



College of
Dietitians
of Ontario

Governance Manual

Revised 2023

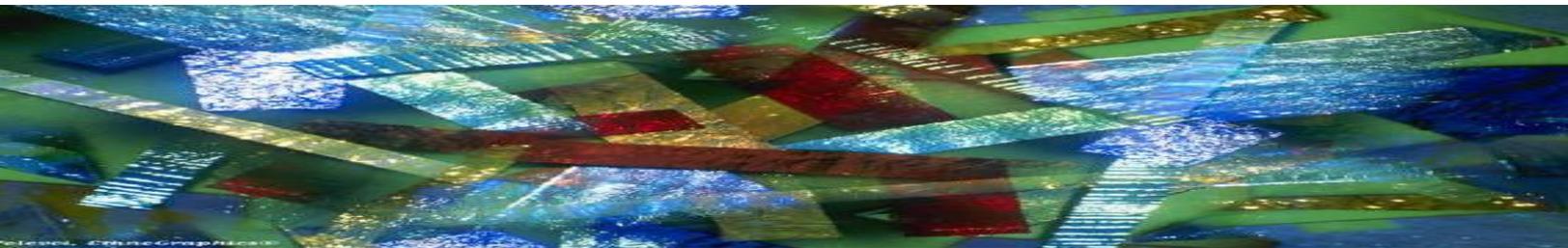


TABLE OF CONTENTS

TABLE OF CONTENTS.....	2
COLLEGE MISSION, VISION, AND VALUES.....	5
BOARD GOVERNANCE ROLE	6
ROLE OF BOARD DIRECTORS.....	8
ROLE OF NON-BOARD COMMITTEE MEMBERS	9
ROLE OF COMMITTEE CHAIR	10
ROLE OF THE CHAIR OF THE BOARD.....	11
ROLE OF VICE-CHAIR	12
ROLE OF REGISTRAR & EXECUTIVE DIRECTOR.....	13
BOARD’S RELATIONSHIP WITH THE REGISTRAR AND COLLEGE STAFF	15
HONORARIA AND EXPENSE POLICY.....	17
BOARD CODE OF CONDUCT.....	21
IN-CAMERA POLICY.....	24
COMMITTEE MANDATES	25
SELECTION CRITERIA FOR COMMITTEE APPOINTMENTS	28
EVALUATION AND EDUCATION	29
CONFIDENTIALITY & TRANSPARENCY.....	30
CONFLICT OF INTEREST	33
IMPARTIALITY IN DECISION MAKING.....	35
ANNUAL ACKNOWLEDGEMENT AND CONFIRMATION	37
ANNUAL BOARD PLANNING AND OVERSIGHT AGENDA.....	38
APPENDIX A: BOARD & COMMITTEE MEMBER EVALUATION FORMS.....	39
Annual Board Performance Evaluation	40
Annual Committee Performance Evaluation	44
Board Meeting Evaluation Form	48
APPENDIX B: ANNUAL CONFLICT OF INTEREST DECLARATION	50
APPENDIX C: BOARD RULES OF ORDER.....	53

INTRODUCTION

The Board of the College of Dietitians of Ontario is the College's board of directors and governs the College's affairs and ensures the College meets its duty to serve and protect the public interest. The policies in this manual provide guidance to Board in meeting its governance responsibilities.

Purpose

The purposes of this manual are as follows:

1. To set out expectations for Board and individual Board members that go beyond legal requirements and the requirements in the College's by-laws.
2. To establish governance practices that reflect best practices in corporate governance; and
3. To assist Board in fulfilling its governance responsibilities as effectively as possible.

Definitions

Unless stated otherwise, the words set out below have the following meanings:

"By-laws"	means By-Law No. 1 of the College
"Code"	means the Health Professions Procedural Code under the RHPA
"College"	means the College of Dietitians of Ontario
"Committee"	means a statutory or non-statutory committee of the College
"Committee member"	refers to a non-Board committee member (see below)
"Board"	means the College's Board of Directors
"Director"	means a director of the Board
"Non-Board committee member"	means a committee member who is not a Board member but is appointed by Board to a committee
"RHPA"	means the Regulated Health Professions Act, 1991

Application

Unless otherwise noted, the policies in this manual apply to the Board, Board directors and non-Board committee members.

COLLEGE MISSION, VISION, AND VALUES

The College's mission, vision and values are set out below.

Mission

The College of Dietitians of Ontario regulates dietitians for public protection.

Vision

The College of Dietitians of Ontario delivers regulatory excellence to contribute to the health of Ontarians.

Values

Integrity

Collaboration

Accountability

Transparency

Innovation

Equity, Diversity, Inclusion & Belonging

BOARD GOVERNANCE ROLE

The College's Board of Directors governs the College's affairs and ensures the College meets its duty to serve and protect the public interest.

The key responsibilities of Board are as follows:

Strategy and Mission

1. Approve the College's mission, vision and values, and its strategic plan.
2. Monitor the College's progress towards achieving its strategic goals.

Financial Oversight

3. Monitor financial performance against budget.
4. Approve financial policies and internal controls and monitor compliance with them.
5. Stewardship and allocation of financial resources.

Performance Management and Monitoring

6. Confirm that there are policies, programs, and controls in place such that the College carries out its statutory obligations appropriately and effectively.
7. Confirm that the College has processes in place for measuring and reporting on its performance.
8. Recruit, appoint and supervise the Registrar and Executive Director, including evaluating her performance.

Risk Management

9. Be knowledgeable about risks inherent in College operations and obtain assurance that there are measures in place to protect the College against risk.

Accountability to Stakeholders

10. Obtain assurance that the College communicates appropriately and effectively with stakeholders and maintains effective relationships with them.

Board Governance

11. Oversee the quality of its own governance and establish expectations, practices and policies to develop and maintain good governance.

ROLE OF BOARD DIRECTORS

Board directors are the individuals behind Board decisions. By participating fully in governance they ensure that the College operates effectively in fulfillment of its public protection mission.

The role of a Board director includes the following responsibilities:

1. Maintain working knowledge of and comply with the College's governing legislation, by-laws, and governance policies including the Board Code of Conduct.
2. Understand the College's operations and regulatory policy and issues currently facing Board.
3. Serve on at least one statutory committee, if appointed.
4. Contribute meaningfully to Board discussion and decision-making and to committee deliberations and proceedings, if appointed.
5. Attend meetings. Prepare for Board and committee meetings in advance by reading the meeting materials and understanding the topics for discussion.
6. Raise issues in a respectful manner that encourages open discussion. Support good due diligence and decision-making by voicing constructive concerns, asking for more information if necessary and exercising independent judgement.
7. Respect the views of other Board members and the decisions of the majority of the Board.
8. Participate in Board evaluations and attend performance reviews.
9. Stay current about events and issues facing the College and its stakeholders, including the dietetics profession.
10. Take on a fair share of committee work and support the committee appointment process by identifying the committees on which she wishes to serve.

ROLE OF NON-BOARD COMMITTEE MEMBERS

Non-Board committee members are appointed by the Board and assist the Board in carrying out the duties of their committee.

The role of a non-Board committee member includes the following responsibilities:

1. Understand and comply with the College's governing legislation, by-laws, and governance policies including the Board Code of Conduct.
2. Acquire and apply a working knowledge of the statutory requirements, mandate, policies and rules that apply to the committee.
3. Contribute constructively to committee deliberations and proceedings. Respect the perspective and input of other committee members.
4. Arrange schedule to facilitate attendance at committee meetings. Prepare for meetings in advance by reading materials and coming prepared to participate meaningfully in the discussion or proceeding.
5. Raise issues in a respectful manner that encourages open discussion. Support good due diligence and decision-making by voicing constructive concerns, asking for more information if necessary and exercising independent judgement.
6. Participate in required orientation and educational activities.
7. Participate in committee evaluations.

ROLE OF COMMITTEE CHAIR

Committee chairs provide leadership and direction to their committee to ensure it fulfills its statutory and Board mandate. The chair is accountable to the Board for the committee's activities and the integrity of its process.

The role of committee chair includes the following responsibilities:

1. Conduct meetings in a timely and cost-effective manner. Facilitate meetings and committee processes such that all members have an opportunity to participate and contribute meaningfully.
2. Facilitate broad, respectful, and constructive dialogue during meetings. Support independent thinking and diversity of views while encouraging alignment on decisions and outcomes.
3. Participate in committee discussions and contribute to committee deliberations and proceedings.
4. Control dominant members and manage conflict and other circumstances in which the committee is not functioning effectively. If necessary, bring matters to the attention of the Chair of the Board or the Registrar.
5. Conduct regular evaluation of committee performance and committee members. Implement improvements to improve committee effectiveness.
6. Obtain assurance that new committee members understand the role of the committee and receive appropriate orientation. Recommend opportunities or requirements for ongoing education or training for the committee.

ROLE OF THE CHAIR OF THE BOARD

The Board elects the Chair to serve as its most senior officer. The Chair facilitates the work of the Board and ensures the quality of its governance.

In addition to any duties set out in the by-laws, the Board's role includes the following responsibilities:

1. Serve as the Chair of the Executive Committee and participate on other committees as the Board directs. Chair Board and committee meetings, as necessary.
2. Participate in committee discussions and contribute to committee deliberations and proceedings.
3. Provide strategic leadership and work in collaboration with the Registrar to establish and promote the College's strategic planning process and priorities.
4. In collaboration with the Registrar, identify issues, objectives and priorities for Board deliberation.
5. Is a champion for good governance and ensures the Board fulfills its governance role effectively and strives to achieve high standards and follows best practice in governance.
6. Ensure the Board and its members have access to effective orientation and ongoing education.
7. Oversee the Board's evaluation process and provide constructive feedback to Board directors and committee chairs as required.
8. Oversee the Registrar's annual performance review and provide leadership in the hiring of the Registrar and the negotiation of the Registrar's employment contract.
9. Ensure an orderly transition of the Chair's office and functions.

ROLE OF VICE-CHAIR

The Board elects the Vice-Chair who discharges the Chair's duties if the Chair is unavailable. The Vice-Chair assists the Chair in providing leadership to the Board and College.

In addition to any duties set out in the by-laws, the Vice-Chair's role includes the following responsibilities:

1. Perform the Chair's duties if the Chair is unavailable or has a conflict of interest.
2. Serve as a member of the Executive Committee and participate in other committees as Board directs.
3. Understand the Chair's role and responsibilities and the key policy, regulatory and operational issues the College is facing.
4. Develop effective working relationships with the Registrar and other College staff members, in conjunction with the Chair.
5. Provide assistance and counsel to the Chair.
6. If necessary and at the direction of the Chair or Board, assume appropriate leadership roles and responsibilities.

ROLE OF REGISTRAR & EXECUTIVE DIRECTOR

The Registrar fulfills the statutory duties of the role and leads the implementation of the College's vision, mission and strategic goals. The Registrar is the Executive Director of the College and oversees its day-to-day operations.

In addition to any duties set out in the by-laws, the Registrar's role includes the following responsibilities:

Organizational leadership

1. Recruit, lead and develop the College's human resources and ensure policies and controls are in place to build and maintain a safe and tolerant working environment at the College.
2. Implement processes to ensure continuing quality improvement of the College's programs.
3. Foster a work culture that results in high productivity and staff morale.
4. Lead the development and implementation of programs, policies and protocols to ensure the College complies with its legislative obligations and for effective financial, regulatory and operational performance, including regular reporting to the Board about College performance.
5. Support the operation and administration of the Board and its committees.
6. Recommend the annual budget for Board approval and prudently manages the College's financial resources.
7. Ensure financial and internal controls are in place at the College in addition to processes to identify and manage key risks to the College.

Strategy and governance

8. Build and maintain capacity for strategic planning at the College and take ownership for the accomplishment of the Board's strategic goals as set out in strategic plan approved by the Board. Ensure the regular review of strategic goals, and the College's vision, mission and values.
9. Assist and support the Board in fulfilling its governance responsibilities and in achieving and managing good governance practices.
10. With the Executive Committee ensure the Board agenda and materials support effective and well-informed decisions.
11. Facilitate the transition of the Chair's office.

12. Oversee the identification of trends, issues and risk relevant for Board consideration and recommend and develop policies and activities to respond to them.
13. Participate in an annual performance review.
14. Act as the key conduit between the Board and College staff and facilitate a productive relationship between College staff members and the Chair and Board directors, as required.

Public Relations and Communications

15. Act as the College's spokesperson.
16. Develop and maintain meaningful and effective relationships with the public and external stakeholders, including the profession, government, relevant associations and regulatory peers.

BOARD'S RELATIONSHIP WITH THE REGISTRAR AND COLLEGE STAFF

A strong and effective relationship between the Board and the Registrar, and between Board directors, committee members and College staff, plays a vital role in the College fulfilling its mandate and achieving its goals.

Relationship with the Registrar

1. The Board provides direction to the Registrar, and through the Registrar to College staff and management. The Board ensures compliance with these directions. The Board delegates authority to the Registrar to establish operating policies and procedures and to make decisions to enable the College to operate effectively and achieve its strategic goals.
2. The Registrar is accountable to the Board, through the Chair. The Registrar reports regularly to the Board on matters that are relevant to the Board and the College.
3. The relationship between the Registrar, Board directors and committee members is not hierarchical. Individual Board directors do not have the authority to instruct the Registrar except with the approval of the Board. The Chair has the approval of the Board to collaborate and work together with the Registrar.
4. The Chair and the Registrar are responsible to manage Board matters that concern the relationship between Board and staff members.
5. The Board from time to time establishes a process to evaluate the performance of the Registrar.

Relationship with College Staff

1. Individual Board directors and committee members do not provide direction to or demand accountability from College staff. But staff members have a great deal of knowledge and experience and are essential for the effective running of the Board and committee business. Board directors, committee members and staff should interact collegially and in collaboration during the conduct of College business. They should respect the division of labour between Board directors as decision makers and staff as advisors and facilitators.
2. Board directors should respect the difference between their governance and policy making role and the role of staff and management and at the College. Board directors should not 'cross the line' and interfere with staff with respect to administrative or operational matters, and matters more generally that are within the purview of staff and management.

3. Staff members should remember that they carry out the policy directions of the Board and should not act inconsistently with or beyond the scope of Board policy and direction. Staff members do not establish policy for the College without the approval of the Board.
4. Board directors or committee members who have a request for staff support in connection with their duties (outside of normal committee business) should discuss this with the Chair who will follow-up with the Registrar.
5. The Chair and Registrar are responsible for managing issues of concern between a staff member and a Board director or committee member. In the context of committee matters, the Committee Chair may deal with the issue in consultation with the Registrar.

HONORARIA AND EXPENSE POLICY

Application and Scope

This Policy is intended for use by elected board directors and committee appointees. The Policy sets out the parameters for payment of per diem honoraria for conducting CDO business and addresses reimbursement for eligible expenses.

All remuneration for public appointees by the Lieutenant Governor in Council on the CDO's Board and committees is governed by the guidelines issued by the Health Board Secretariat.

Honoraria

Honoraria is paid for attendance at CDO Board or committee meetings, preparation time for CDO Board or committee meetings, and for engaging in other CDO work. Other CDO work may also include attending external conferences or other events as required and pre-approved by the CDO.

Honoraria Rates and Timelines

Per diem for meeting attendance and preparation time rates can be claimed at:

Per Diem Rate	Time	
100%	Full Day	> 6 hr 1 min hours
75%	¾ Day	4hrs 1 min <6 hours
50%	½ Day	2hrs 1 min - <4 hours
25%	¼ Day	0 - <2 hours

Attendance Honoraria

Position	Per Diem Rate	
Chair of the Board & Committee Chairs	100% per diem	\$ 400
	75% per diem	\$ 300
	50% per diem	\$ 200
	25% per diem	\$ 100
Vice-Chair of the Board	100% per diem	\$ 350
	75% per diem	\$ 262.50
	50% per diem	\$ 175
	25% per diem	\$87.50
Board Directors & Committee Appointees	100% per diem	\$ 300
	75% per diem	\$ 225
	50% per diem	\$ 150
	25% per diem	\$ 75

Reimbursement will be based on whichever is the longer of the scheduled meeting time or actual meeting time.

For meetings where the Chair determines that the Committee shall make an additional electronic motion pending additional information, the time spent reviewing, responding, and making the motion electronically will be added to the preparation time. If time is spent over multiple days, the time should be totaled and invoiced as one entry per meeting.

The supplemented rate for the Committee Chair can only be claimed when the individual is assuming the role of Chair at the committee meeting. It cannot be claimed when the individual is attending a meeting as a member of another committee or attending a Board meeting.

The supplemented rate for the Chair and Vice-Chair roles is in recognition for the extra responsibilities inherent in these roles including preparing the agenda, chairing the meeting, taking minutes for in-camera sessions, and writing reports for the Board. The Chair and Vice-Chair are only reimbursed at the supplemental rates while at Board and Executive Committee meetings, and external meetings if representing the CDO in that capacity.

Preparation Time

Preparation time is calculated as the total time in minutes spent to review materials for a meeting and undertake actions as assigned by the committee. With the exception of meetings of the Inquiries, Complaints and Reports Committee (ICRC), preparation time must not exceed scheduled or actual meeting time (whichever is greater) without the approval of the Committee Chair and/or Registrar & Executive Director. *Example 1:* The maximum allowable preparation time for a 2-hour (1/4 day) Registration Committee meeting is 2 hours (1/4 day). Individuals can claim 25% of the per diem/\$75. *Example 2:* The maximum allowable preparation time for a 7-hour (full day) board meeting is 7 hours (full day). Individuals can claim 100% per diem/\$300. *Example 3:* The maximum allowable preparation time for a 2-hour (1/4 day) ICRC meeting is >6 hours (full day). Individuals can claim 100% per diem/\$300.

Preparation time can only be claimed for meetings individuals attend as a board or committee member. Observers are not eligible for preparation time.

If preparation time for a meeting is completed over multiple days, the time should be totaled and invoiced as one entry on one day.

Preparation Time Honoraria

Remuneration for preparation time for board or committee meetings will be calculated at the Director and Committee Appointee rate in the schedule above.

Additional Board Chair Rate

Recognizing the additional workload that is attached to the role, the Chair of the Board may invoice the College for preparation time at the director rate for meetings, emails, and phone calls with the Registrar and/or staff, as well as with Board and committee members. If time is spent over multiple days, the time should be totaled and invoiced as one entry per month.

Cancellation of Scheduled Hearings and Meetings

A per diem can be claimed by impacted individuals when meetings or hearings are cancelled or rescheduled with less than 48 hours notice. Cancellation payments will be made at a rate of 50% of the per diem of the scheduled meeting time.

Expenses

The CDO will reimburse for authorized, necessary and reasonable expenses actually incurred in the course of carrying out CDO business. Reimbursement is based on the amount actually spent up to any maximum allowed for a specific type of expense included in this policy.

Individuals are expected to be fiscally responsible, ensuring CDO funds are used prudently and responsibility with a focus on accountability and transparency.

Travel and Accommodation

While most CDO meetings are conducted virtually, occasionally meetings and other CDO work require in person attendance.

Individuals are expected to make their own travel arrangements and hotel accommodations.

Individuals are required to select the most efficient, effective and/or economical mode of transportation when conducting CDO business. When rail or air travel is required, individuals are encouraged to make their travel arrangements early to take advantage of discounts or other promotions. Economy class is the standard option for travel. Generally, business class travel is not acceptable, however when a business class ticket is more economical than the economy fare, a copy of the economy fare to substantiate the claim should be provided.

Where a personal vehicle is used, reimbursement will be provided at the following mileage rates:

- \$0.57 / km < 250km
- \$0.58 / km >250km

Reimbursement is provided for necessary and reasonable expenditures on parking, as well as for tolls, bridges, ferries and highways, when driving on CDO business. Parking expenses will be reimbursed at the most economical rate (valet parking is not generally permitted).

Individuals who are required to travel out of town and overnight to participate in CDO work may be accommodated in a hotel; however, this is not generally provided to individuals who reside within 40km of the meeting without prior approval from the Registrar or Chair of the Board. Individuals should stay at a hotel with where the CDO has negotiated a preferred rate unless a better rate is available elsewhere.

A travel honoraria of \$90 is available to individuals travelling more than 250 km (one honoraria per trip).

Meals

Individuals may be reimbursed for personal meal expenses incurred while engaging in CDO work, provided that meals are not already included as part of the meeting, workshop, or other event. Reimbursement will not be provided for meals consumed at home or included in the cost of transportation, accommodation,

seminars, or conferences. Reimbursement for meals is an expense and not an additional allowance or stipend.

Alcohol cannot be claimed and will not be reimbursed as part of a travel or meal expense.

Meal allowances (including applicable taxes and gratuities)

Meal	Allowance
Breakfast	\$20
Lunch	\$25
Dinner	\$50

Submitting Claims

Claims for honoraria and expenses are made using the online claims management service.

Claimants must:

- Submit claims promptly after the expense is incurred
- Submit claims for the fiscal year by March 31st
- Submit claims before leaving the position with the CDO

Reimbursement will only be provided for eligible expenses incurred after submitting complete expense forms and receipts. Itemized receipts are required to support expenses. A written explanation must accompany any expenses not supported by a receipt, indicating why the receipt is unavailable along with a description itemizing and confirming the expense(s).

Authorization from the Board Chair and/or Registrar & Executive Director is required prior to incurring any expenses outside of regular Board and Committee work and for claims exceeding maximums allowed under the guidelines.

BOARD CODE OF CONDUCT

Purpose and Application

The Board is dedicated to achieving the highest standards of public trust and integrity in its governance of the College. This commitment applies to the Board as a whole and to individual Board directors and committee members. The purpose of the Code of Conduct is to maintain this standard. The Code is a College governance policy that applies to all Board directors and to all non-Board committee members. (For ease of reference the term “Board member” will include non-Board committee members, with any necessary modification to fit the context.). The Code of Conduct will be reviewed every three years.

Fiduciary Duties

All Board directors stand in a fiduciary relationship to the College. This means that Board directors must act honestly, in good faith, and in the best interests of the College consistent with its mandate to protect the public. Board directors who consider themselves as being elected or appointed by a particular interest group, must act in the best interests of the College, even if this conflicts with the interests of that group. Board directors are subject to strict standards of honesty, integrity and loyalty. They must not place their own personal interest above the best interests of the College. Board directors also have duties relating to confidentiality and conflict of interest.

Acting in the Public Interest

When making decisions on behalf of the College, Board directors must act in the public interest. This means that the objectives and outcomes of the decision-making process are in the public interest, and that the process and procedures followed to make the decision are in the public interest. A process that reflects the public interest involves among other things, complying with applicable law, acting fairly and impartially, making decisions on best-evidence and ensuring proper accountability and transparency. Board directors are expected comply with all expectations set out in the governance manual regarding impartiality in decision-making.

The public interest and public protection must always be in the forefront of Board and committee decision making. It is possible that in advancing the public interest, a Board director may seek to advance the interests of the profession. But the public interest and public protection will not always align with the interests of the profession. If this occurs a Board director must favour the public interest.

Equity, Diversity, Inclusion and Belonging

The College is committed to Equity, Diversity, Inclusion and Belonging (EDI-B) as a critical component of public protection and safety. The Board supports and fosters an environment that is culturally safe and that promotes belonging at the College, within the profession, and for the public. Accordingly, Board directors are expected to engage in EDI-B training and reflection with an open-mind and approach all College work and decision making with an EDI-B lens.

Respectful Conduct

Board directors are expected to recognize and respect the value of diversity and the contributions of all other members. Board discussions and debate will take place in an atmosphere of mutual respect and civility, avoiding discrimination and bias. A Board director's behaviour must be consistent with this principle. Board directors are expected to contribute to discussions, remain open to differing viewpoints, and work towards consensus. In support of this principle a Board director must refrain from any conduct or communication that would reasonably be viewed as verbal, physical or sexual abuse or harassment. They must also maintain appropriate decorum during all Board and committee meetings and follow the rules of order (appendix c) when deemed appropriate.

Board Solidarity

The Board speaks with one voice. Board directors acknowledge that Board decisions must be supported by all Board directors. A Board director who has abstained or voted against a motion or decision must still adhere to and support the decision of the majority regardless of the degree of their disagreement with the decision.

Conflict of Interest

As fiduciaries, Board directors must avoid situations where their personal or financial interests conflict with their duties to the College. They must avoid situations where the duties they owe to the College may conflict with duties that they owe to other organizations or individuals. Board directors must take steps to avoid these types of conflict and comply with College by-laws and policies relating to conflict of interest.

Confidentiality

Board directors must respect the confidentiality of the information they obtain through exercising their duties on behalf of the College. They must comply with College by-laws and policies relating to confidentiality. They must also comply with the confidentiality obligations in legislation governing the College.

College Spokesperson and Media Contact

A Board director must not speak on behalf of the College unless they have Board authorization, or authorization from the Chair and Registrar. If a Board director has this authorization, they must represent the Board in a way consistent with the Board's direction and with its policies and accepted positions. Board directors must refer media requests or questions to the Registrar. Board directors must comply with Board and College processes and policies relating to communications and College representation.

Social Media Use

Board directors who use social media must ensure that they engage in social media in a way that is consistent with the Code of Conduct and their fiduciary role with the College. Board directors are not required to follow or engage with the College's social media accounts. Board members may "like" or "share" College social media, however, should generally refrain from commenting or otherwise responding to posts, which could create the appearance of speaking on behalf of the College or the Board.

Board directors must refrain from including or referencing Board or Committee titles or positions held at the College in any personal or business promotional materials, advertisements and business cards used for economic gain (although referencing one's titles or positions held at the College in one's curriculum vitae or resume, including virtual CVs such as LinkedIn, is acceptable so long as the CV is not overtly used in a promotional manner).

Commitment

All Board directors must devote the time and effort necessary to regularly attend meetings and engage in constructive discussion. This involves preparing appropriately for meetings and proceedings and participating meaningfully in them. Board directors must participate to the best of their ability in performance evaluations, orientation and ongoing education relating to their role.

Compliance with Board and College By-laws and Policies

All Board directors must comply with the College's by-laws, policies and processes. All Board directors must also comply with the provisions that apply to them in the Regulated Health Professions Act (RHPA) and the Dietetics Act (and the regulations under these acts) and other statutory requirements that apply to them in the exercise of their role. All Board directors must sign an acknowledgement (see the Annual Acknowledgement & Commitment) that they have reviewed the Board's governance policies and other materials and understand their obligations to the College.

External Advice and Counsel

A Board director must have Board approval to retain external advice or counsel with respect to College or Board business. A Board director who wants to retain external opinions or advice should make a request to the Chair.

IN-CAMERA POLICY

Purpose

In accordance with subsection 7(1) of the Health Professions Procedural Code (“Code”) all meetings of the Board of Directors shall be open to public. However, if discussions include subject matters as set out in subsection 7(2) of the Code¹, the Board of Directors may decide to exclude the public from the meeting by going in camera. The Board of Directors is mindful that they should only go in camera when it is necessary.

Policy

In-camera sessions will include the Registrar unless the meeting is to discuss the Registrar’s performance review or other issues related to the Registrar. The Board may also decide to include explicitly invited guests to the in camera session, such as legal counsel, senior staff or other advisors, where a motion is carried permitting attendance. Members of the public (which includes the media) are not permitted to be present.

The Chair is responsible for ensuring that in-camera sessions remain focused on the designated items and do not digress into areas that ought to be discussed during the open Board meeting. The Chair has the authority to determine the appropriateness and relevance of the issues raised in-camera.

If an in-camera session is planned during a Board meeting, the legislative grounds for doing so will be noted in the meeting agenda and minutes. To the extent possible, the in-camera agenda will be made available to the Board in advance. Information and documentation related to the in-camera session, including in-camera minutes, will not be posted with the public Board materials.

¹ Despite subsection (1), the Council may exclude the public from any meeting or part of a meeting if it is satisfied that,

- (a) matters involving public security may be disclosed;
- (b) financial or personal or other matters may be disclosed of such a nature that the harm created by the disclosure would outweigh the desirability of adhering to the principle that meetings be open to the public;
- (c) a person involved in a criminal proceeding or civil suit or proceeding may be prejudiced;
- (d) personnel matters or property acquisitions will be discussed;
- (e) instructions will be given to or opinions received from the solicitors for the College; or
- (f) the Council will deliberate whether to exclude the public from a meeting or whether to make an order under subsection (3).

COMMITTEE MANDATES

Committees conduct much of the work of the College. There are two types of ongoing committees: statutory and non-statutory. The Board may also establish ad hoc committees or working groups from time to time.

Statutory committees are set out in the RHPA and are as follows:

1. Executive Committee
2. Discipline Committee
3. Fitness to Practise Committee
4. Inquiries, Complaints and Reports Committee
5. Patient Relations Committee
6. Quality Assurance Committee
7. Registration Committee

The Board establishes non-statutory committee through by-law. There are currently four committees:

1. Elections Committee
2. Registrar Performance and Compensation Review Committee
3. Audit Committee
4. Governance Committee

The College by-laws set out the composition for both statutory and non-statutory committees. The RHPA sets out responsibilities, powers and requirements for statutory committees. The College's by-law sets out the responsibilities of non-statutory committees.

For ease of Board director and committee member reference, a brief summary of the mandate of each committee is set out below.

Statutory Committees

Executive Committee

The Executive Committee provides leadership to the Board and facilitates the effective functioning of the Board and its committees. It reviews significant policy, financial and operational matters. The Committee coordinates activities, and between Board meetings it has all the powers of the Board regarding any matter requiring immediate attention, other than the power to make, amend or revoke regulations or by-laws.

Discipline Committee

The Discipline Committee considers allegations of professional misconduct or incompetence of members referred to it by the Inquiries, Complaints and Reports Committee.

Fitness to Practise Committee

The Fitness to Practise Committee provides a fair hearing of matters regarding the incapacity of members to practise safely. It determines whether a member is suffering from a physical or mental condition or disorder that is affecting or may affect her or his practice, and if so, what action is necessary to protect the public.

Inquiries, Complaints and Reports Committee (ICRC)

The ICRC handles matters related to public complaints or information the College receives through reports. The ICRC oversees investigations into members' care, conduct and capacity. The ICRC takes action in response to investigation findings. These include referrals to the Discipline, Quality Assurance, or Fitness to Practise Committee, and requiring a member to complete a specified education or remediation program (SCERP) or attend before it to receive a caution.

Patient Relations Committee

The Patient Relations Committee advises the Board with respect to public education and coordinates requests for funding for therapy and counselling should any patient suffer sexual abuse by a member of the College.

Quality Assurance Committee

The Quality Committee is responsible for ensuring that members comply with all aspects of the College's Quality Assurance Program. The Committee oversees member assessments and develops professional standards and other resources to ensure competent and safe dietetic practice.

Registration Committee

The Registration Committee assesses an applicant's qualifications to practise dietetics in Ontario. The Committee implements objective, fair and transparent registration practices to ensure that only qualified individuals are registered to practice in Ontario.

Non-Statutory Committees

Registrar & Executive Director Performance and Compensation Review Committee

The Registrar & Executive Director Performance and Compensation Review Committee conducts the annual performance review of the Registrar & ED.

Elections Committee

The Elections Committee deals with any disputes relating to the election of elected Board directors or to the distribution by the College of election material prepared by a candidate for election. It is also responsible for studying and making recommendations to the Board on improving the election process.

Audit Committee

The Audit Committee reviews the draft audit report and oversees the implementation of audit recommendations.

Governance Committee

The Governance Committee supports the effective governance of the College. The Governance Committee evaluates, recommends, and implements initiatives that promote governance excellence and align with the College's mandate and strategic plan. This committee will also support the College's strategic decision making related to Equity, Diversity and Inclusion (EDI) in alignment with the strategic plan.

SELECTION CRITERIA FOR COMMITTEE APPOINTMENTS

The Board appoints individuals to committees in accordance with Article 8 of the by-laws.

The Executive Committee will refer to the following criteria in recommending individuals to serve on committees.

1. The individual's eligibility under the by-laws to serve on a committee
2. The individual's degree of availability
3. The knowledge, skills and experience of the individual
4. The interest and commitment of the individual with respect to committee involvement
5. The previous performance of the individual on Board committees
6. The fit of the individual's competencies with the competencies of other committee members
7. Recommendation from committee chairs
8. Avoiding conflict of interest or appearance of bias

EVALUATION AND EDUCATION

The Board will regularly evaluate its governance performance. Evaluation increases the Board's understanding of its own governance and deepens its commitment to good governance and adhering to its governance values and policies. The Board will support good governance through ongoing education and orientation of its new members. A third-party consultant will evaluate the Board's governance every three years.

The Board will regularly monitor and discuss its performance through the following methods:

1. Evaluation of Board meetings

The Board will conduct regular evaluations with respect to the effectiveness of its meetings and meeting processes and keep a record of the results of the regular evaluations.

2. Annual evaluation of Board and committee performance

Board directors and committee members will complete an anonymous annual performance evaluation through email. The Board and committees will receive the results for review and discussion.

3. Board orientation and education

The Board will support good governance through the following: (a) orientation on governance for new Board directors and committee members; (b) training in governance for the full Board and committee members at least annually; and (c) offering opportunities for Board directors to attend external events on governance, if feasible. The Board will use evaluation results to assess the need for education and determine the content of orientation and educational programs and activities.

The Board will use evaluation results to inform the review and revision of its governance policies.

The Board will use the evaluation forms that are set out in Appendix A to this manual, or other forms that it approves from time to time.

CONFIDENTIALITY & TRANSPARENCY

Board directors and committee members are subject to and must comply with the confidentiality provisions set out in section 36 of the RHPA and if applicable section 83 of the Code.

Sections 36 and 83 are attached to this policy.

Also, as part of their fiduciary duties Board directors and committee members owe the College a duty of confidence. Board directors and committee members must treat as confidential and not disclose without Board approval all matters before Board and all information the Board director otherwise receives during the exercise of their duties. This duty of confidentiality does not apply to matters under discussion during the portion of a Board meeting open to the public.

The subject matter of Board sessions closed to the public are confidential until disclosed in an open session of the Board.

Committee matters are confidential until disclosed in an open session of the Board or otherwise made public by the College.

Transparency

In keeping with the College's value of transparency and with the requirements of the RHPA, the College will make the following governance material available to the public on its website:

1. Board agendas and meeting materials relating to the portion of Board meetings open to the public,
2. Minutes from the portion of Board meetings open to the public, and
3. The College's by-laws and governance policies.

Section 36 of the RHPA

Confidentiality

36 (1) Every person employed, retained or appointed for the purposes of the administration of this Act, a health profession Act or the *Drug and Pharmacies Regulation Act* and every member of a Board or committee of a College shall keep confidential all information that comes to his or her knowledge in the course of his or her duties and shall not communicate any information to any other person except,

- (a) to the extent that the information is available to the public under this Act, a health profession Act or the *Drug and Pharmacies Regulation Act*;
- (b) in connection with the administration of this Act, a health profession Act or the *Drug and Pharmacies Regulation Act*, including, without limiting the generality of this, in connection with anything relating to the registration of members, complaints about members, allegations of members' incapacity, incompetence or acts of professional misconduct or the governing of the profession;
- (c) to a body that governs a profession inside or outside of Ontario;
- (d) as may be required for the administration of the *Drug Interchangeability and Dispensing Fee Act*, the *Healing Arts Radiation Protection Act*, the *Health Insurance Act*, the *Health Protection and Promotion Act*, the *Independent Health Facilities Act*, the *Laboratory and Specimen Collection Centre Licensing Act*, the *Long-Term Care Homes Act, 2007*, the *Retirement Homes Act, 2010*, the *Ontario Drug Benefit Act*, the *Coroners Act*, the *Controlled Drugs and Substances Act (Canada)* and the *Food and Drugs Act (Canada)*;
- (d.1) for a prescribed purpose, to a public hospital that employs or provides privileges to a member of a College, where the College is investigating a complaint about that member or where the information was obtained by an investigator appointed pursuant to subsection 75 (1) or (2) of the Code, subject to the limitations, if any, provided for in regulations made under section 43;
- (d.2) for a prescribed purpose, to a person other than a public hospital who belongs to a class provided for in regulations made under section 43, where a College is investigating a complaint about a member of the College or where the information was obtained by an investigator appointed pursuant to subsection 75 (1) or (2) of the Code, subject to the limitations, if any, provided for in the regulations;
- (e) to a police officer to aid an investigation undertaken with a view to a law enforcement proceeding or from which a law enforcement proceeding is likely to result;
- (f) to the counsel of the person who is required to keep the information confidential under this section;
- (g) to confirm whether the College is investigating a member, if there is a compelling public interest in the disclosure of that information;
- (h) where disclosure of the information is required by an Act of the Legislature or an Act of Parliament;
- (i) if there are reasonable grounds to believe that the disclosure is necessary for the purpose of eliminating or reducing a significant risk of serious bodily harm to a person or group of persons;
- (j) with the written consent of the person to whom the information relates; or
- (k) to the Minister in order to allow the Minister to determine,
 - (i) whether the College is fulfilling its duties and carrying out its objects under this Act, a health profession Act, the *Drug and Pharmacies Regulation Act* or the *Drug Interchangeability and Dispensing Fee Act*, or
 - (ii) whether the Minister should exercise any power of the Minister under this Act, or any Act mentioned in subclause (i).

Section 83 of the RHPA

Confidentiality of information

83 (1) Except as provided in section 80.2 and in this section, the Quality Assurance Committee and any assessor appointed by it shall not disclose, to any other committee, information that,

(a) was given by the member; or

(b) relates to the member and was obtained under section 82.

CONFLICT OF INTEREST

Purpose and Application

This policy defines conflict of interest and provides guidance to Board directors and committee members with respect to their duties relating to conflicts of interest. The policy applies to all members of the Board and to all non-Board committee members. (In this policy the term “Board director” also refers to non-Board committee members, who are subject to the same requirements with respect to conflict of interest.)

Policy

Board directors must avoid or resolve all potential conflicts of interest that may arise during their performance of College duties. Board directors must make best efforts to avoid situations that the public or College members might perceive as a conflict of interest, even if there is no actual conflict of interest.

The By-laws contain provisions with respect to conflict of interest and Board directors must comply with them. Board directors should also adhere to this policy and consider it in the context of complying with the by-laws.

Board directors and committee members are required to complete an annual declaration of conflict of interest and submit it to the College by June 30th of each year.

As part of the annual declaration of conflict of interest and at any other time during the year, public Board directors are required to declare any offences, charges, or bail conditions. Elected Board directors and committee appointees are required to report any offences, charges, bail conditions, or findings of professional misconduct that have been made against them as part of their annual renewal with the College.

Description of Conflict of Interest

Article 16 of the By-laws defines conflict of interest as follows:

A conflict of interest exists if a reasonable person would conclude that a Board director or committee member’s personal, professional or financial interest or relationship may affect his or her judgement, impartiality or the discharge of his or her duties to the College. A conflict of interest may be real or perceived, actual or potential, or direct or indirect.

The circumstances in which a conflict of interest might arise cannot be exhaustively set out, but generally a conflict will arise in the following types of situation:

1. Board director self-interest – a Board director transacts with the College directly or indirectly, or when a Board director has a material direct or indirect interest in a transaction or contract with the College.
2. Interest of a relative or association – a Board director’s immediate family, or professional associate or business partner, enters a business arrangement with the College.
3. Gifts – a Board director, or any other person the member chooses, accepts a gift or benefit of more than nominal or token value from a party with whom the College might enter into a business arrangement, for the purpose of influencing an act or decision of the College.
4. Competing interests – a Board director owes obligations to another organization that are competing or inconsistent with those of the College and its duty to act in the public interest.

Resolution Process for Conflicts of Interest

Board directors must comply with the process set out in Article 16 of the By-laws for identifying and addressing conflict of interest. Acting in a conflict of interest is a breach of the By-laws and this policy.

IMPARTIALITY IN DECISION MAKING

The purpose of this policy is to assist Board directors and committee members to identify and avoid situations where a lack of impartiality might arise during a hearing or more generally with respect to decisions affecting an individual dietitian outside the context of a hearing. (The word “director” in this policy will include and refer to both Board directors and committee members.)

Avoiding Appearance of Bias in Adjudicative Decisions

A director should not adjudicate in a hearing if circumstances may give rise to a reasonable apprehension of bias on the part of the director. A reasonable appearance of bias exists if a reasonable and well-informed observer who is familiar with College process and who has the relevant facts would conclude that the director would not decide the matter fairly or impartially.

It is impossible to list all the circumstances in which a reasonable apprehension of bias will arise. Directors should be aware of the potential for bias and seek advice even if a small likelihood of bias exists. By way of example, the following circumstances will likely result in an apprehension of bias:

1. An association or relationship or activity involving that suggests the director would not decide the matter impartially, for example the panel member is a former partner or friend of the subject dietitian or the member wrote a letter of reference for the subject dietitian.
2. The director and the subject dietitian have patients or clients in common and the patient or client discussed the matter with the dietitian.
3. The director’s past conduct or statements on relevant issues suggest that the member is prejudging the matter.
4. Conduct during a hearing, for example overly aggressive questioning of one party, refusing to hear evidence from one party, constant interruption of one party, and laughing or making exasperated noises during testimony.

Before a hearing, the College will provide panel members with basic information about the identity of the parties and their counsel. If at any time a panel member becomes aware of situation that might create a reasonable apprehension of bias in an adjudicative matter, they should immediately advise the panel chair or the Registrar. If a panel member becomes aware of the potential for bias during a hearing, she or he should advise the panel chair or independent legal counsel at the earliest possible opportunity. The panel member should not disclose the potential for bias while a hearing is in session. Instead, they should ask for a recess and discuss the matter with the panel chair or legal counsel.

Maintaining Impartiality

Most committee decision-making at the College is not adjudicative and not made during or after a hearing. However, similar considerations apply to these types of decisions as apply in an adjudicative context. In addition to avoiding conflicts of interest (see Conflict of Interest policy), directors should be aware of circumstances that might create a perception that they could not decide a matter in a fair and impartial way. Generally, a director should appear to have an open mind in making a decision and be aware of the potential that a strongly held view or consideration of irrelevant factors (such as age or gender) might create an impression that the member has a “closed mind”. Committee members should appear ‘amendable to persuasion’ in making a decision concerning a dietitian or individual outside of an adjudicative context.

ANNUAL ACKNOWLEDGEMENT AND CONFIRMATION

Board directors and committee members have a duty to understand and abide by their obligations to the College, as outlined in the Board's Code of Conduct policy. To achieve this, Board directors and committee members are expected to review the Board's governance policies and other materials.

I acknowledge and confirm that as a director of the Board or as a member of a Board committee:

1. I have read and am familiar with the College's by-laws and governance policies.
2. I stand in a fiduciary relationship with the College.
3. I am bound by and must comply with the by-laws and policies that apply to the Board, including the College's Code of Conduct and other established governance policies, by-laws relating to conflict of interest, the confidentiality policy, and the applicable role statements.
4. I must act in the public interest when making decisions on behalf of the College.
5. I am aware of my confidentiality obligations under section 36 of the RHPA and understand that it is an offence to breach section 36, with a fine upon conviction of up to \$25,000 for the first offence.

Signature

Name

Date

ANNUAL BOARD PLANNING AND OVERSIGHT AGENDA

JUNE BOARD WORK PLAN
<ul style="list-style-type: none">• Minutes, March• Executive Committee Report• Review of Council Meeting and Annual Evaluations• Review of Council Annual Workplan and Training Calendar• Management Report• Risk Monitoring Report (Q1)• Approval of Committee Appointments and Committee Slate• Executive Committee Election• Audit of Register• Presentation of Audit and Approval of Auditor
SEPTEMBER COUNCIL WORK PLAN
<ul style="list-style-type: none">• Minutes, June• Executive Committee Report• Review of Council Meeting Evaluations• Management Report• Risk Monitoring Report (Q2)• Strategic Plan Update• Registrar Coverage Plan
DECEMBER COUNCIL WORK PLAN
<ul style="list-style-type: none">• Minutes, September• Executive Committee Report• Review of Council Meeting Evaluations• Management Report• Risk Monitoring Report (Q3)
MARCH COUNCIL WORK PLAN
<ul style="list-style-type: none">• Minutes, December• Executive Committee Report• Review of Council Meeting Evaluations• Management Report• Budget and Strategic Workplan• Risk Monitoring Report (Q4)

APPENDIX A: BOARD & COMMITTEE MEMBER EVALUATION FORMS

Annual Board Performance Evaluation

1. This is my first year on the Board (If yes, answer Question 2 and 3, if no, proceed to question 4)
 - a. Yes
 - b. No

2. After the orientation process, I felt prepared to exercise my role on the Board.
 - a. Strongly agree
 - b. Agree
 - c. Disagree
 - d. Strongly disagree
 - e.

3. What I found most useful to help me understand my role on the Board was: [comment box]

4. At Board meetings, the strategic oversight and public protection mandate of the Board were clearly articulated in:
Structure of the meeting agenda
 - a. All of the time
 - b. Most of the time
 - c. Some of the time
 - d. None of the time
 - e. NA
Board discussion
 - a. All of the time
 - b. Most of the time
 - c. Some of the time
 - d. None of the time
 - e. NA
Board decision making
 - a. All of the time
 - b. Most of the time
 - c. Some of the time
 - d. None of the time
 - e. NA

5. The Board has the information needed to oversee how the College is meeting its goals and objectives.
 - a. All of the time
 - b. Most of the time
 - c. Some of the time

- d. None of the time
 - e. NA
6. The Board has the right information needed to monitor the finances of the College.
- a. Strongly agree
 - b. Agree
 - c. Disagree
 - d. Strongly disagree
7. Questions and discussions at Board meetings added value beyond the information provided in writing to support effective decision making.
- a. All of the time
 - b. Most of the time
 - c. Some of the time
 - d. None of the time
 - e. NA
8. Board discussion focused on policy and outcomes rather than management and administrative processes.
- a. All of the time
 - b. Most of the time
 - c. Some of the time
 - d. None of the time
 - e. NA
9. From my perspective, decisions were based on evidence and information rather than opinion.
- a. All of the time
 - b. Most of the time
 - c. Some of the time
 - d. None of the time
 - e. NA
10. Reports and documents were sufficient to support informed discussions and effective decision-making.
- a. All of the time
 - b. Most of the time
 - c. Some of the time
 - d. None of the time
 - e. NA
11. Discussions and decision-making favoured the public interest.
- a. All of the time

- b. Most of the time
- c. Some of the time
- d. None of the time
- e. NA

12. I am encouraged to express my views fully in all matters discussed at the Board.

- a. All of the time
- b. Most of the time
- c. Some of the time
- d. None of the time
- e. NA

13. There is an atmosphere of respect and trust among Board members, staff and the Registrar & ED.

- a. All of the time
- b. Most of the time
- c. Some of the time
- d. None of the time
- e. NA

14. I trust the information I received at and for the Board meetings.

- a. All of the time
- b. Most of the time
- c. Some of the time
- d. None of the time
- e. NA

15. Board meetings are chaired effectively to build consensus among Board directors and manage conflict constructively.

- a. All of the time
- b. Most of the time
- c. Some of the time
- d. None of the time
- e. NA

16. Both the decision-making role of the Board and the decision-support role of the Registrar & ED are respected

- a. All of the time
- b. Most of the time
- c. Some of the time
- d. None of the time
- e. NA

17. Overall, I felt that the quality and effectiveness of Board governance was:

- a. Excellent
- b. Very good
- c. Good
- d. Poor

18. I look forward to Board meetings.

- a. Strongly agree
- b. Agree
- c. Disagree
- d. Strongly disagree

19. I felt that my role as a Board director was valuable.

- a. Strongly agree
- b. Agree
- c. Disagree
- d. Strongly disagree

20. What would have made Board work more valuable to you? [Comment box]

Annual Committee Performance Evaluation

1. This was the first year I worked on this committee. If yes to 1, answer questions 2 and 3, if no, proceed to question #4.
 - a. Yes
 - b. No

2. After the orientation, I understood the role of the committee with regard to the public protection mandate of the College.
 - a. Strongly agree
 - b. Agree
 - c. Disagree
 - d. Strongly disagree

3. The orientation to this committee clearly explained my role and what would be expected of me as a committee member.
 - a. Strongly agree
 - b. Agree
 - c. Disagree
 - d. Strongly disagree

4. I clearly understood the purpose of the committee work and how the work was linked to the College's goals, objectives and legal obligations.
 - a. Strongly agree
 - b. Agree
 - c. Disagree
 - d. Strongly disagree

5. The Committee's significant policy decisions and activities, as appropriate, were reported to the Board, either through the Management Report or staff presentations.
 - a. Yes
 - b. No
 - c. I don't know

6. The meeting agenda was clear about the purpose of the committee meetings.
 - a. All of the time
 - b. Most of the time
 - c. Some of the time
 - d. None of the time
 - e. NA

7. Decision issues were clearly identified on the agenda.
 - a. All of the time
 - b. Most of the time
 - c. Some of the time
 - d. None of the time
 - e. NA

8. The length of time scheduled for meetings was appropriate to the amount of work that had to be done.
 - a. All of the time
 - b. Most of the time
 - c. Some of the time
 - d. None of the time
 - e. NA

9. The documentation available at meetings was sufficient to support effective discussions and decision-making.
 - a. All of the time
 - b. Most of the time
 - c. Some of the time
 - d. None of the time
 - e. NA

10. The Chair and Committee members were prepared for meetings by having read the required material before meetings.
 - a. All of the time
 - b. Most of the time
 - c. Some of the time
 - d. None of the time
 - e. NA

11. Committee members worked at achieving consensus in their decision-making.
 - a. All of the time
 - b. Most of the time
 - c. Some of the time
 - d. None of the time
 - e. NA

12. From my perspective, decisions made by the committee were based on information rather than opinion.
- All of the time
 - Most of the time
 - Some of the time
 - None of the time
 - NA
13. Decisions made by the committee favoured the interest of the public.
- All of the time
 - Most of the time
 - Some of the time
 - None of the time
 - NA
14. The follow-up actions were clearly identified and assigned to committee members or staff.
- All of the time
 - Most of the time
 - Some of the time
 - None of the time
 - NA
15. I am satisfied with the support received from staff to accomplish committee work.
- Strongly agree
 - Agree
 - Disagree
 - Strongly disagree
16. I was given sufficient time to be prepared to contribute to meeting discussions and decision making.
- All of the time
 - Most of the time
 - Some of the time
 - None of the time
 - NA
17. I was respectfully encouraged to participate in discussions and to state my opinions.
- All of the time
 - Most of the time
 - Some of the time
 - None of the time
 - NA

18. I felt that my contributions were respected.

- a. All of the time
- b. Most of the time
- c. Some of the time
- d. None of the time
- e. NA

19. I listened to and considered the input of others.

- a. All of the time
- b. Most of the time
- c. Some of the time
- d. None of the time
- e. NA

20. I found committee work worthwhile.

- a. Strongly agree
- b. Agree
- c. Disagree
- d. Strongly disagree

21. What was accomplished that was most valuable to you and why? [Comment box]

22. What would have made this work more valuable to you? [Comment box]

23. Other comments. [Comment box]

Board Meeting Evaluation Form

1. Every member of Board had an opportunity to express their opinion.
 - a. All of the time
 - b. Most of the time
 - c. Some of the time
 - d. None of the time
 - e. Please add a comment if you selected most of the time, some of the time or none of the time [comment box]

2. Active listening was demonstrated at all times.
 - a. Yes
 - b. No
 - c. Additional comments [comment box]

3. No member dominated the discussion.
 - a. Strongly agree
 - b. Agree
 - c. Disagree
 - d. Strongly disagree
 - e. Additional comments [comment box]

4. Time was efficiently managed during the meeting.
 - a. All of the time
 - b. Most of the time
 - c. Some of the time
 - d. None of the time
 - e. Additional comments [comment box]

5. Decisions made were summarized after each agenda item.
 - a. All of the time
 - b. Most of the time
 - c. Some of the time
 - d. None of the time
 - e. Additional comments [comment box]

6. Members of Board actively participated in the decision-making process.
 - a. All of the time
 - b. Most of the time
 - c. Some of the time
 - d. None of the time
 - e. Additional comments [comment box]

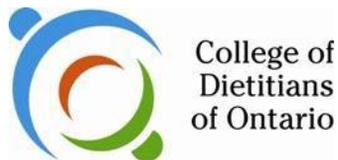
7. Board demonstrated an ability to make the best decisions possible.
 - a. All of the time
 - b. Most of the time
 - c. Some of the time
 - d. None of the time
 - e. Additional comments [comment box]

8. Climate was respectful
 - a. All of the time
 - b. Most of the time
 - c. Some of the time
 - d. None of the time
 - e. Additional comments [comment box]

9. In your opinion, were there operational issues inappropriately discussed during the meeting?
 - a. Yes
 - b. No
 - c. If yes, please provide examples [comment box]

10. Additional remarks [comment box]

APPENDIX B: ANNUAL CONFLICT OF INTEREST DECLARATION



Annual Conflict of Interest Declaration for Board and Committee Members

Board and committee members have a fiduciary duty to the CDO in which they must avoid situations where their personal, professional or financial interests or relationships conflict with their duties to the College. Board and Committee members should avoid situations where the duties they owe to the CDO may conflict with duties they owe to other organizations or individuals. The definition of 'conflict of interest', and obligations relating to conflicts of interest, are set out in CDO

[By-law 1: General By-law](#), Article 16:

16.1 Definition of Conflict of Interest

A conflict of interest exists if a reasonable person would conclude that a Board or committee member's personal, professional or financial interest or relationship may affect his or her judgement, impartiality or the discharge of his or her duties to the College. A conflict of interest may be real or perceived, actual or potential, or direct or indirect.

16.2 Duty to Avoid and Consult

Board and committee members must whenever feasible avoid situations in which they have or might have a conflict of interest. If a Board or committee member is in doubt about whether he or she has or might have a conflict of interest, the Board or committee member must consult with an appropriate person, for example the Chair, Registrar or legal counsel (if the conflict arises in a hearing setting).

16.3 Process for Resolution of Conflicts

If a Board or committee member believes that he or she may have a conflict of interest in any matter relating to Board or committee business the Board or committee member must consult with an appropriate person such as the Chair, Registrar or legal counsel (if the conflict arises in a hearing context). If there is any doubt as to whether a conflict exists the member must declare it to Board or the committee and accept the Board's or committee's decision as to whether a conflict exists. For adjudicative matters, a committee member should disclose the conflict at the earliest opportunity and in any case before the committee considers the matter.

A Board or committee member who has a conflict of interest must:

- a) before any consideration of the matter, disclose the fact that he or she has a conflict of interest,
- b) not participate in any discussion of the matter,

- c) not attend any meeting of part or part of a meeting involving the matter, and
- d) not vote on the matter, or influence or try to influence the vote.

16.4 Undeclared Conflict

If a Board or committee member believes another Board or committee member has not declared a conflict of interest (despite information notification or inquiry) the Board or committee member who has that belief must advise an appropriate person such as the Chair, Registrar or legal counsel (if the conflict arises in a hearing context). If Board or a committee chair concludes that a Board or committee member respectively has an undeclared conflict of interest, the Board or the chair may direct the Board or committee member to immediately comply with clauses (b), (c) and (d) of section 16.3.

DECLARATION OF CONFLICT OF INTEREST

I **have not** held a leadership, employment, or contractual role with an international, national or provincial association or organization that advances the interests of dietitians, has policy making responsibilities for dietitians or oversees the regulation of dietitians, in the previous year.

I **do not** have any conflicts of interest to declare.

OR

I **have** an actual or potential conflict of interest to declare relating to the following organizations which have a mandate or that could potentially conflict or be seen as conflicting with the mandate of the CDO:

Organization	Role

I **have** an actual or potential conflict of interest to declare relating to another personal, professional or financial interest or relationship, as follows:

I _____ have read the Board Code of Conduct, the CDO by-laws and the Governance Manual and declare that the information is true and accurate to the best of my knowledge.

I confirm that if any information reported in this declaration changes, I will advise the Board Chair (or Registrar) immediately and prior to participating further in any ongoing Board and/or Committee discussion, correspondence, or business; and will also advise Board at its next meeting. I understand that this declaration is not a substitute for declaring any actual or potential conflicts of interest for specific matters discussed at a Board and/or committee meetings should they arise.

DECLARATION OF OFFENCES, CHARGES AND BAIL CONDITIONS

***To be completed by public Board members only.** *Elected Board and committee members are required to make a declaration of offences, charges and bail conditions as part of their annual renewal process with the College and on an ongoing basis.*

I **have not** been found guilty of any offences and there are no outstanding charges of bail conditions pending against me.

I **have** been found guilty of the following offences in the last year and/or the following outstanding charges or bail conditions are pending against me:

Signature

APPENDIX C: BOARD RULES OF ORDER

Board Rules of Order

General Procedures

1. The Board will ordinarily meet informally and allow discussion of a topic without a motion needing to be made first.
2. The Board may decide matters by consensus and may indicate preferences by a show of hands or other informal methods, but Motions will usually be made if,
 - (a) a decision will commit the College to an action or a public position, or
 - (b) the Chair or the Board is of the opinion that the nature of the matter or discussion warrants a motion.
3. For a decision by motion, the Chair shall put the motion to a vote when it appears to the Chair that the debate has concluded, when Board has passed a motion to vote, or when the time allocated to the debate of the matter has concluded. If a motion is made, the rules on motions will apply.
4. For a decision made by consensus, the Chair shall summarize and confirm back to Board what they have agreed. The statement of the agreement on the matter is the consensus decision.
5. These rules of order are subject to review periodically.
6. These rules shall apply, with necessary modifications, to meetings conducted by teleconference or any other electronic means permitted by the By-Laws, as well as to meetings of Committees.
7. These rules may be relaxed by the meeting chair if greater informality is beneficial in the particular circumstances unless the Board requires strict adherence.

Motions

8. Motions require a mover and a seconder.
9. When the motion contains distinct propositions, any member may require the vote upon each proposition to be taken separately.
10. No Member shall be present in the room, participate in a debate, or vote upon any motion in which they have a conflict of interest, and the vote of any Board Member so interested shall be disallowed.
11. When a matter is being voted on, no Member shall enter or leave the Board room, and no further debate is permitted.
12. Any motion decided by the Board shall not be re-introduced during the same session except by a two-thirds vote of the Board then present.

Amendments and Other Subordinate Motions

13. A motion that has been moved and seconded may be amended by a motion to amend. The meeting chair shall rule a motion to amend out of order if it is irrelevant to the main motion or defeats the basic effect of the main motion.

14. When a motion has been moved and seconded, no other motion may be made except a motion to amend the motion, to refer the motion to a Committee, to postpone the motion, either indefinitely or to a specific meeting, to call the question, to adjourn the debate or to adjourn the meeting.
15. When a motion to refer a motion to a Committee has been made, it shall be decided before any amendment is decided and, if it is passed, no further debate or discussion is permitted.
16. A motion to amend the main motion shall be disposed of before the main motion is decided. Only one motion to amend a motion can be made at a time.

Preserving Order

17. The Chair shall preserve order and decorum and shall rule on any question of order or procedure. A director may appeal the Chair's ruling to the Board.
18. Whenever the meeting chair is of the opinion that a motion offered to the Board is contrary to these rules or the by-laws, they shall immediately inform the Board of their opinion, rule the motion out of order and explain why.
19. The meeting chair shall manage the speaking order or may delegate management of the speaking order.
20. When called upon, the Member shall address the Chair and confine the discussion to the matter under debate.
21. The Chair may limit the number of times a Member may speak, limit the length of speeches, and impose other restrictions reasonably necessary to finish the agenda of a meeting.
22. If a Member believes that another Member has behaved improperly other than the Board has broken the by-laws or these rules, the Member may state a point of order. The chair shall promptly rule on the point of order, which is subject to an appeal to the Board.
23. Staff persons and consultants with expertise in a matter may be permitted to answer specific questions. In addition, the Registrar and Executive Director may provide information relevant to a matter on their own initiative, subject to the direction of the Chair.
24. Observers at a Board meeting are not allowed to speak to a matter that is under debate and Board Members shall not discuss a matter with observers while it is being debated.
25. Members shall mute their electronic devices during Board meetings. Electronic devices can be used during Board meetings to review materials related to the matter under debate and to make notes on the debate.
26. Members are to be silent while others are speaking.