksheet 2024 – 2025

APPENDIX 1: DRAFT COMMITTEE COMPOSITION WORKSHEET 2024 – 2025

COMMITTEE	REQUIREMENTS/CONSIDERATIONS	Public Directors	Elected Directors	Committee Appointees	2023-2024 MEMBERS
Registration	<ul style="list-style-type: none"> - works in 2 panels, 3 people each - Must have 1 public member per panel - meets regularly <p>**pair with ICRC (who is not on QA)</p> <p>CHAIR – Denis Tsang RD</p>	<p><i>At least 2 public</i></p> <p>Santhikumar Chandrasekharan Brenda Murphy</p>	<p><i>At least 2 elected</i></p> <p>Denis Tsang RD Donna Hennyey RD</p>	<p><i>At least 1 committee appointee</i></p> <p>Ruchika Wadhwa RD Laura Bjorklund RD Emma Kaye RD</p>	<p>Brenda Murphy Santhikumar Chandrasekharan Sharanjit Padda (resigned) Denis Tsang RD, Chair Donna Hennyey RD Julie Slack RD Ruchika Wadhwa RD Laura Bjorklund RD</p>
QA	<ul style="list-style-type: none"> - RDs from different fields - often works in panels - try to avoid overlap with ICRC due to potential conflict with QA referrals <p>CHAIR – Dawn van Engelen RD</p>	<p><i>At least 2 public</i></p> <p>Santhikumar Chandrasekharan Galina Semikhnenko Raynold D'Sa</p>	<p><i>At least 2 elected</i></p> <p>Teresa Taillefer RD Donna Hennyey RD Dawn van Engelen RD</p>	<p><i>At least 1 committee appointee</i></p> <p>Hannah Chan RD Jane Lac RD Helen Tomalik RD</p>	<p>Galina Semikhnenko Raynold D'Sa Santhikumar Chandrasekharan Donna Hennyey RD Dawn van Engelen RD Khashayar Amirhosseini RD, Chair Hannah Chan RD</p>
ICRC	<ul style="list-style-type: none"> - works in panels - avoid overlap with QA <p>CHAIR – Barbara Grohmann RD CO-CHAIR – Sasha Miles RD</p>	<p><i>At least 3 public</i></p> <p>John Regan Galina Semikhnenko Brenda Murphy Raynold D'Sa</p>	<p><i>At least 3 elected</i></p> <p>Denis Tsang RD Navita Viveky RD Deion Weir RD</p>	<p><i>At least 2 committee appointees</i></p> <p>Barbara Grohmann RD Sasha Miles RD Julie Slack RD Gina Carvalho RD</p>	<p>John Regan Raynold D'Sa Sharanjit Padda (Resigned) Brenda Murphy Galina Semikhnenko Denis Tsang RD Julie Slack RD Navita Viveky RD Cindy Tsai RD Barbara Grohmann RD Jane Lac RD Sasha Miles RD</p>

<p>Patient Relations</p>	<p>The Executive Committee has approved that the committee appointee position will remain open for the time being due to the current workload.</p> <p>Proposal to align composition with Executive Committee</p> <p>CHAIR –</p>	<p><i>At least 2 public</i></p>	<p><i>At least 2 elected</i></p>	<p><i>At least 1 committee appointee</i></p>	<p>Brenda Murphy Raynold D'Sa Ann Watt RD Julie Slack Vacant position</p>
<p>Discipline/ Fitness to Practice</p>	<p>- May not meet, however if needed, is very important</p> <p>- All board directors on this committee</p> <p>*training prior to hearing with legal counsel</p> <p>CHAIR – Barbara Grohmann RD</p>	<p><i>At least 2 public</i></p>	<p><i>At least 3 elected</i></p>	<p><i>At least 1 committee appointee</i></p>	<p>All Public Members All Elected Council Members Barbara Grohmann RD</p>
<p>Professional Practice</p>	<p>Working on social media guidelines, private practice guidelines</p> <p>CHAIR – Barbara Major-McEwan RD</p>	<p><i>At least 2 public</i></p> <p>John Regan Santhikumar Chandrasekharan</p>	<p><i>At least 2 elected</i></p> <p>Dawn van Engelen RD Navita Viveky RD</p>	<p><i>At least 1 committee appointee</i></p> <p>Barbara Major-McEwan RD Hilary Monteith RD Antonia Morganti RD</p>	<p>John Regan Santhikumar Chandrasekharan Dawn van Engelen RD Teresa Taillefer RD Barbara Major-McEwan RD, Chair Khashayar Amirhosseini RD Riley Aldrich RD (resigned)</p>
<p>RPCR</p>	<p>Exec Com plus one other member of the Board</p> <p>TBD, pending Exec Comm election (5th member)</p> <p>CHAIR –</p>			<p>N/A</p>	<p>John Regan Santhikumar Chandrasekharan Denis Tsang RD Ann Watt RD Donna Hennyey RD Anahita Djalilvand RD (resigned)</p>

Audit	- 2 members of Exec (not chair or vice-chair) - 2 other directors CHAIR –	<i>2 public</i>	<i>2 elected</i>	N/A	Sharanjit Padda (resigned) Santhikumar Chandrasekharan Brenda Murphy Donna Hennyey RD Teresa Taillefer RD Anahita Djalilvand RD (resigned)
Governance Committee	CHAIR – Ann Watt RD	<i>At least 1 public</i> Brenda Murphy Raynold D'Sa John Regan	<i>At least 1 elected</i> Ann Watt RD Teresa Taillefer RD Deion Weir RD	<i>At least 1 committee appointee</i> Barbara Major-McEwan RD	John Regan Santhikumar Chandrasekharan Ann Watt RD Teresa Taillefer Cindy Tsai RD Barbara Major-McEwan RD
Elections	- 3 public directors only, no elected members allowed Proposal to remove committee CHAIR –	<i>3 public</i>	N/A	N/A	Sharanjit Padda (resigned) John Regan Brenda Murphy Santhikumar Chandrasekharan

Yellow – Served in 2023 – 2024

Green – Public councillor

Blue – Elected councillor

Black – Committee appointee

Red – Recommended new appointee

Black – Committee Chair

	Directors	Committees	Term
Elected	Ann Watt	Governance	Term 2, 2025
Elected	Denis Tsang	Registration, ICRC	Term 2, 2025
Elected	Donna Hennyey	Registration, QA	Term 2, 2025
Elected	Deion Weir	ICRC, Governance	Term 1, 2027
Elected	Teresa Taillefer	QA, Governance	Term 1, 2027
Elected	Dawn Van Engelen	QA, Professional Practice	Term 1, 2026
Elected	Navita Viveky	ICRC, Professional Practice	Term 1, 2026
Public	John Regan	ICRC, Professional Practice, Governance	April 17, 2026
Public	Brenda Murphy	Registration, ICRC, Governance	December 14, 2024
Public	Raynold D'Sa	QA, ICRC, Governance	July 8, 2024
Public	Santhikumar Chandrasekharan	Registration, QA, Professional Practice	December 9, 2025
Public	Galina Semikhnenko	QA, ICRC	January 31, 2027

Appointees	Committees	Term
Barbara Grohmann	ICRC	Term 2, 2025
Barbara Major-McEwan	Professional Practice, Governance	Term 2, 2024 *recommend reappointment
Ruchika Wadhwa	Registration	Term 3, 2025 (<i>Max limit</i>)
Laura Bjorklund	Registration	Term 1, 2025
Jane Lac	QA	Term 1, 2025
Hannah Chan	QA	Term 1, 2025
Sasha Miles	ICRC	Term 1, 2026



Board Briefing Note

Topic:	Quarterly Risk Management Monitoring Report
Purpose:	Monitoring Report
Strategic Plan Relevance:	Regulatory Effectiveness and Performance Measurement Risk-Based and Right-Touch Regulation
From:	Melanie Woodbeck, Registrar & Executive Director

ISSUE

To review the Q1 Risk Monitoring Report.

PUBLIC INTEREST RATIONALE

In the public's interest, an essential aspect of College's governance and management is to ensure that organizational and risks to the public are identified, assessed and managed efficiently and effectively.

BACKGROUND

CDO's updated Risk Monitoring Policy was approved by the Board at its March 25, 2022 meeting. The policy sets out the Board's role around risk management, how the Board will ensure and cultivate a risk management culture and the Registrar's accountability to the Board through quarterly reporting and the establishment of operational procedures.

The Registrar will also report to the Board on any urgent, rapidly developing and critical risks should they arise between Board meetings. Low and frequently monitored risks will be recorded and managed.

The procedures will include staff involvement at all levels to ensure that emerging risks can be identified quickly, and that a strong risk management culture is cultivated throughout the organization.

CONSIDERATIONS

The June 2024 (Q1) Risk Monitoring Report is before the Board for its consideration

(*Appendix 1*) with updates on the status and progress towards treatment of the various risks identified.

Each risk has been reassessed as situations evolve. Updates on progress with mitigation efforts are provided for *each risk*. No new risks were identified or downgraded.

RECOMMENDATION/NEXT STEPS

For the Board to provide feedback on the current risk assessment and mitigation efforts.

ATTACHMENTS

- Appendix 1: June 2024 (Q1) Risk Monitoring Report

**Q1 Risk Monitoring Report
June 2024**

Risk Area	Risk Identification	Risk Assessment	Risk Response	Current Status/Mitigation Update as of June 7, 2024
Program	Accreditation Provider Transition	<ul style="list-style-type: none"> National education accreditation provider withdrew effective March 31, 2022. EQual approved as new 3rd party accreditation service provider. All programs have signed on, PDEP winding down, new process commencing. 	<ul style="list-style-type: none"> Continued collaboration with all partners. Monitor first assessments. 	<ul style="list-style-type: none"> Monitor.
Program	Examination Integrity (CDRE & CDO Assessments)	<ul style="list-style-type: none"> Potential risks include concerns around breach, credibility, reputational, equity and diversity and cheating. Exam development, monitoring, and continuous improvement is human and financially resource intensive. A bridging program for international candidates undergoing the PLAR is not currently available. 	<ul style="list-style-type: none"> Work with Alliance, psychometric experts and key partners to identify and mitigate risk and prioritize transparency, security and continuous improvement. Ensure appropriate succession planning in examination development and administration. Ensure examination processes and policies are fair, transparent, objective and timely. Review CDO assessments to ensure security and accessibility. 	<ul style="list-style-type: none"> 2024 CDRE incorporates new blueprint aligned with ICDEPs 2.0. PBA format under consideration to streamline administration and improve the experience for candidates. Working with TMU on initiating bridging. Changes to the CDRE item writing process underway to improve efficiency and effectiveness.
Public Protection	Potential Risk of Harm to Clients/Public	<ul style="list-style-type: none"> Potential risk to the public due to unethical, incompetent, or unprofessional care. Risks to the public include physical, emotional, financial harms. Public trust in the College and the profession may be impacted. An increase in the number and complexity of complaints and reports impacts on College resources. 	<ul style="list-style-type: none"> Monitor changes in the practice environment Monitor internal data (ICRC, PAS) to identify patterns, develop and update RD education and standards. Create/use risk-based decision-making tools. Link program outcomes to risk. Focused registrant communications. Focused training for ICRC. 	<ul style="list-style-type: none"> Continue to monitor and mitigate Policy work in progress: advertising and marketing standard. Operationalization of Code of Ethics in progress.

**Q1 Risk Monitoring Report
June 2024**

Risk Area	Risk Identification	Risk Assessment	Risk Response	Current Status/Mitigation Update as of June 7, 2024
Governance	Public Member Appointments and Board Succession Planning	<ul style="list-style-type: none"> • Heavy board and committee workloads may impact CDO ability to: remain constituted, achieve quorum, meet legislative deadlines/internal service-standards, and ensure the critical public voice in decision-making. • At risk are CDO's governance modernization goals and the engagement, satisfaction and wellbeing of CDO public members. 	<ul style="list-style-type: none"> • Communicate risks with Public Appointments Secretariat (PAS) and work with other system partners, such as HPRO. • Examine committee TORs and bylaws around composition requirements. • Focus on succession planning to ensure knowledge translation. • Consider whether to appoint non-OIC public committee members/community appointees for non-statutory committee work. 	<ul style="list-style-type: none"> • CDO now at 5 public members (minimally constituted). • Meeting with PAS on June 6.
Governance	Regulatory and Governance Changes	<ul style="list-style-type: none"> • Legislative changes may have significant financial and human resource implications for the College. • It is unclear when governance modernization legislation will be introduced, however, it would be prudent to ready College procedures in anticipation of eventual change. • Potential impact of governance changes happening nationally impacting CDO's governance, the Alliance, or registration resources. 	<ul style="list-style-type: none"> • Proceed with CDO's strategic goal of governance modernization and begin preparing for possible legislative changes. • Engage in outreach and maintain positive relationships with system partners. • Through regulatory collaboration and networking, stay informed of potential changes. Current changes: 1) This June, the College of Dietitians of British Columbia will merge with several Colleges (Occupational Therapists, Opticians, Optometrists, Speech and Hearing, Physical Therapists) to form the College of Health and Care Professionals. 2) The Health and Supportive Care Providers Oversight Authority Act will come into force in December 2024. • Continue to work towards fully meeting CPMF measures. 	<ul style="list-style-type: none"> • Monitor and proceed with governance work.

**Q1 Risk Monitoring Report
June 2024**

Risk Area	Risk Identification	Risk Assessment	Risk Response	Current Status/Mitigation Update as of June 7, 2024
Operational	Cybersecurity Breach	<ul style="list-style-type: none"> Potential risks include: privacy breaches, organizational/staff downtime, reputation, and financial costs. 	<ul style="list-style-type: none"> Review cyber security response, credit card incident response plan, and an emergency disaster recovery plan on an annual basis. Maintain insurance for IT and cybersecurity. Conduct ongoing security audits, vulnerability testing and staff training. Internal data governance working group to further identify and mitigate risks through project work. Investment in software and hardware to protect CDO data and information. 	<ul style="list-style-type: none"> All response plans will be reviewed and tested this quarter. Enhanced insurance purchased. Data governance consultant retained, and records management project is in progress. Staff engaging in monthly training modules. In 2024, additional security penetration testing and scanning was conducted and patches completed. Board training will be conducted in 2024.
Operational	Succession Planning/Staff Turnover and Retention	<ul style="list-style-type: none"> Risks around business continuity, retention of institutional knowledge through retirement, leave of absence, or resignation. 	<ul style="list-style-type: none"> Review College HR processes and procedures. Conduct process documentation for key College activities for succession planning. Develop a records management policy to ensure documentation, continuity and accessibility of institutional knowledge. Ongoing review and implementation of supportive technology to streamline and automate. Increased focus on collaboration, training and team culture. 	<ul style="list-style-type: none"> Records management project in progress. HR policy review in progress. Project to begin documenting internal and operational procedures and processes across the organization in progress. Team days in-office established.
Financial	Increasing Costs of Regulation	<ul style="list-style-type: none"> Increased resources required to keep pace with complex and evolving regulatory requirements. Inflation rates are having an impact on price of goods and services CDO relies on. 	<ul style="list-style-type: none"> Prudent financial habits and spending are in place. Board and Management regularly monitor expenditures against the approved budget. Internal controls are in place for the highest risk areas and are reviewed annually. 	<ul style="list-style-type: none"> Continue to pursue operational efficiencies Conduct analysis of registrant database, which will result in efficiencies but be a costly project to operationalize.

**Q1 Risk Monitoring Report
June 2024**

Risk Area	Risk Identification	Risk Assessment	Risk Response	Current Status/Mitigation Update as of June 7, 2024
		<ul style="list-style-type: none"> • Cost of regulation impacts registrants directly and may impact clients indirectly. 	<ul style="list-style-type: none"> • Registrant fee increase decision will occur annually. • Pursue operational efficiencies (ie. office space, investment in technology, etc...) 	
Financial	Investment Returns	<ul style="list-style-type: none"> • Market downturn and potential recession is presenting a risk to the College’s investment portfolio. 	<ul style="list-style-type: none"> • Monitor situation with investment advisor. • Diffuse risk and allocate to stable investments (GICs) and few equities. • Review risk tolerance in investment approach. 	<ul style="list-style-type: none"> • Board will participate in investment risk assessment over 2024. • Investment returns in 2023-2024 were positive.



College of Dietitians of Ontario (CDO) Land Acknowledgement

Board attachment 0.0

We acknowledge that the College of Dietitians of Ontario's office is located on the traditional territory of many nations including the Mississaugas of the Credit, the Anishnabeg, the Chippewa, the Haudenosaunee and the Wendat peoples and is now home to many diverse First Nations, Inuit and Métis peoples. We also acknowledge that Toronto is covered by Treaty 13 with the Mississaugas of the Credit.

We are acknowledging the traditional keepers of these lands as part of a deeper commitment to Ontario's Indigenous communities. As provincial health regulators, we have a large role to play in reconciliation to meet the broader goal of public protection.

Mission

The College of Dietitians of Ontario regulates dietitians for public protection.

Vision

The College of Dietitians of Ontario delivers regulatory excellence to contribute to the health of Ontarians.

Values

Integrity | Collaboration | Accountability | Transparency | Innovation | EDI-B

Board Action List

Actions as of June 1, 2024				
Meeting Date	Agenda Item	Action	Status	Notes
March 22	6. Board Meeting Evaluation Results	Highlight acronym list in the Board package and improve template	Complete	
		Include acronym list in committee meeting packages	Complete	
	9. College Performance Measurement Framework Report	Submit CPMF report to Ministry	Complete	Submitted March 28
		Post CPMF report on website	Complete	Posted March 27
		Develop a 2023 CPMF summary, highlighting accomplishments and commitments	Complete	Posted on website and shared with registrants and public on social media channels
	13. Revised Position Statement	Communicate position statement to registrants	In progress	Approval included in the Board highlights for the March meeting.
	14. Accreditation Recognition Deadline	Notify Brescia and system partners of the Board's decision to extend the accreditation deadline to May 10	Complete	
	15. Revised Code of Ethics	Operationalize	In progress	College update email to registrants in May included mention of updated COE.

CDO Acronym List

General Acronyms

ACRONYM	DEFINITION
ACEND	Accreditation Council for Education in Nutrition in Dietetics (United States)
BBI	Behaviour Based Interview
CAG	Citizens Advocacy Group
CDR	Commission on Dietetic Registration (United States)
CDRE	Canadian Dietetic Registration Examination
CLEAR	Council on Licensure, Enforcement and Regulation
CNAR	Canadian Network of Agencies for Regulation
COI	Conflict of Interest
CPMF	College Performance Measurement Framework
DA	Dietitians Australia
DC	Dietitians of Canada
DELFO	Dietetic Education and Leadership Forum of Ontario
EDI-B	Equality, Diversity, Inclusion & Belonging
HIROC	Healthcare Insurance Reciprocal of Canada
HPARB	Health Professions Appeal and Review Board
HPRO	Health Profession Regulators of Ontario
ICDEP	Integrated Competencies for Dietetic Education and Practice
ICRC	Inquiries, Complaints and Reports Committee
IPC	Information and Privacy Commissioner (Ontario)
JKAT	Jurisprudence Knowledge & Assessment Tool
KCAT	Knowledge and Competence Assessment Tool (part of Registration program's PLAR process)
MAID	Medical Assistance in Dying
MOH	Ministry of Health (Ontario)
OFC	Office of the Fairness Commissioner (Ontario)
PAPA	Practice Advisor and Policy Analyst
PBA	Performance Based Assessment
PDEP	Partnership for Dietetic Education and Practice
PHIPA	Personal Health Information Protection Act, 2004
PLAR	Prior Learning Assessment and Recognition process (part of Registration program)
PPA	Peer and Practice Assessment (part of QA)
PPC	Professional Practice Committee
QA	Quality Assurance
QAC	Quality Assurance Committee
RD	Registered Dietitian
RHPA	Regulated Health Professions Act, 1991
SCERP	Specified Continuing Education Remediation Program
SDL	Self-Directed Learning Tool (part of QA program)
SMART	(Goals) specific, measurable, attainable, realistic, timebound
TCL	Term, Condition and Limitation

Health Regulatory Colleges

ACRONYMS	DEFINITION
CASLPO	College of Audiologists and Speech-Language Pathologists of Ontario
CCO	College of Chiropractors of Ontario
CDHO	College of Dental Hygienists of Ontario
CDO	College of Denturists of Ontario
CDO	College of Dietitians of Ontario
CDTO	College of Dental Technologists of Ontario
CMLTO	College of Medical Laboratory Technologists of Ontario
CMO	College of Midwives of Ontario
CMRITO	College of Medical Radiation and Imaging Technologists of Ontario
CMTO	College of Massage Therapists of Ontario
CNO	College of Nurses of Ontario
COCOO	College of Chiropodists of Ontario
COKO	College of Kinesiologists of Ontario
CONO	College of Naturopaths of Ontario
COO	College of Optometrists of Ontario
COO	College of Opticians of Ontario
COTO	College of Occupational Therapists of Ontario
CPO	College of Physiotherapists of Ontario
CPO	College of Psychologists of Ontario
CPSO	College of Physicians and Surgeons of Ontario
CRPO	College of Registered Psychotherapists of Ontario
CRTO	College of Respiratory Therapists of Ontario
CTCMPAO	College of Traditional Chinese Medicine Practitioners & Acupuncturists of Ontario
OCHM	College of Homeopaths of Ontario
OCP	Ontario College of Pharmacists and Pharmacy Technicians
RCDSO	Royal College of Dental Surgeons of Ontario

Universities

ACRONYMS	DEFINITION
NOSM	Northern Ontario School of Medicine (affiliated with NODIP)
TMU	Toronto Metropolitan University
UOFG	University of Guelph
UOFO	University of Ottawa
UOFT	University of Toronto
UWO	University of Western Ontario

Practicum Programs

ACRONYMS	DEFINITION
MAN	Master of Applied Nutrition (UofG)
MHSC	Master of Health Science (TMU)
MPH	Master of Public Health (UofT)
MSCFN	Masters of Science in Food and Nutrition (Brescia, UWO)
NODIP	Northern Ontario Dietetic Internship Program (affiliated with NOSM)
PMDIP	Professional Masteres Diploma in Dietetics (TMU)

Canadian Dietetic Regulators

ACRONYM	DEFINITION
CDBC	College of Dietitians of British Columbia
CDA	College of Dietitians of Alberta
SDA	Saskatchewan Dietitians Association
CDM	College of Dietitians of Manitoba
CDO	College of Dietitians of Ontario
ODNQ	Order of Dietitians and Nutritionists of Quebec
NBAD	New Brunswick Association of Dietitians
NLDC	Newfoundland and Labrador College of Dietitians
NSCDN	Nova Scotia College of Dietitians and Nutritionists
CDPEI	College of Dietitians of Prince Edward Island

Goal 1: Regulatory Effectiveness & Performance Measurement	Goal 2: Transparent & Effective Communications	Goal 3: Risk-Based & Right Touch Regulation	Goal 4: Governance Modernization & Enhancing Public Trust
			
The CDO will Measure and Report our Regulatory Performance to the Public	The CDO will Communicate Effectively to Support Understanding of our Mandate, Services & Resources	The CDO will Make Decisions in Accordance with a Risk (Harm Reduction) Framework	The CDO will Update its Governance Model in Accordance with Evidence-Based Practices

These four goals will be accomplished through the following strategies:

<ul style="list-style-type: none"> • Enhance IT systems and data governance to support data collection, analysis, reporting and security. • Convey information about College effectiveness in clear, concise, transparent, and accessible reporting formats. 	<ul style="list-style-type: none"> • Increase our understanding about the public and RDs and use learnings to design communication and educational initiatives. • Enhance College consultation, outreach processes, and communication methods in a way that considers equity, diversity and inclusion (EDI), and right-touch regulation. • Refresh College branding and use communication methods that are engaging, accessible and meet the evolving needs of the public, members, and other groups we engage with. 	<ul style="list-style-type: none"> • Develop risk-based and right-touch regulation tools and processes for College decision-making. • Align standards and resources for Registered Dietitians with risk-based, right-touch and EDI principles. • Leverage organizational data and external information to identify and act on areas of risk. 	<ul style="list-style-type: none"> • Implement governance initiatives that promote regulatory excellence, accountability and EDI principles. • Operationalize EDI in College processes, policies and decision-making.
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Mission

The College of Dietitians of Ontario regulates dietitians for public protection.

Vision

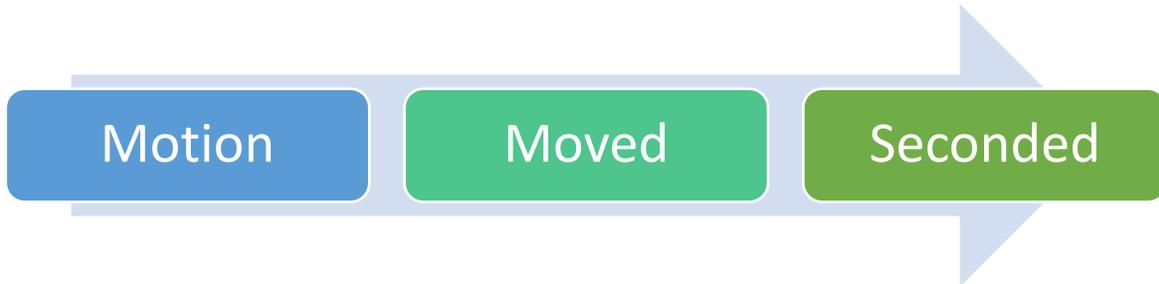
The College of Dietitians of Ontario delivers regulatory excellence to contribute to the health of Ontarians.

Values

Integrity | Collaboration | Accountability | Transparency | Innovation | EDI-B

CDO Board Voting Practices

Board directors have a fiduciary duty to the College and are required to act honestly, in good faith and in CDO's best interests. Directors exercise reasonable diligence and accountability and ensure that the public interest is at the forefront of all decision making.



Quorum. The minimum number of individuals required to have a meeting. For Board meetings, it is the majority of directors (50% +1) and does not require a specific composition of professional and public members. Vacancies do not count when determining quorum.

Motion. To introduce a new idea or action which is voted on.

Voting Options



For. You are comfortable moving forward with the proposed motion.



Against. You do not agree that the proposed motion is the best course of action for CDO.



Abstain. Is not a vote for or against.

You do not have enough information to make a decision.

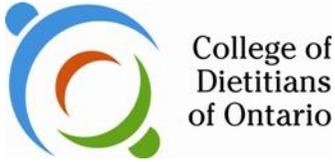
You have a conflict of interest or bias.



Consensus is preferred.



Majority is required.



ANNUAL ACKNOWLEDGEMENT AND CONFIRMATION

Board directors and committee members have a duty to understand and abide by their obligations to the College, as outlined in the Board's Code of Conduct policy. To achieve this, Board directors and committee members are expected to review the Board's governance policies and other materials.

I acknowledge and confirm that as a director of the Board or as a member of a Board committee:

1. I have read and am familiar with the College's by-laws and governance policies.
2. I stand in a fiduciary relationship with the College.
3. I am bound by and must comply with the by-laws and policies that apply to the Board, including the College's Code of Conduct and other established governance policies, by-laws relating to conflict of interest, the confidentiality policy, and the applicable role statements.
4. I must act in the public interest when making decisions on behalf of the College.
5. I am aware of my confidentiality obligations under section 36 of the RHPA and understand that it is an offence to breach section 36, with a fine upon conviction of up to \$25,000 for the first offence.

<Original signed by>

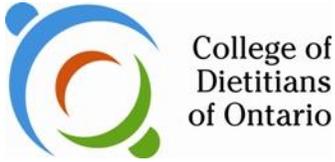
Signature

Ann Watt

Name

August 2, 2023 | 8:08:25 PM EDT

Date



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<Original signed by>

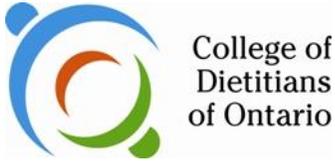
Signature

Barbara Grohmann

Name

July 22, 2023 | 9:13:56 AM EDT

Date



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<Original signed by>

Signature

Barbara Major-McEwan

Name

July 20, 2023 | 8:12:58 PM EDT

Date



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<Original signed by>

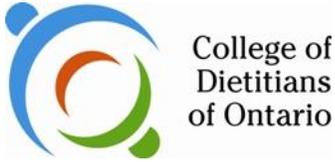
Signature

Brenda Murphy

Name

July 21, 2023 | 10:59:32 AM EDT

Date



ANNUAL ACKNOWLEDGEMENT AND CONFIRMATION

Board directors and committee members have a duty to understand and abide by their obligations to the College, as outlined in the Board's Code of Conduct policy. To achieve this, Board directors and committee members are expected to review the Board's governance policies and other materials.

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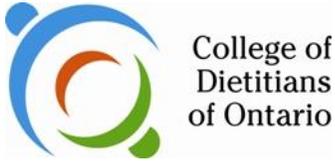
Signature

Dawn van Engelen

Name

July 21, 2023 | 12:56:34 PM EDT

Date



ANNUAL ACKNOWLEDGEMENT AND CONFIRMATION

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<Original signed by>

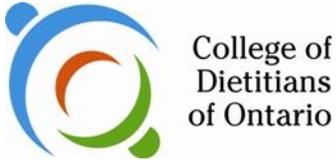
Signature

Denis Tsang

Name

July 20, 2023 | 12:29:31 PM EDT

Date



ANNUAL ACKNOWLEDGEMENT AND CONFIRMATION

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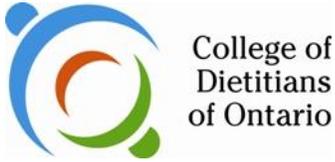
Signature

Donna Hennyey

Name

July 21, 2023 | 3:25:53 PM EDT

Date



ANNUAL ACKNOWLEDGEMENT AND CONFIRMATION

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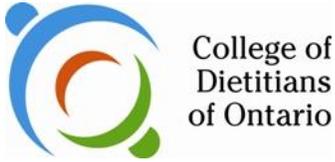
Signature

Hannah Chan

Name

July 24, 2023 | 9:50:50 AM EDT

Date



ANNUAL ACKNOWLEDGEMENT AND CONFIRMATION

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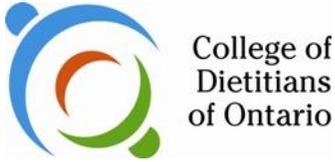
Signature

Jane Lac, RD

Name

July 22, 2023 | 9:42:57 PM EDT

Date



ANNUAL ACKNOWLEDGEMENT AND CONFIRMATION

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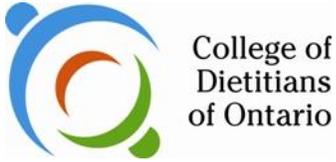
Signature

John Regan

Name

July 23, 2023 | 5:46:02 AM EDT

Date



ANNUAL ACKNOWLEDGEMENT AND CONFIRMATION

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<Original signed by>

Signature

Laura Bjorklund

Name

July 25, 2023 | 8:28:02 AM EDT

Date



ANNUAL ACKNOWLEDGEMENT AND CONFIRMATION

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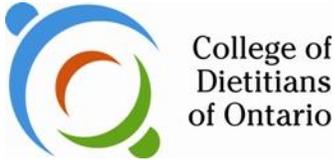
Signature

NAVITA VIVEKY

Name

July 26, 2023 | 3:46:47 PM EDT

Date



ANNUAL ACKNOWLEDGEMENT AND CONFIRMATION

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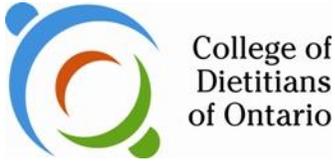
Signature

Raynold D'Sa

Name

July 25, 2023 | 12:20:14 PM EDT

Date



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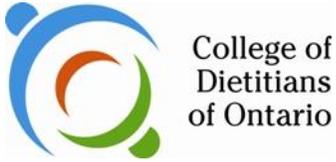
Signature

Ruchika Wadhwa

Name

July 25, 2023 | 10:41:03 AM EDT

Date



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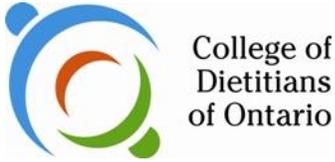
Signature

Santhikumar Chandrasekharan

Name

July 20, 2023 | 1:20:31 PM EDT

Date



ANNUAL ACKNOWLEDGEMENT AND CONFIRMATION

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<Original Signed by>

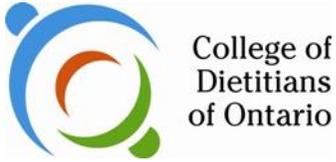
Signature

Sasha Miles

Name

July 20, 2023 | 12:29:25 PM EDT

Date



ANNUAL ACKNOWLEDGEMENT AND CONFIRMATION

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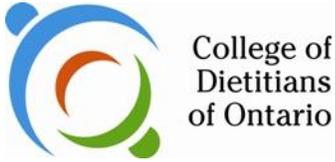
Signature

Teresa Taillefer

Name

July 20, 2023 | 1:11:09 PM EDT

Date



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<Original signed by>

Signature

Galina Semikhnenko

Name

February 9, 2024 | 7:23:23 PM EST

Date



College of
Dietitians
of Ontario

Annual Conflict of Interest Declaration for Board and Committee Members

Board and committee members have a fiduciary duty to the CDO in which they must avoid situations where their personal, professional or financial interests or relationships conflict with their duties to the College. Board and Committee members should avoid situations where the duties they owe to the CDO may conflict with duties they owe to other organizations or individuals. The definition of 'conflict of interest', and obligations relating to conflicts of interest, are set out in CDO

[By-law 1: General By-law](#), Article 16:

16.1 Definition of Conflict of Interest

A conflict of interest exists if a reasonable person would conclude that a director or committee member's personal, professional or financial interest or relationship may affect his or her judgement, impartiality or the discharge of his or her duties to the College. A conflict of interest may be real or perceived, actual or potential, or direct or indirect.

16.2 Duty to Avoid and Consult

Directors and committee members must whenever feasible avoid situations in which they have or might have a conflict of interest. If a director or committee member is in doubt about whether he or she has or might have a conflict of interest, the director or committee member must consult with an appropriate person, for example the Chair of the Board, Registrar or legal counsel (if the conflict arises in a hearing setting).

16.3 Process for Resolution of Conflicts

If a director or committee member believes that he or she may have a conflict of interest in any matter relating to Board or committee business the director or committee member must consult with an appropriate person such as the Chair of the Board, Registrar or legal counsel (if the conflict arises in a hearing context). If there is any doubt as to whether a conflict exists the member must declare it to the Board of Directors or the committee and accept the Board of Director's or committee's decision as to whether a conflict exists. For adjudicative matters, a committee member should disclose the conflict at the earliest opportunity and in any case before the committee considers the matter.

A director or committee member who has a conflict of interest must:

- a) before any consideration of the matter, disclose the fact that he or she has a conflict of interest,
- b) not participate in any discussion of the matter,
- c) not attend any meeting of part or part of a meeting involving the matter, and
- d) not vote on the matter, or influence or try to influence the vote.

16.4 Undeclared Conflict

If a director or committee member believes another director or committee member has not declared a conflict of interest (despite information notification or inquiry) the director or committee member who has that belief must advise an appropriate person such as the Chair of the Board, Registrar or legal counsel (if the conflict arises in a hearing context). If Board of Directors or a committee chair concludes that a director or committee member respectively has an undeclared conflict of interest, the Board of Directors or the chair may direct the director or committee member to immediately comply with clauses (b), (c) and (d) of section 16.3.

DECLARATION OF CONFLICT OF INTEREST (COMPLETE ALL THAT APPLY)

I **have not** held a leadership, employment, or contractual role with an international, national or provincial association or organization that advances the interests of dietitians, has policy making responsibilities for dietitians or oversees the regulation of dietitians, in the previous year.

I **do not** have any conflicts of interest to declare.

I **have** an actual or potential conflict of interest to declare relating to the following organizations which have a mandate or that could potentially conflict or be seen as conflicting with the mandate of the CDO:

Organization	Role

I **have** an actual or potential conflict of interest to declare relating to another personal, professional or financial interest or relationship, as follows:

--

I **have** changed my employment (job function, employer, etc.), volunteer involvement, or affiliations with other organizations within the past year.

Organization	Role

Ann Watt

I _____ have read the Board Code of Conduct, the CDO by-laws and the Governance Manual and declare that the information is true and accurate to the best of my knowledge.

I confirm that if any information reported in this declaration changes, I will advise the Chair of the Board (or Registrar) immediately and prior to participating further in any ongoing Board and/or Committee discussion, correspondence, or business; and will also advise the Board at its next meeting. I understand that this declaration is not a substitute for declaring any actual or potential conflicts of interest for specific matters discussed at a Board and/or committee meetings should they arise.

DECLARATION OF OFFENCES, CHARGES AND BAIL CONDITIONS

***To be completed by public council members only.** *Elected council and committee members are required to make a declaration of offences, charges and bail conditions as part of their annual renewal process with the College and on an ongoing basis.*

I **have not** been found guilty of any offences and there are no outstanding charges of bail conditions pending against me.

I **have** been found guilty of the following offences in the last year and/or the following outstanding charges or bail conditions are pending against me:



<Original signed by Ann Watt>

August 2, 2023 | 8:08:25 PM EDT

Signature

Date

DECLARATION OF CONFLICT OF INTEREST (COMPLETE ALL THAT APPLY)

I **have not** held a leadership, employment, or contractual role with an international, national or provincial association or organization that advances the interests of dietitians, has policy making responsibilities for dietitians or oversees the regulation of dietitians, in the previous year.

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Organization	Role

Barbara Grohmann

I _____ have read the Board Code of Conduct, the CDO by-laws and the Governance Manual and declare that the information is true and accurate to the best of my knowledge.

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I **have not** been found guilty of any offences and there are no outstanding charges of bail conditions pending against me.

I **have** been found guilty of the following offences in the last year and/or the following outstanding charges or bail conditions are pending against me:



<Original signed by Barbara Grohmann>

July 22, 2023 | 9:13:56 AM EDT

Signature

Date

DECLARATION OF CONFLICT OF INTEREST (COMPLETE ALL THAT APPLY)

I **have not** held a leadership, employment, or contractual role with an international, national or provincial association or organization that advances the interests of dietitians, has policy making responsibilities for dietitians or oversees the regulation of dietitians, in the previous year.

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I **have** an actual or potential conflict of interest to declare relating to another personal, professional or financial interest or relationship, as follows:

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Organization	Role
Clinton Family Health Team	Executive Director

Barbara Major-McEwan
I _____ have read the Board Code of Conduct, the CDO by-laws and the Governance Manual and declare that the information is true and accurate to the best of my knowledge.

I confirm that if any information reported in this declaration changes, I will advise the Chair of the Board (or Registrar) immediately and prior to participating further in any ongoing Board and/or Committee discussion, correspondence, or business; and will also advise the Board at its next meeting. I understand that this declaration is not a substitute for declaring any actual or potential conflicts of interest for specific matters discussed at a Board and/or committee meetings should they arise.

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I **have not** been found guilty of any offences and there are no outstanding charges of bail conditions pending against me.

I **have** been found guilty of the following offences in the last year and/or the following outstanding charges or bail conditions are pending against me:



<Original signed by Barbara Major McEwan>

July 20, 2023 | 8:12:58 PM EDT

Signature

Date

DECLARATION OF CONFLICT OF INTEREST (COMPLETE ALL THAT APPLY)

I **have not** held a leadership, employment, or contractual role with an international, national or provincial association or organization that advances the interests of dietitians, has policy making responsibilities for dietitians or oversees the regulation of dietitians, in the previous year.

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Organization	Role

I **have** an actual or potential conflict of interest to declare relating to another personal, professional or financial interest or relationship, as follows:

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I **have** changed my employment (job function, employer, etc.), volunteer involvement, or affiliations with other organizations within the past year.

Organization	Role

Brenda Murphy

I _____ have read the Board Code of Conduct, the CDO by-laws and the Governance Manual and declare that the information is true and accurate to the best of my knowledge.

I confirm that if any information reported in this declaration changes, I will advise the Chair of the Board (or Registrar) immediately and prior to participating further in any ongoing Board and/or Committee discussion, correspondence, or business; and will also advise the Board at its next meeting. I understand that this declaration is not a substitute for declaring any actual or potential conflicts of interest for specific matters discussed at a Board and/or committee meetings should they arise.

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I **have not** been found guilty of any offences and there are no outstanding charges of bail conditions pending against me.

I **have** been found guilty of the following offences in the last year and/or the following outstanding charges or bail conditions are pending against me:



<Original signed by Brenda Murphy>

July 26, 2023 | 2:33:11 PM EDT

Signature

Date

DECLARATION OF CONFLICT OF INTEREST (COMPLETE ALL THAT APPLY)

I **have not** held a leadership, employment, or contractual role with an international, national or provincial association or organization that advances the interests of dietitians, has policy making responsibilities for dietitians or oversees the regulation of dietitians, in the previous year.

I **do not** have any conflicts of interest to declare.

I **have** an actual or potential conflict of interest to declare relating to the following organizations which have a mandate or that could potentially conflict or be seen as conflicting with the mandate of the CDO:

Organization	Role

I **have** an actual or potential conflict of interest to declare relating to another personal, professional or financial interest or relationship, as follows:

--

I **have** changed my employment (job function, employer, etc.), volunteer involvement, or affiliations with other organizations within the past year.

Organization	Role

Dawn van Engelen

I _____ have read the Board Code of Conduct, the CDO by-laws and the Governance Manual and declare that the information is true and accurate to the best of my knowledge.

I confirm that if any information reported in this declaration changes, I will advise the Chair of the Board (or Registrar) immediately and prior to participating further in any ongoing Board and/or Committee discussion, correspondence, or business; and will also advise the Board at its next meeting. I understand that this declaration is not a substitute for declaring any actual or potential conflicts of interest for specific matters discussed at a Board and/or committee meetings should they arise.

DECLARATION OF OFFENCES, CHARGES AND BAIL CONDITIONS

***To be completed by public council members only.** *Elected council and committee members are required to make a declaration of offences, charges and bail conditions as part of their annual renewal process with the College and on an ongoing basis.*

I **have not** been found guilty of any offences and there are no outstanding charges of bail conditions pending against me.

I **have** been found guilty of the following offences in the last year and/or the following outstanding charges or bail conditions are pending against me:



<Original signed by Dawn van Engelen>

July 21, 2023 | 12:56:34 PM EDT

Signature

Date

DECLARATION OF CONFLICT OF INTEREST (COMPLETE ALL THAT APPLY)

I **have not** held a leadership, employment, or contractual role with an international, national or provincial association or organization that advances the interests of dietitians, has policy making responsibilities for dietitians or oversees the regulation of dietitians, in the previous year.

I **do not** have any conflicts of interest to declare.

I **have** an actual or potential conflict of interest to declare relating to the following organizations which have a mandate or that could potentially conflict or be seen as conflicting with the mandate of the CDO:

Organization	Role

I **have** an actual or potential conflict of interest to declare relating to another personal, professional or financial interest or relationship, as follows:

--

I **have** changed my employment (job function, employer, etc.), volunteer involvement, or affiliations with other organizations within the past year.

Organization	Role
Ontario Health	Lead, Clinical Programs

Denis Tsang

I _____ have read the Board Code of Conduct, the CDO by-laws and the Governance Manual and declare that the information is true and accurate to the best of my knowledge.

I confirm that if any information reported in this declaration changes, I will advise the Chair of the Board (or Registrar) immediately and prior to participating further in any ongoing Board and/or Committee discussion, correspondence, or business; and will also advise the Board at its next meeting. I understand that this declaration is not a substitute for declaring any actual or potential conflicts of interest for specific matters discussed at a Board and/or committee meetings should they arise.

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***To be completed by public council members only.** *Elected council and committee members are required to make a declaration of offences, charges and bail conditions as part of their annual renewal process with the College and on an ongoing basis.*

I **have not** been found guilty of any offences and there are no outstanding charges of bail conditions pending against me.

I **have** been found guilty of the following offences in the last year and/or the following outstanding charges or bail conditions are pending against me:



<Original signed by Denis Tsang>

July 24, 2023 | 8:27:21 AM EDT

Signature

Date

DECLARATION OF CONFLICT OF INTEREST (COMPLETE ALL THAT APPLY)

I **have not** held a leadership, employment, or contractual role with an international, national or provincial association or organization that advances the interests of dietitians, has policy making responsibilities for dietitians or oversees the regulation of dietitians, in the previous year.

I **do not** have any conflicts of interest to declare.

I **have** an actual or potential conflict of interest to declare relating to the following organizations which have a mandate or that could potentially conflict or be seen as conflicting with the mandate of the CDO:

Organization	Role

I **have** an actual or potential conflict of interest to declare relating to another personal, professional or financial interest or relationship, as follows:

--

I **have** changed my employment (job function, employer, etc.), volunteer involvement, or affiliations with other organizations within the past year.

Organization	Role

Donna Hennyey

I _____ have read the Board Code of Conduct, the CDO by-laws and the Governance Manual and declare that the information is true and accurate to the best of my knowledge.

I confirm that if any information reported in this declaration changes, I will advise the Chair of the Board (or Registrar) immediately and prior to participating further in any ongoing Board and/or Committee discussion, correspondence, or business; and will also advise the Board at its next meeting. I understand that this declaration is not a substitute for declaring any actual or potential conflicts of interest for specific matters discussed at a Board and/or committee meetings should they arise.

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***To be completed by public council members only.** *Elected council and committee members are required to make a declaration of offences, charges and bail conditions as part of their annual renewal process with the College and on an ongoing basis.*

I **have not** been found guilty of any offences and there are no outstanding charges of bail conditions pending against me.

I **have** been found guilty of the following offences in the last year and/or the following outstanding charges or bail conditions are pending against me:



<Original signed by Donna Hennyey>

August 4, 2023 | 8:58:40 AM EDT

Signature

Date

DECLARATION OF CONFLICT OF INTEREST (COMPLETE ALL THAT APPLY)

I **have not** held a leadership, employment, or contractual role with an international, national or provincial association or organization that advances the interests of dietitians, has policy making responsibilities for dietitians or oversees the regulation of dietitians, in the previous year.

I **do not** have any conflicts of interest to declare.

I **have** an actual or potential conflict of interest to declare relating to the following organizations which have a mandate or that could potentially conflict or be seen as conflicting with the mandate of the CDO:

Organization	Role

I **have** an actual or potential conflict of interest to declare relating to another personal, professional or financial interest or relationship, as follows:

--

I **have** changed my employment (job function, employer, etc.), volunteer involvement, or affiliations with other organizations within the past year.

Organization	Role
Ontario Public Service - Ontario Cabinet Office	Senior Advisor

Hannah Chan

I _____ have read the Board Code of Conduct, the CDO by-laws and the Governance Manual and declare that the information is true and accurate to the best of my knowledge.

I confirm that if any information reported in this declaration changes, I will advise the Chair of the Board (or Registrar) immediately and prior to participating further in any ongoing Board and/or Committee discussion, correspondence, or business; and will also advise the Board at its next meeting. I understand that this declaration is not a substitute for declaring any actual or potential conflicts of interest for specific matters discussed at a Board and/or committee meetings should they arise.

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***To be completed by public council members only.** *Elected council and committee members are required to make a declaration of offences, charges and bail conditions as part of their annual renewal process with the College and on an ongoing basis.*

I **have not** been found guilty of any offences and there are no outstanding charges of bail conditions pending against me.

I **have** been found guilty of the following offences in the last year and/or the following outstanding charges or bail conditions are pending against me:



<Original signed by Hannah Chan>

July 24, 2023 | 9:50:50 AM EDT

Signature

Date

DECLARATION OF CONFLICT OF INTEREST (COMPLETE ALL THAT APPLY)

I **have not** held a leadership, employment, or contractual role with an international, national or provincial association or organization that advances the interests of dietitians, has policy making responsibilities for dietitians or oversees the regulation of dietitians, in the previous year.

I **do not** have any conflicts of interest to declare.

I **have** an actual or potential conflict of interest to declare relating to the following organizations which have a mandate or that could potentially conflict or be seen as conflicting with the mandate of the CDO:

Organization	Role

I **have** an actual or potential conflict of interest to declare relating to another personal, professional or financial interest or relationship, as follows:

--

I **have** changed my employment (job function, employer, etc.), volunteer involvement, or affiliations with other organizations within the past year.

Organization	Role
College of Dietitians of Ontario	Professional Practice Committee Member
College of Dietitians of Ontario	Item Writer (Independent Contractor)

Jane Lac
I _____ have read the Board Code of Conduct, the CDO by-laws and the Governance Manual and declare that the information is true and accurate to the best of my knowledge.

I confirm that if any information reported in this declaration changes, I will advise the Chair of the Board (or Registrar) immediately and prior to participating further in any ongoing Board and/or Committee discussion, correspondence, or business; and will also advise the Board at its next meeting. I understand that this declaration is not a substitute for declaring any actual or potential conflicts of interest for specific matters discussed at a Board and/or committee meetings should they arise.

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***To be completed by public council members only.** *Elected council and committee members are required to make a declaration of offences, charges and bail conditions as part of their annual renewal process with the College and on an ongoing basis.*

I **have not** been found guilty of any offences and there are no outstanding charges of bail conditions pending against me.

I **have** been found guilty of the following offences in the last year and/or the following outstanding charges or bail conditions are pending against me:



<Original signed by Jane Lac>

July 24, 2023 | 1:35:01 PM EDT

Signature

Date

DECLARATION OF CONFLICT OF INTEREST (COMPLETE ALL THAT APPLY)

I **have not** held a leadership, employment, or contractual role with an international, national or provincial association or organization that advances the interests of dietitians, has policy making responsibilities for dietitians or oversees the regulation of dietitians, in the previous year.

I **do not** have any conflicts of interest to declare.

I **have** an actual or potential conflict of interest to declare relating to the following organizations which have a mandate or that could potentially conflict or be seen as conflicting with the mandate of the CDO:

Organization	Role

I **have** an actual or potential conflict of interest to declare relating to another personal, professional or financial interest or relationship, as follows:

--

I **have** changed my employment (job function, employer, etc.), volunteer involvement, or affiliations with other organizations within the past year.

Organization	Role

John Regan

I _____ have read the Board Code of Conduct, the CDO by-laws and the Governance Manual and declare that the information is true and accurate to the best of my knowledge.

I confirm that if any information reported in this declaration changes, I will advise the Chair of the Board (or Registrar) immediately and prior to participating further in any ongoing Board and/or Committee discussion, correspondence, or business; and will also advise the Board at its next meeting. I understand that this declaration is not a substitute for declaring any actual or potential conflicts of interest for specific matters discussed at a Board and/or committee meetings should they arise.

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***To be completed by public council members only.** *Elected council and committee members are required to make a declaration of offences, charges and bail conditions as part of their annual renewal process with the College and on an ongoing basis.*

I **have not** been found guilty of any offences and there are no outstanding charges of bail conditions pending against me.

I **have** been found guilty of the following offences in the last year and/or the following outstanding charges or bail conditions are pending against me:



<Original signed by John Regan>

July 27, 2023 | 7:08:58 AM EDT

Signature

Date

DECLARATION OF CONFLICT OF INTEREST (COMPLETE ALL THAT APPLY)

I **have not** held a leadership, employment, or contractual role with an international, national or provincial association or organization that advances the interests of dietitians, has policy making responsibilities for dietitians or oversees the regulation of dietitians, in the previous year.

I **do not** have any conflicts of interest to declare.

I **have** an actual or potential conflict of interest to declare relating to the following organizations which have a mandate or that could potentially conflict or be seen as conflicting with the mandate of the CDO:

Organization	Role

I **have** an actual or potential conflict of interest to declare relating to another personal, professional or financial interest or relationship, as follows:

--

I **have** changed my employment (job function, employer, etc.), volunteer involvement, or affiliations with other organizations within the past year.

Organization	Role

Laura Bjorklund

I _____ have read the Board Code of Conduct, the CDO by-laws and the Governance Manual and declare that the information is true and accurate to the best of my knowledge.

I confirm that if any information reported in this declaration changes, I will advise the Chair of the Board (or Registrar) immediately and prior to participating further in any ongoing Board and/or Committee discussion, correspondence, or business; and will also advise the Board at its next meeting. I understand that this declaration is not a substitute for declaring any actual or potential conflicts of interest for specific matters discussed at a Board and/or committee meetings should they arise.

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***To be completed by public council members only.** *Elected council and committee members are required to make a declaration of offences, charges and bail conditions as part of their annual renewal process with the College and on an ongoing basis.*

I **have not** been found guilty of any offences and there are no outstanding charges of bail conditions pending against me.

I **have** been found guilty of the following offences in the last year and/or the following outstanding charges or bail conditions are pending against me:



<Original signed by Laura Bjorklund>

July 25, 2023 | 8:28:02 AM EDT

Signature

Date

DECLARATION OF CONFLICT OF INTEREST (COMPLETE ALL THAT APPLY)

I **have not** held a leadership, employment, or contractual role with an international, national or provincial association or organization that advances the interests of dietitians, has policy making responsibilities for dietitians or oversees the regulation of dietitians, in the previous year.

I **do not** have any conflicts of interest to declare.

I **have** an actual or potential conflict of interest to declare relating to the following organizations which have a mandate or that could potentially conflict or be seen as conflicting with the mandate of the CDO:

Organization	Role

I **have** an actual or potential conflict of interest to declare relating to another personal, professional or financial interest or relationship, as follows:

--

I **have** changed my employment (job function, employer, etc.), volunteer involvement, or affiliations with other organizations within the past year.

Organization	Role

Viveky Navita

I _____ have read the Board Code of Conduct, the CDO by-laws and the Governance Manual and declare that the information is true and accurate to the best of my knowledge.

I confirm that if any information reported in this declaration changes, I will advise the Chair of the Board (or Registrar) immediately and prior to participating further in any ongoing Board and/or Committee discussion, correspondence, or business; and will also advise the Board at its next meeting. I understand that this declaration is not a substitute for declaring any actual or potential conflicts of interest for specific matters discussed at a Board and/or committee meetings should they arise.

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***To be completed by public council members only.** *Elected council and committee members are required to make a declaration of offences, charges and bail conditions as part of their annual renewal process with the College and on an ongoing basis.*

I **have not** been found guilty of any offences and there are no outstanding charges of bail conditions pending against me.

I **have** been found guilty of the following offences in the last year and/or the following outstanding charges or bail conditions are pending against me:



<Original signed by Navita Viveky>

August 1, 2023 | 10:25:30 AM EDT

Signature

Date

DECLARATION OF CONFLICT OF INTEREST (COMPLETE ALL THAT APPLY)

I **have not** held a leadership, employment, or contractual role with an international, national or provincial association or organization that advances the interests of dietitians, has policy making responsibilities for dietitians or oversees the regulation of dietitians, in the previous year.

I **do not** have any conflicts of interest to declare.

I **have** an actual or potential conflict of interest to declare relating to the following organizations which have a mandate or that could potentially conflict or be seen as conflicting with the mandate of the CDO:

Organization	Role

I **have** an actual or potential conflict of interest to declare relating to another personal, professional or financial interest or relationship, as follows:

--

I **have** changed my employment (job function, employer, etc.), volunteer involvement, or affiliations with other organizations within the past year.

Organization	Role

Ray D'Sa

I _____ have read the Board Code of Conduct, the CDO by-laws and the Governance Manual and declare that the information is true and accurate to the best of my knowledge.

I confirm that if any information reported in this declaration changes, I will advise the Chair of the Board (or Registrar) immediately and prior to participating further in any ongoing Board and/or Committee discussion, correspondence, or business; and will also advise the Board at its next meeting. I understand that this declaration is not a substitute for declaring any actual or potential conflicts of interest for specific matters discussed at a Board and/or committee meetings should they arise.

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***To be completed by public council members only.** *Elected council and committee members are required to make a declaration of offences, charges and bail conditions as part of their annual renewal process with the College and on an ongoing basis.*

I **have not** been found guilty of any offences and there are no outstanding charges of bail conditions pending against me.

I **have** been found guilty of the following offences in the last year and/or the following outstanding charges or bail conditions are pending against me:



<Original signed by Raynold D'Sa>

July 25, 2023 | 1:35:15 PM EDT

Signature

Date

DECLARATION OF CONFLICT OF INTEREST (COMPLETE ALL THAT APPLY)

I **have not** held a leadership, employment, or contractual role with an international, national or provincial association or organization that advances the interests of dietitians, has policy making responsibilities for dietitians or oversees the regulation of dietitians, in the previous year.

I **do not** have any conflicts of interest to declare.

I **have** an actual or potential conflict of interest to declare relating to the following organizations which have a mandate or that could potentially conflict or be seen as conflicting with the mandate of the CDO:

Organization	Role

I **have** an actual or potential conflict of interest to declare relating to another personal, professional or financial interest or relationship, as follows:

--

I **have** changed my employment (job function, employer, etc.), volunteer involvement, or affiliations with other organizations within the past year.

Organization	Role

Ruchika Wadhwa

I _____ have read the Board Code of Conduct, the CDO by-laws and the Governance Manual and declare that the information is true and accurate to the best of my knowledge.

I confirm that if any information reported in this declaration changes, I will advise the Chair of the Board (or Registrar) immediately and prior to participating further in any ongoing Board and/or Committee discussion, correspondence, or business; and will also advise the Board at its next meeting. I understand that this declaration is not a substitute for declaring any actual or potential conflicts of interest for specific matters discussed at a Board and/or committee meetings should they arise.

DECLARATION OF OFFENCES, CHARGES AND BAIL CONDITIONS

***To be completed by public council members only.** *Elected council and committee members are required to make a declaration of offences, charges and bail conditions as part of their annual renewal process with the College and on an ongoing basis.*

I **have not** been found guilty of any offences and there are no outstanding charges of bail conditions pending against me.

I **have** been found guilty of the following offences in the last year and/or the following outstanding charges or bail conditions are pending against me:



<Original signed by Ruchika Wadhwa>

July 25, 2023 | 11:51:50 AM EDT

Signature

Date

DECLARATION OF CONFLICT OF INTEREST (COMPLETE ALL THAT APPLY)

I **have not** held a leadership, employment, or contractual role with an international, national or provincial association or organization that advances the interests of dietitians, has policy making responsibilities for dietitians or oversees the regulation of dietitians, in the previous year.

I **do not** have any conflicts of interest to declare.

I **have** an actual or potential conflict of interest to declare relating to the following organizations which have a mandate or that could potentially conflict or be seen as conflicting with the mandate of the CDO:

Organization	Role

I **have** an actual or potential conflict of interest to declare relating to another personal, professional or financial interest or relationship, as follows:

--

I **have** changed my employment (job function, employer, etc.), volunteer involvement, or affiliations with other organizations within the past year.

Organization	Role

Santhikumar Chandrasekharan

I _____ have read the Board Code of Conduct, the CDO by-laws and the Governance Manual and declare that the information is true and accurate to the best of my knowledge.

I confirm that if any information reported in this declaration changes, I will advise the Chair of the Board (or Registrar) immediately and prior to participating further in any ongoing Board and/or Committee discussion, correspondence, or business; and will also advise the Board at its next meeting. I understand that this declaration is not a substitute for declaring any actual or potential conflicts of interest for specific matters discussed at a Board and/or committee meetings should they arise.

DECLARATION OF OFFENCES, CHARGES AND BAIL CONDITIONS

***To be completed by public council members only.** *Elected council and committee members are required to make a declaration of offences, charges and bail conditions as part of their annual renewal process with the College and on an ongoing basis.*

I **have not** been found guilty of any offences and there are no outstanding charges of bail conditions pending against me.

I **have** been found guilty of the following offences in the last year and/or the following outstanding charges or bail conditions are pending against me:



<Original signed by Santhikumar Chandrasekharan>

July 20, 2023 | 1:20:31 PM EDT

Signature

Date

DECLARATION OF CONFLICT OF INTEREST (COMPLETE ALL THAT APPLY)

I **have not** held a leadership, employment, or contractual role with an international, national or provincial association or organization that advances the interests of dietitians, has policy making responsibilities for dietitians or oversees the regulation of dietitians, in the previous year.

I **do not** have any conflicts of interest to declare.

I **have** an actual or potential conflict of interest to declare relating to the following organizations which have a mandate or that could potentially conflict or be seen as conflicting with the mandate of the CDO:

Organization	Role

I **have** an actual or potential conflict of interest to declare relating to another personal, professional or financial interest or relationship, as follows:

--

I **have** changed my employment (job function, employer, etc.), volunteer involvement, or affiliations with other organizations within the past year.

Organization	Role

sasha miles

I _____ have read the Board Code of Conduct, the CDO by-laws and the Governance Manual and declare that the information is true and accurate to the best of my knowledge.

I confirm that if any information reported in this declaration changes, I will advise the Chair of the Board (or Registrar) immediately and prior to participating further in any ongoing Board and/or Committee discussion, correspondence, or business; and will also advise the Board at its next meeting. I understand that this declaration is not a substitute for declaring any actual or potential conflicts of interest for specific matters discussed at a Board and/or committee meetings should they arise.

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***To be completed by public council members only.** *Elected council and committee members are required to make a declaration of offences, charges and bail conditions as part of their annual renewal process with the College and on an ongoing basis.*

I **have not** been found guilty of any offences and there are no outstanding charges of bail conditions pending against me.

I **have** been found guilty of the following offences in the last year and/or the following outstanding charges or bail conditions are pending against me:



<Original signed by Sasha Miles>

July 20, 2023 | 12:29:25 PM EDT

Signature

Date

DECLARATION OF CONFLICT OF INTEREST (COMPLETE ALL THAT APPLY)

I **have not** held a leadership, employment, or contractual role with an international, national or provincial association or organization that advances the interests of dietitians, has policy making responsibilities for dietitians or oversees the regulation of dietitians, in the previous year.

I **do not** have any conflicts of interest to declare.

I **have** an actual or potential conflict of interest to declare relating to the following organizations which have a mandate or that could potentially conflict or be seen as conflicting with the mandate of the CDO:

Organization	Role

I **have** an actual or potential conflict of interest to declare relating to another personal, professional or financial interest or relationship, as follows:

--

I **have** changed my employment (job function, employer, etc.), volunteer involvement, or affiliations with other organizations within the past year.

Organization	Role
Mattawa and Area Police Services Board	Member

I Teresa Taillefer have read the Board Code of Conduct, the CDO by-laws and the Governance Manual and declare that the information is true and accurate to the best of my knowledge.

I confirm that if any information reported in this declaration changes, I will advise the Chair of the Board (or Registrar) immediately and prior to participating further in any ongoing Board and/or Committee discussion, correspondence, or business; and will also advise the Board at its next meeting. I understand that this declaration is not a substitute for declaring any actual or potential conflicts of interest for specific matters discussed at a Board and/or committee meetings should they arise.

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I **have not** been found guilty of any offences and there are no outstanding charges of bail conditions pending against me.

I **have** been found guilty of the following offences in the last year and/or the following outstanding charges or bail conditions are pending against me:



<Original signed by Teresa Taillefer>

July 20, 2023 | 1:11:09 PM EDT

Signature

Date

DECLARATION OF CONFLICT OF INTEREST (COMPLETE ALL THAT APPLY)

I **have not** held a leadership, employment, or contractual role with an international, national or provincial association or organization that advances the interests of dietitians, has policy making responsibilities for dietitians or oversees the regulation of dietitians, in the previous year.

I **do not** have any conflicts of interest to declare.

I **have** an actual or potential conflict of interest to declare relating to the following organizations which have a mandate or that could potentially conflict or be seen as conflicting with the mandate of the CDO:

Organization	Role

I **have** an actual or potential conflict of interest to declare relating to another personal, professional or financial interest or relationship, as follows:

--

I **have** changed my employment (job function, employer, etc.), volunteer involvement, or affiliations with other organizations within the past year.

Organization	Role

Galina Semikhnenko

I _____ have read the Board Code of Conduct, the CDO by-laws and the Governance Manual and declare that the information is true and accurate to the best of my knowledge.

I confirm that if any information reported in this declaration changes, I will advise the Chair of the Board (or Registrar) immediately and prior to participating further in any ongoing Board and/or Committee discussion, correspondence, or business; and will also advise the Board at its next meeting. I understand that this declaration is not a substitute for declaring any actual or potential conflicts of interest for specific matters discussed at a Board and/or committee meetings should they arise.

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I **have not** been found guilty of any offences and there are no outstanding charges of bail conditions pending against me.

I **have** been found guilty of the following offences in the last year and/or the following outstanding charges or bail conditions are pending against me:



<Original signed by Galina Semikhnenko>

February 9, 2024 | 7:23:23 PM EST

Signature

Date

DECLARATION OF CONFLICT OF INTEREST (COMPLETE ALL THAT APPLY)

I **have not** held a leadership, employment, or contractual role with an international, national or provincial association or organization that advances the interests of dietitians, has policy making responsibilities for dietitians or oversees the regulation of dietitians, in the previous year.

I **do not** have any conflicts of interest to declare.

I **have** an actual or potential conflict of interest to declare relating to the following organizations which have a mandate or that could potentially conflict or be seen as conflicting with the mandate of the CDO:

Organization	Role

I **have** an actual or potential conflict of interest to declare relating to another personal, professional or financial interest or relationship, as follows:

--

I **have** changed my employment (job function, employer, etc.), volunteer involvement, or affiliations with other organizations within the past year.

Organization	Role

Deion Weir

I _____ have read the Board Code of Conduct, the CDO by-laws and the Governance Manual and declare that the information is true and accurate to the best of my knowledge.

I confirm that if any information reported in this declaration changes, I will advise the Chair of the Board (or Registrar) immediately and prior to participating further in any ongoing Board and/or Committee discussion, correspondence, or business; and will also advise the Board at its next meeting. I understand that this declaration is not a substitute for declaring any actual or potential conflicts of interest for specific matters discussed at a Board and/or committee meetings should they arise.

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I **have not** been found guilty of any offences and there are no outstanding charges of bail conditions pending against me.

I **have** been found guilty of the following offences in the last year and/or the following outstanding charges or bail conditions are pending against me:



<Original signed by Deion Weir>

May 6, 2024 | 11:13:11 AM EDT

Signature

Date