

Attendees:

Council Members - Voting:

- Stacey Strilchuk, President
- Jaelene Mannerfeldt, Vice President
- Daisy Fung, Executive Committee Member-at-Large
- Patrick Etokudo
- Christopher Fung
- Levonne Louie
- Linda McFarlane
- John O'Connor
- Laurie Steinbach

Council Members – Non-Voting:

- Brenda Hemmelgarn
- Chaim Katz
- Todd Anderson
- Michael Taylor

Additional Attendees:

- Scott McLeod, Registrar
- Gail Jones, Senior Executive Assistant (Recording Secretary)
- Shawn Knight, Chief of Staff
- Sue Welke, Program Manager, Governance

Regrets:

- Richard Buckley
- Nicole Cardinal
- Ian Walker
- Tyler White

Resources for Council Members:

- **CPSA Council Reference Manual**
- **Principles to Guide Council Interactions**
- **Council Conflict of Interest Policy**
- **Council Member Code of Conduct Policy**
- **Councillor's Oath**
- **CPSA Values**
- **Commonly used Acronyms**

Tuesday, July 19, 2022

Note: Items in blue font contain links to additional information

1.0 Call to Order and Introductions

The newest Council members, Dr. Todd Anderson and Dr. Michael Taylor were welcomed to their first Council meeting.

1.1 Traditional Territorial Acknowledgement

At each Council meeting, individuals are invited to share a personalized message to recognize and respect Indigenous Peoples who lived and continue to live on this territory, and for the land to which we are all connected. This type of acknowledgement is part of CPSA's ongoing efforts to develop healthy and reciprocal relations with Alberta's Indigenous communities—a key element of reconciliation, a process we are committed to.

On July 19, Mr. Patrick Etokudo, public member of Council, was honored to provide the acknowledgement while sharing his understandings and ongoing learning about the history of Canada's Indigenous peoples. He added that he is grateful to be part of CPSA to continue his learning and work to ensure better health outcomes for Indigenous people.

1.2 Conflict of Interest Declaration (Real, Potential or Perceived)

It was noted that, given their option to run for re-election in the upcoming regulated member election, Dr. Richard Buckley, Dr. Daisy Fung and Dr. Christopher Fung, had a perceived conflict of interest relative to the discussions around Council vacancies. Accordingly, Council passed the following motion:

Having reviewed the "Council and Committee Conflict of Interest Policy", and having heard the Conflict of Interest regarding "Agenda item 2.1: Council Vacancies", the Council agrees that the Conflict of Interest is minimal, and there is a benefit to having the 3 Council members present and voting on this matter

1.3 Approval of agenda

Council approved the agenda.

2.0 Reports

2.1 [Governance Committee: Council Vacancies](#)

Due to the recent resignations of a public member and a regulated member on Council, decisions were required regarding the management of those vacancies. Following discussions, Council approved the following motion:

That Council approves reducing the size of Council, effective August 2022 to have 14 voting members:

- 7 Regulated members, elected as per Council Bylaws
- 7 Public members, appointed by Alberta's Lieutenant-Governor in Council

And 4 non-voting members:

- *The Deans of the Faculties of Medicine from the University of Alberta and the University of Calgary (or their designates)*
- *A representative from the Professional Association of Resident Physicians of Alberta*
- *A representative of either the University of Alberta's Medical Students' Association or the University of Calgary's Medical Students' Association.*

and further *THAT Council approves the following Bylaw amendment:*

1 Composition of the Council

1. ~~Effective August 1, 2022, Effective January 1, 2022, the~~ Deans of the Faculties of Medicine from the University of Alberta and the University of Calgary (or designates) may in the discretion of Council serve as nonvoting members of the Council, and the voting members shall consist of:
 - a) ~~Eight (8)~~ **Seven (7)** regulated members elected by regulated members of the College, and
 - b) ~~Eight (8)~~ **Seven (7)** public members appointed by the Lieutenant Governor in Council.

2.2 [Governance Committee: Committee Vacancies/Appointments](#)

Following discussions, Council approved the following motion:

That Council approves the following interim committee appointments to fill the positions left vacant by the recent resignations of Collin May and Raj Sherman. The appointments will be effective until December 31, 2022:

Finance and Audit Committee – Daisy Fung
Governance Committee – Christopher Fung
Building Fund Initiatives Working Group – Nicole Cardinal

3.0 Adjournment of Public Session

4.0 In Camera (Council only)

An in-camera session of Council provides an opportunity for Councillors to discuss sensitive matters in confidence. Any decisions made in-camera are shared in the public session.

Submission to:	Council
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Meeting Date:	Submitted by:		
July 19, 2022	Levonnie Louie		
Agenda Item Title:	Governance Committee Report: Council Vacancies		
Action Requested:	<input checked="" type="checkbox"/> The following items require approval by Council. See below for details of the recommendation.	<input type="checkbox"/> The following item(s) are of particular interest to Choose an item. Feedback is sought on this matter.	<input type="checkbox"/> The attached is for information only. No action is required.

AGENDA ITEM DETAILS

Recommendation (if applicable) :	<p>That Council approves reducing the size of Council, effective August 2022 to have 14 voting members:</p> <ul style="list-style-type: none"> • 7 Regulated members, elected as per Council Bylaws • 7 Public members, appointed by Alberta's Lieutenant-Governor in Council <p>And 4, non-voting members:</p> <ul style="list-style-type: none"> • The Deans of the Faculties of Medicine from the University of Alberta and the University of Calgary (or their designate) • A representative from the Professional Association of Resident Physicians of Alberta • A representative of either the University of Alberta's Medical Students' Association or the University of Calgary's Medical Students' Association. <p>and further THAT Council approves the following Bylaw amendment:</p> <p>1 Composition of the Council</p> <p>1. Effective August 1, 2022 Effective January 1, 2022, the Deans of the Faculties of Medicine from the University of Alberta and the University of Calgary (or designate) may in the discretion of Council, serve as nonvoting members of the Council, and the voting members shall consist of:</p> <p>a) Eight (8) Seven (7) regulated members elected by regulated members of the College, and</p> <p>b) Eight (8) Seven (7) public members appointed by the Lieutenant Governor in Council.</p>
Background:	Decisions regarding next steps resulting from the resignations of Collin May and Raj Sherman are required before nominations for

	<p>the regulated members on Council open in August. Given that one public member and one regulated member resigned, Council has an opportunity to consider using the vacancies to decrease the size of Council as recommended in the recent Governance Review as a means to create a more effective Council.</p> <p>In developing this recommendation, the Governance Committee considered other options (see attachment), weighing the pros and cons of each option under consideration. With respect to this recommendation the Pros and Cons are:</p> <p>Pros:</p> <ul style="list-style-type: none"> - Creates a more effective and engaged Council. - Remains at 4 regulated member positions open for election in 2022 (this was the case before there was a resignation of one regulated member position in May 2022). - Does not remove anyone from a position, as the vacancies already exist. <p>Cons:</p> <ul style="list-style-type: none"> - 18 total members on Council may still be a bit high for optimal effectiveness.
Next Steps:	Elections for 2023 will be carried out as per the Council decision on Council size.
List of Attachments:	
Options as provided to the Governance Committee	

CPSA Council Member Vacancies and Council Size

Options Paper

June 6, 2022

Purpose/Issue

Due to the vacancies on Council for 2023, and upcoming regulated member elections, there is an opportunity to consider using those vacancies to decrease the size of Council, with the goal of having a more effective Council.

Background

Applicable Legislation and Bylaws (see Appendix A)

Council Vacancies: Current Status

- 5 regulated member spots on Council that are part of Elections 2022:
 - 1 member who has served two full terms (6 years) and is therefore ineligible for re-election,
 - 3 members who have served one term (3 years) and are eligible for re-election, or may choose not to run for re-election,
 - 1 vacancy opened up due to a regulated member resigning before completing their term.
- There are currently 2 public member vacancies on CPSA Council. The Government of Alberta indicated on June 6, 2022, the possible appointment of 1 new public member, which would take the number of public member vacancies down to 1.
- Council members and their terms are shown in *Appendix B*.

CPSA governance discussions in 2021

- In 2021, changes were made to the composition of Council, changing some members from voting to non-voting members.
- CPSA has reviewed the optimal size of Council and has had discussions about effectiveness and the size of Council.

2022 Governance Review by John Dinner

- Page 12: "Research suggests optimal engagement in a group setting is achieved when there are five individuals present. This is not workable given current legislation, the need to populate Council committees and other factors that need to influence Council make-up. But where there are opportunities to reduce the size of Council in the future, there will be benefit to doing so. It is not a priority given other issues presently at play."

Options

2 options are presented.

1. Status Quo – Run elections for vacancies and continue to request that GoA fill the vacant public member positions on Council (currently there are 2). The current Council structure includes 16 voting members and 4 non-voting members for a total of 20 Council members:
 - 8 Regulated members, elected by their medical colleagues
 - 8 Public members, appointed by Alberta's Lieutenant-Governor in Council
 - 2 Medical school Deans from the University of Alberta and the University of Calgary (non-voting observers)
 - 2 representatives from the physician and surgeon learning community (non-voting observers)

Pros:

- Council stays consistent in size, and elections processes proceed with minimal changes.

Cons:

- Research shows that smaller groups are more effective, maintaining the status quo means that Council remains larger than the optimal size of group for maximum effectiveness.
- If 5 vacant positions are filled through election for 2023, there is a risk that there are 5 positions turning over every 3 years. This could result in less stability and consistency if there are 5 new regulated members every 3 years.

2. **[RECOMMENDED]** Reduce size. Remove 1 regulated member position and 1 public member position. The reduced size would be effective September 2022. This Council structure would have 14 voting members and 4 non-voting Council members for a total of 18 Council members:
 - 7 Regulated members, elected by their medical colleagues
 - 7 Public members, appointed by Alberta's Lieutenant-Governor in Council
 - 2 Medical school Deans from the University of Alberta and the University of Calgary (non-voting observers)
 - 2 representatives from the physician and surgeon learning community (non-voting observers)

Pros:

- Creates a more effective and engaged Council.
- Remains at 4 regulated member positions open for election in 2022 (this was the case before there was a resignation of one regulated member position in May 2022).
- Does not remove anyone from a position, as the vacancies are already there.

Cons:

- 18 total may still be a bit high for optimal effectiveness.

Future

Should Council feel that the Council size should be reduced further, another opportunity may be available in late 2023, for 2024. At that time, some Council members will complete their terms, and instead of filling the vacancies, Council could choose to reduce by 2 more members (1 regulated member and 1 public member).

Appendix A – Excerpts – *Health Professions Act* and *CPSA Bylaws*

Citation: *Health Professions Act*, RSA 2000, c H-7, <<https://canlii.ca/t/557cw>> retrieved on 2022-06-01

Council established

5(1) The governing body of a college is the council.

(2) The council consists of the president and

(a) the regulated members provided for in the bylaws,

(b) the non-voting members, if any, provided for in the bylaws, and

(c) subject to [section 12\(1\)](#), the number of public members appointed by the Lieutenant Governor in Council.

(3) The president and members described in subsection (2)(a) and (c) are the voting members of the council.

(4) A member described in subsection (2)(a), (b) or (c) continues to hold office after the expiry of the member's term until the member is reappointed or re-elected or a successor is appointed or elected.

(5) Despite [section 12](#), if a member described in subsection (2)(a), (b) or (c) is not capable of carrying out the powers and duties of a member, the council may continue to carry out its powers and duties until a successor is appointed or elected.

[1999 cH-5.5 s5](#)

Required public members

12(1) Fifty percent of the voting members of a council, a complaint review committee and a hearing tribunal and of a panel of any of them must be public members but with the consent of the council the percentage of the public members may be greater than 50%.

(2) Despite the bylaws governing quorum, the number of public members required by subsection (1) must be present at an appeal under Part 4 before a council, a ratification of a settlement and a review by a complaint review committee and a hearing by a hearing tribunal.

(3) Despite subsections (1) and (2), the powers and duties of a council, complaint review committee or hearing tribunal or a panel of any of them are not affected by a vacancy in the office of a public member for up to 6 months from the date that the schedule to this Act that governs the college comes into force.

RSA 2000 cH-7 s12;[2007 c32 s1\(4\)](#);[2020 c27 s4](#)

CPSA Bylaws (April 1, 2022)

“Member of Council” means (a) a regulated member on the General Register, the Provisional Register or the Limited Practice Register (whether a physician, surgeon, osteopath or physician assistant), elected to Council who has the right to vote; and (b) a public member, appointed to Council by the Lieutenant Governor in Council, who has the right to vote

“Non-voting member of Council” means a person, appointed by Council by virtue of the position they serve within an organization, committee or other entity to participate in Council meetings, including discussions and debates, who does not have the right to vote

1 Composition of the Council

1. Effective January 1, 2022, the Deans of the Faculties of Medicine from the University of Alberta and the University of Calgary (or designate) may in the discretion of Council, serve as nonvoting members of the Council, and the voting members shall consist of:
 - a) Eight (8) regulated members elected by regulated members of the College, and
 - b) Eight (8) public members appointed by the Lieutenant Governor in Council.
2. Council may invite the Past-President to sit as a non-voting* member of Council and any committee of Council for a term of up to one year, until the current president finishes his/her term as president, or upon simple majority resolution of Council to remove the past-president, whichever occurs first.

*the past president is a non-voting member of a committee unless otherwise stated in the committee’s Terms of Reference.

3. Other nonvoting members of Council are:
 - a) A representative from the Professional Association of Resident Physicians of Alberta
 - b) A representative of either the University of Alberta’s Medical Students’ Association or the University of Calgary’s Medical Students’ Association.

4 Vacancies on Council

1. If, at any time, there is a vacancy of a position on Council to be held by a regulated member, the Council may, in its discretion:
 - a) elect to leave the position vacant until the next scheduled election for Council members,
 - b) hold a by-election in the same manner as an annual election, all necessary modifications implied; or
 - c) invite the first runner-up from the most recent election for Council to assume the vacant position on Council, with the understanding and acceptance that this position would be considered one term as per bylaw 13.

Appendix B
Terms –Council Positions

Position	2020	2021	2022	2023	2024	2025
Public Member A (Louie)	First term expired October 30, 2020 Reappointed until October 2023					
Public Member B (Strilchuk)	Awaiting reappointment – term expired Dec. 31, 2021 Potential for reappointment until Dec. 2024					
Public Member C (Steinbach)	First term expired June 14, 2021 Reappointed until June 2024					
Public Member D (McFarlane)	Awaiting reappointment – term expired Jan 22, 2022 Potential for reappointment until Jan. 2025					
Public Member E (White)	Three year appointment to March 31, 2024					
Public Member F (Etokudo)	Three year appointment to June 22, 2024					
Public Member G (May) (resigned May 2022)	Three-year appointment to September 28, 2024 – RESIGNED – new 3-year term will “reset” when an appointment is made.					
Public Member H						
Elected Member 1 (Sherman) (resigned May 2022)	First term to December 31, 2023 – RESIGNED – new 3-year term will reset after election					
Elected Member 2 (Walker)	First term to December 31, 2023					

Position	2020	2021	2022	2023	2024	2025
Elected Member 3 (Buckley)	First term to December 31, 2022			To be filled for Jan. 1, 2023 for a three year term		
Elected Member 4 (O'Connor)	Second term to December 31, 2022			To be filled for Jan. 1, 2023 for a three year term		
Elected Member 5 (Fung, C)	First term to December 31, 2022			To be filled for Jan. 1, 2023 for a three year term		
Elected Member 6 (Fung, D)	First term to December 31, 2022			To be filled for Jan. 1, 2023 for a three year term		
Elected Member 7 (Mannerfeldt)	First term to December 31, 2021		Second term to December 31, 2024			
Elected Member 8 (Cardinal)			First term to December 31, 2024			

Submission to:	Council
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Meeting Date:	Submitted by:		
July 19, 2022	Levonnie Louie		
Agenda Item Title:	Governance Committee Report: Committee Vacancies		
Action Requested:	<input checked="" type="checkbox"/> The following items require approval by Council. See below for details of the recommendation.	<input type="checkbox"/> The following item(s) are of particular interest to Choose an item. Feedback is sought on this matter.	<input type="checkbox"/> The attached is for information only. No action is required.

AGENDA ITEM DETAILS

Recommendation (if applicable) :	<p>That Council approves the following interim committee appointments to fill the positions left vacant by the recent resignations of Collin May and Raj Sherman. The appointments will be effective until December 31, 2022:</p> <p>Finance and Audit Committee – Daisy Fung Governance Committee – Christopher Fung Building Fund Initiatives Working Group – Nicole Cardinal</p>
Background:	<p>As per Council Bylaws, any vacancies on a standing committee of Council need to be filled at the next meeting of Council.</p> <p>In developing the appointment recommendations, the Governance Committee considered the current commitments of Council members, their skills and knowledge and potential crossovers between the committees those Council members are already appointed to.</p> <p>It is anticipated that a new public member may be appointed to CPSA before the next meeting of the Legislation and Bylaw Committee and it was felt the appointment to the Legislation and Bylaw Committee could be deferred until that member is appointed. If, an appointment is not made prior to the next meeting of the Legislation and Bylaw Committee, the Governance Committee will propose an alternative appointment.</p>
Next Steps:	The staff members responsible for the Committees noted above will be contacted and asked to provide meeting dates and any other relevant information to the newly appointed members.

List of Attachments:

1. [Committee Listing with proposed appointments](#)
2. [Options paper: revised following Governance Committee Meeting](#)

ATTACHMENT 1 – COMMITTEE LISTING WITH PROPOSED APPOINTMENTS

Committee	2022 Councillor Members	Membership as per TOR
Competence	Buckley (term to Dec. 31, 2022) (Chair) McFarlane (term expired Jan. 22, 2022), Strilchuk (ex-officio)	1 public member and 1 physician member
Council Appeals	All Council Members	As per HPA
Executive	Strilchuk, Mannerfeldt Fung, D.	Elected – 1 year terms only
Finance and Audit	Louie (term expires Oct. 30, 2023) (Chair) Fung, D. (appointment to Dec. 31, 2022) Mannerfeldt (term to Dec. 31, 2024) Cardinal (term to Dec. 31, 2024) Etokudo (term to June 22, 2024) Strilchuk (ex-officio)	2 public members from Council, 3 physician members from Council (and 1 member of the public, not on Council)
Governance	Louie (term expires Oct. 30, 2023) (Chair), White (term to March 31, 2024), Walker (term to Dec. 31, 2023), Fung, C. (appointment to Dec. 31, 2022) Strilchuk (ex-officio)	2 public members, 2 physician members, President is ex-officio, non-voting, Past President or longest serving member of Council may be invited
Legislation & Bylaw	Fung, C. (term to Dec. 31, 2022) (Chair), O'Connor(term to Dec. 31, 2022), Steinbach (term expires Jun. 14, 2024), Public Member, yet to be appointed	2 public members, 2 physician members

Committee	2022 Councillor Members	Membership as per TOR
	Strilchuk (ex-officio)	
Medical Facility Accreditation	Walker (term to Dec. 31, 2023) Etokudo (term to Jun. 22, 2024), Strilchuk (ex-officio)	1 public member, 1 physician member
CPSA History Project Working Group	Buckley (term to Dec. 31, 2022), White (term to Mar. 31, 2024)	Ad-hoc – no terms of reference at this time. Consideration to be given to asking Jim Stone to join the Committee. Other appointments to be made once terms of reference developed and approved.
Anti-racism, Anti-discrimination Action Advisory Committee	Louie(term expires Oct. 30, 2023), McFarlane (term expired Jan. 22, 2022) Steinbach (term expires Jun. 14, 2024) Fung, D(term to Dec. 31, 2022), O'Connor (term to Dec. 31, 2022) Walker (term to Dec. 31, 2023)	Interested Councillors (6)
Indigenous Health Advisory Circle	White (term to Mar. 31, 2024) (Co-chair)	Terms of Reference still in draft format
Governance Review	Steinbach (Chair), Fung, C. Louie Mannerfeldt	4 voting Council members – 2 public members and 2 physician members Likely only needed for 2022
Building Fund Initiatives Working Group	McFarlane (Chair) Louie Cardinal Buckley Strilchuk (ex – officio)	2 physician members of Council 2 public members of Council

ATTACHMENT 2:
CPSA Committee Member Vacancies
Options Paper

Revised: June 22, 2022

Introduction

The resignation of one public member and one regulated member from Council in May, results in vacancies on the following Committees: Governance, Finance and Audit, Building Fund Initiatives Working Group (all 3 impacted by Sherman resignation) and Legislation and Bylaw (impacted by May resignation).

Background

Applicable Excerpts from Legislation, Bylaws and Committee TORs (see Appendix A)

2022 Committee Assignments (see Appendix B)

Analysis

While CPSA Bylaw 4 permits vacancies on CPSA Council, CPSA Bylaw 17 states that new Committee members will be appointed when a member does not complete their term of appointment.

The challenges related to having Committee member vacancies for the rest of 2022 include:

- Bylaw 17 is not adhered to.
- Committee Terms of Reference are not followed.
- Committee member meeting attendance would be less flexible, as all Committee members would need to attend all remaining meetings in order to meet quorum.
- Discussions may not be as fulsome with fewer perspectives present.

On the other hand, there are also challenges with filling the vacant Committee positions, including:

- Joining a Committee mid-year can be challenging for the new Committee member, not having been there for orientation and to hear the discussions at previous meetings.
- There will likely only be 1 meeting of each of the Committees in 2022, and Governance Committee is asked to weigh the value of adding to the Committee, and perhaps changing the Committee dynamic and the experience for current Committee members, for one meeting.
- The implementation of the Governance Review and bylaw review as a result of Bill 46 implementation, will bring about other changes to Committees, and it may be more effective to make more changes at the same time rather than staggered changes.
- Possible administrative errors with changes being made mid-year.

OPTIONS

Option 1 [RECOMMENDED]: appoint Committee members to fill 2022 vacancies resulting from Council member resignations in May 2022. A table of suggested appointments follows the pros and cons of this option.

Pros:

- Should assist with ensuring Committee quorum at remaining Committee meetings.
- Should assist with bringing a fuller discussion that results from having a full Committee roster at remaining Committee meetings.
- Fulfills Bylaw and TOR requirements.
- May bring a fresh view to the Committee work and discussions.

Cons:

- Adds to the workload of current CPSA Council members, in that they will be required to take on the work of participating in an additional Committee.
- Possible administrative errors with changes being made mid-year. New Committee members may not have the time to be on the same level of understanding about Committee work as the current members.
- This will be a small mid-year change for Committees also anticipating Committee changes that come about through the Governance Review.

Table: Suggested Appointments

Committee	Council members available to be appointed (# of other committees, not including Council Appeals)	Recommendation and Rationale
Legislation and Bylaws (1 Public member vacancy)	Etokudo (2) Louie (5) McFarlane (3) White (3) New member (not yet appointed) (0)	New Public Member not yet appointed <u>Rationale:</u> <ul style="list-style-type: none">- this would be the only Committee appointment for the new member, easing them into Council participation.- would not add to current members' committee assignments. -

Building Fund Initiatives Working Group (1 physician member vacancy)	Cardinal (1) Fung, C. (2) Fung, D. (3) Mannerfeldt (3) O'Connor (2) Walker (3)	Cardinal <u>Rationale:</u> <ul style="list-style-type: none"> - fewest Committee appointments of physician members - does not hold a Committee Chair position
Finance and Audit (1 physician member vacancy)	Buckley (3) Fung, C. (2) Fung, D. (3, 2 after May 2022 Council meeting) O'Connor (2) Walker (3)	Fung, D. <u>Rationale:</u> <ul style="list-style-type: none"> - Strategic Planning Working Group has completed its work, therefore of physician members not already sitting on this Committee, has fewer Committee appointments - Has served on Finance and Audit Committee previously - does not hold a Committee Chair position
Governance (1 physician member vacancy)	Buckley (3) Cardinal (1) Fung, C. (2) Fung, D. (3) (not eligible given her role on Executive Committee) Mannerfeldt (3) – not eligible given her role on Executive Committee O'Connor (2)	Fung, C. <u>Rationale:</u> <ul style="list-style-type: none"> - fewest Committee appointments of physician members not already sitting on this Committee - It would be beneficial for the Chair of the L&B Committee to also be on the Governance Committee, as there is significant crossover with the two committees.

Option 2: Work with the Legislation and Bylaw Committee to recommend an amendment to the CPSA Bylaws to align Committee vacancies with Council vacancies.

Pros:

- Creates consistency, this would result in a similar process for vacancies for both the governing body and its Committees.
- Ensures CPSA Council is in alignment with Bylaws if there is desire to not fill committee vacancies mid-year.
- Allows greater flexibility as Council can choose to fill or not fill Committee vacancies.
- When the Bylaws were amended to reduce the size of Council, there were fewer Committees at that time and the effect on Committee membership was not considered. This option allows CPSA to make Bylaw amendments with the current knowledge of the impact of reduced Council size on Council Committees.

Cons:

- Means that an ad hoc single change will be made to the Bylaws, rather than incorporating this change and considering the impacts as part of the overall Bylaw review to be completed in 2022-2023.
- The process to amend the Bylaws requires an additional Legislation and Bylaw Committee meeting (currently not scheduled to meet until November). In this case, the Legislation and Bylaw Committee would have to meet before the September Council meeting to recommend an amendment that permits Committee vacancies to go unfilled.
- Committee member meeting attendance would be less flexible, as all Committee members would need to attend all remaining meetings in order to meet quorum.
- Discussions may not be as fulsome with fewer perspectives present.

Appendix A

Excerpts – *Health Professions Act, CPSA Bylaws* and Committee TORs

Health Professions Act

Citation: Health Professions Act, RSA 2000, c H-7, <<https://canlii.ca/t/557cw>>
retrieved on 2022-06-08

Bylaws

132(1) A council may make bylaws

- (a) respecting the governance of the college and the management and conduct of its affairs including the management and carrying out of powers and duties by council, committees, tribunals, panels and other entities;
- (b) respecting the appointment, election, establishment and removal of officers, employees, committees, tribunals, panels and other entities and their members, and their powers and duties;
- (c) establishing a council and respecting the number and selection or election of the voting and non-voting members of council, their terms of office, removal from office and the filling of vacancies;
- (d) respecting quorum, procedures at meetings and the holding of council, committees, tribunals and other entities meetings by mail, telephone conference, audiovisual or other electronic means;
- (e) establishing how or by whom expenses and remuneration payable to members of council, committees, tribunals and other entities are determined;
- (f) respecting the establishment of registers of other members and the entry of information in the registers and the removal of that information;
- (g) respecting other members, including transitional provisions respecting such members under a former Act;
- (h) establishing the date by which regulated members are to apply for renewal of practice permits and providing for reinstatement of registration and reissuance of practice permits cancelled under this Act except those cancelled under Part 4;
- (i) respecting the naming of a professional corporation and the name under which a professional corporation may provide professional services;
- (j) establishing a record of professional corporations and respecting the entry of information in the records and the removal of that information from the records;
- (k) respecting the providing of information on expired and cancelled annual permits of professional corporations;
- (l) respecting registration and annual permits of professional corporations and the information to be submitted by professional corporations;

- (m) establishing the date on which an annual permit of a professional corporation expires;
 - (m.1) respecting the use of the term “specialist” by a regulated member or a category of regulated members;
 - (n) repealed [2020 c35 s96](#);
 - (o) respecting forms and notices;
 - (o.1) subject to [section 120\(3\)](#) and [\(4\)](#), respecting the giving of documents and notices;
 - (p) respecting costs, fees, levies and assessments to be paid by regulated members and applicants with respect to registration, practice permits, professional corporations, annual permits and late payment fees under this Act or the bylaws and costs, fees, levies and assessments for any accreditation, review, appeal, thing or service provided by the college under this Act or the bylaws;
 - (q) respecting the publication and distribution of information described in [sections 60\(6\)](#) and [119\(1\)](#);
 - (r) respecting the approval of bylaws;
 - (s) repealed [2020 c35 s96](#);
 - (t) respecting the development of or adoption of a code of ethics and standards of practice;
 - (u) respecting additional information that may be published on a college’s website.
- (2) The [Regulations Act](#) does not apply to bylaws under this section.
- RSA 2000 cH-7 s132;[2001 c21 s23](#);[2003 c39 s5](#);[2006 c19 s2\(12\)](#);
[2007 c32 s1\(30\)](#);[2016 c9 s9](#);[2018 c15 s23](#);[2020 c35 s96](#)

CPSA Bylaws (April 1, 2022)

4 Vacancies on Council

1. If, at any time, there is a vacancy of a position on Council to be held by a regulated member, the Council may, in its discretion:
 - a) elect to leave the position vacant until the next scheduled election for Council members,
 - b) hold a by-election in the same manner as an annual election, all necessary modifications implied; or
 - c) invite the first runner-up from the most recent election for Council to assume the vacant position on Council, with the understanding and acceptance that this position would be considered one term as per bylaw 13.

7 Bylaws

1. A bylaw, or an amendment to a bylaw, under section 132(1) of the Act may be passed at any meeting of the Council provided:
 - a) A notice of motion has been given at a previous meeting or
 - b) A notice of motion has been sent to all members of Council at least fourteen (14) days prior to the meeting.
2. A notice of motion may be waived by a unanimous vote of the Council.
3. Despite section 21(22), a bylaw or an amendment of a bylaw requires a two-thirds (2/3) majority vote of the Council members participating and eligible to vote at a meeting of Council.
4. Whenever an amendment is made to the bylaws, any consequential editorial changes to the bylaws as required are implied.

Committees

16 Committees

1. Subject to the Act, Council may appoint standing committees to assist Council in carrying out its duties and responsibilities.
2. Council shall approve terms of reference for all standing committees.
3. All standing committees shall meet at least annually.
4. Council shall appoint a chair for each standing committee.
5. Council shall appoint members for each standing committee, and the membership list for complaint review committees and hearing tribunals, subject to the following:
 - a) an appointment shall be for a three (3) year term, except for members of the Executive who are appointed annually,
 - b) there shall be an optional further appointment of an additional three (3) year term for a total of six (6) years, for all members of standing committees other than members of the Executive,
 - c) there shall be a minimum period of one (1) year off the membership list for complaint review committees and hearing tribunals or a standing committee prior to an additional re-appointment to the list or the same standing committee,

- d) despite subsections (a) and (c), the Council may, in its sole discretion, extend the member's appointment on the membership list for complaint review committees and hearing tribunals or a standing committee for a period of time, and
 - e) a person who is not a member of the College may be appointed by Council to sit on a standing committee.
- 6. Standing committees shall include, but are not limited to:
 - a) Executive Committee,
 - b) Governance Committee,
 - c) Finance and Audit Committee,
 - d) Competence Committee, and
 - e) Appeals Committee.
- 7. Subject to sections 19 and 20 of the Act, Council or a standing committee may at its discretion appoint a sub-committee.
- 8. Subject to the Act, the Council may appoint an ad hoc committee as necessary to perform specific functions.
- 9. Where Council has delegated a power or duty to a person or committee, that person or committee may not delegate that power or duty to any other person or committee unless expressly authorized to do so.
- 10. Subsection 16(9) does not apply to delegation to the Registrar.

17 Vacancies on Committees

- 1. A vacancy on the membership list for complaint review committees and hearing tribunals or on a standing committee shall be filled at the next meeting of Council subject to the following;
 - a) should a member be unable to complete his term of appointment, a new member will be appointed to complete the unexpired term,
 - b) further appointment at the end of this term shall be in accordance with Section 16 subsection (5).

18 Removal of Committee Member

- 1. A member of a standing committee may be removed on a two thirds (2/3) majority vote of the Council members participating and eligible to vote at a meeting of Council.
- 2. Before a vote under subsection (1) may be held, the President of Council shall give the members of Council seven (7) days written notice of the date on which the vote is to be held and the member facing the vote for removal the opportunity to make submissions to Council before the vote is held.

18.1 Attendance of Council Members as Observer at Committees

- 1. Members and non-voting members of Council may, with approval of the committee chair and in accordance with the process and expectations determined by Council as well as the applicable Committee Terms of Reference, attend as observer at a committee to which they have not been appointed.
- 2. Despite section 2(1), members and non-voting members of Council may not claim expenses or per diem amounts when attending as observer at a committee to which they have not been appointed.

Committee TORs

Committee	TOR Membership Requirements
Finance and Audit	2 public members from Council, 3 physician members from Council (and 1 member of the public, not on Council)
Governance	2 public members, 2 physician members, President is ex-officio, non-voting, Past President or longest serving member of Council may be invited
Legislation & Bylaw	2 public members, 2 physician members
Building Fund Initiatives Working Group	2 physician members of Council 2 public members of Council

Appendix B
Terms – 2022 Committee Assignments

Committee	2022 Councillor Members	Membership as per TOR
Competence	Buckley (term to Dec. 31, 2022) (Chair) McFarlane (term expired Jan. 22, 2022), Strilchuk (ex-officio)	1 public member and 1 physician member
Council Appeals	All Council Members	As per HPA
Executive	Strilchuk, Mannerfeldt Fung, D.	Elected – 1 year terms only
Finance and Audit	Louie (term expires Oct. 30, 2023) (Chair) Mannerfeldt (term to Dec. 31, 2024) Sherman (resigned May 2022) Cardinal (term to Dec. 31, 2024) Etokudo (term to June 22, 2024) Strilchuk (ex-officio)	2 public members from Council, 3 physician members from Council (and 1 member of the public, not on Council)
Governance	Louie (term expires Oct. 30, 2023) (Chair), White (term to March 31, 2024), Walker (term to Dec. 31, 2023), Sherman (resigned May 2022) Strilchuk (ex-officio)	2 public members, 2 physician members, President is ex-officio, non-voting, Past President or longest serving member of Council may be invited
Legislation & Bylaw	Fung, C. (term to Dec. 31, 2022) (Chair), O'Connor(term to Dec. 31, 2022), Steinbach (term expires Jun. 14, 2024), May (resigned May 2022) Strilchuk (ex-officio)	2 public members, 2 physician members

Committee	2022 Councillor Members	Membership as per TOR
Medical Facility Accreditation	Walker (term to Dec. 31, 2023) Etokudo (term to Jun. 22, 2024), Strilchuk (ex-officio)	1 public member, 1 physician member
CPSA History Project Working Group	Buckley (term to Dec. 31, 2022), White (term to Mar. 31, 2024)	Ad-hoc – no terms of reference at this time. Consideration to be given to asking Jim Stone to join the Committee. Other appointments to be made once terms of reference developed and approved.
Anti-racism, Anti-discrimination Action Advisory Committee	Louie(term expires Oct. 30, 2023), McFarlane (term expired Jan. 22, 2022) Steinbach (term expires Jun. 14, 2024) Fung, D(term to Dec. 31, 2022), O'Connor (term to Dec. 31, 2022) Walker (term to Dec. 31, 2023)	Interested Councillors (6)
Indigenous Health Advisory Circle	White (term to Mar. 31, 2024) (Co-chair)	Terms of Reference still in draft format
Strategic Planning Working Group	Louie (Chair), Fung, D. McFarlane Buckley	(Note: this group will likely wrap up in early 2022)
Governance Review	Steinbach (Chair), Fung, C. Louie Mannerfeldt	4 voting Council members – 2 public members and 2 physician members Likely only needed for 2022
Building Fund Initiatives Working Group	McFarlane (Chair) Louie Sherman (resigned May 2022) Buckley Strilchuk (ex – officio)	2 physician members of Council 2 public members of Council