

# **Nova Scotia Regulator of Paramedicine**

## **Subsequent Board By-Laws**

*September 27, 2024 Proposed Bylaws for Feedback*

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Property of:

Nova Scotia Regulator of Paramedicine  
202-1597 Bedford Highway  
Halifax, NS, B4A 1E7

Initial Board Approval:  
Implemented:  
Revised:

## **1. SUBSEQUENT BOARDS**

- 1.1 The registrant Board members of a Subsequent Board shall be appointed in accordance with the process set out in Article 7.
- 1.2 The officers of a Subsequent Board shall be appointed in accordance with the process set out in Article 8.
- 1.3 The quorum of a Subsequent Board is a majority of its members, excluding vacancies, which must include at least one public representative.

## **2. TERMS OF OFFICE FOR REGISTRANT BOARD MEMBERS ON A SUBSEQUENT BOARD**

- 2.1 The term of office of a registrant Board member on a Subsequent Board is 3 years.
- 2.2 Subject to Article 6.3, a registrant Board member is eligible to be appointed to a Subsequent Board as a registrant Board member for two consecutive terms.
- 2.3 Subject to Article 2.7, a registrant Board member who has served two consecutive terms on a Subsequent Board is not eligible for appointment for an additional term as a registrant Board member unless one year has expired since last serving on the Board.
- 2.4 Incumbent registrant Board members who are eligible and seek appointment for an additional term will be subject to the same requirements and process as new candidates as set out in Article 7.
- 2.5 Notwithstanding Article 2.1, for the purpose of establishing a stagger in the terms of office for the registrant Board members appointed after the expiry of the term of the Initial Board, the Initial Board may establish a process to designate that, for one or more specified registrant Board member on the first Subsequent Board, their term of office is 1 year or 2 years.
- 2.6 The designation by the Initial Board of a term of office for a registrant Board member under Article 2.5 is only effective if made:
  - (a) by a resolution of the Initial Board; and
  - (b) before the Initial Board appoints the registrant Board member.
- 2.7 Terms of office for Vice-Chair and Chair are not independent of the terms of a registrant Board member.

## **3. TERMS OF OFFICE FOR OFFICERS ON A SUBSEQUENT BOARD**

- 3.1 Subject to Articles 4.3 and 5.3, the term of office for the positions of Chair and Vice-Chair on a Subsequent Board is one year.
- 3.2 A person is eligible to serve a maximum of two consecutive terms as Chair.
- 3.3 A person is eligible to serve a maximum of two consecutive terms as Vice-Chair.

3.4 The Vice-Chair is eligible for appointment to the position of Chair, subject to the decision of the Board.

#### **4. VACANCY OF CHAIR ON A SUBSEQUENT BOARD**

4.1 If the term of the Chair on a Subsequent Board is not completed, the Board shall appoint a replacement Chair, who may be the Vice-Chair.

4.2 The replacement Chair will serve for the balance of the term of the outgoing Chair.

4.3 Notwithstanding Article 3.1, the Board may determine that the replacement Chair may serve an additional year as Chair in addition to the unexpired term of the outgoing Chair.

4.4 Where a person is appointed to fill a vacancy under Article 4.1, the unexpired term served to fill the vacancy does not count towards the term limit pursuant to Article 3.2.

4.5 Where the Vice-Chair is appointed to fill the role of Chair, the Board shall appoint a new Vice-Chair from among the serving Board members, whose term shall mirror the term of the replacement Chair.

#### **5. VACANCY OF VICE-CHAIR ON A SUBSEQUENT BOARD**

5.1 If the term of the Vice-Chair on a Subsequent Board is not completed, the Board shall appoint a replacement Vice-Chair from among the serving Board members.

5.2 Subject to Article 4.5, the replacement Vice-Chair shall serve for the balance of the unexpired term of the outgoing Vice-Chair.

5.3 Notwithstanding Article 3.1, the Board may determine that the replacement Vice-Chair may serve an additional year as Vice-Chair in addition to the unexpired term of the outgoing Vice-Chair.

5.4 Where a person is appointed to fill a vacancy under Article 5.1, the unexpired term served to fill the vacancy does not count towards the term limit pursuant to Article 3.3.

#### **6. VACANCY OF REGISTRANT BOARD MEMBER ON A SUBSEQUENT BOARD**

6.1 A registrant Board member on a Subsequent Board shall be considered to have vacated that position in any of the following circumstances:

- (a) the member resigns from office;
- (b) the Board removes the member in accordance with Article 8 of the existing By-Laws;
- (c) the member ceases to be in good standing;
- (d) the member dies;
- (e) the member becomes an employee of the Regulator;

(f) the member becomes an employee, board officer, board member or committee chair at, or holds any position of responsibility with, a professional association.

6.2 If a registrant Board member position on a Subsequent Board has been vacated, the Board shall review the Board Composition Matrix and shall appoint another registrant who is in good standing and who in the opinion of the Board best meets the requirements set out in the Board Composition Matrix, to hold office for the unexpired portion of the term.

6.3 Where a registrant is appointed to fill a vacancy under Article 6.2, the unexpired term served to fill the vacancy does not count towards the term limit pursuant to Article 2.2.

6.4 When filling a vacancy under Article 6.2, the Board may seek the assistance of the Appointments Committee.

6.5 If a public representative Board member position has been vacated on a Subsequent Board, the Board shall take steps to seek a replacement through an appointment by the Governor-in-Council.

## **7. APPOINTMENT OF REGISTRANT BOARD MEMBERS TO A SUBSEQUENT BOARD**

7.1 The Board shall establish an Appointments Committee comprised of at least:

- (a) 2 registrants in good standing; and
- (b) 1 public representative.

7.2 The members of the Appointments Committee shall hold office for such term as set by the Board who appoints them, which shall not be longer than 3 years. A member of the Appointments Committee may be appointed for one additional 3 year term by the Board.

7.3 The Board shall appoint one of the members as Chair of the Appointments Committee.

7.4 The Board shall approve Terms of Reference of the Appointments Committee.

7.5 The Appointments Committee shall act in accordance with these Bylaws and its Terms of Reference.

7.6 With respect to the appointment of registrant Board members to a Subsequent Board, the Appointments Committee shall perform the following functions, in accordance with the process and timelines approved by the Board 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, diversity, and other criteria needed to fill identified vacancies;
- (b) seek candidates to fill current and/or anticipated registrant vacancies on the Board;
- (c) assess the degree to which candidates fill the desired competencies, qualities, and other criteria identified by the Appointments Committee to align with the Board Composition Matrix;

- (d) advance all candidates to the Board where the Appointments Committee is satisfied that a registrant is in good standing;
  - (e) make recommendations to the Board regarding candidates who in its opinion best meet the desired competencies, qualities and criteria identified by the Appointments Committee to align with the Board Composition Matrix; and
  - (f) perform such other functions related to the appointment of registrant Board members as identified by the Board.
- 7.7 In order for a candidate to be considered by the Appointments Committee, the candidate must submit a form approved by the Appointments Committee signifying a willingness to serve as a registrant Board member and to abide by the Act, regulations, by-laws and policies of the Regulator.
- 7.8 The form must be submitted within such timelines as approved by the Appointments Committee.
- 7.9 If the Appointments Committee determines a candidate is not eligible for nomination as a registrant Board member, the Appointments Candidate shall not advance the candidate's name to the Board.
- 7.10 A decision of the Appointments Committee is final.
- 7.11 Upon receipt from the Appointments Committee of the names of candidates pursuant to Article 7.6, the Board must consider the names of the candidates and determine which candidates shall be appointed to fill the number of anticipated vacancies on the Board.
- 7.12 For clarity, the registrant Board members of the first Subsequent Board shall be appointed by the Initial Board.
- 7.13 A decision of the Board is final.
- 8. ELECTION OF OFFICERS**
- 8.1 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 among those Board members who are serving on the Board at that time
- 8.2 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 Appointments Committee appointed in accordance with Articles 7.1 and 7.2 must request and encourage expressions of interest from Board members seeking to serve as the next Chair or Vice-Chair;
  - (b) the Appointments Committee shall
    - (i) vet the candidates using such processes as the Appointments Committee considers appropriate;

- (ii) 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' term expires;
  - (d) if the Board does not approve the recommended slate, the Appointments 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.
- 8.3 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.
- 8.4 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.
- 8.5 A decision of the Board is final.
- 9. APPOINTMENT OF REGISTRANT COMMITTEE MEMBERS**
- 9.1 With respect to the appointment of registrants to Committees of the Regulator, the Appointments Committee shall:
- (a) seek candidates to fill current and/or anticipated registrant vacancies on a Committee of the Regulator;
  - (b) advance all candidates to the Board where the Appointments Committee is satisfied that a registrant is in good standing; and
  - (c) perform such other functions related to the appointment of registrants to Committees of the Regulator as identified by the Board.
- 9.2 In order for a registrant to be considered by the Appointments Committee, the registrant must submit a form approved by the Appointments Committee signifying a willingness to serve as a Committee member and to abide by the Act, regulations, by-laws and policies of the Regulator.
- 9.3 The form must be submitted within such timelines as approved by the Appointments Committee.
- 9.4 If the Appointments Committee determines a registrant is not eligible for nomination as a Committee member, the Appointments Candidate shall not advance the registrant's name to the Board.
- 9.5 A decision of the Appointments Committee is final.

9.6 Upon receipt from the Appointments Committee of the names of registrants pursuant to Article 9.1, the Board must consider the names of the registrants and determine which registrants shall be appointed to fill the number of anticipated registrant vacancies on a Committee of the Regulator.

9.7 A decision of the Board is final.

## **10. APPOINTMENT OF PUBLIC REPRESENTATIVE COMMITTEE MEMBERS**

10.1 With respect to the appointment of public representatives to Committees of the Regulator, the Appointments Committee shall:

- (a) seek members of the public to fill current and/or anticipated public representative vacancies on a Committee of the Regulator;
- (b) publicly advertise to invite expressions of interest in serving as a public representative on a Committee of the Regulator for at least 30 days, except when the Board seeks to appoint a public representative from a pool;
- (c) advance all expressions of interest to the Board;
- (d) perform such other functions related to the appointment of public representative Committee members as identified by the Board.

10.2 In order for a member of the public to be considered by the Appointments Committee, the member of the public must submit a form approved by the Appointments Committee signifying a willingness to serve as a Committee member and to abide by the Act, regulations, by-laws and policies of the Regulator.

10.3 The form must be submitted within such timelines as approved by the Appointments Committee.

10.4 Upon receipt from the Appointments Committee of the expressions of interest pursuant to Article 10.1, the Board must consider the names and determine which members of the public shall be appointed to fill the number of anticipated public representative vacancies on a Committee of the Regulator.

10.5 A decision of the Board is final.