

# BYLAWS FOR THE ELECTION OF REGISTRANTS TO THE NSCN BOARD

## DEFINITIONS

"Ballots" refers to the form used by registrants for voting, which may be either in paper or such electronic form as determined by the Board;

"Board Composition Matrix" means the list of skills, qualities and other criteria approved by the Board to describe the collective desired competencies of the Board;

"Chief Elections Officer" means a person appointed by the Board to oversee the election process, who must not be a candidate for office, a current Board member, or a College employee.

"In good standing", for purposes of By-Law 10C, means the status of a registrant who;

- i. holds a current NSCN licence as set out in By-Law 10C;
- ii. is current in their continuing competence requirements;
- iii. does not owe any outstanding fees or costs to the College; and
- iv. is not subject to any licensing sanction or ongoing regulatory process that in the opinion of the Nominating Committee, impacts their ability to ethically and competently serve as a member of the Board, or would otherwise be contrary to the objects of the College.

## BY-LAW 10 COMPOSITION AND QUORUM OF SUBSEQUENT BOARDS

1. The Board consists of 11 persons, inclusive of the Chair and Vice-Chair.
2. The Board must include at least one licensed practical nurse and one registered nurse.
3. The percentage of public representatives on the Board is 45%.
4. The officers of the Board are the Chair and the Vice-Chair, elected in accordance with by-Law 13.
5. Registrant Board members must be elected in accordance with the process set out in by-Law 10A.
6. The quorum for the Board is a majority of its members, which must include at least one public representative.

## BY-LAW 10A ELECTION OF BOARD MEMBERS

1. The Board shall establish a Nominating Committee comprised as follows:
  - a. Subject to section 10A(2), the immediate past Chair of the Board, or in the event the immediate past Chair is not available or not willing to serve, such other person the Board determines to serve as the Chair of the Nominating Committee;
  - b. One public representative who is a member of the current Board ;
  - c. One registrant who is a member of the current Board.
2. For purposes of the election following the end of the term of the first Chair of the Board, the role of immediate past Chair of the Board will be filled by the first Chair.
3. The members of the Nominating Committee shall hold office for such time as set by the Board who appoints them.
4. The Board shall develop and approve the Board Composition Matrix.

5. The Nominating Committee shall perform the following functions, in accordance with the process and timelines set out in Board policies that are not in conflict with these By-Laws:
  - a. Compare the composition of the Board with the Board Composition Matrix and identify the competencies, qualities and other criteria of candidates needed to fill identified vacancies;
  - b. Seek candidates to fill registrant vacancies on the Board created by either the expiration of the term of a currently serving member, or through a vacancy prior to the expiration of a serving member's term;
  - c. Determine whether a candidate is eligible to be nominated in accordance with by-law 10C;
  - d. Assess the degree to which the candidates fill the desired competencies, qualities and other criteria identified by the Nominating Committee to align with the Board Composition Matrix;
  - e. Advance for nomination the same number of candidates as there are vacant registrant positions, where the Nominating Committee is satisfied that a registrant:
    - i. meets the eligibility criteria in by-law 10C; and
    - ii. best meets the desired competencies, qualities and criteria identified by the Nominating Committee to align with the Board Composition Matrix;
  - f. Perform such functions related to the election of the Chair and the Vice-Chair as set out in by-law 13;
  - g. Perform such other functions related to the election of Board members as identified by the Board.
6. When the names of registrants being advanced for an election are published by the Nominating Committee, the Committee must concurrently call for any additional nominations from the pool of registrants who are eligible in accordance with By-Law 10C.
7. In order for a nomination to be advanced under by-law 10A(6), the registrant must:
  - a. have completed a form approved by the Nominating Committee signifying a willingness to serve,
  - b. obtain the signatures of 5 other registrants who support the nomination, and
  - c. provide such other information as required by the Board to outline how the candidate's experience and qualifications align with the Board Composition Matrix;
8. The form must be submitted within such timelines as approved by the Board.
9. Upon receipt of the form under by-law 10A(7), the Nominating Committee must confirm whether the nominee is eligible to serve as a Board member under By-law 10C, and if so, advance the name of the candidate as a nominee, along with the names being advanced under by-law 10A(5).
10. If the Nominating Committee determines the candidate is not eligible for nomination as a Board member, the name must not be advanced.
11. If the number of nominees equals the number of registrant vacancies on the Board, the nominee(s) shall be declared elected by acclamation at such time as determined by the Board, to take effect the day following the date the incumbent's term expires.
12. The Board shall appoint a Chief Elections Officer, who shall oversee the election process, including the counting of ballots and such other functions as the Board may determine.
13. The Chief Elections Officer shall ensure that ballots for the election are sent to all registrants who hold a licence, and that voting occurs in accordance with the procedure and timelines set by the Board.
14. In setting the procedure for the Board elections, the Board may determine that voting will be conducted by such electronic or other means as approved by the Board.

15. Following the close of voting, the Chief Elections Officer shall determine the number of votes cast for each nominee. Subject to by-laws 14 and 15, the nominee with the highest number of votes shall be deemed elected for the first vacant position. The nominee with the next highest number of votes shall be deemed elected for the next vacant position, and that process continues until all vacancies are filled.
16. In the event of an equality of votes cast in favour of two or more nominees, and where there are sufficient vacancies to match the number of tied votes, those nominees with tied votes shall be deemed elected to the vacant positions.
17. In the event of an equality of votes cast in favour of two or more nominees, and where there are insufficient vacancies to match the number of tied votes, there shall be an election for the remaining vacant positions to be held at either the annual meeting or a special meeting called for the purpose, as determined by the Board, where the ballot for the election shall be limited to the nominees with an equality of votes from the initial ballot.
18. If an election at an annual or special meeting is needed, the election shall be conducted in such manner as determined by the Board.
19. The list of those registrants elected to the Board, prepared and signed by the Chief Elections Officer, will be final and conclusive as to the election of those registrants to the Board, notwithstanding any irregularity or informality or any accidental omission to supply a ballot to, or the non-receipt of a ballot by, any registrant, whether within the prescribed time or otherwise.
20. The Board may establish election rules and set deadlines for the various steps in the nomination and election process that are not in conflict with these by-laws.

## **10B VACANCY OF BOARD MEMBERS (OTHER THAN MEMBERS ON THE INITIAL BOARD)**

1. A member of the Board shall be considered to have vacated that position in any of the following circumstances:
  - a. the member resigns from office;
  - b. the member has been removed from the Board in accordance with by-law 11;
  - c. the position is vacated in accordance with by-law 13(10);
  - d. the member dies.
2. If a public representative Board member position has been vacated, the Board shall take steps to seek a replacement through an appointment by the Governor in Council.
3. If a registrant Board member position has been vacated, the Board shall review the Board Composition Matrix and shall appoint another registrant who meets the eligibility requirements of by-law 10C, who in the opinion of the Board best fills the requirements set out in the Board Composition Matrix, to hold office for the unexpired portion of the term.
4. When filling a vacancy under by-law 10B(3), the Board may seek the assistance of the Nominating Committee.
5. A vacancy on the Board does not impair the power of the remaining members of the Board to act as long as quorum requirements are met.
6. Notwithstanding by-law 10E, where a person appointed to fill a vacancy under by-law 10B(3) serves for less than two years, the term served to fill the vacancy is not considered a term served by that registrant, and the registrant is eligible to serve for two additional terms, if elected.

## 10C ELIGIBILITY POOL FOR NOMINATION AS REGISTRANT BOARD MEMBER

1. A registrant is eligible to be nominated as a Board member if the Nominating Committee in its discretion determines the registrant meets all of the following criteria:
  - a. holds either:
    - i. a practising licence, or
    - ii. a conditional licence, unless there is a condition on the licence restricting the registrant from eligibility to serve on the Board;
  - b. is in good standing; and
  - c. is in compliance with by-law 10E(2).
2. If the Nominating Committee determines a registrant is not eligible to be nominated as a Board member, the Nominating Committee shall render its decision in writing with reasons, and provide it to the registrant and to the Board.
3. The decision of the Nominating Committee under by-law 10C(2) is final.

## 10D ELIGIBILITY TO VOTE FOR REGISTRANT BOARD MEMBERS

1. A registrant is eligible to vote for registrant Board members if the registrant holds either:
  - a. a practising licence; or
  - b. a conditional licence, unless there is a condition on the licence restricting the registrant from voting in Board elections.

## 10E TERMS OF BOARD MEMBERS

1. As set out in the regulations, the terms of both public representative and registrant Board members is three years.
2. Subject to by-law 13(4), a Board member is eligible to serve for two consecutive terms, and is not eligible to seek an additional term unless three years have expired since last serving on the Board.

## BY-LAW 11

Notwithstanding any other provisions of the by-laws, the Board may, by a seventy-five percent majority vote of the quorum participating at any Board meeting or a special meeting called for the purpose, remove any registrant officer or registrant Board member before the expiration of their term of office, where the Board believes it is consistent with the objects of the college to do so.

## BY-LAW 13

## PART III – CHIEF EXECUTIVE OFFICER, CHAIR AND VICE-CHAIR

1. The Chair and Vice-Chair are the officers of the Board.
2. The Chair and Vice-Chair shall be elected by the Board members serving on the Board immediately prior to the end of the term of the incumbent Chair and Vice-Chair, from those Board members who are serving on the Board at that time.
3. The Chair and Vice-chair shall be elected in the following manner:
  - a. Prior to the completion of the term of the incumbent Chair and Vice-Chair, at such time as directed

by the Board, the Nominating Committee appointed in accordance with by-laws 10A(1) and (2) must request and encourage expressions of interest from Board members seeking to serve as the next Chair or Vice-Chair;

- b. Following interviews with candidates for the position of Chair or Vice-Chair, the Nominating Committee shall prepare a recommended slate for Chair and Vice Chair to the Board for approval;
  - c. If the Board approves the recommended slate, the Chair and Vice-Chair are deemed elected, effective the day following the date the incumbents' terms expire;
  - d. If the Board does not approve the recommended slate, the Nominating Committee must consult with all Board members individually prior to advancing the next slate for the Board's vote, and such process shall continue until a new Chair and Vice-Chair are elected.
  - e. If there are no members of the Board willing to serve as Chair or Vice-Chair, the Board must appoint individuals to fill these positions in such manner as the Board determines.
  - f. For clarity, notwithstanding any other provision of these by-laws, the Board may extend the term of a serving Chair or Vice-Chair if no other Board member is willing to serve in these roles, for such time and on such conditions as the Board may determine.
  - g. The Board may make election rules and set such deadlines as it deems appropriate, as long as such rules are not inconsistent with these by-laws.
4. Subject to subsection (6) and to By-laws 14 and 15, the term of office for the positions of Chair and Vice-Chair is 2 years, which terms are independent of the terms served as Board members.
  5. The Vice-Chair is eligible for election to the position of Chair, subject to the decision of the Board.
  6. A person serving as Chair is not eligible to serve again on the Board until a minimum of three years has passed following completion of the term as Chair.
  7. If a Vice-Chair is not elected or appointed to the office of Chair, then upon completion of the role of Vice-Chair the person is not eligible for further election or appointment until at least three years have elapsed following completion of service as the Vice-Chair.
  8. The Chair shall:
    - i. preside at all meetings of the Board and annual and special meetings of the College;
    - ii. act as the official spokesperson for the Board, unless this function is otherwise delegated;
    - iii. perform all acts related to the office; and
    - iv. perform such other functions as directed by the Board.
  9. The Vice-Chair shall:
    - i. perform the duties of the Chair in the absence of the Chair; and
    - ii. perform all other duties as delegated by the Chair or as directed by the Board.
  10. Notwithstanding any provision of these by-laws, if a public representative is elected as the Chair or Vice-Chair of the Board and the term of office of the public representative expires during their term as Chair or Vice-Chair and is not renewed, the public representative shall be deemed to vacate the position upon the expiration of their term as set by Governor-in-Council.