



NSROP Board Governance Manual

BOARD GOVERNANCE MANUAL

NOVA SCOTIA REGULATOR OF PARAMEDICINE

Property of:

Nova Scotia Regulator of Paramedicine

www.nsrop.ca

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TABLE OF CONTENTS

Acknowledgements.....	4
Introduction	5
1.0 Mega End	6
1.1 Safe Culturally Competent Care.....	6
1.2 Confidence In The Ability Of The Regulator To Regulate Paramedicine	6
1.3 Optimization Of Paramedic Practice.....	6
2.0 Executive Limitations	6
2.1 Treatment Of Public, Registrants, And Interested Parties.....	6
2.2 Treatment Of Staff	7
2.3 Financial Planning/Budgeting	7
2.4 Financial Condition And Activities	8
2.5 Asset Protection.....	8
2.6 Compensation And Benefits	10
2.7 Communication And Support Of The Board	10
2.8 Corporate Image	11
2.9 Development Of Code Of Ethics, Standards Of Practice, Essential Competency Profiles, Continuing Competence Programs Governing Practice And Approved Education Program Standards With Criteria.....	12
2.10 Amendments To Regulated Health Professions Act, General Regulations, Regulations Respecting Parameidcine, Or Bylaws.....	12
2.11 Fees/Penalties/Fines.....	13
2.12 Approval Of Licensure Examination.....	14
2.13 Membership On External Boards.....	14
2.14 Reserve Funds	14
3.0 Global Governance Process/Commitment	15
3.1 Board Values	15
3.2 Governance Style	16
3.3 Board Code Of Conduct	17
3.4 Board Job Description	18
3.5 Role Of The Chair	20
3.6 Recruiting Candidates For Board And Committees	21

3.7 Committee Authority, Structure And Principles	22
3.8 Expense Reimbursement & Remuneration	23
3.9 Disclosure Of Minutes.....	25
3.10 Board Meeting Agenda And Yearly Planning Cycle	26
3.11 Board Linkage To Owners	28
3.12 Board Linkage With Interested Parties And Organizations	29
3.13 Investment In Governance.....	29
4.0 Global Board-Management Delegation.....	31
4.1 Unity Of Control Board-Management Delegation.....	31
4.2 Accountability Of The Executive Director/Registrar.....	31
4.3 Delegation To The Executive Director/Registrar	32
4.4 Executive Director/Registrar Compensation And Benefits.....	32
4.5 Monitoring Organizational Performance.....	33
4.6 Executive Director/Registrar Recruitment And Hiring.....	34
Appendices 2 – Sample Board Meeting Agenda And Yearly Planning Cycle Schedule	40
Appendices 3 – Board Meeting Self-Monitoring	41
Schedule 1 – Record Of Policy Review.....	42

NSROP Board Governance Manual

ACKNOWLEDGEMENTS

The Nova Scotia Regulator of Paramedicine (NSRoP) acknowledges that we are in Mi'kma'ki, the ancestral and unceded territory of the Mi'kmaq People and pays respect to the Indigenous knowledges held by the Mi'kmaq People, and to the wisdom of their Elders past and present. The Mi'kmaq People signed Peace and Friendship Treaties with the Crown, and section 35 of the Constitution Act, 1982 recognizes and affirms Aboriginal and Treaty Rights.

We are all Treaty People!

NSRoP also acknowledges the histories, contributions, and legacies of African Nova Scotians, who have been here for over 400 years.

NSRoP recognizes and appreciates, the assistance of the Nova Scotia College of Nursing in providing our organization with permission to reference their Board Policy Manual in the development of NSRoPs Board Governance Manual.

NSROP Board Governance Manual

INTRODUCTION

Welcome to the inaugural Governance Policy Manual of the Nova Scotia Regulator of Paramedicine (the Regulator). With the passage of the Order-in-Council 2024-181 on May 30, 2024, the College of Paramedics of Nova Scotia (CPNS) was continued as the Nova Scotia Regulator of Paramedicine (the “Regulator” or “NSRoP”) under the *Regulated Health Profession Act*, SNS 2023, c 15 and continued to be entrusted with the responsibility of regulating the practice of paramedicine. The Legacy Board decided at the October 18, 2019, Session 17 meeting to adopt the Policy Governance Model by John Carver. Over the next four years, through incremental efforts, the Board developed its governance policies and launched its first Governance Policy Manual.

This manual serves as a comprehensive guide that embodies the refining values of the Board. As the governing body, our policies govern the Regulator and regulate the practice of paramedicine in the public interest. By focusing on effective governance, we ensure our accountability to the people of Nova Scotia.

Policy Governance transcends traditional models by empowering us to embrace our strategic role as stewards of the organization's mission and vision. It liberates us from micromanagement, allowing us to focus on defining our vision, setting clear boundaries, and ensuring accountability for achieving desired outcomes.

Within the realm of Policy Governance, we become visionary leaders who inspire and guide, fostering an environment that welcomes bold ideas and cherishes diverse perspectives. Through this transformative approach, we establish a foundation built on clarity, transparency, and accountability. Our policies serve as guiding beacons, ensuring that every decision we make aligns with our organization's purpose and advances our mission.

By embracing Policy Governance, we acknowledge that our success lies in the positive impact we create. Our commitment extends beyond the lives of those we serve to the broader society we are a part of. We recognize that our achievements are inseparable from the positive change we foster in our communities.

This Policy Governance Manual is not just a document; it is a roadmap for our collective journey towards governance excellence. It will guide us through policy development, implementation, and evaluation, keeping us focused and confident in our roles as board members.

1.0 MEGA END

1. The Regulator protects the public and ensures public and registrant confidence by effectively regulating the paramedic profession for the citizens of Nova Scotia worth an annual registrant fee that does not exceed \$600 annually.

1.1 SAFE CULTURALLY COMPETENT CARE

- 1.1. The Public of Nova Scotia receives safe, culturally competent care from paramedics.

1.2 CONFIDENCE IN THE ABILITY OF THE REGULATOR TO REGULATE PARAMEDICINE

- 1.2. Registrants and interested parties are confident in the Regulator's ability to regulate the practice of Paramedicine through right touch and relational regulation.

1.3 OPTIMIZATION OF PARAMEDIC PRACTICE

- 1.3. Paramedic practice is optimized to meet the needs of the public in Nova Scotia in response to the changing health system demands.

2.0 EXECUTIVE LIMITATIONS

2. The Executive Director/Registrar shall not cause or allow in the organization any practice, activity, decision, or circumstance that is either unlawful, imprudent, or in violation of; the *Regulated Health Professions Act, General Regulations and Regulations Respecting Paramedicine* or Regulator Bylaws or commonly accepted business and professional ethics and practices.

2.1 TREATMENT OF PUBLIC, REGISTRANTS, AND INTERESTED PARTIES

- 2.1. The Executive Director/Registrar shall not cause or allow conditions, procedures or decisions that are unprofessional, unfair, or discourteous. Without limiting policy statement 2.1, the Executive Director/Registrar shall not:
 - 2.1.1. Operate without processes to respond to registrants, public and interested parties fairly, consistently, respectfully, and in a timely manner.
 - 2.1.2. Use methods of collecting, reviewing, storing, or transmitting personal information that inadequately protect against improper access or disclosure of the information.

2.2 TREATMENT OF STAFF

2.2 The Executive Director/Registrar shall not allow working conditions for staff that are unprofessional, unfair, discourteous, unsafe, or unclear. Further, without limiting the scope of statement 2.2 by the following list, the Executive Director/Registrar shall not:

- 2.2.1 Operate without Human Resources policies that clarify personnel procedures for staff, provide for effective handling of disagreements and conflicts, and protect against wrongful conditions and improper handling of personal information.
- 2.2.2 Discriminate against any staff member.
- 2.2.3 Permit staff to be unacquainted with their rights and responsibilities under this policy.
- 2.2.4 Allow staff to be unprepared to deal with emergency situations.

2.3 FINANCIAL PLANNING/BUDGETING

2.3 The Executive Director/Registrar shall not permit planning that allocates resources in a way that deviates materially from Board-stated Ends priorities, that risks fiscal jeopardy, or fails to show a generally accepted level of foresight. Further, without limiting the scope of policy statement 2.3 by the following list, the Executive Director/Registrar shall not:

- 2.3.1 Operate without a multi-year strategic plan that can be expected to achieve a reasonable interpretation of the Ends.
- 2.3.2 Permit planning to omit regular analysis of strengths, weaknesses, opportunities, and threats, including external environmental issues, which may impact the organization's short- and long-term future.
- 2.3.3 Permit budgeting for any fiscal period or the remaining part of any fiscal period that is not derived from the strategic plan.
- 2.3.4 Permit financial planning that omits credible projection of revenues and expenses, separation of capital expenditures and operational expenses, cash flow projections, and disclosure of planning assumptions.
- 2.3.5 Plan the expenditure in any fiscal year of more funds than are available, without the Board's approval.
- 2.3.6 Permit financial planning that does not provide the amount determined annually by the Board for the Board's direct use during the year, such as costs of fiscal audit, Board development, Board and Committee meetings, Board legal fees and ownership linkage.
- 2.3.7 Permit planning that endangers the fiscal soundness of future years or ignores the building of organizational capacity sufficient to achieve Ends in future years. Further, without limiting the scope of policy statement 2.3.7 by the following list, the Executive Director/Registrar shall not:

- 2.3.7.1 Operate without succession planning processes in place to facilitate smooth operations during key personnel transitions and ensure competent operation of the organization in all areas over the short and long term.
- 2.3.7.2 Permit the organization to be without sufficient organizational capacity for the operation of the organization to continue in the event of sudden loss of ED/Registrar services.

2.4 FINANCIAL CONDITION AND ACTIVITIES

2.4 With respect to the actual, ongoing condition of the organization's financial health, the Executive Director/Registrar may not cause or allow the development of fiscal jeopardy nor a material deviation of actual expenditures from the Board's priorities established in Ends. Further, without limiting the scope of policy statement 2.4 by the following list, the Executive Director/Registrar shall not:

- 2.4.1 Expend more funds (cash and investments) than are available.
- 2.4.2 Allow the liquidity reserve to drop below an amount equal to three months of the previous year's actual operating expenses, with an adjustment for non-cash and externally funded expenditures.
- 2.4.3 Allow tax payments or other government-ordered payments or filings to be overdue, incomplete, or inaccurately filed.
- 2.4.4 Fail to settle payroll and debts in a timely manner.

2.5 ASSET PROTECTION

2.5 The Executive Director/Registrar may not allow assets to be unprotected, inadequately maintained, or unnecessarily risked. Further, without limiting the scope of policy statement 2.5 by the following list, the Executive Director/Registrar shall not:

- 2.5.1 Permit the organization to be without insurance against theft, fire, and casualty losses to at least the actual cash value.
- 2.5.2 Permit the Board members, staff and individuals engaged in activities on behalf of the Regulator, or the organization itself to be without liability insurance in an amount recommended by the Regulator's insurer and confirmed to be the current industry standard for comparable organizations in the Regulator's sector.
- 2.5.3 Operate without adequate safeguards to protect intellectual property, information and files from loss or significant damage, including protecting the value of intellectual property by seeking appropriate compensation for use of intellectual property, entering into appropriate licensing agreements, and registering copyright material and trademarks when appropriate.

- 2.5.4 Subject building and equipment to improper wear and tear or insufficient maintenance.
- 2.5.5 Unnecessarily expose the organization, its Board or Staff to claims of liability or loss.
- 2.5.6 Operate without appropriate designated signing authorities that includes the ED/Registrar, the Chair, the Vice Chair and one other Board member.
- 2.5.7 Permit expenditures (via cheque or electronic payments) to be without two authorized signatures.
- 2.5.8 Make any purchase without due consideration to quality, after-purchase service, value for the dollar, and opportunity for fair competition. Orders shall not be split to avoid these criteria. Further, without limiting the scope of policy statement 2.5.8 by the following list, the Executive Director/Registrar shall not:
- 2.5.8.1 Make any purchase wherein normally prudent protection has not been given against conflict of interest.
- 2.5.8.2 Make any purchase of over \$5,000 without having obtained comparative prices and quality.
- 2.5.8.3 Make any capital expenditure over \$5000 without having obtained:
- Comparative prices and quality.
 - Board approval.
- 2.5.8.4 Enter into any one contract that results in a cumulative Regulator commitment of greater than \$15,000, not included in the annual budget or otherwise approved by the Board.
- 2.5.9 Compromise the independence of the Board's audit or other external monitoring or advice.
- 2.5.10 Operate without internal policies and procedures that detect, deter, and prevent fraud.
- 2.5.11 Receive, process, or disburse the Regulator's assets under internal controls which are insufficient to prevent and detect significant deficiencies or material weaknesses.
- 2.5.12 Make investments on behalf of the Regulator which do not reflect maximization of revenue while preserving safety of principle and meeting liquidity requirements. Further, without limiting the scope of policy statement 2.5.12 by the following list, the Executive Director/Registrar shall not:
- 2.5.12.1 Make investments in term deposits other than with Canadian Chartered Banks or Credit Unions.
- 2.5.12.2 Make investments in mutual funds held other than low risk balanced funds.

- 2.5.12.3 Neglect to diversify mutual fund holdings over various reputable fund managers.
- 2.5.13 Acquire, encumber (mortgage) or dispose of real property (real estate) without the Board's knowledge and approval given via a Board motion.
- 2.5.14 Make any unbudgeted purchase or commitment greater than 2 years.

2.6 COMPENSATION AND BENEFITS

2.6 With respect to employment, compensation, and benefits for all Regulator full-time, part-time, term contract employees and volunteers, the Executive Director/Registrar may not cause or allow jeopardy to fiscal integrity or public image. Further, without limiting the scope of policy statement 2.6 by the following list, the Executive Director/Registrar shall not:

- 2.6.1 Change the Executive Director/Registrar's own compensation and benefits.
- 2.6.2 Promise or imply guaranteed employment.
- 2.6.3 Establish current compensation and benefits which deviate materially from the market competitiveness for the skills employed.
- 2.6.4 Establish or change pension benefits.

2.7 COMMUNICATION AND SUPPORT OF THE BOARD

2.7 With respect to providing information and support to the Board, the Executive Director/Registrar shall not permit the Board to be uninformed. Further, without limiting the scope of the policy statement 2.7 by the following list, the Executive Director/Registrar shall not:

- 2.7.1 Allow the Board to be without adequate information to support informed Board choices, including environmental scanning data, a representative range of staff and external points of view, significant issues or changes within the external environment which may have a bearing on any existing Board policies, along with alternative choices and their respective implications.
- 2.7.2 Neglect to submit monitoring data or other information required by the Board in a timely, accurate and understandable fashion.
- 2.7.3 Let the Board be unaware of any actual or anticipated non-compliance with any Ends or Executive Limitations policy, regardless of the Board monitoring schedule.
- 2.7.4 Let the Board be unaware of any incidental information it requires, including anticipated media coverage, threatened, or pending lawsuits, and material or publicly visible external and internal changes or events, including changes in senior personnel.

- 2.7.5 The Board to be without a mechanism for official Board, officer, or committee communications.
- 2.7.6 Deal with the Board in a way that favours or privileges certain Board members over others except when:
 - 2.7.6.1 Fulfilling individual requests for information, or
 - 2.7.6.2 Responding to officers or committee duly charged by the Board.
- 2.7.7 Give information to the Board that is not clearly identified as either information for Decision, for Discussion, for Information, or for Monitoring.
- 2.7.8 Neglect to supply for the Required Approvals agenda all items delegated to the Executive Director/Registrar, yet required by law, regulation, or contract to be Board-approved, along with the applicable monitoring information, including but not limited to selection of registrants for appointment to regulatory committees.
- 2.7.9 Allow the Board to be without reasonable administrative support for the Board's activities.
- 2.7.10 Fail to communicate to the Board in advance when the regulator is asked for a response in the media.
- 2.7.11 2.7.11 Fail to attend all Board meetings as an Exofficio.

2.8 CORPORATE IMAGE

- 2.8 The Executive Director/Registrar shall not cause or allow damage to the Regulator's integrity and reputation, thus compromising its ability to achieve Ends. Further, without limiting the scope of policy statement 2.8 by the following list, the Executive Director/Registrar shall not:
- 2.8.1 Accept sponsorship for any activities directly related to the Regulator's regulatory responsibilities.
 - 2.8.2 Enter into a sponsorship agreement with any organization that provides a product or service that conflicts with the corporate objects of the Regulator.
 - 2.8.3 Knowingly enter into a sponsorship agreement with any organization that provides a product or service, when used appropriately, is hazardous to individuals or the environment.

2.9 DEVELOPMENT OF CODE OF ETHICS, STANDARDS OF PRACTICE, ESSENTIAL COMPETENCY PROFILES, CONTINUING COMPETENCE PROGRAMS GOVERNING PRACTICE AND APPROVED EDUCATION PROGRAM STANDARDS WITH CRITERIA

2.9 The Executive Director/Registrar shall not develop or change the code of ethics, standards of practice, essential competency profiles, the continuing competency programs, or the approved education program standards with criteria (collectively called “regulatory tools”) governing the practice of paramedicine without due consideration to all relevant information and appropriate consultation. Further, without limiting the scope of policy statement 2.9 by the following list, the Executive Director/Registrar shall not:

- 2.9.1 Develop regulatory tools without consideration of relevant research findings and literature.
- 2.9.2 Develop regulatory tools without a specific review of compliance with legal and regulatory requirements.
- 2.9.3 Develop any individual regulatory tool that is inconsistent with any of the other regulatory tools.
- 2.9.4 Develop regulatory tools without obtaining the input of a range of registrants, with a mix of relevant expertise, using methods that are open and transparent.
- 2.9.5 Neglect consideration of the perspective of other regulatory bodies, organizations, and groups that may be impacted.
- 2.9.6 Omit a reasonable validation process.
- 2.9.7 Neglect to advise the Board if there are contentious issues related to the proposed regulatory tool.
- 2.9.8 Neglect to bring the regulatory tool to the Board via the Required Approvals Agenda for formal approval prior to release, consistent with legislated requirements for the Board’s approval.
- 2.9.9 Neglect to establish an effective date that includes a communication and education plan, as required, with registrants and relevant interested parties.

2.10 AMENDMENTS TO REGULATED HEALTH PROFESSIONS ACT, GENERAL REGULATIONS, REGULATIONS RESPECTING PARAMEDICINE, OR BYLAWS

2.10 When preparing options for the Board’s decisions regarding the *Regulated Health Professions Act, General Regulations and Regulations Respecting Paramedicine* or Regulator Bylaws, the Executive Director/Registrar shall not prepare such options without obtaining the Board’s initial direction, and the final approval of amendments by the Board. Further, without limiting the scope of policy statement 2.10 by the following list, the Executive Director/Registrar shall not:

- 2.10.1 Develop Bylaws, or propose amendments to the *Act*, General Regulations, or Regulations Respecting Paramedicine without involving the Board in an initial discussion of options or develop amendments that are inconsistent with the direction indicated by the Board.
- 2.10.2 Neglect to obtain appropriate legal advice where required.
- 2.10.3 Develop content inconsistent with any legislated requirement and stated position of the Board. Further, without limiting the scope of policy statement 2.10.3 by the following list, the Executive Director/Registrar shall not:
 - 2.10.3.1 Neglect to ensure proposed Bylaw amendments are conducted according to Regulator Bylaws and in accordance with the Bylaw making authority under the *Regulated Health Professions Act*.
 - 2.10.3.2 Neglect to advise the Board if there are any changes in the assumptions under which the initial position was developed, or if there are legal or governmental obstacles to proceeding with that position.
 - 2.10.3.3 Neglect to maintain a cumulative record of the Board's decisions regarding positions during development or amendment of the *Act*, General Regulations, or Regulations Respecting Paramedicine and provide a current copy of this record to the Board at each Board meeting.
- 2.10.4 Submit the final version of proposed amendments to *Act*, General Regulations, or Regulations Respecting Paramedicine to the government, prior to the Board's approval.
- 2.10.5 Fail to advise the Board of any challenges in implementing the Regulated Health Professions Act, General Regulations, Regulations Respecting Paramedicine, or Bylaws.

2.11 FEES/PENALTIES/FINES

- 2.11 The Executive Director/Registrar shall not cause or allow unfair or inconsistent administration of fees/penalties/fines to registrants. Further, without limiting the scope of policy statement 2.11 by the following list, the Executive Director/Registrar shall not:
- 2.11.1 Change registration and licensing fees, without the Board's approval.
 - 2.11.2 Set administrative fees above the amount needed to recover costs.
 - 2.11.3 Change the applicable penalties for licensing renewal, without the Board's approval.
 - 2.11.4 Permit fines and penalties to exceed those permitted within the Bylaws.
 - 2.11.5 Provide less than 60 days' notice to registrants regarding increases in fees.

2.12 APPROVAL OF LICENSURE EXAMINATION

2.12 The Executive Director/Registrar shall not implement or change a licensure examination prior to the Board's approval based on evidence of compliance with this policy and shall not bring forward for approval a licensure examination that does not provide assurance that it assesses the new practitioner for safe, competent, ethical practice in Canada or negatively impacts labour mobility across Canada. Further, without limiting the scope of policy statement 2.12 by the following list, the Executive Director/Registrar shall not permit the development of a licensure examination that:

2.12.1 Is not based upon current entry-level competencies for Nova Scotia.

2.12.2 Does not include Canadian content experts at all levels of the item development, review, and differential analysis of results.

2.12.3 Is not based on consultation with other jurisdictions across Canada in selecting the examination to be brought forward for the Board's approval.

2.12.4 Does not provide the highest level of exam security at an affordable cost for the candidate and the Regulator.

2.12.5 Is not accessible to candidate within Nova Scotia throughout the year, with provision for timely results.

2.12.6 Exposes the Regulator to any unmanageable risk.

2.12.7 Enters into a contract with a vendor without first providing evidence that the criteria in this policy are included in the contract.

2.13 MEMBERSHIP ON EXTERNAL BOARDS

2.13 With respect to membership on external boards requiring most senior staff (Executive Director/Registrar) representation from the Regulator, the Executive Director/Registrar shall not endanger the regulatory autonomy of the Regulator. Further without limiting the scope of policy statement 2.13 by the following list, the Executive Director/Registrar shall not:

2.13.1 Vote on any issues that have the potential to impact the regulatory autonomy of the Regulator, or its fiscal integrity prior to such matters being presented for decision to the Board.

2.14 RESERVE FUNDS

2.14 The Executive Director/Registrar shall not cause or allow the Regulator to be unprotected against unforeseen loss of income, unexpected events, or unanticipated expenses by not establishing, fully resourcing, and maintaining a reserve fund for purposes such as but not limited to legal expenses, maintenance of operations, database

development, standards development, competence framework development, etc. Further, without limiting the scope of the above statement the Executive Director/Registrar shall not:

- 2.14.1 Allow the reserve funds not to receive funding from any surplus operating funds as recommended by the Executive Director and directed by the Board on a yearly basis. Further without limiting the scope of policy statement 2.14.1 by the following list, the Executive Director/Registrar shall not allow the minimum in reserve funds not to include a dollar amount that is equivalent up to twelve months of the Regulators operating budget.
- 2.14.2 The value of all the reserves funds to be unprotected. Further without limiting the scope of policy statement 2.14.2 by the following list, the Executive Director shall be responsible for assuring the value of all the reserve funds are not unprotected by:
 - 2.14.2.1 Maintaining them in separate savings accounts and investments from the operating revenues.
 - 2.14.2.2 Investing all interest earned on the capital in the designated reserved funds back into those funds.
- 2.14.3 Expend reserve funds without the Board's approval.

3.0 GLOBAL GOVERNANCE PROCESS/COMMITMENT

- 3 The Board on behalf of the people of Nova Scotia manages and regulates the affairs and business of the Regulator in accordance with the *Regulated Health Professions Act of Nova Scotia Section 12(1), General Regulations and Regulations Respecting Paramedicine*, Regulator Bylaws and policies. The purpose of the Board is to see that the Regulator achieves appropriate results at an appropriate cost and avoids unacceptable actions and situations through its own governance.

3.1 BOARD VALUES

- 3.1 As the Board we work together to develop the Regulator's Mission, Vision, and Ends to meet the needs of the public. We ground our governance work in values that guide performance and decision making. Our values include:
 - 3.1.1 Compassion – for everyone.
 - 3.1.2 Integrity – doing the right thing even when people are not looking.
 - 3.1.3 Innovation – remaining open to possibilities; demonstrating critical thinking; taking appropriate risks; and encouraging innovation to improve outcomes.
 - 3.1.4 Accountability – to the public, government, registrants, and interested parties.

3.1.5 Fairness – impartiality and fairness in how we do our work and treat those with whom we represent and interact.

3.2 GOVERNANCE STYLE

3.2 The Board will govern lawfully and approach its' tasks with an emphasis on:

- Outward vision to the public and registrants rather than internal preoccupation.
- Encouraging diversity of viewpoints.
- Strategic leadership more than administrative detail.
- A clear distinction between the Board and Executive Director/Registrar roles.
- Collective rather than individual decisions.
- The future, not the past or present.
- Being proactive, rather than reactive.
- Monitoring, as well as making and modifying policy.

3.2.1 Further without limiting the scope of policy statement 3.2 by the following list, in order to adhere to these principles, the Board will strive to achieve the following goals:

3.2.1.1 Cultivate a sense of group responsibility. The Board itself, not the staff, will be responsible for excellence in governance. The Board will be the initiator of policy, not merely a reactor to staff initiatives. The Board will not use the expertise of individual members to substitute for the judgement of the Board, although the expertise of individual members may be used to enhance the understanding of the Board as a body.

3.2.1.2 Direct, control, and inspire the organization through the careful establishment of the Board's written policies reflecting the Board's values and perspectives. The Board's major policy focus will be on the intended long-term impacts not on the administrative or programmatic means of attaining those effects.

3.2.1.3 Enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policymaking principles, respect of roles, and ensuring the continuance of governance capability. Although the Board can change its Governance Process policies at any time, it will scrupulously observe those currently in force.

3.2.1.4 Ensure continual Board development will include orientation of new Board members in the Board's governance process and periodic Board discussion of process improvement.

3.2.1.5 Allow no officer, individual, or committee of the Board to hinder or serve as an excuse for not fulfilling group obligations.

3.2.1.6 Monitor and discuss the Board's process and performance at each meeting (**See - Appendix 3 – Board Meeting Self-monitoring**). Self-monitoring will include

comparison of Board activity and discipline in policies in the Governance Process and Board-Management Delegation categories.

3.3 BOARD CODE OF CONDUCT

3.3 The Board commits itself to ethical, professional, and lawful conduct, including proper use of authority and appropriate decorum. The Board members are expected to conduct themselves in the following manner:

- 3.3.1 Conduct themselves in a manner that is in keeping with the values outlined in GP-3.1 (Board Values).
- 3.3.2 Publicly support all of the decisions, policies and position statements taken by the Board. The principle of “one voice” will apply.
- 3.3.3 Act as fiduciaries and must be loyal to the interest to the public of Nova Scotia. This accountability supersedes any personal interest or conflicting loyalty such as to advocacy or interest groups and members on other boards or staffs.
- 3.3.4 Be transparent and avoid any conflict of interest with respect to their fiduciary responsibility by ensuring:
 - 3.3.4.1 There must be no conduct of private business or personal services between any Board member and the Regulator.
 - 3.3.4.2 When a Board member has an unavoidable conflict of interest with any Regulator matter, that member shall abstain from the deliberations and voting. In such situations the conflict of interest will be noted in the minutes.
 - 3.3.4.3 Board members annually disclose their involvement with other organizations that might produce a conflict or perceived conflict. Other organizations include, but are not limited to for profit, not-for-profit, and charitable organizations.
- 3.3.5 Be familiar with the *Regulated Health Professions Act, General Regulations and the Regulations Respecting Paramedicine*, Regulator bylaws and Board Policies.
- 3.3.6 In order to provide greater clarity, the Board has stated the following expectations of what Board members must not do in order to be ethical, professional and lawful:
 - 3.3.6.1 Use their position to obtain employment for themselves, family members or personal friends with the Regulator. Should a Board member wish to be considered for employment with the Regulator, they must first resign from the Board.
 - 3.3.6.2 Direct the Executive Director/Registrar, or other staff, and must recognize the lack of authority vested in them as individuals except when explicitly authorized by the Board.

- 3.3.6.3 Communicate with the public, press or other entities about Regulator business without authorization by the Board, unless it is about an approved statement/position of the Regulator.
- 3.3.6.4 Individually judge Executive Director/Registrar, or staff performance except, from commenting on compliance with Board Policies as part of the whole Board's monitoring process.
- 3.3.6.5 Breach confidentiality regarding information to which they have access, at any time, including after the member's tenure on the Board or Board committee has ended, or fail to sign and comply with the Regulators confidentiality agreement.
- 3.3.6.6 Sign a document affecting the Regulator unless authorized by the Board.

3.4 BOARD JOB DESCRIPTION

3.4 The Board is accountable to the Minister of Health and Wellness and the public and will ensure organizational performance through its focus on its job description consistent with Policy Governance and those decisions identified in legislation that the Board is required to manage and approve. Specific job outputs that distinguish the Board's own unique work from the work of staff are listed below.

- 3.4.1 Being the link between the people of Nova Scotia as well as relevant interested parties.
- 3.4.2 Providing strategic leadership in the establishment of Ends every five (5) years for the organization, that is those results for what people, at what cost. Ends are monitored every year for progress on achievement.
- 3.4.3 Writing governing policies which address the broadest levels of all organizational decisions and situations:

Ends: The organizational impact, benefits, outcomes; recipient's, beneficiaries, impacted groups; and their relative worth in cost or priority.

Executive Limitations: Constraints on the executive authority that establish the prudence and ethics boundaries within which all executive activity and decisions must take place.

Governance Process: Specifications of how the Board conceives, carries out, and monitors its own tasks.

Board-Management Delegation: How power is delegated, and its proper use monitored; the Executive Director/Registrar's role, authority, and accountability.

- 3.4.4 Monitoring the Executive Director/Registrar performance against evidence of progress towards achieving organizational Ends and compliance with executive limitations according to the monitoring schedule and as needed.

- 3.4.5 Approving through the Required Approvals Agenda those decisions required by legislation, including but not limited to appointment of the auditor, setting amounts and form of professional liability insurance or other form of malpractice coverage or liability protection a registrant must have.
- 3.4.6 Ensuring the terms of reference for all Statutory Committees and Board Approved Committees are consistent with the Regulated Health Professions Act, including the committee's authority which avoids any conflict with authority delegated to the Board, Executive Director/Registrar or any other Committee.
- 3.4.7 Appointing registrants to the Board, Statutory and Board Approved Committees, and public representatives to Statutory and Board Approved Committees and appointing a Chair and Vice-Chair for each Committee.
- 3.4.8 Establish within Executive Limitations Policies the conditions that are unacceptable to the Board in the preparation and development of documents including entry-level competencies, continuing-competence program, code of ethics, standards of practice and mandatory standards as required by the Minister, licensing examinations and education program approval standards in Emergency Medical Responder, Primary, Advanced and Critical Care Paramedicine. In addition, approve the process for setting, reviewing and monitoring the annual budget under the Executive Limitations Policies.
- 3.4.9 Appointing the Executive Director/Registrar and approve the salary or other remuneration. The Board is the only entity who can employ, terminate, discipline, establish or change the conditions of employment of the Executive Director/Registrar. The Board is responsible to appoint in a timely manner a temporary appointee in the event that the Executive Director/Registrar position becomes vacant.
- 3.4.10 Setting fees payable for applicants and registrants, including the initial and annual registration and licensing process, late renewal fees, and all other fees allowed for within the *Regulated Health Professions Act, General Regulations and Regulations Respecting Paramedicine* and Regulator bylaws and when those fees are to be paid.
- 3.4.11 Identify the competency matrix for selecting Board and Committee members and set up a process to identify registrants for appointment to the Board.
- 3.4.12 Conduct Board meetings in accordance with the Regulator Bylaws and any meeting rules approved by the Board.
- 3.4.13 Ensure an Annual Report is prepared according to the *RHPA General Regulations*, which are posted on the website and distributed to the Minister.
- 3.4.14 Review the operations of the *RHPA*, the *General Regulations and Regulations Respecting Paramedicine* and make any recommendations to the Minister.
- 3.4.15 Approve the direction for referring a registrant for a practice review and establish a Practice Review Committee within 18 months of passage of the Regulations.

3.5 ROLE OF THE CHAIR

3.5 The Chair is an elected position from within the Board who is responsible to ensure the integrity of the Board's process and perform all acts related to the office (**By-law 15.1(b)**).

3.5.1 The authority of the Chair consists in making decisions that fall within the Board Governance Process and Board-Management Delegation, except where the Board specifically delegates portions of this authority to others.

3.5.1.1 The Chair is authorized to use any reasonable interpretation of the provisions in these policies.

3.5.1.2 Delegation to the Chair begins at the point when the Board has stopped defining its values in the Governance Process policies and the Board-Management Delegation policies.

3.5.1.3 The Chair is accountable for any authority delegated by the Chair to another Board member.

3.5.2 The Chair has no authority to supervise or direct the Executive Director independent of the Board because the Chair has no authority to make decisions about policies created by the Board within Ends and Executive Limitations policy areas.

3.5.3 The Chair will ensure the Board behaves consistently with its Governance Process policies by ensuring:

3.5.3.1 Meeting discussion content will consist solely of issues that clearly belong to the Board to decide, or to monitor according to Board policy, through agenda management.

3.5.3.2 Information brought forward that is neither for monitoring performance nor for the Board's decisions will be avoided or minimized and always noted as such.

3.5.3.3 Deliberation will be fair, open, and thorough but also timely, orderly and kept to the point.

3.5.4 The Chair shall preside at all meetings of the Board and of the Regulator unless unavailable and use the most recent version of Roberts Rules of Order.

3.5.4.1 Where the Chair is absent from a meeting, the Vice-Chair or, in the Vice-Chairs absence, some other member of the Board chosen by the members shall preside at the meeting.

3.5.5 The Chair as the Chief Governance Officer shall establish the parameters of the working relationship with the Executive Director/Registrar. The Chair shall:

3.5.5.1 Be the channel through which the Executive Director/Registrar shall report to and be accountable to the Board.

3.5.5.2 Be kept informed on the Board related matters monthly.

- 3.5.5.3 Share with the Executive Director/Registrar the orientation of new Board members.
- 3.5.5.4 Determine when the Executive Director/Registrar is subject to recusal for in-camera meetings.
- 3.5.5.5 Assist the Executive Director/Registrar in their interpretation of the *Act*, General Regulations, Regulations Respecting Paramedicine, Bylaws or Regulator Policies when there is doubt about the interpretation.
- 3.5.6 The Chair shall be responsible to ensure security and maintenance of Board-owned files such as Bylaws, agendas, minutes and monitoring reports.
- 3.5.7 The Chair is one of four individuals authorized to execute documents on behalf of the Regulator.

3.6 RECRUITING CANDIDATES FOR BOARD AND COMMITTEES

- 3.6 The Board of the Nova Scotia Regulator of Paramedicine aspires to recruit candidates with the necessary competencies to serve on both the organization's Board and its statutory and other committees.
- 3.6.1 Board members are appointed as follows: paramedic representatives are appointed by the Board, and public representatives are appointed by the Governor-in-Council.
- 3.6.2 The Board appoints paramedic and public representatives to all of its statutory and other committees.
- 3.6.3 The Board approves the competency matrix used in the advertisement and selection of paramedics for the Board and committees, as well as public representatives but only for committees.
- 3.6.4 The Board shall recruit candidates who have the following values and abilities:
- Commitment to engage with role.
 - The ability to analyse information and reason.
 - Collaborative.
 - Commitment to fostering inclusivity.
 - Objectivity.
 - Ability to communicate effectively.
- 3.6.5 In addition, the selected candidates shall have, or be willing to learn about, the requisite knowledge and skills expected for their role, including:
- Purpose of professional self-regulation.
 - Maintaining confidentiality.
 - Cultural safety and humility.

- Procedural fairness.
- Identifying conflicts of interest.

3.6.6 In addition, the Board shall look for a diversity of perspectives amongst the candidates, including, but not limited to:

- Indigenous identity.
- Cultural diversity.
- Gender.
- Ability.
- Age.

3.6.7 The Board will establish a recruitment and selection process that ensures compliance with its own policy on recruiting candidates for board and committees.

3.6.8 The Board shall ensure successful candidates are provided with an orientation to their role and have an identified mentor to assist them in their onboarding.

3.7 COMMITTEE AUTHORITY, STRUCTURE AND PRINCIPLES

3.7 This policy applies to any Committee formed by the Board, regardless of whether the Committee includes Board members.

3.7.1 All Committees, when used, will be assigned to reinforce the wholeness of the Board's job and never to interfere with delegation from the Board to Executive Director/Registrar.

3.7.2 Committees will not exercise authority over staff and will not have direct dealings with current staff operations.

3.7.3 Where the Executive Director/Registrar works for the full Board, they will not be required to obtain approval from a committee before an executive action.

3.7.4 The Board shall appoint all Committee chairs and members in accordance with the *Regulated Health Professions Act, General Regulations and Regulations Respecting Paramedicine*, as well as the Regulator bylaws. **(By-Law 30.1)**

3.7.5 All Committee members shall abide by the same Code of Conduct as governs the Board.

3.7.6 Except as defined in written Terms of Reference (ToRs), Committees will only speak or act for the Board when formally given such authority for specific and time-limited purposes.

3.7.7 No Committee has authority to commit funds or resources of the Regulator.

- 3.7.7.1 Expenditures by any committee shall be limited to those funds approved in the annual budget of the Regulator, unless further approval of the Board has been obtained. **(By-Law 30.7)**
- 3.7.8 All Statutory Committees are responsible for the content of their written decisions.
- 3.7.9 Committee members are entitled to remuneration for their services and reimbursement for expenses actually incurred during Committee business.
- 3.7.10 When consistent with the *Regulated Health Professions Act, General Regulations and Regulations Respecting Paramedicine*, as well as the Regulator bylaws a Statutory Committee may direct the Registrar to take action or implement their decision in accordance with its legislative authority.
- 3.7.11 The Board subject to the *Regulated Health Professions Act, General Regulations and Regulations Respecting Paramedicine* may make bylaws establishing committees, in addition to those established under the Act. **(RHPA 12(1)(x))**
- 3.7.12 The Statutory Committees include:
- Registration and Licensing Committee
 - Registration and Licensing Review Committee
 - Complaints Committee
 - Professional Conduct Committee
 - Fitness-to-Practice Committee
 - Reinstatement Committee
 - Practice Review Committee
- 3.7.13 Board Approved Committees include:
- Legislative Review Committee
 - Education Advisory Committee
 - Appointment Committee

3.8 EXPENSE REIMBURSEMENT & REMUNERATION

- 3.8 Members of Board and Committees receive remuneration for their services and are entitled to reimbursement for legitimate expenses, approved by Board, actually incurred on Board or Committee business.
- 3.8.1 Those seeking expense reimbursement shall become familiar with this policy.
- 3.8.2 When attending in-person meetings, employees and volunteers are expected to travel by the most economical and efficient means possible. (i.e., economy class airfare).
- 3.8.3 The use of personal vehicles for business will be reimbursed at the CPNS standard rate of \$.49 per kilometre. Reimbursement per kilometre covers all operating costs of the vehicle including insurance, car repair costs, depreciation, and car breakdown.

- 3.8.4 In the event of a car breakdown while traveling on Regulator business, reimbursement is limited to the allowable kilometres for the trip. Towing charges, repair costs and additional transportation costs to complete the trip will not be reimbursed.
- 3.8.5 Taxis may be used when the use of such transportation is justified and when other more economical alternatives are unavailable or impractical.
- 3.8.6 Individuals are responsible for making and cancelling their own hotel reservations. Toll-free numbers should be used whenever available. Hotel expenses will be reimbursed to a maximum of \$150 plus levy and HST. If the travel is related to attendance at a conference, the conference's room rate will be acceptable. Any exceptions must be pre-approved by the Regulator. Before checking out, it is the traveller's responsibility to review the bill for correctness and to pay all charges more than the Regulator allowances. Travelers are encouraged to take advantage of lower government/union rates where possible.
- 3.8.7 An allowance of \$50.00 per night may be claimed, without a receipt for private accommodation used.
- 3.8.8 Receipts are not required for meals. Meals will not be reimbursed when provided by and/or served at the CPNS. Travelers may claim out of pocket expenses for meals (including gratuities) up to a maximum of \$65.00 per day when traveling on Regulator business. For partial days' expenses, the maximum amounts allowable are:
- | | | |
|-------------------|---------------|----------------|
| Breakfast \$15.00 | Lunch \$20.00 | Dinner \$30.00 |
|-------------------|---------------|----------------|
- 3.8.9 Rental vehicles may be used where, in the opinion of the Executive Director responsible for the traveller, this mode of travel is economical and practical. All vehicle rentals must be for economy-class vehicles, unless three or more people are traveling together and/or when travellers have to carry excess baggage and/or equipment for business purposes.
- 3.8.10 Vehicle rentals must be with the most economical and safest vendor. Travelers are encouraged to inquire about and take advantage of discounts and free upgrades offered by vehicle rental agencies.
- 3.8.11 Employees and volunteers are responsible to purchase adequate insurance coverage for the rental vehicle and verify the terms and conditions prior to accepting a rental vehicle.
- 3.8.12 Other expenses are reimbursable provided they are legitimate, necessary, and reasonable travel expenses directly connected with or pertaining to corporate business. They may include:
- Parking including metered parking.
 - Additional airline luggage fees.
 - Fax services.
 - Telephone costs for business purposes.

- Laundry/valet service.
- Exchange rate and currency conversion.
- Traveller's cheque fees.
- Incidental expenses (i.e., tips and identified on the expense claim form).

3.8.13 Non-reimbursable expenses include:

- Traffic and parking fines.
- In-flight movies and entertainment.
- Hotel room movies and/or refreshments.
- Personal articles (i.e., toiletries, magazines, etc.).
- Luggage, briefcase purchases.
- Hairstylist expenses.
- Air or rental vehicle phone usage.

3.8.14 When submitting an expense for travelling an individual shall within two weeks, submit a travel expense claims on the authorized form with necessary supporting documentation, including receipts and explanations as required.

3.8.15 Board and Committee members will be entitled to remuneration at a rate of:

- \$25/hour when attending meetings.
- \$25/hour to a maximum of 2 hours to prepare for meetings.

3.9 DISCLOSURE OF MINUTES

3.9 Requests for release of any Board and Board Approved committee minutes will be addressed in accordance with the following policy guidelines.

3.9.1 Board and Board Approved committee members receive the minutes of all meetings. The release of information by Board members is governed by confidentiality agreements signed pursuant to the Board's Code of Conduct policy.

3.9.2 The Board will publish a summary of the agenda items addressed and decisions made at a board meeting within 30 days of the date the Board approves their meeting minutes, except for matters addressed during in camera board discussions, unless the outcome of those in-camera discussions are disclosed in the regular board meeting minutes.

3.9.3 Upon request, the draft minutes of Board meetings will be provided to the Board's appointed auditor.

3.9.4 Board and Board Approved Committee minutes generally follow the Robert's Rules of Order for appropriate content and format. They will be documented as follows:

- Date, time, and place of the meeting.

- Name of the organization.
- Type of meeting (Board, Committee Name, etc.).
- Name of the members that are present during the meeting.
- Name of the members who are not in attendance during the meeting.
- Names of observers/invited guests.
- Whether the minutes from the previous meeting were read and approved.
- A table identifying the name of the organization, meeting type (Board, or Board Approved Committee) date, time, means (i.e. virtual, teleconference, in-person) by which the meeting took place, a record of attendance for Board, or Board Approved Committee members, as well as invited guests, and their roles at the meeting.
- Paragraphs that identify the approval of the meeting agenda and status of the previous minutes.
- The body of the minutes identifies all main motions (including wording in which each motion was adopted or disposed of), secondary motions, all points of order and appeals.
- The body of the minutes includes a summary of significant discussion points, decisions, and actions arising from the meeting. This does not include verbatim accounts of the discussions, nor does it attribute the particular viewpoints of any specific individuals.
- For meetings or partial meetings held in-camera, the body of the general meeting minutes will reflect that an in-camera session occurred and if appropriate, a record made of any decisions/passed motions arising from that session. If the recording secretary is not in attendance, the Chair of the in-camera session will provide the general meeting recording secretary with the require wording for inclusion in the minutes.
- The minutes will be concluded with the time of adjournment. A motion to adjourn the meeting is not required provided the business on the approved agenda has completed and the meeting has reached its natural conclusion.

3.10 BOARD MEETING AGENDA AND YEARLY PLANNING CYCLE

3.10 The Board will ensure the meeting agenda is consistent with its own work. See Appendix 1 – Sample Board Meeting Agenda

3.10.1 The meeting agenda will include time for documentation of monitoring compliance by the Executive Director/Registrar with Executive Limitation and Ends Policies and for review of the policies themselves.

3.10.1.1 Monitoring reports will be provided and read in advance of the meeting, and discussion will occur only if reports show policy violation, if policies do not provide sufficient information for the Board to make a determination regarding compliance, or if policy criteria are to be debated.

3.10.2 The Board delegates to the Chair the authority to fill in the details of the meeting content. Potential agenda items shall be carefully screened to ensure that they relate to the Board job description, rather than simply reviewing staff activities.

3.10.2.1 Screening questions shall include:

3.10.2.1.1 Clarification as to whether the issue clearly belongs to the Board or the Executive Director/Registrar.

3.10.2.1.2 Identification of what category an issue relates to- Ends, Executive Limitation, Governance Process, and Board-Management Delegation.

3.10.2.1.3 Review of what the Board has already said in this category, and how the current issue is related.

3.10.3 Throughout the year, the Board will attend to Required Approvals agenda items as expeditiously as possible. When an item is brought to the Board via the required Approvals Agenda, provided that compliance with all of the criteria in Executive Limitations has been demonstrated, the Board will not discuss the item prior to approval.

3.10.3.1 An exception will be made only if a majority of the Board votes to remove the item from the Required Approval Agenda for discussion.

3.10.4 The Board will request the Executive Director/Registrar to provide an environmental scan of trends and issues which has the potential to impact the organization and any sensitive communication issues for the purpose of future Ends work and risk management.

3.10.5 The Board will receive the Executive Director/Registrar update since the last meeting for their review and information.

3.10.6 The Board will conduct a thorough reassessment of Ends every three years. The Board will review its Ends and reaffirm their priority annually prior to the establishment of the annual budget.

3.10.6.1 The Board will determine if there is a need for external facilitation in this process.

3.10.7 The Board will request an updated environmental scan from the Executive Director/Registrar to introduce the Ends development and will review any additional environmental scanning data that may have been shared at Board meetings throughout the three years.

3.10.8 The Board will establish an ongoing process of linkage with owners and interested parties to gain an understanding of trends and issues in the external environment to assist the Board in its own work with reviewing and prioritizing its Ends.

- 3.10.8.1 In addition, the Board will periodically engage with stakeholders and other organizations as it may inform current and future Ends work as it relates to the owners.
- 3.10.9 The Board will identify its education needs, including education related to Ends determination (for example, presentations relating to external environment, demographic information, exploration of future perspectives which may have implications, presentations by stakeholders, and staff) and education regarding the process of governing.
- 3.10.10 The Board will schedule regular review of the content of Executive Limitation, Governance and Board-Management Delegation policies. See Appendix 2 – Board Meeting Agenda and Yearly Planning Cycle Schedule
- 3.10.11 The Board will schedule regular self-evaluation of the Board’s own compliance with its governance and Board-Management Delegation Policies. See Schedule 1 – Record of Policy Review.

3.11 BOARD LINKAGE TO OWNERS

- 3.11 The owners of the Nova Scotia Regulator of Paramedicine (“the Regulator”) are defined as the people of Nova Scotia. The Board members shall be accountable to the organization and to its owners as a whole. The Board shall act on behalf of the owners as a whole and fully commit to its ownership duties throughout the reporting period.
- 3.11.1 When making governance decisions, the Board will maintain a distinction between their personal interest as a customer of the Regulator’s services, and their obligation to speak for others as a representative of the owners as a whole. As the agent of the owners, the Board is obligated to identify and know what the owners want and need.
- 3.11.2 The Board will gather data in a way that reflects the diversity of the ownership. It shall meet, gather input from, and otherwise interact with owners in order to understand the diversity of their perspectives.
- 3.11.3 The Board will establish and maintain a three -year ownership plan, in order to ensure that the Board has intentional and constructive dialogue and deliberation with owners, primarily around the organization’s Ends. The plan will include selection of representative owners for dialogue, methods to be used, and questions to be asked of the owners. The information obtained from this dialogue with owners will be used to inform the Board’s Ends policy deliberations.
- 3.11.4 The Board members are accountable to the Board for participating in the linkages with owners as identified in the plan.
- 3.11.5 The Board will consider its ownership linkage successful if, to a continually increasing degree:

- 3.11.5.1 When developing or revising Ends, the Board has access to diverse viewpoints that are representative of the ownership regarding what benefits this organization should provide, for whom, and the relative priority of those benefits.
- 3.11.5.2 The owners are aware that the Board is interested in their perspective.
- 3.11.5.3 If asked, the owners would say that they have had the opportunity to let the Board know their views.
- 3.11.5.4 The owners are aware of how the Board has used the information they provided.

3.12 BOARD LINKAGE WITH INTERESTED PARTIES AND ORGANIZATIONS

- 3.12 Interested parties and organizations are defined as groups who have a vested interest in the Nova Scotia Regulator of Paramedicine (“the Regulator”) but who may have competing and/or conflicting self-interests from that of the Regulator and the people of Nova Scotia.
 - 3.12.1 The Board members will be accountable to the organization and to its owners as a whole whenever linking with interested parties and other organizations.
 - 3.12.2 The Board will identify and review every 3 years a list of interested parties and organizations with whom the Regulator needs a good working relationship in order to share and enhance its role as “owner representative” in determining its Ends.
 - 3.12.3 The Board members are accountable to the Board for participating in the linkages with interested parties and other organizations identified in the plan.
 - 3.12.4 The Board will gather data in a way that reflects the unique contribution of the interested parties and the organization to the Ends work that addresses the needs and wants of the owners.
 - 3.12.5 The Board will consider interested parties and other organizations linkage successful if it is understood how their contribution can inform the Board’s Ends work.
 - 3.12.6 When making governance decisions, the Board will maintain a distinction between the interests of the Interested parties /or other organization and the interest of the Regulator and its owners.

3.13 INVESTMENT IN GOVERNANCE

- 3.13 Consistent with its commitment to excellence in governance, the Board will invest in its governance capacity.
 - 3.13.1 Candidates for Board membership shall be provided with information that clearly outlines the role of the Board, the necessary competencies, knowledge and skills as well as the Board’s expectations of Board members.

3.13.2 The Board shall receive the necessary supports to assure governance with excellence.

3.13.2.1 New Board members shall receive a complete orientation to ensure familiarity with the organization's mission, *Regulated Health Professions Act, General Regulations and Regulations Respecting Paramedicine*, Bylaws and the Board Governance Policies.

3.13.2.2 The Board members will have ongoing training and education to develop and enhance their governance capabilities.

3.13.2.3 Outreach mechanisms will be used as needed to ensure the Board's ability to listen to owner viewpoints and values.

3.13.2.4 External Reporting will be arranged so that the Board can ensure accurate, timely and adequate data provides evidence to support organizational performance. This includes, but not limited to fiscal audit. The Board will ensure that a tendering process for the external financial auditor occurs at every 5 years.

3.13.3 Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior governance capability.

3.13.3.1 The Board will establish prior to the budget cycle and be accountable for an annual budget for its own governance functions, which shall include funds for meeting costs.

3.13.3.2 Other appropriate costs may include Board members attendance at conferences and conventions, costs of fiscal audit and any other outside monitoring assistance required, and costs of methods such as focus groups, surveys and opinion analyses to ensure the Board's ability to listen to owner viewpoints and values.

3.13.4 The Board will establish governance process policies that will serve as measurable standards against which the Board 's will evaluate its own performance.

3.13.4.1 Under the leadership of the Board chair, at least annually the Board will conduct a self-evaluation. As a result of this evaluation, the Board will establish a governance action plan with specific goals and objectives for improvement of identified areas.

3.13.4.2 The Board members at the end of each meeting will evaluate their own performance and the performance of the Board as a whole against the Board code of conduct. The individual meeting evaluations will help inform the annual governance process review.

3.13.4.3 The Board will monitor its adherence to its own Governance process and Board-Management Delegation policies regularly according to the self-monitoring schedule.

- 3.13.4.4 With a majority vote, any policy can be monitored and reviewed at any time. However, at a minimum, the Board will both review the policies and monitor its own adherence to them according to the attached schedule.

4.0 GLOBAL BOARD-MANAGEMENT DELEGATION

4. The Board's sole official connection to the operational organization, its achievement and conduct will be through an Executive Director/Registrar.

4.1 UNITY OF CONTROL BOARD-MANAGEMENT DELEGATION

- 4.1. Only motions passed by the Board are binding on the Executive Director/Registrar.
- 4.1.1. Decisions or instructions of individual Board members, officers, or Board Committees are not binding on the Executive Director/Registrar except in rare instances when the Board has specially authorized such exercise of authority.
- 4.1.2. In the case of Board members or committees requesting information or assistance without Board authorization, the Executive Director/Registrar can refuse such requests that require, in the Executive Director/Registrar's opinion, a material amount of staff time or funds or are disruptive.
- 4.1.3. Only the Board acting as a body can employ, terminate, discipline, or change the conditions of employment of the Executive Director/Registrar.

4.2 ACCOUNTABILITY OF THE EXECUTIVE DIRECTOR/REGISTRAR

- 4.2. The Executive Director/Registrar is the Board's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the Board is concerned is considered the authority and accountability of the Executive Director/Registrar.
- 4.2.1. The Board will never give instructions to persons who report directly or indirectly to the Executive Director/Registrar.
- 4.2.2. The Board will refrain from evaluating, either formally or informally, any staff other than the Executive Director/Registrar.
- 4.2.3. The Board will view the Executive Director/Registrar performance as identical to organizational performance, so that the organizational accomplishment of Board stated Ends and compliance with Executive Limitations will be viewed as successful Executive Director/Registrar performance. Therefore, the Executive Director/Registrar's job contribution shall be the accomplishment of the Ends while maintaining compliance with the Executive Limitations.

4.3 DELEGATION TO THE EXECUTIVE DIRECTOR/REGISTRAR

- 4.3. The Board will instruct the Executive Director/Registrar through written policies which prescribe the Organizational Ends to be achieved, and describe organizational situations and actions to be avoided, allowing the Executive Director/Registrar to use any reasonable interpretation of these policies.
- 4.3.1. Through the establishment of Ends policies, the Board will direct the Executive Director/Registrar to achieve certain results. for certain recipients, at a certain cost.
- 4.3.2. The Board will limit the latitude that the Executive Director/Registrar may exercise in practices, methods, conduct and other “means” to achieve the Ends through the establishment of Executive Limitations policies. These limiting policies will describe those practices, activities, decisions and circumstances that the Board would find unethical or imprudent and therefore unacceptable, even if they were to be effective.
- 4.3.3. As long as the Executive Director/Registrar uses any reasonable interpretation of the Board Ends and Executive Limitation policies, the Executive Director/Registrar is authorized to make all decisions, take all actions, establish all practices, and develop all activities. Such decisions of the Executive Director/Registrar shall have full force and authority as if decided by the Board.
- 4.3.4. The Board will never prescribe organizational means delegated to the Executive Director/Registrar.
- 4.3.5. The Board may change its Ends and Executive Limitations policies, by adding an additional level to a policy to provide further clarity to the policy. While the Board has the authority to do this, it is not recommended unless the Board has not been clear in its original policies. Adhering to the policy review cycle is the preferred approach.

4.4 EXECUTIVE DIRECTOR/REGISTRAR COMPENSATION AND BENEFITS

- 4.4. The Nova Scotia Regulator of Paramedicine (“the Regulator”) will pay its Executive Director/Registrar fair market value for contractual services provided within the context of fiscal responsibility to the organization. A committee or an outside source at the discretion of the Board will research comparable compensation and benefit packages in relation to the current contract.
- 4.4.1. The Executive Director/Registrar compensation will be determined by a market analysis guided by a model that is approved by the Board.
- 4.4.2. Benefits remain at market rate of compensation.
- 4.4.3. The process for contract review will begin one (1) year in advance of the expiration of the current contract with a decision on renewal six months prior to the expiration of the contract; or as specified in the current contract.

4.5 MONITORING ORGANIZATIONAL PERFORMANCE

- 4.5. Monitoring executive performance is synonymous with monitoring organizational performance against Board policies on Ends and on Executive Limitation. Any formal or informal evaluation of the Executive Director/Registrar's organizational performance may be derived only from these monitoring data.
- 4.5.1. The purpose of monitoring is simply to determine the degree to which the Board policies are being fulfilled. Information that does not do this will not be considered to be monitoring. Monitoring will be as automatic as possible, using a minimum of the Board's time as that meetings can be used to create the future rather than to review the past.
- 4.5.2. A given policy may be monitored in one or more of three ways.
- 4.5.2.1. Internal Report: Documentation of compliance information to the Board from the Executive Director/Registrar, along with their explicit interpretation of the Board's policies, and justification for the reasonableness of interpretation.
- 4.5.2.2. External Report: Documentation of compliance information by a disinterested, external auditor, inspector or judge who is elected by and reports directly to the Board. The external party will first be provided with the Executive Director/Registrar explicit interpretation of the policy and justification for the reasonableness of interpretation. The report must assess the reasonableness of the interpretation of the Board policy, and compliance with it. Such reports must assess performance against policies of the Board, not those of an external party unless the Board has previously indicated that the party's opinion to be the standard.
- 4.5.2.3. Direct Board Inspection: Documentation of compliance information by a Board member, a committee or the Board as a whole. This is a Board inspection of documents, activities or circumstances directed by the Board that allows a "prudent person" test of policy compliance, with access to the Executive Director/Registrar's interpretation and justification for the reasonableness of their interpretation.
- 4.5.3. In every case, the standard for compliance shall be any reasonable interpretation made by the Executive Director/Registrar of the policy being monitored. The Board is the final arbiter of reasonableness but will always judge on the basis of whether a reasonable person could have made the interpretation, rather than on the basis of whether the Board agrees with the interpretation.
- 4.5.4. For regular monitoring, each End and Executive Limitations policy will be classified by the Board according to frequency and method of monitoring according to the schedule attached.
- 4.5.5. Upon the choice of the Board, any policy can be monitored by any of the above methods at any time.
- 4.5.6. A formal evaluation of the Executive Director/Registrar by the Board will occur annually, based on the achievement of the Board's Ends policies and non-violation of its Executive

Limitation policies. This formal evaluation will be conducted by cumulating the regular monitoring reports provided during the year and the Board's recorded acceptance or non-acceptance of the reports, identifying performance trends evidenced by that data and preparing a written report.

- 4.5.7. The Board will meet, in camera, with the Executive Director/Registrar to jointly discuss and finalize the written assessment.
- 4.5.8. The Chair will transcribe the Board's assessment of the Executive Director/Registrar and sign said written document.
- 4.5.9. The Chair shall provide the signed assessment to the Executive Director/Registrar, obtain the Executive Director/Registrar's signature on the document (as received), and maintain a copy of such document in a confidential file.
- 4.5.10. The Chair shall meet, in camera, with the Executive Director/Registrar annually to ensure the documentation has been completed as per the Board's instructions, only if requested by any Board member or the Executive Director/Registrar.

4.6 EXECUTIVE DIRECTOR/REGISTRAR RECRUITMENT AND HIRING

- 4.6. The Board is accountable for the appointment of the Executive Director/Registrar through the recruitment and hiring of a qualified candidate.
 - 4.6.1. The Board will hire a Human Resource Consultant to facilitate the process.
 - 4.6.2. The Board will work with the HR Consultant to:
 - 4.6.2.1. Design a recruitment strategy to assist in securing qualified candidates.
 - 4.6.2.2. Provide an updated job description.
 - 4.6.2.3. Specify the job qualifications and competencies.
 - 4.6.2.4. Review the top 3-5 candidates for interview.
 - 4.6.2.5. Develop a robust interview guide.
 - 4.6.3. The Board will appoint an interview team that includes at a minimum of the Chair, a public representative and one other Board member to conduct the interviews and recommend a preferred candidate to the Board for their approval.
 - 4.6.4. The Chair will ensure references are secured and ensure to the best of their ability that the candidate has the necessary competencies, skills and character for the position.
 - 4.6.5. The Chair will make the job offer to the approved candidate and have a contract signed. The Chair shall engage the assistance of legal counsel throughout this process.

Appendices & Schedules

NSROP Board Governance Manual

**Appendices 1 - Board Meeting Agenda and Yearly Planning Cycle
Sample Board Agenda**

Board for the Nova Scotia Regulator of Paramedicine

Board Meeting - Session (#)

DATE: April 28, 2023

8:30 AM to 1:30 PM

Microsoft Teams meeting Information or Physical Location

Board		
Name	Positions	Term
If the position is vacant record "vacant" in this space, or if the position is an appointment record "appointment" after the persons name.	Chair, Registrant	May 26, 2021, to May 29 2024
	Registrant	May 26, 2021, to May 29 2024
	Registrant	July 31, 2020, to July 31 2023
	Registrant	July 31, 2020, to July 31 2023
	Registrant	July 31, 2020, to July 31 2023
	Vice-Chair OIC, Public Representative	May 26, 2020, to May 24, 2023
	OIC, Public Representative	May 26, 2020, to May 24, 2023
	OIC, Public Representative	May 26, 2020, to May 24, 2023
	OIC, Public Representative	May 25, 2022, to May 28, 2025
	ED/Registrar, Exofficio	Regulator staff

Guests	
Name	Positions
N/A	

Note: Not every item this on this "Sample Agenda" must be on every agenda but may be listed for purposes of consistency.

1. 5 minutes – (Chair)

Call to Order

Resources /documents include:

1.1.

2. 5 minutes – (Chair)

Adoption of Agenda

Resources /documents include:

2.1. Agenda –

3. 5 minutes – (Chair)

Adoption of Minutes

Resources /documents include:

3.1. Review of Minutes from

4. 5 minutes – (Chair)

Conflict of Interest

Resources /documents include:

4.1. Conflict of Interest.

5. ? minutes – (Chair)

Communications and Support (Information the Board requires from the operational side of the organization that will help to inform their work, such as environment trends (regulator changes with the EHS Branch), communication issues (response to the minister) and risks to the organization.

Resources /documents include:

5.1.

6. 60 minutes – (Chair)

Ownership Linkage - (to include presentations by or from owners or groups of owners, results of surveys, focus groups, etc.) This could also include round table with the Board, speaking from the ownership encounters they may have had. Public image and roles impacting the public.

Resources /documents include:

6.1.

7. 30 minutes – (Chair)

Board Education - (Pre-planned information on a topic that the Board has decided it wants to learn about, future perspectives, etc.)

Resources /documents include:

7.1.

8. 60 minutes – (Chair)

Items for Decision - (Place business arising from the last meeting requiring decision first. Identify for each item the Board Policy to which it relates.)

Resources /documents include:

- 8.1. Business arising from the last meeting requiring decision.
 - 8.2. Ends (Development or refinement of Ends policies.)
 - 8.3. Governance Process (Development or revision of policies; work arising from any items that the Board has taken on as it won direct task.)
 - 8.4. Executive Limitations (Development or revision of policies. Decisions that the Board must make because it has prohibited the Executive Director/Registrar from doing so in its Executive Limitations.)
 - 8.5. Board-Management Delegation (Development or revision of policies)
-

9. 2 minutes – (Chair)

Required Approvals Agenda - (Items that the Board has previously delegated to the Executive Director/Registrar, but that an external authority requires the Board to “approve”. The entire Required Approvals Agenda is adopted by one motion, without discussion, following examination of monitoring evidence that board criteria related to the discussion have been met. An item can be removed from the Required Approval Agenda for discussion only by a motion carried by a majority vote.)

Resources /documents include:

- 9.1.
-

10. TBD minutes – (Chair)

Monitoring ED/Registrar Performance (Ends and Executive Limitations) – (Affirmation that monitoring reports received since last meeting show compliance. This section should be very brief. Discussion is required only if a majority of the Board has concerns about the integrity of the monitoring report; do not feel adequate data has been provided to show compliance with a reasonable interpretation of the policy; or if there is non-compliance with a policy.)

Review and Discussion

Resources /documents include:

- 10.1.
-

11. TBD minutes – (Chair)

Monitoring Board Performance – (Self-monitoring of Governance Process policies scheduled for this meeting.) Regular review of the content of a policy may also be scheduled

for the same meeting in which it is monitored, usually no more than once a year for each policy. While it is convenient to do these two activities close to one another in the agenda, do not confuse reviewing the policy content with monitoring compliance with the policy. The are two separate and distinct tasks.)

Review and Discussion

Resources /documents include:

11.1.

12. TBD minutes – (Chair)

Information Requested by the Board – (Include here any items about which the Board has indicated in its policy on “Communications and Support to the Board” that it wishes to be informed, but which do not fall into the categories of monitoring, or information that is background for decisions. Be careful not to get into monitoring or decision-making here.)

Review and Approval

Resources /documents include:

12.1.

13. TBD minutes – (Chair)

Self-evaluation of Governance Process at this meeting (How do you rate yourself this meeting as to how well you followed the governing style to which you have committed yourself?)

Review and Approval

Resources /documents include:

13.1.

14. 1 minutes – (Chair)

Adjournment

Note: “Nice to know” information was sent to the Board under separate cover on (date).

APPENDICES 2 – SAMPLE BOARD MEETING AGENDA AND YEARLY PLANNING CYCLE SCHEDULE

	June	September	November	January	May
Planned Linkage with Owner		Focus Groups with owners (outside of Board meeting)	1) Discussion of results from focus groups 2) Focus Groups with owners (outside of Board meeting)	Collection of additional owner info identified in May (outside of meeting)	Discussion of additional owner input
Board Education				1) Presentation by expert on future of the industry 2) Presentation by staff on implications of technology	Environmental Scan from ED/R
Ends Decisions	Initial review of ENS policies		Final review of ENDS policies and amend as necessary		
Governance Process Decisions	1) Develop ownership linkage plan for the year 2) Routine Content Review GP 9, 10 & 11	Determine Board education needs for the year.	Routine Content Review GP 1, 2, 3 & 4	1) Identify further ownership linkage information needed 2) Develop plan for orientation of new members joining Board in October	1) Orientation of new Board members to Policy Governance & to organizational issues 2) Routine Content Review GP 5, 6, 7 & 8
Executive Limitations Decisions	Routine Content Review EL 2.9 to 2.11	Routine Content Review EL 2.12 to 2.14	Routine Content Review EL 2.0 to 2.2	Routine Content Review EL 2.3 to 2.5	Routine Content Review EL 2.6 to 2.8
Board-Mgmt. Delegation Decisions	Routine Content Review CMD 1 & 2	Routine Content Review CMD 3 & 4	Routine Content Review CMD		Decision re: ED/R compensation
Monitoring Ends & Executive Limitations	Monitor EL-2.9 to & 2.11	Monitor EL 2.12 to 2.14	Monitor EL 2.0 to 2.2	Monitor EL 2.3 to 2.5	Monitor EL 2.6 to 2.8
Self-Monitoring Governance Process	Self-evaluation meeting process, GP 9, 10, 11 & GP	Self-evaluation meeting process	Self-evaluation GP 1, 2, 3, 4, & meeting process	Self-evaluation meeting process	Self-evaluation GP 5, 6, 7, 8 & meeting process

APPENDICES 3 – BOARD MEETING SELF-MONITORING

The Board is expected to monitor its now performance at each meeting to identify areas for improvement and to assist in better understanding its role in the Governance of the Regulator.

Please review the following behaviours you may or may not have observed at today's meeting and response with a yes or no answer.

1. We focused our time on the future, not the past.
Yes No
2. We made decisions which were previously delegated to the Executive Director/Registrar.
Yes No
3. We made decisions without ownership input.
Yes No
4. We rubber stamped decisions without having an understanding of the decision being made.
Yes No
5. We allowed a few vocal members to dominate.
Yes No
6. We used the Board policies to inform our discussion and decision making.
Yes No

7. Please identify how the Board might improve its performance.

8. Please identify any educational needs in relation to Policy Governance that you might have.

Thank you for taking the time to complete the form and please submit through the email president@cpns.ca

SCHEDULE 1 – RECORD OF POLICY REVIEW

Policy # and Name	Date First Approved	Effective Date	Review date	Revision Date (if applicable)
	MM/DD/YYYY	MM/DD/YYYY	MM/DD/YYYY	MM/DD/YYYY
E- 1.0 Mega Ends				
EL-2.0 General Executive Limitations	07/30/2021	07/30/2021	04/06/2024	09/27/2024
EL-2.1 Treatment of Public, Registrants & Interested parties	07/30/2021	07/30/2021	04/06/2024	09/27/2024
EL-2.2 Treatment of Staff	07/30/2021	07/30/2021	04/06/2024	09/27/2024
EL-2.3 Financial Planning/Budgeting	07/30/2021	07/30/2021	04/06/2024	09/27/2024
EL-2.4 Financial Condition and Activities	07/30/2021	07/30/2021	04/06/2024	09/27/2024
EL-2.5 Asset Protection	07/30/2021	07/30/2021	04/06/2024	09/27/2024
EL-2.6 Compensation and Benefits	07/30/2021	07/30/2021	04/06/2024	09/27/2024
EL-2.7 Communication & Support to Board	07/30/2021	07/30/2021	04/06/2024	09/27/2024
EL-2.8 Corporate Image	07/30/2021	07/30/2021	04/06/2024	09/27/2024
EL-2.9 Development of Code of Ethics, Standards of Practice, Essential Competency Profiles and Continuing Competency Programs Governing Practice and Approved Education Program Standards with Criteria	07/30/2021	07/30/2021	04/06/2024	09/27/2024
EL-2.10 Amendments to RHPA, General Regulations, Regulations Respecting Paramedicine or Bylaws	07/30/2021	07/30/2021	04/06/2024	09/27/2024
EL-2.11 Fees/Penalties/Fines	07/30/2021	07/30/2021	04/06/2024	09/27/2024

EL-2.12 Approved Licensure Examination	07/30/2021	07/30/2021	04/06/2024	09/27/2024
EL-2.13 Membership on External Boards	07/30/2021	07/30/2021	04/06/2024	09/27/2024
EL-2.14 Reserve Funds	07/29/2022	07/29/2022	04/06/2024	09/27/2024
GP-3.0 Global Governance Process/Commitment	03/02/2022	03/02/2022	04/06/2024	09/27/2024
GP-3.1 Board Values	03/02/2022	03/02/2022	04/06/2024	09/27/2024
GP-3.2 Governance Style	03/02/2022	03/02/2022	04/06/2024	09/27/2024
GP-3.3 Board Code of Conduct	03/02/2022	03/02/2022	04/06/2024	09/27/2024
GP-3.4 Board Job Description	03/02/2022	03/02/2022	04/06/2024	09/27/2024
GP-3.5 Role of the Chair	03/02/2022	03/02/2022	04/06/2024	09/27/2024
GP-3.6 Recruiting Candidates for Board and Committees	03/02/2022	03/02/2022	04/06/2024	09/27/2024
GP-3.7 Committee Authority, Structure and Principles	03/02/2022	03/02/2022	04/06/2024	09/27/2024
GP-3.8 Expense Reimbursement	03/02/2022	03/02/2022	04/06/2024	09/27/2024
GP-3.9 Disclosure of Minutes	03/02/2022	03/02/2022	04/06/2024	09/27/2024
GP-3.10 Board Meeting Agenda and Yearly Planning Cycle	28/07/2023	28/07/2023	04/06/2024	09/27/2024
GP-3.11 Board Linkage to Owners	28/07/2023	28/07/2023	04/06/2024	09/27/2024
GP-3.12 Board Linkage with Interested parties and Organizations	28/07/2023	28/07/2023	04/06/2024	09/27/2024
GP-3.13 Investment in Governance	28/07/2023	28/07/2023	04/06/2024	09/27/2024
GP-3.10 Board Meeting Agenda and Yearly Planning Cycle	28/07/2023	28/07/2023	04/06/2024	09/27/2024
CMD-4.0 Global Board-Management Delegation	28/07/2023	28/07/2023	04/06/2024	09/27/2024

CMD-4.1 Unity of Control Board- Management Delegation	28/07/2023	28/07/2023	04/06/2024	09/27/2024
CMD-4.2 Accountability of the Executive Director/Registrar	28/07/2023	28/07/2023	04/06/2024	09/27/2024
CMD-4.3 Delegation to the Executive Director/Registrar	28/07/2023	28/07/2023	04/06/2024	09/27/2024
CMD-4.4 Executive Director/Registrar Compensation & Benefits	28/07/2023	28/07/2023	04/06/2024	09/27/2024
CMD-4.5 Monitoring Organizational Performance	28/07/2023	28/07/2023	04/06/2024	09/27/2024
CMD4-6 Executive Director/Registrar Recruitment and Hiring	28/07/2023	28/07/2023	04/06/2024	09/27/2024

NSROP Board Governance Manual

NSROP Board Governance Manual