

Draft Bylaws

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Part 2 - Board

Board chair and board vice-chair

- 2-1 (1) At the first board meeting following June 30 in each calendar year, board members must elect a board chair and a board vice-chair from among their own members using the following procedure:
- (a) the chair from the previous year must call for nominations,
 - (b) if there is only one nominee, the nominee is elected by acclamation,
 - (c) if there is more than one nominee, the board must appoint a board chair and vice-chair:
 - (i) by a majority vote of the board members in attendance, and
 - (ii) in the event of a tie vote between nominees with the most votes, by random draw between the tied nominees with the most votes.
- (2) A board chair and a board vice-chair hold office for one year and are eligible for reappointment.
- (3) A board chair and board vice-chair cease to hold office upon:
- (a) election of a new board chair or board vice-chair as applicable,
 - (b) ceasing to be a board member,
 - (c) delivering a written notice of resignation from the office of board chair or board vice-chair to the registrar effective the date specified in the notice or, if no effective date is specified, on receipt of the notice by the registrar,
 - (d) death, or
 - (e) removal from the office of board chair or board vice-chair by a majority vote of board members.
- (4) If the board chair or board vice-chair ceases to hold office, the board must elect, as soon as practicable, another board chair or board vice-chair to fill the vacancy for the unexpired term of office using the process in subsection (1).

Powers and duties of board chair and board vice-chair

- 2-2 (1) The board chair:
- (a) must preside at all board meetings,
 - (b) must fulfill duties under the Act, the Regulations, and these Bylaws, and
 - (c) may exercise powers and must perform duties delegated by the board.
- (2) If the board chair is absent or unable to act for any reason, the board vice-chair may exercise the powers and must perform the duties of the board chair.

- (3) If the board chair and board vice-chair are absent or unable to act for any reason, the board must appoint an acting board chair by majority vote, to preside at the meeting and to exercise powers and perform duties of the board chair, subject to any terms, limits or conditions the board considers necessary or appropriate in the circumstances.

Board member remuneration and expenses

- 2-3 Board members are entitled to receive remuneration and reimbursement for reasonable travel and other expenses necessarily incurred in performing college business as set out in Schedule 1 in accordance with CPSBC policies on remuneration and reimbursement.

Frequency of board meetings

- 2-4 The board must meet at least four times in each calendar year.

Format of board meetings

- 2-5 The board may meet and conduct business in person, by telephone, by video conference, by any other method of telecommunication, or in a hybrid manner.

Calling board meetings

- 2-6 (1) A board meeting must be called by the registrar:
- (a) at the request of the board chair, or
 - (b) on receipt of a written request for a board meeting signed by a majority of the board members.
- (2) A written request under subsection (1)(b) must state the nature of the business proposed to be conducted at the meeting.

Notice of board meetings

- 2-7 (1) The registrar must provide reasonable notice of a board meeting to board members and the public.
- (2) The registrar may provide notice under subsection (1) by posting a notice on the CPSBC website.
- (3) Despite subsection (1), notice of a board meeting to the public is not required if the purpose of the meeting is to:
- (a) conduct urgent business, or
 - (b) conduct business in a closed or in camera meeting as permitted under these Bylaws.
- (4) The failure to provide notice of a board meeting to a person entitled to receive notice, or the non-receipt of such notice by any person, does not invalidate board meeting proceedings.

Open, closed and in camera board meetings

- 2-8 (1) Subject to subsections (2) to (4), a board meeting is open to the public.
- (2) The board may exclude any persons who are not board members from all or part of a board meeting if satisfied their attendance is disruptive.
- (3) The board may conduct a closed or *in camera* meeting to discuss:
- (a) personnel matters,
 - (b) information CPSBC would be required or authorized to refuse to disclose in response to an access request under Part 2 of *FIPPA*,
 - (c) information CPSBC is required by law to keep confidential,
 - (d) information concerning the contents, scoring or results of an examination,
 - (e) property acquisitions or dispositions,
 - (f) information concerning academic or technical programs,
 - (g) communications to and from legal counsel, and any other matter subject to legal professional privilege and/or litigation privilege,
 - (h) an assessment of professional performance of a licensee for quality assurance purposes, and
 - (i) financial, personal, or other matters of such a nature that the interests of any affected person, or the public interest in avoiding disclosure of such matters, outweighs the public interest in having board meetings open to the public.
- (4) The board may conduct a closed or *in camera* meeting for educational purposes or purposes that do not involve the exercise of powers or performance of duties under the Act.

Board meeting decision-making procedures

- 2-9 (1) A majority of the board members constitutes a quorum.
- (2) Any board member, except the board chair, may move a resolution.
- (3) In the event of a tie vote, the board chair does not have a second vote and the resolution does not pass.
- (4) A resolution approved by a majority of attending board members under subsection (1) is a resolution of the board.
- (5) The board may request or direct the registrar to appoint advisory working groups to assist it with respect to any matter.

Board resolutions approved in writing

- 2-10 A majority of all board members may approve a resolution in writing, including by mail, facsimile, or electronic mail, and such an approved resolution has the same effect as if it were approved at a board meeting.

Minutes of board meetings

- 2-11 (1) The registrar must ensure minutes are taken at each board meeting.
- (2) The board chair must ensure minutes are taken for any part of a closed or in camera meeting from which the registrar is excluded.
- (3) Resolutions approved in writing under section 2-10 of these Bylaws must be included in the minutes of the following board meeting.
- (4) The registrar must publish the minutes of each board meeting on the CPSBC website with the exception of information discussed and decisions made during closed or in camera meetings or portions of meetings.
- (5) Where a meeting is closed or held in camera in whole or in part, the registrar must include the reason for excluding the public in the minutes published on the CPSBC website.

Conflict of interest - board members

- 2-12 (1) The board establishes the conflict of interest policy for board members and employees.
- (2) The board shall not presume any conflict of interest for any board member based solely on the member's Indigenous identity, race, colour, ancestry, place of origin, religion, marital status, family status, physical or mental disability, sex, sexual orientation, gender identity or expression, or age.
- (3) Without limiting subsection (2), the board shall not presume any conflict of interest for any Indigenous board member relating to any matter before the board involving an Indigenous component, based solely on the member's Indigenous identity, or their general interest in Indigenous matters.

Board rules, procedures, and policies

- 2-13 (1) The board may establish or adopt rules, policies and procedures consistent with the Act, the Regulations, and these Bylaws to:
- (a) establish or provide guidance relating to the board's processes,
 - (b) establish or provide guidance relating to the roles and responsibilities of board members,
 - (c) establish the procedures and/or criteria in relation to the registrar, committee members and professional standards advisors by which the board may:
 - (i) establish qualifications for those positions,
 - (ii) seek and evaluate candidates for those positions,
 - (ii) make appointments for those positions,
 - (iii) evaluate or assess the performance of individuals in those positions, and
 - (iv) rescind appointments for those positions, and

- (d) provide guidance to board members or the public respecting any matter for which the board may exercise powers or must perform duties.
- (2) Subject to section 358 of the Act, the board may establish or adopt rules, policies and procedures consistent with the Act, the Regulations, and these Bylaws, respecting how persons who act for CPSBC may exercise powers or must perform duties.
- (3) The board must direct the registrar to publish any rules, policies and procedures it establishes or adopts under subsection (1) on the CPSBC website.

Bylaw-making powers

- 2-14 (1) The board may direct the registrar to provide a list of persons who are qualified to provide advice as professional standard advisors when consulting on proposed bylaws respecting eligibility standards, ethics standards, and practice standards.
- (2) When making bylaws, the board must undertake consultation as follows during a consultation period of 60 days unless the board directs a different period:
- (a) for consultation with the public and persons affected by a proposed bylaw, the board must direct the registrar to post proposed bylaws on the CPSBC website together with a brief description of the proposed bylaws and invite feedback,
 - (b) for consultation with other regulators, the board must direct the registrar to deliver the proposed bylaws to specified regulators and invite feedback, and
 - (c) for purposes of consultation and cooperation with Indigenous peoples of British Columbia, the board must direct the registrar to deliver the proposed bylaws to the persons nominated for this purpose by the Indigenous governing bodies or other entities representing Indigenous peoples and invite feedback.
- (3) The board may establish or adopt rules, policies and procedures consistent with the Act, the Regulations, and these Bylaws, relating to consultations under subsection (2).
- (4) The board must, in collaboration with Indigenous governing bodies and other entities representing Indigenous peoples, establish policies and procedures for the nomination of persons by those governing bodies and entities for the purposes of section 384(2)(c) of the Act.
- (5) The board must direct the registrar to publish any rules, policies and procedures established under this section on the CPSBC website.

Recommendations to the superintendent

2-15 The board establishes the recommended criteria for appointment and rescindment of board members policy containing recommendations to the superintendent respecting:

- (a) the appointment of board members,
- (b) the rescindment of board member appointments, and
- (c) the qualifications, competencies, and diversity of perspectives and lived experiences of persons appointed, or to be appointed, as board members.

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Schedule 1

1. Board remuneration rate

Time	Rate
Daily maximum	\$1,295.00
Half day (3.5 hours)	\$647.50
Hourly	\$185.00

2. Board reimbursement for travel and business expenses

Expense	Rate
Accommodation (for required travel greater than 50 km each way)	Best available rate as per government preferred hotel rates or negotiated CPSBC corporate rates
Meals	Breakfast \$25.00 Lunch \$25.00 Dinner \$65.00
Air travel	Best available rate equivalent to Air Canada Flex
Mileage	\$0.72 per km
Taxis	Submitted receipts
Parking	Submitted receipts