



OCTOBER 1, 2020

The 2020 Annual Meeting of the Nova Scotia College of Nursing was held on-line due to COVID restrictions on October 1, 2020.

### 1.0 CALL TO ORDER

Charmaine McPherson, Chair of the NSCN Board and presiding officer of the NSCN Annual Meeting, called the Meeting to order at 1300 hours and welcomed the public, observers and voting delegates who logged in on-line for the first NSCN Annual Meeting.

The Chair introduced the members of the NSCN Board: Vice-Chair: Jason Reeves, registrant; Board members: Theresa MacDonald, Shaunna Snow, Chanda MacDonald, and Sheri Price; and public Board members: Paulette Anderson, Anne-Marie DeLorey, Michael Gillis, Susan Nasser, and Betty Thomas. The Chair acknowledged the contributions of NSCN public Board members Anne Bigelow and Emily Huner, who stepped down from the Board in 2019.

The Chair introduced Sue Smith, NSCN Chief Executive Officer & Registrar, and Dr. Michael MacMillan, Parliamentarian.

### 2.0 SCRUTINEER ROLL CALL

The following registrants agreed to serve as scrutineers for the 2020 NSCN Annual meeting:

- Chief Scrutineer – Rachel Lavallee, registrant and
- Scrutineer – Barbara Currie, registrant

### 3.0 VOTING DELEGATE ROLL CALL

The CEO & Registrar asked for the voting delegate roll call. The Chief Scrutineer confirmed that there were 28 voting delegates registered on-line at the beginning of the meeting.

### 4.0 REVIEW OF THE 2020 ANNUAL MEETING RULES

The Chair reviewed the NSCN Board approved annual meeting rules, highlighting the voting process.

### 5.0 APPROVAL OF 2019 CLPNNS ANNUAL GENERAL MEETING MINUTES

In accordance with the authority provided in Section 3 of the Nursing Act, the Chair asked voting delegates to review the minutes of the 2019 CLPNNS Annual General Meeting, and asked for any errors or omissions. None were raised.

The Chair requested a motion to accept approval of the 2019 CLPNNS Annual General Meeting Minutes as circulated.

**FOR APPROVAL:** Approval of the 2019 CLPNNS Annual General Meeting Minutes.

Moved by: Stephanie Baker, registrant  
Seconded by: Barbara Fagan, registrant

**MOTION CARRIED**



Chief Scrutineer reported the vote:

- 24 in favour
- 0 opposed
- 4 abstained

## 6.0 BUSINESS ARISING FROM THE 2019 CLPNNS ANNUAL GENERAL MEETING

The Chair reported there was no business arising from the 2019 CLPNNS Annual General Meeting.

## 7.0 APPROVAL OF 2019 CRNNS ANNUAL GENERAL MEETING MINUTES

In accordance with the authority provided in Section 3 of the Nursing Act, the Chair asked voting delegates to review the minutes of the 2019 CRNNS Annual General Meeting, and asked for any errors or omissions. None were raised.

The Chair requested a motion to accept approval of the 2019 CRNNS Annual General Meeting Minutes as circulated.

**FOR APPROVAL:** Approval of the 2019 CRNNS Annual General Meeting Minutes

Moved by: Shelley Cobbett

Seconded by: Tim Guest

**MOTION CARRIED**

Chief Scrutineer reported the vote:

- 23 in favour
- 0 opposed
- 5 abstained

## 8.0 BUSINESS ARISING FROM THE 2019 CRNNS ANNUAL GENERAL MEETING

The Chair reported that there was one resolution passed at the 2019 CRNNS AGM setting the 2020 CRNNS Council election date. The Chair noted that with the proclamation of the Nursing Act and the dissolution of CRNNS, the previous resolution was no longer applicable.

## 9.0 NSCN 2019 ANNUAL REPORT

Jason Reeves, Vice-Chair, assumed the role of presiding officer while the Chair and CEO & Registrar presented the NSCN 2019 Annual Report.

The Chair began by acknowledging how COVID-19 affected the lives of Nova Scotians, and its impact on nurses across the province, including those in the frontlines of the pandemic.

The Chair noted that NSCN was established with the proclamation of the Nursing Act in June 2019, resulting in a shortened six-month reporting period for the organization.

The Chair and CEO & Registrar focused their report on the creation of NSCN's three-year strategic plan, and its three strategic objectives: effective regulation, transparent regulation and accountable regulation. The Chair and CEO & Registrar shared highlights of NSCN's work as a new regulator during its first six months, which were also outlined in the written Annual Report.

The Chair and CEO & Registrar concluded their report by acknowledging and thanking the many stakeholders who helped to shape the creation of NSCN.

The Chair filed the NSCN 2019 Annual Report.

## 10.0 QUESTIONS OR COMMENTS WITH RESPECT TO THE NSCN 2019 ANNUAL REPORT

Jason Reeves, Vice-Chair, continued as presiding officer while the Chair and CEO & Registrar answered questions with respect to the NSCN 2019 Annual Report.

**Question 1:** The following question was submitted by Gloria Connolly: “I am glad to see the focus on diversity and culture. Will this include more diverse members on the board, committees, etc.?”

The CEO & Registrar emphasized the organization’s commitment to diversity and inclusion, noting it had been incorporated into NSCN’s first strategic plan as a priority objective for the new regulator.

The CEO & Registrar reported that NSCN would be looking for ways to increase its knowledge, activities, and representation on these key areas as it moves forward, and that more information will follow on the NSCN website.

**Question 2:** The following question was submitted by Jen Thiele: “Where the NSCN represents NPs, RNs and LPNs, is there a policy that would guarantee that there is a position on the Board of Directors reserved for at least 1 Nurse Practitioner to ensure their voice is heard?”

The CEO & Registrar responded that this first NSCN Board is comprised of equal representation of registrant Board members from the legacy Colleges. The Board committed to looking at this when developing composition for future NSCN Boards.

The Chair resumed her position as presiding officer and thanked the Vice-Chair for stepping in as presiding officer.

## 11.0 MOTIONS ARISING FROM THE NSCN 2019 ANNUAL REPORT

In accordance with By-law 23 (5) (a), the Chair provided an opportunity to raise motions arising from the NSCN 2019 Annual Report. None were raised.

## 12.0 CLPNNS AUDITOR’S REPORTS FOR 2017/2018 AND 2018/2019

The accounting firm Deloitte was invited to present the final CLPNNS Auditor’s Reports for 2017/2018 and 2018/2019 in order to close out the business of CLPNNS.

The Chair explained that these two audits were being presented because the CLPNNS 2017/2018 audit was not completed in time for the 2019 CLPNNS Annual General Meeting and the 2018/2019 audit was the final CLPNNS audit, conducted for the year ending June 3, 2019.

The Chair explained that although the CLPNNS was dissolved and no longer existed, NSCN is the successor to the CLPNNS and its finances and the final two CLPNNS audits were being shared in order to be transparent about how those funds flowed into NSCN.

The Chair reported that both the CLPNNS Auditor’s Reports and financial statements for 2017/2018 and 2018/2019 were reviewed and accepted by the NSCN Board on July 27, 2020. The Auditor’s Report was included in the NSCN Annual Report pre-circulated and available on the NSCN website.

### **CLPNNS Auditor’s Report for 2017/2018**

The CLPNNS auditor, Paul Janes, principal with Deloitte, presented the CLPNNS 2017/2018 financial statements and Auditor’s Report for the period November 1, 2017 to October 31, 2018. Highlights from the Statement of Operations, the Balance Sheet and the Statement of Changes in Net Assets were provided. Mr. Janes noted that the audit was conducted in accordance with Canadian Generally Accepted Auditing Standards (GAAS). In their opinion, the financial statements were presented fairly in all material respects, and, as of October 31, 2018, the CLPNNS was in a healthy financial position including cash flow.

## CLPNNS Auditor's Report for 2018/2019

The CLPNNS auditor, Paul Janes, principal with Deloitte, presented the CLPNNS 2018/2019 financial statements and Auditor's report for the period November 1, 2018 to June 3, 2019. Highlights from the Statement of Operations, Balance Sheet and Statement of Changes in Net Assets were provided. Mr. Janes noted that with respect to comparison of previous year's figures, 2018 was a full year of operations whereas 2019 was for a 7-month period. Mr. Janes noted that the audit was conducted in accordance with Canadian Generally Accepted Auditing Standards (GAAS). In their opinion, the financial statements were presented fairly in all material respects, and, as of June 3 2019, the CLPNNS was in a healthy financial position including cash flow.

The Chair thanked Mr. Janes for the reports, and filed the CLPNNS2017/2018 Auditor's Report and the CLPNNS 2018/2019 Auditor's Report.

## 13.0 QUESTIONS OR COMMENTS WITH RESPECT TO THE CLPNNS 2017/2018 AND 2018/2019 AUDITOR'S REPORTS

The Chair called for questions or comments on the CLPNNS 2017/2018 and 2018/2019 Auditor's Reports.

**Question 1:** The following question was submitted by Wanda Bonk: "With regards to revenue, what were the grants?"

The CEO & Registrar explained that the grants were received from the Nova Scotia Department of Immigration to develop programs to help prepare Internationally Educated Nurses (IEN's) to write the licensing exam.

## 14.0 MOTIONS ARISING FROM THE CLPNNS AUDITOR'S REPORT FOR 2017/2018 AND 2018/2019

In accordance with By-law 23 (5) (a), the Chair called for any motions arising from the CLPNNS 2017/2018 and 2018/2019 Auditor's Reports. There were no motions received.

## 15.0 CRNNS 2019 AUDITOR'S REPORT

The accounting firm Grant Thornton was invited to present the final CRNNS 2019 Auditor's Report in order to close out the business of CRNNS.

The Chair explained that this audit was being presented because the 2019 audit was the final CRNNS audit, conducted for the year ending June 3, 2019.

The Chair explained that although the CRNNS was dissolved and no longer existed, NSCN is the successor to the CRNNS and its finances and the final CRNNS audit was being shared in order to be transparent about how those funds flowed into NSCN.

The Chair reported that the CRNNS 2019 Auditor's Report and financial statements were reviewed and accepted by the NSCN Board on July 27, 2020. The Auditor's Report was included in the NSCN Annual Report pre-circulated and available on the NSCN website.

The CRNNS auditor, Emily Lowe, principal with Grant Thornton, presented the CRNNS 2019 financial statements and Auditor's Report for the period January 1 to June 3, 2019. Highlights from the Statement of Operations, Balance Sheet and Statement of Changes in Net Assets were provided. Ms. Lowe noted that the audit was conducted in accordance with Canadian Generally Accepted Auditing Standards (GAAS). In their opinion, the financial statements were presented fairly in all material respects, and, as of June 3 2019, the CRNNS was in a healthy financial position including cash flow. Ms. Lowe noted that one modification was made to the audit report found in note 14, but the audit was a clean audit report.

The Chair thanked Ms. Lowe for the report and filed the 2019 CRNNS Auditor's Report.

## 16.0 QUESTIONS OR COMMENTS WITH RESPECT TO THE CRNNS 2019 AUDITOR'S REPORT

The Chair called for questions or comments on the CRNNS 2019 Auditor's Report.

There were no questions or comments received.

## 17.0 MOTIONS ARISING FROM CRNNS 2019 AUDITOR'S REPORT

In accordance with By-law 23 (5) (a), the Chair called for any motions arising from the CRNNS 2019 Auditor's Report. There were no motions received.

## 18.0 NSCN 2019 Auditor's Report

The accounting firm Grant Thornton was invited to present the NSCN 2019 Auditor's Report.

The Chair reported that the CRNNS auditor's report and financial statements for 2019 were reviewed and accepted by the NSCN Board on July 27, 2020. The Auditor's report was included in the NSCN Annual Report pre-circulated and available on the NSCN website.

The NSCN auditor, Emily Lowe, principal with Grant Thornton, presented the NSCN 2019 financial statements and Auditor's Report for the period June 4 to December 31, 2019. Highlights from the Statement of Operations, Balance Sheet and Statement of Changes in Net Assets were provided. Ms. Lowe noted that the audit was conducted in accordance with Canadian Generally Accepted Auditing Standards (GAAS). In their opinion, the financial statements were presented fairly in all material respects, and, as of December 31, 2019, the NSCN was in a healthy financial position including cash flow.

The Chair thanked Ms. Lowe for the report and filed the NSCN 2019 Auditor's Report.

## 19.0 QUESTIONS OR COMMENTS FROM THE NSCN 2019 AUDITOR'S REPORT.

The Chair called for questions or comments on the NSCN 2019 Auditor's report.

There were no questions or comments received.

## 20.0 MOTIONS ARISING FROM THE NSCN 2019 AUDITOR'S REPORT

In accordance with By-law 23 (5) (a), the Chair called for any motions arising from the NSCN 2019 Auditor's report. There were no motions received.

## 21.0 RESOLUTIONS PROPOSED PURSUANT TO BY-LAW 26

The Chair reported that a call for resolutions was issued on January 20, 2020, which provided registrants the opportunity to submit resolutions to be considered pursuant to By-law 26. The Chair reported that no resolutions were proposed.

## 22.0 MOTIONS PROPOSED PURSUANT TO BY-LAW 23

The Chair reported that no motions were received by the 1:30 pm deadline.

## 23.0 NSCN BOARD ELECTIONS

The Chair reported that the first set of elections to the Board will not occur until 2021. Normally during the annual meeting, a resolution will be brought forward to set the election date for the next year. The Chair reported that By-laws establishing the elections process were not yet in place, and were in the process of being developed for consultation by mid-October.

The Chair reported that between June and December of 2019, one vacancy was filled by the Board based on the recommendation of the Board Succession Committee. The Committee recommended that Anne-Marie DeLorey be appointed to fill the public representative vacancy, which the Board accepted effective August 31, 2019.

## 24.0 ADDITIONAL VOTES – 2019 CLPNNS AGM Minutes and MOTION

Following the report of the CLPNNS 2017/2018 Auditor's report, the Chair acknowledged the Chief Scrutineer, who reported that during the motion to approve the 2019 CLPNNS Annual General Meeting Minutes, the incorrect motion was pushed to the online voters. The Chief Scrutineer recommended that the Chair consider relaunching the vote, subject to any ruling required from the Parliamentarian, at a time as determined by the Chair.

Later in the meeting, the Chair invited the Chief Scrutineer back to the floor to explain the issue for the Parliamentarian and Chair. The Chair and Parliamentarian ruled that the vote for Agenda Item 5 should be relaunched.

Heather Totton, NSCN Senior Director and General Counsel also reported that a motion from Shelley Cobbett was submitted online arising from the business of the NSCN Annual Report that was not captured in time. The motion was forwarded to the Chair who determined that the motion would be put forward with a call for a mover and seconder.

**FOR APPROVAL:** Approval of the 2019 CLPNNS Annual General Meeting Minutes.

Moved by: Stephanie Baker, registrant  
Seconded by: Barbara Fagan, registrant

Chief Scrutineer reported the vote:

- 12 in favour
- 0 opposed
- 16 abstained

**FOR APPROVAL:** That a least one LPN/RPN, one RN and one NP be represented on the Board.

Moved by: Vanessa Mackinnon-Beaton, registrant  
Seconded by: Esther Stamm, registrant

Chief Scrutineer reported the vote:

- 9 in favour
- 1 opposed
- 18 abstained

Following the two votes, the Chair consulted with the Parliamentarian, who reported that both motions failed. The Parliamentarian explained that the rules stated that a vote shall be passed by a majority of the voting body delegates in attendance, which was 28 present at the beginning of the meeting. The majority of the voting delegates to pass a vote (15) are required.

The Chair and CEO & Registrar requested that the matter be discussed off-line with the Parliamentarian and NSCN Senior Director, Governance and General Counsel.

Following an off-line discussion, the meeting resumed on-line where the Parliamentarian clarified his ruling on both motions. The Parliamentarian reported that the applicable rule was that the motion must be supported by a majority of voting delegates who are in attendance. The standard reference number to be used was the poll count presented at the beginning of the meeting and or as adjusted over the course of the meeting. The Scrutineers and NSCN staff support reported that upon further examination, the poll count was in fact adjusting itself downward as attendees had logged off the on-line system. With this new information, the Parliamentarian confirmed:

**FOR APPROVAL:** Approval of the 2019 CLPNNS Annual General Meeting Minutes

Moved by: Stephanie Baker, registrant  
Seconded by: Barbara Fagan, registrant

**MOTION CARRIED**

Chief Scrutineer reported the vote:

- 13 in favour
- 0 opposed
- 3 abstained

**FOR APPROVAL:** That a least one LPN/RPN, one RN and one NP be represented on the Board.

Moved by: Vanessa Mackinnon-Beaton, registrant

**MOTION CARRIED**

Seconded by: Esther Stamm, registrant

Chief Scrutineer reported the vote:

- 9 in favour
- 1 opposed
- 4 abstained

The Parliamentarian reported that both of the motions have succeeded with the updated information of the enrollment of voting delegates at this time when the votes occurred.

## 25.0 ADJOURNMENT

On behalf of the Board, the Chair thanked everyone for joining the on-line Annual Meeting.

The Chair declared the first annual meeting of the Nova Scotia College of Nursing adjourned at 2:59 hours.

Recorded by:

Darlene Martin, Executive Assistant

/dmm