



Board of Directors Meeting

February 29 & March 1, 2024



NOTICE OF BOARD OF DIRECTORS MEETING

A meeting of the College of Physicians and Surgeons of Ontario's (CPSO) Board of Directors will take place in person on February 29 and March 1, 2024, in the Council Chamber of the College, at 80 College Street, Toronto, Ontario.

The Board meeting will be open to members of the public who wish to attend in person. Members of the public who wish to observe the meeting in-person will be required to [register online](#) by 4:30 pm February 26th. Details on this process are available on the [CPSO's website](#).

The meeting will convene at 1:00 pm on Thursday, February 29, 2024, and at 11:45 am on March 1, 2024.

Nancy Whitmore, MD, FRCSC, MBA
Registrar and Chief Executive Officer

February 8, 2024

Board Meeting Agenda

February 29 and March 1, 2024



Thursday, February 29, 2024

| Item | Time | Topic and Objective(s) | Purpose | Page No. |
|------|----------------------|--|---------------------------|---|
| 1 | 1:00 pm (5 mins) | Call to Order and Welcoming Remarks (I. Preyra) <ul style="list-style-type: none"> Note regrets and declare any conflicts of interest Review meeting norms for in-person meetings | Discussion | N/A |
| 2 | 1:05 pm (5 mins) | Consent Agenda (I. Preyra) <ul style="list-style-type: none"> 2.1 Approve Board meeting agenda 2.2 Approve minutes from Council (now "Board") meeting held December 7 and 8, 2023 2.3 Register By-laws: Putting subset of provisions into effect (C. Silver, M. Cooper) 2.4 Committee Appointment | Approval (with motion) | 6-113 114-126 127-129 |
| 3 | 1:10 pm (5 mins) | Items for information: <ul style="list-style-type: none"> 3.1 Executive Committee Report – report provided at the Feb. 16th Special Board meeting 3.2 Ontario Physicians and Surgeons Discipline Tribunal Cases 3.3 Government Relations Report 3.4 Policy Report 3.5 Medical Learners Report 3.6 Update on Board Action Items 3.7 2023 College Performance Measurement Framework | Information | - 131-133 134 135-138 139-142 143-150 151 |
| 4 | 1:15 pm (60 mins) | CEO/Registrar's Report (N. Whitmore) <ul style="list-style-type: none"> 2023 Key Performance Indicators | Discussion | 152-156 |
| 5 | 2:15 pm (15 mins) | Board Chair Report (I. Preyra) | Discussion | N/A |
| * | 2:30 pm (20 mins) | NUTRITION BREAK (Refreshments available in the Members Lounge) | | |
| 6 | 2:50 pm (10 mins) | Governance and Nominating Committee Report (R. Gratton) <ul style="list-style-type: none"> Update from the Governance and Nominating Committee | Information | N/A |

| Item | Time | Topic and Objective(s) | Purpose | Page No. |
|-------------|-----------------------------|---|---------------------------|-----------------|
| 7 | 3:00 pm (5 mins) | Register By-laws: Post Graduate Training Information (C. Silver, M. Cooper) <ul style="list-style-type: none"> The Board is asked to consider circulating the draft Register By-law Amendment to post Post-Grad training on the register for Post-Grad members | Decision (with motion) | 157-159 |
| 8 | 3:05 pm (10 mins) | By-law Amendment regarding Governance and Nominating Committee elections and amendments for clarification (C. Silver, M. Cooper) <ul style="list-style-type: none"> The Board is asked to consider approving the By-law amendment regarding the GNC elections, and amendments for clarification | Decision (with motion) | 160-300 |
| 9 | 3:15 pm (20 mins) | Draft Board Profile (D. Williams) <ul style="list-style-type: none"> The Board is asked to consider and approve the draft Board Profile further to discussions regarding Board profiles in the education session | Decision (with motion) | 301-302 |
| 10 | 3:35 pm (10 mins) | Changes to Registration Policy Directives (S. Tulipano) <ul style="list-style-type: none"> The Board is asked to consider approving the Acceptable Qualifying Examinations and the CFPC Without Examination policy directives | Decision (with motion) | 303-307 |
| 11 | 3:45 pm (15 mins) | Discontinue print version of Dialogue (A. Chopra, E. McNinch) <ul style="list-style-type: none"> The Board is asked to provide feedback on discontinuing the print version of Dialogue | Discussion | 308 |
| 12 | 4:00 pm (15 mins) | Options for renaming “Doctor Search” (N. Novak) <ul style="list-style-type: none"> The Board is asked to consider renaming “Doctor Search” | Decision (with motion) | 309-311 |
| 13 | 4:15 pm | Adjournment Day 1 (I. Preyra) | N/A | N/A |

| Item | Time | Topic and Objective(s) | Purpose | Page No. |
|------|-----------------------|--|---------------------------|--|
| 14 | 11:45 am (5 mins) | Call to Order (I. Preyra) <ul style="list-style-type: none"> Note regrets and declare any conflicts of interest | Discussion | N/A |
| 15 | 11:50 am (15 mins) | BOARD AWARD PRESENTATION (J. van Vlymen) <ul style="list-style-type: none"> Celebrate the achievements of Dr. Madura Sundareswaran, Peterborough | | |
| * | 12:05 pm (55 mins) | LUNCH | | |
| 16 | 1:00 pm (30 mins) | For Consultation: Draft Infection Prevention and Control for Clinical Office Practice Policy (C. Brown) <ul style="list-style-type: none"> The Board is asked to consider approving the draft policy for consultation | Decision (with motion) | 312-324 |
| 17 | 1:30 pm (20 mins) | For Final Approval: Revised draft Conflicts of Interest and Industry Relationships Policy (H. Webb) <ul style="list-style-type: none"> The Board is asked to consider approving the revised draft policy for final approval | Decision (with motion) | 325-337 |
| * | 1:50 pm (20 mins) | NUTRITION BREAK | | |
| 18 | 2:10 pm (20 mins) | Draft Board Self-Assessment (D. Williams) <ul style="list-style-type: none"> The Board is asked to consider and approve the draft Board Self-Assessment further to discussions regarding Self-Assessments in the education session | Decision (with motion) | 338 |
| 19 | 2:30 pm (35 mins) | In-Camera Items | | 339 Materials provided under separate cover |
| 20 | 3:05 pm (5 mins) | Close Meeting - Day 2 (I. Preyra) <ul style="list-style-type: none"> Reminder that the next meeting is scheduled on May 30-31, 2024 | N/A | N/A |
| * | 3:10 pm | Meeting Reflection Session (I. Preyra) <ul style="list-style-type: none"> Share observations about the effectiveness of the meeting and engagement of Board Members | Discussion | N/A |

**DRAFT PROCEEDINGS OF THE MEETING OF COUNCIL
December 7, 2023**

Location: Council Chamber, 80 College Street, 3rd Floor, Toronto, Ontario

December 7, 2023

Attendees

Dr. Baraa Achar
Dr. Madhu Azad
Ms. Lucy Becker
Dr. Faiq Bilal (Ph.D.)
Dr. Marie-Pierre Carpentier
Mr. Markus de Domenico
Ms. Joan Fisk
Mr. Murthy Ghandikota
Dr. Robert Gratton
Dr. Roy Kirkpatrick
Dr. Camille Lemieux
Mr. Paul Malette
Dr. Lionel Marks de Chabris
Dr. Carys Massarella
Dr. Lydia Miljan (Ph.D.)
Dr. Rupa Patel
Mr. Rob Payne
Mr. Peter Pielsticker
Dr. Judith Plante
Dr. Ian Preyra
Dr. Sarah Reid
Ms. Linda Robbins
Dr. Deborah Robertson
Dr. Patrick Safieh
Mr. Fred Sherman
Dr. Andrea Steen
Dr. Janet van Vlymen
Dr. Anne Walsh
Ms. Shannon Weber

Non-Voting Academic Representatives on Council Present:

Dr. Mary Bell
Dr. P. Andrea Lum
Dr. Karen Saperson

Regrets:

Mr. Jose Cordeiro
Dr. Glen Bandiera
Mr. Shahab Khan

Guests:

Dr. Paul Slodovnick (PARO)
Dr. Katina Tzanetos
Dr. Mitchell Whyne

1. Call to Order and Welcoming Remarks

R. Gratton, President of Council and Chair, called the meeting to order at 9:00 am. R. Gratton welcomed members of Council and staff to the Council meeting and acknowledged members of the public viewing the livestream.

M. Bell provided the land acknowledgment as a demonstration of recognition and respect for Indigenous peoples of Canada.

R. Gratton conducted a roll call and noted regrets.

2. Consent Agenda

R. Gratton provided an overview of the items listed on the Consent Agenda for approval. He noted that item 11.4 Spotlight on Governance will be moved to day two.

01-C-12-2023

The following motion was moved by R. Payne, seconded by J. Fisk and carried, that:

The Council approves the items outlined in the consent agenda, which include in their entirety:

- The Council meeting agenda for December 7 and 8, 2023, as amended; and
- The minutes from the Council meeting held on September 21 and 22, 2023, as distributed.

CARRIED**3. For Information**

The following items were included in Council's package for information:

- 3.1 Executive Committee Report – No report
- 3.2 Ontario Physicians and Surgeons Discipline Tribunal Cases
- 3.3 Government Relations Report
- 3.4 Annual Committee Reports
- 3.5 Policy Report
- 3.6 Medical Learners Reports – Ontario Medical Students Association (OMSA) and Professional Association of Residents of Ontario (PARO)
- 3.7 Update on Council Action Items
- 3.8 2024 Meeting Schedule

It was noted that the Executive Committee did not exercise any powers on behalf of Council between the September and December 2023 Council meetings hence there is no Executive Committee Report in the package.

After consideration and based on feedback from the last meeting, a decision has been made to hold a one-day, in-person meeting for the 2024 September Council meeting.

4. Chief Executive Officer / Registrar's Report

N. Whitmore, Chief Executive Officer and Registrar, presented her report to Council, highlighting the mission, vision, and values of the College. A status update and overview were provided on the Practice Ready Ontario Program, a 12-week program that provides an alternate route to licensure for internationally trained physicians. The College will be responsible for issuing restricted licences under this program.

An update was provided on new/modified pathways and their impact on Ontario physician supply between April to November 2023.

She provided an overview of the targets for the Key Performance Indicators for the 2023 year.

An overview was provided of the following departments and programs:

- Registration and Membership Services;
- Quality Improvement Programs;
- Out of Hospital Premises Inspection Program;
- Independent Health Facilities;
- Patient & Public Help Centre;
- Legal;
- Ontario Physicians and Surgeons Discipline Tribunal (OPSDT).

An update was provided on Policy/Government Relations and a number of stakeholder leadership transitions.

The following updates were provided on engagement, collaboration, and operations:

- Senior Management Team Update: Bill Powell – Director, Communications, Policy & External Affairs and Sandra Califaretti – Corporate Controller, Finance
- By-law Refresh Timeline Update
- Transformation: Implementation of Data Lake
- High5 Update (Staff recognition platform)
- Lean Leadership Program Update – 305 staff members have completed the 2 day onsite Lean program
- September Dialogue - key articles on AI's impact on medicine; Continuity of Care responsibilities;

- December Dialogue – Cover Story: Social Prescribing and key articles featuring Dr. Andrea Lum and her colleagues involved in the development of a peer support program at Western and Dr. Rupa Patel discusses her interest in trauma-informed care;
- The September, October and November In Dialogue: CPSO Podcasts were highlighted;
- Staff Engagement –
 - Staff Raffle raising \$32,120 for Seeds of Hope
 - Winter Fun Fair – end of year celebration
 - Employee Wellness Fair
 - Lunch and (Un)Learn sessions on Unhoused Populations

R. Gratton, J. van Vlymen, M. Carpentier, S. Reid, A. Steen and K. Saperson were recognized for College outreach engagements reaching 1,300 people from September to December.

5. President’s Report and Emerging Issues

R. Gratton, President, presented his report to Council. He recognized N. Whitmore’s 5-year anniversary at the College and provided many highlights and improvements made since she joined the College.

Highlights from recent news stories were provided noting that the College of Family Physicians of Canada will not be rolling out a three-year residency program for family medicine.

An update was provided on various relevant topics featured at the International Association of Medical Regulatory Authorities (IAMRA) conference in Bali, Indonesia in November. Topics focused on reducing barriers while maintaining quality. Other topics of interest included licensure mobility and International Medical Graduates and risks/benefits of AI in healthcare.

Item 7: Physician Assistants – Revised Draft Regulations for Approval is being moved up to facilitate meeting flow.

7. Physician Assistants – Revised Draft Regulations for Approval

T. Terzis, Interim Manager of Policy, provided an overview of the Physician Assistant regulatory amendments including those related to the delegation framework. It was noted that issues around sub-delegation will be clarified in a Frequently Asked Questions document. Discussion ensued on international medical graduates practising as Physician Assistants (PAs), PAs ability to assist with training learners, and questions around billing. Following questions and discussion, Council expressed support for approving the revised draft Physician Assistant regulations and submitting them to the government. A record of each Council vote was recorded and provided to the Ministry of Health.

02-C-12-2023 – Physician Assistant Regulations – Revised Draft Regulations for Approval

The following motion was moved by L. Becker, seconded by P. Safieh and carried, that:

The Council of the College of Physicians and Surgeons of Ontario approves making amendments to Ontario Regulation 114/94: General, Ontario Regulation 865/93: Registration, and Ontario Regulation 856/93: Professional Misconduct regarding regulation of physician assistants (copies of which amendments form Appendices “A”, “B”, “C”, and “D” to the minutes of this meeting) and submitting them to the Minister of Health for review and to the Lieutenant Governor in Council for approval.

CARRIED

Record of each Council vote set out below on Motion: 02-C-12-2023 – Physician Assistant Regulations – Revised Draft Regulations for Approval:

| Number | Name | Vote |
|--------|-------------------------|-----------|
| 1. | Madhu Azad | In favour |
| 2. | Lucy Becker | In favour |
| 3. | Faiq Bilal | In favour |
| 4. | Marie-Pierre Carpentier | In favour |
| 5. | Markus de Domenico | In favour |
| 6. | Joan Fisk | In favour |
| 7. | Murthy Ghandikota | In favour |
| 8. | Robert Gratton | In favour |
| 9. | Roy Kirkpatrick | In favour |
| 10. | Camille Lemieux | In favour |
| 11. | Paul Malette | In favour |
| 12. | Lionel Marks de Chabris | In favour |
| 13. | Carys Massarella | In favour |
| 14. | Lydia Miljan | In favour |
| 15. | Rupa Patel | In favour |
| 16. | Rob Payne | In favour |
| 17. | Peter Pielsticker | In favour |
| 18. | Judith Plante | In favour |
| 19. | Ian Preyra | In favour |
| 20. | Sarah Reid | In favour |
| 21. | Linda Robbins | In favour |
| 22. | Deborah Robertson | In favour |
| 23. | Patrick Safieh | In favour |
| 24. | Fred Sherman | In favour |
| 25. | Andrea Steen | In favour |
| 26. | Janet van Vlymen | In favour |
| 27. | Anne Walsh | In favour |
| 28. | Shannon Weber | In favour |

CARRIED

6. Revised Draft Policy for Final Approval: Medical Assistance in Dying (MAID)

R. Kirkpatrick, Council Member, provided an overview of the key changes to the MAID policy, the companion document and Advice to the Profession, to make the policy clear and concise. An

overview of the legal requirements and eligibility criteria was provided. It was noted that the criteria must be met in order for MAID to be provided.

It was noted that an attestation is required setting out that the patient has the capacity to consent before administering MAID. In response to questions raised, it was noted that Parliament considered the question of adding additional safeguards and it will be considered if issues arise. Following questions and discussion, Council expressed support to approve the revised draft MAID policy for final approval.

03-C-12-2023

The following motion was moved by P. Pielsticker, seconded by F. Bilal and carried, that:

The Council of the College of Physicians and Surgeons of Ontario approves the revised policy “Medical Assistance in Dying”, as a policy of the College (a copy of which forms Appendix “E” to the minutes of this meeting).

CARRIED

8. Final Approval: Physician Assistant Regulation – Fees and Remuneration By-law amendments

S. Tulipano, Director, Registration and Membership Services, provided an overview of the Physician Assistant Regulation – Fees and Remuneration By-law amendments. The By-law amendments were circulated and little feedback was received. Canadian Association of Physician Assistants (CAPA) received some feedback requesting to waive the fees for one year and other feedback suggesting fees are too high given the current climate/inflation. The final By-law amendments are being brought back to Council for final approval.

04-C-12-2023

The following motion was moved by C. Lemieux, seconded by L. Miljan and carried, that:

The Council of the College of Physicians and Surgeons of Ontario makes the following By-law No. 165:

By-law No. 165

1. Section 1 of By-law No. 2 (the Fees and Remuneration By-law) is amended by adding subsection (b.2) set out below:

APPLICATION FEES

1. A person who submits an application for a certificate of registration or authorization shall pay an application fee. The application fees are as follows:

(b.2) For a certificate of registration authorizing practice as a physician assistant, \$300;

2. Subsection 1(h) of By-law No. 2 (the Fees and Remuneration By-law) is revoked and

substituted with the following:

(h) If the person:

- (i) meets the registration requirements applicable to the class of certificate of registration applied for, as prescribed in the Registration Regulation, Ontario Regulation 865/93 under the Medicine Act, 1991; and
- (ii) requests the College to conduct the initial assessment of the application within three weeks after receipt by the College of the application,

an additional fee equal to 50% of the application fee applicable to such person under subsection 1(a), (b), (b.1), (b.2) or (d).

3. Section 4 of By-law No. 2 (the Fees and Remuneration By-law) is revoked and substituted with the following:

4. Annual fees as of June 1, 2018, are as follows:

- (a) \$1725 for holders of a certificate of registration other than a certificate of registration authorizing postgraduate education, a certificate of registration authorizing supervised practice of a short duration, a certificate of registration authorizing temporary independent practice, or a certificate of registration authorizing practice as a physician assistant;
- (b) For a holder of a certificate of registration authorizing postgraduate education applying to renew his/her certificate of registration, 20% of the annual fee set out in subsection 4(a);
- (c) For a holder of a certificate of registration authorizing practice as a physician assistant, \$425; and
- (d) Notwithstanding subsections 4(a), (b) and (c), where the holder of a certificate of registration will be taking parental leave for a period of four months or longer during the membership year for which the annual fee applies because the holder is pregnant, has recently given birth or will be caring for their newborn or newly adopted child, the annual fee for such membership year is 50% of the annual fee applicable to the holder of the certificate of registration as set out in subsection 4(a), (b) or (c), so long as the holder applies to the College for this parental leave reduced annual fee prior to the close of the annual renewal period for such membership year. Where applications for the parental leave reduced annual fee are received after the close of such annual renewal period, the parental leave reduced annual fee will be applied to the following membership year. The parental leave reduced annual fee is not available for holders of a certificate of registration authorizing supervised

practice of a short duration. This subsection 4(d) only applies to annual fees for membership years commencing on or after June 1, 2020.

CARRIED

9. Final Approval: Out-of-Hospital Premises Adverse Events By-law Amendment

J. Kitchen, Manager of Accreditation, provided an overview of the proposed by-law amendments to align with the new Out-of-Hospital Premises (OHP) Program Standards that were approved by Council in June 2023. The time for reporting an adverse event has been changed to five business days rather than 24 hours. The proposed changes have been circulated to the profession and there has not been any feedback.

05-C-12-2023

The following motion was moved by C. Massarella, seconded by L. Marks de Chabris and carried, that:

The Council of the College of Physicians and Surgeons of Ontario makes the following By-law No. 164:

By-law No. 164

Subsection 51(3.1)(b) of the General By-law is revoked and substituted with the following:

Notification Required by Members

51. (3.1)...

- (b) Every member who performs a procedure in a premises subject to inspection under Part XI of Ontario Regulation 114/94 shall report to the College, in writing or electronically as specified by the College, within five business days of learning of any of the following events:
 - (i) death within the premises;
 - (ii) death within 10 days of a procedure performed at the premises;
 - (iii) any procedure performed on wrong patient, site, or side; or
 - (iv) transfer of a patient from the premises directly to a hospital for care.

CARRIED

10. Increase to Credit Card Borrowing Limit

D. Anderson, Corporate Services Officer, provided an overview of the proposed by-law amendments to increase the borrowing limit from \$100,000 to \$250,000. The increase is being

made to accommodate the use of corporate credit cards. Expenditures on credit cards are subject to an internal approval process. This recommendation was approved by the Finance and Audit Committee and the external auditors are in support of this change. Following questions and discussion, Council expressed support for the increase to the borrowing limit.

06-C-12-2023

The following motion was moved by J. Plante, seconded by L. Becker and carried, that:

The Council of the College of Physicians and Surgeons of Ontario makes the following By-law No. 166:

By-law No. 166

Subsection 3(1)(a) of the General By-law is amended by deleting “\$100,000” and substituting it with “\$250,000”.

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| Explanatory Note: This proposed by-law does not need to be circulated to the profession. |
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CARRIED

11. Governance Committee Report

J. van Vlymen, Chair of Governance Committee provided the Governance Committee Report for the November 7, 2023 meeting that included the following items: (i) Chair and Vice-Chair Appointments, and (ii) Committee Appointments and Re-appointments. A summary of recent Governance Committee work was provided, including the October Chair/Vice-Chair Training, Equity, Diversity and Inclusion sessions on unhoused population and the Council Mentoring Program.

11.1 Chair and Vice-Chair Appointments and Re-appointments

J. van Vlymen provided an overview of the Chair and Vice-Chair Appointments.

07-C-12-2023

The following motion was moved by P. Malette, seconded by C. Massarella and carried, that:

The Council of the College of Physicians and Surgeons of Ontario appoints the following Committee Members as Chairs and Vice-Chairs, as noted below, to the following Committees, for the terms indicated below, commencing as of the close of the Annual General Meeting of Council in December 2023:

| Committee | Role | Member Name | Term Length |
|---------------------------------|----------------------|-----------------------|--------------------|
| ICRC General Panel | Specialty Chair | Ms. Joan Fisk | 1 year |
| | Specialty Vice-Chair | Dr. Lydia Miljan, PhD | 1 year |
| ICRC Surgical Panel | Specialty Chair | Dr. Thomas Bertoia | 1 year |
| ICRC Mental Health Panel | Specialty Vice-Chair | Dr. Daniel Greben | 1 year |
| Finance and Audit | Chair | Dr. Thomas Bertoia | 1 year |
| | Vice-Chair | Mr. Rob Payne | 1 year |
| Registration | Chair | Dr. Judith Plante | 1 year |
| | Vice-Chair | Dr. Edith Linkenheil | 1 year |

CARRIED

11.2 Committee Appointments and Re-appointments

J. van Vlymen provided an overview of the Committee Appointments and Re-appointments.

08-C-12-2023

The following motion was moved by C. Lemieux, seconded by L. Becker and carried, that:

The Council of the College of Physicians and Surgeons of Ontario appoints the following individuals to the following Committees for the terms indicated below, commencing as of the close of the Annual General Meeting of Council in December 2023:

| Committee | Member Name | Term Length | End Date |
|--|-----------------------|--------------------|-----------------|
| Inquiries, Complaints, and Reports Committee (ICRC) | Dr. Richa Mittal | 3 years | December 2026 |
| | Dr. Mark Brousenko | 3 years | December 2026 |
| | Dr. Kashif Ahmed | 3 years | December 2026 |
| Premises Inspection Committee (PIC) | Dr. Chris Perkes | 1 year | December 2024 |
| | Dr. Richard Bowry | 1 year | December 2024 |
| Finance and Audit Committee | Dr. Glen Bandiera | 3 years | December 2026 |
| | Dr. Thomas Bertoia | 1 year | December 2024 |
| | Mr. Peter Pielsticker | 3 months | March 30, 2024 |
| Registration Committee | Dr. Kim Turner | 3 years | December 2026 |

CARRIED

11.3 2024 Council District Election Dates

J. van Vlymen provided an overview of the 2024 Council District Election date and timeline for the elections in districts 6, 7, 8 and 9.

09-C-12-2023

The following motion was moved by C. Massarella, seconded by R. Kirkpatrick and carried, that:

The Council of the College of Physicians and Surgeons of Ontario approves the 2024 district election date set out below:

Districts 6, 7, 8 and 9: April 24, 2024

CARRIED

R. Gratton recognized J. van Vlymen's dedication and contributions as Chair of the Governance Committee.

12. For Approval: By-law Refresh Project – Amendments to General By-law and Fees and Remuneration By-law

R. Gratton introduced C. Silver, Chief Legal Officer, M. Cooper, Senior Corporate Counsel and Privacy Officer, and C. Mietkiewicz, External Legal Counsel. R. Gratton led the By-law Refresh Project overview and provided an overview of the proposed amendments to the By-laws, which amalgamate the General By-law, Fees and Remuneration By-law and the Declared Emergency By-law. The Register and Membership Information By-laws will be incorporated once they come into effect. The following topics were discussed, and Council was asked to consider whether the By-laws are in line with the direction given by Council at the September meeting on topics 1-7:

1. Amalgamated By-laws
2. Governance Terminology
3. New Election Model:
 - i. Competency-Based Selection of Candidates
 - ii. New Election Model: Province-Wide Elections and Process Changes
4. Academic Directors
5. Board Committees: Composition and Mandate
6. Eligibility and Disqualification Criteria for Board and Committee Members
7. Other Revisions

Council members were given the opportunity to discuss the topics in breakout groups and as a larger group. Following a fulsome discussion, Council expressed support for the amalgamated, revised By-laws.

10-C-12-2023

The following motion was moved by L. Miljan, seconded by M. Ghandikota and carried, that:

The Council of the College of Physicians and Surgeons of Ontario:

1. makes the following By-law No. 167:

By-law No. 167

- (a) Parts 1, 2, 3, 5, 6 and 7 of the General By-law are revoked.
 - (b) Sections 52 and 53 and Schedule 1 of the General By-law are revoked.
 - (c) The Fees and Remuneration By-law (By-law No. 2) is revoked.
 - (d) The Declared Emergency By-law (By-law No. 145) is revoked.
2. makes the following By-law No. 168:

By-law No. 168

- (a) The by-laws set out in Appendix "F" to this motion are enacted as the By-laws of the College of Physicians and Surgeons of Ontario (By-law No. 168).
3. permits and directs CPSO legal counsel to make minor changes to By-law No. 168 that do not change the meaning or intent of the By-laws as necessary or appropriate on behalf of the Council, and such changes shall have full force and effect without the need to have a motion by the Council approving them.

CARRIED

Item 17: Draft for Consultation: Principles of Medical Professionalism is being moved up to facilitate meeting flow.

17. Draft for Consultation: Principles of Medical Professionalism (currently, "Practice Guide")

S. Reid, Council Member and former Chair of the Policy Working Group, provided an overview of the updated Principles of Medical Professionalism (currently, "Practice Guide"). The draft Practice Guide is being brought forward to Council for approval to release for external consultation. The last review of the Practice Guide was conducted in 2007, when it was approved by Council. A significant amount of engagement activity was carried out in early 2023 with physicians, patients, and caregivers to discuss key concepts related to the values of the medical profession. Council expressed support to engage in the consultation process in respect of the draft "Principles of Medical Professionalism".

11-C-12-2023

The following motion was moved by P. Safieh, seconded by M. Azad and carried, that:

The Council of the College of Physicians and Surgeons of Ontario engage in the consultation

process in respect of the draft *“Principles of Medical Professionalism: Guiding Values and Duties”* (currently, *“Practice Guide”*) (a copy of which forms Appendix “G” to the minutes of this meeting).

CARRIED

Item 19: Draft Policy for Consultation: Professional Behaviour is being moved up to facilitate meeting flow.

19. Draft Policy for Consultation: Professional Behaviour

S. Reid, Council Member and former Chair of the Policy Working Group, provided an overview of the draft Professional Behaviour policy. The draft policy is being brought forward to Council for approval to release for external consultation. The policy sets out expectations and focuses on disruptive behaviour. An overview of key changes and additions was provided.

12-C-12-2023

The following motion was moved by J. Fisk, seconded by M. Carpentier and carried, that:

The Council of the College of Physicians and Surgeons of Ontario engage in the consultation process in respect of the draft revised policy, *“Professional Behaviour”* (currently titled, *“Physician Behaviour in the Professional Environment”*) (a copy of which forms Appendix “H” to the minutes of this meeting).

CARRIED

13. Adjournment - Day 1

R. Gratton adjourned day 1 of the Council meeting at 3:35 pm.

Chair

Recording Secretary

Draft Proceedings of Council – December 8, 2023

Attendees

Dr. Baraa Ahtar
Dr. Madhu Azad
Ms. Lucy Becker
Dr. Faiq Bilal (Ph.D.)
Dr. Marie-Pierre Carpentier
Mr. Markus de Domenico
Ms. Joan Fisk
Mr. Murthy Ghandikota
Dr. Robert Gratton
Dr. Roy Kirkpatrick
Dr. Camille Lemieux
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Mr. Rob Payne
Mr. Peter Pielsticker
Dr. Judith Plante
Dr. Ian Preyra
Dr. Sarah Reid
Ms. Linda Robbins
Dr. Deborah Robertson
Dr. Patrick Safieh
Mr. Fred Sherman
Dr. Andrea Steen
Dr. Janet van Vlymen
Dr. Anne Walsh
Ms. Shannon Weber

Non-Voting Academic Representatives on Council Present:

Dr. Mary Bell
Dr. P. Andrea Lum

Regrets:

Mr. Jose Cordeiro
Mr. Shahab Khan
Dr. Karen Saperson

Guests:

Katina Tzanetos
Mitchell Whyne

14. Call to Order

R. Gratton, Chair and President, called the meeting to order at 9:00 am and welcomed everyone back to the meeting. A roll call was conducted.

15. Introduction to Trauma-Informed Engagement

R. Gratton introduced Council's guest speaker, Ms. Myrna McCallum. Ms. McCallum delivered a presentation on the topic of Trauma-Informed Engagement sharing her experience as a trauma-informed lawyer and subject matter expert on trauma-informed engagement for leaders, policy makers, police officers, lawyers, and judges.

16. Key Performance Indicators for 2024

N. Whitmore, Chief Executive Officer and Registrar, provided an overview of the Key Performance indicators (KPIs) for 2024 to Council for approval. A detailed overview was provided for each of the targets and the rationale for selection. Council engaged in discussion around selected KPIs and targets. Following discussion, Council expressed their support regarding the KPIs for 2024. The Council motion was shared with Council Members on screen at the meeting.

13-C-12-2023

The following motion was moved by S. Weber, seconded by J. Fisk and carried, that:

The Council of the College of Physicians and Surgeons of Ontario adopts the following 2024 Key Performance Indicators (KPIs) to measure and report progress on the Strategic Plan:

1. Target of 15 business days from licence application received until assessed (80th percentile)
2. Target of 5 business days from final document received until licence issued (80th percentile)
3. Target of 6,500 physicians completing the QI program
4. Target of 8 weeks to complete follow up of OHP adverse events (80th percentile)
5. Target of 150 days to complete all complaint files (80th percentile)
6. Target of 12 months from referral to completion of the discipline process (80th percentile)
7. Rebuild & launch new public register by December 2024
8. Implement governance changes to prepare for successful launch of first province-wide election in Spring 2025

CARRIED

11.4 Spotlight on Governance

C. Allan, Manager of Governance, N. Novak, Chief Operating Officer, and J. van Vlymen, Chair of Governance Committee, presented the Spotlight on Governance, highlighting the work of the Committee in 2023 and provided an overview of major operational changes, including the simplification of Council election processes and an earlier start date for elections for improved sequencing of the Executive Committee and Governance Committee election cycles. It was

noted that all Council packages were distributed on time and that there were no addendums to the packages. Agenda items have been hyperlinked to the Council agenda for ease of reference. Council packages are constantly being reviewed for consistency and uniformity.

A few other operational highlights were provided, including simplifying the Council Awards Nomination process, the Chair and Vice-Chair training, the creation of a Committee Performance Management and Escalation Process, and adding a robust Committee recruitment process, among others.

Council was polled to provide one word to the question, *“What do we need to do to make operationalizing by-laws a success?”*

The following words were captured: Brevity; Communication; Facility; Transparency; Simplicity; Hard Work; Engagement; Communications Strategy; Consult; Constituency; Education; Plain; Clarity; Dedication.

R. Gratton expressed appreciation and special thanks to J. van Vlymen for her leadership and dedication to continuous improvement.

17. Draft for Consultation: Principles of Medical Professionalism (currently, “Practice Guide”)

Item 17: Draft for Consultation: Principles of Medical Professionalism moved up to day 1.

18. For Approval: 2024 Budget

T. Bertoia, Chair of the Finance & Audit Committee, provided an overview of the 2024 Budget.

14-C-12-2023

The following motion was moved by F. Bilal, seconded by P. Pielsticker and carried, that:

The Council of the College of Physicians and Surgeons of Ontario approves the Budget for 2024 (a copy of which forms Appendix “I” to the minutes of this meeting) authorizing expenditures for the benefit of the College during the year 2024.

CARRIED

19. Draft Policy for Consultation: Professional Behaviour

Item 19: Draft Policy for Consultation: Professional Behaviour moved up to day 1.

20. Motion to move in-camera

The following motion was moved by M. Azad, seconded by P. Pielsticker and carried, that:

15-C-12-2023

The Council of the College of Physicians and Surgeons of Ontario exclude the public from the part of the meeting immediately after this motion is passed, under clauses 7(2)(b), (d) and (e) of the Health Professions Procedural Code (set out below).

Exclusion of public

7(2) Despite subsection (1), the Council may exclude the public from any meeting or part of a meeting if it is satisfied that,

- (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;
- (d) personnel matters or property acquisitions will be discussed;
- (e) instructions will be given to or opinions received from the solicitors for the College.

CARRIED

21. In-camera Session

The Council of the College of Physicians and Surgeons of Ontario entered an in-camera session at 1:20 pm and returned to the open session at 2:45 pm.

22. President's Items

The following President's items were presented to Council:

1. Acknowledge Outgoing Council Members
2. Presidential Address
3. Induction of New President
4. Welcome Incoming Council Members

R. Gratton, Chair and President recognized the contributions of M. Bell, Academic Representative from the University of Toronto. M. Bell thanked the Chair for his kind words.

R. Gratton addressed Council and reflected on the past year. R. Gratton welcomed I. Preyra to his role as CPSO President for the 2024 year.

I. Preyra welcomed incoming Council Members: K. Tzanetos and M. Whyne. The new members were invited to receive their Council pins, address Council, and take their seats at the Council table as new members of Council.

I. Preyra was inducted as the new CPSO President. I. Preyra addressed members of Council, thanked R. Gratton for his leadership and provided an overview of accomplishments for the 2023 year.

CARRIED

23. Close Meeting - Day 2

I. Preyra closed the Meeting of Council at 3:15 pm on December 8, 2023. The next Council meeting is scheduled on February 29 and March 1, 2024.

Chair

Recording Secretary

Revised Draft Enabling Regulation

NOTE: The following new sections will need to be added in order to set out the enabling mechanism for PAs.

ONTARIO REGULATION

made under the

MEDICINE ACT, 1991

Amending O. Reg. 114/94

(GENERAL)

1. The Regulation is amended by adding the following Part:

PART XII

Physician Assistants

52. (1) A member who is a physician assistant shall only perform an act under the authority of section 4 if the performance of the act has been delegated to the member who is a physician assistant by a member who is a physician.

(2) Despite subsection (1), a member who is a physician shall not delegate to a member who is a physician assistant the authorized act of treating, by means of psychotherapy technique delivered through a therapeutic relationship, an individual's serious disorder of thought, cognition, mood, emotional regulation, perception or memory that may seriously impair the individual's judgment, insight, behaviour, communication or social functioning.

(3) A member who is a physician assistant shall not delegate the performance of an act that has been delegated to them.

(4) A member who is a physician shall ensure, before delegating an authorized act to a member who is a physician assistant, that,

- (a) The member who is a physician has the knowledge, skill and judgment to perform the authorized act safely and competently themselves; and
- (b) The member who is a physician is satisfied, ~~after taking reasonable steps,~~ that the member who is a physician assistant has the knowledge, skill and judgment to perform the act safely and competently.

(5) A member who is a physician assistant is entitled to presume that a member who is a physician is permitted to delegate an authorized act to them, unless the member who is a physician assistant has reasonable grounds to believe otherwise.

(6) A member who is a physician assistant shall only perform an authorized act delegated to them by a member who is a physician if, before performing the authorized act, the member who is a physician assistant ensures that they have the knowledge, skill and judgement to perform the authorized act safely and competently.

DRAFT

Revised Draft Registration Regulation

NOTE: The existing general requirements under this regulation will apply to both physician and PA members of CPSO. Two new sections (see below) will need to be added in order to set out entry to practice requirements for PAs and create an emergency class of registration for PAs.

ONTARIO REGULATION

made under the

MEDICINE ACT, 1991

Amending O. Reg 865/93

(REGISTRATION)

1. The Regulation is amended by adding the following clauses:

Physician Assistants - General

9.1 The standards and qualifications for a certificate of registration authorizing practice as a physician assistant are as follows:

- (1) The applicant must have a minimum of a baccalaureate degree evidencing the successful completion of a program designed to educate and train persons to be practising physician assistants which was:
 - a. accredited by the Canadian Medical Association or Accreditation Canada at the time the applicant graduated;
 - b. accredited by the Accreditation Review Commission on Education for the Physician Assistant (ARC-PA) at the time the applicant graduated;
 - c. accredited by another accrediting body as approved by ~~Council~~ the Council;
or
 - d. another program as approved by ~~Council~~ the Council; and
- (2) The applicant must hold certification as a physician assistant as follows:
 - a. Canadian Certified Physician Assistant (CCPA) certification by the Physician Assistant Certification Council of Canada (PACCC);
 - b. Physician Assistant-Certified (PA-C) by the National Commission on Certification of Physician Assistants NCCPA (US); or
 - c. another certification as approved by ~~Council~~ the Council.

9.2 (1) Where section 22.18 of the *Health Professions Procedural Code* applies to an applicant for a certificate of registration authorizing practice as a physician assistant, the applicant is deemed to have met the requirements of subsection 9.1.

(2) Where an applicant to whom subsection (1) applies is unable to satisfy the Registrar or a panel of the Registration Committee that the applicant practised the profession of medicine to the extent that would be permitted by a certificate of registration authorizing practice as a physician assistant at any time in the three years immediately preceding the date of that applicant's application, the applicant must meet any further requirement to undertake, obtain or undergo material additional training, experience, examinations or assessments that may be specified by a panel of the Registration Committee.

(3) Despite subsection (1), an applicant is not deemed to have met a requirement if that requirement is described in subsection 22.18 (3) of the *Health Professions Procedural Code*.

Transition

9.3 The following apply for the first 24 months after the day this Regulation comes into force,

Paragraph (1) of subsection 9.1. does not apply in respect of an application for a certificate of registration authorizing practice as a physician assistant where:

- (a) the applicant successfully completed the Canadian Armed Forces Health Training Centre Physician Assistant Program or the Ontario Physician Assistant Integration Program by the Centre for the Evaluation of Health Professionals Educated Abroad; and
- (b) the applicant is able to satisfy the Registrar or a panel of the Registration Committee that the applicant engaged in practice in Canada within the scope of a physician assistant during the two-year period that immediately preceded the date that the applicant submitted their application.

Physician Assistants - Emergency Circumstances Practice

9.4 (1) The standards and qualifications for a certificate of registration authorizing practice in emergency circumstances for physician assistants are as follows:

1. The Minister ~~has~~ must have requested that the College ~~to~~ initiate registrations under this class based on the Minister's opinion that emergency circumstances call for it, or the Council ~~has~~ must have determined, after taking into account all of the relevant circumstances that impact the ability of applicants to meet the ordinary registration requirements, that there are emergency circumstances, and that it is in the public interest that the College issue emergency certificates of registration ~~for physician assistants to address the emergency circumstances.~~
2. The applicant must have a minimum of a baccalaureate degree evidencing the successful completion of a program designed to educate and train persons to be practising physician assistants which was:

- (a) accredited by the Canadian Medical Association or Accreditation Canada at the time the applicant graduated;
- (b) accredited by the Accreditation Review Commission on Education for the Physician Assistant (ARC-PA) at the time the applicant graduated;
- (c) accredited by another accrediting body as approved by ~~Council~~ the Council; or
- (d) a ~~another~~ program as approved by ~~Council~~ the Council.

3. The applicant must have any other standard or qualification that ~~Council~~ the Council has identified as necessary in order for holders of emergency certificates of registration for physician assistants to assist in addressing the determined emergency circumstances.

(2) The requirements of paragraphs 1, 2, and 3 of subsection (1) are non-exemptible.

(3) It is a term, condition and limitation of a certificate of registration authorizing practice in emergency circumstances for physician assistants that:

1. The certificate expires the earlier of the following:
 - (a) one year from the date the certificate was issued or renewed; or
 - (b) the 90th day after ~~Council~~ the Council declares that the emergency circumstances have ended; and
2. The holder must adhere to any other terms, conditions and limitations that ~~Council~~ the Council has identified as necessary in order for holders of emergency certificates of registration for physician assistants to assist in addressing the determined emergency circumstances.

(4) The Registrar may renew a certificate of registration authorizing practice in emergency circumstances for one or more periods, each of which is not to exceed one year, if ~~Council~~ the Council has not declared that the emergency circumstances have ended.

Proposed addition to Physician Assistant class

9.5 (1) An applicant who, in the year immediately preceding their application for a certificate of registration authorizing practice as a physician assistant, has held a certificate of registration issued by the College authorizing practice in emergency circumstances for physician assistants, is exempt from the standards and qualifications required under clause 2(2)(c), only in respect of payment of the relevant application fee but not in respect of payment of the annual membership fee.

Draft Quality Assurance (CPD) Regulation

NOTE: Amendments are required to s. 29 to distinguish the CPD program for physicians. A new s. 29.1 sets out the CPD requirements for PAs.

ONTARIO REGULATION

made under the

MEDICINE ACT, 1991

Amending O. Reg. 114/94

(GENERAL)

1. The Regulation is amended by striking out Section 29 and substituting the following:

CONTINUING PROFESSIONAL DEVELOPMENT AND SELF-ASSESSMENT

29. (1) Members [who are physicians](#) shall participate in a program of continuing professional development that includes a self-assessment component and that meets the requirements for continuing professional development set by the Royal College of Physicians and Surgeons of Canada or the College of Family Physicians of Canada. O. Reg. 346/11, s. 1.

(2) As evidence of a member [who is a physician's](#) participation in a program of continuing professional development, members [who are physicians](#) shall, each year, provide to the College,

(a) in the case of a program of continuing professional development offered by the Royal College of Physicians and Surgeons of Canada or by the College of Family Physicians of Canada, proof of the member's participation that is satisfactory to the Committee; or

(b) in the case of a program of continuing professional development offered by an organization other than the Royal College of Physicians and Surgeons of Canada or the College of Family Physicians of Canada that has been approved by the Council for that purpose, written confirmation, satisfactory to the Committee, that the member has completed a program of continuing professional development that meets the requirements for continuing professional development set by the Royal College of Physicians and Surgeons of Canada or the College of Family Physicians of Canada. O. Reg. 346/11, s. 1.

(3) A member [who is a physician](#) shall maintain a record of his or her participation in a program of continuing professional development in the form and manner approved by the Committee

and shall retain the record for a minimum of 10 years from the date of his or her participation in the program. O. Reg. 346/11, s. 1.

(4) At the request of the Committee, an assessor or an employee of the College, a member who is a physician shall submit his or her record of participation in a program of continuing professional development to the College within the time period specified in the request or, if no time period is specified, within 30 days of the request. O. Reg. 346/11, s. 1.

2. The Regulation is amended by adding the following clauses:

29.1 (1) Members who are physician assistants shall participate in a program of continuing professional development that meets the requirements for continuing professional development set by the certifying body of the member.

(2) As evidence of a member who is a physician assistant's participation in a program of continuing professional development, members who are physician assistants shall, each year, provide to the College proof of the member's participation that is satisfactory to the Committee.

(3) A member who is a physician assistant shall maintain a record of his or her participation in a program of continuing professional development in the form and manner approved by the Committee and shall retain the record for a minimum of 10 years from the date of his or her participation in the program.

(4) At the request of the Committee, an assessor or an employee of the College, a member who is a physician assistant shall submit his or her record of participation in a program of continuing professional development to the College within the time period specified in the request or, if no time period is specified, within 30 days of the request.

Draft Professional Misconduct Regulation

NOTE: The following amendment is required in order to capture PAs within this heading of professional misconduct.

ONTARIO REGULATION

made under the

MEDICINE ACT, 1991

Amending O. Reg 856/93

(PROFESSIONAL MISCONDUCT)

1. The Regulation is amended by striking out paragraph 34 of subsection 1(1) and substituting the following:

1. (1) The following are acts of professional misconduct for the purposes of clause 51 (1) (c) of the Health Professions Procedural Code:

...

34. Conduct unbecoming a physician [or physician assistant](#).

MEDICAL ASSISTANCE IN DYING

1 *Policies* of the College of Physicians and Surgeons of Ontario (“CPSO”) set out
2 expectations for the professional conduct of physicians practising in Ontario. Together
3 with the *Practice Guide* and relevant legislation and case law, they will be used by CPSO
4 and its Committees when considering physician practice or conduct.

5 Within policies, the terms ‘must’ and ‘advised’ are used to articulate CPSO’s
6 expectations. When ‘advised’ is used, it indicates that physicians can use reasonable
7 discretion when applying this expectation to practice.

8 Additional information, general advice, and/or best practices can be found in
9 companion resources, such as *Advice to the Profession* documents.

10 Definition

11 **Medical Assistance in Dying (MAID):** Under the *Criminal Code*¹, MAID refers to
12 circumstances where a physician² or nurse practitioner, at the patient’s request: (a)
13 administers medications³ that cause the patient’s death; or (b) prescribes or provides
14 medications for the patient to self-administer to cause their own death.

15 **NOTE:** The *Criminal Code* sets out the eligibility criteria for MAID. The *Criminal Code*
16 currently excludes mental illness as an illness, disease, or disability that makes an
17 individual eligible for MAID.⁴ This exclusion will remain in place until March 17, 2024, at
18 which time it is expected to be repealed.

19 Policy

- 20 1. Physicians **must** comply with:
- 21 a. the legal requirements for MAID⁵, including those pertaining to eligibility
22 criteria, safeguards, and reporting (see CPSO’s *Legal Requirements: MAID*
23 companion document); and

¹ [R.S.C. 1985, c. C-46](#) (hereinafter, “*Criminal Code*”).

² Postgraduate medical trainees can participate in the MAID process, but must only do so within the terms, conditions, and limitations of their certificate of registration.

³ While the *Criminal Code* uses the word “substance” when describing the MAID framework, CPSO uses the term “medications” in this policy.

⁴ For clarity, a person suffering solely from a mental illness is not eligible for MAID, but a person with a mental illness may also have a serious and incurable illness, disease, or disability that makes them eligible for MAID provided all of the other eligibility criteria are met.

⁵ Sections 241.1-241.4 of the *Criminal Code*; [Regulation for the Monitoring of Medical Assistance in Dying, SOR/2018-166](#), enacted under the *Criminal Code*; and Section 10.1 of the [Coroners Act, R.S.O. 1990, c. C.37](#).

- 24 b. the expectations set out in this policy and other relevant CPSO policies,
25 such as the [Human Rights in the Provision of Health Services](#) policy,
26 including the expectation regarding effective referrals for physicians who
27 choose not to assess patients or provide MAID for reasons of conscience
28 or religion.

29 Medications

- 30 2. Before administering medications for MAID, physicians **must** have a contingency
31 plan⁶ in place to address potential complications.
- 32 3. Physicians **must** use their professional judgment when determining the
33 appropriate medication protocol to achieve MAID and **must** ensure the goals of
34 the protocol include controlling the patient’s pain and anxiety.
- 35 4. Physicians **must** notify the dispensing pharmacist as early as possible that
36 medications for MAID will be required to allow the pharmacist sufficient time to
37 obtain and/or prepare the medications.

38 Documentation

- 39 5. Consistent with CPSO’s [Medical Records Documentation](#) policy, where applicable,
40 physicians **must** include the following in the patient’s medical record:
41 a. all requests for MAID, including a copy of any written request;^{7, 8}
42 b. documentation demonstrating that the eligibility criteria and relevant
43 procedural safeguards were met⁹, including the analysis undertaken to
44 determine if the patient’s natural death was reasonably foreseeable¹⁰;
45 c. a copy of any written arrangement that waives the requirement for final
46 express consent;¹¹
47 d. a copy of any report made to the Office of the Chief Coroner or Health
48 Canada;
49 e. the medication protocol used (i.e., drug(s) and dosage(s)); and
50 f. the time and date of the patient’s death, if known.

⁶ A contingency plan may include, for example, a plan for failed vascular access or a back-up MAID kit in case the administration of medications fails.

⁷ This documentation requirement applies to all physicians who receive requests for MAID, including physicians who choose not to assess patients or provide MAID for reasons of conscience or religion.

⁸ The Ministry of Health has developed [Clinician Aid A](#) to assist patients who request MAID.

⁹ The Ministry of Health has developed [Clinician Aid B](#) for physicians who provide MAID and [Clinician Aid C](#) for physicians who are MAID assessors.

¹⁰ The *Criminal Code* framework has two “tracks” that contain different procedural safeguards depending on whether the patient’s natural death is reasonably foreseeable.

¹¹ “Written arrangement” includes waivers of final consent and advance consent for self-administration. The Ministry of Health has developed Clinician Aids [D-1](#) and [D-2](#) for MAID providers and patients to use as templates for written arrangements.



BY-LAWS
of
COLLEGE OF PHYSICIANS AND SURGEONS OF ONTARIO

**By-law No. 167 - Enacted [DATE]
Last Amended - XXX**

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BY-LAW NO. 167

PART 1. GENERAL

ARTICLE 1 DEFINITIONS AND INTERPRETATIONS

1.1 Definitions

1.1.1 In this By-law and all other By-laws, unless otherwise defined:

- (a) **“Academic Directors”** means Registrants, other than physician assistants, who are members of a faculty of medicine of a university in Ontario and who are selected and appointed to the Board as contemplated by Section 2.1.1(c), and **“Academic Director”** means any one of them;
- (b) **“Act”** means the *Regulated Health Professions Act, 1991*, S.O. 1991, c.18, and the regulations thereunder, as amended from time to time;
- (c) **“Annual Financial Meeting”** has the meaning set out in Section 6.1.1(b);
- (d) **“Annual Organizational Meeting”** has the meaning set out in Section 6.1.1(a);
- (e) **“Auditor(s)”** means the person(s) appointed in accordance with Section 6.1.4(b);
- (f) **“Board”** means the board of directors of the College, and each reference to the Board shall be deemed to be a reference to the Council of the College as specified in the Code and the Medicine Act, and any other legislation or policy where the context requires.
- (g) **“Board Profile”** means the profile or matrix of skills, expertise and diversity attributes desired for Directors and committee members, as approved by the Board from time to time.
- (h) **“Business Address”** means a Registrant’s principal place of practice reported by the Registrant to the College, as may be posted on the Register;
- (i) **“By-law”** or **“By-laws”** means the By-laws of the College, as the same may be amended from time to time;
- (j) **“Chair”** means the chair of the Board elected pursuant to Section 5.1, and each reference to the Chair shall be deemed to be a reference to the President of the College as specified in the Code and the Medicine Act, and any other legislation or policy where the context requires;
- (k) **“chair”** means the chair of a committee;
- (l) **“Code”** means the *Health Professions Procedural Code* in Schedule 2 of the Act, as amended from time to time;
- (m) **“College”** means the College of Physicians and Surgeons of Ontario;

- (n) “**committee**” means any committee of the College, whether established by or under the Code, the regulations or the By-laws;
- (o) “**Conflict of Interest**” has the meaning set out in Section 10.1.1;
- (p) “**Controlled Drugs and Substances Act**” means the *Controlled Drugs and Substances Act*, S.C. 1996, c. 19, and the regulations thereunder, as amended from time to time;
- (q) “**Criminal Code**” means the *Criminal Code*, R.S.C. 1985, c. C-46, and the regulations thereunder, as amended from time to time;
- (r) “**Delegated Signatory**” has the meaning set out in Section 14.6.2;
- (s) “**Directors**” means the persons elected or appointed to be members of the Board and includes, the Elected Directors, the Public Directors and the Academic Directors, and “**Director**” means any one of them;
- (t) “**Elected Directors**” means Registrants, other than physician assistants, who are elected to the Board as contemplated by Section 2.2.1(a), and “**Elected Director**” means any one of them;
- (u) “**Executive Committee**” means the Executive Committee as set out in Section 8.2.1;
- (v) “**Executive Member Representatives**” has the meaning set out in Section 8.2.1(c), and “**Executive Member Representative**” means any one of them;
- (w) “**Health Insurance Act**” means the *Health Insurance Act*, R.S.O. 1990, c. H.6, and the regulations thereunder, as amended from time to time;
- (x) “**Hourly Rate**” has the meaning set out in Section 12.1.3;
- (y) “**ICRC**” has the meaning set out in Section 8.5.1;
- (z) “**Indemnified Party**” has the meaning set out in Section 13.1.1;
- (aa) “**Medicine Act**” means the *Medicine Act*, 1991, S.O. 1991, c.30, and the regulations thereunder, as amended from time to time;
- (bb) “**Mental Health Act**” means the *Mental Health Act*, R.S.O., 1990, c. M.7, and the regulations thereunder, as amended from time to time;
- (cc) “**Obligations**” has the meaning set out in Section 14.6.6.
- (dd) “**Ontario Physicians and Surgeons Discipline Tribunal**” and “**OPSDT**” have the meanings set out under Section 8.9.1;
- (ee) “**Physician Director**” means a Director who is a Registrant, other than a physician assistant, and unless stated otherwise, includes an Elected Director or an Academic Director;

- (ff) “**Public Directors**” has the meaning set out in Section 2.1.1(b), and “**Public Director**” means any one of them;
- (gg) “**Register**” means the register of the College;
- (hh) “**Registrant**” means a member of the College, and each reference to a Registrant shall be deemed to be a reference to a member of the College as specified in the Code and the Medicine Act, and any other legislation or policy where the context requires;
- (ii) “**Registrar**” means the Registrar of the College;
- (jj) “**Relative**” with respect to another person, means a person who is related to that other person as immediate or extended family, or a variation thereof, or who is a member of the household of that other person, and includes a spouse, child, grandchild, parent, grandparent, sibling, aunt, uncle, nephew, niece, cousin or a spouse of any of the foregoing;
- (kk) “**Signing Officers**” has the meaning set out in Section 14.6.1, and “**Signing Officer**” means any one of them;
- (ll) “**SCERP**” means a specified continuing education or remediation program;
- (mm) “**Subject Committee Member**” has the meaning set out in Section 7.5.7;
- (nn) “**Subject Director**” has the meaning set out in Section 7.5.7;
- (oo) “**Substitute Decisions Act**” means the *Substitute Decisions Act, 1992*, S.O. 1992, c.30, and the regulations thereunder, as amended from time to time;
- (pp) “**Vice-Chair**” means the vice-chair of the Board elected pursuant to Section 5.1, and each reference to the Vice-Chair shall be deemed to be a reference to the Vice-President of the College as specified in the Code and the Medicine Act, and any other legislation or policy where the context requires; and
- (qq) “**vice-chair**” means the vice-chair of a Committee.

1.2 Interpretation

- 1.2.1 All terms defined in the Act, the Code and the Medicine Act have the same meaning in this By-law and all other By-laws, unless stated otherwise.
- 1.2.2 References containing terms such as “includes” and “including”, whether or not used with the words “without limitation” or “but not limited to”, shall not be deemed limited by the specific enumeration of items but shall, in all cases, be deemed to be without limitation and construed and interpreted to mean “includes without limitation” and “including without limitation”.
- 1.2.3 All monetary references in the By-laws are to Canadian Dollars, unless stated otherwise.

- 1.2.4 References in the By-laws to a statute, regulation or by-law, or a section or provision thereof, shall be deemed to extend and apply to any amendment or re-enactment of such statute, regulation or by-law, or section or provision thereof.
- 1.2.5 The division of this By-law into Parts, Articles and Sections and the insertion of headings are for convenience of reference only and shall not affect the construction or interpretation hereof.

PART 2. THE BOARD

ARTICLE 2 BOARD COMPOSITION, ELIGIBILITY AND DISQUALIFICATION

2.1 Composition

- 2.1.1 In accordance with the Medicine Act, the Board shall be composed of:
- (a) at least 15 and no more than 16 persons who are Registrants elected in accordance with the by-laws;
 - (b) at least 13 and no more than 15 persons appointed by the Lieutenant Governor in Council who are not,
 - (i) Registrants;
 - (ii) members of a College as defined in the Act; or
 - (iii) members of a Council as defined in the Act; (the “**Public Directors**”); and
 - (c) three persons selected, in accordance with a by-law made under section 12.1 of the Medicine Act, from among Registrants who are members of a faculty of medicine of a university in Ontario, and appointed by the Board.

2.2 Eligibility Criteria

- 2.2.1 To be eligible to be elected to the Board as an Elected Director or selected and appointed to the Board as an Academic Director, a Registrant, on the date of the election or appointment, as the case may be:
- (a) in the case of eligibility to be an Elected Director, is engaged in the practice of medicine in the electoral district for which the Registrant is nominated or, if the Registrant is not engaged in the practice of medicine, is resident in the electoral district for which the Registrant is nominated;

Amendment Not in Force

On a date to be determined by the Board, this Section 2.2.1 is amended by striking out the above clause (a) of Section 2.2.1 and substituting it with the following clause:

(a) in the case of eligibility to be an Elected Director, has their Business Address (if any) in Ontario and resides in Ontario;

- (b) in the case of eligibility to be an Academic Director, is a member of a faculty of medicine of a university in Ontario;
- (c) is not in default of payment of any fee payable to the College;
- (d) is not, and has not been within one year before the date of the election or appointment, as the case may be, a director or officer of the Ontario Medical Association, the Canadian Medical Protective Association, the Canadian Medical Association, the Coalition of Family Physicians and Specialists of Ontario or the Ontario Specialists Association;
- (e) does not hold, and has not held within one year before the date of the election or appointment, as the case may be:
 - (i) an employment position or any position of responsibility with any organization whose mandate conflicts with the mandate of the College; or
 - (ii) a position with any organization which would cause the Registrant, if elected or appointed as a Director, to have a Conflict of Interest, including by virtue of having competing fiduciary obligations to both the College and the other organization;
- (f) is not, and has not been within five years before the date of the election or appointment, as the case may be, an employee of the College (whether on contract or permanent, and whether on a full-time or part-time basis);
- (g) has completed and filed with the Registrar, by the deadline set by the Registrar, a Conflict of Interest declaration form specified by the College;
- (h) prior to the deadline specified by the Registrar, in the case of an election, or prior to appointment, as the case may be, the Registrant has completed the orientation program specified by the College relating to the business and governance of the College and the duties, obligations and expectations of the Board and committee members;
- (i) is not a Relative of an employee of the College or another Director;
- (j) is not, and has never been, a party to civil litigation or arbitration adverse in interest against the College, the Board, a committee, a Director or a College officer, employee or agent, provided that the litigation or arbitration against a College employee or agent relates to the College or their role as an employee or agent of the College;
- (k) subject to Section 2.2.4, has never been disqualified from the Board or from one or more committees;

- (l) subject to Section 2.2.4, has never resigned from the Board or from one or more committees where there are reasonable grounds to believe that the resignation is related to a proposed disqualification of the Registrant from the Board or one or more committees;
- (m) holds a certificate of registration that has never been revoked or suspended, other than an administrative suspension more than six years before the date of the election or appointment, as the case may be;
- (n) holds a certificate of registration that is not subject to a term, condition or limitation other than one prescribed by a regulation made under the Act or the Medicine Act or imposed by the Registration Committee pursuant to a College registration policy;
- (o) has not been found to have committed an act of professional misconduct or to be incompetent by a panel of the Ontario Physicians and Surgeons Discipline Tribunal or found to be an incapacitated Registrant by a panel of the Fitness to Practise Committee, unless the notation of such finding has been removed from the Register pursuant to section 23(11) of the Code;
- (p) is not the subject of any disciplinary or incapacity proceeding;
- (q) is not subject to an outstanding interim order by the ICRC under the Code;
- (r) has not been required by the ICRC to complete a SCERP within five years before the date of the election or appointment, as the case may be;
- (s) has not been required to appear before a panel of the ICRC to be cautioned within five years before the date of the election or appointment, as the case may be;
- (t) has no findings of guilt (unless a pardon was granted or a record suspension was ordered in respect of the findings) or outstanding charges made against the Registrant under the Health Insurance Act, the Criminal Code or the Controlled Drugs and Substances Act or under any comparable legislation or criminal laws of another jurisdiction;
- (u) is in compliance with all continuing professional development required by the Medicine Act;
- (v) is not an undischarged bankrupt;
- (w) is not a person who has been found to be incapable of managing property under the Substitute Decisions Act or under the Mental Health Act; and
- (x) is not a person who has been declared incapable by any court in Canada or elsewhere.

2.2.2 A Registrant is not eligible for election to the Board who, if elected, would be unable to serve completely the three-year term prescribed by Section 3.2.1 by reason of:

- (a) the nine-consecutive-year term limit prescribed by subsection 5(2) of the Code; or
- (b) the total nine-year term limit prescribed by Section 3.2.2.

2.2.3 A Registrant is not eligible to be an Academic Director if the total of the following equals or exceeds nine years:

- (a) the number of years of the proposed appointment;
- (b) the number of years the Registrant was an Elected Director (if any); and
- (c) the number of years the Registrant attended Board meetings as an academic representative in a non-voting capacity (if any).

2.2.4 A Registrant who has been disqualified from the Board or from one or more committees, or has resigned from the Board or from one or more committees where there are reasonable grounds to believe that the resignation is related to a proposed disqualification of the member from the Board or from one or more committees, for disqualification criteria prescribed in Section 2.3.1(k) or Section 2.3.1(o), is not ineligible under Section 2.2.1(k) or Section 2.2.1(l) to be elected to the Board as an Elected Director or selected and appointed to the Board as an Academic Director if on the date of the election or appointment, as the case may be:

- (a) in the case of disqualification under Section 2.3.1(k), the disciplinary or incapacity proceeding, as the case may be, has been finally completed, and the Registrant was not found in such proceeding to have committed an act of professional misconduct or to be incompetent by a panel of the Ontario Physicians and Surgeons Discipline Tribunal or to be an incapacitated Registrant by a panel of the Fitness to Practise Committee; or
- (b) in the case of disqualification under Section 2.3.1(o), all of the charges have been disposed of such that the Registrant was not found guilty of any of the charges.

For greater certainty, this Section 2.2.4 does not affect the eligibility of a Registrant to be elected to the Board as an Elected Director or selected and appointed to the Board as an Academic Director under any other eligibility criteria prescribed in Section 2.2.

2.3 Disqualification Criteria

2.3.1 An Elected Director or Academic Director is automatically disqualified from sitting on the Board if the Director:

- (a) in the case of an Elected Director, ceases to either practise medicine or reside in the electoral district for which the Registrant was elected;

Amendment Not in Force

On a date to be determined by the Board, this Section 2.3.1 is amended by striking out the above clause (a) of Section 2.3.1 and substituting it with the following clause:

(a) in the case of an Elected Director, ceases to have their Business Address (if any) in Ontario or ceases to reside in Ontario;

- (b) in the case of an Academic Director, ceases to be a member of a faculty of medicine of a university in Ontario;
- (c) becomes a director or officer of the Ontario Medical Association, the Canadian Medical Protective Association, the Canadian Medical Association, the Coalition of Family Physicians and Specialists of Ontario, or the Ontario Specialists Association;
- (d) becomes an employee of the College;
- (e) becomes a Relative of an employee of the College or another Director;
- (f) becomes a party to civil litigation or arbitration adverse in interest against the College, the Board, a committee, a Director or a College officer, employee or agent, provided that the litigation or arbitration against a College employee or agent relates to the College or their role as an employee or agent of the College;
- (g) has had their certificate of registration revoked or suspended, including an administrative suspension;
- (h) ceases to hold a certificate of registration that is not subject to a term, condition or limitation other than one prescribed in any regulation made under the Act or the Medicine Act or imposed by the Registration Committee pursuant to a College registration policy;
- (i) is found to have committed an act of professional misconduct or is found to be incompetent by a panel of the Ontario Physicians and Surgeons Discipline Tribunal;
- (j) is found to be an incapacitated Registrant by a panel of the Fitness to Practise Committee;
- (k) becomes the subject of any disciplinary or incapacity proceeding;
- (l) becomes subject to an interim order by the ICRC under the Code;
- (m) is required by the ICRC to complete a SCERP;
- (n) is required to appear before a panel of the ICRC to be cautioned;

- (o) is charged with an offence under the Health Insurance Act, the Criminal Code or the Controlled Drugs and Substances Act or under any comparable legislation or criminal laws of another jurisdiction;
- (p) is found guilty of an offence under the Health Insurance Act, the Criminal Code or the Controlled Drugs and Substances Act or under any comparable legislation or criminal laws of another jurisdiction;
- (q) is not in compliance with all continuing professional development required by the Medicine Act;
- (r) becomes an undischarged bankrupt;
- (s) is found to be incapable of managing property under the Substitute Decisions Act or under the Mental Health Act; or
- (t) is declared incapable by any court in Canada or elsewhere.

2.3.2 An Elected Director or Academic Director may be disqualified from sitting on the Board if the Director:

- (a) fails to attend three consecutive meetings of the Board;
- (b) fails to attend three consecutive meetings of a committee of which the Elected Director or Academic Director is a member or all or part of a hearing for which the Elected Director or Academic has been selected;
- (c) is in default of payment of any fee payable to the College for more than 30 days;
- (d) fails, in the opinion of the Board, to discharge their duties to the College, including having acted in a Conflict of Interest or otherwise in breach of a By-law, the Act or the College's governance policies;
- (e) except as provided in Section 2.3.1(c):
 - (i) becomes an employee or holds any position of responsibility with any organization whose mandate conflicts with the mandate of the College; or
 - (ii) holds a position with any organization which would cause the Director to have a Conflict of Interest, including by virtue of having competing fiduciary obligations to both the College and the other organization; or
- (f) did not satisfy one or more of the criteria for eligibility prescribed in Section 2.2.1 at the date of the election or appointment, and the Director did not disclose same to the College or the Director was untruthful or misled the College about same.

2.4 Disqualification of Elected Directors and Academic Directors

- 2.4.1 A Director shall immediately notify the Registrar in writing if any of the criteria for disqualification prescribed in Section 2.3.1 or Section 2.3.2 arise regarding that Director.
- 2.4.2 A Director shall advise the Registrar in writing if such Director believes that another Director meets one or more of the criteria for disqualification prescribed in Section 2.3.1 or Section 2.3.2.
- 2.4.3 If the Registrar receives information in writing that suggests an Elected Director or Academic Director meets any of the criteria for disqualification prescribed in Section 2.3.1 or Section 2.3.2, the Registrar shall report the matter to the Executive Committee.
- 2.4.4 If the Executive Committee receives information that suggests an Elected Director or Academic Director meets any of the criteria for disqualification prescribed in Section 2.3.1, the Executive Committee shall notify such Director and the Board in writing that such Director has been disqualified from the Board.
- 2.4.5 If the Executive Committee believes that an Elected Director or Academic Director meets any of the criteria for disqualification prescribed in Section 2.3.2, the Executive Committee shall notify such Director (the “**Subject Director**”) of the nature of the concern and provide the Subject Director a reasonable opportunity to respond to the concern before making a decision to refer the matter to the Board.
- 2.4.6 If the Executive Committee decides that the matter warrants the Board’s consideration, the Executive Committee shall place the matter on the agenda of the Board’s next meeting, or the Chair shall call a special Board meeting for the purpose of determining whether the Subject Director meets any of the criteria for disqualification prescribed in Section 2.3.2. The Registrar shall advise the Subject Director of the date of the meeting and that the Subject Director may make written or oral submissions to the Board at the meeting.
- 2.4.7 Disqualification of an Elected Director or Academic Director pursuant to the disqualification criteria prescribed in Section 2.3.2 requires a motion passed by at least a two-thirds majority of the votes cast at the Board meeting by the Directors in attendance. The Subject Director shall not be present during the discussion following submissions, if any, or during the vote, and shall not vote on the motion. The Board shall not count the Subject Director for the purpose of establishing quorum or calculating votes.
- 2.4.8 If an Elected Director or Academic Director is disqualified from sitting on the Board, whether automatically pursuant to Section 2.3.1 or by decision of the Board as provided in Section 2.4.7, the disqualified Director thereupon ceases to be a Director, the Registrant’s seat becomes vacant, and the vacancy shall be filled in the manner described in Section 3.10, in the case of an Elected Director, or Section 4.4.1, in the case of an Academic Director.

Amendment Not in Force

On a date to be determined by the Board, this Section 2.4.8 is amended by striking out the reference to “Section 4.4.1” and replacing it with “Section 4.3.1”.

2.4.9 A disqualified Elected Director or Academic Director ceases to be a member of any committees.

2.5 Public Directors

2.5.1 If any of the criteria for disqualification prescribed in Section 2.3.1 or Section 2.3.2 occur with respect to a Public Director, the College may report this to the Ministry of Health and may request that such Public Director’s appointment to the Board be revoked.

ARTICLE 3 ELECTIONS AND ELECTED DIRECTORS

3.1 Electoral Districts, and Number of Registrants to be Elected and Election Dates

3.1.1 The following electoral districts are established for the purpose of elections:

- (a) Electoral district 1, composed of the counties of Essex, Kent and Lambton.
- (b) Electoral district 2, composed of the counties of Elgin, Huron, Middlesex, Oxford and Perth.
- (c) Electoral district 3, composed of the counties of Bruce, Dufferin, Grey, Wellington and the Regional Municipality of Waterloo.
- (d) Electoral district 4, composed of the County of Brant and the regional municipalities of Haldimand-Norfolk, Halton, Hamilton-Wentworth and Niagara.
- (e) Electoral district 5, composed of the County of Simcoe, The District Municipality of Muskoka and the regional municipalities of Durham, Peel and York.
- (f) Electoral district 6, composed of the counties of Frontenac, Haliburton, Hastings, Leeds and Grenville, Lennox and Addington, Northumberland, Peterborough, Prince Edward and Victoria.
- (g) Electoral district 7, composed of the counties of Dundas, Glengarry, Lanark, Prescott, Renfrew, Russell and Stormont, and The Regional Municipality of Ottawa-Carleton.
- (h) Electoral district 8, composed of the territorial districts of Algoma, Cochrane, Manitoulin, Nipissing, Parry Sound, Sudbury and Timiskaming.
- (i) Electoral district 9, composed of the territorial districts of Kenora, Rainy River and Thunder Bay.

- (j) Electoral district 10, composed of the City of Toronto.
- 3.1.2 Except for electoral districts 4, 5, 7 and 10, one Registrant is to be elected as an Elected Director for each electoral district.
- 3.1.3 Two Registrants are to be elected as Elected Directors for each of electoral districts 4, 5 and 7 and four Registrants are to be elected as Elected Directors for electoral district 10.
- 3.1.4 A regular election shall be held in:
 - (a) April, May or June 2020, and in every third year after that for Districts 5 and 10;
 - (b) April, May or June 2021, and in every third year after that for Districts 6, 7, 8 and 9; and
 - (c) April, May or June 2022, and in every third year after that for Districts 1, 2, 3 and 4.
- 3.1.5 The Board shall set the date for each regular election and each by-election of Registrants to the Board.

Amendment Not in Force

On a date to be determined by the Board, this Section 3.1 is deleted and replaced by the following Section 3.1:

3.1 Election

- 3.1.1 A regular election shall be held each year to elect Registrants to the Board as Elected Directors for the number of Elected Directors whose terms are to expire at the Annual Organizational Meeting that year plus the number of vacancies (if any) in Elected Director positions at the time of the election to be filled under Section 3.10.1(a).
- 3.1.2 The Board shall set the date for each regular election and each by-election of Registrants to the Board.

3.2 Term of Office

- 3.2.1 The term of office of an Elected Director elected in a regular election is three years, starting at the first Annual Organizational Meeting held after the election and expiring at the Annual Organizational Meeting held after the regular election three years later.
- 3.2.2 A Registrant may not be a Director for more than a total of nine years, whether consecutively or non-consecutively. For greater certainty, following the maximum term of nine years as a Director, a Registrant may not stand for election as an Elected Director or be appointed as an Academic Director.

- 3.2.3 For greater certainty, the term of office for an Elected Director who was elected pursuant to an election held under the electoral district system, shall expire on the date of expiry of the term that the Elected Director was serving at the time the district was eliminated.

3.3 Notice of Election, Nominations and Nomination Procedure

- 3.3.1 No later than 60 days before the date of an election, the Registrar shall notify every Registrant who is eligible to vote of the date, time and place of the election and of the nomination procedure.
- 3.3.2 The nomination of a candidate for election as an Elected Director shall be in writing and shall be given to the Registrar at least 49 days before the date of the election.

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| <p>Amendment Not in Force</p> <p>On a date to be determined by the Board, this Section 3.3 is deleted and replaced by the following Section 3.3:</p> <p>3.3 Notice of Election and Election Applications</p> <ul style="list-style-type: none">3.3.1 No later than 120 days before the date of each regular election, the Governance and Nominating Committee shall review the skills, expertise and diversity of incumbent Directors against the Board Profile and identify the skills, expertise and diversity based on the Board Profile that are needed or desired for the Board when filling upcoming positions for Elected Directors.3.3.2 No later than 90 days prior to the date of an election, the Registrar shall notify every Registrant of the date, time and place of the election and the application procedure for seeking to be a candidate for election as an Elected Director, including the deadline by which applications must be received by the Registrar. The deadline by which applications must be received by the Registrar shall be no later than 70 days prior to the date of an election.3.3.3 The Governance and Nominating Committee may also identify and solicit candidates for election to the Board.3.3.4 Registrants seeking to be a candidate for election as an Elected Director (including those identified and solicited by the Governance and Nominating Committee) shall complete and submit an application in the form required by the Governance and Nomination Committee no later than the deadline specified by the Registrar.3.3.5 The Registrar shall forward all applications received by the deadline to the chair of the Governance and Nominating Committee for consideration.3.3.6 The Governance and Nominating Committee shall review all applications received by the deadline to verify that each candidate satisfies the |
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eligibility criteria prescribed in Section 2.2.

- 3.3.7 The Governance and Nominating Committee shall review all applications received by the deadline to assess whether each candidate has skills, expertise and diversity that are within the Board Profile and identified by the Governance and Nominating Committee as needed or desired for the Board pursuant to Section 3.3.1. If an incumbent Director is seeking re-election, the Governance and Nominating Committee shall also take into consideration the incumbent Director's performance as a Director in determining if the incumbent Director is qualified to be a candidate in the election. To support the Governance and Nominating Committee in its deliberations, the Governance and Nominating Committee may interview short-listed candidates.
- 3.3.8 No later than 45 days prior to the date of the election, the Governance and Nominating Committee shall approve, and provide to the Registrar, a slate of nominees for election as Elected Directors comprised of candidates who (a) satisfy the eligibility criteria prescribed in Section 2.2, and (b) have skills, expertise and diversity that were identified by the Governance and Nominating Committee as needed or desired for the Board pursuant to Section 3.3.1. No later than 40 days prior to the date of the election, the Registrar shall inform all Registrants who submitted an application whether they are on the approved slate of nominees for the upcoming election or have not been nominated for the upcoming election.
- 3.3.9 No later than 35 days prior to the date of the election, a candidate who was not approved by the Governance and Nominating Committee to be on the slate of nominees for election may dispute the decision of the Governance and Nominating Committee by submitting to the Registrar a written notice of dispute that sets out the basis and particulars of the dispute. In the event of a dispute, the Executive Committee, excluding those individuals who are on the Governance and Nominating Committee, shall review the candidate's eligibility and qualifications, decide if the candidate is eligible and qualified to stand for the upcoming election, and if the candidate is determined to be eligible and qualified, add the candidate to the slate of nominees for the election. The Executive Committee shall inform the candidate of their decision and reasons. The Executive Committee's decision shall be final and not subject to challenge.

3.4 Acclamation or Election

- 3.4.1 If the number of nominees for an electoral district is less than or equal to the number of Elected Director positions available for the electoral district, the Registrar shall declare the nominees to be elected as Elected Directors by acclamation.
- 3.4.2 If the number of nominees for an electoral district is greater than the number of Elected Director positions available for the electoral district, the Registrar shall administer an election process for Registrants to vote on the nominees for election as Elected Directors.

Amendment Not in Force

On a date to be determined by the Board, this Section 3.4 is deleted and replaced by the following Section 3.4:

3.4 Acclamation or Election

- 3.4.1 If the number of nominees on the slate is less than or equal to the number of Elected Director positions available for the election, the Registrar shall declare the nominees to be elected as Elected Directors by acclamation.
- 3.4.2 If the number of nominees on the slate is less than the number of Elected Director positions available for election, the Registrar shall hold a by-election to fill the remaining Elected Director positions.
- 3.4.3 If the number of nominees on the slate is greater than the number of Elected Director positions available for the election, the Registrar shall administer an election process for Registrants to vote on the nominees for election as Elected Directors.

3.5 Registrar's Electoral Duties

- 3.5.1 The Registrar shall supervise and administer the election process and may, for the purpose of carrying out that duty, subject to any other applicable provision in the By-laws:
 - (a) appoint one or more returning officers and scrutineers;
 - (b) establish a deadline for the receiving of ballots;
 - (c) establish procedures for the opening, counting and verification of ballots;
 - (d) establish reliable and secure voting processes, subject to Section 3.5.2;
 - (e) provide for the notification to Registrants of the results of the elections; and
 - (f) provide for the destruction of ballots or records of ballots following an election.
- 3.5.2 Voting by electronic access to ballots may be used if the Registrar is satisfied that the proceedings and voting may proceed with adequate security and confidentiality and if the votes may be verified as having been made by the Registrants.
- 3.5.3 If there is an interruption of electronic service provided for or by the College or mail during a nomination or election, the Registrar shall extend the holding of nominations and the election for such minimum period of time as the Registrar considers necessary to compensate for the interruption.

Amendment Not in Force

On a date to be determined by the Board, this Section 3.5.3 is deleted and replaced by the following Section 3.5.3:

3.5.3 If there is an interruption of electronic service provided for or by the College or mail during an election, the Registrar shall extend the holding of the election for such minimum period of time as the Registrar considers necessary to compensate for the interruption.

3.6 Eligibility to Vote and Ballots

- 3.6.1 A Registrant is eligible to vote in an election being held for an electoral district if, on the 45th day prior to the date fixed for the election, the Registrant principally practises in such electoral district, or if the Registrant is not engaged in the practice of medicine, the Registrant principally resides in such electoral district.
- 3.6.2 No later than 21 days before the date of an election, the Registrar shall send to every Registrant eligible to vote in an electoral district in which an election is to take place a list of nominees in the electoral district, a ballot or electronic access to a ballot and an explanation of the voting procedure as set out in the By-laws.

Amendment Not in Force

On a date to be determined by the Board, this Section 3.6 is deleted and replaced by the following Section 3.6:

3.6 Eligibility to Vote and Ballots

- 3.6.1 A Registrant is eligible to vote in an election if, on the 45th day prior to the date of the election, the Registrant's Business Address is in Ontario, or if the Registrant is not engaged in the practice of medicine, the Registrant resides in Ontario.
- 3.6.2 No later than 21 days before the date of an election, the Registrar shall send to every Registrant eligible to vote a list of nominees, a ballot or electronic access to a ballot and an explanation of the voting procedure as set out in the By-laws or as determined by the Registrar.

3.7 Number of Votes to be Cast

- 3.7.1 A Registrant may cast as many votes on a ballot in an election of Registrants to the Board as there are Registrants to be elected to the Board.
- 3.7.2 A Registrant shall not cast more than one vote for any one nominee.

3.8 Voting Results and Tie Votes

- 3.8.1 The nominees with the highest number of votes shall be declared elected in accordance with the number of positions open for election.

- 3.8.2 If there is a tie between two or more nominees and it is necessary to break the tie to determine who will be the successful nominee(s), the Registrar shall break the tie by lot.

3.9 Recounts

- 3.9.1 A nominee may require a recount by giving a written request to the Registrar no more than three business days after the date of an election and paying a fee of \$500.
- 3.9.2 The Registrar shall hold the recount no more than 30 days after receiving the request.

3.10 Filling of Vacancies

- 3.10.1 If the seat of an Elected Director becomes vacant, the Board may:
- (a) leave the seat vacant until the next election, subject to Section 3.10.2;
 - (b) appoint as an Elected Director the nominee (if any) who had the most votes of all the unsuccessful nominees in the last election of Directors, subject to such nominee satisfying the eligibility criteria prescribed in Section 2.2 and consenting to act as an Elected Director. Should consent not be provided or the eligibility criteria not be satisfied, then the Board may appoint the nominee with the next highest number of votes subject to such nominee satisfying the eligibility criteria prescribed in Section 2.2 and such nominee's consent; or
 - (c) direct the Registrar to hold a by-election.
- 3.10.2 If the number of remaining Elected Directors is less than the minimum number required by law, the Board shall take action under Section 3.10.1(b) or Section 3.10.1(c) to fill the number of vacant seats needed so that the number of Elected Directors is not less than the minimum number required by law.
- 3.10.3 The term of office of an Elected Director appointed under Section 3.10.1(b) or elected in a by-election expires when the term of the former Elected Director, whose vacancy has been filled, would have expired and shall count towards calculation of the new Elected Director's maximum years as a Director as set out in Section 3.2.
- 3.10.4 By-elections shall be held in a manner consistent with, and be subject to the same criteria as, regular elections held under the By-laws, subject to changes to time limits and deadlines and any other necessary modifications, as determined by the Registrar.

ARTICLE 4 ACADEMIC DIRECTORS

4.1 Academic Advisory Committee

- 4.1.1 An Academic Advisory Committee shall be established and shall be composed of Registrants appointed under this Section 4.1.

- 4.1.2 Before the meeting of the Board when the term of office of newly elected Directors starts, the dean of each faculty of medicine of a university in Ontario may appoint one Registrant to the Academic Advisory Committee.
- 4.1.3 A Registrant is eligible for appointment to the Academic Advisory Committee if, on the date of the appointment, the Registrant satisfies the eligibility criteria prescribed in Section 2.2 for an Academic Director, even if the Registrant will not be an Academic Director.

4.2 Appointments

- 4.2.1 A Registrant shall be appointed to the Academic Advisory Committee for a term of three years, from the first meeting of the Board after the Registrant's appointment when Elected Directors take office until the third such meeting or until such earlier time as specified in the appointment, except that the term of office for a Registrant appointed to the Academic Advisory Committee prior to the 2019 Annual Governance Meeting (for greater certainty, the annual general meeting as it was called in 2019) of the Board shall be one year.

4.3 Selection of Councillors

- 4.3.1 Three Registrants of the Academic Advisory Committee shall be selected as Academic Directors in accordance with Section 4.3.2.
- 4.3.2 At a meeting of the Board before the meeting when the term of office of newly Elected Directors starts, the Board shall vote by a show of hands to select as Academic Directors three Registrants of the Academic Advisory Committee for the following Board year, starting upon the adjournment of the next Annual Organizational Meeting until the following Annual Organizational Meeting.
- 4.3.3 For purposes of Section 3.2.2, the period of time a Registrant was appointed to the Academic Advisory Committee shall be counted as part of the calculation of the nine-year total, regardless of whether the Registrant was selected as an Academic Director pursuant to Section 4.3.2 for all or part of that time.

4.4 Disqualification of Academic Directors

- 4.4.1 If an Academic Director is disqualified from sitting on the Board under Section 2.4, the Board shall select a replacement from among the members of the Academic Advisory Committee who are not disqualified from sitting on the Board and are not Directors.

Amendment Not in Force

On a date to be determined by the Board, this Article 4 is deleted and replaced by the following Article 4:

ARTICLE 4 ACADEMIC DIRECTORS

4.1 Selection of Academic Directors

- 4.1.1 Subject to the eligibility criteria prescribed in Section 2.2, the Academic Directors shall be selected in accordance with Section 4.1.
- 4.1.2 In addition to the review contemplated under Section 3.1.1, the Governance and Nominating Committee shall identify the skills, expertise and diversity that are needed or desired when filling upcoming positions for Academic Directors.
- 4.1.3 At the direction of the Governance and Nominating Committee, the Registrar shall invite the dean of each faculty of medicine of a university in Ontario to propose one or more Registrants who are members of the faculty to be considered as candidates for selection and appointment as an Academic Director. All candidates shall complete and submit an application in the form required by the Governance and Nominating Committee no later than the deadline specified by the Registrar.
- 4.1.4 The Registrar shall forward all applications received by the deadline to the chair of the Governance and Nominating Committee for consideration.
- 4.1.5 The Governance and Nominating Committee shall review all applications received by the deadline to verify that each candidate satisfies the eligibility criteria prescribed in Section 2.2.
- 4.1.6 The Governance and Nominating Committee shall review all applications received by the deadline to assess whether each candidate has skills, expertise and diversity that are within the Board Profile and identified by the Governance and Nominating Committee as needed or desired for the Board pursuant to Section 4.1.2. If an incumbent Academic Director is seeking re-appointment, the Governance and Nominating Committee shall also take into consideration the incumbent Director's performance as a Director in determining if the incumbent Director is qualified to be re-appointed as an Academic Director. To support the Governance and Nominating Committee in its deliberations, the Governance and Nominating Committee may interview short-listed candidates.
- 4.1.7 The Governance and Nominating Committee shall propose nominees for appointment as Academic Directors for the number of Academic Directors whose terms are to expire at the Annual Organizational Meeting that year plus the number of vacancies (if any) in Academic Director positions at the time of proposing the nominees. The Governance and Nominating Committee shall only propose nominees who satisfy the eligibility criteria prescribed in Section 2.2, and (b) have skills, expertise and diversity that were identified by the Governance and Nominating Committee as needed or desired for the Board pursuant to Section 4.1.2.
- 4.1.8 At a meeting of the Board prior to the Annual Organizational Meeting for that year, the Board shall consider a motion to select and appoint the nominees proposed by the Governance and Nominating Committee as Academic Directors, starting upon the adjournment of the Annual Organizational Meeting for the year until the third Annual Organizational Meeting thereafter, or until such earlier time as specified in the appointment.

4.2 Term of Office of Academic Directors

4.2.1 Academic Directors shall hold office for a term of three years or such shorter period of time as specified in the appointment.

4.3 Disqualification of Academic Directors

4.3.1 If an Academic Director is disqualified from sitting on the Board under Section 2.4, a Registrant who is a member of a faculty of medicine of a university in Ontario shall be selected to fill the vacancy in accordance with Section 4.1.

ARTICLE 5 OFFICERS

5.1 Officers

5.1.1 The Board shall annually elect a Chair and Vice-Chair to hold office starting upon the adjournment of the next Annual Organizational Meeting (or if elected at an Annual Organizational Meeting, starting upon the adjournment of such meeting) until the next Annual Organizational Meeting and, if an election is not so held, the Chair and Vice-Chair shall continue in office until their successors are elected. The procedure for election of the Chair and Vice-Chair shall be in accordance with Section 6.2.10.

Amendment Not in Force

On a date to be determined by the Board, this section 5.1 is amended by adding the following section 5.1.2:

5.1.2 The candidates for Chair and Vice-Chair positions shall be determined as follows:

- (a) at the direction of the Governance and Nominating Committee, the Registrar shall invite all Directors to submit an expression of interest if interested to serve as the Vice-Chair or Chair;
- (b) the Governance and Nominating Committee may also identify and solicit candidates to submit expressions of interest for election to be Vice-Chair and Chair;
- (c) the Registrar shall specify the deadline by which expressions of interest must be received by the Registrar. The Registrar shall forward all expressions of interest received by the deadline to the chair of the Governance and Nominating Committee for consideration;
- (d) the Governance and Nominating Committee shall identify the skills, expertise and diversity based on the Board Profile that are needed or desired when filling upcoming positions for Chair and Vice-Chair positions.
- (e) the Governance and Nominating Committee shall review all expressions of interest received by the deadline to assess whether each candidate has skills, expertise and diversity identified by the Governance and

Nominating Committee as needed or desired for Chair and Vice-Chair positions pursuant to Section 5.1.2(d). To support the Governance and Nominating Committee in its deliberations, the Governance and Nominating Committee may interview short-listed candidates; and

- (f) the Governance and Nominating Committee shall propose nominees for each of the Chair and Vice-Chair positions who have skills, expertise and diversity that were identified by the Governance and Nominating Committee as needed or desired for the Chair and Vice-Chair positions pursuant to Section 5.1.2(d), and submit the proposed nominees to the Board for election.

5.2 Board Officers

- 5.2.1 The Chair is the chief officer of the College, and the other members of the Executive Committee shall assist the Chair in the discharge of the Chair's duties as may be requested by the Chair from time to time.
- 5.2.2 The Vice-Chair is the deputy chief officer of the College and shall discharge the duties of the Chair if the Chair is unavailable or unable to act. The Vice-Chair shall also perform the other duties requested from time to time by the Chair.

5.3 Vacancies in Board Officer Positions

- 5.3.1 The office of the Chair or Vice-Chair becomes vacant if the holder of the office dies, resigns, is disqualified from the Board or a committee, otherwise stops being a Director, is removed from office by a vote of the Board at a special meeting called for that purpose or, in the case of the Vice-Chair, in accordance with Section 5.3.2(b). A vacancy in the office of the Chair shall be filled in accordance with Section 5.3.2 or Section 5.3.4, as the case may be. A vacancy in the office of the Vice-Chair shall be filled in accordance with Section 5.3.3 or Section 5.3.4, as the case may be.
- 5.3.2 If the office of the Chair becomes vacant:
 - (a) the Vice-Chair becomes the Chair for the unexpired term of the office; and
 - (b) the office of the Vice-Chair thereby becomes vacant.
- 5.3.3 If the office of the Vice-Chair becomes vacant, the Board shall fill any vacancy in the office of the Vice-Chair at a special meeting which the Chair shall call for that purpose as soon as practicable after the vacancy occurs.
- 5.3.4 If the offices of the Chair and the Vice-Chair become vacant concurrently:
 - (a) the longest-serving member of the Executive Committee who is:
 - (i) a Registrant if the Chair was a Registrant; or
 - (ii) a Public Director if the Chair was a Public Director, becomes the Chair *pro tempore* until the Board fills the vacancies; and

- (b) the Board shall fill both vacancies at a special meeting which the Chair *pro tempore* shall call for that purpose as soon as practicable after the vacancies occur.

ARTICLE 6 MEETINGS OF THE BOARD

6.1 Board Meetings

6.1.1 The Board shall hold:

- (a) an annual organizational meeting, which shall be called by the Chair between November 1st and December 14th of each year (the “**Annual Organizational Meeting**”);
- (b) an annual financial meeting, which shall be called by the Chair between March 1st and June 30th of each year (the “**Annual Financial Meeting**”);
- (c) regular meetings other than the Annual Organizational Meeting and the Annual Financial Meeting, which shall be called by the Chair from time to time; and
- (d) special meetings, which may be called by the Chair, any four members of the Executive Committee or by any 12 Directors, in each case by depositing with the Registrar a written requisition for the meeting containing the matter or matters for decision at the meeting. On receipt of a requisition, the meeting shall be called in accordance with Section 6.2.1.

6.1.2 A regular meeting of the Board includes an Annual Organizational Meeting and an Annual Financial Meeting.

6.1.3 The Board shall, at the Annual Organizational Meeting, approve a budget authorizing expenditures for the benefit of the College during the following fiscal year.

6.1.4 At each Annual Financial Meeting, the Board shall do the following:

- (a) consider and, if thought fit, approve the financial statements for the preceding fiscal year and the Auditor’s report; and
- (b) appoint one or more Auditors who are duly licensed under the *Public Accounting Act, 2004*, S.O. 2004, c. 8 to hold office until the next Annual Financial Meeting and, if an appointment is not so made, the Auditor in office shall continue until a successor is appointed.

6.1.5 The Board shall fill any temporary vacancy in the office of the Auditor but, while such vacancy continues, the surviving or continuing Auditor, if any, shall continue as the Auditor.

6.1.6 The Registrar shall give notice of every appointment and reappointment of an Auditor to the Auditor in writing promptly after the appointment or reappointment is made, together with a copy of the By-laws.

6.2 Meeting Process

6.2.1 Meetings of the Board shall take place in Ontario at a place, date and time designated by the Chair, the four members of the Executive Committee or the 12 Directors calling the meeting but, if a place, date or time is not designated or is incompatible with the By-laws, the Registrar shall select a place, date and time compatible with the By-laws which is as close as the Registrar can reasonably select to the place, date and time designated by the person(s) calling the meeting.

6.2.2 The Registrar shall cause each Director to be notified in writing of the place, date and time of a Board meeting, by sending such notification at least:

- (a) 14 days before a regular meeting; and
- (b) five days before a special meeting;

The Registrar is responsible for including in or with the notification of a special meeting the matter or matters for decision contained in the requisition of the meeting deposited with the Registrar.

6.2.3 The Board shall, and may only, consider:

- (a) at a special meeting, the matter for decision at the meeting contained in the requisition deposited with the Registrar;
- (b) at a regular meeting, a motion made and seconded in writing:
 - (i) on behalf of the Executive Committee;
 - (ii) in a report by a committee which has received prior review by the Executive Committee;
 - (iii) of which a notice of motion was given by a Director at the preceding Board meeting; or
 - (iv) if a vote is held at the meeting and at least a two-thirds majority of the votes cast by the Directors in attendance at the meeting agree to consider such motion; and
- (c) at any meeting, routine and procedural motions in accordance with the rules of order.

6.2.4 The Chair is responsible for the organization of an agenda for each Board meeting, which shall be distributed to the Directors as long a time before the meeting as is practical. Each agenda for a Board meeting shall include an anticipated time for the consideration of each item on the agenda.

6.2.5 If a Director wishes to ask questions of the Executive Committee, or raise topics for informal discussion, that are relevant to the affairs of the College at the Board meeting, the Director shall submit such questions or topics to the Chair as far in

advance of the Board meeting as is practical, and where possible, prior to the Chair distributing an agenda for such Board meeting.

- 6.2.6 The Chair or the Chair's appointee for the purpose shall be the presiding officer for meetings of the Board. Unless otherwise required by law or in the By-laws, the presiding officer may vote on any motion or in any election which properly comes before the Board unless the presiding officer has a Conflict of Interest in connection with such motion or election.
- 6.2.7 Unless otherwise required by law or in the By-laws, a majority of Directors constitutes a quorum.
- 6.2.8 Unless otherwise required by law or in the By-laws, every motion which properly comes before the Board shall be decided by a simple majority of the votes cast at the meeting by the Directors in attendance, and if there is an equality of votes on a motion, the motion shall be deemed to have been defeated.
- 6.2.9 Unless otherwise required or permitted by the By-laws, every vote at a Board meeting shall be by a show of hands. The presiding officer shall declare the result of every vote, and the presiding officer's declaration is final.
- 6.2.10 The procedure for election of the Chair, Vice-Chair, the Executive Member Representatives and members of the Governance and Nominating Committee shall be as follows:
 - (a) if there is only one nominee for an office or position, the presiding officer shall declare the nominee elected by acclamation; or
 - (b) if there are two or more nominees for an office or position:
 - (i) prior to the first vote, each of these nominees shall be given an opportunity to speak to the Board for a maximum of two minutes about the nominee's candidacy for the office or position;
 - (ii) such office or position shall be selected by voting by secret ballot, using generally accepted democratic procedures;
 - (iii) the nominee who receives a majority of the votes cast for such office or position shall be declared the successful nominee;
 - (iv) if no nominee receives a majority of the votes cast, the nominee who receives the lowest number of votes shall be deleted from the nomination (subject to Section 6.2.10(b)(v), and another vote by secret ballot shall be taken. This procedure shall be followed until one nominee receives a majority of the votes cast;
 - (v) if a tie vote occurs between two or more nominees having the lowest number of votes and no nominee receives a majority of the votes cast:
 - (A) if there is only one nominee other than the tied nominees, a vote by secret ballot shall be taken to determine which of the tied

nominees shall be deleted from the nomination. If the nominees again receive an equal number of votes, the presiding officer shall break the tie by lot; or

- (B) if there are two or more nominees other than the tied nominees, all of the tied nominees shall be deleted from the nomination; and
- (vi) if the nominees that remain have an equal number of votes, each of these nominees shall be given an opportunity to speak to the Board for a maximum of two minutes about the nominee's candidacy for the office or position, and then another vote by secret ballot shall be taken. If the nominees again receive an equal number of votes, the presiding officer shall break the tie by lot.

Amendment Not in Force

On a date to be determined by the Board, section 6.2.10 is amended by striking out the reference to “, the Executive Member Representatives”.

- 6.2.11 The Board may, at the discretion of the presiding officer, use an electronic voting system for votes to be held by ballot (including secret ballot) or by a show of hands. If an electronic voting system is used for a vote by ballot, references in the By-laws shall be deemed to be references to an electronic ballot.
- 6.2.12 The Registrar is responsible for the recording of the proceedings of each Board meeting. The written record of the proceedings of a Board meeting when accepted at a subsequent Board meeting, subject to any corrections made at such subsequent meeting, is conclusive proof that the written record accurately reflects the proceedings of the Board meeting. A Director's absence from the meeting for which the record of proceedings are being approved does not prevent the Director from participating in the correction or approval of the record.
- 6.2.13 Whether or not a quorum is present, the presiding officer may adjourn any properly called Board meeting and reconvene the meeting at any time and from time to time. If a quorum is present at any reconvened meeting, any matter may be considered and transacted at the reconvened meeting which could have been transacted at the original meeting which was adjourned.
- 6.2.14 A meeting of the Board may, in the discretion of the presiding officer, be held in any manner, including by telephonic or electronic means, that allows all the persons participating to communicate with each other simultaneously and instantaneously. The meeting may only be held by telephonic or electronic means if the presiding officer is satisfied that the proceedings may proceed with adequate security and if applicable, confidentiality.
- 6.2.15 The rules of order prescribed in Schedule 1 to this By-law are the rules of order for meetings of the Board.

PART 3. COMMITTEES

ARTICLE 7 APPOINTMENTS AND PROCEDURE

7.1 Committee Composition

7.1.1 Unless otherwise required by law or in the By-laws:

- (a) the Board shall appoint the members of each committee and a chair and if desired, a vice-chair of each committee;
- (b) the Board shall establish the powers and duties of each committee; and
- (c) each committee shall be composed of such Registrants and others as the Board may appoint.

7.1.2 The Board and the Executive Committee may establish special committees, and may appoint the members and a chair and vice-chair to, and establish the powers and duties of, any such special committee. The members of a special committee shall be composed of such Registrants and others as the Board may appoint.

7.2 Appointment to Committees

7.2.1 The Governance and Nominating Committee shall identify the skills, expertise and diversity that are needed or desired for each committee when filling upcoming positions on committees.

7.2.2 The Governance and Nominating Committee shall review expressions of interest received by Registrants or other persons interested in serving as a committee member, chair or vice-chair (other than for the Governance and Nominating Committee and the Executive Committee) and any other candidates identified by the Governance and Nominating Committee to (a) verify that each candidate satisfies the eligibility criteria prescribed in Section 7.3, and (b) assess whether each candidate has skills, expertise and diversity that will meet the needs of the applicable committee as identified by the Governance and Nominating Committee pursuant to Section 7.2.1. To support the Governance and Nominating Committee in its deliberations, the Governance and Nominating Committee may interview short-listed candidates.

7.2.3 The Governance and Nominating Committee shall propose nominees for committee members, chairs and vice-chairs to be submitted to the Board for appointment as needed for each committee (other than for the Governance and Nominating Committee and the Executive Committee), but no less than annually. The Governance and Nominating Committee shall only propose nominees who (a) satisfy the eligibility criteria prescribed in Section 7.3, and (b) have skills, expertise and diversity that will meet the needs of the applicable committee as identified by the Governance and Nominating Committee pursuant to Section 7.2.1.

7.2.4 The Board may appoint to a committee a person who is not a Registrant or a Director.

7.2.5 This Section 7.2 does not apply to filling positions on the Governance and Nominating Committee or the Executive Committee.

7.3 Eligibility of Committee Members

7.3.1 To be eligible to be appointed to a committee, a Registrant or other person (other than a Public Director), on the date of the appointment:

- (a) in the case of a Registrant, has their Business Address (if any) in Ontario and resides in Ontario;
- (b) in the case of a Registrant, is not in default of payment of any fees payable to the College;
- (c) in the case of a Registrant, is not a director or officer of the Ontario Medical Association, the Canadian Medical Protective Association, the Canadian Medical Association, the Coalition of Family Physicians and Specialists of Ontario or the Ontario Specialists Association;
- (d) is not an employee of the College;
- (e) is not a Relative of an employee of the College;
- (f) is not, and has never been, a party to civil litigation or arbitration adverse in interest against the College, the Board, a committee, a Director or a College officer, employee or agent, provided that the litigation or arbitration against a College employee or agent relates to the College or their role as an employee or agent of the College;
- (g) in the case of a Registrant, holds a certificate of registration that has never been revoked or suspended, other than an administrative suspension more than six years before the date of the appointment;
- (h) in the case of a Registrant, holds a certificate of registration that is not subject to a term, condition or limitation other than one prescribed by a regulation made under the Act or the Medicine Act or imposed by the Registration Committee pursuant to a College registration policy;
- (i) in the case of a Registrant, has not been found to have committed an act of professional misconduct or to be incompetent by a panel of the Ontario Physicians and Surgeons Discipline Tribunal or found to be an incapacitated Registrant by a panel of the Fitness to Practise Committee, unless the notation of such finding has been removed from the Register pursuant to section 23(11) of the Code;
- (j) in the case of a Registrant, is not the subject of any disciplinary or incapacity proceeding;
- (k) in the case of a Registrant, is not subject to an outstanding interim order by the ICRC under the Code;

- (l) in the case of a Registrant, has not been required by the ICRC to complete a SCERP within five years before the date of the appointment;
- (m) in the case of a Registrant, has not been required to appear before a panel of the ICRC to be cautioned within five years before the date of the appointment;
- (n) has no findings of guilt (unless a pardon was granted or a record suspension was ordered in respect of the findings) or outstanding charges made against the Registrant under the Health Insurance Act, the Criminal Code or the Controlled Drugs and Substances Act or under any comparable legislation or criminal laws of another jurisdiction;
- (o) in the case of a Registrant, is in compliance with all continuing professional development required by the Medicine Act;
- (p) is not an undischarged bankrupt;
- (q) is not a person who has been found to be incapable of managing property under the Substitute Decisions Act or under the Mental Health Act;
- (r) is not a person who has been declared incapable by any court in Canada or elsewhere; and
- (s) is not ineligible for such appointment under Section 7.6.6 or Section 7.6.7.

7.4 Rescission of Committee Appointment

7.4.1 The Board may rescind the appointment of a committee member prior to the expiry of the appointment at any time upon recommendation from the Governance and Nominating Committee. This Section 7.4.1 does not apply to members of the Governance and Nominating Committee, the Executive Committee, or individuals who are committee members by virtue of the office they hold.

7.5 Disqualification of Members from Committees

7.5.1 A committee member (other than a Public Director) is automatically disqualified from sitting on the committee if the committee member:

- (a) in the case of a Registrant, ceases to have their Business Address (if any) in Ontario or ceases to reside in Ontario;
- (b) becomes a director or officer of the Ontario Medical Association, the Canadian Medical Protective Association, the Canadian Medical Association, the Coalition of Family Physicians and Specialists of Ontario or the Ontario Specialists Association;
- (c) becomes an employee of the College;
- (d) becomes a Relative of an employee of the College;

- (e) becomes a party to civil litigation or arbitration adverse in interest against the College, the Board, a committee, a Director or a College officer, employee or agent, provided that the litigation or arbitration against a College employee or agent relates to the College or their role as an employee or agent of the College;
- (f) in the case of a Registrant, has had their certificate of registration revoked or suspended, including an administrative suspension;
- (g) in the case of a Registrant, ceases to hold a certificate of registration that is not subject to a term, condition or limitation other than one prescribed in any regulation made under the Act or the Medicine Act or imposed by the Registration Committee pursuant to a College registration policy;
- (h) in the case of a Registrant, is found to have committed an act of professional misconduct or is found to be incompetent by a panel of the Ontario Physicians and Surgeons Discipline Tribunal;
- (i) in the case of a Registrant, is found to be an incapacitated Registrant by a panel of the Fitness to Practise Committee;
- (j) in the case of a Registrant, becomes the subject of any disciplinary or incapacity proceeding;
- (k) in the case of a Registrant, becomes subject to an interim order by the ICRC under the Code;
- (l) in the case of a Registrant, is required by the ICRC to complete a SCERP;
- (m) in the case of a Registrant, is required to appear before a panel of the ICRC to be cautioned;
- (n) is charged with an offence under the Health Insurance Act, the Criminal Code or the Controlled Drugs and Substances Act or under any comparable legislation or criminal laws of another jurisdiction;
- (o) is found guilty of an offence under the Health Insurance Act, the Criminal Code or the Controlled Drugs and Substances Act or under any comparable legislation or criminal laws of another jurisdiction;
- (p) in the case of a Registrant, is not in compliance with all continuing professional development required by the Medicine Act;
- (q) becomes an undischarged bankrupt;
- (r) is found to be incapable of managing property under the Substitute Decisions Act or under the Mental Health Act; or
- (s) is declared incapable by any court in Canada or elsewhere.

- 7.5.2 A committee member (other than a Public Director) may be disqualified from sitting on the committee if the committee member:
- (a) fails to attend three consecutive meetings of the committee;
 - (b) fails to attend all or part of a hearing for which the committee member has been selected;
 - (c) in the case of a Registrant, is in default of payment of any fee payable to the College for more than 30 days;
 - (d) fails, in the opinion of the Board, to discharge the committee member's duties to the College, including having acted in a Conflict of Interest or otherwise in breach of a College By-law, the Act, or the College's governance policies; or
 - (e) did not satisfy one or more of the criteria for eligibility prescribed in Section 7.3 at the date of appointment to the committee, and the committee member did not disclose same to the College or the committee member was untruthful or misled the College about same.
- 7.5.3 A committee member (including a Public Director) shall immediately notify the Registrar in writing if any of the criteria for disqualification prescribed in Section 7.5.1 or Section 7.5.2 arise regarding that committee member.
- 7.5.4 The chair or vice-chair of a committee shall advise the Registrar in writing if they believe that a committee member (including a Public Director) meets one or more of the criteria for disqualification prescribed in Section 7.5.1 or Section 7.5.2.
- 7.5.5 If the Registrar receives information in writing that suggests a committee member (other than a Public Director) meets any of the criteria for disqualification prescribed in Section 7.5.1 or Section 7.5.2, the Registrar shall report the matter to the Executive Committee.
- 7.5.6 If the Executive Committee receives information pursuant to Section 7.5.5 that suggests a committee member (other than a Public Director) meets any of the criteria for disqualification prescribed in Section 7.5.1, the Executive Committee shall notify such committee member and the chair of the applicable committee that such committee member has been disqualified from the committee.
- 7.5.7 If the Executive Committee believes that a committee member (other than a Public Director) meets any of the criteria for disqualification prescribed in Section 7.5.2, the Executive Committee shall notify such committee member (the "**Subject Committee Member**") of the nature of the concern and provide the Subject Committee Member a reasonable opportunity to respond to the concern before making a decision to refer the matter to the Board.
- 7.5.8 If the Executive Committee decides that the matter warrants the Board's consideration, the Executive Committee shall place the matter on the agenda of the Board's next meeting, or the Chair shall call a special Board meeting for the purpose of determining whether the Subject Committee Member meets any of the criteria for disqualification prescribed in Section 7.5.2. The Registrar shall advise

the Subject Committee Member of the date of the meeting and that the Subject Committee Member may make written or oral submissions to the Board at the meeting.

- 7.5.9 Disqualification of a committee member (other than a Public Director) pursuant to the disqualification criteria prescribed in Section 7.5.2 shall be decided by a simple majority of the votes cast at the meeting by the Directors in attendance.
- 7.5.10 A committee member who is disqualified ceases to be a member of the committee.
- 7.5.11 A Director who is disqualified from sitting on the Board is thereby disqualified from sitting on each committee of which the Director is a member.
- 7.5.12 If any of the criteria for disqualification prescribed in Section 7.5.1 or Section 7.5.2 occur with respect to a member of a committee who is a Public Director, the College may report this to the Ministry of Health and may request that the Public Director's appointment to the Board be revoked.

7.6 Committee Member Terms

- 7.6.1 The term of office of a committee member starts when the committee member is appointed or at such later time as the Board specifies in the appointment.
- 7.6.2 Except as provided in Section 7.6.3, the term of office of a committee member automatically expires at the third Annual Organizational Meeting of the Board which occurs after the appointment or at such earlier time as the Board specifies in the appointment.
- 7.6.3 The term of office of each member of the Governance and Nominating Committee and the Executive Committee automatically expires at the Annual Organizational Meeting of the Board which occurs next after the appointment.
- 7.6.4 If one or more vacancies occur in the membership of a committee, the committee members remaining in office constitute the committee so long as their number is not fewer than the quorum prescribed by law or in the By-laws.
- 7.6.5 The Executive Committee may and, if necessary for a committee to achieve its quorum shall, make appointments to fill any vacancies which occur in the membership of a committee.
- 7.6.6 Subject to Section 7.6.8, a person is not eligible for appointment to a committee if a person has been a member of such committee for a total of nine years or more, whether consecutively or non-consecutively.
- 7.6.7 Subject to Section 7.6.8:
 - (a) a Registrant is not eligible for appointment to a committee if the Registrant has been a Director or a member of any one or more committees for a total of 18 years or more, whether consecutively or non-consecutively; and

- (b) a person who is not a Registrant is not eligible for appointment to a committee if the person has been a member of any one or more committees for a total of 18 years or more, whether consecutively or non-consecutively.

For greater certainty, for purposes of calculating the 18-year total in Section 7.6.7, any period of time spent on the Board and/or one or more committees concurrently counts as one period of time, and is not counted separately for the Board and each committee.

- 7.6.8 **Exceptional Circumstances.** Despite Sections 7.3.1(s), 7.6.6 and 7.6.7, the Board, if it determines it is necessary to do so due to exceptional circumstances, may appoint a person to a committee for additional one-year terms, but not to exceed two years in total.

7.7 Committee Meetings

- 7.7.1 Section 7.7 does not apply to a proceeding of a committee or a panel of a committee that is held for the purpose of conducting a hearing.
- 7.7.2 All committee meetings shall be conducted in accordance with the By-laws and the terms of reference, if any, established by the applicable committee.
- 7.7.3 Each committee shall meet from time to time at the direction of the Board or the Executive Committee or the call of the chair of the committee at a place in Ontario, and the date and time are to be designated by the chair of the committee.
- 7.7.4 Committee members shall be provided with notice of all regular meetings through a periodic committee meeting schedule provided to each committee member. Notice shall be provided to committee members for any additional committee meetings as far in advance of the meeting as is practical.
- 7.7.5 Unless otherwise required by law or in the By-laws, a majority of the members of a committee constitutes a quorum.
- 7.7.6 The chair of a committee or the chair's appointee for the purpose shall be the presiding officer for meetings of the committee or panel as appropriate.
- 7.7.7 Every question or motion which comes before a committee may be decided by a majority of the votes cast at the meeting and, if there is an equality of votes on a question or motion, the question or motion shall be deemed to have been defeated.
- 7.7.8 A meeting of a committee or of a panel of a committee that is held for any purpose other than conducting a hearing may, in the discretion of the chair of the committee, be held in any manner, including by telephonic or electronic means, that allows all the persons participating to communicate with each other simultaneously and instantaneously. The meeting may only be held by telephonic or electronic means if the presiding officer is satisfied that the proceedings may proceed with adequate security and confidentiality.
- 7.7.9 The presiding officer is responsible for the recording of the deliberations at every meeting of a committee and meeting of a panel of a committee. The presiding

officer may vote on any question or motion which comes before the committee unless the presiding officer has a Conflict of Interest in connection with such question or motion.

- 7.7.10 The written record of the proceedings and deliberations at a committee meeting (other than a meeting of a panel of a committee) when accepted at a subsequent committee meeting, subject to any corrections made at such subsequent meeting, is conclusive proof that the written record accurately reflects the proceedings and deliberations at the committee meeting. A committee member's absence from the meeting for which the record of proceedings are being approved does not prevent the committee member from participating in their correction or approval.
- 7.7.11 The written record of the proceedings and deliberations of a meeting of a panel of a committee for any purposes other than conducting a hearing, when signed by the persons purporting to be the presiding and recording officers thereof, is conclusive proof that the written record accurately reflects the proceedings and deliberations of the panel of the committee.

ARTICLE 8 STATUTORY COMMITTEES

8.1 Statutory Committees

8.1.1 The Code provides that the College shall have the following committees:

- (a) Executive Committee;
- (b) Registration Committee;
- (c) Inquiries, Complaints and Reports Committee;
- (d) Discipline Committee;
- (e) Fitness to Practise Committee;
- (f) Quality Assurance Committee; and
- (g) Patient Relations Committee.

8.1.2 Subject to the Code and the By-laws, statutory committees, standing committees and any special committees may establish their own terms of reference and rules of procedures.

8.2 Executive Committee

8.2.1 The Executive Committee shall be composed of the following six members:

- (a) the Chair and the Vice-Chair;
- (b) the past Chair, subject to Section 8.2.1(c); and

- (c) three, or if the past Chair is unwilling or unable to serve on the Executive Committee, four Directors (each, an “**Executive Member Representative**”).

A minimum of two members of the Executive Committee (regardless of their position on the Executive Committee) shall be Physician Directors. A minimum of two members of the Executive Committee (regardless of their position on the Executive Committee) shall be Public Directors.

Amendment Not in Force

On a date to be determined by the Board, this Section 8.2.1 is deleted and replaced with the following Section 8.2.1:

8.2.1 The Executive Committee shall be composed of the following six members:

- (a) the Chair;
- (b) the Vice-Chair; and
- (c) four Directors (each, an “**Executive Member Representative**”).

A minimum of three members of the Executive Committee (regardless of their position on the Executive Committee) shall be Physician Directors. A minimum of two members of the Executive Committee (regardless of their position on the Executive Committee) shall be Public Directors.

8.2.2 The Board shall annually appoint the Executive Member Representatives to the Executive Committee. The nominees for the Executive Member Representatives shall be determined in accordance with the following:

- (a) if one or both of the Chair-elect and the past Chair-to-be are not Physician Directors, or the then current Chair is unwilling or unable to serve on the Executive Committee as the past Chair in the following year, the Board shall hold an election of nominees for the remaining number of Physician Directors required in order to have a minimum of two Physician Directors on the Executive Committee, as prescribed by Section 8.2.1;
- (b) if one or both of the Chair-elect and the past Chair-to-be are not Public Directors, or the then current Chair is unwilling or unable to serve on the Executive Committee as the past Chair in the following year, the Board shall hold an election of nominees for the remaining number of Public Directors required in order to have a minimum of two Public Directors on the Executive Committee, as prescribed by Section 8.2.1;
- (c) the Board shall then hold an election of nominees for the number of unfilled Executive Member Representative positions. The nominees for this election may be Physician Directors and/or Public Directors;
- (d) all of the elections contemplated under this Section 8.2.2 shall be in accordance with the procedure set out in Section 6.2.10; and

- (e) following such elections, the Board shall consider a motion to appoint the successful nominees to serve as the Executive Member Representatives starting upon the adjournment of the next Annual Organizational Meeting (or if appointed at an Annual Organizational Meeting, starting upon the adjournment of such meeting) until the following Annual Organizational Meeting.

Amendment Not in Force

On a date to be determined by the Board, this Section 8.2.2 is deleted and replaced with the following Section 8.2.2:

- 8.2.2 The Board shall annually appoint the Executive Member Representatives to the Executive Committee starting upon the adjournment of the next Annual Organizational Meeting (or if appointed at an Annual Organizational Meeting, starting upon the adjournment of such meeting) until the following Annual Organizational Meeting. The nominees for the Executive Member Representatives shall be determined by the Governance and Nominating Committee in accordance with the following:
- (a) at the direction of the Governance and Nominating Committee, the Registrar shall invite all Directors to submit an expression of interest if interested to serve as an Executive Member Representative;
 - (b) the Governance and Nominating Committee may also identify and solicit Directors to submit expressions of interest to serve as an Executive Member Representative;
 - (c) the Registrar shall specify the deadline by which expressions of interest must be received by the Registrar. The Registrar shall forward all expressions of interest received by the deadline to the chair of the Governance and Nominating Committee for consideration;
 - (d) the Governance and Nominating Committee shall identify the skills, expertise and diversity based on the Board Profile that are needed or desired when filling upcoming positions Executive Member Representative positions;
 - (e) the Governance and Nominating Committee shall review all expressions of interest received by the deadline to assess whether each candidate has skills, expertise and diversity identified by the Governance and Nominating Committee as needed or desired for the Executive Committee pursuant to Section 8.2.2(d). To support the Governance and Nominating Committee in its deliberations, the Governance and Nominating Committee may interview short-listed candidates; and
 - (f) the Governance and Nominating Committee shall propose nominees for each Executive Member Representative positions who have skills, expertise and diversity that were identified by the Governance and Nominating Committee as needed or desired for the Executive Committee

pursuant to Section 8.2.2(d), and submit the proposed nominees to the Board for appointment.

- 8.2.3 The Chair is the chair of the Executive Committee. The Vice-Chair is the vice-chair of the Executive Committee.
- 8.2.4 In addition to the duties of the Executive Committee set out in section 12(1) of the Code and Section 8.3.1, the Executive Committee shall:
- (a) review the performance of the Registrar and shall set the compensation of the Registrar; and
 - (b) oversee and assist College staff with the development and delivery of major communications, government relations, and outreach initiatives to the profession, the public and other stakeholders, consistent with the College's strategic plan.

Amendment Not in Force

On a date to determined by the Board, Section 8.2.4 is amended by adding the following as Section 8.2.4(c):

- (c) engage in a process, in accordance with Section 9.3.3, to identify and approve nominations for the positions (other than the Vice-Chair) on the Governance and Nominating Committee and submit the nominations to the Board for election.

- 8.2.5 In order to fulfill its duties under Section 8.2.4(a), the Executive Committee shall:
- (a) consult with the Board in respect of the performance of the Registrar and with respect to setting performance objectives in accordance with a process approved from time to time by the Board;
 - (b) ensure that the appointment and re-appointment of the Registrar are approved by the Board; and
 - (c) approve a written agreement setting out the terms of employment of the Registrar.

8.3 Executive Delegation

- 8.3.1 Unless otherwise required by law or in the By-laws, the Executive Committee may exercise all the powers and duties of the Board with respect to any matter that, in the opinion of the Executive Committee, requires attention between meetings of the Board.
- 8.3.2 The Executive Committee shall not exercise the powers or duties of the Board under Sections 6.1.4(b), 6.1.5 and 14.5.1.

8.4 Registration Committee

8.4.1 The Registration Committee shall be composed of Registrants and Public Directors. The number of members on the Registration Committee shall be determined by the Board annually to meet the needs of the Registration Committee.

8.5 Inquiries, Complaints and Reports Committee

8.5.1 The Inquiries, Complaints and Reports Committee (“**ICRC**”) shall be composed of Registrants and Public Directors. The number of members on the ICRC shall be determined by the Board annually to meet the needs of the ICRC.

8.6 Fitness to Practise Committee

8.6.1 The Fitness to Practise Committee shall be composed of Registrants, Public Directors and individuals with previous experience as adjudicators. The number of members on the Fitness to Practise Committee shall be determined by the Board annually to meet the needs of the Fitness to Practise Committee.

8.7 Patient Relations Committee

8.7.1 The Patient Relations Committee shall be composed of the following:

- (a) no fewer than two and no more than four Registrants who are not currently Directors or current members of other committees; and
- (b) one or two members of the public who are not Registrants and who are not currently Public Directors.

8.8 Quality Assurance Committee

8.8.1 The Quality Assurance Committee shall be composed of Registrants and may, but need not, include Public Directors. The number of members on the Quality Assurance Committee shall be determined by the Board annually to meet the needs of the Quality Assurance Committee.

8.8.2 A panel of three members of the Quality Assurance Committee appointed by the chair of the Quality Assurance Committee is a quorum and may discharge the duties and exercise the authority of the Quality Assurance Committee.

8.9 Discipline Committee (Tribunal)

8.9.1 The Discipline Committee shall be known as the Ontario Physicians and Surgeons Discipline Tribunal (OPSDT) in English and Tribunal de discipline des Médecins et chirurgiens de l’Ontario (TDMCO) in French, and each reference to the Ontario Physicians and Surgeons Discipline Tribunal or the Tribunal de discipline des Médecins et chirurgiens de l’Ontario, whether orally or in writing, shall be deemed to be a reference to the Discipline Committee of the College as specified in the Code and the Medicine Act, and any other legislation or policy where the context requires. For ease of reference, the Ontario Physicians and Surgeons Discipline

Tribunal is referred to in this General By-law by its English name or acronym, and all references to the English name or acronym shall be deemed to equally refer to or apply to its French name or acronym, respectively.

- 8.9.2 The Ontario Physicians and Surgeons Discipline Tribunal shall be composed of Physician Directors, Public Directors and individuals with previous experience as adjudicators, and may, but need not include, Registrants who are not Directors. The number of members on the Ontario Physicians and Surgeons Discipline Tribunal shall be determined by the Board annually to meet the needs of the Ontario Physicians and Surgeons Discipline Tribunal.

8.10 Summonses

- 8.10.1 Any member of the OPSDT or Fitness to Practise Committee may sign summonses issued under subsection 12(1) of the *Statutory Powers Procedure Act*.

ARTICLE 9 STANDING COMMITTEES

9.1 Establishment

- 9.1.1 The following committees are the standing committees:

- (a) Finance and Audit Committee;
- (b) Governance and Nominating Committee; and
- (c) Premises Inspection Committee.

9.2 Finance and Audit Committee

- 9.2.1 The Finance and Audit Committee shall be composed of Registrants and Public Directors, in accordance with the terms of reference of the Finance and Audit Committee.

Amendment Not in Force

On a date to determined by the Board, this Section 9.2.1 is deleted and replaced with the following as Section 9.2.1:

- 9.2.1 The Finance and Audit Committee shall be composed of a minimum of five members, including the following:

- (a) the Chair; and
- (b) four Directors.

A minimum of two members of the Finance and Audit Committee (regardless of their position on the Finance and Audit Committee) shall be Physician Directors. A minimum of two members of the Finance and Audit Committee (regardless of their position on the Finance and Audit Committee) shall be Public Directors. The number of members on the

Finance and Audit Committee shall be determined by the Board annually to meet the needs of the Finance and Audit Committee.

9.2.2 The Finance and Audit Committee shall review and report to the Board regarding the financial affairs and position of the College.

9.2.3 In order to fulfil its duty under Section 9.2.2, the Finance and Audit Committee shall:

- (a) meet with the Auditor each year:
 - (i) before the audit to review the timing and extent of the audit and to bring to the attention of the Auditor any matters to which it considers the Auditor should pay attention; and
 - (ii) as shortly before the Annual Financial Meeting as practical in order to review and discuss with the Auditor the financial statements, the Auditor's report and the management letter;
- (b) review the draft budget before it is presented to the Executive Committee, and report to the Executive Committee and the Board arising from its review of:
 - (i) the assumptions in the draft budget;
 - (ii) the steps taken to maximize efficiency and minimize cost in relation to the quality of goods and level of service; and
 - (iii) any other issue which the Finance and Audit Committee considers may affect the financial affairs and position of the College; and
- (c) review from time to time:
 - (i) the expenditures of the College in relation to the budget;
 - (ii) the performance and administration of the College's pension plans;
 - (iii) the investment strategies and performance of the College's non-pension investments; and
 - (iv) the security of the College's assets generally.

9.3 Governance and Nominating Committee

9.3.1 The Governance and Nominating Committee shall be composed of the following persons:

- (a) the Chair, the Vice-Chair, and a past Chair;
- (b) one Physician Director who is not a member of the Executive Committee; and

(c) two Public Directors who are not members of the Executive Committee.

9.3.2 A past Chair shall chair the Governance and Nominating Committee.

9.3.3 The Governance and Nominating Committee shall:

- (a) monitor the governance process adopted by the Board and report annually to the Board on the extent to which the governance process is being followed;
- (b) consider and, if considered advisable, recommend to the Board changes to the governance process;
- (c) ensure nominations for the office of the Chair and the Vice-Chair;
- (d) identify and approve nominations for committee members, chairs and vice-chairs, other than for the Executive Committee, and submit the nominations to the Board for appointment; and
- (e) make recommendations to the Board regarding any other officers, officials or other people acting on behalf of the College.

Amendment Not in Force

On a date to be determined by the Board, this Section 9.3 is deleted and replaced with the following Section 9.3:

9.3 Governance and Nominating Committee

- 9.3.1 The Governance and Nominating Committee shall be composed of a minimum of five persons, including the following:
 - (a) the Vice-Chair;
 - (b) two Physician Directors who are not members of the Executive Committee; and
 - (c) two Public Directors who are not members of the Executive Committee.
- 9.3.2 The Governance and Nominating Committee may engage consultants with expertise relating to corporate governance, professional regulation or any other area of expertise as the Governance and Nominating Committee deems appropriate to advise the Governance and Nominating Committee with performing its mandate.
- 9.3.3 The nominees for the positions (other than the Vice-Chair) on the Governance and Nominating Committee shall be determined by the Executive Committee in accordance with the following:

- (a) at the direction of the Executive Committee, the Registrar shall invite all Directors to submit an expression of interest if interested to serve on the Governance and Nominating Committee;
- (b) the Executive Committee may also identify and solicit Directors to submit expressions of interest to serve on the Governance and Nominating Committee;
- (c) the Registrar shall specify the deadline by which expressions of interest must be received by the Registrar. The Registrar shall forward all expressions of interest received by the deadline to the Chair for consideration;
- (d) the Executive Committee shall identify the skills, expertise and diversity based on the Board Profile that are needed or desired when filling upcoming positions on the Governance and Nominating Committee;
- (e) the Executive Committee shall review all expressions of interest received by the deadline to assess whether each candidate has skills, expertise and diversity identified by the Executive Committee as needed or desired for the Governance and Nominating Committee pursuant to Section 9.3.2(d). To support the Executive Committee in its deliberations, the Executive Committee may interview short-listed candidates; and
- (f) the Executive Committee shall propose nominees for the positions on the Governance and Nominating Committee (other than the Vice-Chair) who have skills, expertise and diversity that were identified by the Executive Committee as needed or desired for the Governance and Nominating Committee pursuant to Section 9.3.2(d) and submit the proposed nominees to the Board for election.

9.3.4 The Board shall annually appoint to the Governance and Nominating Committee the Vice-Chair and the members elected by the Board pursuant to Section 9.3.3 starting upon the adjournment of the next Annual Organizational Meeting (or if appointed at an Annual Organizational Meeting, starting upon the adjournment of such meeting) until the following Annual Organizational Meeting.

9.3.5 The Vice-Chair shall chair the Governance and Nominating Committee.

9.3.6 The Governance and Nominating Committee shall:

- (a) monitor the governance process adopted by the Board and report annually to the Board on the extent to which the governance process is being followed;
- (b) consider and, if considered advisable, recommend to the Board changes to the governance process;
- (c) annually assess the Board profile of skills, expertise and diversity of incumbent Directors and identify the skills, expertise and diversity that are

desired when filling vacancies on the Board, in the offices of the Chair and Vice-Chair and in the Executive Member Representative positions;

- (d) engage in a process, in accordance with Section 3.3, to approve a slate of nominees and submit the slate of nominees to the Board for election as Elected Directors;
- (e) engage in a process, in accordance with Section 4.1, to propose nominees for Academic Directors and submit the nominations to the Board for appointment;
- (f) engage in a process, in accordance with Section 5.1.2, to propose nominees for each of the Chair and Vice-Chair positions and submit the nominations to the Board for election;
- (g) engage in a process, in accordance with Section 8.2.2, to propose nominees for the Executive Member Representative positions and submit the nominations to the Board for appointment;
- (h) engage in a process, in accordance with Section 7.2, to identify and propose nominees for committee members, chairs and vice-chairs, and submit the nominations to the Board for appointment; and
- (i) make recommendations to the Board regarding any other officers, officials or other people acting on behalf of the College.

9.3.7 The procedure for election of the members of the Governance and Nominating Committee shall be in accordance with Section 6.2.10.

9.4 Premises Inspection Committee

- 9.4.1 The Premises Inspection Committee shall be composed of Registrants and may, but need not, include Public Directors. The number of members on the Premises Inspection Committee shall be determined by the Board annually to meet the needs of the Out-of-Hospital Premises Inspection Program.
- 9.4.2 The Premises Inspection Committee shall administer and govern the College's premises inspection program in accordance with Part XI of Ontario Regulation 114/94, and its duties shall include, but not be limited to:
 - (a) ensuring appropriate individuals are appointed to perform inspections or re-inspections as authorized by Ontario Regulation 114/94;
 - (b) ensuring adequate inspections and re-inspections are undertaken and completed in a timely way using appropriate tools and mechanisms;
 - (c) reviewing premises inspection reports and other material referred to in Ontario Regulation 114/94 and determining whether premises pass, pass with conditions or fail an inspection;
 - (d) specifying the conditions that shall attach to each "pass with conditions";

- (e) delivering written reports as prescribed under Ontario Regulation 114/94; and
- (f) establishing or approving costs of inspections and re-inspections and ensuring the Registrant or Registrants performing the procedures on the premises are invoiced for those costs.

9.4.3 A panel of three members of the Premises Inspection Committee appointed by the chair of the Premises Inspection Committee is a quorum, and may discharge the duties and exercise the authority of the Premises Inspection Committee.

PART 4. CONFLICT OF INTEREST

ARTICLE 10 CONFLICT OF INTEREST

10.1 Definition of Conflict of Interest

- 10.1.1 A Conflict of Interest means any real or perceived, actual or potential, direct or indirect situation in which a Director or committee member has a personal or financial interest, a relationship or affiliation that affects, or a reasonable person would conclude that such interest, relationship or affiliation may affect, the Director's or committee member's judgment or ability to discharge their duties and responsibilities to the College, the Board or a committee, as the case may be.
- 10.1.2 If a Director or committee member has a Conflict of Interest, the Director or committee member shall:
 - (a) disclose the conflict;
 - (b) not participate in the discussion of the matter;
 - (c) absent themselves from that portion of the meeting when the Board or committee, as the case may be, is discussing the matter; and
 - (d) not vote on the matter, attempt to influence the vote or decision on the matter, or do anything that might reasonably be perceived as an attempt to influence other Directors or committee members, as the case may be, or the vote or the decision relating to the matter.
- 10.1.3 Without limiting the generality of Section 10.1.2, a Director who has or may have a Conflict of Interest in connection with Board business shall consult with the Registrar and disclose the Conflict of Interest at the earliest opportunity, and in any case before the Board considers the matter to which the Conflict of Interest relates. If there is any doubt as to whether a Conflict of Interest exists, the Director shall declare it to the Board and accept the Board's decision as to whether a Conflict of Interest exists.
- 10.1.4 Without limiting the generality of Section 10.1.2, a member of a committee who has or may have a Conflict of Interest in connection with a matter before the committee shall consult with the appropriate committee support representative, or in the case of an adjudicative committee (including, for greater certainty, OPSDT and the Fitness to Practise Committee), with the OPSDT Office. The committee member

shall disclose the Conflict of Interest at the earliest opportunity, and in any case before the committee considers the matter to which the Conflict of Interest relates. The committee member shall accept the direction of the chair of the committee as to whether there is a Conflict of Interest and any steps the chair takes or requires to resolve the Conflict of Interest. If the chair of a committee has or may have a Conflict of Interest, the chair shall accept the direction of the Executive Committee as to whether there is a Conflict of Interest and any steps the Executive Committee takes or requires to resolve the Conflict of Interest.

- 10.1.5 Declarations of Conflict of Interest shall be recorded in the written record of proceedings of the applicable meeting.
- 10.1.6 All Directors and committee members shall comply with the Conflicts of Interest Policy of the College and the Impartiality in Decision Making Policy of the College.

PART 5. DECLARED EMERGENCY

ARTICLE 11 EMERGENCIES

11.1 Declaring an Emergency

- 11.1.1 A declared emergency shall occur in any of the following circumstances:
 - (a) the Executive Committee has, by a motion decided by a simple majority vote of the votes cast at the meeting by the members of the Executive Committee in attendance, declared there to be an emergency; or
 - (b) the Registrar has declared there to be an emergency provided that the Registrar may only do so if there has been a declared emergency under the *Emergency Management and Civil Protection Act*, R.S.O. 1990, c. E.9 anywhere in the Province of Ontario and the Executive Committee is unable to meet within 24 hours of such declaration.

11.2 Emergency Measures and Limitations

- 11.2.1 The following provisions shall apply only in the event of a declared emergency:
 - (a) the Registrar or the Executive Committee shall give immediate notice to every Director that a declared emergency exists;
 - (b) three members of the Executive Committee, at least one of which shall be a Physician Director and at least one of which shall be a Public Director, shall constitute a quorum, and this Section 11.2.1(b) also applies for the purpose of the Executive Committee declaring an emergency;
 - (c) in the event that during the declared emergency there shall be one or more vacancies on the Executive Committee, each such vacancy shall be deemed to be filled by a Director in the following order:
 - (i) if the vacancy is the Chair position, the Vice-Chair shall become the Chair;

- (ii) if the vacancy is the Vice-Chair position, the member of the Executive Committee (other than the Chair or past Chair, if on the Executive Committee) who has been on the Board the longest shall become the Vice-Chair;
 - (iii) except as set out in Sections 11.2.1(c)(i) and (ii), fill each Public Director vacancy with a Public Director (other than a Public Director who is appointed to the Governance and Nominating Committee) based on their seniority on the Board (for greater certainty, length of term);
 - (iv) except as set out in Sections 11.2.1(c)(i) and (ii), fill each Physician Director vacancy with a Physician Director (other than a Physician Director who is appointed to the Governance and Nominating Committee) based on their seniority on the Board (for greater certainty, length of term); and
 - (v) subject to the quorum requirements in Section 11.2.1(b), if a vacancy on the Executive Committee is not able to be filled in accordance with Sections 11.2.1(c)(iii) or (iv), such vacancy may be filled by either a Public Director or a Physician Director, despite Section 8.2.1;
- (d) a position on the Executive Committee may be declared vacant by the other members of the Executive Committee if the Director holding that position on the Executive Committee is considered by the other members of the Executive Committee to be unable to participate in Executive Committee meetings due to a circumstance connected to the declared emergency;
 - (e) in the event that an election of Directors is not able to be held, the term of office of the elected Directors shall continue despite Section 3.2 until the first regular meeting of the Board held after the election;
 - (f) despite Section 6.2.2 and Section 6.2.3, a Board meeting may be called by the Chair or Registrar at any time on such notice as is sufficient for a quorum to be present, and such meeting may consider and deal with any matter that the Board agrees to consider by a simple majority of votes cast by the Directors in attendance at the meeting; and
 - (g) the Executive Committee may vary the application of any provision(s) of the By-laws as it determines is necessary to facilitate the proper functioning or operation of the College, the Executive Committee or the Board, or their ability to fulfill their mandate, without the need to amend the By-laws, provided that such variation is not contrary to law and the affected By-laws shall be applied as enacted once the declared emergency is over.
- 11.2.2 The Executive Committee and the Registrar shall exercise the powers granted to them under this Article 11 only when, and to the extent, necessary in the circumstances.
- 11.2.3 In the event of a conflict between this Article 11 and any other provisions of the By-laws, the provisions of this Article 11 shall prevail.

11.3 Ceasing Emergency

- 11.3.1 The declared emergency is not intended to continue indefinitely and should be declared over, as provided in Section 11.3.2, when there is no longer a reasonable basis or rationale for keeping the declared emergency in place. Without limiting the generality of the foregoing, the Executive Committee or the Board should consider ceasing the declared emergency if one or more of the following applies:
- (a) if the emergency declared under the By-laws is related to, or affected by, an emergency declared under the *Emergency Management and Civil Protection Act*, R.S.O. 1990, c. E.9 anywhere in the Province of Ontario, the emergency declared under such Act is terminated; or
 - (b) the circumstances leading to the declaration of emergency under the By-laws no longer exist or apply, or are not significantly impeding or negatively affecting, and are not expected to significantly impede or negatively affect, the proper functioning or operation of the College, the Executive Committee or the Board, or their ability to fulfill their mandates.
- 11.3.2 A declared emergency shall cease when the Executive Committee or the Board declares, by a motion decided by a simple majority vote of the votes cast at the meeting by the members of the Executive Committee or the Directors of the Board, as the case may be, in attendance (including the presiding officer of the meeting), that the emergency is over or the powers set out in this Article 11 are no longer needed.

PART 6. – REMUNERATION AND INDEMNIFICATION

ARTICLE 12 REMUNERATION

12.1 Board and Committee Remuneration

- 12.1.1 In Section 12.1, "**committee**" includes, in addition to committees (as defined in Section 1.1.1), a special committee, task force or other similar body established by the Board or the Executive Committee by resolution.
- 12.1.2 Nothing in Article 12 applies to a Public Director or to an employee of the College.
- 12.1.3 Except as provided in Section 12.2, Physician Directors and members of a committee shall be remunerated for attendance at, and preparation for, meetings to transact College business, at the hourly rate authorized in the budget approved by the Board for the fiscal year for which such remuneration is payable (the "**Hourly Rate**").
- 12.1.4 Physician Directors and members of a committee shall be remunerated for time spent travelling to or from home, or both, in connection with the conduct of Board or committee business at the Hourly Rate.
- 12.1.5 Physician Directors and members of a committee shall be reimbursed for expenses they incur in the conduct of the Board's or committee's business in accordance with

the Board and Committee Member Expense Reimbursement Policy as approved by the Board from time to time.

- 12.1.6 No person shall be paid under Section 12.1 or Section 12.2 except in accordance with properly submitted vouchers or receipts.

12.2 Chair Remuneration

- 12.2.1 For all College business conducted by the Chair that is part of or related to the role of the Chair (for greater certainty, including external stakeholder meetings coordinated by the College), Section 12.1.3 does not apply and the College shall pay the Chair a stipend in the annual amount authorized in the budget approved by the Board for the fiscal year for which such stipend is payable, or if the Chair is unable or unwilling to serve any part of the term as Chair, a pro rata amount for the time served.
- 12.2.2 The Chair shall be remunerated at the Hourly Rate for College business conducted by the Chair that is not part of or related to the role of the Chair, including, but not limited to:
- (a) attendance at and preparation for meetings of, and work resulting from, College advisory or working groups or committees other than the Executive Committee, the Governance and Nominating Committee and the Finance and Audit Committee; and
 - (b) authorized optional activities.
- 12.2.3 For greater certainty, Section 12.1.4 applies to the Chair, and amounts payable under Section 12.1.4 are not included in the stipend contemplated in Section 12.2.1 or in the remuneration payable to the Chair under Section 12.2.2.

ARTICLE 13 INDEMNIFICATION

13.1 Indemnification

- 13.1.1 Every Director, committee member, employee of the College and their heirs, executors and administrators (each, an "**Indemnified Party**"), and estate and effects, shall from time to time and at all times be indemnified and saved harmless by the College from and against:
- (a) all liabilities, costs, charges and expenses whatsoever that an Indemnified Party sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the Indemnified Party for or in respect of any act, omission, deed, matter or thing whatsoever made, done or permitted by the Indemnified Party in or about the execution or intended execution of the duties of the Indemnified Party's office with the College; and
 - (b) all other liabilities, costs, charges and expenses that the Indemnified Party sustains or incurs in or about or in relation to the Indemnified Party's office with the College or the affairs of the College,

except such liabilities, costs, charges or expenses as are occasioned by the Indemnified Party's intentional neglect or default, or dishonest, fraudulent, criminal or malicious acts or deeds.

- 13.1.2 Without limiting the generality of Section 13.1.1, if an employee (including a lawyer who is an employee) of the College is named in civil litigation or, in the case of a lawyer, in a law society proceeding, and the subject matter relates to the employee's employment by the College, the College shall pay for the employee's legal representation in the proceedings and any appeal, and shall pay any sum of money the employee or the employee's estate becomes liable to pay in connection with the matter but, if the court finds that the employee has been intentionally negligent dishonest, fraudulent, malicious or committed a criminal offence, the College shall not be liable for such payment.

PART 7 – BUSINESS AND ORGANIZATIONAL MATTERS

ARTICLE 14 BUSINESS PRACTICES

14.1 Delegation

- 14.1.1 The Registrar may delegate any of the Registrar's powers or duties to other officers, agents, or employees of the College, subject to Section 14.6.2.

14.2 Fiscal Year

- 14.2.1 The fiscal year of the College shall be the calendar year, 01 January to 31 December inclusive.

14.3 Banking

- 14.3.1 The Executive Committee shall appoint one or more banks chartered under the *Bank Act*, S.C. 1991, c. 46 for the use of the College.
- 14.3.2 All money belonging to the College shall be deposited in the name of the College with one or more of the banks appointed in accordance with Section 14.3.1.

14.4 Investment

- 14.4.1 Funds of the College that are not immediately required may be invested by an investment dealer selected by, and acting in accordance with criteria or parameters given by, the Finance and Audit Committee, only in the following:
- (a) bonds, debentures or other evidences of indebtedness of, or guaranteed by, the Government of Canada;
 - (b) deposit receipts, deposit notes, certificates of deposit, acceptances and other similar instruments issued or endorsed by a bank listed in Schedule I to the *Bank Act*, S.C. 1991, c. 46; or
 - (c) investment-grade money market funds previously approved for the purpose by the Finance and Audit Committee.

- 14.4.2 The Executive Committee may by resolution approve the investment or reinvestment of funds of the College that are not immediately required in any investment which the Executive Committee considers advisable, and two Signing Officers shall implement the decision.

14.5 Borrowing

- 14.5.1 The Board may by resolution:

- (a) borrow money on the credit of the College, except that a Board resolution is not required for the College to borrow amounts not exceeding \$250,000 in total;
- (b) limit or increase the amount or amounts to be borrowed; and
- (c) secure any present or future borrowing, or any debt, obligation, or liability of the College, by charging, mortgaging, hypothecating or pledging all or any of the real or personal property of the College, whether present or future.

- 14.5.2 The Board or the Executive Committee may by resolution borrow money on behalf of the College for periods of six months or less secured only by investments of the College of the type set out in Section 14.4.1.

- 14.5.3 Two Signing Officers shall sign documents to implement a decision made under Section 14.5.1 or Section 14.5.2.

14.6 Signing of Contracts and Other Documents and Approval of Expenditures

- 14.6.1 The signing officers of the College shall be any of the following (the “**Signing Officers**”): the Registrar, the Chief Operating Officer, the Corporate Controller and the Corporate Accountant.

- 14.6.2 If Signing Officers are not reasonably available, the Registrar or the Chief Operating Officer may delegate signing authority for one or more contracts, agreements, instruments and other similar or related documents, and for authorizations for Obligations, to any College staff person who is an officer (including a deputy or associate Registrar) or director (each, a “**Delegated Signatory**”), such delegation to be in writing and saved in College systems. Despite the foregoing, the Registrar and the Chief Operating Officer may not delegate signing authority for any documents or authorizations contemplated in Section 14.5.3, Section 14.6.7, Section 14.6.10.

- 14.6.3 Contracts, agreements, instruments and other similar or related documents are subject to review by the College Legal Office in accordance with the internal College Agreement and Contract Management Policy.

- 14.6.4 Except as otherwise provided in the By-laws, contracts, agreements, instruments and any other documents requiring signature by the College shall be signed by a Signing Officer or a Delegated Signatory.

- 14.6.5 Goods may be purchased or leased, and services may be obtained, for the benefit of the College in accordance with the By-laws.
- 14.6.6 **Budgeted Expenses:** Contracts, agreements, instruments and any other documents requiring signature by the College, and any other authorization, for expenditures or expenses (for greater certainty, whether for procurement of goods and services or for a non-procurement purpose) (collectively, “**Obligations**”) included or authorized in a budget approved by the Board shall be signed or authorized by a Signing Officer or Delegated Signatory.
- 14.6.7 **Non-Budgeted Expense:** Contracts, agreements, instruments and any other documents requiring signature by the College, and any other authorization, for Obligations not included or authorized in a budget approved by the Board shall be signed or authorized by:
- (a) a Signing Officer if the total Obligations are equal to or less than \$100,000;
 - (b) two of the Registrar, the Chief Operating Officer or the Corporate Controller if the total Obligations are greater than \$100,000 but not greater than \$250,000;
 - (c) subject to Section 14.6.8, one of the Registrar, the Chief Operating Officer or the Corporate Controller and one of the Chair or Vice-Chair if the total Obligations are greater than \$250,000;
 - (d) in the case of Obligations that are for legal services, legal advice or representation for the benefit of the College, the Chief Legal Officer (or their delegate) with the concurrence of the Registrar and one of the Chair or Vice-Chair after conferral with the Finance and Audit Committee; or
 - (e) the Executive Committee or the Board, by resolution.
- 14.6.8 Unless the Board or the Executive Committee directs otherwise by resolution, no Obligation greater than \$250,000 that is not authorized in a budget approved by the Board may be made or committed to, and no contract, agreement, instrument or other document relating to such an Obligation may be entered into, without providing an opportunity for the Finance and Audit Committee to consider the implications of the unbudgeted expenditure and provide a revised budget to the Executive Committee.
- 14.6.9 The Board may appoint any persons on behalf of the College to sign documents generally or to sign specific documents.
- 14.6.10 Two Signing Officers shall sign each cheque or authorize each electronic transfer of funds. A Signing Officer shall not sign a cheque or authorize an electronic transfer of funds payable to such Signing Officer.
- 14.6.11 Despite Section 14.6.4:
- (a) an offer of employment or an agreement for employment with the College (other than for the Registrar), which employment position is authorized by

the College budget, shall be signed by the director of the department in which the employee is to be working, the manager responsible for hiring the employee, the director or manager of Human Resources, the Chief Operating Officer or the Registrar; and

- (b) an offer of employment to or an agreement for employment with the College for the Registrar shall be signed on behalf of the College by one of the Chair or the Vice-Chair.

14.7 Audit

- 14.7.1 The Auditor shall make such examinations as will enable the Auditor to report to the Board as required by law and under this Section 14.7.
- 14.7.2 The Auditor has a right of access at all reasonable times to all records, documents, books and accounts of the College and is entitled to require from Directors, officers and employees of the College such information as in the Auditor's opinion is necessary to enable the Auditor to report as required by law or under this Section 14.7.
- 14.7.3 The Auditor is entitled to attend any meeting of the Board and to be heard at any such meeting that the Auditor attends on any part of the business of the meeting that concerns the Auditor as Auditor.
- 14.7.4 The Auditor shall report:
 - (a) in person to the Finance and Audit Committee on the financial statements and related matters as soon as possible after the financial statements are prepared and as far in advance of the Annual Financial Meeting as possible; and
 - (b) to the Board at each Annual Financial Meeting on the financial statements, which shall be submitted to each Annual Financial Meeting, and the Auditor shall state in the report whether, in the Auditor's opinion, the financial statements present fairly, in all material respects, the financial position of the College and the results of its operations for the period under audit in accordance with generally accepted accounting principles.
- 14.7.5 As soon as practical after each Annual Financial Meeting, the College shall, in a publication sent to the Registrants of the College generally, publish the financial statements submitted to such meeting, together with a report from the Auditor on those financial statements indicating whether, in the Auditor's opinion, the financial statements present fairly, in all material respects, the financial position of the College and the results of its operations for the period under audit in accordance with generally accepted accounting principles, and comparing the information in the statement with that of the preceding fiscal year.
- 14.7.6 For the purposes of Sections 14.7.3 and 14.7.4, the Registrar is responsible to send notices of every meeting of the Board to the Auditor.

ARTICLE 15 BY-LAWS

15.1 Making and Amending By-laws

- 15.1.1 By-laws of the College may be made, revoked or amended in the manner contemplated in, and subject to the provisions of, the Code and this By-law.
- 15.1.2 A By-law may be made, revoked or amended by a simple majority of the votes cast at the meeting by the Directors in attendance, except that a By-law may not be made, revoked or amended pursuant to a motion at a regular meeting of the Board pursuant to Section 6.2.3(b)(iv).
- 15.1.3 Subject to the Code, a By-law or an amendment to or a revocation of a By-law passed by the Board has full force and effect from the time the motion was passed, or from such future time as may be specified in the motion.
- 15.1.4 All By-laws, including every amendment and revocation of a By-law, shall be maintained in the College records in the order in which they were passed.

ARTICLE 16 NOT-FOR-PROFIT STATUS

16.1 Not for Profit Status

- 16.1.1 No part of the College's income shall be payable to, or otherwise available for the personal benefit of, any Registrant, provided that this restriction shall not prevent a Registrant from receiving reasonable remuneration, including fees, wages, honoraria and expense reimbursement, for any services provided by such Registrant to or for the benefit of the College.
- 16.1.2 It is further specifically provided that in the event of dissolution or winding up of the College, all of the College's remaining assets after payment of the College's liabilities shall be distributed or disposed of to other not-for-profit or charitable organizations in the province of Ontario which carry on work and activities similar to those of the College and approved by the College.

PART 8 – FEES AND CHARGES

ARTICLE 17 APPLICATION FEES

17.1 Application Fees

- 17.1.1 A person who submits an application for a certificate of registration or authorization shall pay an application fee. The application fees are as follows:
 - (a) for a certificate of registration authorizing postgraduate education, 25% of the annual fee specified in Section 18.1.2(a);
 - (b) for a certificate of registration authorizing supervised practice of a short duration, 20% of the annual fee specified in Section 18.1.2(a);

- (c) for a certificate of registration authorizing temporary independent practice, 25% of the annual fee specified in Section 18.1.2(a);
- (d) for a certificate of registration authorizing practice as a physician assistant, \$300;
- (e) for any other certificate of registration, 60% of the annual fee specified in Section 18.1.2(a);
- (f) for an application for reinstatement of a certificate of registration, 60% of the annual fee specified in Section 18.1.2(a);
- (g) for a certificate of authorization, \$400;
- (h) for an application to the Registration Committee for an order directing the Registrar to modify or remove terms, conditions or limitations imposed on the Registrant's certificate of registration by the Registration Committee, 25% of the annual fee specified in Section 18.1.2(a); and
- (i) if the person:
 - (i) meets the registration requirements applicable to the class of certificate of registration applied for, as prescribed in the Registration Regulation, Ontario Regulation 865/93 under the Medicine Act; and
 - (ii) requests the College to conduct the initial assessment of the application within three weeks after receipt by the College of the application,an additional fee equal to 50% of the application fee applicable to such person under Section 17.1.1(a), (b), (c), (d) or (e).

17.1.2 Application fees are due at the time the application is submitted. Application fees are not refundable, either in whole or in part

ARTICLE 18 ANNUAL FEES

18.1 Annual Fees

18.1.1 Every holder of a certificate of registration or authorization, other than a holder of a certificate of registration authorizing supervised practice of a short duration or authorizing postgraduate education for an elective appointment or authorizing temporary independent practice, shall pay an annual fee.

18.1.2 Annual fees as of June 1, 2018, are as follows:

- (a) \$1,725 for a holder of a certificate of registration other than a certificate of registration authorizing postgraduate education, a certificate of registration authorizing supervised practice of a short duration, a certificate of registration authorizing temporary independent practice, or a certificate of registration authorizing practice as a physician assistant;

- (b) for a holder of a certificate of registration authorizing postgraduate education applying to renew the holder's certificate of registration, 20% of the annual fee set out in Section 18.1.2(a);
 - (c) for a holder of a certificate of registration authorizing practice as a physician assistant, \$425; and
 - (d) despite Sections 18.1.2(a), (b) and (c), where the holder of a certificate of registration will be taking parental leave for a period of four months or longer during the membership year for which the annual fee applies because the holder is pregnant, has recently given birth or will be caring for their newborn or newly adopted child, the annual fee for such membership year is 50% of the annual fee applicable to the holder of the certificate of registration as set out in Sections 18.1.2(a), (b) and (c), so long as the holder applies to the College for this parental leave reduced annual fee prior to the close of the annual renewal period for such membership year. If an application for the parental leave reduced annual fee is received after the close of such annual renewal period, the parental leave reduced annual fee will be applied to the following membership year. The parental leave reduced annual fee is not available for holders of a certificate of registration authorizing supervised practice of a short duration. This Section 18.1.2(d) only applies to annual fees for membership years commencing on or after June 1, 2020.
- 18.1.3 The annual fee for a holder of a certificate of authorization, as of January 1, 2017, is \$175.
- 18.1.4 In addition to the amounts set out in Section 18.1.2, any outstanding balance owing to the College in respect of any decision made by a committee, and any fees payable under this By-law will be added to and included in the annual fees.
- 18.1.5 The due dates for the payment of annual fees are as follows:
- (a) if the College is issuing a certificate of registration or authorization, before the College issues the certificate;
 - (b) if the College is renewing a certificate of registration, other than a certificate of registration authorizing postgraduate education, on June 1 of each year;
 - (c) if the College is renewing a certificate of registration authorizing postgraduate education on an application for renewal, before the expiry of the previous certificate; and
 - (d) if the College is renewing a certificate of authorization, on the anniversary of the certificate's date of issue.

ARTICLE 19 COMMITTEE AND PROGRAM FEES

19.1 Committee and Program Fees

- 19.1.1 The College may charge a Registrant, a health profession corporation or other person a fee in connection with decisions or activities that the College or a College

committee are required or authorized to make or do with respect to a Registrant, health profession corporation or other person. Such fees may include an administrative component relating to the decision or activity.

19.1.2 Committee and program fees include, but are not limited to, the following:

- (a) costs of a hearing or other items ordered by the Ontario Physicians and Surgeons Discipline Tribunal;
- (b) for the College's quality assurance program, the costs to the College of completing an assessment and re-assessment authorized by Ontario Regulation 114/94 under the Medicine Act, including but not limited to costs relating to assessors, the review of assessment reports, preparation of written reports, monitoring compliance with conditions, and any administration fee charged by the College;
- (c) for physician education and remediation programs:
 - (i) for individual education or remediation programs, the fee charged by the supervisor, monitor, preceptor or trainer, in addition to any administration fee charged by the College; and
 - (ii) for programs given by a university or other education institution, the fee charged by the institution;
- (d) for monitoring, supervision or assessment pursuant to a decision of the Registration Committee, the fee charged by the monitor, supervisor or assessor in addition to any administration fee charged by the College;
- (e) for the College's premises inspection program, the costs to the College of completing an inspection as authorized by Ontario Regulation 114/94 under the Medicine Act, including but not limited to costs relating to inspectors, the review of premises inspection reports, preparation of written reports, monitoring compliance with conditions, and any administration fee charged by the College;
- (f) fees relating to activities, including but not limited to programs and assessments, referred to in undertakings entered into by a Registrant with the College;
- (g) fees relating to orders and directions of committees; and
- (h) costs to the College of completing an inspection or assessment as authorized by the *Independent Health Facilities Act*, including but not limited to costs relating to inspectors and assessors, Facility Review Panels, preparation of assessments and written reports, monitoring compliance with conditions, and any administration fee charged by the College.

19.1.3 The College may require a Registrant, applicant, health profession corporation or other person to pay a committee or program fee, including an annual fee, that is not set out in Section 19.1.2, in which case the College shall provide the Registrant,

applicant, health profession corporation or other person with an invoice setting out the fee.

ARTICLE 20 PENALTY FEES AND INTEREST ON UNPAID FEES

20.1 Penalty Fees and Interest on Unpaid Fees

- 20.1.1 A Registrant who fails to pay an annual fee on or before the day on which the fee is due, other than a fee for a certificate of registration authorizing postgraduate education or a fee for a certificate of authorization, shall pay the College, in addition to the annual fee, a penalty fee of 25% of the applicable annual fee set out in Section 18.1.2.
- 20.1.2 A Registrant, health profession corporation or other person who fails to pay a committee or program fee on or before the day on which the fee is due shall pay the College, in addition to the applicable committee or program fee, a penalty fee of 25% of the applicable committee or program fee.
- 20.1.3 The College may charge interest at a rate of 18% per annum on any fee, including a penalty fee, that is unpaid as of the applicable due date, and the College shall consider the accrued interest on any unpaid fee as part of the fee itself.

20.2 Fees for Non-negotiable Payment

- 20.2.1 A Registrant shall pay the College a fee of \$50 where a financial institution returns a Registrant's cheque as non-negotiable, or the Registrant's payment by credit card to the College is not accepted by the Registrant's credit card provider.

20.3 Failure to Provide Information

- 20.3.1 The College may charge a Registrant a fee of \$50 for each notice it sends to the Registrant for the Registrant's failure to provide by the due date or, where there is no due date specified, within 30 days of a College written or electronic request in a form approved by the Registrar, any information that the College is required or authorized to request and receive from the Registrant.

20.4 Other Fees and Miscellaneous Provisions

- 20.4.1 A person who requests the Registrar to do anything that the Registrar is required or authorized to do by statute, regulation or by-law shall pay either:
 - (a) the prescribed fee; or
 - (b) if there is no prescribed fee, the fee set by the Registrar.
- 20.4.2 The obligation of a Registrant or health profession corporation to pay a fee continues, despite any failure of the College to provide notice of the fee or provide notice of the fee by a certain date, or despite a failure of the Registrant or health profession corporation to receive notice of the fee.
- 20.4.3 The fees set out in the By-laws are exclusive of any applicable taxes.

PART 9 – REGISTER AND REGISTRANT MATTERS

ARTICLE 21 REGISTRANT NAMES AND ADDRESSES

[PLACEHOLDER– PROVISIONS TO BE INCORPORATED AT A LATER DATE]

ARTICLE 22 ADDITIONAL REGISTER CONTENT

[PLACEHOLDER– PROVISIONS TO BE INCORPORATED AT A LATER DATE]

ARTICLE 23 PUBLIC INFORMATION

[PLACEHOLDER– PROVISIONS TO BE INCORPORATED AT A LATER DATE]

ARTICLE 24 LIABILITY PROTECTION

[PLACEHOLDER– PROVISIONS TO BE INCORPORATED AT A LATER DATE]

ARTICLE 25 NOTIFICATION REQUIRED BY REGISTRANTS

[PLACEHOLDER– PROVISIONS TO BE INCORPORATED AT A LATER DATE]

ARTICLE 26 EMERITUS STATUS

26.1 Emeritus Status

26.1.1 The Registrar may grant emeritus status to a former holder of a certificate of registration of any class who applies therefore and who:

- (a) has held a certificate of registration authorizing independent practice, a General licence under Part III of the *Health Disciplines Act* or the equivalent licence under a predecessor of such Act, or some combination of them, continuously for 25 years;
- (b) has not been the subject of a finding of professional misconduct or incompetence that has been entered in the Register;
- (c) at the time of application, is not:
 - (i) in default of payment of any fee payable to the College;
 - (ii) in default of providing to the College any information required by or under an Act or regulation; and
 - (iii) is not the subject of proceedings for professional misconduct or incompetence; and
- (d) is fully retired from the practice of medicine.

26.1.2 The registration committee may grant emeritus status to a former holder of a certificate of registration of any class who applies therefore and complies with Sections 26.1.1(c) and 26.1.1(d).

- 26.1.3 A person with emeritus status may not practise medicine.
- 26.1.4 A Registrant who was designated as a life member under section 43 of Ontario Regulation 577/75 or a predecessor thereof shall be deemed to continue as a person with emeritus status but a life member who continues to meet the requirements of section 43 of Ontario Regulation 577/75 may elect to maintain their life membership.

26.2 Expiry and Renewal of Emeritus Status

- 26.2.1 The Registrar shall provide an application for renewal to each person with emeritus status and each life member at the person's last known address or e-mail address before April 15 in each year, together with notification that the person's emeritus status or life membership will expire unless the completed application for renewal is received by the Registrar by the following May 31.
- 26.2.2 An emeritus status and a life membership expire unless the Registrant's completed application for renewal is received by May 31 of each year.
- 26.2.3 The Registrar shall, and the Registration Committee may, renew the emeritus status of a person whose emeritus status has expired on the same basis as the Registrar or the Registration Committee may grant emeritus status under Section 26.1.
- 26.2.4 A life membership which expires may not be renewed, but a life member whose membership has expired is entitled to emeritus status.

**SCHEDULE 1
TO BY-LAW NO. 167
RULES OF ORDER OF THE BOARD**

General Procedure

1. The presiding officer of the Board meeting shall preserve order and decorum and shall rule on any question of order or procedure. Within their duty to preserve order, the presiding officer may relax these Rules of Order if, in the presiding officer's opinion, strict adherence to the Rules of Order is counterproductive to an orderly meeting of the Council.
2. These Rules of Order shall apply, with necessary modifications, to meetings held by telephonic or electronic means.
3. Each agenda item will be introduced briefly by the presiding officer, or the Director or committee chair affiliated with the motion.
4. The presiding officer may allow discussion of an agenda topic without a motion needing to be made first. A motion may be made after a discussion on the topic. If a motion is made, the rules pertaining to motions shall apply.
5. The Board may decide matters by consensus and may indicate preferences by a straw vote or other informal method but, subject to Section 6.2.3, motions will usually be made if,
 - (a) a decision will commit the College to an action or a public position; or
 - (b) the presiding officer or the Board is of the opinion that the nature of the matter or of the discussion warrants a motion.

Motions

6. All motions shall be in writing, seconded and given to the presiding officer before being considered except that, if a motion has been printed and distributed to the Board before being made, it does not need to be given to the presiding officer before being considered.
7. When a motion that has not been printed and distributed to the Board is given to the presiding officer, the presiding officer shall then read it aloud, and any Director may require it to be read at any time, but not so as to interrupt a Director while speaking.
8. When the motion contains distinct propositions, any Director may require the vote upon each proposition to be taken separately.
9. The presiding officer shall rule a motion out of order if, in their opinion, a motion is contrary to these Rules of Order or the By-laws.

Amendments and other subordinate motions

10. A substantive motion in writing that has been moved, seconded and given to the chair may be amended by a motion to amend. The presiding officer 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.
11. When a motion has been moved, seconded and given to the presiding officer, 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.

12. 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.
13. A motion to amend the main motion shall be disposed of before the main motion is decided and, if there is more than one motion to amend, they shall be decided in the reverse order to which they were made.

Voting

14. When a matter is being voted on no further debate is permitted.
15. No Director shall vote upon any motion in which the Director has a conflict of interest, and the presiding officer shall disallow the vote of any Director on any motion in which the presiding officer believes the Director has a conflict of interest.

Preserving Order

16. If the presiding officer has ruled on a question of order or procedure, a Director who believes the presiding officer's ruling is wrong may appeal the ruling to the Board.
17. The presiding officer shall call upon Directors to speak as nearly as feasible in the order in which they indicate a wish to speak.
18. When any Director wishes to speak, the Director shall so indicate by raising their hand (or the electronic equivalent) and shall address the presiding officer and confine themselves to the matter under discussion.
19. The presiding officer may permit College staff and consultants with expertise in the matter to make presentations and answer specific questions about a matter being discussed.
20. Observers are not permitted to speak at a meeting of the Board unless invited to do so, but in any event, observers may not speak to a motion prior to the Board voting on the motion.
21. If a Director believes that another Director has behaved improperly or that the Board has broken these Rules of Order or the By-laws, the Director may state a point of order. The presiding officer shall promptly rule on the point of order, which is subject to an appeal to the Board. Directors are not permitted to raise a "point of personal privilege" or a "point of privilege".
22. The presiding officer may limit the number of times a Director may speak, limit the length of speeches and impose other restrictions reasonably necessary to finish the agenda of a meeting.
23. Except where inconsistent with the Act, the Medicine Act, the regulations or the By-laws, any questions of procedure at or for any meetings of the Board shall be determined by the chair of such meeting in accordance with these Rules of Order. When a circumstance arises that is not provided for by these Rules of Order or in the By-laws, the presiding officer shall make a ruling, which is subject to an appeal to the Board.

**SCHEDULE 2
TO BY-LAW NO. 167
TABLE OF AMENDMENTS**

| BY-LAW | ACTION | DATE |
|---|---|-------------------|
| By-law No. 167 | Enacted, as amalgamation of: <ul style="list-style-type: none"> • General By-law • Fees and Remuneration By-law (By-law No. 2), and • Declared Emergency By-law (By-law No. 145) | XXXX |
| General By-law | Last revision prior to amalgamation into By-law No. 167 | December 9, 2022 |
| Fees and Remuneration By-law (By-law No. 2) | Last revision prior to amalgamation into By-law No. 167 | December 9, 2022 |
| Declared Emergency By-law (By-law No. 145) | Last revision prior to amalgamation into By-law No. 167 | December 10, 2021 |

PRINCIPLES OF MEDICAL PROFESSIONALISM: GUIDING VALUES AND DUTIES

About Principles of Medical Professionalism

The *Health Professions Procedural Code* under the *Regulated Health Professions Act, 1991* requires that the College of Physicians and Surgeons of Ontario (CPSO) “develop, establish and maintain standards of professional ethics for [its] members.”

Principles of Medical Professionalism sets out CPSO’s expectations pertaining to professional ethics and articulates the values and duties at the core of medical practice. It is intended to provide broad guidance to CPSO members (the profession) and to inform patients, the public, and others what they can expect from the medical profession.

This resource is meant to guide professional judgment and behaviour by providing an overarching view of the standards the profession holds for itself and the expectations the public has of physicians, both individually and collectively.

Principles of Medical Professionalism and You

Providing quality care requires more than clinical competence; it involves upholding the standards of medical professionalism and, by extension, the social contract. The social contract is an agreement between the profession as a whole and the public it serves: in return for professional autonomy, the profession commits to upholding the values and duties of medical professionalism and to promoting the public good within its domain. *Principles of Medical Professionalism* sets out the ethical tenets of medical professionalism and can help physicians uphold them in their day-to-day practice.

The values and duties described in this resource inform the specific expectations set out in [CPSO policies](#) and work alongside these policies to help physicians deliver quality care for the people of Ontario. Together with CPSO policies, relevant legislation, and case law, *Principles of Medical Professionalism* will be used by CPSO as a benchmark when considering or evaluating physician practice and conduct.

Conflict among the values and duties outlined in this resource may occur, and in such situations, physicians will need to use their best judgment on how to proceed.

What is Medical Professionalism?

In medicine, professionalism consists of the words and actions of physicians that foster trust and respect with patients, colleaguesⁱ, and the public.

ⁱ In *Principles of Medical Professionalism*, the term “colleague” is used to refer to physicians; other health care professionals; hospital or clinic administrative, ancillary, and support staff; medical students, interns, residents; and anyone involved in the provision of health care.

Trust and respect are the core values of the medical profession. In the delivery of competent care, physicians foster trust and respect by:

- Practising with **integrity**
- Committing to **responsibility**
- Practising with **humility**
- Recognising and honouring their **humanity** and the humanity of those they interact with

Practising with Integrity

For physicians, having integrity means practising within the guidelines and standards of the profession. It means making sound clinical and behavioural judgments and acting in good faith for the benefit of patients even in challenging situations.

Physicians demonstrate integrity in their work with patients by:

- Considering each patient's well-being and acting in their best interest
- Committing to providing the best possible quality of care to patients
- Maintaining professional boundaries with patients and persons closely associated with patients
- Avoiding conflicts of interest and safeguarding their professional independence
- Protecting the privacy of patient's personal health information
- Communicating honestly with patients

Physicians demonstrate integrity in their work with colleagues by:

- Working together even when their personal beliefs and/or professional opinions differ
- Raising concerns about a colleague's inappropriate, unprofessional, or otherwise concerning behaviour directly with that colleague (or, if needed, escalating the concerns to the relevant leadership or authority) in a manner that does not compromise their own safety

Physicians demonstrate integrity in their work with the public by:

- Preserving the reputation of the profession
 - Engaging in respectful public debate
 - Putting forward evidence-informed viewpoints
 - Using social media responsibly and in a way that upholds the standards of the profession
- Maintaining the standard of care

Committing to Responsibility

For physicians, committing to responsibility means understanding what is reasonably expected of them and striving to meet those expectations. It also means recognizing the different groups to whom physicians are responsible. Though their primary responsibilities are always to their patients and their patients' best interests, physicians are also collectively responsible to each other, to others involved in health-care delivery, and to the public they serve.

Physicians demonstrate responsibility in their work with patients by:

- Providing safe, competent care
 - Keeping skills and knowledge up to date
 - Recommending treatments and interventions informed by evidence and scientific reasoning
- Advocating for individual patients
 - Facilitating continuity of care by helping patients navigate the health-care system
 - Promoting health equity and working to address the social determinants of health impacting patients
- Communicating effectively with patients and their family members, loved ones, caregivers, or substitute decision-makers
 - Striving to ensure that patients understand the nature and significance of their condition and the treatment options available to them
 - Answering any questions patients have about their condition and/or treatment options

Physicians demonstrate responsibility in their work with colleagues by:

- Promoting open channels for feedback from colleagues and other care providers
- Recognizing and fulfilling their obligations in the context of team-based care
- Modelling respect, appropriate conduct, and healthy collegial relationships in the workplace

Physicians demonstrate responsibility in their work with the public by:

- Embracing social accountability
 - Recognizing and, where possible, addressing community and population health needs
 - Promoting equitable access to health care and social supports
- Practising in a manner that promotes and protects public health
- Recognizing the power and role of respectful, evidence-based physician advocacy
- Fulfilling reporting obligations
- Practising effective resource stewardship

Practising with Humility

For physicians, being humble involves acknowledging the inherent vulnerability of patients and recognizing the power imbalance between physicians and patients. By practising with and showing humility, physicians accept that achieving the best outcomes for patients is an ongoing process nurtured through collaboration and engagement with others.

Physicians can practise with and show humility in their work with patients by:

- Undertaking lifelong learning in clinical knowledge, communication, and leadership (e.g., active listening, de-escalation, and conflict resolution)
- Recognizing when there is a gap in their knowledge (clinical or otherwise) and working to remedy that gap

- Showing cultural humility while working with all patients and their family members, loved ones, caregivers, or substitute decision-makers
 - Learning about and respecting patients' lived experiences, values, and beliefs
- Providing inclusive, culturally appropriate, and safe care
 - Asking patients about their preferences regarding the care they receive
- Enabling and empowering patients to be partners in their care
 - Engaging in shared decision-making and patient-centred care
 - Welcoming and accepting the views of patients and their families, loved ones, caregivers, and substitute decision-makers
 - Encouraging patients to be proactive in maintaining their own health and well-being
- Seeking to understand what an illness *means* for a patient and their families, not just what the illness is

Physicians practise with and show humility in their work with colleagues by:

- Being open and receptive to the views and feedback of colleagues and other providers
- Seeking help and support from colleagues and other providers, when needed
- Supporting and mentoring colleagues
- Managing conflict with colleagues in a productive, dignified, and safe manner
 - Reflecting on one's role in the conflict
- Expressing gratitude for the contributions of colleagues and other care providers

Physicians practise with and show humility in their work with the public by:

- Participating in collaborative, team-based, and patient-centred models of care

Recognizing and Honouring Humanity

By honouring their own humanity and the humanity of others, physicians create the foundations for trusting, respectful, and empathetic relationships.

For physicians, honouring humanity means recognizing the inherent value and dignity of all people, including themselves, and keeping the varied experiences of patients at the centre of health care delivery. It also means acknowledging that physicians and other care providers themselves need care and compassion in order to provide effective and sustainable care. In the practice of medicine, recognizing and honouring humanity means caring for people, not simply treating diseases.

Physicians honour their own humanity by:

- Acknowledging their physical and social needs, vulnerabilities, and limitations
- Demonstrating self-compassion in the face of personal pain and moral injury
- Taking time away from work, when possible
- Recognizing personal impairment or decline
- Asking for help from colleagues and making use of available [wellness resources](#), when necessary

Physicians honour the humanity of their patients by:

- Respecting the autonomy of their patients
- Learning about and employing trauma-informed approaches to care
- Reflecting on their own implicit and unconscious biases
- Fostering welcoming and inclusive spaces for everyone
- Using patients' preferred names, titles, and pronouns
- Recognizing the unique experiences, opportunities, and barriers created by each person's intersecting social identities (i.e., race, ethnicity, gender, sexual orientation, class, and/or religion).
 - Where possible, striving to address the discrimination faced by patients from marginalized and underrepresented populations

Physicians honour the humanity of their colleagues by:

- Recognizing the individual needs and lived experiences of colleagues and other care providers
- Modelling kindness, ethical care, and compassion for colleagues, staff, and other care providers
- Fostering an emotionally and physically safe workplace that is conducive to the delivery of quality health care

Physicians honour the humanity of the public by:

- Bringing an intersectional lens to their daily processes and practices
- Committing to allyship and striving to address discrimination and oppression in health care

Professional Duties and Regulation

Collectively, physicians have been granted the privilege of profession-led regulation. Preserving this privilege requires the profession to maintain an effective and appropriate governance structure and a reliable system of accountability. This means it is not enough for individual physicians to accept regulation; each physician has a professional duty to actively participate in the regulatory process.

Physicians participate in profession-led regulation by:

- Engaging with CPSO, as necessary
- Cooperating with CPSO during investigations, as required by legislation
 - Disclosing information relevant to investigations
- Being open to remediation
- Maintaining familiarity with [CPSO policies](#)
- Participating in quality improvement opportunities when they are offered

Looking Forward

Principles of Medical Professionalism has been developed for Ontario physicians and the Ontario public and articulates what values and duties the medical profession holds for itself. These values and duties are exhibited every day in physicians' offices, clinics, hospitals, and anywhere

health care is delivered across the province. While physicians continue to strive to fulfill these professional duties in their day-to-day practice, they are not expected to take on responsibility for the health system alone. Rather, by practising with these values and duties in mind, physicians, in their daily individual encounters with patients and colleagues, can and will continue to positively contribute to the health of the system, the profession, and the public.

DRAFT

PROFESSIONAL BEHAVIOUR

Policies of the College of Physicians and Surgeons of Ontario (“CPSO”) set out expectations for the professional conduct of physicians practising in Ontario. Together with the *Practice Guide* and relevant legislation and case law, they will be used by CPSO and its Committees when considering physician practice or conduct.

Within policies, the terms ‘must’ and ‘advised’ are used to articulate CPSO’s expectations. When ‘advised’ is used, it indicates that physicians can use reasonable discretion when applying this expectation to practice.

Additional information, general advice, and/or best practices can be found in companion resources, such as *Advice to the Profession* documents.

Definitions

Professionalism: the words and actions of physicians that foster trust and respect with patients¹, colleagues², and the public.

Unprofessional behaviour: inappropriate words, actions, or inactions by a physician that interfere with (or may interfere with) the physician’s ability to collaborate, the delivery of quality health care, public trust, or the safety or perceived safety of others. Unprofessional behaviour may be demonstrated through a single act or through a pattern of events.

Policy

General

This policy focuses on physicians’ behaviour in the professional context.

“Professional context” is a broad term that refers to any environment where a physician interacts with patients, colleagues, learners, and others in the healthcare workplace (whether in person or virtually). The professional context also includes any situation where a physician is publicly identified as a physician and/or is representing the profession (e.g., public appearances, printed media, and social media).

Although the expectations set out in this policy primarily apply to physicians’ behaviour in the professional context, they may also apply to behaviour that takes place outside of the professional context. Physician behaviour outside of a professional context that contravenes the standards of professionalism³ may be considered unprofessional under this policy

¹ The term “patient” is used to refer to patients and their loved ones, including but not limited to caregivers, family members, friends, and substitute decision-makers.

² The term “colleague” is used to refer to physicians; other health care professionals; hospital or clinic administrative, ancillary, and support staff; medical students, interns, residents; and anyone involved in the provision of health care.

³ See CPSO’s *Principles of Medical Professionalism*.

depending on a number of factors including the nature and seriousness of the behaviour, the context in which it arises, and the consequences that result from it.

1. Physicians **must** uphold the standards of medical professionalism and conduct themselves in a professional manner.
 - a. Physicians **must** act in a respectful and civil manner towards patients, colleagues, and others involved in providing health care.
2. Physicians **must** meet the expectations set out in this policy, other CPSO policies⁴, and applicable legislation⁵, along with the expectations set out in any applicable institutional Codes of Conduct, policies, or by-laws.
3. Physicians **must** meet the expectations for professionalism set out in *Principles of Medical Professionalism*, including:
 - a. considering each patient's well-being and acting in their best interests;
 - b. working respectfully and collaboratively with other members of the health-care team, even when their personal beliefs and/or professional opinions differ; and
 - c. modelling respect, appropriate conduct, and healthy collegial relationships in the workplace.

Advocacy

4. Advocacy for patients and an improved health care system is an important component of the physician's role, and while it may sometimes lead to disagreement or conflict with others, physicians **must** meet the expectation for professional behaviour even in these contexts.⁶

Unprofessional Behaviour

Unprofessional behaviour impacts patient care and outcomes through the negative effects it can have on the physician-patient relationship, teamwork, a safe working environment, communication, public trust, and morale.

5. Physicians **must not** engage in unprofessional behaviours including, but not limited to, the following⁷:
 - a. Rude, profane, disrespectful, insulting, demeaning, threatening, bullying, or abusive language, innuendos, and actions;

⁴ These include [Maintaining Appropriate Boundaries and Preventing Sexual Abuse](#) (regarding sexual abuse and misconduct), [Social Media](#) (regarding avoiding unprofessional behaviour in the context of social media), [Professional Responsibilities in Medical Education](#) (regarding professional behaviour when involved in medical education and working with students or trainees), and [Professional Obligations and Human Rights](#) (regarding discriminatory behaviour).

⁵ For example, the obligations set out in the [Occupational Health and Safety Act](#), R.S.O. 1990, c.0.1.

⁶ For more information on physician advocacy, please see the [Social Media](#) policy and [Advice to the Profession: Social Media](#) document.

⁷ An example of behaviour that is not likely to be considered disruptive behaviour includes constructive criticism offered in good faith with the intention of improving patient care or the health-care system.

- b. Prejudiced or discriminatory behaviour (e.g., racist or sexist comments or actions, microaggressions⁸);
- c. Arguments⁹ or outbursts of anger (including throwing or breaking things);
- d. Use, attempted use, or threat of violence or physical force towards others¹⁰;
- e. Comments or actions that are or may be perceived as harassing or may contribute to a negative working environment (including disrespecting boundaries, repeated unwanted communication, or sexual harassment);
- f. Mocking, shaming, disparaging or censuring others; and
- g. Repeated failure to promptly respond to calls or requests for information or assistance when on call or when expected to be available.

Unprofessional Behaviour by Staff

- 6. Physicians **must** take appropriate action when staff they have responsibility for demonstrate unprofessional behaviour in the workplace.

Reporting Unprofessional Behaviour

- 7. It is important that all staff feel empowered to report unprofessional behaviour and not fear retaliation for doing so. Physicians, especially those in leadership positions in workplaces, **must** contribute to providing a safe and supportive environment that allows staff to report unprofessional behaviour through an easily accessible reporting pathway.
- 8. Physicians **must not** penalize, punish, or retaliate against someone who, in good faith, reports unprofessional behaviour or acts as a witness regarding unprofessional behaviour (for example, through unwarranted dismissal of a reporter or witness; demotion, transfer, or denial of opportunities for advancement).

⁸ Microaggressions are everyday actions or comments that subtly express a stereotype of, or prejudice towards, a marginalized group. A microaggression is a form of discrimination. For more information about and examples of microaggressions, please see CPSO's Equity, Diversity and Inclusion (EDI) [Glossary](#) or EDI [webpage](#).

⁹ Respectful discussions, in which disagreement is expressed, are not arguments.

¹⁰ The policy does not intend to capture circumstances where, for instance, force may be necessary to restrain a patient who poses a threat to themselves or those providing them with care.

Statement of Operations
College of Physicians and Surgeons of Ontario

| | ACTUALS | | | BUDGET | | | | |
|---|---------------------|---------------------|---------------------|---------------------|---------------------|--------------------------------------|---|--|
| | 2020 ACTUALS | 2021 ACTUALS | 2022 ACTUALS | BUDGET 2023 | BUDGET 2024 | DIFF BETWEEN 2023 AND 2024 BUDGET | | % CHANGE BETWEEN 2023 AND 2024 BUDGET |
| | | | | | | | | |
| REVENUE (NET OF CCRC'S) | | | | | | | | |
| MEMBERSHIP FEES | | | | | | | | |
| Independent Practice | 64,354,783 | 65,029,592 | 66,685,672 | 68,430,750 | 69,753,825 | 1,323,075 | 1.93% | |
| Post Graduate | 2,322,055 | 2,413,734 | 2,195,490 | 2,365,000 | 2,332,944 | (32,056) | -1.36% | |
| Penalty Fees | 1,026 | 563,126 | 991,749 | 431,250 | 431,250 | - | 0.00% | |
| Credit Card Service Charges | (1,540,401) | (1,628,051) | (1,688,446) | (1,668,196) | (1,825,316) | (157,120) | 9.42% | |
| TOTAL MEMBERSHIP FEES | 65,137,462 | 66,378,401 | 68,184,466 | 69,558,804 | 70,692,703 | 1,133,899 | 1.63% | |
| APPLICATION FEES | | | | | | | | |
| New Independent Practice | 2,458,901 | 2,827,847 | 2,812,440 | 2,797,220 | 3,176,752 | 379,532 | 13.57% 2024 Budget based on 2023 forecast | |
| New Post Graduate Educational | 1,254,861 | 1,318,240 | 1,471,256 | 1,422,815 | 1,614,653 | 191,838 | 13.48% 2024 Budget based on 2023 forecast | |
| IP & SD - Expedited Review Fees | 79,824 | 135,240 | 147,833 | 164,333 | 91,911 | (72,422) | -44.07% 2024 Budget based on 2023 forecast | |
| PG - Expedited Review Fee | 67,452 | 108,828 | 114,646 | 121,497 | 80,314 | (41,183) | -33.90% | |
| Certificates of Professional Conduct | 146,740 | - | - | - | - | - | 0.00% | |
| Certificates of Incorporation | 3,925,495 | 4,447,325 | 4,491,875 | 4,377,050 | 4,467,752 | 90,702 | 2.07% | |
| TOTAL APPLICATION FEES | 7,933,273 | 8,837,479 | 9,038,049 | 8,882,915 | 9,431,380 | 548,465 | 6.17% | |
| OTHER | | | | | | | | |
| Investment Income | 2,740,013 | 895,820 | 2,198,164 | 1,407,500 | 3,757,755 | 2,350,255 | 166.98% Increase in interest rates. | |
| Miscellaneous Services | 19,763 | (4,927) | 1,467 | (857) | (1,242) | (385) | 44.92% | |
| OPSDT Costs Recovered | 367,616 | 674,015 | 187,690 | 430,403 | 500,000 | 69,597 | 16.17% | |
| Court Costs Awarded | 15,000 | 19,000 | 104,578 | 35,020 | 64,000 | 28,980 | 82.75% | |
| Prior Year Items | 53,111 | 104,549 | 34,000 | - | - | - | 0.00% | |
| TOTAL OTHER | 3,195,503 | 1,688,457 | 2,525,899 | 1,872,066 | 4,320,513 | 2,448,447 | 130.79% | |
| HPDT | - | - | - | - | 288,500 | 288,500 | 100.00% New program in 2023 | |
| TOTAL REVENUE (BEFORE CRCC'S) | 76,266,237 | 76,904,337 | 79,748,414 | 80,313,785 | 84,733,097 | 4,419,312 | 5.50% | |
| EXPENDITURES (NET OF CCRC'S) | | | | | | | | |
| REGISTRAR | (1,380,461) | (1,699,156) | (2,626,194) | (2,923,710) | (3,219,448) | (295,737) | -10.12% COLA & Step increase applied to salaries. | |
| CHIEF MEDICAL ADVISOR | (3,349,480) | - | - | - | - | - | 0.00% | |
| QUALITY MANAGEMENT | | | | | | | Reduced projected volume of QI Individuals physicians (i.e. Practice Improvement Plan review) in 2024. | |
| | (4,252,194) | (5,799,834) | (6,011,612) | (6,681,071) | (5,876,964) | 804,107 | 12.04% | |
| REGISTRATION & MEMBERSHIP SERVICES | (5,078,722) | (5,487,375) | (6,118,379) | (6,363,292) | (7,167,216) | (803,924) | -12.63% Employees transferred in from other departments. | |
| COMMUNICATIONS & MEDIA | (1,526,751) | (1,916,526) | (2,058,276) | (2,512,415) | (2,218,887) | 293,528 | 11.68% 1 FTE transferred to another department, 2 contract positions reduced. | |
| TRANSFORMATION OFFICE | (19,471,645) | (26,770,749) | (27,462,252) | (26,868,765) | (29,387,743) | (2,518,978) | -9.38% | |
| LEGAL OFFICE | (5,450,469) | (5,793,840) | (5,699,399) | (6,503,928) | (7,050,577) | (546,649) | -8.40% | |
| COMPLAINTS | (17,230,316) | (17,493,263) | (18,839,453) | (21,358,909) | (22,568,277) | (1,209,369) | -5.66% | |
| OPSDT | | | | | | | Volume of cases has decreased over the past several years, and the new model has reduced the number of hearing days per case. | |
| | (2,797,033) | (3,118,188) | (1,648,091) | (2,351,192) | (1,872,468) | 478,725 | 20.36% | |
| GOVERNANCE | | | | | | | New Feedback and Escalation process added and average travel time (and cost) have increased. | |
| | (2,051,854) | (2,399,790) | (2,713,972) | (2,666,424) | (2,967,271) | (300,847) | -11.28% | |
| POLICY | (1,377,120) | (1,689,532) | (2,197,448) | (1,918,574) | (2,103,719) | (185,145) | -9.65% | |
| HPDT | - | - | - | - | (288,500) | (288,500) | -100.00% | |
| TOTAL EXPENDITURES (BEFORE CCRC'S) | (63,966,045) | (72,168,253) | (75,375,076) | (80,148,281) | (84,721,070) | (4,572,790) | -5.71% | |
| EXCESS REVENUE OVER EXPENDITURES (BEFORE CCRC'S) | \$12,300,192 | \$4,736,084 | \$4,373,338 | \$165,504 | \$12,027 | (\$153,478) | | |

EXPENDITURES BY DEPARTMENTCollege of Physicians and Surgeons of Ontario
Cost Centre

| | ACTUALS | | | BUDGET | | | | | |
|--|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|---------------------------|-----------------------------|----------------------------|
| | ACTUALS 2020 | ACTUALS 2021 | ACTUALS 2022 | BUDGET 2023 | BUDGET 2024 | FORECAST FOR 2023 | DIFFERENCE TO FORECAST | CHANGE FROM PY BUDGET \$ | CHANGE FROM PY BUDGET % |
| REGISTRAR DIVISION | | | | | | | | | |
| Executive Department | (\$1,380,461) | (\$1,699,156) | (\$2,626,194) | (\$2,923,710) | (\$3,219,448) | (\$3,293,071) | \$73,624 | (\$295,737) | -10.12% |
| TOTAL REGISTRAR DIVISION | (\$1,380,461) | (\$1,699,156) | (\$2,626,194) | (\$2,923,710) | (\$3,219,448) | (\$3,293,071) | \$73,624 | (\$295,737) | -10.12% |
| CHIEF MEDICAL ADVISOR DIVISION | | | | | | | | | |
| CHIEF MEDICAL ADVISOR | (\$3,349,480) | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | 0.00% |
| TOTAL MEDICAL ADVISOR DIVISION | (\$3,349,480) | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | 0.00% |
| QUALITY MANAGEMENT DIVISION | | | | | | | | | |
| Assessor Bi-Annual Meeting | (\$36,573) | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | 0.00% |
| Assessor Networks | (\$5,317) | (\$3,181) | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | 0.00% |
| Changing Scope Working Group | | | | | | | | | 0.00% |
| Education Advisory Group | (\$10,669) | (\$24,628) | (\$6,679) | \$0 | \$0 | \$0 | \$0 | \$0 | 0.00% |
| Peer Assessment Program | (\$394,098) | (\$1,042,952) | (\$1,282,348) | (\$1,346,249) | (\$1,266,676) | (\$1,885,568) | \$618,892 | \$79,573 | 5.91% |
| QA/QI Department | (\$2,593,904) | (\$3,845,580) | (\$3,452,980) | (\$3,817,937) | (\$3,720,345) | (\$3,516,042) | (\$204,303) | \$97,591 | 2.56% |
| Quality Assurance Committee | (\$170,555) | (\$173,159) | (\$190,793) | (\$346,165) | (\$256,718) | (\$319,148) | \$62,430 | \$89,447 | 25.84% |
| Quality Management Department | (\$569,595) | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | 0.00% |
| Quality Improvement Program | (\$436,554) | (\$692,507) | (\$951,726) | (\$1,125,457) | (\$535,345) | (\$582,217) | \$46,872 | \$590,112 | 52.43% |
| Assessor Training | (\$34,928) | (\$17,827) | (\$127,086) | (\$45,263) | (\$97,880) | (\$91,381) | (\$6,499) | (\$52,617) | -116.25% |
| TOTAL QUALITY MANAGEMENT DIVISION | (\$4,252,194) | (\$5,799,834) | (\$6,011,612) | (\$6,681,071) | (\$5,876,964) | (\$6,394,356) | \$517,392 | \$804,107 | 12.04% |
| REGISTRATION & MEMBERSHIP SERVICES DIVISION | | | | | | | | | |
| Annual Membership Survey | (\$207) | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | 0.00% |
| Registration & Membership | (\$3,366,171) | (\$5,222,113) | (\$5,485,098) | (\$5,355,748) | (\$6,471,646) | (\$5,294,540) | (\$1,177,106) | (\$1,115,898) | -20.84% |
| Corporations Department | (\$680,133) | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | 0.00% |
| Membership Department | (\$905,235) | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | 0.00% |
| Change of Scope/Re-Entry | \$0 | \$0 | (\$343,966) | (\$684,682) | (\$211,354) | (\$667,594) | \$456,240 | \$473,327 | 69.13% |
| Registration Committee | (\$126,975) | (\$265,261) | (\$289,315) | (\$322,862) | (\$484,215) | (\$253,495) | (\$230,721) | (\$161,353) | -49.98% |
| TOTAL REGISTRATION & MEMBERSHIP SERVICES DIVISION | (\$5,078,722) | (\$5,487,375) | (\$6,118,379) | (\$6,363,292) | (\$7,167,216) | (\$6,215,629) | (\$951,587) | (\$803,924) | -12.63% |
| COMMUNICATIONS & MEDIA DIVISION | | | | | | | | | |
| Communications Department | (\$1,524,609) | (\$1,913,568) | (\$2,028,663) | (\$2,425,415) | (\$2,148,887) | (\$2,138,526) | (\$10,361) | \$276,528 | 11.40% |
| Outreach Program | (\$2,142) | (\$2,958) | (\$2,047) | (\$17,000) | (\$17,000) | (\$9,000) | (\$8,000) | \$0 | 0.00% |
| Equity, Diversity, and Inclusion | \$0 | \$0 | (\$27,567) | (\$70,000) | (\$53,000) | (\$29,224) | (\$23,776) | \$17,000 | 24.29% |
| TOTAL COMMUNICATIONS AND MEDIA DIVISION | (\$1,526,751) | (\$1,916,526) | (\$2,058,276) | (\$2,512,415) | (\$2,218,887) | (\$2,176,750) | (\$42,137) | \$293,528 | 11.68% |
| TRANSFORMATION DIVISION | | | | | | | | | |
| Enterprise Systems | (\$432,566) | (\$3,492,186) | (\$4,386,801) | (\$3,056,811) | (\$3,471,199) | (\$3,063,632) | (\$407,567) | (\$414,388) | -13.56% |
| Infrastructure | (\$2,756,544) | (\$3,826,370) | (\$5,157,133) | (\$5,688,185) | (\$7,327,215) | (\$6,923,261) | (\$403,954) | (\$1,639,030) | -28.81% |
| IT Support | (\$3,373,973) | (\$3,678,410) | (\$4,731,637) | (\$5,018,767) | (\$5,224,360) | (\$4,884,551) | (\$339,808) | (\$205,593) | -4.10% |
| 800 Bay Street | (\$641,952) | (\$754,114) | (\$666,412) | (\$750,000) | (\$750,000) | (\$750,000) | \$0 | \$0 | 0.00% |
| Facility Services | (\$980,169) | (\$928,491) | (\$1,149,266) | (\$1,033,653) | (\$668,649) | (\$1,142,307) | \$473,657 | \$365,004 | 35.31% |
| Finance Committee | (\$68,849) | (\$94,575) | (\$85,282) | (\$85,101) | (\$89,017) | (\$104,081) | \$15,064 | (\$3,916) | -4.60% |
| Finance Department | (\$2,071,084) | (\$2,401,642) | (\$1,944,202) | (\$1,991,052) | (\$1,990,548) | (\$2,027,981) | \$37,433 | \$504 | 0.03% |
| Occupancy | (\$2,292,704) | (\$2,454,060) | (\$2,298,200) | (\$2,603,798) | (\$2,567,647) | (\$2,426,253) | (\$141,393) | \$36,151 | 1.39% |
| Continuous Improvement | (\$2,045,465) | (\$2,892,033) | (\$1,302,840) | (\$1,039,580) | (\$1,773,961) | (\$1,151,168) | (\$622,793) | (\$734,381) | -70.64% |
| Human Resources Department | (\$1,545,880) | (\$1,599,977) | (\$1,568,739) | (\$1,457,881) | (\$1,657,459) | (\$1,537,103) | (\$120,356) | (\$199,578) | -13.69% |
| Meetings & Events | \$0 | \$0 | \$0 | \$0 | (\$382,421) | \$0 | (\$382,421) | (\$382,421) | -100.00% |
| Training & Documentation | (\$504,751) | (\$1,421,326) | (\$1,089,196) | (\$1,148,947) | (\$191,100) | (\$893,704) | \$702,604 | \$957,847 | 83.37% |

EXPENDITURES BY DEPARTMENT

College of Physicians and Surgeons of Ontario
Cost Centre

| | ACTUALS | | | BUDGET | | | | | |
|--------------------------------------|-----------------------|-----------------------|-----------------------|-----------------------|-----------------------|-----------------------|---------------------------|-----------------------------|----------------------------|
| | ACTUALS 2020 | ACTUALS 2021 | ACTUALS 2022 | BUDGET 2023 | BUDGET 2024 | FORECAST FOR 2023 | DIFFERENCE TO FORECAST | CHANGE FROM PY BUDGET \$ | CHANGE FROM PY BUDGET % |
| AD&D Support Projects | (\$11,265) | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | 0.00% |
| AD&D Support Department | (\$1,179,880) | (\$1,688,881) | (\$1,630,054) | (\$1,559,003) | (\$1,891,119) | (\$1,663,916) | (\$227,203) | (\$332,116) | -21.30% |
| Education Program Development | (\$11,741) | (\$5,049) | (\$1,653) | (\$25,916) | (\$29,452) | (\$12,739) | (\$16,713) | (\$3,536) | -13.64% |
| Business Services | (\$101,947) | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | 0.00% |
| Records Management | (\$1,452,875) | (\$1,533,634) | (\$1,450,837) | (\$1,410,072) | (\$1,373,597) | (\$1,683,542) | \$309,944 | \$36,474 | 2.59% |
| TOTAL TRANSFORMATION DIVISION | (\$19,471,645) | (\$26,770,749) | (\$27,462,252) | (\$26,868,765) | (\$29,387,743) | (\$28,264,240) | (\$1,123,504) | (\$2,518,978) | -9.38% |
| LEGAL OFFICE DIVISION | | | | | | | | | |
| Legal Services | (\$5,450,469) | (\$5,793,840) | (\$5,699,399) | (\$6,503,928) | (\$7,050,577) | (\$6,226,481) | (\$824,096) | (\$546,649) | -8.40% |
| TOTAL LEGAL OFFICE DIVISION | (\$5,450,469) | (\$5,793,840) | (\$5,699,399) | (\$6,503,928) | (\$7,050,577) | (\$6,226,481) | (\$824,096) | (\$546,649) | -8.40% |
| COMPLAINTS DIVISION | | | | | | | | | |
| I&R Administration | (\$775,676) | (\$1,784,262) | (\$1,183,700) | (\$1,167,020) | (\$1,209,896) | (\$1,256,373) | \$46,477 | (\$42,876) | -3.67% |
| OHPIP Assessors | | | | | | | | | 0.00% |
| Incapacity Investigations | (\$6,117) | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | 0.00% |
| PC Investigations | (\$75,729) | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | 0.00% |
| Health Assessments | (\$73,047) | (\$27,433) | (\$17,681) | \$0 | \$0 | \$0 | \$0 | \$0 | 0.00% |
| I&R Assessors | (\$401,529) | (\$250,853) | (\$226,961) | (\$818,471) | (\$670,072) | (\$663,461) | (\$6,611) | \$148,399 | 18.13% |
| Registrar's Investigations | (\$102,704) | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | 0.00% |
| I&R Investigations | (\$8,599,546) | (\$8,417,441) | (\$9,881,350) | (\$11,216,375) | (\$13,794,441) | (\$11,318,412) | (\$2,476,029) | (\$2,578,066) | -22.98% |
| Sexual Impropriety Investigation | (\$96,708) | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | 0.00% |
| Peer Opinions (IOs) | (\$122,444) | (\$199,126) | (\$178,397) | \$0 | \$0 | \$0 | \$0 | \$0 | 0.00% |
| Spec Panel - Family Practice | \$0 | (\$112,944) | (\$389,963) | \$0 | \$0 | \$0 | \$0 | \$0 | 0.00% |
| Spec Panel - Internal Medicine | \$0 | (\$45,258) | (\$125,707) | \$0 | \$0 | \$0 | \$0 | \$0 | 0.00% |
| Spec Panel - Obstetrics | \$0 | (\$30,305) | (\$98,318) | \$0 | \$0 | \$0 | \$0 | \$0 | 0.00% |
| Spec Panel - Mental Health | \$0 | (\$93,760) | (\$145,679) | \$0 | \$0 | \$0 | \$0 | \$0 | 0.00% |
| Business, Leadership, Training | (\$110,426) | (\$97,722) | (\$90,247) | (\$180,806) | (\$195,405) | (\$205,994) | \$10,589 | (\$14,599) | -8.07% |
| Caution Panels | (\$42,793) | (\$32,425) | (\$2,743) | \$0 | \$0 | \$0 | \$0 | \$0 | 0.00% |
| Gen,Hybrid,Teleconfs,Ad-Hocs | (\$758,346) | (\$804,734) | (\$868,717) | \$0 | \$0 | \$0 | \$0 | \$0 | 0.00% |
| Spec Panel - Surgical | \$0 | (\$137,159) | (\$409,061) | \$0 | \$0 | \$0 | \$0 | \$0 | 0.00% |
| ICR Committee Support | (\$1,968,114) | (\$1,906,123) | (\$1,984,725) | (\$1,110,388) | (\$793,413) | (\$1,026,477) | \$233,065 | \$316,976 | 28.55% |
| Member Specific Matters | \$0 | \$0 | \$0 | (\$2,220,286) | (\$2,240,225) | (\$2,275,198) | \$34,974 | (\$19,939) | -0.90% |
| ICRC - Health Inquiry Panels | (\$30,125) | (\$22,522) | (\$23,278) | \$0 | \$0 | \$0 | \$0 | \$0 | 0.00% |
| ICRC - Specialty Panels | (\$825,539) | (\$553,030) | (\$14,758) | \$0 | \$0 | \$0 | \$0 | \$0 | 0.00% |
| Compliance Monitoring | (\$1,965,871) | (\$1,867,512) | (\$1,983,713) | (\$3,282,575) | (\$2,139,449) | (\$3,283,802) | \$1,144,353 | \$1,143,126 | 34.82% |
| Training - Non-Staff | (\$2,632) | (\$11,452) | (\$3,164) | (\$42,090) | (\$42,090) | (\$42,090) | \$0 | \$0 | 0.00% |
| PPHC | (\$1,272,969) | (\$1,099,203) | (\$1,211,292) | (\$1,320,899) | (\$1,483,288) | (\$1,322,875) | (\$160,413) | (\$162,389) | -12.29% |
| TOTAL COMPLAINTS DIVISION | (\$17,230,316) | (\$17,493,263) | (\$18,839,453) | (\$21,358,909) | (\$22,568,277) | (\$21,394,683) | (\$1,173,595) | (\$1,209,369) | -5.66% |
| OPSDT | | | | | | | | | |
| Fitness to Practice Committee | (\$204) | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | 0.00% |
| OPSDT - Case Management | (\$190,591) | (\$28,384) | (\$5,910) | (\$80,487) | (\$12,480) | (\$50,325) | \$37,845 | \$68,007 | 84.49% |
| OPSDT - Hearings | (\$1,851,850) | (\$1,830,238) | (\$625,674) | (\$1,116,074) | (\$765,355) | (\$647,009) | (\$118,346) | \$350,720 | 31.42% |
| OPSDT - Policy/Training | (\$184,111) | (\$132,523) | (\$81,158) | (\$163,963) | (\$179,644) | (\$199,621) | \$19,977 | (\$15,681) | -9.56% |
| Tribunal Office | (\$570,276) | (\$1,127,043) | (\$935,349) | (\$990,668) | (\$914,989) | (\$821,500) | (\$93,489) | \$75,680 | 7.64% |
| TOTAL OPSDT DIVISION | (\$2,797,033) | (\$3,118,188) | (\$1,648,091) | (\$2,351,192) | (\$1,872,468) | (\$1,718,455) | (\$154,013) | \$478,725 | 20.36% |
| GOVERNANCE | | | | | | | | | |
| Committee Education | \$0 | (\$82,092) | (\$212,732) | (\$314,620) | (\$402,516) | (\$276,302) | (\$126,214) | (\$87,896) | -27.94% |

EXPENDITURES BY DEPARTMENT

College of Physicians and Surgeons of Ontario
Cost Centre

| | ACTUALS | | | BUDGET | | | | | |
|---|-----------------------|-----------------------|-----------------------|-----------------------|-----------------------|-----------------------|---------------------------|-----------------------------|----------------------------|
| | ACTUALS 2020 | ACTUALS 2021 | ACTUALS 2022 | BUDGET 2023 | BUDGET 2024 | FORECAST FOR 2023 | DIFFERENCE TO FORECAST | CHANGE FROM PY BUDGET \$ | CHANGE FROM PY BUDGET % |
| Council | (\$379,781) | (\$406,467) | (\$611,010) | (\$508,938) | (\$638,238) | (\$563,482) | (\$74,756) | (\$129,301) | -25.41% |
| Council Elections | (\$5,600) | (\$3,340) | (\$3,950) | (\$13,000) | (\$5,500) | (\$6,050) | \$550 | \$7,500 | 57.69% |
| Executive Committee | (\$51,032) | (\$47,364) | (\$82,452) | (\$131,190) | (\$111,274) | (\$85,490) | (\$25,784) | \$19,916 | 15.18% |
| FMRAC | (\$454,528) | (\$454,528) | (\$454,528) | (\$465,000) | (\$480,000) | (\$468,164) | (\$11,836) | (\$15,000) | -3.23% |
| GOVERNANCE | (\$977,214) | (\$1,281,466) | (\$762,866) | (\$871,871) | (\$949,587) | (\$851,790) | (\$97,798) | (\$77,716) | -8.91% |
| Strategic Planning Project | (\$5,009) | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | 0.00% |
| Governance Committee | (\$91,493) | (\$71,248) | (\$41,443) | (\$64,656) | (\$41,816) | (\$36,568) | (\$5,248) | \$22,840 | 35.32% |
| Government Relations | \$0 | (\$100) | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | 0.00% |
| President's Expenses | (\$87,197) | (\$53,186) | (\$544,991) | (\$297,150) | (\$338,340) | (\$293,496) | (\$44,844) | (\$41,190) | -13.86% |
| TOTAL GOVERNANCE DIVISION | (\$2,051,854) | (\$2,399,790) | (\$2,713,972) | (\$2,666,424) | (\$2,967,271) | (\$2,581,341) | (\$385,930) | (\$300,847) | -11.28% |
| POLICY | | | | | | | | | |
| Patient Relations Program | (\$327,629) | (\$285,976) | (\$597,820) | (\$113,218) | (\$115,668) | (\$192,487) | \$76,819 | (\$2,450) | -2.16% |
| POLICY | (\$979,751) | (\$1,343,492) | (\$1,542,270) | (\$1,682,537) | (\$1,858,343) | (\$1,636,693) | (\$221,650) | (\$175,806) | -10.45% |
| Policy Working Group | (\$69,740) | (\$60,064) | (\$57,359) | (\$122,820) | (\$129,709) | (\$43,861) | (\$85,847) | (\$6,889) | -5.61% |
| TOTAL POLICY DIVISION | (\$1,377,120) | (\$1,689,532) | (\$2,197,448) | (\$1,918,574) | (\$2,103,719) | (\$1,873,041) | (\$230,678) | (\$185,145) | -9.65% |
| HEALTH PROFESSIONS DISCIPLINE TRIBUNAL | \$0 | \$0 | \$0 | \$0 | (\$288,500) | (\$272,281) | (\$16,219) | (\$288,500) | -100.00% |
| TOTAL EXPENDITURES | (\$63,966,045) | (\$72,168,253) | (\$75,375,076) | (\$80,148,281) | (\$84,721,070) | (\$80,410,327) | (\$4,310,743) | (\$4,572,790) | -5.71% |

EXPENDITURES BY ACCOUNT

College of Physicians and Surgeons of Ontario

| | ACTUALS | | | BUDGET | | | | | |
|--|-----------------------|-----------------------|-----------------------|-----------------------|-----------------------|-----------------------|----------------------|----------------------|---------------|
| | ACTUALS | ACTUALS | ACTUALS | BUDGET | BUDGET | FORECAST FOR | DIFFERENCE TO | CHANGE FROM | CHANGE FROM |
| | 2020 | 2021 | 2022 | 2023 | 2024 | 2023 | FORECAST | PY BUDGET \$ | PY BUDGET % |
| PER DIEMS | | | | | | | | | |
| Attendance | (\$1,884,096) | (\$2,208,584) | (\$2,999,718) | (\$3,563,783) | (\$2,915,759) | (\$2,675,041) | (\$240,718) | \$648,024 | 18.18% |
| Preparation Time | (\$2,021,977) | (\$2,323,597) | (\$2,478,341) | (\$2,801,187) | (\$2,880,938) | (\$2,713,107) | (\$167,831) | (\$79,751) | -2.85% |
| HST on Per Diems | (\$278,115) | (\$335,456) | (\$421,491) | (\$373,687) | (\$394,086) | (\$643,117) | \$249,032 | (\$20,398) | -5.46% |
| Decision Writing | (\$601,551) | (\$804,586) | (\$539,336) | (\$832,512) | (\$649,570) | (\$705,920) | \$56,350 | \$182,942 | 21.97% |
| Travel Time | (\$254,163) | (\$247,730) | (\$432,604) | (\$548,321) | (\$581,159) | (\$784,827) | \$203,668 | (\$32,839) | -5.99% |
| TOTAL PER DIEMS | (\$5,039,903) | (\$5,919,954) | (\$6,871,489) | (\$8,119,490) | (\$7,421,512) | (\$7,522,012) | \$100,500 | \$697,978 | 8.60% |
| STAFFING COSTS | | | | | | | | | |
| Salaries | (\$36,963,166) | (\$39,732,440) | (\$39,535,592) | (\$42,444,768) | (\$44,071,162) | (\$41,548,806) | -2522356.195 | (\$1,626,395) | -3.83% |
| Pension | (\$3,558,382) | (\$3,712,062) | (\$3,966,221) | (\$4,054,919) | (\$4,547,116) | (\$4,304,881) | (\$242,236) | (\$492,198) | -12.14% |
| Part Time Help | (\$185,003) | (\$397,864) | (\$550,322) | (\$491,872) | (\$428,000) | (\$347,488) | (\$80,512) | \$63,872 | 12.99% |
| Professional Fees - Staff | (\$153,466) | (\$142,105) | (\$124,583) | (\$186,270) | (\$191,870) | (\$194,350) | \$2,480 | (\$5,600) | -3.01% |
| Benefits | (\$5,043,510) | (\$4,529,777) | (\$5,376,725) | (\$6,307,851) | (\$7,556,698) | (\$6,293,359) | (\$1,263,339) | (\$1,248,846) | -19.80% |
| Employee Engagement | (\$223,957) | (\$239,754) | (\$323,461) | (\$271,600) | (\$272,000) | (\$296,166) | \$24,166 | (\$400) | -0.15% |
| Training and Conferences | (\$246,379) | (\$1,050,240) | (\$546,561) | (\$851,998) | (\$1,093,545) | (\$854,119) | (\$239,426) | (\$241,547) | -28.35% |
| TOTAL STAFFING COSTS | (\$46,373,862) | (\$49,804,241) | (\$50,423,465) | (\$54,609,278) | (\$58,160,391) | (\$53,839,169) | (\$4,321,222) | (\$3,551,114) | -6.50% |
| PROFESSIONAL/CONSULTING FEES | | | | | | | | | |
| Audit Fees | (\$53,901) | (\$77,061) | (\$66,840) | (\$50,000) | (\$60,000) | (\$50,000) | (\$10,000) | (\$10,000) | -20.00% |
| Recruiting | (\$14,780) | (\$169,530) | (\$200,088) | (\$55,000) | (\$55,000) | (\$85,508) | \$30,508 | \$0 | 0.00% |
| Placement | | | | | | | | | 0.00% |
| Consulting Fees | (\$2,103,068) | (\$3,719,762) | (\$3,216,346) | (\$3,346,578) | (\$3,038,359) | (\$3,268,026) | \$229,667 | \$308,219 | 9.21% |
| Legal Fees | (\$1,471,356) | (\$916,475) | (\$855,482) | (\$485,000) | (\$760,000) | (\$719,719) | (\$40,281) | (\$275,000) | -56.70% |
| TOTAL PROFESSIONAL/CONSULTING COSTS | (\$3,643,106) | (\$4,882,827) | (\$4,338,757) | (\$3,936,578) | (\$3,913,359) | (\$4,123,253) | \$209,894 | \$23,219 | 0.59% |
| OTHER COSTS | | | | | | | | | |
| Grants | (\$38,244) | (\$74,000) | (\$74,000) | (\$50,000) | (\$50,000) | (\$50,000) | \$0 | \$0 | 0.00% |
| Members' Dialogue | (\$296,598) | (\$360,445) | (\$360,649) | (\$380,000) | (\$330,000) | (\$215,595) | (\$114,405) | \$50,000 | 13.16% |
| Equipment Leasing | (\$89,030) | (\$103,780) | (\$288,845) | (\$240,000) | (\$61,700) | (\$558,207) | \$496,507 | \$178,300 | 74.29% |
| Printing | (\$2,962) | (\$6,641) | (\$1,376) | (\$1,300) | (\$1,300) | (\$3,864) | \$2,564 | \$0 | 0.00% |
| Equipment Maintenance | (\$5,378) | (\$33,104) | (\$120,010) | (\$39,570) | (\$57,880) | (\$39,570) | (\$18,310) | (\$18,310) | -46.27% |
| Software Costs | (\$1,445,372) | (\$2,382,005) | (\$3,361,850) | (\$3,308,680) | (\$4,120,516) | (\$3,749,242) | (\$371,274) | (\$811,836) | -24.54% |
| Telephone | (\$256,965) | (\$403,943) | (\$368,743) | (\$373,126) | (\$388,000) | (\$375,073) | (\$12,927) | (\$14,874) | -3.99% |
| Internal Charges | \$454,432 | \$618,652 | \$1,122,932 | \$1,193,704 | \$1,348,766 | \$1,146,492 | \$202,274 | \$155,062 | -12.99% |
| Postage | (\$96,248) | (\$85,806) | (\$64,082) | (\$53,181) | (\$51,440) | (\$85,915) | \$34,475 | \$1,741 | 3.27% |
| Photocopying | (\$218,532) | (\$158,609) | (\$200,123) | (\$227,450) | (\$138,450) | (\$534,309) | \$395,859 | \$89,000 | 39.13% |
| Bad Debt Expense | (\$106,655) | (\$459,164) | (\$72,866) | (\$2,500) | \$0 | (\$290,932) | \$290,932 | \$2,500 | 100.00% |
| Courier | (\$24,346) | (\$26,200) | (\$25,856) | (\$33,500) | (\$28,600) | (\$13,590) | (\$15,010) | \$4,900 | 14.63% |
| Office Supplies | (\$501,879) | (\$114,175) | (\$154,921) | (\$206,040) | (\$196,140) | (\$210,978) | \$14,838 | \$9,900 | 4.80% |
| Miscellaneous | (\$201,731) | (\$58,623) | (\$87,697) | (\$154,800) | (\$253,013) | (\$69,241) | (\$183,772) | (\$98,213) | -63.44% |
| Meals | (\$237,426) | (\$134,553) | (\$430,193) | (\$407,246) | (\$629,446) | (\$563,813) | (\$65,633) | (\$222,200) | -54.56% |
| Publications and Subscriptions | (\$185,454) | (\$164,497) | (\$172,938) | (\$132,097) | (\$173,400) | (\$122,670) | (\$50,730) | (\$41,303) | -31.27% |
| Accommodations | (\$76,105) | (\$22,714) | (\$121,628) | (\$235,578) | (\$229,497) | (\$188,158) | (\$41,339) | \$6,081 | 2.58% |
| Travel Expenses | (\$132,019) | (\$89,141) | (\$328,427) | (\$516,329) | (\$439,872) | (\$444,435) | \$4,563 | \$76,457 | 14.81% |
| Reporting and Transcripts | (\$263,056) | (\$461,531) | (\$405,166) | (\$641,850) | (\$678,250) | (\$463,779) | (\$214,471) | (\$36,400) | -5.67% |

EXPENDITURES BY ACCOUNT

College of Physicians and Surgeons of Ontario

| | ACTUALS | | | BUDGET | | | | | |
|--|-----------------------|-----------------------|-----------------------|-----------------------|-----------------------|-----------------------|----------------------|----------------------|----------------|
| | ACTUALS | ACTUALS | ACTUALS | BUDGET | BUDGET | FORECAST FOR | DIFFERENCE TO | CHANGE FROM | CHANGE FROM |
| | 2020 | 2021 | 2022 | 2023 | 2024 | 2023 | FORECAST | PY BUDGET \$ | PY BUDGET % |
| Offsite Storage Fees | (\$180,690) | (\$192,813) | (\$213,668) | (\$210,000) | (\$188,000) | (\$258,201) | \$70,201 | \$22,000 | 10.48% |
| Witness Expenses | (\$8,403) | (\$18,364) | (\$12,633) | (\$40,700) | (\$40,700) | (\$40,000) | (\$700) | \$0 | 0.00% |
| Therapy Costs | (\$293,966) | (\$241,476) | (\$567,560) | (\$50,000) | (\$50,000) | (\$143,022) | \$93,022 | \$0 | 0.00% |
| Courier-Council Elections | \$0 | \$0 | (\$100) | \$0 | (\$1,500) | \$0 | (\$1,500) | (\$1,500) | -100.00% |
| FMRAC Fees | (\$454,528) | (\$454,528) | (\$454,528) | (\$465,000) | (\$480,000) | (\$468,164) | (\$11,836) | (\$15,000) | -3.23% |
| TOTAL OTHER COSTS | (\$4,661,154) | (\$5,427,462) | (\$6,764,927) | (\$6,575,243) | (\$7,238,938) | (\$7,742,267) | \$503,329 | (\$663,695) | -10.09% |
| OCCUPANCY COSTS | | | | | | | | | |
| Building Repairs - Mechanical | | | | | | | | | 0.00% |
| Building Maint. - Housekeeping | | | | | | | | | 0.00% |
| Electrical | (\$260,815) | (\$47,326) | (\$132,861) | (\$60,000) | (\$60,000) | (\$60,000) | \$0 | \$0 | 0.00% |
| Mechanical | (\$146,835) | (\$183,942) | (\$86,193) | (\$155,000) | (\$125,000) | (\$155,000) | \$30,000 | \$30,000 | 19.35% |
| Plumbing | (\$48,760) | (\$30,638) | (\$57,743) | (\$60,000) | (\$60,000) | (\$60,000) | \$0 | \$0 | 0.00% |
| Building Consultants | (\$48,091) | (\$59,201) | (\$48,674) | (\$200,000) | (\$100,000) | (\$200,000) | \$100,000 | \$100,000 | 50.00% |
| Building Maintenance | \$0 | (\$1,176) | (\$56,957) | \$0 | (\$57,090) | (\$29,752) | (\$27,338) | (\$57,090) | -100.00% |
| Other Building Costs | (\$144,877) | (\$324,336) | (\$82,101) | (\$100,000) | (\$110,000) | (\$100,000) | (\$10,000) | (\$10,000) | -10.00% |
| Housekeeping | (\$222,194) | (\$231,745) | (\$225,987) | (\$240,000) | (\$247,800) | (\$240,000) | (\$7,800) | (\$7,800) | -3.25% |
| Realty Taxes | (\$108,101) | (\$112,793) | (\$116,655) | (\$120,000) | (\$120,000) | (\$120,000) | \$0 | \$0 | 0.00% |
| Hydro | (\$134,042) | (\$141,720) | (\$146,403) | (\$150,000) | (\$140,000) | (\$150,000) | \$10,000 | \$10,000 | 6.67% |
| Natural Gas | (\$14,799) | (\$19,215) | (\$31,850) | (\$25,000) | (\$30,000) | (\$25,074) | (\$4,926) | (\$5,000) | -20.00% |
| Water and Other Utilities | (\$11,095) | (\$6,580) | (\$7,264) | (\$12,000) | (\$10,000) | (\$17,599) | \$7,599 | \$2,000 | 16.67% |
| Offsite Leasing | (\$641,587) | (\$748,012) | (\$666,412) | (\$750,000) | (\$750,000) | (\$750,000) | \$0 | \$0 | 0.00% |
| Insurance | (\$592,234) | (\$723,127) | (\$776,044) | (\$725,000) | (\$800,000) | (\$725,000) | (\$75,000) | (\$75,000) | -10.34% |
| TOTAL OCCUPANCY COSTS | (\$2,373,430) | (\$2,629,810) | (\$2,435,144) | (\$2,597,000) | (\$2,609,890) | (\$2,632,425) | \$22,535 | (\$12,890) | -0.50% |
| DEPRECIATION AND AMORTIZATION | | | | | | | | | |
| Depreciation | (\$1,529,317) | (\$1,496,623) | (\$1,467,979) | (\$1,162,548) | (\$1,730,795) | (\$1,403,058) | -327737.62 | (\$568,247) | -48.88% |
| Depreciation - Non Building | (\$345,273) | (\$2,007,336) | (\$3,073,315) | (\$3,148,144) | (\$3,646,185) | (\$3,148,144) | (\$498,041) | (\$498,041) | -15.82% |
| TOTAL DEPRECIATION AND AMORTIZATION | (\$1,874,590) | (\$3,503,959) | (\$4,541,294) | (\$4,310,692) | (\$5,376,980) | (\$4,551,202) | (\$825,778) | (\$1,066,288) | -24.74% |
| TOTAL EXPENDITURES | (\$63,966,045) | (\$72,168,253) | (\$75,375,076) | (\$80,148,281) | (\$84,721,070) | (\$80,410,327) | (\$4,310,743) | (\$4,572,790) | -5.71% |

FEBRUARY/MARCH 2024

| | |
|-------------------------------|---|
| Title: | Register and Member Information By-laws |
| Main Contact(s): | Carolyn Silver, Chief Legal Officer Marcia Cooper, Senior Corporate Counsel & Privacy Officer |
| Attachment(s): | Appendix A: Blackline of General By-law Excerpts Appendix B: Blackline of By-law No. 158 Excerpts |
| Question(s) for Board: | Does the Board agree to make the register by-law provisions listed below effective as of March 1, 2024? |

Purpose

- Consider putting into effect certain of the pending register by-law provisions that do not require technical changes to the public register to be implemented.

Current Status and Analysis

- In September 2023, the Board approved revisions to the By-laws relating to the public register content and member information (as part of the By-law refresh project) pending a future effective date to be determined by the Board.
- The provisions were not put into effect upon approval because technological changes to the public register are needed to implement many of the proposed changes to the register by-laws. A project is underway to revamp the public register, with expected completion later in 2024.
- We have determined that the following revised register by-law provisions may be implemented on a go-forward basis without need for technological changes to the public register:
 - Hospital privileges and notices regarding privileges (change to post only revocations of hospital privileges)
 - QAC SCERPS¹ (to no longer be posted)
 - Applications for reinstatement of registration (for applications to OPSDT², hearing dates and status information to be posted only on the OPSDT website);
 - Applications to vary an OPSDT Order (hearing dates and status information to be posted only on the OPSDT website)
 - Charges in other jurisdictions (to no longer be posted – but findings of guilt will still be posted)
- The proposed date for the above provisions to become effective is March 1, 2024.
- Provisions put into effect will be moved from By-law No 158 (the register by-laws that were previously approved but not in effect) (See Appendix A) and reflected in the General By-law where all register by-laws currently in effect reside (See Appendix B). The rest of By-law No. 158 remain pending, and the Board will be asked to approve a proposed effective date for these provisions later in 2024 based on the status and progress of the public register project.

¹ Specified Continuing Education or Remediation Program

² Ontario Physicians and Surgeons Discipline Tribunal

General By-Law

...

Content of Register Entries

1. (1) In addition to the information required under subsection 23(2) of the Health Professions Procedural Code, the register shall contain the following information with respect to each member:

1. Any changes in the member's name since his or her undergraduate medical training that is used or to be used in his or her practice, and the date of such change, if known to the College.
2. The member's gender and registration number.
3. The member's date and place of birth.
4. If the member has died, an indication that the member has died and the date of death, where that information is known to the College.
5. The name of the medical school from which the member received his or her undergraduate medical degree and the date the member received the degree.
6. A description of the member's postgraduate training in Ontario.
7. If the member is certified by the Royal College of Physicians and Surgeons of Canada or the College of Family Physicians of Canada,
 - i. that fact,
 - ii. the date of the certification, and
 - iii. the discipline or sub-discipline in which the member is certified.
- 7.1 If the member is formally recognized as a specialist by the College,
 - i. that fact,
 - ii. the date of recognition, and
 - iii. the discipline or sub-discipline in which the member is recognized.
8. The classes of certificate of registration held by the member and the date on which each certificate was issued and, if applicable, the revocation, suspension or expiration date, or date of removal of a suspension.
9. The member's electoral district for elections to the council and the county or other region within the electoral district where the member principally practises or resides.
10. The member's preferred address for communications from the College.

APPENDIX A – General By-law Excerpts (Blacklined)

11. The address, telephone number, facsimile number and e-mail address of the member's principal place of practice.
12. The ~~identity name~~ of each hospital in Ontario where the member ~~has holds privileges and appointment to the professional privileges, and where known to the College, all staff of the hospital.~~
 - ~~12.1. All revocations, suspensions, restrictions, resignations and relinquishments~~ of the member's ~~hospital~~ privileges ~~or practice, and rejections of appointment or reappointment applications, at hospitals in Ontario~~ reported to the College by hospitals under section 85.5 of the Health Professions Procedural Code or section 33 of the *Public Hospitals Act*, ~~but excluding voluntary leaves of absence by members, in each case commencing from the date the relevant portion of this by-law goes into effect.~~
13. If an allegation of professional misconduct or incompetence against the member has been referred to the Ontario Physicians and Surgeons Discipline Tribunal and not yet decided,
 - i. a summary of the allegation if it was referred to the Ontario Physicians and Surgeons Discipline Tribunal prior to September 10, 2013,
 - ii. a summary of the allegation and/or the notice of hearing if it was referred to the Ontario Physicians and Surgeons Discipline Tribunal after September 10, 2013,
 - iii. an indication that the matter has been referred to the Ontario Physicians and Surgeons Discipline Tribunal,
 - iv. the anticipated date of the hearing, if the date has been set,
 - v. if the hearing has been adjourned after September 10, 2013 and no future date has been set, the fact of the adjournment, and
 - vi. if the decision is under reserve, that fact.
14. If the result of a disciplinary proceeding in which a finding was made by the Ontario Physicians and Surgeons Discipline Tribunal in respect of the member is in the register,
 - i. the date on which the Ontario Physicians and Surgeons Discipline Tribunal made the finding, and
 - ii. the date on which the Ontario Physicians and Surgeons Discipline Tribunal ordered any penalty, and
 - iii. if the finding is appealed, the status of the appeal and the disposition of the appeal.
15. If an allegation of the member's incapacity has been referred to the fitness to practise committee and not yet decided, an indication of the referral.
16. If the result of an incapacity proceeding in which a finding was made by the fitness to practise committee in respect of the member is in the register,
 - i. the date on which the fitness to practise committee made the finding,
 - ii. the effective date of any order of the fitness to practise committee,
 - iii. where the finding is under appeal, a notation to that effect, and

APPENDIX A – General By-law Excerpts (Blacklined)

- iv. when an appeal of a finding of incapacity is finally disposed of, the notation added under subparagraph iii of this paragraph 16 shall be removed.
17. If an application for reinstatement has been referred to the Ontario Physicians and Surgeons Discipline Tribunal, that fact and if the application has been decided, the decision of the Ontario Physicians and Surgeons Discipline Tribunal.
- ~~i. that fact~~
 - ~~ii. the dates on which the application is scheduled to be heard,~~
 - ~~17.1 ~~iii. if the hearing has been adjourned after September 10, 2013 and no future date has been set, the fact of that adjournment, and~~~~
 - ~~iv. if the decision is under reserve, that fact.~~
- ~~17.1 If an application to the Ontario Physicians and Surgeons Discipline Tribunal for reinstatement has been decided, the decision of the Ontario Physicians and Surgeons Discipline Tribunal.~~
- ~~17.2 (1) If an application for reinstatement has been made to the Council or the Executive Committee under s.74 of the Health Professions Procedure Code, with respect to a person whose certificate of registration has been revoked or suspended as a result of disciplinary proceedings, the date on which the Council or the Executive Committee will consider the application, and the decision of the Council or Executive Committee.~~
- ~~(2) If an application for reinstatement has been made to the Council or the Executive Committee under s.74 of the Health Professions Procedural Code:~~
- ~~i. that fact;~~
 - ~~ii. the date on which the Council or the Executive Committee will consider the application;~~
 - ~~iii. in the case of an application with respect to a person whose certificate of registration has been revoked or suspended as a result of disciplinary proceedings, if the application has been decided, the decision of the Council or Executive Committee; and~~
 - ~~iv. in the case of an application with respect to a person whose certificate of registration has been revoked or suspended as a result of incapacity proceedings, the date on which the Council or the Executive Committee will consider if the application, and has been decided, a summary of the decision of the Council or Executive Committee unless or if the Registrar registrar determines that it is in the public interest that the decision be disclosed, the decision of the Council or Executive Committee.~~
- ~~17.3 2~~ If an application to vary, suspend or cancel an order of the Ontario Physicians and Surgeons Discipline Tribunal has been filed, on or after June 16, 2022, that fact and if the application has been decided, the decision of the Ontario Physicians and Surgeons Discipline Tribunal.
- ~~i. that fact,~~
 - ~~ii. the dates on which the application is scheduled to be heard,~~

APPENDIX A – General By-law Excerpts (Blacklined)

- ~~iii. if the hearing has been adjourned and no future date has been set, the fact of that adjournment, and~~
- ~~iv. if the decision is under reserve, that fact.~~

~~17.4 If an application to vary, suspend or cancel an order of the Ontario Physicians and Surgeons Discipline Tribunal has been decided, the decision of the Ontario Physicians and Surgeons Discipline Tribunal.~~

18. If a member is no longer practising in Ontario, contact information regarding the transfer or provisional custody of medical records, where that information has been provided to the College.
19. Where there has been a finding of guilt made against a member (a) under the *Health Insurance Act* (Ontario), on or after June 1, 2015, (b) under any criminal laws of another jurisdiction, on or after September 20, 2019, or (c) under laws of another jurisdiction comparable to the *Health Insurance Act* (Ontario) or the *Controlled Drugs and Substances Act* (Canada), on or after September 20, 2019 and if the finding and/or appeal is known to the College:
 - ~~(i).~~ a brief summary of the finding;
 - ~~(ii).~~ a brief summary of the sentence;
 - ~~(iii).~~ where the finding is under appeal, a notation that it is under appeal, until the appeal is finally disposed of; and
 - ~~(iv).~~ the dates of (i)-(iii), if known to the College.
20. Any currently existing conditions of release following a charge for a *Health Insurance Act* offence, or subsequent to a finding of guilt under the *Health Insurance Act* and pending appeal, or any variations to those conditions, when known to the College.
21. In respect of a decision of the Inquiries, Complaints and Reports Committee that includes a disposition of a caution-in-person, if the complaint that led to the decision, or, in a case where there is no complaint, the first appointment of investigators in the file, is dated on or after January 1, 2015, a summary of that decision, and, where applicable, a notation that the decision has been appealed or reviewed.
22. Where a decision referred to in paragraph 21 above is overturned on appeal or review, the summary shall be removed from the Register.
23. In respect of a decision of the Inquiries, Complaints and Reports Committee that includes a disposition of a Specified Continuing Education or Remediation Program (“SCERP”), if the complaint that led to the decision, or, in a case where there is no complaint, the first appointment of investigators in the file is dated on or after January 1, 2015, a summary of that decision, including the elements of the SCERP, and, where applicable, a notation that the decision has been appealed or reviewed.
24. In respect of the elements of a SCERP referred to in paragraph 23 above, a notation that all of the elements have been completed, when so done.

APPENDIX A – General By-law Excerpts (Blacklined)

25. Where a decision referred to in paragraph 23 above is overturned on appeal or review, the summary shall be removed from the register.

~~25.1 In respect of a decision of the QAC that includes a disposition of a SCERP, if the decision is made on or after June 1, 2016, the elements of the SCERP.~~

~~25.2 In respect of the elements of a SCERP, referred to in paragraph 25.1 above, a notation that all of the elements have been completed, when so done.~~

~~25.3 Where a decision referred to in paragraph 25.1 above is overturned on review, the summary shall be removed from the Register.~~

~~25.1 [Revoked: March 1, 2024]~~

~~25.2 [Revoked March: 1, 2024]~~

~~25.3 [Revoked: March 1, 2024]~~

26. ~~Where~~if a member has been charged with an offence under the *Health Insurance Act* (Ontario), ~~under any criminal laws of another jurisdiction or under laws of another jurisdiction comparable to the *Health Insurance Act* (Ontario) or the *Controlled Drugs and Substances Act* (Canada),~~ and the charge is outstanding and is known to the College,;

i. the fact and content of the charge; and

ii. ~~if known to the College,~~ the date and place of the charge.

27. ~~[Revoked: December 2018]~~

28. ~~[Revoked: December 2018]~~

29. If the terms, conditions and limitations (other than those required by regulation) are imposed on a member's certificate of registration or if terms, conditions and limitations in effect on a member's certificate of registration are amended,

i. the effective date of the terms, conditions and limitations imposed or of the amendments, and

ii. a notation as to the committee or the member, as applicable, that imposed or amended the terms, conditions and limitations on the member's certificate of registration.

30. Where a member's certificate of registration is revoked or suspended, the committee that ordered the suspension or revocation of the member's certificate of registration, if applicable.

31. Where a member's certificate of registration is expired, the reason for the expiry.

32. Where a notation of a finding of professional negligence or malpractice in respect of the member is in the register,

APPENDIX A – General By-law Excerpts (Blacklined)

- i. the date of the finding, and
 - ii. the name and location of the court that made the finding against the member, if known to the College.
33. The date on which the College issued a certificate of authorization in respect of the member, and the effective date of any revocation or suspension of the member's certificate of authorization.
34. The language(s) in which the member is competent to conduct practice, as reported by the member to the College.

(2) *[Revoked: September 2016]*

(3) The register shall also contain the outcome and/or status of inspections of all premises (including conditions and/or reasons for fail results) carried out since April 2010 under Part XI of Ontario Regulation 114/94, including the relevant date. This paragraph applies to the most current outcome and/or status as of January 31, 2013, and every outcome and/or status thereafter.

...

APPENDIX B – Excerpts of By-law No. 158 (Blacklined)

By-law No. 158

1. Sections 48, 49, 50.1, 50.2, 51 and 51b of the General By-law are revoked.
2. The following are enacted as the Register and Member Information By-laws (Bylaw No. 158).

Register and Member Information By-laws (By-law No. 158)

Member Names and Addresses

1. (1) A member's name in the register shall be the member's full name and consistent with the name of the member as it appears on the member's degree of medicine, as supported by documentary evidence satisfactory to the College.

(2) The registrar may direct that a member's name, other than as provided in subsection 1(1), be entered in the register if the member satisfies the registrar that the member has validly changed the member's name and that the use of the newer name is not for an improper purpose.

(3) The registrar may give a direction under subsection 1(2) before or after the initial entry of the member's name in the register.

(4) A member's business address in the register shall be the member's principal place of practice reported by the member to the College.

Additional Register Content

2. (1) For purposes of paragraph 20 of subsection 23(2) of the Health Professions Procedural Code, the register shall contain the following additional information with respect to each member:

1. Any changes in the member's name that have been made in the register since the College first issued a certificate of registration to the member, the date of such change, if known to the College, and each former name of the member that was listed in the register as the member's name.
2. The member's registration number.
3. The member's gender.
4. The facsimile number or the business e-mail address that the member makes available to the public and uses for practice purposes.
5. In addition to the member's business address, other locations at which the member practises medicine reported by the member to the College.

APPENDIX B – Excerpts of By-law No. 158 (Blacklined)

6. If a member is no longer practising in Ontario, contact information regarding the transfer or provisional custody of medical records, if applicable and if that information has been provided to the College.
7. The language(s) in which the member is competent to conduct practice, as reported by the member to the College.
8. The name of the medical school from which the member received the member's degree in medicine and the year in which the member obtained the degree.
9. The date the member received specialty certification or recognition (if any).
10. ~~*[Moved to Section 12 of the General By-law, effective March 1, 2024] The name of each hospital in Ontario where the member holds privileges and appointment to the professional staff of the hospital.*~~
11. ~~*[Moved to Section 12.1 of the General By-law, effective March 1, 2024] All revocations of the member's hospital privileges at hospitals in Ontario reported to the College by hospitals under section 85.5 of the Health Professions Procedural Code or section 33 of the Public Hospitals Act.*~~
12. The classes of certificate of registration held by the member and the date on which each certificate was issued.
13. If a member's certificate of registration is revoked or suspended:
 - i. the effective date of the suspension or revocation of the member's certificate of registration;
 - ii. the committee that ordered the suspension or revocation of the member's certificate of registration, if applicable; and
 - iii. the date of removal of a suspension, if applicable.
14. If a member's certificate of registration is expired, the expiration date and the reason for the expiry.
15. In respect of a decision of the Inquiries, Complaints and Reports Committee that includes a disposition of a caution, if the complaint that led to the decision, or, in a case where there is no complaint, the first appointment of investigators in the file, is dated on or after January 1, 2015, a summary of that decision and, if applicable, a notation that the decision has been appealed or reviewed. If that decision is overturned on appeal or review, the summary of that decision shall be removed from the register.
16. In respect of a decision of the Inquiries, Complaints and Reports Committee that includes a disposition of a Specified Continuing Education or Remediation

APPENDIX B – Excerpts of By-law No. 158 (Blacklined)

Program (“SCERP”), if the complaint that led to the decision, or, in a case where there is no complaint, the first appointment of investigators in the file is dated on or after January 1, 2015:

- i. a summary of that decision, including the elements of the SCERP;
- ii. if applicable, a notation that the decision has been appealed or reviewed; and
- iii. a notation that all of the elements of the SCERP have been completed, when so done.

If that decision is overturned on appeal or review, the summary of that decision shall be removed from the register.

17. If terms, conditions and limitations (other than those required by regulation) are imposed on a member’s certificate of registration or if terms, conditions and limitations in effect on a member’s certificate of registration are amended:
 - i. the effective date of the terms, conditions and limitations imposed or of the amendments; and
 - ii. a notation as to whether the member or a committee imposed or amended the terms, conditions and limitations on the member’s certificate of registration, and if a committee, the name of the committee.
18. If a member’s certificate of registration is subject to an interim order of the Inquiries, Complaints and Reports Committee made on or after **[DATE BY-LAW COMES INTO EFFECT]**, a notation of that fact, the nature of that order and the effective date of that order, until such interim order is no longer in effect.
19. If an allegation of professional misconduct or incompetence against the member has been referred to the Ontario Physicians and Surgeons Discipline Tribunal and not yet decided:
 - i. a summary of the allegation and/or notice of hearing if it was referred to the Ontario Physicians and Surgeons Discipline Tribunal prior to **[DATE BY-LAW COMES INTO EFFECT]**;
 - ii. the notice of hearing if it was referred to the Ontario Physicians and Surgeons Discipline Tribunal on or after **[DATE BY-LAW COMES INTO EFFECT]**;
 - iii. the anticipated date of the hearing, if the date has been set;
 - iv. if the hearing has been adjourned and no future date has been set, the fact of the adjournment; and

if the decision is under reserve, that fact.

APPENDIX B – Excerpts of By-law No. 158 (Blacklined)

20. If the result of a disciplinary proceeding in which a finding was made by the Ontario Physicians and Surgeons Discipline Tribunal in respect of the member is in the register:
 - i. the date on which the Ontario Physicians and Surgeons Discipline Tribunal made the finding;
 - ii. the date on which the Ontario Physicians and Surgeons Discipline Tribunal ordered any penalty; and
 - iii. if the finding is appealed, the status of the appeal and the disposition of the appeal.

21. If an allegation of the member's incapacity has been referred to the fitness to practise committee and not yet decided, a notation of that fact and the date of the referral.

22. If the result of an incapacity proceeding in which a finding was made by the fitness to practise committee in respect of the member is in the register:
 - i. the date on which the fitness to practise committee made the finding;
 - ii. the effective date of any order of the fitness to practise committee;
 - iii. if the finding is under appeal, a notation to that effect; and
 - iv. when an appeal of a finding of incapacity is finally disposed of, the notation added under subparagraph iii of this paragraph 22 shall be removed.

23. ~~*[Moved to Section 17 of the General By-law, effective March 1, 2024] If an application for reinstatement has been referred to the Ontario Physicians and Surgeons Discipline Tribunal, that fact and if the application has been decided, the decision of the Ontario Physicians and Surgeons Discipline Tribunal.*~~

24. ~~*[Moved to Section 17.1 of the General By-law, effective March 1, 2024] If an application for reinstatement has been made to the Council or the Executive Committee under s.74 of the Health Professions Procedural Code:*~~
 - ~~i. that fact;~~

 - ~~ii. the date on which the Council or the Executive Committee will consider the application;~~

 - ~~iii. in the case of an application with respect to a person whose certificate of registration has been revoked or suspended as a result of disciplinary proceedings, if the application has been decided, the decision of the Council or Executive Committee; and~~

APPENDIX B – Excerpts of By-law No. 158 (Blacklined)

- ~~iv. in the case of an application with respect to a person whose certificate of registration has been revoked or suspended as a result of incapacity proceedings, if the application has been decided, a summary of the decision of the Council or Executive Committee or if the registrar determines that it is in the public interest that the decision be disclosed, the decision of the Council or Executive Committee.~~
25. ~~[Moved to Section 17.2 of the General By-law, effective March 1, 2024] If an application to vary, suspend or cancel an order of the Ontario Physicians and Surgeons Discipline Tribunal has been filed on or after June 16, 2022, that fact and if the application has been decided, the decision of the Ontario Physicians and Surgeons Discipline Tribunal.~~
26. ~~[Moved to Section 26 of the General By-law, effective March 1, 2024] If a member has been charged with an offence under the *Health Insurance Act* (Ontario), and the charge is outstanding and is known to the College:~~
- ~~i. the fact and content of the charge; and~~
- ~~ii. the date and place of the charge.~~
27. Any currently existing conditions of release following a charge against a member for a *Health Insurance Act* (Ontario) offence, or subsequent to a finding of guilt under the *Health Insurance Act* (Ontario) and pending appeal, or any variations to those conditions, in each case if known to the College.
28. If there has been a finding of guilt made against a member (a) under the *Health Insurance Act* (Ontario), on or after June 1, 2015, (b) under any criminal laws of another jurisdiction, on or after September 20, 2019, or (c) under laws of another jurisdiction comparable to the *Health Insurance Act* (Ontario) or the *Controlled Drugs and Substances Act* (Canada), on or after September 20, 2019, in each case if known to the College:
- i. a brief summary of the finding;
- ii. a brief summary of the sentence;
- iii. if the finding is under appeal, a notation that it is under appeal, until the appeal is finally disposed of; and
- iv. the dates of the information under subparagraphs i-iii of this paragraph.
29. If a notation of a finding of professional negligence or malpractice in respect of the member is in the register:
- i. the date of the finding; and
- ii. the name and location of the court that made the finding against the member, if known to the College.

APPENDIX B – Excerpts of By-law No. 158 (Blacklined)

30. The date on which the College issued a certificate of authorization in respect of the member, and the effective date of any revocation or suspension of the member's certificate of authorization.

(2) The register shall contain the most current outcome or status of inspections of all premises (including conditions and/or reasons for fail results) carried out since April 2010 under Part XI of Ontario Regulation 114/94, including the relevant date.

...

FEBRUARY/MARCH 2024

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|----------------------------|--|
| Title: | Committee Appointment (For Decision) |
| Main Contact: | Caitlin Ferguson, Governance Coordinator |
| Attachment: | Appendix A: Bio, Mr. Markus de Domenico |
| Question for Board: | Does the Board wish to appoint the individual as laid out in this briefing note? |

Purpose

- The Board is asked to appoint Mr. Markus de Domenico to the Registration Committee, the Fitness to Practise Committee (FTP), and the Ontario Physicians and Surgeons Discipline Tribunal (OPSDT).

Current Status and Analysis

- Mr. Markus de Domenico was appointed as a Public Director on November 9, 2023, for a three-year term.
- The Executive Committee recommends appointing Mr. de Domenico to the above-noted committees for a term effective February 29, 2024, ending with the Annual Organizational Meeting of the Board of Directors in December 2026.
- Staff from the Governance Office have connected Mr. de Domenico with support staff for the Registration Committee, the OPSDT, and the Fitness to Practise Committee. Following initial conversations with support staff, it was agreed that Mr. de Domenico has the skills and availability required to join the Registration Committee, the Fitness to Practise Committee, and the OPSDT.

Appendix A

The Board of Directors welcomes Mr. Markus de Domenico of Toronto to the Board as a new Public Director. Mr. de Domenico is a composer and professional recording artist for Family music. He has been active in developing children's television programming with performances on Treehouse TV, YTV and originally on CBC's Mr. Dressup.

He has served at the College of Chiropractors of Ontario as the Chair of Inquiries and Complaints, Chair of Registration and a member of the Discipline Committee along with two years as Treasurer on the Executive council.

He currently serves as Ward 2 Etobicoke Centre Trustee at the Toronto Catholic District School Board, first elected in 2018 and re-elected in 2022. He is Chair of Student Achievement and Well Being. He is a volunteer Board member of the Angel Foundation for Learning, a charitable organization that provides over one million meals a month to students in nutritional need.

Board Motion

| | |
|------------------------|-------------------|
| Motion Title | Consent Agenda |
| Date of Meeting | February 29, 2024 |

It is moved by _____, and seconded by _____, that:

The Board of Directors of the College of Physicians and Surgeons of Ontario approves items 2.1 to 2.4 outlined in the consent agenda, which include in their entirety:

2.1 The Board meeting agenda for February 29 and March 1, 2024;

2.2 The minutes from the meeting of Council held December 7 and 8, 2023;

2.3 Register By-laws: Putting subset of provisions into effect as set out below:

The Board of Directors of the College of Physicians and Surgeons of Ontario:

1. puts into force, effective March 1, 2024, the provisions in By-law No. 158 (Register and Member Information By-laws) relating to the following content on the CPSO public register:
 - Hospital privileges and notices regarding hospital privileges (Sections 2(1)10 and 11 of By-law No. 158);
 - QAC SCERPS¹ (revocation of Sections 49(1) 25.1, 25.3 and 25.3 of the General By-law);
 - Applications for reinstatement of registration (Sections 2(1)23 and 24 of By-law No. 158);
 - Applications to vary, suspend or cancel an order of the OPSDT Order (Section 2(1)25 of By-law No. 158); and
 - Charges in other jurisdictions (Section 2(1)26 of By-law No. 158); and
2. permits and directs CPSO legal counsel to make the necessary or appropriate changes to the General By-law and to By-law 158 that do not change the intent of the General By-law or By-law No. 158 to effect the foregoing, and such changes shall have full force and effect without the need to have a further motion by the Board approving them.

¹ Specified Continuing Education or Remediation Program

2.4 Committee Appointment

The Board of Directors of the College of Physicians and Surgeons of Ontario appoints Mr. Markus de Domenico to the Registration Committee, the Fitness to Practise Committee (FTP), and the Ontario Physicians and Surgeons Discipline Tribunal (OPSDT) for a term effective February 29, 2024 and expiring at the close of the Annual Organizational Meeting of the Board of Directors in 2026.

FEBRUARY/MARCH 2024

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|----------------------------|--|
| Title: | Ontario Physicians and Surgeons Discipline Tribunal Report of Completed Cases November 18, 2023 – February 8, 2024 (For Information) |
| Main Contact: | Dionne Woodward, Tribunal Counsel |
| Attachment: | None |
| Question for Board: | None |

Issue

- This report summarizes reasons for decision released between November 18, 2023 and February 8, 2024 by the Ontario Physicians and Surgeons Discipline Tribunal.
- It includes reasons on discipline hearings (liability and/or penalty), costs hearings, motions and case management issues brought before the Tribunal.
- This report is for information.

Current Status and Analysis

In the period reported, the Tribunal released 7 reasons for decision:

- 5 reasons on findings (liability) and penalty
- 1 set of reasons on liability only
- 1 set of reasons on penalty only

Findings

Liability findings included:

- 2 findings of sexual abuse
- 5 findings of disgraceful, dishonorable or unprofessional conduct
- 2 findings of failure to maintain the standard of practice of the profession
- 2 findings of failing to respond appropriately or within a reasonable time to a written inquiry from the College
- 1 finding of incompetence
- 1 finding of contravening term, condition or limitation on certificate of registration

Penalty

Penalty orders included:

- 6 reprimands
- 3 suspensions
- 2 revocations
- 2 impositions of terms, conditions or limitations on the physician's Certificate of Registration

Costs

The Tribunal imposed a costs order on the physician in all penalty reasons, the highest of which was \$94,960.

TABLE 1: TRIBUNAL DECISIONS – FINDINGS (November 18, 2023 to February 8, 2024)

| Citation and hyperlink to published reasons | Physician | Date of Reasons | Sexual Abuse | Incompetence | Disgraceful, Dishonourable or Unprofessional Conduct | Failed to maintain standard of practice | Other |
|---|-----------|-----------------|--------------|--------------|--|---|---|
| 2023 ONPSDT 26 | Peirovy | Nov. 20, 2023 | | | X | | - Contravening term, condition or limitation on certificate of registration |
| 2024 ONPSDT 1 | Turek | Jan. 19, 2024 | | | X | | |
| 2024 ONPSDT 2 | Trozzi | Jan. 24, 2024 | | X | X | X | - Failed to respond in an appropriate time period to a written request of the College |
| 2024 ONPSDT 3 | McInnis | Jan. 26, 2024 | X | | X | X | |
| 2024 ONPSDT 5 | Benoit | Feb. 1, 2024 | | | | | - Failed to respond in an appropriate time period to a written request of the College |
| 2024 ONPSDT 6 | Rosenthal | Feb. 5, 2024 | X | | X | | |

TABLE 2: TRIBUNAL DECISIONS - PENALTIES (November 18, 2023 to February 8, 2024)

| Citation and hyperlink to published reasons | Physician | Date of reasons | Penalty (TCL = Terms, Conditions or Limitations) | Length of suspension in months | Costs |
|---|-----------|-----------------|--|--|---|
| 2023 ONPSDT 26 | Peirovy | Nov. 20, 2023 | Suspension, reprimand, TCL | 7 months | \$6000 (+\$1000 for hearing to deliver reprimand) |
| 2024 ONPSDT 1 | Turek | Jan. 19, 2024 | Suspension, reprimand | 2 months | \$6000 |
| 2024 ONPSDT 2 | Trozzi | Jan. 24, 2024 | Revocation, reprimand | | \$94,960 |
| 2024 ONPSDT 4 | Luchkiw | Jan 26, 2024 | Suspension, reprimand, TCL | 6 months (suspension continues and leads to revocation if registrant does not provide documents required by the College) | \$28,370 |
| 2024 ONPSDT 5 | Benoit | Feb. 1, 2024 | Reprimand | | \$6,000 (+\$3000 for canceled date) |
| 2024 ONPSDT 6 | Rosenthal | Feb. 5, 2024 | Reprimand, revocation, reimbursement for therapy and counselling | | \$6,000 |

February/March 2024

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|----------------------|--|
| Title: | Government Relations Report (For Information) |
| Main Contact: | Heather Webb, Senior Government Relations Program Lead, Policy |

Legislative Update

- The Legislature has been on recess since mid-December, at which time it finalized legislation to, among other things, [consolidate the Local Health Integration Networks](#) into a new service organization called Ontario Health atHome. It will return on February 20.
- Media has extensively covered the challenges faced by the health care system this winter. As government responds with [new funding for primary care teams](#) and the expansion of [private diagnostic and surgical facilities](#), Opposition parties have criticized the latter as failing to address wait times, warning that it may actually contribute to the problem by worsening existing staffing shortages.
- The federal government has also [finalized](#) a new \$3.1B health care deal with the Ford government to fund hundreds of new family physicians and nurse practitioners, as well as thousands of new nurses and personal support workers.
- As Catherine Zahn becomes the new [Chair of Ontario Health](#), Deborah Richardson (former Deputy Minister at Treasury Board) will be the new Deputy Minister of Health, effective March 11, 2024.

Issues of Interest

- **Regulatory Proposals:** Significant regulatory amendments have been proposed by the [Ontario College of Pharmacists](#) to streamline the registration process and align the quality assurance program to the requirements set out in the *Regulated Health Professions Act* (RHPA). Regulatory changes have also been proposed by the [College of Psychologists of Ontario](#) to expand their emergency class of registration to include behaviour analysts.
 - In addition, details of the new regulatory scheme for [personal support workers](#) (PSWs) have been proposed. While largely voluntary, the scheme includes many similar elements found in the RHPA, including provisions dealing with registration, complaints and discipline, a public register, and continuous quality improvement.
- **Physician Assistant (PA) Regulation:** The Board approved the proposed PA regulations in December 2023 and the regulatory submissions package has since been delivered to the Ministry of Health. As CPSO awaits Ministry approval of the regulations, internal work has begun to prepare for regulation to take effect later in 2024.
- **Registration Data:** CPSO continues to respond to requests from the Ministry of Health for registration data, including the number of new Ontario-trained and internationally-trained physicians for the 2023 calendar year. As indicated in a previous note, Ministry staff have said that these requests on behalf of government may become routine for the foreseeable future.
- **Public Member Issues:** Currently, CPSO is sitting with a full complement of 15 public members; however, we anticipate the need for three new appointments and/or reappointments in the spring of 2024. Staff are working to ensure that the Ministry remains aware of CPSO's needs.

FEBRUARY/MARCH 2024

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|----------------------|---|
| Title: | Policy Report (For Information) |
| Main Contact: | Tanya Terzis, Manager, Policy |
| Attachment: | Appendix A: Policy Status Report |

Purpose

- An update on recent policy-related activities is provided to the Board (formerly Council) for information.

Current Status and Analysis

- Four consultations launched following the December 2023 Board meeting:

| Consultation Responses ¹ | Feedback Overview |
|---|---|
| Preliminary: Physician Treatment of Self, Family Members, or Others Close to Them² 179 responses received ⁱ | <ul style="list-style-type: none"> • While there was support for the existing policy (i.e., roughly half of survey respondents agreed that it strikes the appropriate balance regarding treating self and family members), many respondents felt that it does not reflect the realities of the access to care crisis and suggested expanding the exceptions accordingly (e.g., permitting physicians to treat themselves, family, and close others for issues pharmacists are allowed to treat). • Some felt physicians should be permitted to provide treatment that can be delegated to non-physicians, e.g., Botox. • Many felt the policy is not workable in rural areas. In particular, First Nations respondents explained they are often encouraged to return to their communities to practice, where they are related to or have close relationships with most community members.ⁱⁱ |
| Preliminary: Consent to Treatment 58 responses received ⁱⁱⁱ | <ul style="list-style-type: none"> • Most respondents find the existing policy to be clear and useful. • Some felt “implied” and “express” consent could be defined more clearly. • Many sought guidance on how valid consent can be obtained from capable patients while appropriately considering factors such as age, culture and personal preferences. Related issues included the appropriate use of translators and the role of group/family decision-making. |
| General: Professional Behaviour 475 responses received ^{iv} | <ul style="list-style-type: none"> • Respondents generally prefer the reframed language of “unprofessional” over “disruptive” behaviour, but many consider the “professional context” definition to be too broad, vague and overreaching. • Feedback highlights the potential for misuse of the policy (i.e., overreporting) and the need for protection against retaliation and reports made in bad faith, particularly against marginalized physicians. • Constructive suggestions to improve the draft policy and <i>Advice</i> include providing examples to clarify when a physician’s conduct outside the professional context would constitute unprofessional behaviour, reassurance that physicians seeking support will not be penalized and elaborating on which members of staff physicians are responsible for. |

¹ As of the Board submission deadline.

² A preliminary consultation refers to consulting on an existing policy and a general consultation refers to consulting on a draft policy.

| Consultation Responses ¹ | Feedback Overview |
|--|--|
| <p>General: Principles of Medical Professionalism: Guiding Values and Duties</p> <p>101 responses received^v</p> | <ul style="list-style-type: none"> Quantitative feedback is largely supportive of the draft’s core values, duties and responsibilities, with the majority of survey respondents agreeing that they are important and reasonable. However, written feedback on incorporating cultural humility, anti-oppression, and social accountability into practice is varied and conflicting. Overall, respondents generally agree that the updates made better reflect the current practice environment and help clarify the purpose of the resource, though some highlight concerns with the tone and mandating of professional duties perceived as aspirational. Constructive feedback to improve the draft included recognizing the challenges of meeting some of the professionalism principles in the current landscape, clarifying expectations around respecting the views of patients and their families, considering other duties related to notions of professionalism and including quotes from physicians about how they demonstrate professionalism in their practice. |

- Two preliminary consultations will launch following the February/March 2024 Board meeting:
 - [Accepting New Patients](#): This policy was last reviewed in 2017 and sets out physicians’ professional and legal obligations when accepting new patients into their practice and helps to ensure that decisions to accept new patients are equitable, transparent and non-discriminatory.
 - [Ending the Physician-Patient Relationship](#): This policy was last reviewed in 2017 and sets out principles and expectations for physicians when ending the physician-patient relationship for any reason other than retirement, relocation, leave of absence or disciplinary action by CPSO.
- [A companion public resource](#), based on CPSO’s recently updated [Decision-Making for End-of-Life Care](#) policy expectations, has been published online following review and validation from [Citizen Advisory Group \(CAG\)](#) Members. This resource aims to help explain the kind of end-of-life care decisions patients, their substitute decision-makers and physicians may need to make.
- The status of ongoing policy development and reviews, including the last reviewed dates and targets for completion, is presented for the Board’s information (**Appendix A: Policy Status Report**).

ⁱ Organizational respondents included the College of Nurses of Ontario (CNO), the Ontario Trial Lawyers Association (OTLA), and the Professional Association of Residents of Ontario (PARO).

ⁱⁱ Additional focused consultation is underway on this issue.

ⁱⁱⁱ Organizational respondents included CNO and PARO.

^{iv} Organizational respondents included the Canadian Medical Protective Association (CMPA), CNO, the College of Physicians and Surgeons of Alberta (CPSA), and PARO.

^v Organizational respondents included CMPA, CNO, CMPA, and PARO.

Appendix A: Policy Status Report – February/March 2024

Table 1: Current Reviews

| Policy | Launch | Stage of Policy Review Cycle | | | | | | Target Comp. | Notes |
|--|--------|------------------------------|--------------------|---------------------|-------------------------|-----------------------|----------------|--------------|--|
| | | Prelim. Consult | Analysis/ Drafting | Approval to Consult | Consult on Draft Policy | Revising Draft Policy | Final Approval | | |
| <u>Accepting New Patients</u> | Feb-24 | ✓ | | | | | | 2026 | |
| <u>Ending the Physician-Patient Relationship</u> | Feb-24 | ✓ | | | | | | 2026 | |
| <u>Physician Treatment of Self, Family Members, or Others Close to Them</u> | Dec-23 | | ✓ | | | | | 2025 | |
| <u>Consent to Treatment</u> | Dec-23 | | ✓ | | | | | 2025 | |
| <u>Physician Behaviour in the Professional Environment</u> | Mar-23 | | | | | ✓ | | 2024 | The draft has been retitled to <u>Professional Behaviour</u> . |
| <u>Practice Guide</u> | Dec-22 | | | | | ✓ | | 2024 | The draft has been retitled to <u>Principles of Medical Professionalism: Guiding Values and Duties</u> . |
| <u>Mandatory and Permissive Reporting</u> | Jun-22 | | ✓ | | | | | 2024 | The draft has been retitled to <u>Reporting Requirements</u> . |
| <u>Physicians' Relationships with Industry: Practice, Education and Research</u> | Dec-21 | | | | | | ✓ | 2024 | The draft has been retitled to <u>Conflicts of Interest and Industry Relationships</u> . |

Table 2: Policy Review Schedule

| Policy | Reviewed | Policy | Reviewed |
|---|----------|---|----------|
| <u>Medical Assistance in Dying</u> | 2023 | <u>Disclosure of Harm</u> | 2019 |
| <u>Human Rights in the Provision of Health Services</u> | 2023 | <u>Prescribing Drugs</u> | 2019 |
| <u>Decision-Making for End-of-Life Care</u> | 2023 | <u>Boundary Violations</u> | 2019 |
| <u>Dispensing Drugs</u> | 2022 | <u>Availability and Coverage</u> | 2019 |
| <u>Virtual Care</u> | 2022 | <u>Managing Tests</u> | 2019 |
| <u>Social Media</u> | 2022 | <u>Transitions in Care</u> | 2019 |
| <u>Complementary and Alternative Medicine</u> | 2021 | <u>Walk-in Clinics</u> | 2019 |
| <u>Professional Responsibilities in Medical Education</u> | 2021 | <u>Closing a Medical Practice</u> | 2019 |
| <u>Third Party Medical Reports</u> | 2021 | <u>Ensuring Competence: Changing Scope of Practice and Re-entering Practice</u> | 2018 |
| <u>Delegation of Controlled Acts</u> | 2021 | <u>Public Health Emergencies</u> | 2018 |
| <u>Advertising</u> | 2020 | <u>Uninsured Services: Billing and Block Fees</u> | 2017 |
| <u>Medical Records Management</u> | 2020 | <u>Cannabis for Medical Purposes</u> | 2016 |
| <u>Medical Records Documentation</u> | 2020 | <u>Providing Physician Services During Job Actions</u> | 2014 |
| <u>Protecting Personal Health Information</u> | 2020 | | |

Ontario Medical Students' Association CPSO Council Update February 29 - March 1, 2024



Presented by:
Jeeventh Kaur, President
Maxim Matyashin, President-Elect

Thank you once again to the CPSO for inviting representatives from the Ontario Medical Students Association (OMSA) to observe and participate in your Council meeting. As you may know, OMSA represents the interests and concerns of Ontario's 4000+ medical students, and is entrusted with advocating for changes in education, health policy, and care delivery that will benefit the future physicians of Canada and the communities that we serve.

Operations across OMSA's 23 committees are in full swing, spanning initiatives in our advocacy, education, student affairs, EDID, finance, and public relations portfolios. **Here's some of what we're working on:**

- 1. Preparations for OMSA's flagship events and conferences:** our annual Equity, Diversity, Inclusion, and Decolonization (EDID) Conference, Day of Action, and Leadership Summit and Annual General Meeting, will be held at various points across March, April, and May.
- 2. Conferences and Events:** We have successfully held the Ontario Student Medical Research Conference (OSMERC) providing students an opportunity to showcase their research into improving the field of medical education. The Medical Retreat was also recently held at Bayview Wildwood Resort in the last couple of weeks, allowing students from across Ontario to gather together and take a break from the stress of medical education for a weekend.
- 3. Internal EDID efforts and Hiring Analysis:** OMSA has once again conducted a detailed analysis of our hiring data with the collaboration of our EDID and Operations teams, to further improve representation in our organization.
- 4. Dissemination of grants and awards:** OMSA distributed its first round of research conference grants in the Fall. Applications for other funding opportunities and awards, including the Medical Student Research Education Grants (MSERG), the Abeera Shahid Student Recognition Award, and second-round research conference grants, are or will be open during the upcoming term.

While the second term is a busy time for OMSA, we are excited and enthusiastic to continue working to see the above and other initiatives to completion.

Thank you as always for welcoming medical students to the table. We look forward to continuing to work with the CPSO.

Sincerely,

Jeeventh Kaur
President, OMSA
president@omsa.ca

Maxim Matyashin
President-Elect, OMSA
president_elect@omsa.ca



PARO Update to CPSO February 2024

PARO champions the issues that create the conditions for residents to be their best and ensure optimal patient care. We have determined that to fulfill this mission we must achieve three key goals.

Optimal training - so that residents feel confident to succeed and competent to achieve excellence in patient care.

Optimal working conditions - where residents enjoy working and learning in a safe, respectful, and healthy environment.

Optimal transitions – into residency, through residency, and into practice – so that residents are able to make informed career choices, have equitable access to practice opportunities, and acquire practice management skills for residency and beyond.

We are pleased to submit this update on PARO.

PARO-OTH Collective Agreement

Our current Collective Agreement expired on June 30, 2023. We had agreed with the Employer that we would commence the new contract negotiation process once the Bill 124 reopener was complete, and now that it is complete, we are moving forward with our negotiations for our next agreement.

Until the new contract is ratified, the 2020-2023 PARO-OTH Collective Agreement remains in effect.

PARO's CEO

We enjoyed a significant milestone at PARO welcoming our new Chief Executive Officer, Ms. Melisse Willems.

Melisse comes to PARO with a wealth of senior leadership experience and a proven track record in member-based organizations. In her last two positions, as Registrar and CEO at the College of Dietitians of Ontario and as the Director of Professional Conduct and General Counsel at the College of Audiologists and Speech-Language Pathologists of Ontario, she was a methodical and strategic thinker, a thoughtful collaborator, and a passionate person with high standards.

Combined with her law degree and first career experience in litigation, she brings a unique blend of people development, critical thinking skills, professional standards, and risk management.

We believe her leadership philosophy, in combination with her experience and skills, will build on PARO's strengths and brand reputation.

Alongside this transition, we also extend our heartfelt gratitude to our outgoing CEO, Dr. Robert Conn, and acknowledge the invaluable contributions from his exceptional leadership and dedication to this organization. We are confident that the foundation he has laid will serve as a springboard for our continued success. We are grateful that he has been working with Melisse to ensure a seamless transition.

Kind Regards,

Paul Slodovnick, MD
PARO Board of Directors

FEBRUARY/MARCH 2024

| | |
|----------------------------|--|
| Title: | Update on Board Action Items (For Information) |
| Main Contacts: | Carolyn Silver, Chief Legal Officer Cameo Allan, Director of Governance Adrianna Bogris, Board Administrator |
| Attachments: | None |
| Question for Board: | None |

Purpose

- To promote accountability and ensure that the Board is informed about the status of the decisions it makes, an update on the implementation of the Board's decisions is provided below.

Current Status

- The Board held a meeting on December 7 and 8, 2023. The motions carried, and the implementation status of those decisions are outlined in Table 1.

Table 1: Board Decisions from the December Meeting

| Reference | Motions Carried | Status |
|----------------------------|--|------------|
| <u>01-C-12-2023</u> | <p><u>Consent Agenda</u></p> <p>The Council of the College of Physicians and Surgeons of Ontario approves the items outlined in the consent agenda, which include in their entirety:</p> <ul style="list-style-type: none"> The Council meeting agenda for December 7 and 8, 2023; and The minutes from the meeting of Council held September 21 and 22, 2023. <p style="text-align: center;"><u>CARRIED</u></p> | Completed. |
| <u>02-C-12-2023</u> | <p><u>Physician Assistant Regulations – Revised Draft Regulations for Approval</u></p> <p>The Council of the College of Physicians and Surgeons of Ontario approves making amendments to Ontario Regulation 114/94: General, Ontario Regulation 865/93: Registration, and Ontario Regulation 856/93: Professional Misconduct regarding regulation of physician assistants (copies of which amendments form Appendices "A", "B", "C", and "D" to the minutes of this meeting) and submitting them to the Minister of Health for review and to the Lieutenant Governor in Council for approval.</p> | Completed. |

| Reference | Motions Carried | Status |
|----------------------------|--|------------|
| | <p><u>Record of each Council vote set out below on Motion: 02-C-12-2023 – Physician Assistant Regulations – Revised Draft Regulations for Approval:</u></p> <p>The vote was recorded, and the results were captured in the minutes.</p> <p style="text-align: center;"><u>CARRIED</u></p> | |
| <u>03-C-12-2023</u> | <p>Revised Draft Policy for Final Approval: Medical Assistance in Dying (MAID)</p> <p>The Council of the College of Physicians and Surgeons of Ontario approves the revised policy “Medical Assistance in Dying”, as a policy of the College (a copy of which forms Appendix “E” to the minutes of this meeting).</p> <p style="text-align: center;"><u>CARRIED</u></p> | Completed. |
| <u>04-C-12-2023</u> | <p>Final Approval: Physician Assistant Regulation – Fees and Remuneration By-law amendments</p> <p>The Council of the College of Physicians and Surgeons of Ontario makes the following By-law No. 165:</p> <p style="text-align: center;">By-law No. 165</p> <p>1. Section 1 of By-law No. 2 (the Fees and Remuneration By-law) is amended by adding subsection (b.2) set out below:</p> <p style="text-align: center;">APPLICATION FEES</p> <p>1. A person who submits an application for a certificate of registration or authorization shall pay an application fee. The application fees are as follows: (b.2) For a certificate of registration authorizing practice as a physician assistant, \$300;</p> <p>2. Subsection 1(h) of By-law No. 2 (the Fees and Remuneration By-law) is revoked and substituted with the following: (h) If the person: (i) meets the registration requirements applicable to the class of certificate of registration applied for, as prescribed in the Registration Regulation, Ontario Regulation 865/93 under the Medicine Act, 1991; and (ii) requests the College to conduct the initial assessment of the application within three weeks after receipt by the College of the application,</p> | Completed. |

| Reference | Motions Carried | Status |
|-----------|--|--------|
| | <p>an additional fee equal to 50% of the application fee applicable to such person under subsection 1(a), (b), (b.1), (b.2) or (d).</p> <p>3. Section 4 of By-law No. 2 (the Fees and Remuneration By-law) is revoked and substituted with the following:</p> <p>4. Annual fees as of June 1, 2018, are as follows:</p> <ul style="list-style-type: none"> (a) \$1725 for holders of a certificate of registration other than a certificate of registration authorizing postgraduate education, a certificate of registration authorizing supervised practice of a short duration, a certificate of registration authorizing temporary independent practice, or a certificate of registration authorizing practice as a physician assistant; (b) For a holder of a certificate of registration authorizing postgraduate education applying to renew his/her certificate of registration, 20% of the annual fee set out in subsection 4(a); (c) For a holder of a certificate of registration authorizing practice as a physician assistant, \$425; and (d) Notwithstanding subsections 4(a), (b) and (c), where the holder of a certificate of registration will be taking parental leave for a period of four months or longer during the membership year for which the annual fee applies because the holder is pregnant, has recently given birth or will be caring for their newborn or newly adopted child, the annual fee for such membership year is 50% of the annual fee applicable to the holder of the certificate of registration as set out in subsection 4(a), (b) or (c), so long as the holder applies to the College for this parental leave reduced annual fee prior to the close of the annual renewal period for such membership year. Where applications for the parental leave reduced annual fee are received after the close of such annual renewal period, the parental leave reduced annual fee will be applied to the following membership year. The parental leave reduced annual fee is not available for holders of a certificate of registration authorizing supervised practice of a short | |

| Reference | Motions Carried | Status |
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| | <p>duration. This subsection 4(d) only applies to annual fees for membership years commencing on or after June 1, 2020.</p> <p style="text-align: center;"><u>CARRIED</u></p> | |
| <p><u>05-C-12-2023</u></p> | <p>Final Approval: Out-of-Hospital Premises Adverse Events By-law Amendment</p> <p>The Council of the College of Physicians and Surgeons of Ontario makes the following By-law No. 164:</p> <p style="text-align: center;">By-law No. 164</p> <p>Subsection 51(3.1)(b) of the General By-law is revoked and substituted with the following:</p> <p>Notification Required by Members</p> <p>51. (3.1)...</p> <p style="padding-left: 20px;">(b) Every member who performs a procedure in a premises subject to inspection under Part XI of Ontario Regulation 114/94 shall report to the College, in writing or electronically as specified by the College, within five business days of learning of any of the following events:</p> <ul style="list-style-type: none"> (i) death within the premises; (ii) death within 10 days of a procedure performed at the premises; (iii) any procedure performed on wrong patient, site, or side; or (iv) transfer of a patient from the premises directly to a hospital for care. <p style="text-align: center;"><u>CARRIED</u></p> | <p>Completed.</p> |
| <p><u>06-C-12-2023</u></p> | <p>Increase to Credit Card Borrowing Limit</p> <p>The Council of the College of Physicians and Surgeons of Ontario makes the following By-law No. 166:</p> <p style="text-align: center;">By-law No. 166</p> <p>Subsection 3(1)(a) of the General By-law is amended by deleting “\$100,000” and substituting it with “\$250,000”.</p> <p style="text-align: center;"><u>CARRIED</u></p> | <p>Completed.</p> |

| Reference | Motions Carried | Status | |
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| <u>07-C-12-2023</u> | <p>Chair and Vice-Chair Appointments and Re-appointments</p> <p>The Council of the College of Physicians and Surgeons of Ontario appoints the following Committee Members as Chairs and Vice-Chairs, as noted below, to the following Committees, for the terms indicated below, commencing as of the close of the Annual General Meeting of Council in December 2023:</p> | Completed. | |
| Committee | Role | Member Name | Term Length |
| ICRC General Panel | Specialty Chair | Ms. Joan Fisk | 1 year |
| | Specialty Vice-Chair | Dr. Lydia Miljan, PhD | 1 year |
| ICRC Surgical Panel | Specialty Chair | Dr. Thomas Bertoia | 1 year |
| ICRC Mental Health Panel | Specialty Vice-Chair | Dr. Daniel Greben | 1 year |
| Finance and Audit | Chair | Dr. Thomas Bertoia | 1 year |
| | Vice-Chair | Mr. Rob Payne | 1 year |
| Registration | Chair | Dr. Judith Plante | 1 year |
| | Vice-Chair | Dr. Edith Linkenheil | 1 year |
| <u>08-C-12-2023</u> | <p>Committee Appointments and Re-appointments</p> <p>The Council of the College of Physicians and Surgeons of Ontario appoints the following individuals to the following Committees for the terms indicated below, commencing as of the close of the Annual General Meeting of Council in December 2023:</p> | Completed. | |
| Committee | Member Name | Term Length | End Date |
| Inquiries, Complaints, and Reports Committee (ICRC) | Dr. Richa Mittal | 3 years | December 2026 |
| | Dr. Mark Broussenko | 3 years | December 2026 |
| | Dr. Kashif Ahmed | 3 years | December 2026 |
| Premises Inspection Committee (PIC) | Dr. Chris Perkes | 1 year | December 2024 |
| | Dr. Richard Bowry | 1 year | December 2024 |
| Finance and Audit Committee | Dr. Glen Bandiera | 3 years | December 2026 |
| | Dr. Thomas Bertoia | 1 year | December 2024 |
| | Mr. Peter Pielsticker | 3 months | March 30, 2024 |
| Registration Committee | Dr. Kim Turner | 3 years | December 2026 |

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| <p><u>09-C-12-2023</u></p> | <p>2024 Council District Election Dates</p> <p>The Council of the College of Physicians and Surgeons of Ontario approves the 2024 district election date set out below:</p> <p style="text-align: center;">Districts 6, 7, 8 and 9: April 24, 2024</p> <p style="text-align: center;"><u>CARRIED</u></p> | <p>Completed.</p> |
| <p><u>10-C-12-2023</u></p> | <p>For Approval: By-law Refresh Project – Amendments to General By-law and Fees and Remuneration By-law</p> <p>The Council of the College of Physicians and Surgeons of Ontario:</p> <p>1. makes the following By-law No. 167:</p> <p style="text-align: center;">By-law No. 167</p> <ul style="list-style-type: none"> (a) Parts 1, 2, 3, 5, 6 and 7 of the General By-law are revoked. (b) Sections 52 and 53 and Schedule 1 of the General By-law are revoked. (c) The Fees and Remuneration By-law (By-law No. 2) is revoked. (d) The Declared Emergency By-law (By-law No. 145) is revoked. <p>2. makes the following By-law No. 168:</p> <p style="text-align: center;">By-law No. 168</p> <ul style="list-style-type: none"> (a) The by-laws set out in Appendix "F" to this motion are enacted as the By-laws of the College of Physicians and Surgeons of Ontario (By-law No. 168). <p>3. permits and directs CPSO legal counsel to make minor changes to By-law No. 168 that do not change the meaning or intent of the By-laws as necessary or appropriate on behalf of the Council, and such changes shall have full force and effect without the need to have a motion by the Council approving them.</p> <p style="text-align: center;"><u>CARRIED</u></p> | <p>Completed.</p> |

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| <p><u>11-C-12-2023</u></p> | <p>Draft for Consultation: Principles of Medical Professionalism (currently, "Practice Guide")</p> <p>The Council of the College of Physicians and Surgeons of Ontario engage in the consultation process in respect of the draft "<i>Principles of Medical Professionalism: Guiding Values and Duties</i>" (currently, "<i>Practice Guide</i>") (a copy of which forms Appendix "G" to the minutes of this meeting).</p> <p style="text-align: center;"><u>CARRIED</u></p> | <p>Out for consultation.</p> |
| <p><u>12-C-12-2023</u></p> | <p>Draft Policy for Consultation: Professional Behaviour</p> <p>The Council of the College of Physicians and Surgeons of Ontario engage in the consultation process in respect of the draft revised policy, "<i>Professional Behaviour</i>" (currently titled, "<i>Physician Behaviour in the Professional Environment</i>") (a copy of which forms Appendix "H" to the minutes of this meeting).</p> <p style="text-align: center;"><u>CARRIED</u></p> | <p>Out for consultation.</p> |
| <p><u>13-C-12-2023</u></p> | <p>Approval of Key Performance Indicators for 2024</p> <p>The Council of the College of Physicians and Surgeons of Ontario adopts the following 2024 Key Performance Indicators (KPIs) to measure and report progress on the Strategic Plan:</p> <ol style="list-style-type: none"> 1. Target of 15 business days from licence application received until assessed (80th percentile) 2. Target of 5 business days from final document received until licence issued (80th percentile) 3. Target of 6,500 physicians completing the QI program 4. Target of 8 weeks to complete follow up of OHP adverse events (80th percentile) 5. Target of 150 days to complete all complaint files (80th percentile) 6. Target of 12 months from referral to completion of the discipline process (80th percentile) 7. Rebuild & launch new public register by December 2024 8. Implement governance changes to prepare for successful launch of first province-wide election in Spring 2025 <p style="text-align: center;"><u>CARRIED</u></p> | <p>Completed.</p> |

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| <p><u>14-C-12-2023</u></p> | <p>For Approval: 2024 Budget</p> <p>The Council of the College of Physicians and Surgeons of Ontario approves the Budget for 2024 (a copy of which forms Appendix “1” to the minutes of this meeting) authorizing expenditures for the benefit of the College during the year 2024.</p> <p style="text-align: center;"><u>CARRIED</u></p> | <p>Completed.</p> |
| <p><u>15-C-12-2023</u></p> | <p>Motion to move in-camera</p> <p>The Council of the College of Physicians and Surgeons of Ontario exclude the public from the part of the meeting immediately after this motion is passed, under clauses 7(2)(b), (d) and (e) of the Health Professions Procedural Code (set out below).</p> <p>Exclusion of public</p> <p>7(2) Despite subsection (1), the Council may exclude the public from any meeting or part of a meeting if it is satisfied that,</p> <ul style="list-style-type: none"> (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; (d) personnel matters or property acquisitions will be discussed; (e) instructions will be given to or opinions received from the solicitors for the College. <p style="text-align: center;"><u>CARRIED</u></p> | <p>Completed.</p> |

FEBRUARY/MARCH 2024

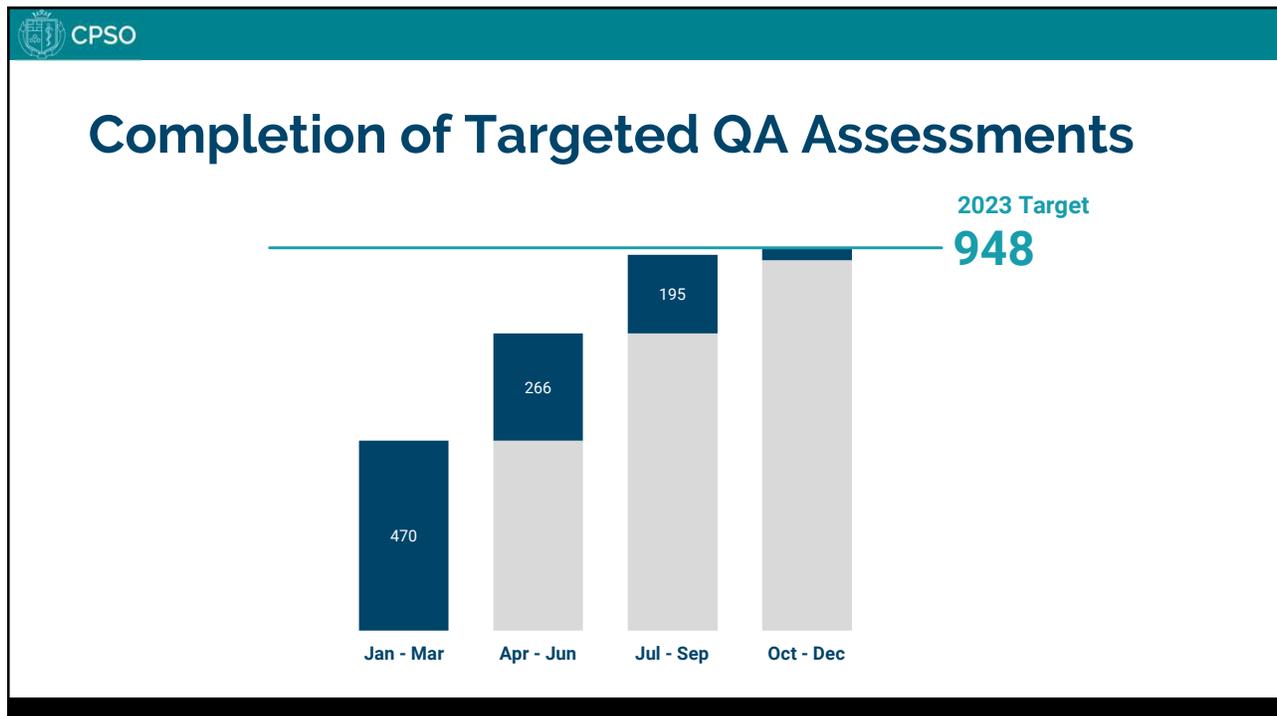
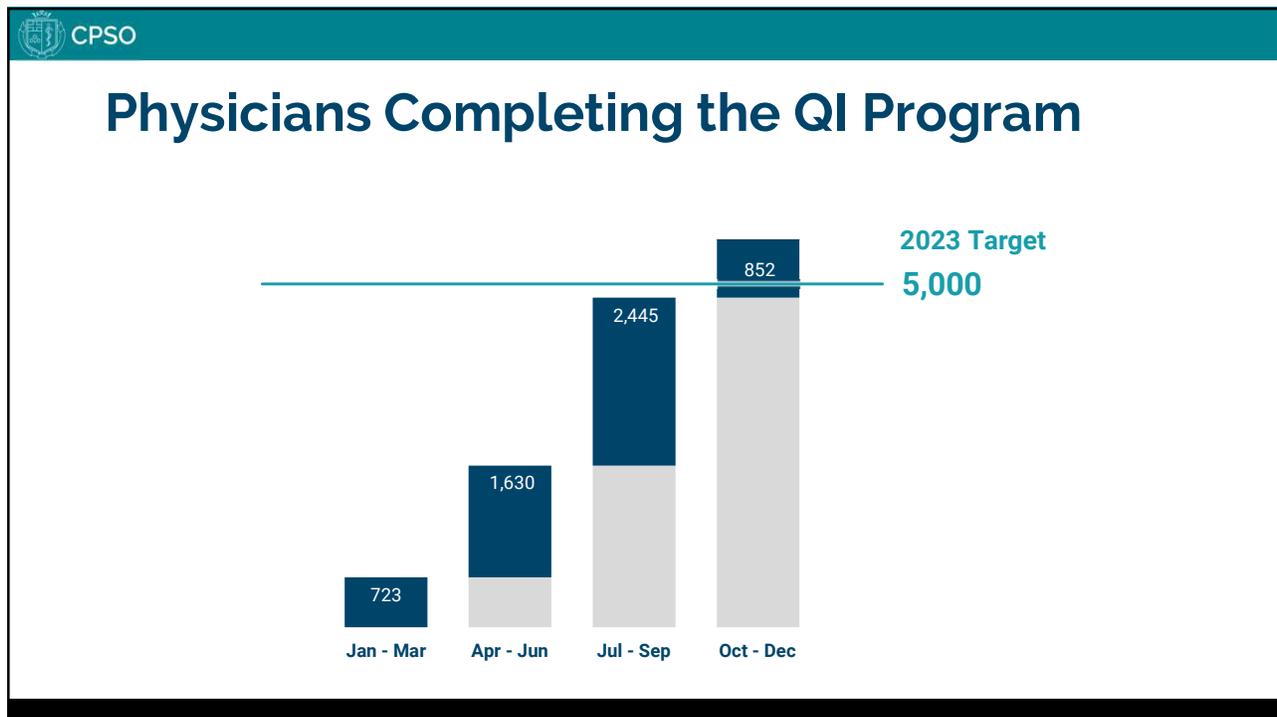
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|----------------------|---|
| Title: | College Performance Measurement Framework, 2023 (For Information) |
| Main Contact: | Heather Webb, Senior Government Relations Program Lead |

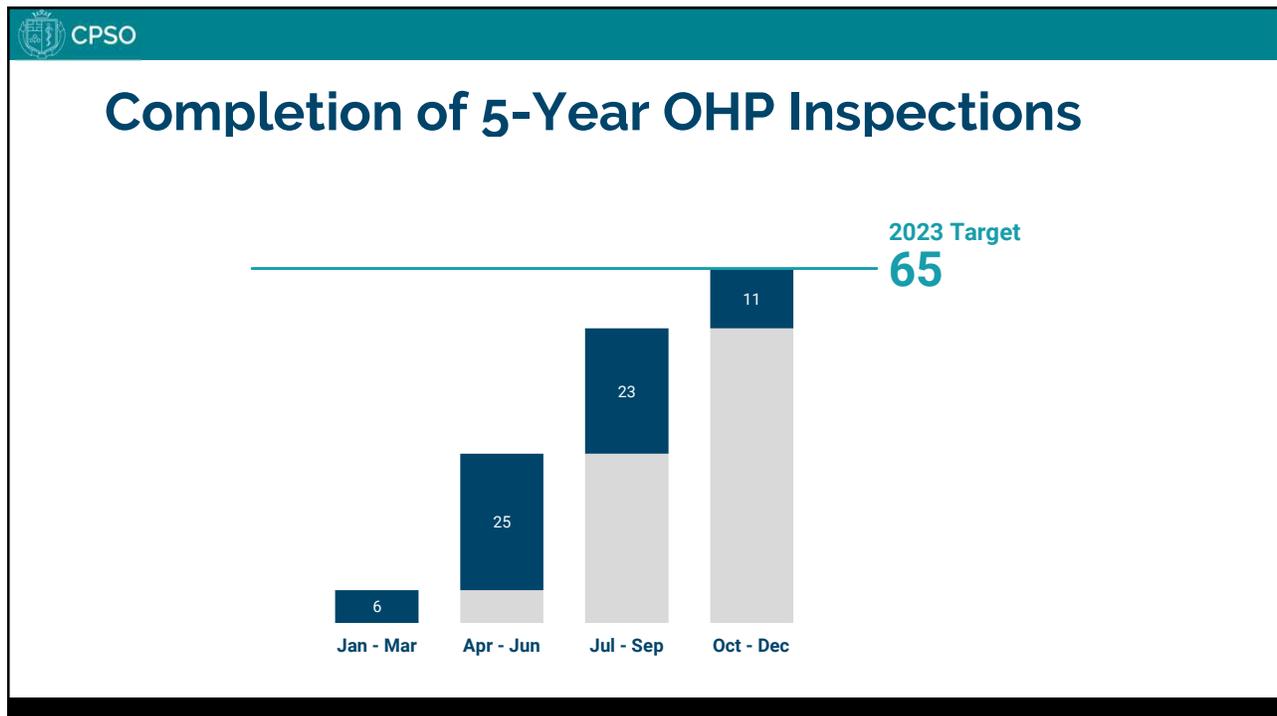
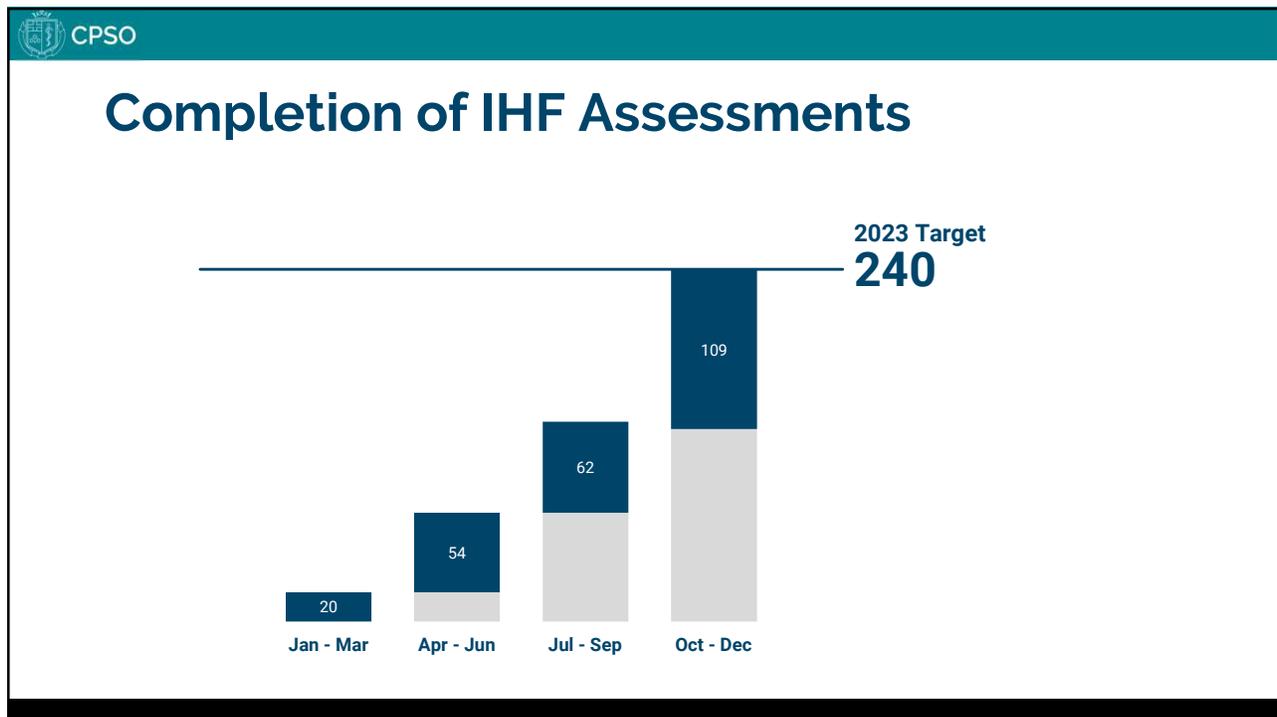
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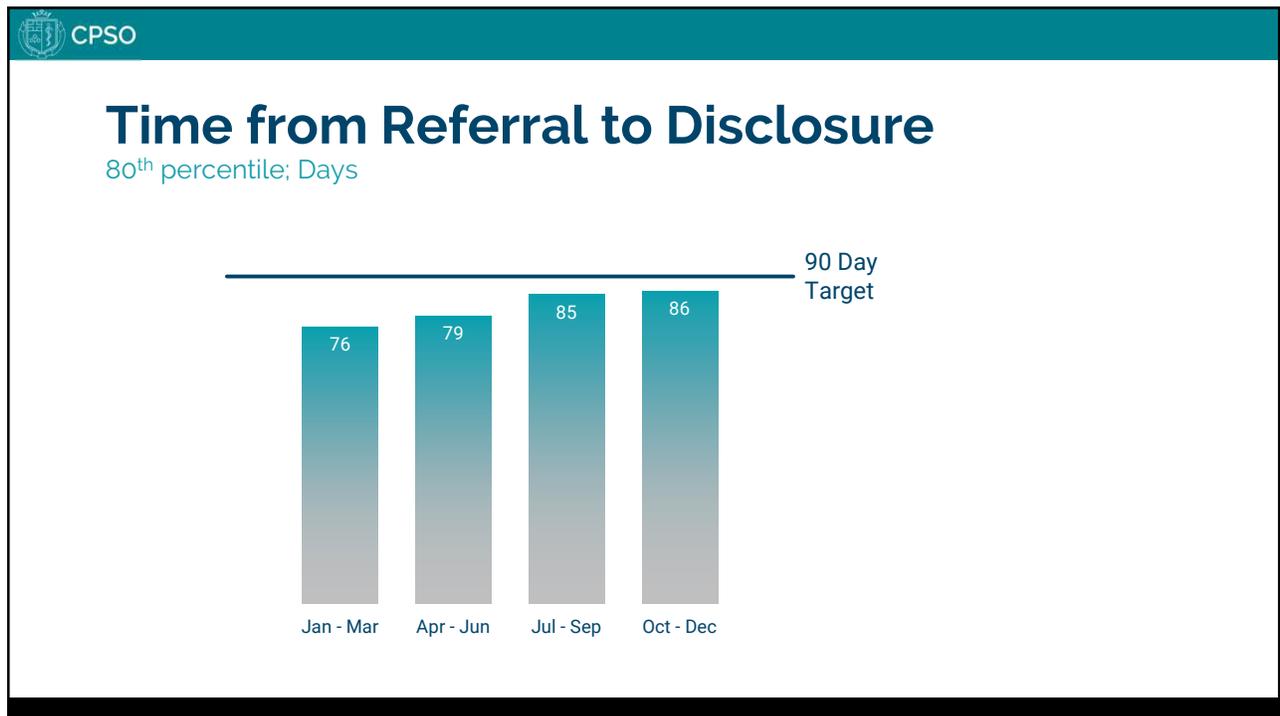
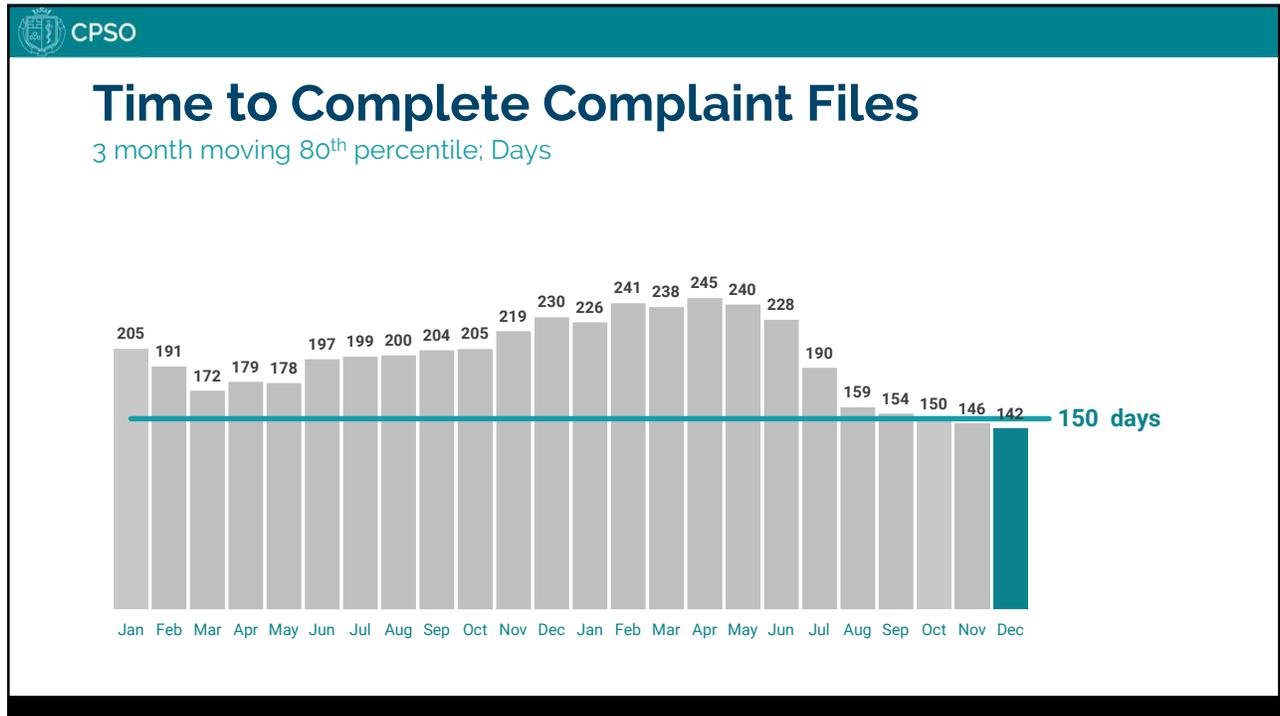
- The Board is being provided with CPSO’s 2023 College Performance Measurement Framework (CPMF) for review, prior to submission to the Ministry of Health. [Please use this link to access the 2023 CPMF report.](#)

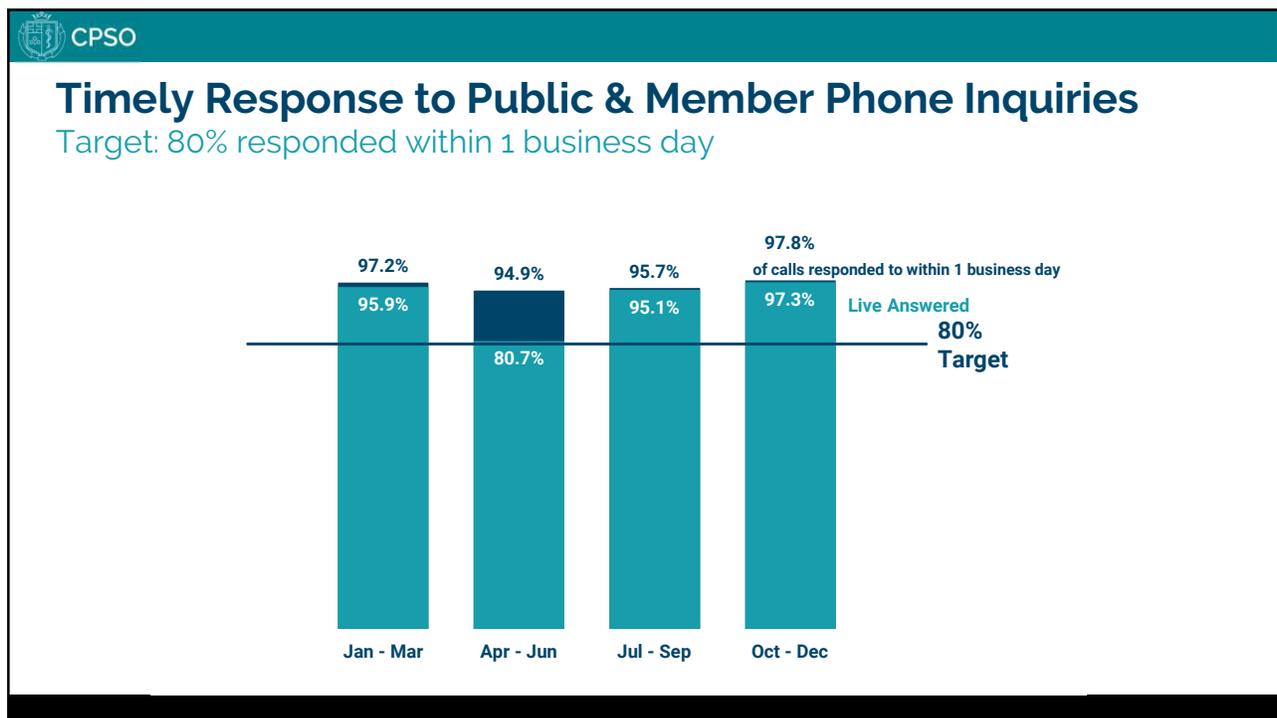
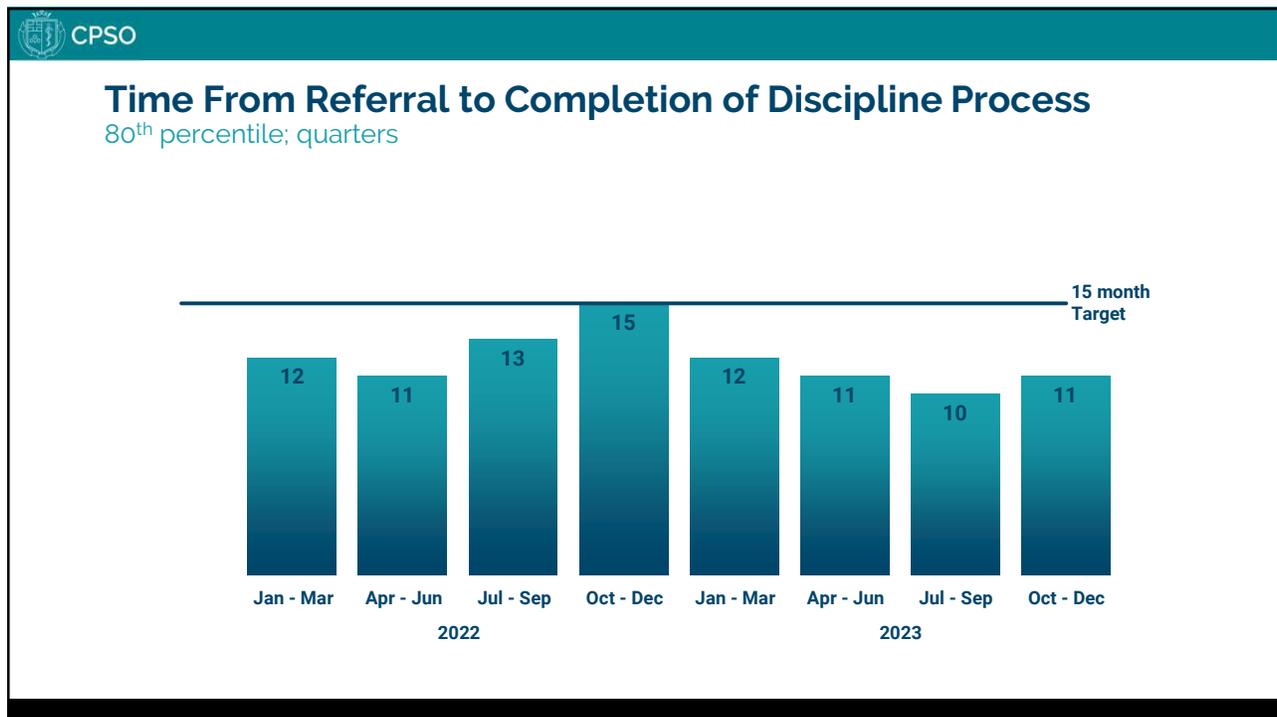
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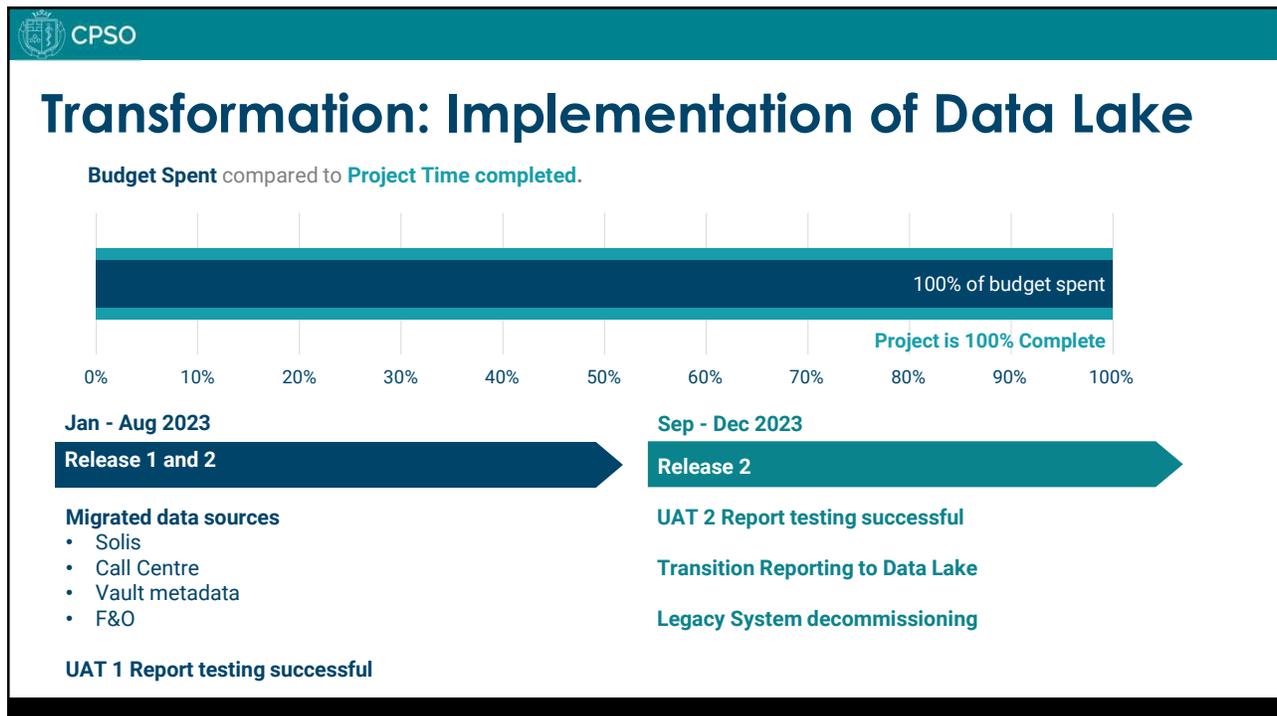
- Since 2020, the Ministry of Health has required all health regulatory Colleges to complete a CPMF report annually to provide standardized information about each College’s activities and processes. CPSO’s CPMF reports for the last three years are available on [CPSO’s website.](#)
- The Ministry has indicated that the information provided will be used to strengthen their oversight role of the Colleges. In 2020 and 2021, the Ministry developed a [Summary Report](#) of key findings regarding the collective performance, strengths and areas of improvement of the regulatory system (this has not yet been done for the 2022 reporting cycle).
- There were no updates or changes to the 2023 CPMF report template from 2022. In some instances, the Ministry permitted Colleges to respond “met in 2022 and continues to meet in 2023” and we have taken this opportunity where available.
- For questions requiring a more fulsome answer, our responses summarized, built upon, and updated information already provided in 2022.
- The CPMF is divided into two parts. In Part 1: Measurement Domains (narrative-based questions), the 2023 report shows how CPSO was able to fulfill the Ministry’s requirements in all seven Measurement Domains while meeting the priorities of the Strategic Plan.
- In Part 2: Statistical Data, the statistical results for 2023 are consistent with previous years’ reports. In completing this section, CPSO uses the recommended data collection and reporting method preferred by the Ministry. The type of data required and the method in which it must be supplied is unique to the CPMF. Therefore, the data may not align with how the Key Performance Indicators are reported to the Board.
 - In addition, certain data points required by the CPMF are not collected, coded or applicable in CPSO’s context. In this case, the relevant field has been left blank.
- Following the Board meeting, the final report will be posted online and submitted to the Ministry to meet the March 31, 2024 deadline.











FEBRUARY/MARCH 2024

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|----------------------------|--|
| Title: | Register By-laws: Post Graduate Training Information |
| Main Contacts: | Carolyn Silver, Chief Legal Officer Marcia Cooper, Senior Corporate Counsel & Privacy Officer |
| Attachment: | Appendix A: Proposed By-law amendment |
| Question for Board: | Does the Board approve circulation of the proposed By-law revision to the profession? |

Purpose

- A change is being proposed to By-law No. 158 regarding the posting of post-graduate training information on the public register.

Current Status and Analysis

- In September 2023, the Board approved revision to the By-laws relating to the public register content and membership information (as part of the By-law refresh project) pending a future effective date to be determined by the Board. These pending revisions are in By-law No. 158.
- One of the approved changes was to cease putting post-graduate training information on the register.
- It has subsequently been determined that it is important to have the Ontario post-graduate training information on the public register for members while they are post-graduates.
- The details of post-graduate training for other members are not believed to be helpful to the public.
 - The scope of post-graduate training posted on the register is limited to that obtained in Ontario (as this information is received systematically in electronic format from Ontario medical faculties) and is not necessarily a complete record for all physicians who did their post-graduate training in Ontario.
 - Publishing the post-graduate training information for all members is not in line with other Canadian jurisdictions.
- Accordingly, it is proposed that the pending Register By-laws be revised to provide for posting Ontario post-graduate training information on the public register only while CPSO members hold a post-graduate certificate of registration.
- This proposed By-law amendment must be circulated to the profession prior to final approval.

Appendix A

Proposed By-law Amendment

By-law No. 158

Additional Register Content

2. (1) For purposes of paragraph 20 of subsection 23(2) of the Health Professions Procedural Code, the register shall contain the following additional information with respect to each member:

...31. A description of the postgraduate training in Ontario for each member who holds a certificate of registration authorizing postgraduate education.

Board Motion

| | |
|------------------------|---|
| Motion Title | For Circulation: Register and Member Information By-laws Amendments re Post-Graduate Training Information |
| Date of Meeting | February 29, 2024 |

It is moved by _____, and seconded by _____, that:

The Board of Directors of the College of Physicians and Surgeons of Ontario proposes to amend By-law No. 158 (Register and Member Information By-laws) as set out below, after circulation to stakeholders:

1. Section 2(1) of By-law No. 158 is amended by adding the following paragraph:
 31. A description of the postgraduate training in Ontario for each member who holds a certificate of registration authorizing postgraduate education.

Explanatory Note: This proposed by-law must be circulated to the profession.

FEBRUARY/MARCH 2024

| | |
|----------------------------|--|
| Title: | By-law Amendment regarding Governance and Nominating Committee elections and amendments for clarification (For Decision) |
| Main Contacts: | Carolyn Silver, Chief Legal Officer Marcia Cooper, Senior Corporate Counsel & Privacy Officer |
| Attachment: | Appendix A: Proposed By-law Amendments (Redlined) |
| Question for Board: | Does the Board approve the proposed amendments to the CPSO By-laws? |

Purpose

- Amendments to the CPSO By-laws are being brought to the Board for review and approval.

Current Status and Analysis

- At the December Board meeting, some of the Directors had raised concerns with the proposal to have the Executive Committee (EC) vet and propose the slate of Governance and Nominating Committee (GNC) nominees to the Board for election.
- At the meeting, the Registrar suggested to the Board that we can address these concerns by maintaining open elections to GNC.
- In response to the Board's concerns, we have proposed revisions to the CPSO By-laws to reflect open elections for the GNC positions.
- Separately, we have proposed some other non-substantive changes to the CPSO By-laws, primarily for clarification. As mentioned at the December Board meeting, it was expected that these types of changes would be needed as we started working with the new By-laws.
- The proposed changes are indicated in the redlined document in Appendix A.
- The proposed By-law changes are not required by the Health Professions Procedural Code to be circulated to the profession before being approved.

APPENDIX A



BY-LAWS

of
COLLEGE OF PHYSICIANS AND SURGEONS OF ONTARIO

By-law No. 168
Enacted December 7, 2023
Last Amended December 7, 2023

APPENDIX A

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APPENDIX A

BY-LAW NO. 168

PART 1. GENERAL

ARTICLE 1 DEFINITIONS AND INTERPRETATIONS

1.1 Definitions

1.1.1 In this By-law and all other By-laws, unless otherwise defined:

- (a) **“Academic Directors”** means Registrants, other than physician assistants, who are members of a faculty of medicine of a university in Ontario and who are selected and appointed to the Board as contemplated by Section 2.1.1(c), and **“Academic Director”** means any one of them;
- (b) **“Act”** means the *Regulated Health Professions Act, 1991*, S.O. 1991, c.18, and the regulations thereunder, as amended from time to time;
- (c) **“Administrative Suspension”** means a suspension of a certificate of registration pursuant to section 24 of the Code or subsection 2(6) or subsection 2(7) of Ontario Regulation 865/93 under the *Medicine Act*.
- ~~(e)~~(d) **“Annual Financial Meeting”** has the meaning set out in Section 6.1.1(b);
- ~~(d)~~(e) **“Annual Organizational Meeting”** has the meaning set out in Section 6.1.1(a);
- ~~(e)~~(f) **“Auditor(s)”** ~~means~~has the ~~person(s) appointed~~meaning set out in ~~accordance with~~ Section 6.1.4(b);
- ~~(f)~~(g) **“Board”** means the board of directors of the College, and each reference to the Board shall be deemed to be a reference to the Council of the College as specified in the Code and the Medicine Act, and any other legislation or policy where the context requires.
- (h) **“Board Chair”** means the chair of the Board elected pursuant to Section 5.1, and each reference to the Board Chair shall be deemed to be a reference to the President of the College as specified in the Code and the Medicine Act, and any other legislation or policy where the context requires;
- ~~(g)~~(i) **“Board Profile”** means the profile or matrix of skills, expertise and diversity attributes desired for Directors and committee members, as approved by the Board from time to time.
- (j) **“Board Vice-Chair”** means the vice-chair of the Board elected pursuant to Section 5.1, and each reference to the Board Vice-Chair shall be deemed to be a reference to the Vice-President of the College as specified in the Code and the Medicine Act, and any other legislation or policy where the context requires; and
- ~~(h)~~(k) **“Business Address”** means a Registrant’s principal place of practice reported by the Registrant to the College, as may be posted on the Register;

~~(i)~~(l) **“By-law”** or **“By-laws”** means the By-laws of the College, as the same may be amended from time to time;

~~(j)~~ **“Chair”** means the chair of the Board elected pursuant to Section 5.1, and each reference to the Chair shall be deemed to be a reference to the President of the College as specified in the Code and the Medicine Act, and any other legislation or policy where the context requires;

~~(k)~~(m) **“chair”** means the chair of a committee;

~~(l)~~(n) **“Code”** means the *Health Professions Procedural Code* in Schedule 2 of the Act, as amended from time to time;

~~(m)~~(o) **“College”** means the College of Physicians and Surgeons of Ontario;

~~(n)~~(p) **“committee”** means any committee of the College, whether established by or under the Code, the regulations or the By-laws;

~~(o)~~(q) **“Conflict of Interest”** has the meaning set out in Section 10.1.1;

~~(p)~~(r) **“Controlled Drugs and Substances Act”** means the *Controlled Drugs and Substances Act*, S.C. 1996, c. 19, and the regulations thereunder, as amended from time to time;

~~(q)~~(s) **“Criminal Code”** means the *Criminal Code*, R.S.C. 1985, c. C-46, and the regulations thereunder, as amended from time to time;

~~(r)~~(t) **“Delegated Signatory”** has the meaning set out in Section 14.6.2;

~~(s)~~(u) **“Directors”** means the persons elected or appointed to be members of the Board and includes, the Elected Directors, the Public Directors and the Academic Directors, and **“Director”** means any one of them;

~~(t)~~(v) **“Elected Directors”** means Registrants, other than physician assistants, who are elected to the Board as contemplated by Section 2.2.1(a), and **“Elected Director”** means any one of them;

~~(u)~~(w) **“Executive Committee”** means the Executive Committee as set out in Section 8.2.1;

~~(v)~~(x) **“Executive Member Representatives”** has the meaning set out in Section 8.2.1(c), and **“Executive Member Representative”** means any one of them;

~~(w)~~(y) **“Health Insurance Act”** means the *Health Insurance Act*, R.S.O. 1990, c. H.6, and the regulations thereunder, as amended from time to time;

~~(x)~~(z) **“Hourly Rate”** has the meaning set out in Section 12.1.3;

~~(y)~~(aa) **“ICRC”** has the meaning set out in Section 8.5.1;

~~(z)~~(bb) **“Indemnified Party”** has the meaning set out in Section 13.1.1;

~~(aa)~~(cc) **“Medicine Act”** means the *Medicine Act*, 1991, S.O. 1991, c.30, and the regulations thereunder, as amended from time to time;

~~(bb)~~(dd) **“Mental Health Act”** means the *Mental Health Act*, R.S.O., 1990, c. M.7, and the regulations thereunder, as amended from time to time;

~~(cc)~~(ee) **“Obligations”** has the meaning set out in Section 14.6.6.

~~(dd)~~(ff) **“Ontario Physicians and Surgeons Discipline Tribunal”** and **“OPSDT”** have the meanings set out under Section 8.9.1;

~~(ee)~~(gg) **“Physician Director”** means a Director who is a Registrant, other than a physician assistant, and unless stated otherwise, includes an Elected Director or an Academic Director;

~~(ff)~~(hh) **“Public Directors”** has the meaning set out in Section 2.1.1(b), and **“Public Director”** means any one of them;

~~(gg)~~(ii) **“Register”** means the register of the College;

~~(hh)~~(jj) **“Registrant”** means a member of the College, and each reference to a Registrant shall be deemed to be a reference to a member of the College as specified in the Code and the Medicine Act, and any other legislation or policy where the context requires;

~~(ii)~~(kk) **“Registrar”** means the Registrar of the College;

~~(jj)~~(ll) **“Relative”** with respect to another person, means a person who is related to that other person as immediate or extended family, or a variation thereof, or who is a member of the household of that other person, and includes a spouse, child, grandchild, parent, grandparent, sibling, aunt, uncle, nephew, niece, cousin or a spouse of any of the foregoing;

~~(kk)~~(mm) **“Signing Officers”** has the meaning set out in Section 14.6.1, and **“Signing Officer”** means any one of them;

~~(ll)~~(nn) **“SCERP”** means a specified continuing education or remediation program;

~~(mm)~~(oo) **“Subject Committee Member”** has the meaning set out in Section 7.5.7;

~~(nn)~~(pp) **“Subject Director”** has the meaning set out in Section ~~2.4.5~~;2.4.5;

~~(oo)~~(qq) **“Substitute Decisions Act”** means the *Substitute Decisions Act*, 1992, S.O. 1992, c.30, and the regulations thereunder, as amended from time to time;

~~(pp)~~ **“Vice-Chair”** means the vice chair of the Board elected pursuant to Section 5.1, and each reference to the Vice-Chair shall be deemed to be a reference to the Vice-President of the College as specified in the Code and the

~~Medicine Act, and any other legislation or policy where the context requires;~~
~~and~~

~~(qq)(rr)~~ “**vice-chair**” means the vice-chair of a Committee.

1.2 Interpretation

- 1.2.1 All terms defined in the Act, the Code and the Medicine Act have the same meaning in this By-law and all other By-laws, unless stated otherwise.
- 1.2.2 References containing terms such as “includes” and “including”, whether or not used with the words “without limitation” or “but not limited to”, shall not be deemed limited by the specific enumeration of items but shall, in all cases, be deemed to be without limitation and construed and interpreted to mean “includes without limitation” and “including without limitation”.
- 1.2.3 All monetary references in the By-laws are to Canadian Dollars, unless stated otherwise.
- 1.2.4 References in the By-laws to a statute, regulation or by-law, or a section or provision thereof, shall be deemed to extend and apply to any amendment or re-enactment of such statute, regulation or by-law, or section or provision thereof.
- 1.2.5 The division of this By-law into Parts, Articles and Sections and the insertion of headings are for convenience of reference only and shall not affect the construction or interpretation hereof.

PART 2. THE BOARD

ARTICLE 2 BOARD COMPOSITION, ELIGIBILITY AND DISQUALIFICATION

2.1 Composition

- 2.1.1 In accordance with the Medicine Act, the Board shall be composed of:
 - (a) at least 15 and no more than 16 persons who are Registrants elected in accordance with the by-laws;
 - (b) at least 13 and no more than 15 persons appointed by the Lieutenant Governor in Council who are not:
 - (i) Registrants;
 - (ii) members of a College as defined in the Act; or
 - (iii) members of a Council as defined in the Act,(the “**Public Directors**”); and

- (c) three persons selected, in accordance with a by-law made under section 12.1 of the Medicine Act, from among Registrants who are members of a faculty of medicine of a university in Ontario, and appointed by the Board.

2.2 Eligibility Criteria

2.2.1 To be eligible to be elected to the Board as an Elected Director or selected and appointed to the Board as an Academic Director, a Registrant, on the date of the election or appointment, as the case may be:

- (a) in the case of eligibility to be an Elected Director, is engaged in the practice of medicine in the electoral district for which the Registrant is nominated or, if the Registrant is not engaged in the practice of medicine, is resident in the electoral district for which the Registrant is nominated;

Amendment Not in Force

On a date to be determined by the Board, this Section 2.2.1 is amended by striking out the above clause (a) of Section 2.2.1 and substituting it with the following clause:

- (a) in the case of eligibility to be an Elected Director, has their Business Address (if any) in Ontario and resides in Ontario;

- (b) in the case of eligibility to be an Academic Director, is a member of a faculty of medicine of a university in Ontario;
- (c) is not in default of payment of any fee payable to the College;
- (d) is not, and has not been within one year before the date of the election or appointment, as the case may be, a director or officer of the Ontario Medical Association, the Canadian Medical Protective Association, the Canadian Medical Association, the Coalition of Family Physicians and Specialists of Ontario or the Ontario Specialists Association;
- (e) does not hold, and has not held within one year before the date of the election or appointment, as the case may be:
 - (i) an employment position or any position of responsibility with any organization whose mandate conflicts with the mandate of the College;
or
 - (ii) a position with any organization which would cause the Registrant, if elected or appointed as a Director, to have a Conflict of Interest, including by virtue of having competing fiduciary obligations to both the College and the other organization;
- (f) is not, and has not been within five years before the date of the election or appointment, as the case may be, an employee of the College (whether on contract or permanent, and whether on a full-time or part-time basis);

- (g) has completed and filed with the Registrar, by the deadline set by the Registrar, a Conflict of Interest declaration form specified by the College;
- (h) prior to the deadline specified by the Registrar, in the case of an election, or prior to appointment, as the case may be, the Registrant has completed the orientation program specified by the College relating to the business and governance of the College and the duties, obligations and expectations of the Board and committee members;
- (i) is not a Relative of an employee of the College or another Director;
- (j) is not, and has never been, a party to civil litigation or arbitration adverse in interest against the College, the Board, a committee, a Director or a College officer, employee or agent, provided that the litigation or arbitration against a College employee or agent relates to the College or their role as an employee or agent of the College;
- (k) subject to Section 2.2.4, has never been disqualified from the Board or from one or more committees;
- (l) subject to Section 2.2.4, has never resigned from the Board or from one or more committees where there are reasonable grounds to believe that the resignation is related to a proposed disqualification of the Registrant from the Board or one or more committees;
- (m) holds a certificate of registration that has never been revoked or suspended, other than an ~~administrative suspension~~ Administrative Suspension more than six years before the date of the election or appointment, as the case may be;
- (n) holds a certificate of registration that is not subject to a term, condition or limitation other than one prescribed by a regulation made under the Act or the Medicine Act or imposed by the Registration Committee pursuant to a College registration policy;
- (o) has not been found to have committed an act of professional misconduct or to be incompetent by a panel of the Ontario Physicians and Surgeons Discipline Tribunal or found to be ~~an incapacitated Registrant~~ by a panel of the Fitness to Practise Committee, unless the notation of such finding has been removed from the Register pursuant to section 23(11) of the Code;
- (p) is not the subject of any disciplinary or incapacity proceeding;
- (q) is not subject to an outstanding interim order by the ICRC under the Code;
- (r) has not been required by the ICRC to complete a SCERP within five years before the date of the election or appointment, as the case may be;
- (s) has not been required to appear before a panel of the ICRC to be cautioned within five years before the date of the election or appointment, as the case may be;

- (t) has no findings of guilt (unless a pardon was granted or a record suspension was ordered in respect of the findings) or outstanding charges made against the Registrant under the Health Insurance Act, the Criminal Code or the Controlled Drugs and Substances Act or under any comparable legislation or criminal laws of another jurisdiction;
- (u) is in compliance with all continuing professional development required by the Medicine Act;
- (v) is not an undischarged bankrupt;
- (w) is not a person who has been found to be incapable of managing property under the Substitute Decisions Act or under the Mental Health Act; and
- (x) is not a person who has been declared incapable by any court in Canada or elsewhere.

2.2.2 A Registrant is not eligible for election to the Board who, if elected, would be unable to serve completely the three-year term prescribed by Section 3.2.1 by reason of:

- (a) the nine-consecutive-year term limit prescribed by subsection 5(2) of the Code; or
- (b) the total nine-year term limit prescribed by Section 3.2.2.

2.2.3 A Registrant is not eligible to be an Academic Director if the total of the following equals or exceeds nine years:

- (a) the number of years of the proposed appointment;
- (b) the number of years the Registrant was an Elected Director (if any); and
- (c) the number of years the Registrant attended Board meetings as an academic representative in a non-voting capacity (if any).

2.2.4 A Registrant who has been disqualified from the Board or from one or more committees, or has resigned from the Board or from one or more committees where there are reasonable grounds to believe that the resignation is related to a proposed disqualification of the member from the Board or from one or more committees, for disqualification criteria prescribed in Section 2.3.1(k) or Section 2.3.1(o), is not ineligible under Section 2.2.1(k) or Section 2.2.1(l) to be elected to the Board as an Elected Director or selected and appointed to the Board as an Academic Director if on the date of the election or appointment, as the case may be:

- (a) in the case of disqualification under Section 2.3.1(k), the disciplinary or incapacity proceeding, as the case may be, has been finally completed, and the Registrant was not found in such proceeding to have committed an act of professional misconduct or to be incompetent by a panel of the Ontario Physicians and Surgeons Discipline Tribunal or to be ~~an~~ incapacitated Registrant by a panel of the Fitness to Practise Committee; or

- (b) in the case of disqualification under Section 2.3.1(o), all of the charges have been disposed of such that the Registrant was not found guilty of any of the charges.

For greater certainty, this Section 2.2.4 does not affect the eligibility of a Registrant to be elected to the Board as an Elected Director or selected and appointed to the Board as an Academic Director under any other eligibility criteria prescribed in Section 2.2.

2.3 Disqualification Criteria

2.3.1 An Elected Director or Academic Director is automatically disqualified from sitting on the Board if the Director:

- (a) in the case of an Elected Director, ceases to either practise medicine or reside in the electoral district for which the Registrant was elected;

Amendment Not in Force

On a date to be determined by the Board, this Section 2.3.1 is amended by striking out the above clause (a) of Section 2.3.1 and substituting it with the following clause:

- (a) in the case of an Elected Director, ceases to have their Business Address (if any) in Ontario or ceases to reside in Ontario;

- (b) in the case of an Academic Director, ceases to be a member of a faculty of medicine of a university in Ontario;
- (c) becomes a director or officer of the Ontario Medical Association, the Canadian Medical Protective Association, the Canadian Medical Association, the Coalition of Family Physicians and Specialists of Ontario, or the Ontario Specialists Association;
- (d) becomes an employee of the College;
- (e) becomes a Relative of an employee of the College or another Director;
- (f) becomes a party to civil litigation or arbitration adverse in interest against the College, the Board, a committee, a Director or a College officer, employee or agent, provided that the litigation or arbitration against a College employee or agent relates to the College or their role as an employee or agent of the College;
- (g) has had their certificate of registration revoked or suspended, including an ~~administrative suspension~~ Administrative Suspension;
- (h) ~~ceases to hold a~~ has one or more terms, conditions and limitations imposed on their certificate of registration ~~that is not subject to a term, condition or limitation~~ other than one prescribed in any regulation made under the Act or

the Medicine Act or imposed by the Registration Committee pursuant to a College registration policy;

- (i) is found to have committed an act of professional misconduct or is found to be incompetent by a panel of the Ontario Physicians and Surgeons Discipline Tribunal;
- (j) is found to be ~~an incapacitated Registrant~~ by a panel of the Fitness to Practise Committee;
- (k) becomes the subject of any disciplinary or incapacity proceeding;
- (l) becomes subject to an interim order by the ICRC under the Code;
- (m) is required by the ICRC to complete a SCERP;
- (n) is required to appear before a panel of the ICRC to be cautioned;
- (o) is charged with an offence under the Health Insurance Act, the Criminal Code or the Controlled Drugs and Substances Act or under any comparable legislation or criminal laws of another jurisdiction;
- (p) is found guilty of an offence under the Health Insurance Act, the Criminal Code or the Controlled Drugs and Substances Act or under any comparable legislation or criminal laws of another jurisdiction;
- (q) is not in compliance with all continuing professional development required by the Medicine Act;
- (r) becomes an undischarged bankrupt;
- (s) is found to be incapable of managing property under the Substitute Decisions Act or under the Mental Health Act; or
- (t) is declared incapable by any court in Canada or elsewhere.

2.3.2 An Elected Director or Academic Director may be disqualified from sitting on the Board if the Director:

- (a) fails to attend three consecutive meetings of the Board;
- (b) fails to attend three consecutive meetings of a committee of which the Elected Director or Academic Director is a member or all or part of a hearing for which the Elected Director or Academic has been selected;
- (c) is in default of payment of any fee payable to the College for more than 30 days;
- (d) fails, in the opinion of the Board, to discharge their duties to the College, including having acted in a Conflict of Interest or otherwise in breach of a By-law, the Act or the College's governance policies;

- (e) except as provided in Section 2.3.1(c):
 - (i) becomes an employee or holds any position of responsibility with any organization whose mandate conflicts with the mandate of the College; or
 - (ii) holds a position with any organization which would cause the Director to have a Conflict of Interest, including by virtue of having competing fiduciary obligations to both the College and the other organization; or
- (f) did not satisfy one or more of the criteria for eligibility prescribed in Section 2.2.1 at the date of the election or appointment, and the Director did not disclose same to the College or the Director was untruthful or misled the College about same.

2.4 Disqualification of Elected Directors and Academic Directors

- 2.4.1 A Director shall immediately notify the Registrar in writing if any of the criteria for disqualification prescribed in Section 2.3.1 or Section 2.3.2 arise regarding that Director.
- 2.4.2 A Director shall advise the Registrar in writing if such Director believes that another Director meets one or more of the criteria for disqualification prescribed in Section 2.3.1 or Section 2.3.2.
- 2.4.3 If the Registrar receives information in writing that suggests an Elected Director or Academic Director meets any of the criteria for disqualification prescribed in Section 2.3.1 or Section 2.3.2, the Registrar shall report the matter to the Executive Committee.
- 2.4.4 If the Executive Committee receives information that suggests an Elected Director or Academic Director meets any of the criteria for disqualification prescribed in Section 2.3.1, the Executive Committee shall notify such Director and the Board in writing that such Director has been disqualified from the Board.
- 2.4.5 If the Executive Committee believes that an Elected Director or Academic Director meets any of the criteria for disqualification prescribed in Section 2.3.2, the Executive Committee shall notify such Director (the “**Subject Director**”) of the nature of the concern and provide the Subject Director a reasonable opportunity to respond to the concern before making a decision to refer the matter to the Board.
- 2.4.6 If the Executive Committee decides that the matter warrants the Board’s consideration, the Executive Committee shall place the matter on the agenda of the Board’s next meeting, or the [Board](#) Chair shall call a special Board meeting for the purpose of determining whether the Subject Director meets any of the criteria for disqualification prescribed in Section 2.3.2. The Registrar shall advise the Subject Director of the date of the meeting and that the Subject Director may make written or oral submissions to the Board at the meeting.

- 2.4.7 Disqualification of an Elected Director or Academic Director pursuant to the disqualification criteria prescribed in Section 2.3.2 requires a motion passed by at least a two-thirds majority of the votes cast at the Board meeting by the Directors in attendance. The Subject Director shall not be present during the discussion following submissions, if any, or during the vote, and shall not vote on the motion. The Board shall not count the Subject Director for the purpose of establishing quorum or calculating votes.
- 2.4.8 If an Elected Director or Academic Director is disqualified from sitting on the Board, whether automatically pursuant to Section 2.3.1 or by decision of the Board as provided in Section 2.4.7, the disqualified Director thereupon ceases to be a Director, the Registrant's seat becomes vacant, and the vacancy shall be filled in the manner described in Section 3.10, in the case of an Elected Director, or Section 4.4.1, in the case of an Academic Director.

Amendment Not in Force

On a date to be determined by the Board, this Section 2.4.8 is amended by striking out the reference to "Section 4.4.1" and replacing it with "Section 4.3.1".

- 2.4.9 A disqualified Elected Director or Academic Director ceases to be a member of any committees.

2.5 Public Directors

- 2.5.1 If any of the criteria for disqualification prescribed in Section 2.3.1 or Section 2.3.2 occur with respect to a Public Director, the College may report this to the Ministry of Health and may request that such Public Director's appointment to the Board be revoked.

ARTICLE 3 ELECTIONS AND ELECTED DIRECTORS

3.1 Electoral Districts, and Number of Registrants to be Elected and Election Dates

- 3.1.1 The following electoral districts are established for the purpose of elections:
- (a) Electoral district 1, composed of the counties of Essex, Kent and Lambton.
 - (b) Electoral district 2, composed of the counties of Elgin, Huron, Middlesex, Oxford and Perth.
 - (c) Electoral district 3, composed of the counties of Bruce, Dufferin, Grey, Wellington and the Regional Municipality of Waterloo.
 - (d) Electoral district 4, composed of the County of Brant and the regional municipalities of Haldimand-Norfolk, Halton, Hamilton-Wentworth and Niagara.

- (e) Electoral district 5, composed of the County of Simcoe, The District Municipality of Muskoka and the regional municipalities of Durham, Peel and York.
 - (f) Electoral district 6, composed of the counties of Frontenac, Haliburton, Hastings, Leeds and Grenville, Lennox and Addington, Northumberland, Peterborough, Prince Edward and Victoria.
 - (g) Electoral district 7, composed of the counties of Dundas, Glengarry, Lanark, Prescott, Renfrew, Russell and Stormont, and The Regional Municipality of Ottawa-Carleton.
 - (h) Electoral district 8, composed of the territorial districts of Algoma, Cochrane, Manitoulin, Nipissing, Parry Sound, Sudbury and Timiskaming.
 - (i) Electoral district 9, composed of the territorial districts of Kenora, Rainy River and Thunder Bay.
 - (j) Electoral district 10, composed of the City of Toronto.
- 3.1.2 Except for electoral districts 4, 5, 7 and 10, one Registrant is to be elected as an Elected Director for each electoral district.
- 3.1.3 Two Registrants are to be elected as Elected Directors for each of electoral districts 4, 5 and 7 and four Registrants are to be elected as Elected Directors for electoral district 10.
- 3.1.4 A regular election shall be held in:
- (a) April, May or June 2020, and in every third year after that for Districts 5 and 10;
 - (b) April, May or June 2021, and in every third year after that for Districts 6, 7, 8 and 9; and
 - (c) April, May or June 2022, and in every third year after that for Districts 1, 2, 3 and 4.
- 3.1.5 The Board shall set the date for each regular election and each by-election of Registrants to the Board.

Amendment Not in Force

On a date to be determined by the Board, this Section 3.1 is deleted and replaced by the following Section 3.1:

3.1 Election

- 3.1.1 A regular election shall be held each year to elect Registrants to the Board as Elected Directors for the number of Elected Directors whose terms are to expire at the Annual Organizational Meeting that year plus the number of vacancies (if

any) in Elected Director positions at the time of the election to be filled under Section 3.10.1(a).

- 3.1.2 The Board shall set the date for each regular election and each by-election of Registrants to the Board.

3.2 Term of Office

- 3.2.1 The term of office of an Elected Director elected in a regular election is three years, starting at the first Annual Organizational Meeting held after the election and expiring at the Annual Organizational Meeting held after the regular election three years later.
- 3.2.2 A Registrant may not be a Director for more than a total of nine years, whether consecutively or non-consecutively. For greater certainty, following the maximum term of nine years as a Director, a Registrant may not stand for election as an Elected Director or be appointed as an Academic Director.
- 3.2.3 For greater certainty, the term of office for an Elected Director who was elected pursuant to an election held under the electoral district system, shall expire on the date of expiry of the term that the Elected Director was serving at the time the district was eliminated.

3.3 Notice of Election, Nominations and Nomination Procedure

- 3.3.1 No later than 60 days before the date of an election, the Registrar shall notify every Registrant who is eligible to vote of the date, time and place of the election and of the nomination procedure.
- 3.3.2 The nomination of a candidate for election as an Elected Director shall be in writing and shall be given to the Registrar at least 49 days before the date of the election.

Amendment Not in Force

On a date to be determined by the Board, this Section 3.3 is deleted and replaced by the following Section 3.3:

3.3 Notice of Election and Election Applications

- 3.3.1 No later than 120 days before the date of each regular election, the Governance and Nominating Committee shall review the skills, expertise and diversity of incumbent Directors against the Board Profile and identify the skills, expertise and diversity based on the Board Profile that are needed or desired for the Board when filling upcoming positions for Elected Directors.
- 3.3.2 No later than 90 days prior to the date of an election, the Registrar shall notify every Registrant of the date, time and place of the election and the application procedure for seeking to be a candidate for election as an Elected Director, including the deadline by which applications must be received by the Registrar. The deadline by which applications must be received by the Registrar shall be

no later than 70 days prior to the date of an election.

- 3.3.3 The Governance and Nominating Committee may also identify and solicit candidates for election to the Board.
- 3.3.4 Registrants seeking to be a candidate for election as an Elected Director (including those identified and solicited by the Governance and Nominating Committee) shall complete and submit an application in the form required by the Governance and Nomination Committee no later than the deadline specified by the Registrar.
- 3.3.5 The Registrar shall forward all applications received by the deadline to the chair of the Governance and Nominating Committee for consideration.
- 3.3.6 The Governance and Nominating Committee shall review all applications received by the deadline to verify that each candidate satisfies the eligibility criteria prescribed in Section 2.2.
- 3.3.7 The Governance and Nominating Committee shall review all applications received by the deadline to assess whether each candidate has skills, expertise and diversity that are within the Board Profile and identified by the Governance and Nominating Committee as needed or desired for the Board pursuant to Section 3.3.1. If an incumbent Director is seeking re-election, the Governance and Nominating Committee shall also take into consideration the incumbent Director's performance as a Director in determining if the incumbent Director is qualified to be a candidate in the election. To support the Governance and Nominating Committee in its deliberations, the Governance and Nominating Committee may interview short-listed candidates.
- 3.3.8 No later than 45 days prior to the date of the election, the Governance and Nominating Committee shall approve, and provide to the Registrar, a slate of nominees for election as Elected Directors comprised of candidates who (a) satisfy the eligibility criteria prescribed in Section 2.2, and (b) have skills, expertise and diversity that were identified by the Governance and Nominating Committee as needed or desired for the Board pursuant to Section 3.3.1. No later than 40 days prior to the date of the election, the Registrar shall inform all Registrants who submitted an application whether they are on the approved slate of nominees for the upcoming election or have not been nominated for the upcoming election. Subject to Section 3.3.9, a Registrant who is not on the approved slate of nominees for the upcoming election shall not stand for election to the Board in the upcoming election.
- 3.3.9 No later than 35 days prior to the date of the election, a candidate who was not approved by the Governance and Nominating Committee to be on the slate of nominees for election may dispute the decision of the Governance and Nominating Committee by submitting to the Registrar a written notice of dispute that sets out the basis and particulars of the dispute. In the event of a dispute, the Executive Committee, excluding those individuals who are on the Governance and Nominating Committee, shall review the candidate's eligibility and qualifications, decide if the candidate is eligible and qualified to stand for the upcoming election, and if the candidate is determined to be eligible and qualified,

add the candidate to the slate of nominees for the election. The Executive Committee shall inform the candidate of their decision and reasons. The Executive Committee's decision shall be final and not subject to challenge. For greater certainty, if the Executive Committee does not add the candidate to the slate of nominees for the election, such candidate shall not stand for election to the Board in the upcoming election.

3.4 Acclamation or Election

- 3.4.1 If the number of nominees for an electoral district is less than or equal to the number of Elected Director positions available for the electoral district, the Registrar shall declare the nominees to be elected as Elected Directors by acclamation.
- 3.4.2 If the number of nominees for an electoral district is greater than the number of Elected Director positions available for the electoral district, the Registrar shall administer an election process for Registrants to vote on the nominees for election as Elected Directors.

Amendment Not in Force

On a date to be determined by the Board, this Section 3.4 is deleted and replaced by the following Section 3.4:

3.4 Acclamation or Election

- 3.4.1 If the number of nominees on the slate is less than or equal to the number of Elected Director positions available for the election, the Registrar shall declare the nominees to be elected as Elected Directors by acclamation.
- 3.4.2 If the number of nominees on the slate is less than or equal to the number of Elected Director positions available for the election,;
- (a) and if the number of Elected Directors on the Board after the election will be less than the minimum number required by law, the Board shall direct the Registrar shall to hold a by-election to fill at minimum the remaining number of Elected Director positions- needed so that the number of Elected Directors is not less than the minimum number required by law;
or
- (b) and if the number of Elected Directors on the Board after the election will be equal to or greater than the minimum number required by law, the Board may leave the Elected Director positions remaining after the election vacant until the next election or direct the Registrar to hold a by-election to fill the remaining Elected Director positions.
- 3.4.3 If the number of nominees on the slate is greater than the number of Elected Director positions available for the election, the Registrar shall administer an

election process for Registrants to vote on the nominees for election as Elected Directors.

3.5 Registrar's Electoral Duties

- 3.5.1 The Registrar shall supervise and administer the election process and may, for the purpose of carrying out that duty, subject to any other applicable provision in the By-laws:
- (a) appoint one or more returning officers and scrutineers;
 - (b) establish a deadline for the receiving of ballots;
 - (c) establish procedures for the opening, counting and verification of ballots;
 - (d) establish reliable and secure voting processes, subject to Section 3.5.2;
 - (e) provide for the notification to Registrants of the results of the elections; and
 - (f) provide for the destruction of ballots or records of ballots following an election.
- 3.5.2 Voting by electronic access to ballots may be used if the Registrar is satisfied that the proceedings and voting may proceed with adequate security and confidentiality and if the votes may be verified as having been made by the Registrants.
- 3.5.3 If there is an interruption of electronic service provided for or by the College or mail during a nomination or election, the Registrar shall extend the holding of nominations and the election for such minimum period of time as the Registrar considers necessary to compensate for the interruption.

Amendment Not in Force

On a date to be determined by the Board, this Section 3.5.3 is deleted and replaced by the following Section 3.5.3:

- 3.5.3 If there is an interruption of electronic service provided for or by the College or mail during an election, the Registrar shall extend the holding of the election for such minimum period of time as the Registrar considers necessary to compensate for the interruption.

3.6 Eligibility to Vote and Ballots

- 3.6.1 A Registrant is eligible to vote in an election being held for an electoral district if, on the 45th day prior to the date fixed for the election, the Registrant principally practises in such electoral district, or if the Registrant is not engaged in the practice of medicine, the Registrant principally resides in such electoral district.

- 3.6.2 No later than 21 days before the date of an election, the Registrar shall send to every Registrant eligible to vote in an electoral district in which an election is to take place a list of nominees in the electoral district, a ballot or electronic access to a ballot and an explanation of the voting procedure as set out in the By-laws.

Amendment Not in Force

On a date to be determined by the Board, this Section 3.6 is deleted and replaced by the following Section 3.6:

3.6 Eligibility to Vote and Ballots

- 3.6.1 A Registrant is eligible to vote in an election if, on the 45th day prior to the date of the election, the Registrant's Business Address is in Ontario, or if the Registrant is not engaged in the practice of medicine, the Registrant resides in Ontario.
- 3.6.2 No later than 21 days before the date of an election, the Registrar shall send to every Registrant eligible to vote a list of nominees, a ballot or electronic access to a ballot and an explanation of the voting procedure as set out in the By-laws or as determined by the Registrar.

3.7 Number of Votes to be Cast

- 3.7.1 A Registrant may cast as many votes on a ballot in an election of Registrants to the Board as there are Registrants to be elected to the Board: from the electoral district in which the Registrant is eligible to vote.

Amendment Not in Force

On a date to be determined by the Board, this Section 3.7.1 is deleted and replaced by the following Section 3.7.1:

- 3.7.1 A Registrant may cast as many votes on a ballot in an election of Registrants to the Board as there are Registrants to be elected to the Board.

- ~~3.7.1~~3.7.2 A Registrant shall not cast more than one vote for any one nominee.

3.8 Voting Results and Tie Votes

- 3.8.1 The nominees with the highest number of votes shall be declared elected in accordance with the number of positions open for election in an electoral district.
- 3.8.2 If there is a tie between two or more nominees in an election to the Board in an electoral district and it is necessary to break the tie to determine who will be the successful nominee(s), the Registrar shall break the tie by lot.

Amendment Not in Force

On a date to be determined by the Board, this Section 3.8 is deleted and replaced by the following Section 3.8:

3.8.1 The nominees with the highest number of votes shall be declared elected in accordance with the number of positions open for election.

3.8.2 If there is a tie between two or more nominees in an election to the Board and it is necessary to break the tie to determine who will be the successful nominee(s), the Registrar shall break the tie by lot.

3.9 Recounts

3.9.1 A nominee may require a recount by giving a written request to the Registrar no more than three business days after the date of an election and paying a fee of \$500.

3.9.2 The Registrar shall hold the recount no more than 30 days after receiving the request.

3.10 Filling of Vacancies

3.10.1 If the seat of an Elected Director becomes vacant, the Board may:

- (a) leave the seat vacant until the next election, subject to Section 3.10.2;
- (b) appoint as an Elected Director the nominee (if any) who had the most votes of all the unsuccessful nominees in the last election of Directors, subject to such nominee satisfying the eligibility criteria prescribed in Section 2.2 and consenting to act as an Elected Director. Should consent not be provided or the eligibility criteria not be satisfied, then the Board may appoint the nominee with the next highest number of votes subject to such nominee satisfying the eligibility criteria prescribed in Section 2.2 and such nominee's consent; or
- (c) direct the Registrar to hold a by-election.

Amendment Not in Force

On a date to be determined by the Board, this Section 3.10.1 is amended by adding the following at the beginning of Section 3.10.1:

Except as provided in Section 3.4.2,

3.10.2 If the number of remaining Elected Directors is less than the minimum number required by law, the Board shall take action under Section 3.10.1(b) or Section 3.10.1(c) to fill the number of vacant seats needed so that the number of Elected Directors is not less than the minimum number required by law.

- 3.10.3 The term of office of an Elected Director appointed under Section 3.10.1(b) or elected in a by-election expires when the term of the former Elected Director, whose vacancy has been filled, would have expired and shall count towards calculation of the new Elected Director's maximum years as a Director as set out in Section 3.2.
- 3.10.4 By-elections, including the review and approval of candidates to stand for election to the Board in the by-election, shall be held in a manner consistent with, and be subject to the same criteria as, regular elections held under the By-laws, subject to changes to time limits and deadlines and any other necessary modifications, as determined by the Registrar.

ARTICLE 4 ACADEMIC DIRECTORS

4.1 Academic Advisory Committee

- 4.1.1 An Academic Advisory Committee shall be established and shall be composed of Registrants appointed under this Section 4.1.
- 4.1.2 Before the meeting of the Board when the term of office of newly elected Directors starts, the dean of each faculty of medicine of a university in Ontario may appoint one Registrant to the Academic Advisory Committee.
- 4.1.3 A Registrant is eligible for appointment to the Academic Advisory Committee if, on the date of the appointment, the Registrant satisfies the eligibility criteria prescribed in Section 2.2 for an Academic Director, even if the Registrant will not be an Academic Director.

4.2 Appointments

- 4.2.1 A Registrant shall be appointed to the Academic Advisory Committee for a term of three years, from the first meeting of the Board after the Registrant's appointment when Elected Directors take office until the third such meeting or until such earlier time as specified in the appointment, except that the term of office for a Registrant appointed to the Academic Advisory Committee prior to the 2019 Annual Governance Meeting (for greater certainty, the annual general meeting as it was called in 2019) of the Board shall be one year.

4.3 Selection of Academic Directors

- 4.3.1 Three Registrants of the Academic Advisory Committee shall be selected as Academic Directors in accordance with Section 4.3.2.
- 4.3.2 At a meeting of the Board before the meeting when the term of office of newly Elected Directors starts, the Board shall vote by a show of hands to select as Academic Directors three Registrants of the Academic Advisory Committee for the following Board year, starting upon the adjournment of the next Annual Organizational Meeting until the following Annual Organizational Meeting.
- 4.3.3 For purposes of Section 3.2.2, the period of time a Registrant was appointed to the Academic Advisory Committee shall be counted as part of the calculation of the

nine-year total, regardless of whether the Registrant was selected as an Academic Director pursuant to Section 4.3.2 for all or part of that time.

4.4 Disqualification of Academic Directors

- 4.4.1 If an Academic Director is disqualified from sitting on the Board under Section 2.4, the Board shall select a replacement from among the members of the Academic Advisory Committee who are not disqualified from sitting on the Board and are not Directors.

Amendment Not in Force

On a date to be determined by the Board, this Article 4 is deleted and replaced by the following Article 4:

ARTICLE 4 ACADEMIC DIRECTORS

4.1 Selection of Academic Directors

- 4.1.1 Subject to the eligibility criteria prescribed in Section 2.2, the Academic Directors shall be selected in accordance with Section 4.1.
- 4.1.2 In addition to the review contemplated under Section ~~3.3.1~~3.3.1, the Governance and Nominating Committee shall identify the skills, expertise and diversity that are needed or desired when filling upcoming positions for Academic Directors.
- 4.1.3 At the direction of the Governance and Nominating Committee, the Registrar shall invite the dean of each faculty of medicine of a university in Ontario to propose one or more Registrants who are members of the faculty to be considered as candidates for selection and appointment as an Academic Director. All candidates shall complete and submit an application in the form required by the Governance and Nominating Committee no later than the deadline specified by the Registrar.
- 4.1.4 The Registrar shall forward all applications received by the deadline to the chair of the Governance and Nominating Committee for consideration.
- 4.1.5 The Governance and Nominating Committee shall review all applications received by the deadline to verify that each candidate satisfies the eligibility criteria prescribed in Section 2.2.
- 4.1.6 The Governance and Nominating Committee shall review all applications received by the deadline to assess whether each candidate has skills, expertise and diversity that are within the Board Profile and identified by the Governance and Nominating Committee as needed or desired for the Board pursuant to Section 4.1.2. If an incumbent Academic Director is seeking re-appointment, the Governance and Nominating Committee shall also take into consideration the incumbent Director's performance as a Director in determining if the incumbent Director is qualified to be re-appointed as an Academic Director. To support the Governance and Nominating Committee in its deliberations, the Governance

and Nominating Committee may interview short-listed candidates.

4.1.7 The Governance and Nominating Committee shall propose nominees for appointment as Academic Directors for the number of Academic Directors whose terms are to expire at the Annual Organizational Meeting that year plus the number of vacancies (if any) in Academic Director positions at the time of proposing the nominees. The Governance and Nominating Committee shall only propose nominees who (a) satisfy the eligibility criteria prescribed in Section 2.2, and (b) have skills, expertise and diversity that were identified by the Governance and Nominating Committee as needed or desired for the Board pursuant to Section 4.1.2.

4.1.8 At a meeting of the Board prior to the Annual Organizational Meeting for that year, the Board shall consider a motion to select and appoint the nominees proposed by the Governance and Nominating Committee as Academic Directors, starting upon the adjournment of the Annual Organizational Meeting for the year until the third Annual Organizational Meeting thereafter, or until such earlier time as specified in the appointment.

4.2 Term of Office of Academic Directors

4.2.1 Academic Directors shall hold office for a term of three years or such shorter period of time as specified in the appointment.

4.3 Disqualification of Academic Directors

4.3.1 If an Academic Director is disqualified from sitting on the Board under Section 2.4, a Registrant who is a member of a faculty of medicine of a university in Ontario shall be selected to fill the vacancy in accordance with Section 4.1.

ARTICLE 5 OFFICERS

5.1 Officers

5.1.1 The Board shall annually elect a Board Chair and Board Vice-Chair to hold office starting upon the adjournment of the next Annual Organizational Meeting (or if elected at an Annual Organizational Meeting, starting upon the adjournment of such meeting) until the next Annual Organizational Meeting and, if an election is not so held, the Board Chair and Board Vice-Chair shall continue in office until their successors are elected. The procedure for election of the Board Chair and Board Vice-Chair shall be in accordance with Section 6.2.10.

Amendment Not in Force

On a date to be determined by the Board, this section 5.1 is amended by adding the following section 5.1.2:

5.1.2 The candidates for Board Chair and Board Vice-Chair positions shall be determined as follows:

- (a) at the direction of the Governance and Nominating Committee, the Registrar shall invite all Directors to submit an expression of interest if interested to serve as the Board Vice-Chair or Board Chair;
- (b) the Governance and Nominating Committee may also identify and solicit candidates to submit expressions of interest for election to be Board Vice-Chair and Board Chair;
- (c) the Registrar shall specify the deadline by which expressions of interest must be received by the Registrar. The Registrar shall forward all expressions of interest received by the deadline to the chair of the Governance and Nominating Committee for consideration;
- (d) the Governance and Nominating Committee shall identify the skills, expertise and diversity based on the Board Profile that are needed or desired when filling upcoming positions for Board Chair and Board Vice-Chair positions.
- (e) the Governance and Nominating Committee shall review all expressions of interest received by the deadline to assess whether each candidate has skills, expertise and diversity identified by the Governance and Nominating Committee as needed or desired for Board Chair and Board Vice-Chair positions pursuant to Section 5.1.2(d). To support the Governance and Nominating Committee in its deliberations, the Governance and Nominating Committee may interview short-listed candidates; and
- (f) the Governance and Nominating Committee shall propose nominees for each of the Board Chair and Board Vice-Chair positions who have skills, expertise and diversity that were identified by the Governance and Nominating Committee as needed or desired for the Board Chair and Board Vice-Chair positions pursuant to Section 5.1.2(d), and submit the proposed nominees to the Board for election.

5.2 Board Officers

- 5.2.1 The Board Chair is the chief officer of the College, and the other members of the Executive Committee shall assist the Board Chair in the discharge of the Board Chair's duties as may be requested by the Board Chair from time to time.
- 5.2.2 The Board Vice-Chair is the deputy chief officer of the College and shall discharge the duties of the Board Chair if the Board Chair is unavailable or unable to act. The Board Vice-Chair shall also perform the other duties requested from time to time by the Board Chair.

5.3 Vacancies in Board Officer Positions

- 5.3.1 The office of the Board Chair or Board Vice-Chair becomes vacant if the holder of the office dies, resigns, is disqualified from the Board or a committee, otherwise stops being a Director, is removed from office by a vote of the Board at a special meeting called for that purpose or, in the case of the Board Vice-Chair, in

accordance with Section 5.3.2(b). A vacancy in the office of the Board Chair shall be filled in accordance with Section 5.3.2 or Section 5.3.4, as the case may be. A vacancy in the office of the Board Vice-Chair shall be filled in accordance with Section 5.3.3 or Section 5.3.4, as the case may be.

5.3.2 If the office of the Board Chair becomes vacant:

- (a) the Board Vice-Chair becomes the Board Chair for the unexpired term of the office; and
- (b) the office of the Board Vice-Chair thereby becomes vacant.

5.3.3 If the office of the Board Vice-Chair becomes vacant, the Board shall fill any vacancy in the office of the Board Vice-Chair at a special meeting which the Board Chair shall call for that purpose as soon as practicable after the vacancy occurs.

5.3.4 If the offices of the Board Chair and the Board Vice-Chair become vacant concurrently:

- (a) the longest-serving member of the Executive Committee who is:
 - (i) a Registrant if the Board Chair was a Registrant; or
 - (ii) a Public Director if the Board Chair was a Public Director, becomes the Board Chair *pro tempore* until the Board fills the vacancies; and
- (b) the Board shall fill both vacancies at a special meeting which the Board Chair *pro tempore* shall call for that purpose as soon as practicable after the vacancies occur.

ARTICLE 6 MEETINGS OF THE BOARD

6.1 Board Meetings

6.1.1 The Board shall hold:

- (a) an annual organizational meeting, which shall be called by the Board Chair between November 1st and December 14th of each year (the “**Annual Organizational Meeting**”);
- (b) an annual financial meeting, which shall be called by the Board Chair between March 1st and June 30th of each year (the “**Annual Financial Meeting**”);
- (c) regular meetings other than the Annual Organizational Meeting and the Annual Financial Meeting, which shall be called by the Board Chair from time to time; and
- (d) special meetings, which may be called by the Board Chair, any four members of the Executive Committee or by any 12 Directors, in each case by depositing with the Registrar a written requisition for the meeting containing

the matter or matters for decision at the meeting. On receipt of a requisition, the meeting shall be called in accordance with Section 6.2.1.

- 6.1.2 A regular meeting of the Board includes an Annual Organizational Meeting and an Annual Financial Meeting.
- 6.1.3 The Board shall, at the Annual Organizational Meeting, approve a budget authorizing expenditures for the benefit of the College during the following fiscal year.
- 6.1.4 At each Annual Financial Meeting, the Board shall do the following:
 - (a) consider and, if thought fit, approve the financial statements for the preceding fiscal year and the Auditor's report; and
 - (b) appoint one or more ~~Auditors~~auditors who are duly licensed under the *Public Accounting Act, 2004*, S.O. 2004, c. 8 to hold office until the next Annual Financial Meeting (the "Auditor(s)") and, if an appointment is not so made, the Auditor in office shall continue until a successor is appointed.
- 6.1.5 The Board shall fill any temporary vacancy in the office of the Auditor but, while such vacancy continues, the surviving or continuing Auditor, if any, shall continue as the Auditor.
- 6.1.6 The Registrar shall give notice of every appointment and reappointment of an Auditor to the Auditor in writing promptly after the appointment or reappointment is made, together with a copy of the By-laws.

6.2 Meeting Process

- 6.2.1 Meetings of the Board shall take place in Ontario at a place, date and time designated by the Board Chair, the four members of the Executive Committee or the 12 Directors calling the meeting but, if a place, date or time is not designated or is incompatible with the By-laws, the Registrar shall select a place, date and time compatible with the By-laws which is as close as the Registrar can reasonably select to the place, date and time designated by the person(s) calling the meeting.
- 6.2.2 The Registrar shall cause each Director to be notified in writing of the place, date and time of a Board meeting, by sending such notification at least:
 - (a) 14 days before a regular meeting; and
 - (b) five days before a special meeting;

The Registrar is responsible for including in or with the notification of a special meeting the matter or matters for decision contained in the requisition of the meeting deposited with the Registrar.

- 6.2.3 The Board shall, and may only, consider:

- (a) at a special meeting, the matter for decision at the meeting contained in the requisition deposited with the Registrar;
- (b) at a regular meeting, a motion made and seconded in writing:
 - (i) on behalf of the Executive Committee;
 - (ii) in a report by a committee which has received prior review by the Executive Committee;
 - (iii) of which a notice of motion was given by a Director at the preceding Board meeting; or
 - (iv) if a vote is held at the meeting and at least a two-thirds majority of the votes cast by the Directors in attendance at the meeting agree to consider such motion; and
- (c) at any meeting, routine and procedural motions in accordance with the rules of order.

6.2.4 The Board Chair is responsible for the organization of an agenda for each Board meeting, which shall be distributed to the Directors as long a time before the meeting as is practical. Each agenda for a Board meeting shall include an anticipated time for the consideration of each item on the agenda.

6.2.5 If a Director wishes to ask questions of the Executive Committee, or raise topics for informal discussion, that are relevant to the affairs of the College at the Board meeting, the Director shall submit such questions or topics to the Board Chair as far in advance of the Board meeting as is practical, and where possible, prior to the Board Chair distributing an agenda for such Board meeting.

6.2.6 The Board Chair or the Board Chair's appointee for the purpose shall be the presiding officer for meetings of the Board. Unless otherwise required by law or in the By-laws, the presiding officer may vote on any motion or in any election which properly comes before the Board unless the presiding officer has a Conflict of Interest in connection with such motion or election.

6.2.7 Unless otherwise required by law or in the By-laws, a majority of Directors constitutes a quorum.

6.2.8 Unless otherwise required by law or in the By-laws, every motion which properly comes before the Board shall be decided by a simple majority of the votes cast at the meeting by the Directors in attendance, and if there is an equality of votes on a motion, the motion shall be deemed to have been defeated.

6.2.9 Unless otherwise required or permitted by the By-laws, every vote at a Board meeting shall be by a show of hands. The presiding officer shall declare the result of every vote, and the presiding officer's declaration is final.

- 6.2.10 The procedure for election of the Board Chair, Board Vice-Chair, the Executive Member Representatives and members of the Governance and Nominating Committee shall be as follows:
- (a) if there is only one nominee for an office or position, the presiding officer shall declare the nominee elected by acclamation; or
 - (b) if there are two or more nominees for an office or position:
 - (i) prior to the first vote, each of these nominees shall be given an opportunity to speak to the Board for a maximum of two minutes about the nominee's candidacy for the office or position;
 - (ii) such office or position shall be selected by voting by secret ballot, using generally accepted democratic procedures;
 - (iii) the nominee who receives a majority of the votes cast for such office or position shall be declared the successful nominee;
 - (iv) if no nominee receives a majority of the votes cast, the nominee who receives the lowest number of votes shall be deleted from the nomination (subject to Section 6.2.10(b)(v)), and another vote by secret ballot shall be taken. This procedure shall be followed until one nominee receives a majority of the votes cast;
 - (v) if a tie vote occurs between two or more nominees having the lowest number of votes, there are nominees other than the tied nominees, and no nominee receives a majority of the votes cast:
 - (A) if there is only one nominee other than the tied nominees, a vote by secret ballot shall be taken to determine which of the tied nominees shall be deleted from the nomination. If the nominees again receive an equal number of votes, the presiding officer shall break the tie by lot; or
 - (B) if there are two or more nominees other than the tied nominees, all of the tied nominees shall be deleted from the nomination; and
 - (vi) if, at any point during the election process, all the nominees that remain have an equal number of votes, each of these nominees shall be given an opportunity to speak to the Board for a maximum of two minutes about the nominee's candidacy for the office or position, and then another vote by secret ballot shall be taken. If the nominees again receive an equal number of votes, the presiding officer shall break the tie by lot.

Amendment Not in Force

On a date to be determined by the Board, section 6.2.10 is amended by striking out the reference to “, the Executive Member Representatives”.

- 6.2.11 The Board may, at the discretion of the presiding officer, use an electronic voting system for votes to be held by ballot (including secret ballot) or by a show of hands. If an electronic voting system is used for a vote by ballot, references in the By-laws shall be deemed to be references to an electronic ballot.
- 6.2.12 The Registrar is responsible for the recording of the proceedings of each Board meeting. The written record of the proceedings of a Board meeting when accepted at a subsequent Board meeting, subject to any corrections made at such subsequent meeting, is conclusive proof that the written record accurately reflects the proceedings of the Board meeting. A Director's absence from the meeting for which the record of proceedings are being approved does not prevent the Director from participating in the correction or approval of the record.
- 6.2.13 Whether or not a quorum is present, the presiding officer may adjourn any properly called Board meeting and reconvene the meeting at any time and from time to time. If a quorum is present at any reconvened meeting, any matter may be considered and transacted at the reconvened meeting which could have been transacted at the original meeting which was adjourned.
- 6.2.14 A meeting of the Board may, in the discretion of the presiding officer, be held in any manner, including by telephonic or electronic means, that allows all the persons participating to communicate with each other simultaneously and instantaneously. The meeting may only be held by telephonic or electronic means if the presiding officer is satisfied that the proceedings may proceed with adequate security and if applicable, confidentiality.
- 6.2.15 The rules of order prescribed in Schedule 1 to this By-law are the rules of order for meetings of the Board.

PART 3. COMMITTEES

ARTICLE 7 APPOINTMENTS AND PROCEDURE

7.1 Committee Composition

- 7.1.1 Unless otherwise required by law or in the By-laws:
- (a) the Board shall appoint the members of each committee and a chair and if desired, a vice-chair of each committee;
 - (b) the Board shall establish the powers and duties of each committee; and
 - (c) each committee shall be composed of such Registrants and others as the Board may appoint.
- 7.1.2 The Board and the Executive Committee may establish special committees, and may appoint the members and a chair and vice-chair to, and establish the powers and duties of, any such special committee. The members of a special committee shall be composed of such Registrants and others as the Board may appoint.

7.2 Appointment to Committees

- 7.2.1 The Governance and Nominating Committee shall identify the skills, expertise and diversity that are needed or desired for each committee when filling upcoming positions on committees.
- 7.2.2 The Governance and Nominating Committee shall review expressions of interest received by Registrants or other persons interested in serving as a committee member, chair or vice-chair of a committee (other than for the Governance and Nominating Committee and the Executive Committee) and any other candidates identified by the Governance and Nominating Committee to (a) verify that each candidate satisfies the eligibility criteria prescribed in Section 7.3, and (b) assess whether each candidate has skills, expertise and diversity that will meet the needs of the applicable committee as identified by the Governance and Nominating Committee pursuant to Section 7.2.1. To support the Governance and Nominating Committee in its deliberations, the Governance and Nominating Committee may interview short-listed candidates.
- 7.2.3 The Governance and Nominating Committee shall propose nominees for committee members, chairs and vice-chairs to be submitted to the Board for appointment as needed for each committee (other than for the Governance and Nominating Committee and the Executive Committee), but no less than annually. The Governance and Nominating Committee shall only propose nominees who (a) satisfy the eligibility criteria prescribed in Section 7.3, and (b) have skills, expertise and diversity that will meet the needs of the applicable committee as identified by the Governance and Nominating Committee pursuant to Section 7.2.1.
- 7.2.4 The Board may appoint to a committee a person who is not a Registrant or a Director.
- 7.2.5 This Section 7.2 does not apply to filling positions on the Governance and Nominating Committee or the Executive Committee.

7.3 Eligibility of Committee Members

- 7.3.1 To be eligible to be appointed to a committee, a Registrant or other person (other than a Public Director), on the date of the appointment:
- (a) in the case of a Registrant, has their Business Address (if any) in Ontario and resides in Ontario;
 - (b) in the case of a Registrant, is not in default of payment of any fees payable to the College;
 - (c) in the case of a Registrant, is not a director or officer of the Ontario Medical Association, the Canadian Medical Protective Association, the Canadian Medical Association, the Coalition of Family Physicians and Specialists of Ontario or the Ontario Specialists Association;
 - (d) is not a Relative of an employee of the College;
 - (e) is not, and has never been, a party to civil litigation or arbitration adverse in interest against the College, the Board, a committee, a Director or a College

officer, employee or agent, provided that the litigation or arbitration against a College employee or agent relates to the College or their role as an employee or agent of the College;

- (f) in the case of a Registrant, holds a certificate of registration that has never been revoked or suspended, other than an ~~administrative suspension~~Administrative Suspension more than six years before the date of the appointment;
- (g) in the case of a Registrant, holds a certificate of registration that is not subject to a term, condition or limitation other than one prescribed by a regulation made under the Act or the Medicine Act or imposed by the Registration Committee pursuant to a College registration policy;
- (h) in the case of a Registrant, has not been found to have committed an act of professional misconduct or to be incompetent by a panel of the Ontario Physicians and Surgeons Discipline Tribunal or found to be ~~an~~incapacitated Registrant by a panel of the Fitness to Practise Committee, unless the notation of such finding has been removed from the Register pursuant to section 23(11) of the Code;
- (i) in the case of a Registrant, is not the subject of any disciplinary or incapacity proceeding;
- (j) in the case of a Registrant, is not subject to an outstanding interim order by the ICRC under the Code;
- (k) in the case of a Registrant, has not been required by the ICRC to complete a SCERP within five years before the date of the appointment;
- (l) in the case of a Registrant, has not been required to appear before a panel of the ICRC to be cautioned within five years before the date of the appointment;
- (m) has no findings of guilt (unless a pardon was granted or a record suspension was ordered in respect of the findings) or outstanding charges made against the Registrant under the Health Insurance Act, the Criminal Code or the Controlled Drugs and Substances Act or under any comparable legislation or criminal laws of another jurisdiction;
- (n) in the case of a Registrant, is in compliance with all continuing professional development required by the Medicine Act;
- (o) is not an undischarged bankrupt;
- (p) is not a person who has been found to be incapable of managing property under the Substitute Decisions Act or under the Mental Health Act;
- (q) is not a person who has been declared incapable by any court in Canada or elsewhere; and

- (r) is not ineligible for such appointment under Section 7.6.6 or Section 7.6.7.

7.4 Rescission of Committee Appointment

- 7.4.1 The Board may rescind the appointment of a committee member prior to the expiry of the appointment at any time upon recommendation from the Governance and Nominating Committee. This Section 7.4.1 does not apply to members of the Governance and Nominating Committee, the Executive Committee, or individuals who are committee members by virtue of the office they hold.

7.5 Disqualification of Members from Committees

- 7.5.1 A committee member (other than a Public Director) is automatically disqualified from sitting on the committee if the committee member:
- (a) in the case of a Registrant, ceases to have their Business Address (if any) in Ontario or ceases to reside in Ontario;
 - (b) becomes a director or officer of the Ontario Medical Association, the Canadian Medical Protective Association, the Canadian Medical Association, the Coalition of Family Physicians and Specialists of Ontario or the Ontario Specialists Association;
 - (c) becomes a Relative of an employee of the College;
 - (d) becomes a party to civil litigation or arbitration adverse in interest against the College, the Board, a committee, a Director or a College officer, employee or agent, provided that the litigation or arbitration against a College employee or agent relates to the College or their role as an employee or agent of the College;
 - (e) in the case of a Registrant, has had their certificate of registration revoked or suspended, including an ~~administrative suspension~~Administrative Suspension;
 - (f) in the case of a Registrant, ~~ceases to hold ahas one or more terms, conditions and limitations imposed on their~~ certificate of registration ~~that is not subject to a term, condition or limitation~~ other than one prescribed in any regulation made under the Act or the Medicine Act or imposed by the Registration Committee pursuant to a College registration policy;
 - (g) in the case of a Registrant, is found to have committed an act of professional misconduct or is found to be incompetent by a panel of the Ontario Physicians and Surgeons Discipline Tribunal;
 - (h) in the case of a Registrant, is found to be ~~an~~ incapacitated ~~Registrant~~ by a panel of the Fitness to Practise Committee;
 - (i) in the case of a Registrant, becomes the subject of any disciplinary or incapacity proceeding;

- (j) in the case of a Registrant, becomes subject to an interim order by the ICRC under the Code;
- (k) in the case of a Registrant, is required by the ICRC to complete a SCERP;
- (l) in the case of a Registrant, is required to appear before a panel of the ICRC to be cautioned;
- (m) is charged with an offence under the Health Insurance Act, the Criminal Code or the Controlled Drugs and Substances Act or under any comparable legislation or criminal laws of another jurisdiction;
- (n) is found guilty of an offence under the Health Insurance Act, the Criminal Code or the Controlled Drugs and Substances Act or under any comparable legislation or criminal laws of another jurisdiction;
- (o) in the case of a Registrant, is not in compliance with all continuing professional development required by the Medicine Act;
- (p) becomes an undischarged bankrupt;
- (q) is found to be incapable of managing property under the Substitute Decisions Act or under the Mental Health Act; or
- (r) is declared incapable by any court in Canada or elsewhere.

7.5.2 A committee member (other than a Public Director) may be disqualified from sitting on the committee if the committee member:

- (a) fails to attend three consecutive meetings of the committee;
- (b) fails to attend all or part of a hearing for which the committee member has been selected;
- (c) in the case of a Registrant, is in default of payment of any fee payable to the College for more than 30 days;
- (d) fails, in the opinion of the Board, to discharge the committee member's duties to the College, including having acted in a Conflict of Interest or otherwise in breach of a College By-law, the Act, or the College's governance policies; or
- (e) did not satisfy one or more of the criteria for eligibility prescribed in Section 7.3 at the date of appointment to the committee, and the committee member did not disclose same to the College or the committee member was untruthful or misled the College about same.

7.5.3 A committee member (including a Public Director) shall immediately notify the Registrar in writing if any of the criteria for disqualification prescribed in Section 7.5.1 or Section 7.5.2 arise regarding that committee member.

- 7.5.4 The chair or vice-chair of a committee shall advise the Registrar in writing if they believe that a committee member (including a Public Director) meets one or more of the criteria for disqualification prescribed in Section 7.5.1 or Section 7.5.2.
- 7.5.5 If the Registrar receives information in writing that suggests a committee member (other than a Public Director) meets any of the criteria for disqualification prescribed in Section 7.5.1 or Section 7.5.2, the Registrar shall report the matter to the Executive Committee.
- 7.5.6 If the Executive Committee receives information pursuant to Section 7.5.5 that suggests a committee member (other than a Public Director) meets any of the criteria for disqualification prescribed in Section 7.5.1, the Executive Committee shall notify such committee member and the chair of the applicable committee that such committee member has been disqualified from the committee.
- 7.5.7 If the Executive Committee believes that a committee member (other than a Public Director) meets any of the criteria for disqualification prescribed in Section 7.5.2, the Executive Committee shall notify such committee member (the “**Subject Committee Member**”) of the nature of the concern and provide the Subject Committee Member a reasonable opportunity to respond to the concern before making a decision to refer the matter to the Board.
- 7.5.8 If the Executive Committee decides that the matter warrants the Board’s consideration, the Executive Committee shall place the matter on the agenda of the Board’s next meeting, or the [Board](#) Chair shall call a special Board meeting for the purpose of determining whether the Subject Committee Member meets any of the criteria for disqualification prescribed in Section 7.5.2. The Registrar shall advise the Subject Committee Member of the date of the meeting and that the Subject Committee Member may make written or oral submissions to the Board at the meeting.
- 7.5.9 Disqualification of a committee member (other than a Public Director) pursuant to the disqualification criteria prescribed in Section 7.5.2 shall be decided by a simple majority of the votes cast at the meeting by the Directors in attendance.
- 7.5.10 A committee member who is disqualified ceases to be a member of the committee.
- 7.5.11 A Director who is disqualified from sitting on the Board is thereby disqualified from sitting on each committee of which the Director is a member.
- 7.5.12 If any of the criteria for disqualification prescribed in Section 7.5.1 or Section 7.5.2 occur with respect to a member of a committee who is a Public Director, the College may report this to the Ministry of Health and may request that the Public Director’s appointment to the Board be revoked.

7.6 Committee Member Terms

- 7.6.1 The term of office of a committee member starts when the committee member is appointed or at such later time as the Board specifies in the appointment.

- 7.6.2 Except as provided in Section 7.6.3, the term of office of a committee member automatically expires at the third Annual Organizational Meeting of the Board which occurs after the appointment or at such earlier time as the Board specifies in the appointment.
- 7.6.3 The term of office of each member of the Governance and Nominating Committee and the Executive Committee automatically expires at the Annual Organizational Meeting of the Board which occurs next after the appointment.
- 7.6.4 If one or more vacancies occur in the membership of a committee, the committee members remaining in office constitute the committee so long as their number is not fewer than the quorum prescribed by law or in the By-laws.
- 7.6.5 The Executive Committee may and, if necessary for a committee to achieve its quorum shall, make appointments to fill any vacancies which occur in the membership of a committee.
- 7.6.6 Subject to Section 7.6.8, a person is not eligible for appointment to a committee if a person has been a member of such committee for a total of nine years or more, whether consecutively or non-consecutively.
- 7.6.7 Subject to Section 7.6.8:
- (a) a Registrant is not eligible for appointment to a committee if the Registrant has been a Director or a member of any one or more committees for a total of 18 years or more, whether consecutively or non-consecutively; and
 - (b) a person who is not a Registrant is not eligible for appointment to a committee if the person has been a member of any one or more committees for a total of 18 years or more, whether consecutively or non-consecutively.

For greater certainty, for purposes of calculating the 18-year total in Section 7.6.7, any period of time spent on the Board and/or one or more committees concurrently counts as one period of time, and is not counted separately for the Board and each committee.

- 7.6.8 **Exceptional Circumstances.** Despite Sections 7.3.1(r)¹, 7.6.6 and 7.6.7, the Board, if it determines it is necessary to do so due to exceptional circumstances, may appoint a person to a committee for additional one-year terms, but not to exceed two years in total.

7.7 Committee Meetings

- 7.7.1 Section 7.7 does not apply to a proceeding of a committee or a panel of a committee that is held for the purpose of conducting a hearing.
- 7.7.2 All committee meetings shall be conducted in accordance with the By-laws and the terms of reference, if any, established by the applicable committee, and the Code as may be applicable.

- 7.7.3 Each committee shall meet from time to time at the direction of the Board or the Executive Committee or the call of the chair of the committee at a place in Ontario, and the date and time are to be designated by the chair of the committee.
- 7.7.4 Committee members shall be provided with notice of all regular meetings through a periodic committee meeting schedule provided to each committee member. Notice shall be provided to committee members for any additional committee meetings as far in advance of the meeting as is practical.
- 7.7.5 Unless otherwise required by law or in the By-laws, a majority of the members of a committee constitutes a quorum.
- 7.7.6 The chair of a committee or the chair's appointee for the purpose shall be the presiding officer for meetings of the committee or panel as appropriate.
- 7.7.7 Every question or motion which comes before a committee may be decided by a majority of the votes cast at the meeting and, if there is an equality of votes on a question or motion, the question or motion shall be deemed to have been defeated.
- 7.7.8 A meeting of a committee or of a panel of a committee that is held for any purpose other than conducting a hearing may, in the discretion of the chair of the committee, be held in any manner, including by telephonic or electronic means, that allows all the persons participating to communicate with each other simultaneously and instantaneously. The meeting may only be held by telephonic or electronic means if the presiding officer is satisfied that the proceedings may proceed with adequate security and confidentiality.
- 7.7.9 The presiding officer is responsible for the recording of the deliberations at every meeting of a committee and meeting of a panel of a committee. The presiding officer may vote on any question or motion which comes before the committee unless the presiding officer has a Conflict of Interest in connection with such question or motion.
- 7.7.10 The written record of the proceedings and deliberations at a committee meeting (other than a meeting of a panel of a committee) when accepted at a subsequent committee meeting, subject to any corrections made at such subsequent meeting, is conclusive proof that the written record accurately reflects the proceedings and deliberations at the committee meeting. A committee member's absence from the meeting for which the record of proceedings are being approved does not prevent the committee member from participating in their correction or approval.
- 7.7.11 The written record of the proceedings and deliberations of a meeting of a panel of a committee for any purposes other than conducting a hearing, when signed by the persons purporting to be the presiding and recording officers thereof, is conclusive proof that the written record accurately reflects the proceedings and deliberations of the panel of the committee.

ARTICLE 8 STATUTORY COMMITTEES

8.1 Statutory Committees

8.1.1 The Code provides that the College shall have the following committees:

- (a) Executive Committee;
- (b) Registration Committee;
- (c) Inquiries, Complaints and Reports Committee;
- (d) Discipline Committee;
- (e) Fitness to Practise Committee;
- (f) Quality Assurance Committee; and
- (g) Patient Relations Committee.

8.1.2 Subject to the Code and the By-laws, statutory committees, standing committees and any special committees may establish their own terms of reference and rules of procedures.

8.2 Executive Committee

8.2.1 The Executive Committee shall be composed of the following six members:

- (a) the Board Chair and the Board Vice-Chair;
- (b) the past Board Chair, subject to Section 8.2.1(c); and
- (c) three, or if the past Board Chair is unwilling or unable to serve on the Executive Committee, four Directors (each, an “**Executive Member Representative**”).

A minimum of two members of the Executive Committee (regardless of their position on the Executive Committee) shall be Physician Directors. A minimum of two members of the Executive Committee (regardless of their position on the Executive Committee) shall be Public Directors.

Amendment Not in Force

On a date to be determined by the Board, this Section 8.2.1 is deleted and replaced with the following Section 8.2.1:

8.2.1 The Executive Committee shall be composed of the following six members:

- (a) the Board Chair;
- (b) the Board Vice-Chair; and
- (c) four Directors (each, an “**Executive Member Representative**”).

A minimum of three members of the Executive Committee (regardless of their position on the Executive Committee) shall be Physician Directors. A minimum of two members of the Executive Committee (regardless of their position on the Executive Committee) shall be Public Directors.

- 8.2.2 The Board shall annually appoint the Executive Member Representatives to the Executive Committee. The nominees for the Executive Member Representatives shall be determined in accordance with the following:
- (a) if one or both of the Board Chair-elect and the past Board Chair-to-be are not Physician Directors, or the then current Board Chair is unwilling or unable to serve on the Executive Committee as the past Board Chair in the following year, the Board shall hold an election of nominees for the remaining number of Physician Directors required in order to have a minimum of two Physician Directors on the Executive Committee, as prescribed by Section 8.2.1;
 - (b) if one or both of the Board Chair-elect and the past Board Chair-to-be are not Public Directors, or the then current Board Chair is unwilling or unable to serve on the Executive Committee as the past Board Chair in the following year, the Board shall hold an election of nominees for the remaining number of Public Directors required in order to have a minimum of two Public Directors on the Executive Committee, as prescribed by Section 8.2.1;
 - (c) the Board shall then hold an election of nominees for the number of unfilled Executive Member Representative positions. The nominees for this election may be Physician Directors and/or Public Directors;
 - (d) all of the elections contemplated under this Section 8.2.2 shall be in accordance with the procedure set out in Section 6.2.10; and
 - (e) following such elections, the Board shall consider a motion to appoint the successful nominees to serve as the Executive Member Representatives starting upon the adjournment of the next Annual Organizational Meeting (or if appointed at an Annual Organizational Meeting, starting upon the adjournment of such meeting) until the following Annual Organizational Meeting.

Amendment Not in Force

On a date to be determined by the Board, this Section 8.2.2 is deleted and replaced with the following Section 8.2.2:

- 8.2.2 The Board shall annually appoint the Executive Member Representatives to the Executive Committee starting upon the adjournment of the next Annual Organizational Meeting (or if appointed at an Annual Organizational Meeting, starting upon the adjournment of such meeting) until the following Annual Organizational Meeting. The nominees for the Executive Member Representatives shall be determined by the Governance and Nominating Committee in accordance with the following:

- (a) at the direction of the Governance and Nominating Committee, the Registrar shall invite all Directors to submit an expression of interest if interested to serve as an Executive Member Representative;
- (b) the Governance and Nominating Committee may also identify and solicit Directors to submit expressions of interest to serve as an Executive Member Representative;
- (c) the Registrar shall specify the deadline by which expressions of interest must be received by the Registrar. The Registrar shall forward all expressions of interest received by the deadline to the chair of the Governance and Nominating Committee for consideration;
- (d) the Governance and Nominating Committee shall identify the skills, expertise and diversity based on the Board Profile that are needed or desired when filling upcoming positions Executive Member Representative positions;
- (e) the Governance and Nominating Committee shall review all expressions of interest received by the deadline to assess whether each candidate has skills, expertise and diversity identified by the Governance and Nominating Committee as needed or desired for the Executive Committee pursuant to Section 8.2.2(d). To support the Governance and Nominating Committee in its deliberations, the Governance and Nominating Committee may interview short-listed candidates; and
- (f) the Governance and Nominating Committee shall propose nominees for each Executive Member Representative positions who have skills, expertise and diversity that were identified by the Governance and Nominating Committee as needed or desired for the Executive Committee pursuant to Section 8.2.2(d), and submit the proposed nominees to the Board for appointment.

8.2.3 The Board Chair is the chair of the Executive Committee. The Board Vice-Chair is the vice-chair of the Executive Committee.

8.2.4 In addition to the duties of the Executive Committee set out in section 12(1) of the Code and Section 8.3.1, the Executive Committee shall:

- (a) review the performance of the Registrar and shall set the compensation of the Registrar; and
- (b) oversee and assist College staff with the development and delivery of major communications, government relations, and outreach initiatives to the profession, the public and other stakeholders, consistent with the College's strategic plan.

Amendment Not in Force

~~On a date to be determined by the Board, Section 8.2.4 is amended by adding the following as Section 8.2.4(c):~~

~~(c) engage in a process, in accordance with Section 9.3.3, to identify and approve nominations for the positions (other than the Vice-Chair) on the Governance and Nominating Committee and submit the nominations to the Board for election.~~

8.2.5 In order to fulfill its duties under Section 8.2.4(a), the Executive Committee shall:

- (a) consult with the Board in respect of the performance of the Registrar and with respect to setting performance objectives in accordance with a process approved from time to time by the Board;
- (b) ensure that the appointment and re-appointment of the Registrar are approved by the Board; and
- (c) approve a written agreement setting out the terms of employment of the Registrar.

8.3 Executive Delegation

8.3.1 Unless otherwise required by law or in the By-laws, the Executive Committee may exercise all the powers and duties of the Board with respect to any matter that, in the opinion of the Executive Committee, requires attention between meetings of the Board.

8.3.2 The Executive Committee shall not exercise the powers or duties of the Board under Sections 6.1.4(b), 6.1.5 and 14.5.1.

8.4 Registration Committee

8.4.1 The Registration Committee shall be composed of Registrants and Public Directors. The number of members on the Registration Committee shall be determined by the Board annually to meet the needs of the Registration Committee.

8.5 Inquiries, Complaints and Reports Committee

8.5.1 The Inquiries, Complaints and Reports Committee (“**ICRC**”) shall be composed of Registrants and Public Directors. The number of members on the ICRC shall be determined by the Board annually to meet the needs of the ICRC.

8.6 Fitness to Practise Committee

8.6.1 The Fitness to Practise Committee shall be composed of Registrants, Public Directors and individuals with previous experience as adjudicators. The number of members on the Fitness to Practise Committee shall be determined by the Board annually to meet the needs of the Fitness to Practise Committee.

8.7 Patient Relations Committee

- 8.7.1 The Patient Relations Committee shall be composed of the following:
- (a) no fewer than two and no more than four Registrants who are not currently Directors or current members of other committees; and
 - (b) one or two members of the public who are not Registrants and who are not currently Public Directors.

8.8 Quality Assurance Committee

- 8.8.1 The Quality Assurance Committee shall be composed of Registrants and may, but need not, include Public Directors. The number of members on the Quality Assurance Committee shall be determined by the Board annually to meet the needs of the Quality Assurance Committee.
- 8.8.2 A panel of three members of the Quality Assurance Committee appointed by the chair of the Quality Assurance Committee is a quorum and may discharge the duties and exercise the authority of the Quality Assurance Committee.

8.9 Discipline Committee (Tribunal)

- 8.9.1 The Discipline Committee shall be known as the Ontario Physicians and Surgeons Discipline Tribunal (OPSDT) in English and Tribunal de discipline des Médecins et chirurgiens de l'Ontario (TDMCO) in French, and each reference to the Ontario Physicians and Surgeons Discipline Tribunal or the Tribunal de discipline des Médecins et chirurgiens de l'Ontario, whether orally or in writing, shall be deemed to be a reference to the Discipline Committee of the College as specified in the Code and the Medicine Act, and any other legislation or policy where the context requires. For ease of reference, the Ontario Physicians and Surgeons Discipline Tribunal is referred to in this General By-law by its English name or acronym, and all references to the English name or acronym shall be deemed to equally refer to or apply to its French name or acronym, respectively.
- 8.9.2 The Ontario Physicians and Surgeons Discipline Tribunal shall be composed of Physician Directors, Public Directors and individuals with previous experience as adjudicators, and may, but need not include, Registrants who are not Directors. The number of members on the Ontario Physicians and Surgeons Discipline Tribunal shall be determined by the Board annually to meet the needs of the Ontario Physicians and Surgeons Discipline Tribunal.

8.10 Summonses

- 8.10.1 Any member of the OPSDT or Fitness to Practise Committee may sign summonses issued under subsection 12(1) of the *Statutory Powers Procedure Act*.

ARTICLE 9 STANDING COMMITTEES

9.1 Establishment

- 9.1.1 The following committees are the standing committees:

- (a) Finance and Audit Committee;
- (b) Governance and Nominating Committee; and
- (c) Premises Inspection Committee.

9.2 Finance and Audit Committee

9.2.1 The Finance and Audit Committee shall be composed of Registrants and Public Directors, in accordance with the terms of reference of the Finance and Audit Committee.

Amendment Not in Force

On a date to determined by the Board, this Section 9.2.1 is deleted and replaced with the following as Section 9.2.1:

9.2.1 The Finance and Audit Committee shall be composed of a minimum of five members, including the following:

- (a) the Board Chair; and
- (b) four Directors.

A minimum of two members of the Finance and Audit Committee (regardless of their position on the Finance and Audit Committee) shall be Physician Directors. A minimum of two members of the Finance and Audit Committee (regardless of their position on the Finance and Audit Committee) shall be Public Directors. The number of members on the Finance and Audit Committee shall be determined by the Board annually to meet the needs of the Finance and Audit Committee.

9.2.2 The Finance and Audit Committee shall review and report to the Board regarding the financial affairs and position of the College.

9.2.3 In order to fulfil its duty under Section 9.2.2, the Finance and Audit Committee shall:

- (a) meet with the Auditor each year:
 - (i) before the audit to review the timing and extent of the audit and to bring to the attention of the Auditor any matters to which it considers the Auditor should pay attention; and
 - (ii) as shortly before the Annual Financial Meeting as practical in order to review and discuss with the Auditor the financial statements, the Auditor's report and the management letter;
- (b) review the draft budget before it is presented to the Executive Committee, and report to the Executive Committee and the Board arising from its review of:
 - (i) the assumptions in the draft budget;

- (ii) the steps taken to maximize efficiency and minimize cost in relation to the quality of goods and level of service; and
 - (iii) any other issue which the Finance and Audit Committee considers may affect the financial affairs and position of the College; and
- (c) review from time to time:
- (i) the expenditures of the College in relation to the budget;
 - (ii) the performance and administration of the College's pension plans;
 - (iii) the investment strategies and performance of the College's non-pension investments; and
 - (iv) the security of the College's assets generally.

9.3 Governance and Nominating Committee

9.3.1 The Governance and Nominating Committee shall be composed of the following persons:

- (a) the Board Chair, the Board Vice-Chair, and a past Board Chair;
- (b) one Physician Director who is not a member of the Executive Committee; and
- (c) two Public Directors who are not members of the Executive Committee.

9.3.2 A past Board Chair shall chair the Governance and Nominating Committee.

9.3.3 The nominees for the positions (other than the Board Chair, Board Vice-Chair and a past Board Chair) on the Governance and Nominating Committee shall be determined in accordance with the following:

- (a) at the direction of the Executive Committee, the Registrar shall invite all Directors to submit an expression of interest by the deadline specified by the Registrar if interested to serve on the Governance and Nominating Committee; and
- (b) the Executive Committee shall forward the names of the Directors who have submitted an expression of interest to serve on the Governance and Nominating Committee as nominees to the Board for election.

9.3.4 The procedure for election of the members of the Governance and Nominating Committee shall be in accordance with Section 6.2.10.

9.3.5 The Board shall annually appoint to the Governance and Nominating Committee the Board Chair, the Board Vice-Chair, a past Board Chair and the members elected by the Board starting upon the adjournment of the next Annual Organizational Meeting (or if appointed at an Annual Organizational Meeting,

starting upon the adjournment of such meeting) until the following Annual Organizational Meeting.

9.3-39.3.6 The Governance and Nominating Committee shall:

- (a) monitor the governance process adopted by the Board and report annually to the Board on the extent to which the governance process is being followed;
- (b) consider and, if considered advisable, recommend to the Board changes to the governance process;
- (c) ensure nominations for the office of the Board Chair and the Board Vice-Chair;
- (d) identify and approve nominations for committee members, chairs and vice-chairs, other than for the Executive Committee, and submit the nominations to the Board for appointment; and
- (e) make recommendations to the Board regarding any other officers, officials or other people acting on behalf of the College.

Amendment Not in Force

On a date to be determined by the Board, this Section 9.3 is deleted and replaced with the following Section 9.3:

9.3 Governance and Nominating Committee

9.3.1 The Governance and Nominating Committee shall be composed of a minimum of five persons, including the following:

- (a) the Board Vice-Chair;
- (b) two Physician Directors who are not members of the Executive Committee; and
- (c) two Public Directors who are not members of the Executive Committee.

9.3.2 The Governance and Nominating Committee may engage consultants with expertise relating to corporate governance, professional regulation or any other area of expertise as the Governance and Nominating Committee deems appropriate to advise the Governance and Nominating Committee with performing its mandate.

9.3.3 The nominees for the positions (other than the Board Vice-Chair) on the Governance and Nominating Committee shall be determined ~~by the Executive Committee~~ in accordance with the following:

- (a) at the direction of the Executive Committee, the Registrar shall invite all Directors to submit an expression of interest by the deadline specified by

the Registrar if interested to serve on the Governance and Nominating Committee; and

- ~~(b) the Executive Committee may also identify and solicit shall forward the names of the Directors to submit expressions who have submitted an expression of interest to serve on the Governance and Nominating Committee;~~
- ~~(c) the Registrar shall specify the deadline by which expressions of interest must be received by the Registrar. The Registrar shall forward all expressions of interest received by the deadline to the Chair for consideration;~~
- ~~(d) the Executive Committee shall identify the skills, expertise and diversity based on the Board Profile that are needed or desired when filling upcoming positions on the Governance and Nominating Committee;~~
- ~~(e) the Executive Committee shall review all expressions of interest received by the deadline to assess whether each candidate has skills, expertise and diversity identified by the Executive Committee as needed or desired for the Governance and Nominating Committee pursuant to Section 9.3.2(d). To support the Executive Committee in its deliberations, the Executive Committee may interview short-listed candidates; and~~
- ~~(f)(b) the Executive Committee shall propose nominees for the positions on the Governance and Nominating Committee (other than the Vice-Chair) who have skills, expertise and diversity that were identified by the Executive Committee as needed or desired for the Governance and Nominating Committee pursuant to Section 9.3.2(d) and submit the proposed nominees to the Board for election.~~

9.3.4 The procedure for election of the members of the Governance and Nominating Committee shall be in accordance with Section 6.2.10.

9.3.5 The Board shall annually appoint to the Governance and Nominating Committee the Board Vice-Chair and the members elected by the Board ~~pursuant to Section 9.3.3~~ starting upon the adjournment of the next Annual Organizational Meeting (or if appointed at an Annual Organizational Meeting, starting upon the adjournment of such meeting) until the following Annual Organizational Meeting.

9.3.56 The Board Vice-Chair shall chair the Governance and Nominating Committee.

9.3.67 The Governance and Nominating Committee shall:

- (a) monitor the governance process adopted by the Board and report annually to the Board on the extent to which the governance process is being followed;
- (b) consider and, if considered advisable, recommend to the Board changes to the governance process;

- (c) annually assess the Board profile of skills, expertise and diversity of incumbent Directors and identify the skills, expertise and diversity that are desired when filling vacancies on the Board, in the offices of the Board Chair and Board Vice-Chair and in the Executive Member Representative positions;
- (d) engage in a process, in accordance with Section 3.3, to approve a slate of nominees and submit the slate of nominees to the Board for election as Elected Directors;
- (e) engage in a process, in accordance with Section 4.1, to propose nominees for Academic Directors and submit the nominations to the Board for appointment;
- (f) engage in a process, in accordance with Section 5.1.2, to propose nominees for each of the Board Chair and Board Vice-Chair positions and submit the nominations to the Board for election;
- (g) engage in a process, in accordance with Section 8.2.2, to propose nominees for the Executive Member Representative positions and submit the nominations to the Board for appointment;
- (h) engage in a process, in accordance with Section 7.2, to identify and propose nominees for committee members, chairs and vice-chairs, and submit the nominations to the Board for appointment; and
- ~~(i) — make recommendations to the Board regarding any other officers, officials or other people acting on behalf of the College.~~
- ~~(j)(i) 9.3.7 — The procedure for election of the members of the Governance and Nominating Committee shall be in accordance with Section 6.2.10.~~

9.4 Premises Inspection Committee

- 9.4.1 The Premises Inspection Committee shall be composed of Registrants and may, but need not, include Public Directors. The number of members on the Premises Inspection Committee shall be determined by the Board annually to meet the needs of the Out-of-Hospital Premises Inspection Program.
- 9.4.2 The Premises Inspection Committee shall administer and govern the College's premises inspection program in accordance with Part XI of Ontario Regulation 114/94 under the Medicine Act, and its duties shall include, but not be limited to:
 - (a) ensuring appropriate individuals are appointed to perform inspections or re-inspections as authorized by Ontario Regulation 114/94 under the Medicine Act;
 - (b) ensuring adequate inspections and re-inspections are undertaken and completed in a timely way using appropriate tools and mechanisms;

- (c) reviewing premises inspection reports and other material referred to in Ontario Regulation 114/94 [under the Medicine Act](#) and determining whether premises pass, pass with conditions or fail an inspection;
 - (d) specifying the conditions that shall attach to each “pass with conditions”;
 - (e) delivering written reports as prescribed under Ontario Regulation 114/94 [under the Medicine Act](#); and
 - (f) establishing or approving costs of inspections and re-inspections and ensuring the Registrant or Registrants performing the procedures on the premises are invoiced for those costs.
- 9.4.3 A panel of three members of the Premises Inspection Committee appointed by the chair of the Premises Inspection Committee is a quorum, and may discharge the duties and exercise the authority of the Premises Inspection Committee.

PART 4. CONFLICT OF INTEREST

ARTICLE 10 CONFLICT OF INTEREST

10.1 Definition of Conflict of Interest

- 10.1.1 A Conflict of Interest means any real or perceived, actual or potential, direct or indirect situation in which a Director or committee member has a personal or financial interest, a relationship or affiliation that affects, or a reasonable person would conclude that such interest, relationship or affiliation may affect, the Director’s or committee member’s judgment or ability to discharge their duties and responsibilities to the College, the Board or a committee, as the case may be.
- 10.1.2 If a Director or committee member has a Conflict of Interest, the Director or committee member shall:
- (a) disclose the conflict;
 - (b) not participate in the discussion of the matter;
 - (c) absent themselves from that portion of the meeting when the Board or committee, as the case may be, is discussing the matter; and
 - (d) not vote on the matter, attempt to influence the vote or decision on the matter, or do anything that might reasonably be perceived as an attempt to influence other Directors or committee members, as the case may be, or the vote or the decision relating to the matter.
- 10.1.3 Without limiting the generality of Section 10.1.2, a Director who has or may have a Conflict of Interest in connection with Board business shall consult with the Registrar and disclose the Conflict of Interest at the earliest opportunity, and in any case before the Board considers the matter to which the Conflict of Interest relates.

If there is any doubt as to whether a Conflict of Interest exists, the Director shall declare it to the Board and accept the Board's decision as to whether a Conflict of Interest exists.

- 10.1.4 Without limiting the generality of Section 10.1.2, a member of a committee who has or may have a Conflict of Interest in connection with a matter before the committee shall consult with the appropriate committee support representative, or in the case of an adjudicative committee (including, for greater certainty, OPSDT and the Fitness to Practise Committee), with the OPSDT Office. The committee member shall disclose the Conflict of Interest at the earliest opportunity, and in any case before the committee considers the matter to which the Conflict of Interest relates. The committee member shall accept the direction of the chair of the committee as to whether there is a Conflict of Interest and any steps the chair takes or requires to resolve the Conflict of Interest. If the chair of a committee has or may have a Conflict of Interest, the chair shall accept the direction of the Executive Committee as to whether there is a Conflict of Interest and any steps the Executive Committee takes or requires to resolve the Conflict of Interest.
- 10.1.5 Declarations of Conflict of Interest shall be recorded in the written record of proceedings of the applicable meeting.
- 10.1.6 All Directors and committee members shall comply with the Conflicts of Interest Policy of the College and the Impartiality in Decision Making Policy of the College.

PART 5. DECLARED EMERGENCY

ARTICLE 11 EMERGENCIES

11.1 Declaring an Emergency

- 11.1.1 A declared emergency shall occur in any of the following circumstances:
- (a) the Executive Committee has, by a motion decided by a simple majority vote of the votes cast at the meeting by the members of the Executive Committee in attendance, declared there to be an emergency; or
 - (b) the Registrar has declared there to be an emergency provided that the Registrar may only do so if there has been a declared emergency under the *Emergency Management and Civil Protection Act*, R.S.O. 1990, c. E.9 anywhere in the Province of Ontario and the Executive Committee is unable to meet within 24 hours of such declaration.

11.1.2 For greater certainty, a declared emergency under this Article 11 does not constitute emergency circumstances for purposes of initiating registrations under the Emergency Circumstances Practice class of certificates of registration contemplated in Ontario Regulation 865/93 under the Medicine Act. For further certainty, a determination by the Board or the Minister of Health that emergency circumstances exist for purposes of initiating registrations under the Emergency Circumstances Practice class of certificates of registration contemplated in Ontario Regulation 865/93 under the Medicine Act does not constitute a declared emergency under this Article 11.

11.2 Emergency Measures and Limitations

11.2.1 The following provisions shall apply only in the event of a declared emergency: under this Article 11:

- (a) the Registrar or the Executive Committee shall give immediate notice to every Director that a declared emergency exists;
- (b) three members of the Executive Committee, at least one of which shall be a Physician Director and at least one of which shall be a Public Director, shall constitute a quorum, and this Section 11.2.1(b) also applies for the purpose of the Executive Committee declaring an emergency;
- (c) in the event that during the declared emergency there shall be one or more vacancies on the Executive Committee, each such vacancy shall be deemed to be filled by a Director in the following order:
 - (i) if the vacancy is the Board Chair position, the Board Vice-Chair shall become the Board Chair;
 - (ii) if the vacancy is the Board Vice-Chair position, the member of the Executive Committee (other than the Board Chair or past Board Chair, if on the Executive Committee) who has been on the Board the longest shall become the Board Vice-Chair;
 - (iii) except as set out in Sections 11.2.1(c)(i) and (ii), fill each Public Director vacancy with a Public Director (other than a Public Director who is appointed to the Governance and Nominating Committee) based on their seniority on the Board (for greater certainty, length of term);
 - (iv) except as set out in Sections 11.2.1(c)(i) and (ii), fill each Physician Director vacancy with a Physician Director (other than a Physician Director who is appointed to the Governance and Nominating Committee) based on their seniority on the Board (for greater certainty, length of term); and
 - (v) subject to the quorum requirements in Section 11.2.1(b), if a vacancy on the Executive Committee is not able to be filled in accordance with Sections 11.2.1(c)(iii) or (iv), such vacancy may be filled by either a Public Director or a Physician Director, despite Section 8.2.1;
- (d) a position on the Executive Committee may be declared vacant by the other members of the Executive Committee if the Director holding that position on the Executive Committee is considered by the other members of the Executive Committee to be unable to participate in Executive Committee meetings due to a circumstance connected to the declared emergency;

- (e) in the event that an election of Directors is not able to be held, the term of office of the elected Directors shall continue despite Section 3.2 until the first regular meeting of the Board held after the election;
- (f) despite Section 6.2.2 and Section 6.2.3, a Board meeting may be called by the Board Chair or Registrar at any time on such notice as is sufficient for a quorum to be present, and such meeting may consider and deal with any matter that the Board agrees to consider by a simple majority of votes cast by the Directors in attendance at the meeting; and
- (g) the Executive Committee may vary the application of any provision(s) of the By-laws as it determines is necessary to facilitate the proper functioning or operation of the College, the Executive Committee or the Board, or their ability to fulfill their mandate, without the need to amend the By-laws, provided that such variation is not contrary to law and the affected By-laws shall be applied as enacted once the declared emergency is over.

11.2.2 The Executive Committee and the Registrar shall exercise the powers granted to them under this Article 11 only when, and to the extent, necessary in the circumstances.

11.2.3 In the event of a conflict between this Article 11 and any other provisions of the By-laws, the provisions of this Article 11 shall prevail.

11.3 Ceasing Emergency

11.3.1 The declared emergency is not intended to continue indefinitely and should be declared over, as provided in Section 11.3.2, when there is no longer a reasonable basis or rationale for keeping the declared emergency in place. Without limiting the generality of the foregoing, the Executive Committee or the Board should consider ceasing the declared emergency if one or more of the following applies:

- (a) if the emergency declared under the By-laws is related to, or affected by, an emergency declared under the *Emergency Management and Civil Protection Act*, R.S.O. 1990, c. E.9 anywhere in the Province of Ontario, the emergency declared under such Act is terminated; or
- (b) the circumstances leading to the declaration of emergency under the By-laws no longer exist or apply, or are not significantly impeding or negatively affecting, and are not expected to significantly impede or negatively affect, the proper functioning or operation of the College, the Executive Committee or the Board, or their ability to fulfill their mandates.

11.3.2 A declared emergency shall cease when the Executive Committee or the Board declares, by a motion decided by a simple majority vote of the votes cast at the meeting by the members of the Executive Committee or the Directors of the Board, as the case may be, in attendance (including the presiding officer of the meeting), that the emergency is over or the powers set out in this Article 11 are no longer needed.

PART 6. – REMUNERATION AND INDEMNIFICATION

ARTICLE 12 REMUNERATION

12.1 Board and Committee Remuneration

- 12.1.1 In Section 12.1, "**committee**" includes, in addition to committees (as defined in Section 1.1.1), a special committee, task force or other similar body established by the Board or the Executive Committee by resolution.
- 12.1.2 Nothing in Article 12 applies to a Public Director or to an employee of the College.
- 12.1.3 Except as provided in Section 12.2, Physician Directors and members of a committee shall be remunerated for attendance at, and preparation for, meetings to transact College business, at the hourly rate authorized in the budget approved by the Board for the fiscal year for which such remuneration is payable (the "**Hourly Rate**").
- 12.1.4 Physician Directors and members of a committee shall be remunerated for time spent travelling to or from home, or both, in connection with the conduct of Board or committee business at the Hourly Rate.
- 12.1.5 Physician Directors and members of a committee shall be reimbursed for expenses they incur in the conduct of the Board's or committee's business in accordance with the Board and Committee Member Expense Reimbursement Policy as approved by the Board from time to time.
- 12.1.6 No person shall be paid under Section 12.1 or Section 12.2 except in accordance with properly submitted vouchers or receipts.

12.2 Board Chair Remuneration

- 12.2.1 For all College business conducted by the Board Chair that is part of or related to the role of the Board Chair (for greater certainty, including external stakeholder meetings coordinated by the College), Section 12.1.3 does not apply and the College shall pay the Board Chair a stipend in the annual amount authorized in the budget approved by the Board for the fiscal year for which such stipend is payable, or if the Board Chair is unable or unwilling to serve any part of the term as Board Chair, a pro rata amount for the time served.
- 12.2.2 The Board Chair shall be remunerated at the Hourly Rate for College business conducted by the Board Chair that is not part of or related to the role of the Board Chair, including, but not limited to:
 - (a) attendance at and preparation for meetings of, and work resulting from, College advisory or working groups or committees other than the Executive Committee, the Governance and Nominating Committee and the Finance and Audit Committee; and
 - (b) authorized optional activities.

- 12.2.3 For greater certainty, Section 12.1.4 applies to the Board Chair, and amounts payable under Section 12.1.4 are not included in the stipend contemplated in Section 12.2.1 or in the remuneration payable to the Board Chair under Section 12.2.2.

ARTICLE 13 INDEMNIFICATION

13.1 Indemnification

- 13.1.1 Every Director, committee member, employee of the College and their heirs, executors and administrators (each, an “**Indemnified Party**”), and estate and effects, shall from time to time and at all times be indemnified and saved harmless by the College from and against:

- (a) all liabilities, costs, charges and expenses whatsoever that an Indemnified Party sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the Indemnified Party for or in respect of any act, omission, deed, matter or thing whatsoever made, done or permitted by the Indemnified Party in or about the execution or intended execution of the duties of the Indemnified Party’s office with the College; and
- (b) all other liabilities, costs, charges and expenses that the Indemnified Party sustains or incurs in or about or in relation to the Indemnified Party’s office with the College or the affairs of the College,

except such liabilities, costs, charges or expenses as are occasioned by the Indemnified Party’s intentional ~~neglect or~~ default, or dishonest, fraudulent, criminal or malicious acts or deeds.

- 13.1.2 Without limiting the generality of Section 13.1.1, if an employee (including a lawyer who is an employee) of the College is named in civil litigation or, in the case of a lawyer, in a law society proceeding, and the subject matter relates to the employee’s employment by the College, the College shall pay for the employee’s legal representation in the proceedings and any appeal, and shall pay any sum of money the employee or the employee’s estate becomes liable to pay in connection with the matter but, if the court finds that the employee has been ~~intentionally negligent~~ dishonest, fraudulent, malicious or committed a criminal offence, the College shall not be liable for such payment.

PART 7 – BUSINESS AND ORGANIZATIONAL MATTERS

ARTICLE 14 BUSINESS PRACTICES

14.1 Delegation

- 14.1.1 The Registrar may delegate any of the Registrar’s powers or duties to other officers, agents, or employees of the College, subject to Section 14.6.2.

14.2 Fiscal Year

14.2.1 The fiscal year of the College shall be the calendar year, 01 January to 31 December inclusive.

14.3 Banking

14.3.1 The Executive Committee shall appoint one or more banks chartered under the *Bank Act*, S.C. 1991, c. 46 for the use of the College.

14.3.2 All money belonging to the College shall be deposited in the name of the College with one or more of the banks appointed in accordance with Section 14.3.1.

14.4 Investment

14.4.1 Funds of the College that are not immediately required may be invested by an investment dealer selected by, and acting in accordance with criteria or parameters given by, the Finance and Audit Committee, only in the following:

- (a) bonds, debentures or other evidences of indebtedness of, or guaranteed by, the Government of Canada;
- (b) deposit receipts, deposit notes, certificates of deposit, acceptances and other similar instruments issued or endorsed by a bank listed in Schedule I to the *Bank Act*, S.C. 1991, c. 46; or
- (c) investment-grade money market funds previously approved for the purpose by the Finance and Audit Committee.

14.4.2 The Executive Committee may by resolution approve the investment or reinvestment of funds of the College that are not immediately required in any investment which the Executive Committee considers advisable, and two Signing Officers shall implement the decision.

14.5 Borrowing

14.5.1 The Board may by resolution:

- (a) borrow money on the credit of the College, except that a Board resolution is not required for the College to borrow amounts not exceeding \$250,000 in total;
- (b) limit or increase the amount or amounts to be borrowed; and
- (c) secure any present or future borrowing, or any debt, obligation, or liability of the College, by charging, mortgaging, hypothecating or pledging all or any of the real or personal property of the College, whether present or future.

- 14.5.2 The Board or the Executive Committee may by resolution borrow money on behalf of the College for periods of six months or less secured only by investments of the College of the type set out in Section 14.4.1.
- 14.5.3 Two Signing Officers shall sign documents to implement a decision made under Section 14.5.1 or Section 14.5.2.

14.6 Signing of Contracts and Other Documents and Approval of Expenditures

- 14.6.1 The signing officers of the College shall be any of the following (the “**Signing Officers**”): the Registrar, the Chief Operating Officer, the Corporate Controller and the Corporate Accountant.
- 14.6.2 If Signing Officers are not reasonably available, the Registrar or the Chief Operating Officer may delegate signing authority for one or more contracts, agreements, instruments and other similar or related documents, and for authorizations for Obligations, to any College staff person who is an officer (including a deputy or associate Registrar) or director (each, a “**Delegated Signatory**”), such delegation to be in writing and saved in College systems. Despite the foregoing, the Registrar and the Chief Operating Officer may not delegate signing authority for any documents or authorizations contemplated in Section 14.5.3, Section 14.6.7, Section 14.6.10.
- 14.6.3 Contracts, agreements, instruments and other similar or related documents are subject to review by the College Legal Office in accordance with the internal College Agreement and Contract Management Policy.
- 14.6.4 Except as otherwise provided in the By-laws, contracts, agreements, instruments and any other documents requiring signature by the College shall be signed by a Signing Officer or a Delegated Signatory.
- 14.6.5 Goods may be purchased or leased, and services may be obtained, for the benefit of the College in accordance with the By-laws.
- 14.6.6 **Budgeted Expenses:** Contracts, agreements, instruments and any other documents requiring signature by the College, and any other authorization, for expenditures or expenses (for greater certainty, whether for procurement of goods and services or for a non-procurement purpose) (collectively, “**Obligations**”) included or authorized in a budget approved by the Board shall be signed or authorized by a Signing Officer or Delegated Signatory.
- 14.6.7 **Non-Budgeted Expense:** Contracts, agreements, instruments and any other documents requiring signature by the College, and any other authorization, for Obligations not included or authorized in a budget approved by the Board shall be signed or authorized by:
 - (a) a Signing Officer if the total Obligations are equal to or less than \$100,000;

- (b) two of the Registrar, the Chief Operating Officer or the Corporate Controller if the total Obligations are greater than \$100,000 but not greater than \$250,000;
- (c) subject to Section 14.6.8, one of the Registrar, the Chief Operating Officer or the Corporate Controller and one of the Board Chair or Board Vice-Chair if the total Obligations are greater than \$250,000;
- (d) in the case of Obligations that are for legal services, legal advice or representation for the benefit of the College, the Chief Legal Officer (or their delegate) with the concurrence of the Registrar and one of the Board Chair or Board Vice-Chair after conferral with the Finance and Audit Committee; or
- (e) the Executive Committee or the Board, by resolution.

14.6.8 Unless the Board or the Executive Committee directs otherwise by resolution, no Obligation greater than \$250,000 that is not authorized in a budget approved by the Board may be made or committed to, and no contract, agreement, instrument or other document relating to such an Obligation may be entered into, without providing an opportunity for the Finance and Audit Committee to consider the implications of the unbudgeted expenditure and provide a revised budget to the Executive Committee.

14.6.9 The Board may appoint any persons on behalf of the College to sign documents generally or to sign specific documents.

14.6.10 Two Signing Officers shall sign each cheque or authorize each electronic transfer of funds. A Signing Officer shall not sign a cheque or authorize an electronic transfer of funds payable to such Signing Officer.

14.6.11 Despite Section 14.6.4:

- (a) an offer of employment or an agreement for employment with the College (other than for the Registrar), which employment position is authorized by the College budget, shall be signed by the director of the department in which the employee is to be working, the manager responsible for hiring the employee, the director or manager of Human Resources, the Chief Operating Officer or the Registrar; and
- (b) an offer of employment to or an agreement for employment with the College for the Registrar shall be signed on behalf of the College by one of the Board Chair or the Board Vice-Chair.

14.7 Audit

14.7.1 The Auditor shall make such examinations as will enable the Auditor to report to the Board as required by law and under this Section 14.7.

14.7.2 The Auditor has a right of access at all reasonable times to all records, documents, books and accounts of the College and is entitled to require from Directors, officers and employees of the College such information as in the Auditor's opinion is

necessary to enable the Auditor to report as required by law or under this Section 14.7.

- 14.7.3 The Auditor is entitled to attend any meeting of the Board and to be heard at any such meeting that the Auditor attends on any part of the business of the meeting that concerns the Auditor as Auditor.
- 14.7.4 The Auditor shall report:
- (a) in person to the Finance and Audit Committee on the financial statements and related matters as soon as possible after the financial statements are prepared and as far in advance of the Annual Financial Meeting as possible; and
 - (b) to the Board at each Annual Financial Meeting on the financial statements, which shall be submitted to each Annual Financial Meeting, and the Auditor shall state in the report whether, in the Auditor's opinion, the financial statements present fairly, in all material respects, the financial position of the College and the results of its operations for the period under audit in accordance with generally accepted accounting principles.
- 14.7.5 As soon as practical after each Annual Financial Meeting, the College shall, in a publication sent to the Registrants of the College generally, publish the financial statements submitted to such meeting, together with a report from the Auditor on those financial statements indicating whether, in the Auditor's opinion, the financial statements present fairly, in all material respects, the financial position of the College and the results of its operations for the period under audit in accordance with generally accepted accounting principles, and comparing the information in the statement with that of the preceding fiscal year.
- 14.7.6 For the purposes of Sections 14.7.3 and 14.7.4, the Registrar is responsible to send notices of every meeting of the Board to the Auditor.

ARTICLE 15 BY-LAWS

15.1 Making and Amending By-laws

- 15.1.1 By-laws of the College may be made, revoked or amended in the manner contemplated in, and subject to the provisions of, the Code and this By-law.
- 15.1.2 A By-law may be made, revoked or amended by a simple majority of the votes cast at the meeting by the Directors in attendance, except that a By-law may not be made, revoked or amended pursuant to a motion at a regular meeting of the Board pursuant to Section 6.2.3(b)(iv).
- 15.1.3 Subject to the Code, a By-law or an amendment to or a revocation of a By-law passed by the Board has full force and effect from the time the motion was passed, or from such future time as may be specified in the motion.
- 15.1.4 All By-laws, including every amendment and revocation of a By-law, shall be maintained in the College records in the order in which they were passed.

ARTICLE 16 NOT-FOR-PROFIT STATUS

16.1 Not for Profit Status

- 16.1.1 No part of the College's income shall be payable to, or otherwise available for the personal benefit of, any Registrant, provided that this restriction shall not prevent a Registrant from receiving reasonable remuneration, including fees, wages, honoraria and expense reimbursement, for any services provided by such Registrant to or for the benefit of the College.
- 16.1.2 It is further specifically provided that in the event of dissolution or winding up of the College, all of the College's remaining assets after payment of the College's liabilities shall be distributed or disposed of to other not-for-profit or charitable organizations in the province of Ontario which carry on work and activities similar to those of the College and approved by the College.

PART 8 – FEES AND CHARGES

ARTICLE 17 APPLICATION FEES

17.1 Application Fees

- 17.1.1 A person who submits an application for a certificate of registration or authorization shall pay an application fee. The application fees are as follows:
- (a) for a certificate of registration authorizing postgraduate education, 25% of the annual fee specified in Section 18.1.2(a);
 - (b) for a certificate of registration authorizing supervised practice of a short duration, 20% of the annual fee specified in Section 18.1.2(a);
 - (c) for a certificate of registration authorizing temporary independent practice, 25% of the annual fee specified in Section 18.1.2(a);
 - (d) for a certificate of registration authorizing practice as a physician assistant, \$300;
 - (e) for any other certificate of registration, 60% of the annual fee specified in Section 18.1.2(a);
 - (f) for an application for reinstatement of a certificate of registration, 60% of the annual fee specified in Section 18.1.2(a);
 - (g) for a certificate of authorization, \$400;
 - (h) for an application to the Registration Committee for an order directing the Registrar to modify or remove terms, conditions or limitations imposed on the Registrant's certificate of registration by the Registration Committee, 25% of the annual fee specified in Section 18.1.2(a); and
 - (i) if the person:

- (i) meets the registration requirements applicable to the class of certificate of registration applied for, as prescribed in the Registration Regulation, Ontario Regulation 865/93 under the Medicine Act; and
- (ii) requests the College to conduct the initial assessment of the application within three weeks after receipt by the College of the application,

an additional fee equal to 50% of the application fee applicable to such person under Section 17.1.1(a), (b), (c), (d) or (e).

17.1.2 Application fees are due at the time the application is submitted. Application fees are not refundable, either in whole or in part

ARTICLE 18 ANNUAL FEES

18.1 Annual Fees

18.1.1 Every holder of a certificate of registration or authorization, other than a holder of a certificate of registration authorizing supervised practice of a short duration or authorizing postgraduate education for an elective appointment or authorizing temporary independent practice, shall pay an annual fee.

18.1.2 Annual fees as of June 1, 2018, are as follows:

- (a) \$1,725 for a holder of a certificate of registration other than a certificate of registration authorizing postgraduate education, a certificate of registration authorizing supervised practice of a short duration, a certificate of registration authorizing temporary independent practice, or a certificate of registration authorizing practice as a physician assistant;
- (b) for a holder of a certificate of registration authorizing postgraduate education applying to renew the holder's certificate of registration, 20% of the annual fee set out in Section 18.1.2(a);
- (c) for a holder of a certificate of registration authorizing practice as a physician assistant, \$425; and
- (d) despite Sections 18.1.2(a), (b) and (c), where the holder of a certificate of registration will be taking parental leave for a period of four months or longer during the membership year for which the annual fee applies because the holder is pregnant, has recently given birth or will be caring for their newborn or newly adopted child, the annual fee for such membership year is 50% of the annual fee applicable to the holder of the certificate of registration as set out in Sections 18.1.2(a), (b) and (c), so long as the holder applies to the College for this parental leave reduced annual fee prior to the close of the annual renewal period for such membership year. If an application for the parental leave reduced annual fee is received after the close of such annual renewal period, the parental leave reduced annual fee will be applied to the following membership year. The parental leave reduced annual fee is not available for holders of a certificate of registration authorizing supervised

practice of a short duration. This Section 18.1.2(d) only applies to annual fees for membership years commencing on or after June 1, 2020.

- 18.1.3 The annual fee for a holder of a certificate of authorization, as of January 1, 2017, is \$175.
- 18.1.4 In addition to the amounts set out in Section 18.1.2, any outstanding balance owing to the College in respect of any decision made by a committee, and any fees payable under this By-law will be added to and included in the annual fees.
- 18.1.5 The due dates for the payment of annual fees are as follows:
 - (a) if the College is issuing a certificate of registration or authorization, before the College issues the certificate;
 - (b) if the College is renewing a certificate of registration, other than a certificate of registration authorizing postgraduate education, on June 1 of each year;
 - (c) if the College is renewing a certificate of registration authorizing postgraduate education on an application for renewal, before the expiry of the previous certificate; and
 - (d) if the College is renewing a certificate of authorization, on the anniversary of the certificate's date of issue.

ARTICLE 19 COMMITTEE AND PROGRAM FEES

19.1 Committee and Program Fees

- 19.1.1 The College may charge a Registrant, a health profession corporation or other person a fee in connection with decisions or activities that the College or a College committee are required or authorized to make or do with respect to a Registrant, health profession corporation or other person. Such fees may include an administrative component relating to the decision or activity.
- 19.1.2 Committee and program fees include, but are not limited to, the following:
 - (a) costs of a hearing or other items ordered by the Ontario Physicians and Surgeons Discipline Tribunal;
 - (b) for the College's quality assurance program, the costs to the College of completing an assessment and re-assessment authorized by Ontario Regulation 114/94 under the Medicine Act, including but not limited to costs relating to assessors, the review of assessment reports, preparation of written reports, monitoring compliance with conditions, and any administration fee charged by the College;
 - (c) for physician education and remediation programs:

- (i) for individual education or remediation programs, the fee charged by the supervisor, monitor, preceptor or trainer, in addition to any administration fee charged by the College; and
 - (ii) for programs given by a university or other education institution, the fee charged by the institution;
- (d) for monitoring, supervision or assessment pursuant to a decision of the Registration Committee, the fee charged by the monitor, supervisor or assessor in addition to any administration fee charged by the College;
- (e) for the College's premises inspection program, the costs to the College of completing an inspection as authorized by Ontario Regulation 114/94 under the Medicine Act, including but not limited to costs relating to inspectors, the review of premises inspection reports, preparation of written reports, monitoring compliance with conditions, and any administration fee charged by the College;
- (f) fees relating to activities, including but not limited to programs and assessments, referred to in undertakings entered into by a Registrant with the College;
- (g) fees relating to orders and directions of committees; and
- (h) costs to the College of completing an inspection or assessment as authorized by the *Independent Health Facilities Act*, including but not limited to costs relating to inspectors and assessors, Facility Review Panels, preparation of assessments and written reports, monitoring compliance with conditions, and any administration fee charged by the College.
- 19.1.3 The College may require a Registrant, applicant, health profession corporation or other person to pay a committee or program fee, including an annual fee, that is not set out in Section 19.1.2, in which case the College shall provide the Registrant, applicant, health profession corporation or other person with an invoice setting out the fee.

ARTICLE 20 PENALTY FEES AND INTEREST ON UNPAID FEES

20.1 Penalty Fees and Interest on Unpaid Fees

- 20.1.1 A Registrant who fails to pay an annual fee on or before the day on which the fee is due, other than a fee for a certificate of registration authorizing postgraduate education or a fee for a certificate of authorization, shall pay the College, in addition to the annual fee, a penalty fee of 25% of the applicable annual fee set out in Section 18.1.2.
- 20.1.2 A Registrant, health profession corporation or other person who fails to pay a committee or program fee on or before the day on which the fee is due shall pay the College, in addition to the applicable committee or program fee, a penalty fee of 25% of the applicable committee or program fee.

- 20.1.3 The College may charge interest at a rate of 18% per annum on any fee, including a penalty fee, that is unpaid as of the applicable due date, and the College shall consider the accrued interest on any unpaid fee as part of the fee itself.

20.2 Fees for Non-negotiable Payment

- 20.2.1 A Registrant shall pay the College a fee of \$50 where a financial institution returns a Registrant's cheque as non-negotiable, or the Registrant's payment by credit card to the College is not accepted by the Registrant's credit card provider.

20.3 Failure to Provide Information

- 20.3.1 The College may charge a Registrant a fee of \$50 for each notice it sends to the Registrant for the Registrant's failure to provide by the due date or, where there is no due date specified, within 30 days of a College written or electronic request in a form approved by the Registrar, any information that the College is required or authorized to request and receive from the Registrant.

20.4 Other Fees and Miscellaneous Provisions

- 20.4.1 A person who requests the Registrar to do anything that the Registrar is required or authorized to do by statute, regulation or by-law shall pay either:
- (a) the prescribed fee; or
 - (b) if there is no prescribed fee, the fee set by the Registrar.
- 20.4.2 The obligation of a Registrant or health profession corporation to pay a fee continues, despite any failure of the College to provide notice of the fee or provide notice of the fee by a certain date, or despite a failure of the Registrant or health profession corporation to receive notice of the fee.
- 20.4.3 The fees set out in the By-laws are exclusive of any applicable taxes.

PART 9 – REGISTER AND REGISTRANT MATTERS

ARTICLE 21 REGISTRANT NAMES AND ADDRESSES

[PLACEHOLDER– PROVISIONS TO BE INCORPORATED AT A LATER DATE]

ARTICLE 22 ADDITIONAL REGISTER CONTENT

[PLACEHOLDER– PROVISIONS TO BE INCORPORATED AT A LATER DATE]

ARTICLE 23 PUBLIC INFORMATION

[PLACEHOLDER– PROVISIONS TO BE INCORPORATED AT A LATER DATE]

ARTICLE 24 LIABILITY PROTECTION

[PLACEHOLDER– PROVISIONS TO BE INCORPORATED AT A LATER DATE]

ARTICLE 25 NOTIFICATION REQUIRED BY REGISTRANTS

[PLACEHOLDER- PROVISIONS TO BE INCORPORATED AT A LATER DATE]

ARTICLE 26 EMERITUS STATUS

26.1 Emeritus Status

26.1.1 The Registrar may grant emeritus status to a former holder of a certificate of registration of any class who applies therefore and who:

- (a) has held a certificate of registration authorizing independent practice, a General licence under Part III of the *Health Disciplines Act* or the equivalent licence under a predecessor of such Act, or some combination of them, continuously for 25 years;
- (b) has not been the subject of a finding of professional misconduct or incompetence that has been entered in the Register;
- (c) at the time of application, is not:
 - (i) in default of payment of any fee payable to the College;
 - (ii) in default of providing to the College any information required by or under an Act or regulation; and
 - (iii) is not the subject of proceedings for professional misconduct or incompetence; and
- (d) is fully retired from the practice of medicine.

26.1.2 The registration committee may grant emeritus status to a former holder of a certificate of registration of any class who applies therefore and complies with Sections 26.1.1(c) and 26.1.1(d).

26.1.3 A person with emeritus status may not practise medicine.

26.1.4 A Registrant who was designated as a life member under section 43 of Ontario Regulation 577/75 or a predecessor thereof shall be deemed to continue as a person with emeritus status but a life member who continues to meet the requirements of section 43 of Ontario Regulation 577/75 may elect to maintain their life membership.

26.2 Expiry and Renewal of Emeritus Status

26.2.1 The Registrar shall provide an application for renewal to each person with emeritus status and each life member at the person's last known address or e-mail address before April 15 in each year, together with notification that the person's emeritus status or life membership will expire unless the completed application for renewal is received by the Registrar by the following May 31.

- 26.2.2 An emeritus status and a life membership expire unless the Registrant's completed application for renewal is received by May 31 of each year.
- 26.2.3 The Registrar shall, and the Registration Committee may, renew the emeritus status of a person whose emeritus status has expired on the same basis as the Registrar or the Registration Committee may grant emeritus status under Section 26.1.
- 26.2.4 A life membership which expires may not be renewed, but a life member whose membership has expired is entitled to emeritus status.

**SCHEDULE 1
TO BY-LAW NO. 168
RULES OF ORDER OF THE BOARD**

General Procedure

1. The presiding officer of the Board meeting shall preserve order and decorum and shall rule on any question of order or procedure. Within their duty to preserve order, the presiding officer may relax these Rules of Order if, in the presiding officer's opinion, strict adherence to the Rules of Order is counterproductive to an orderly meeting of the Council.
2. These Rules of Order shall apply, with necessary modifications, to meetings held by telephonic or electronic means.
3. Each agenda item will be introduced briefly by the presiding officer, or the Director or committee chair affiliated with the motion.
4. The presiding officer may allow discussion of an agenda topic without a motion needing to be made first. A motion may be made after a discussion on the topic. If a motion is made, the rules pertaining to motions shall apply.
5. The Board may decide matters by consensus and may indicate preferences by a straw vote or other informal method but, subject to Section 6.2.3, motions will usually be made if,
 - (a) a decision will commit the College to an action or a public position; or
 - (b) the presiding officer or the Board is of the opinion that the nature of the matter or of the discussion warrants a motion.

Motions

6. All motions shall be in writing, seconded and given to the presiding officer before being considered except that, if a motion has been printed and distributed to the Board before being made, it does not need to be given to the presiding officer before being considered.
7. When a motion that has not been printed and distributed to the Board is given to the presiding officer, the presiding officer shall then read it aloud, and any Director may require it to be read at any time, but not so as to interrupt a Director while speaking.
8. When the motion contains distinct propositions, any Director may require the vote upon each proposition to be taken separately.
9. The presiding officer shall rule a motion out of order if, in their opinion, a motion is contrary to these Rules of Order or the By-laws.

Amendments and other subordinate motions

10. A substantive motion in writing that has been moved, seconded and given to the ~~chair~~presiding officer may be amended by a motion to amend. The presiding officer 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.
11. When a motion has been moved, seconded and given to the presiding officer, 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.

12. 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.
13. A motion to amend the main motion shall be disposed of before the main motion is decided and, if there is more than one motion to amend, they shall be decided in the reverse order to which they were made.

Voting

14. When a matter is being voted on no further debate is permitted.
15. No Director shall vote upon any motion in which the Director has a conflict of interest, and the presiding officer shall disallow the vote of any Director on any motion in which the presiding officer believes the Director has a conflict of interest.

Preserving Order

16. If the presiding officer has ruled on a question of order or procedure, a Director who believes the presiding officer's ruling is wrong may appeal the ruling to the Board.
17. The presiding officer shall call upon Directors to speak as nearly as feasible in the order in which they indicate a wish to speak.
18. When any Director wishes to speak, the Director shall so indicate by raising their hand (or the electronic equivalent) and shall address the presiding officer and confine themselves to the matter under discussion.
19. The presiding officer may permit College staff and consultants with expertise in the matter to make presentations and answer specific questions about a matter being discussed.
20. Observers are not permitted to speak at a meeting of the Board unless invited to do so, but in any event, observers may not speak to a motion prior to the Board voting on the motion.
21. If a Director believes that another Director has behaved improperly or that the Board has broken these Rules of Order or the By-laws, the Director may state a point of order. The presiding officer shall promptly rule on the point of order, which is subject to an appeal to the Board. Directors are not permitted to raise a "point of personal privilege" or a "point of privilege".
22. The presiding officer may limit the number of times a Director may speak, limit the length of speeches and impose other restrictions reasonably necessary to finish the agenda of a meeting.
23. Except where inconsistent with the Act, the Medicine Act, the regulations or the By-laws, any questions of procedure at or for any meetings of the Board shall be determined by the ~~chair~~ **presiding officer** of such meeting in accordance with these Rules of Order. When a circumstance arises that is not provided for by these Rules of Order or in the By-laws, the presiding officer shall make a ruling, which is subject to an appeal to the Board.

**SCHEDULE 2
TO BY-LAW NO. 168
TABLE OF AMENDMENTS**

| BY-LAW | ACTION | DATE |
|---|--|-------------------|
| By-law No. 168 | Enacted, as amalgamation of: <ul style="list-style-type: none"> • General By-law (excerpts) • Fees and Remuneration By-law (By-law No. 2), and • Declared Emergency By-law (By-law No. 145) | December 7, 2023 |
| General By-law | Last revision prior to amalgamation into By-law No. 468 168 (other than register and membership information provisions) | December 9, 2022 |
| Fees and Remuneration By-law (By-law No. 2) | Last revision prior to amalgamation into By-law No. 168 | December 9, 2022 |
| Declared Emergency By-law (By-law No. 145) | Last revision prior to amalgamation into By-law No. 168 | December 10, 2021 |

Board Motion

| | |
|------------------------|--|
| Motion Title | By-law Amendments regarding Governance and Nominating Committee elections and amendments for clarification |
| Date of Meeting | February 29, 2024 |

It is moved by _____, and seconded by _____, that:

The Board of Directors of the College of Physicians and Surgeons of Ontario revokes By-law No. 168 (the CSPO By-laws) and substitutes it with the revised By-law No. 168 set out in Appendix A to this motion.

Explanatory Note: This proposed by-law does not need to be circulated to the profession.



BY-LAWS
of
COLLEGE OF PHYSICIANS AND SURGEONS OF ONTARIO

By-law No. 168
Enacted December 7, 2023
Last Amended: December 7, 2023

APPENDIX A

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APPENDIX A

BY-LAW NO. 168

PART 1. GENERAL

ARTICLE 1 DEFINITIONS AND INTERPRETATIONS

1.1 Definitions

1.1.1 In this By-law and all other By-laws, unless otherwise defined:

- (a) “**Academic Directors**” means Registrants, other than physician assistants, who are members of a faculty of medicine of a university in Ontario and who are selected and appointed to the Board as contemplated by Section 2.1.1(c), and “**Academic Director**” means any one of them;
- (b) “**Act**” means the *Regulated Health Professions Act, 1991*, S.O. 1991, c.18, and the regulations thereunder, as amended from time to time;
- (c) “**Administrative Suspension**” means a suspension of a certificate of registration pursuant to section 24 of the Code or subsection 2(6) or subsection 2(7) of Ontario Regulation 865/93 under the *Medicine Act*.
- (d) “**Annual Financial Meeting**” has the meaning set out in Section 6.1.1(b);
- (e) “**Annual Organizational Meeting**” has the meaning set out in Section 6.1.1(a);
- (f) “**Auditor(s)**” has the meaning set out in Section 6.1.4(b);
- (g) “**Board**” means the board of directors of the College, and each reference to the Board shall be deemed to be a reference to the Council of the College as specified in the Code and the Medicine Act, and any other legislation or policy where the context requires.
- (h) “**Board Chair**” means the chair of the Board elected pursuant to Section 5.1, and each reference to the Board Chair shall be deemed to be a reference to the President of the College as specified in the Code and the Medicine Act, and any other legislation or policy where the context requires;
- (i) “**Board Profile**” means the profile or matrix of skills, expertise and diversity attributes desired for Directors and committee members, as approved by the Board from time to time.
- (j) “**Board Vice-Chair**” means the vice-chair of the Board elected pursuant to Section 5.1, and each reference to the Board Vice-Chair shall be deemed to be a reference to the Vice-President of the College as specified in the Code and the Medicine Act, and any other legislation or policy where the context requires; and
- (k) “**Business Address**” means a Registrant’s principal place of practice reported by the Registrant to the College, as may be posted on the Register;

- (l) “**By-law**” or “**By-laws**” means the By-laws of the College, as the same may be amended from time to time;
- (m) “**chair**” means the chair of a committee;
- (n) “**Code**” means the *Health Professions Procedural Code* in Schedule 2 of the Act, as amended from time to time;
- (o) “**College**” means the College of Physicians and Surgeons of Ontario;
- (p) “**committee**” means any committee of the College, whether established by or under the Code, the regulations or the By-laws;
- (q) “**Conflict of Interest**” has the meaning set out in Section 10.1.1;
- (r) “**Controlled Drugs and Substances Act**” means the *Controlled Drugs and Substances Act*, S.C. 1996, c. 19, and the regulations thereunder, as amended from time to time;
- (s) “**Criminal Code**” means the *Criminal Code*, R.S.C. 1985, c. C-46, and the regulations thereunder, as amended from time to time;
- (t) “**Delegated Signatory**” has the meaning set out in Section 14.6.2;
- (u) “**Directors**” means the persons elected or appointed to be members of the Board and includes, the Elected Directors, the Public Directors and the Academic Directors, and “**Director**” means any one of them;
- (v) “**Elected Directors**” means Registrants, other than physician assistants, who are elected to the Board as contemplated by Section 2.2.1(a), and “**Elected Director**” means any one of them;
- (w) “**Executive Committee**” means the Executive Committee as set out in Section 8.2.1;
- (x) “**Executive Member Representatives**” has the meaning set out in Section 8.2.1(c), and “**Executive Member Representative**” means any one of them;
- (y) “**Health Insurance Act**” means the *Health Insurance Act*, R.S.O. 1990, c. H.6, and the regulations thereunder, as amended from time to time;
- (z) “**Hourly Rate**” has the meaning set out in Section 12.1.3;
- (aa) “**ICRC**” has the meaning set out in Section 8.5.1;
- (bb) “**Indemnified Party**” has the meaning set out in Section 13.1.1;
- (cc) “**Medicine Act**” means the *Medicine Act*, 1991, S.O. 1991, c.30, and the regulations thereunder, as amended from time to time;

- (dd) “**Mental Health Act**” means the *Mental Health Act*, R.S.O., 1990, c. M.7, and the regulations thereunder, as amended from time to time;
- (ee) “**Obligations**” has the meaning set out in Section 14.6.6.
- (ff) “**Ontario Physicians and Surgeons Discipline Tribunal**” and “**OPSDT**” have the meanings set out under Section 8.9.1;
- (gg) “**Physician Director**” means a Director who is a Registrant, other than a physician assistant, and unless stated otherwise, includes an Elected Director or an Academic Director;
- (hh) “**Public Directors**” has the meaning set out in Section 2.1.1(b), and “**Public Director**” means any one of them;
- (ii) “**Register**” means the register of the College;
- (jj) “**Registrant**” means a member of the College, and each reference to a Registrant shall be deemed to be a reference to a member of the College as specified in the Code and the Medicine Act, and any other legislation or policy where the context requires;
- (kk) “**Registrar**” means the Registrar of the College;
- (ll) “**Relative**” with respect to another person, means a person who is related to that other person as immediate or extended family, or a variation thereof, or who is a member of the household of that other person, and includes a spouse, child, grandchild, parent, grandparent, sibling, aunt, uncle, nephew, niece, cousin or a spouse of any of the foregoing;
- (mm) “**Signing Officers**” has the meaning set out in Section 14.6.1, and “**Signing Officer**” means any one of them;
- (nn) “**SCERP**” means a specified continuing education or remediation program;
- (oo) “**Subject Committee Member**” has the meaning set out in Section 7.5.7;
- (pp) “**Subject Director**” has the meaning set out in Section 2.4.5;
- (qq) “**Substitute Decisions Act**” means the *Substitute Decisions Act, 1992*, S.O. 1992, c.30, and the regulations thereunder, as amended from time to time;
- (rr) “**vice-chair**” means the vice-chair of a Committee.

1.2 Interpretation

- 1.2.1 All terms defined in the Act, the Code and the Medicine Act have the same meaning in this By-law and all other By-laws, unless stated otherwise.
- 1.2.2 References containing terms such as “includes” and “including”, whether or not used with the words “without limitation” or “but not limited to”, shall not be deemed

limited by the specific enumeration of items but shall, in all cases, be deemed to be without limitation and construed and interpreted to mean “includes without limitation” and “including without limitation”.

- 1.2.3 All monetary references in the By-laws are to Canadian Dollars, unless stated otherwise.
- 1.2.4 References in the By-laws to a statute, regulation or by-law, or a section or provision thereof, shall be deemed to extend and apply to any amendment or re-enactment of such statute, regulation or by-law, or section or provision thereof.
- 1.2.5 The division of this By-law into Parts, Articles and Sections and the insertion of headings are for convenience of reference only and shall not affect the construction or interpretation hereof.

PART 2. THE BOARD

ARTICLE 2 BOARD COMPOSITION, ELIGIBILITY AND DISQUALIFICATION

2.1 Composition

- 2.1.1 In accordance with the Medicine Act, the Board shall be composed of:
 - (a) at least 15 and no more than 16 persons who are Registrants elected in accordance with the by-laws;
 - (b) at least 13 and no more than 15 persons appointed by the Lieutenant Governor in Council who are not:
 - (i) Registrants;
 - (ii) members of a College as defined in the Act; or
 - (iii) members of a Council as defined in the Act,(the “**Public Directors**”); and
 - (c) three persons selected, in accordance with a by-law made under section 12.1 of the Medicine Act, from among Registrants who are members of a faculty of medicine of a university in Ontario, and appointed by the Board.

2.2 Eligibility Criteria

- 2.2.1 To be eligible to be elected to the Board as an Elected Director or selected and appointed to the Board as an Academic Director, a Registrant, on the date of the election or appointment, as the case may be:
 - (a) in the case of eligibility to be an Elected Director, is engaged in the practice of medicine in the electoral district for which the Registrant is nominated or, if the Registrant is not engaged in the practice of medicine, is resident in the electoral district for which the Registrant is nominated;

Amendment Not in Force

On a date to be determined by the Board, this Section 2.2.1 is amended by striking out the above clause (a) of Section 2.2.1 and substituting it with the following clause:

- (a) in the case of eligibility to be an Elected Director, has their Business Address (if any) in Ontario and resides in Ontario;
- (b) in the case of eligibility to be an Academic Director, is a member of a faculty of medicine of a university in Ontario;
- (c) is not in default of payment of any fee payable to the College;
- (d) is not, and has not been within one year before the date of the election or appointment, as the case may be, a director or officer of the Ontario Medical Association, the Canadian Medical Protective Association, the Canadian Medical Association, the Coalition of Family Physicians and Specialists of Ontario or the Ontario Specialists Association;
- (e) does not hold, and has not held within one year before the date of the election or appointment, as the case may be:
- (i) an employment position or any position of responsibility with any organization whose mandate conflicts with the mandate of the College; or
 - (ii) a position with any organization which would cause the Registrant, if elected or appointed as a Director, to have a Conflict of Interest, including by virtue of having competing fiduciary obligations to both the College and the other organization;
- (f) is not, and has not been within five years before the date of the election or appointment, as the case may be, an employee of the College (whether on contract or permanent, and whether on a full-time or part-time basis);
- (g) has completed and filed with the Registrar, by the deadline set by the Registrar, a Conflict of Interest declaration form specified by the College;
- (h) prior to the deadline specified by the Registrar, in the case of an election, or prior to appointment, as the case may be, the Registrant has completed the orientation program specified by the College relating to the business and governance of the College and the duties, obligations and expectations of the Board and committee members;
- (i) is not a Relative of an employee of the College or another Director;
- (j) is not, and has never been, a party to civil litigation or arbitration adverse in interest against the College, the Board, a committee, a Director or a College officer, employee or agent, provided that the litigation or arbitration against a

College employee or agent relates to the College or their role as an employee or agent of the College;

- (k) subject to Section 2.2.4, has never been disqualified from the Board or from one or more committees;
- (l) subject to Section 2.2.4, has never resigned from the Board or from one or more committees where there are reasonable grounds to believe that the resignation is related to a proposed disqualification of the Registrant from the Board or one or more committees;
- (m) holds a certificate of registration that has never been revoked or suspended, other than an Administrative Suspension more than six years before the date of the election or appointment, as the case may be;
- (n) holds a certificate of registration that is not subject to a term, condition or limitation other than one prescribed by a regulation made under the Act or the Medicine Act or imposed by the Registration Committee pursuant to a College registration policy;
- (o) has not been found to have committed an act of professional misconduct or to be incompetent by a panel of the Ontario Physicians and Surgeons Discipline Tribunal or found to be incapacitated by a panel of the Fitness to Practise Committee, unless the notation of such finding has been removed from the Register pursuant to section 23(11) of the Code;
- (p) is not the subject of any disciplinary or incapacity proceeding;
- (q) is not subject to an outstanding interim order by the ICRC under the Code;
- (r) has not been required by the ICRC to complete a SCERP within five years before the date of the election or appointment, as the case may be;
- (s) has not been required to appear before a panel of the ICRC to be cautioned within five years before the date of the election or appointment, as the case may be;
- (t) has no findings of guilt (unless a pardon was granted or a record suspension was ordered in respect of the findings) or outstanding charges made against the Registrant under the Health Insurance Act, the Criminal Code or the Controlled Drugs and Substances Act or under any comparable legislation or criminal laws of another jurisdiction;
- (u) is in compliance with all continuing professional development required by the Medicine Act;
- (v) is not an undischarged bankrupt;
- (w) is not a person who has been found to be incapable of managing property under the Substitute Decisions Act or under the Mental Health Act; and

- (x) is not a person who has been declared incapable by any court in Canada or elsewhere.
- 2.2.2 A Registrant is not eligible for election to the Board who, if elected, would be unable to serve completely the three-year term prescribed by Section 3.2.1 by reason of:
- (a) the nine-consecutive-year term limit prescribed by subsection 5(2) of the Code; or
 - (b) the total nine-year term limit prescribed by Section 3.2.2.
- 2.2.3 A Registrant is not eligible to be an Academic Director if the total of the following equals or exceeds nine years:
- (a) the number of years of the proposed appointment;
 - (b) the number of years the Registrant was an Elected Director (if any); and
 - (c) the number of years the Registrant attended Board meetings as an academic representative in a non-voting capacity (if any).
- 2.2.4 A Registrant who has been disqualified from the Board or from one or more committees, or has resigned from the Board or from one or more committees where there are reasonable grounds to believe that the resignation is related to a proposed disqualification of the member from the Board or from one or more committees, for disqualification criteria prescribed in Section 2.3.1(k) or Section 2.3.1(o), is not ineligible under Section 2.2.1(k) or Section 2.2.1(l) to be elected to the Board as an Elected Director or selected and appointed to the Board as an Academic Director if on the date of the election or appointment, as the case may be:
- (a) in the case of disqualification under Section 2.3.1(k), the disciplinary or incapacity proceeding, as the case may be, has been finally completed, and the Registrant was not found in such proceeding to have committed an act of professional misconduct or to be incompetent by a panel of the Ontario Physicians and Surgeons Discipline Tribunal or to be incapacitated by a panel of the Fitness to Practise Committee; or
 - (b) in the case of disqualification under Section 2.3.1(o), all of the charges have been disposed of such that the Registrant was not found guilty of any of the charges.

For greater certainty, this Section 2.2.4 does not affect the eligibility of a Registrant to be elected to the Board as an Elected Director or selected and appointed to the Board as an Academic Director under any other eligibility criteria prescribed in Section 2.2.

2.3 Disqualification Criteria

- 2.3.1 An Elected Director or Academic Director is automatically disqualified from sitting on the Board if the Director:

- (a) in the case of an Elected Director, ceases to either practise medicine or reside in the electoral district for which the Registrant was elected;

Amendment Not in Force

On a date to be determined by the Board, this Section 2.3.1 is amended by striking out the above clause (a) of Section 2.3.1 and substituting it with the following clause:

- (a) in the case of an Elected Director, ceases to have their Business Address (if any) in Ontario or ceases to reside in Ontario;

- (b) in the case of an Academic Director, ceases to be a member of a faculty of medicine of a university in Ontario;
- (c) becomes a director or officer of the Ontario Medical Association, the Canadian Medical Protective Association, the Canadian Medical Association, the Coalition of Family Physicians and Specialists of Ontario, or the Ontario Specialists Association;
- (d) becomes an employee of the College;
- (e) becomes a Relative of an employee of the College or another Director;
- (f) becomes a party to civil litigation or arbitration adverse in interest against the College, the Board, a committee, a Director or a College officer, employee or agent, provided that the litigation or arbitration against a College employee or agent relates to the College or their role as an employee or agent of the College;
- (g) has had their certificate of registration revoked or suspended, including an Administrative Suspension;
- (h) has one or more terms, conditions and limitations imposed on their certificate of registration other than one prescribed in any regulation made under the Act or the Medicine Act or imposed by the Registration Committee pursuant to a College registration policy;
- (i) is found to have committed an act of professional misconduct or is found to be incompetent by a panel of the Ontario Physicians and Surgeons Discipline Tribunal;
- (j) is found to be incapacitated by a panel of the Fitness to Practise Committee;
- (k) becomes the subject of any disciplinary or incapacity proceeding;
- (l) becomes subject to an interim order by the ICRC under the Code;
- (m) is required by the ICRC to complete a SCERP;
- (n) is required to appear before a panel of the ICRC to be cautioned;

- (o) is charged with an offence under the Health Insurance Act, the Criminal Code or the Controlled Drugs and Substances Act or under any comparable legislation or criminal laws of another jurisdiction;
- (p) is found guilty of an offence under the Health Insurance Act, the Criminal Code or the Controlled Drugs and Substances Act or under any comparable legislation or criminal laws of another jurisdiction;
- (q) is not in compliance with all continuing professional development required by the Medicine Act;
- (r) becomes an undischarged bankrupt;
- (s) is found to be incapable of managing property under the Substitute Decisions Act or under the Mental Health Act; or
- (t) is declared incapable by any court in Canada or elsewhere.

2.3.2 An Elected Director or Academic Director may be disqualified from sitting on the Board if the Director:

- (a) fails to attend three consecutive meetings of the Board;
- (b) fails to attend three consecutive meetings of a committee of which the Elected Director or Academic Director is a member or all or part of a hearing for which the Elected Director or Academic has been selected;
- (c) is in default of payment of any fee payable to the College for more than 30 days;
- (d) fails, in the opinion of the Board, to discharge their duties to the College, including having acted in a Conflict of Interest or otherwise in breach of a By-law, the Act or the College's governance policies;
- (e) except as provided in Section 2.3.1(c):
 - (i) becomes an employee or holds any position of responsibility with any organization whose mandate conflicts with the mandate of the College; or
 - (ii) holds a position with any organization which would cause the Director to have a Conflict of Interest, including by virtue of having competing fiduciary obligations to both the College and the other organization; or
- (f) did not satisfy one or more of the criteria for eligibility prescribed in Section 2.2.1 at the date of the election or appointment, and the Director did not disclose same to the College or the Director was untruthful or misled the College about same.

2.4 Disqualification of Elected Directors and Academic Directors

- 2.4.1 A Director shall immediately notify the Registrar in writing if any of the criteria for disqualification prescribed in Section 2.3.1 or Section 2.3.2 arise regarding that Director.
- 2.4.2 A Director shall advise the Registrar in writing if such Director believes that another Director meets one or more of the criteria for disqualification prescribed in Section 2.3.1 or Section 2.3.2.
- 2.4.3 If the Registrar receives information in writing that suggests an Elected Director or Academic Director meets any of the criteria for disqualification prescribed in Section 2.3.1 or Section 2.3.2, the Registrar shall report the matter to the Executive Committee.
- 2.4.4 If the Executive Committee receives information that suggests an Elected Director or Academic Director meets any of the criteria for disqualification prescribed in Section 2.3.1, the Executive Committee shall notify such Director and the Board in writing that such Director has been disqualified from the Board.
- 2.4.5 If the Executive Committee believes that an Elected Director or Academic Director meets any of the criteria for disqualification prescribed in Section 2.3.2, the Executive Committee shall notify such Director (the “**Subject Director**”) of the nature of the concern and provide the Subject Director a reasonable opportunity to respond to the concern before making a decision to refer the matter to the Board.
- 2.4.6 If the Executive Committee decides that the matter warrants the Board’s consideration, the Executive Committee shall place the matter on the agenda of the Board’s next meeting, or the Board Chair shall call a special Board meeting for the purpose of determining whether the Subject Director meets any of the criteria for disqualification prescribed in Section 2.3.2. The Registrar shall advise the Subject Director of the date of the meeting and that the Subject Director may make written or oral submissions to the Board at the meeting.
- 2.4.7 Disqualification of an Elected Director or Academic Director pursuant to the disqualification criteria prescribed in Section 2.3.2 requires a motion passed by at least a two-thirds majority of the votes cast at the Board meeting by the Directors in attendance. The Subject Director shall not be present during the discussion following submissions, if any, or during the vote, and shall not vote on the motion. The Board shall not count the Subject Director for the purpose of establishing quorum or calculating votes.
- 2.4.8 If an Elected Director or Academic Director is disqualified from sitting on the Board, whether automatically pursuant to Section 2.3.1 or by decision of the Board as provided in Section 2.4.7, the disqualified Director thereupon ceases to be a Director, the Registrant’s seat becomes vacant, and the vacancy shall be filled in the manner described in Section 3.10, in the case of an Elected Director, or Section 4.4.1, in the case of an Academic Director.

Amendment Not in Force

On a date to be determined by the Board, this Section 2.4.8 is amended by striking out the reference to “Section 4.4.1” and replacing it with “Section 4.3.1”.

2.4.9 A disqualified Elected Director or Academic Director ceases to be a member of any committees.

2.5 Public Directors

2.5.1 If any of the criteria for disqualification prescribed in Section 2.3.1 or Section 2.3.2 occur with respect to a Public Director, the College may report this to the Ministry of Health and may request that such Public Director’s appointment to the Board be revoked.

ARTICLE 3 ELECTIONS AND ELECTED DIRECTORS

3.1 Electoral Districts, and Number of Registrants to be Elected and Election Dates

3.1.1 The following electoral districts are established for the purpose of elections:

- (a) Electoral district 1, composed of the counties of Essex, Kent and Lambton.
- (b) Electoral district 2, composed of the counties of Elgin, Huron, Middlesex, Oxford and Perth.
- (c) Electoral district 3, composed of the counties of Bruce, Dufferin, Grey, Wellington and the Regional Municipality of Waterloo.
- (d) Electoral district 4, composed of the County of Brant and the regional municipalities of Haldimand-Norfolk, Halton, Hamilton-Wentworth and Niagara.
- (e) Electoral district 5, composed of the County of Simcoe, The District Municipality of Muskoka and the regional municipalities of Durham, Peel and York.
- (f) Electoral district 6, composed of the counties of Frontenac, Haliburton, Hastings, Leeds and Grenville, Lennox and Addington, Northumberland, Peterborough, Prince Edward and Victoria.
- (g) Electoral district 7, composed of the counties of Dundas, Glengarry, Lanark, Prescott, Renfrew, Russell and Stormont, and The Regional Municipality of Ottawa-Carleton.
- (h) Electoral district 8, composed of the territorial districts of Algoma, Cochrane, Manitoulin, Nipissing, Parry Sound, Sudbury and Timiskaming.
- (i) Electoral district 9, composed of the territorial districts of Kenora, Rainy River and Thunder Bay.

- (j) Electoral district 10, composed of the City of Toronto.
- 3.1.2 Except for electoral districts 4, 5, 7 and 10, one Registrant is to be elected as an Elected Director for each electoral district.
- 3.1.3 Two Registrants are to be elected as Elected Directors for each of electoral districts 4, 5 and 7 and four Registrants are to be elected as Elected Directors for electoral district 10.
- 3.1.4 A regular election shall be held in:
 - (a) April, May or June 2020, and in every third year after that for Districts 5 and 10;
 - (b) April, May or June 2021, and in every third year after that for Districts 6, 7, 8 and 9; and
 - (c) April, May or June 2022, and in every third year after that for Districts 1, 2, 3 and 4.
- 3.1.5 The Board shall set the date for each regular election and each by-election of Registrants to the Board.

Amendment Not in Force

On a date to be determined by the Board, this Section 3.1 is deleted and replaced by the following Section 3.1:

3.1 Election

- 3.1.1 A regular election shall be held each year to elect Registrants to the Board as Elected Directors for the number of Elected Directors whose terms are to expire at the Annual Organizational Meeting that year plus the number of vacancies (if any) in Elected Director positions at the time of the election to be filled under Section 3.10.1(a).
- 3.1.2 The Board shall set the date for each regular election and each by-election of Registrants to the Board.

3.2 Term of Office

- 3.2.1 The term of office of an Elected Director elected in a regular election is three years, starting at the first Annual Organizational Meeting held after the election and expiring at the Annual Organizational Meeting held after the regular election three years later.
- 3.2.2 A Registrant may not be a Director for more than a total of nine years, whether consecutively or non-consecutively. For greater certainty, following the maximum term of nine years as a Director, a Registrant may not stand for election as an Elected Director or be appointed as an Academic Director.

- 3.2.3 For greater certainty, the term of office for an Elected Director who was elected pursuant to an election held under the electoral district system, shall expire on the date of expiry of the term that the Elected Director was serving at the time the district was eliminated.

3.3 Notice of Election, Nominations and Nomination Procedure

- 3.3.1 No later than 60 days before the date of an election, the Registrar shall notify every Registrant who is eligible to vote of the date, time and place of the election and of the nomination procedure.
- 3.3.2 The nomination of a candidate for election as an Elected Director shall be in writing and shall be given to the Registrar at least 49 days before the date of the election.

Amendment Not in Force

On a date to be determined by the Board, this Section 3.3 is deleted and replaced by the following Section 3.3:

3.3 Notice of Election and Election Applications

- 3.3.1 No later than 120 days before the date of each regular election, the Governance and Nominating Committee shall review the skills, expertise and diversity of incumbent Directors against the Board Profile and identify the skills, expertise and diversity based on the Board Profile that are needed or desired for the Board when filling upcoming positions for Elected Directors.
- 3.3.2 No later than 90 days prior to the date of an election, the Registrar shall notify every Registrant of the date, time and place of the election and the application procedure for seeking to be a candidate for election as an Elected Director, including the deadline by which applications must be received by the Registrar. The deadline by which applications must be received by the Registrar shall be no later than 70 days prior to the date of an election.
- 3.3.3 The Governance and Nominating Committee may also identify and solicit candidates for election to the Board.
- 3.3.4 Registrants seeking to be a candidate for election as an Elected Director (including those identified and solicited by the Governance and Nominating Committee) shall complete and submit an application in the form required by the Governance and Nomination Committee no later than the deadline specified by the Registrar.
- 3.3.5 The Registrar shall forward all applications received by the deadline to the chair of the Governance and Nominating Committee for consideration.
- 3.3.6 The Governance and Nominating Committee shall review all applications received by the deadline to verify that each candidate satisfies the eligibility criteria prescribed in Section 2.2.
- 3.3.7 The Governance and Nominating Committee shall review all applications

received by the deadline to assess whether each candidate has skills, expertise and diversity that are within the Board Profile and identified by the Governance and Nominating Committee as needed or desired for the Board pursuant to Section 3.3.1. If an incumbent Director is seeking re-election, the Governance and Nominating Committee shall also take into consideration the incumbent Director's performance as a Director in determining if the incumbent Director is qualified to be a candidate in the election. To support the Governance and Nominating Committee in its deliberations, the Governance and Nominating Committee may interview short-listed candidates.

3.3.8 No later than 45 days prior to the date of the election, the Governance and Nominating Committee shall approve, and provide to the Registrar, a slate of nominees for election as Elected Directors comprised of candidates who (a) satisfy the eligibility criteria prescribed in Section 2.2, and (b) have skills, expertise and diversity that were identified by the Governance and Nominating Committee as needed or desired for the Board pursuant to Section 3.3.1. No later than 40 days prior to the date of the election, the Registrar shall inform all Registrants who submitted an application whether they are on the approved slate of nominees for the upcoming election or have not been nominated for the upcoming election. Subject to Section 3.3.9, a Registrant who is not on the approved slate of nominees for the upcoming election shall not stand for election to the Board in the upcoming election.

3.3.9 No later than 35 days prior to the date of the election, a candidate who was not approved by the Governance and Nominating Committee to be on the slate of nominees for election may dispute the decision of the Governance and Nominating Committee by submitting to the Registrar a written notice of dispute that sets out the basis and particulars of the dispute. In the event of a dispute, the Executive Committee, excluding those individuals who are on the Governance and Nominating Committee, shall review the candidate's eligibility and qualifications, decide if the candidate is eligible and qualified to stand for the upcoming election, and if the candidate is determined to be eligible and qualified, add the candidate to the slate of nominees for the election. The Executive Committee shall inform the candidate of their decision and reasons. The Executive Committee's decision shall be final and not subject to challenge. For greater certainty, if the Executive Committee does not add the candidate to the slate of nominees for the election, such candidate shall not stand for election to the Board in the upcoming election.

3.4 Acclamation or Election

3.4.1 If the number of nominees for an electoral district is less than or equal to the number of Elected Director positions available for the electoral district, the Registrar shall declare the nominees to be elected as Elected Directors by acclamation.

3.4.2 If the number of nominees for an electoral district is greater than the number of Elected Director positions available for the electoral district, the Registrar shall

administer an election process for Registrants to vote on the nominees for election as Elected Directors.

Amendment Not in Force

On a date to be determined by the Board, this Section 3.4 is deleted and replaced by the following Section 3.4:

3.4 Acclamation or Election

- 3.4.1 If the number of nominees on the slate is less than or equal to the number of Elected Director positions available for the election, the Registrar shall declare the nominees to be elected as Elected Directors by acclamation.
- 3.4.2 If the number of nominees on the slate is less than or equal to the number of Elected Director positions available for the election:
 - (a) and if the number of Elected Directors on the Board after the election will be less than the minimum number required by law, the Board shall direct the Registrar to hold a by-election to fill at minimum the number of Elected Director positions needed so that the number of Elected Directors is not less than the minimum number required by law; or
 - (b) and if the number of Elected Directors on the Board after the election will be equal to or greater than the minimum number required by law, the Board may leave the Elected Director positions remaining after the election vacant until the next election or direct the Registrar to hold a by-election to fill the remaining Elected Director positions.
- 3.4.3 If the number of nominees on the slate is greater than the number of Elected Director positions available for the election, the Registrar shall administer an election process for Registrants to vote on the nominees for election as Elected Directors.

3.5 Registrar's Electoral Duties

- 3.5.1 The Registrar shall supervise and administer the election process and may, for the purpose of carrying out that duty, subject to any other applicable provision in the By-laws:
 - (a) appoint one or more returning officers and scrutineers;
 - (b) establish a deadline for the receiving of ballots;
 - (c) establish procedures for the opening, counting and verification of ballots;
 - (d) establish reliable and secure voting processes, subject to Section 3.5.2;
 - (e) provide for the notification to Registrants of the results of the elections; and

- (f) provide for the destruction of ballots or records of ballots following an election.
- 3.5.2 Voting by electronic access to ballots may be used if the Registrar is satisfied that the proceedings and voting may proceed with adequate security and confidentiality and if the votes may be verified as having been made by the Registrants.
- 3.5.3 If there is an interruption of electronic service provided for or by the College or mail during a nomination or election, the Registrar shall extend the holding of nominations and the election for such minimum period of time as the Registrar considers necessary to compensate for the interruption.

Amendment Not in Force

On a date to be determined by the Board, this Section 3.5.3 is deleted and replaced by the following Section 3.5.3:

- 3.5.3 If there is an interruption of electronic service provided for or by the College or mail during an election, the Registrar shall extend the holding of the election for such minimum period of time as the Registrar considers necessary to compensate for the interruption.

3.6 Eligibility to Vote and Ballots

- 3.6.1 A Registrant is eligible to vote in an election being held for an electoral district if, on the 45th day prior to the date fixed for the election, the Registrant principally practises in such electoral district, or if the Registrant is not engaged in the practice of medicine, the Registrant principally resides in such electoral district.
- 3.6.2 No later than 21 days before the date of an election, the Registrar shall send to every Registrant eligible to vote in an electoral district in which an election is to take place a list of nominees in the electoral district, a ballot or electronic access to a ballot and an explanation of the voting procedure as set out in the By-laws.

Amendment Not in Force

On a date to be determined by the Board, this Section 3.6 is deleted and replaced by the following Section 3.6:

3.6 Eligibility to Vote and Ballots

- 3.6.1 A Registrant is eligible to vote in an election if, on the 45th day prior to the date of the election, the Registrant's Business Address is in Ontario, or if the Registrant is not engaged in the practice of medicine, the Registrant resides in Ontario.
- 3.6.2 No later than 21 days before the date of an election, the Registrar shall send to every Registrant eligible to vote a list of nominees, a ballot or electronic access

to a ballot and an explanation of the voting procedure as set out in the By-laws or as determined by the Registrar.

3.7 Number of Votes to be Cast

- 3.7.1 A Registrant may cast as many votes on a ballot in an election of Registrants to the Board as there are Registrants to be elected to the Board from the electoral district in which the Registrant is eligible to vote.

Amendment Not in Force

On a date to be determined by the Board, this Section 3.7.1 is deleted and replaced by the following Section 3.7.1:

- 3.7.1 A Registrant may cast as many votes on a ballot in an election of Registrants to the Board as there are Registrants to be elected to the Board.

- 3.7.2 A Registrant shall not cast more than one vote for any one nominee.

3.8 Voting Results and Tie Votes

- 3.8.1 The nominees with the highest number of votes shall be declared elected in accordance with the number of positions open for election in an electoral district.
- 3.8.2 If there is a tie between two or more nominees in an election to the Board in an electoral district and it is necessary to break the tie to determine who will be the successful nominee(s), the Registrar shall break the tie by lot.

Amendment Not in Force

On a date to be determined by the Board, this Section 3.8 is deleted and replaced by the following Section 3.8:

- 3.8.1 The nominees with the highest number of votes shall be declared elected in accordance with the number of positions open for election.
- 3.8.2 If there is a tie between two or more nominees in an election to the Board and it is necessary to break the tie to determine who will be the successful nominee(s), the Registrar shall break the tie by lot.

3.9 Recounts

- 3.9.1 A nominee may require a recount by giving a written request to the Registrar no more than three business days after the date of an election and paying a fee of \$500.

3.9.2 The Registrar shall hold the recount no more than 30 days after receiving the request.

3.10 Filling of Vacancies

3.10.1 If the seat of an Elected Director becomes vacant, the Board may:

- (a) leave the seat vacant until the next election, subject to Section 3.10.2;
- (b) appoint as an Elected Director the nominee (if any) who had the most votes of all the unsuccessful nominees in the last election of Directors, subject to such nominee satisfying the eligibility criteria prescribed in Section 2.2 and consenting to act as an Elected Director. Should consent not be provided or the eligibility criteria not be satisfied, then the Board may appoint the nominee with the next highest number of votes subject to such nominee satisfying the eligibility criteria prescribed in Section 2.2 and such nominee's consent; or
- (c) direct the Registrar to hold a by-election.

Amendment Not in Force

On a date to be determined by the Board, this Section 3.10.1 is amended by adding the following at the beginning of Section 3.10.1:

Except as provided in Section 3.4.2,

3.10.2 If the number of remaining Elected Directors is less than the minimum number required by law, the Board shall take action under Section 3.10.1(b) or Section 3.10.1(c) to fill the number of vacant seats needed so that the number of Elected Directors is not less than the minimum number required by law.

3.10.3 The term of office of an Elected Director appointed under Section 3.10.1(b) or elected in a by-election expires when the term of the former Elected Director, whose vacancy has been filled, would have expired and shall count towards calculation of the new Elected Director's maximum years as a Director as set out in Section 3.2.

3.10.4 By-elections, including the review and approval of candidates to stand for election to the Board in the by-election, shall be held in a manner consistent with, and be subject to the same criteria as, regular elections held under the By-laws, subject to changes to time limits and deadlines and any other necessary modifications, as determined by the Registrar.

ARTICLE 4 ACADEMIC DIRECTORS

4.1 Academic Advisory Committee

4.1.1 An Academic Advisory Committee shall be established and shall be composed of Registrants appointed under this Section 4.1.

- 4.1.2 Before the meeting of the Board when the term of office of newly elected Directors starts, the dean of each faculty of medicine of a university in Ontario may appoint one Registrant to the Academic Advisory Committee.
- 4.1.3 A Registrant is eligible for appointment to the Academic Advisory Committee if, on the date of the appointment, the Registrant satisfies the eligibility criteria prescribed in Section 2.2 for an Academic Director, even if the Registrant will not be an Academic Director.

4.2 Appointments

- 4.2.1 A Registrant shall be appointed to the Academic Advisory Committee for a term of three years, from the first meeting of the Board after the Registrant's appointment when Elected Directors take office until the third such meeting or until such earlier time as specified in the appointment, except that the term of office for a Registrant appointed to the Academic Advisory Committee prior to the 2019 Annual Governance Meeting (for greater certainty, the annual general meeting as it was called in 2019) of the Board shall be one year.

4.3 Selection of Academic Directors

- 4.3.1 Three Registrants of the Academic Advisory Committee shall be selected as Academic Directors in accordance with Section 4.3.2.
- 4.3.2 At a meeting of the Board before the meeting when the term of office of newly Elected Directors starts, the Board shall vote by a show of hands to select as Academic Directors three Registrants of the Academic Advisory Committee for the following Board year, starting upon the adjournment of the next Annual Organizational Meeting until the following Annual Organizational Meeting.
- 4.3.3 For purposes of Section 3.2.2, the period of time a Registrant was appointed to the Academic Advisory Committee shall be counted as part of the calculation of the nine-year total, regardless of whether the Registrant was selected as an Academic Director pursuant to Section 4.3.2 for all or part of that time.

4.4 Disqualification of Academic Directors

- 4.4.1 If an Academic Director is disqualified from sitting on the Board under Section 2.4, the Board shall select a replacement from among the members of the Academic Advisory Committee who are not disqualified from sitting on the Board and are not Directors.

Amendment Not in Force

On a date to be determined by the Board, this Article 4 is deleted and replaced by the following Article 4:

ARTICLE 4 ACADEMIC DIRECTORS

4.1 Selection of Academic Directors

- 4.1.1 Subject to the eligibility criteria prescribed in Section 2.2, the Academic Directors shall be selected in accordance with Section 4.1.
- 4.1.2 In addition to the review contemplated under Section 3.3.1, the Governance and Nominating Committee shall identify the skills, expertise and diversity that are needed or desired when filling upcoming positions for Academic Directors.
- 4.1.3 At the direction of the Governance and Nominating Committee, the Registrar shall invite the dean of each faculty of medicine of a university in Ontario to propose one or more Registrants who are members of the faculty to be considered as candidates for selection and appointment as an Academic Director. All candidates shall complete and submit an application in the form required by the Governance and Nominating Committee no later than the deadline specified by the Registrar.
- 4.1.4 The Registrar shall forward all applications received by the deadline to the chair of the Governance and Nominating Committee for consideration.
- 4.1.5 The Governance and Nominating Committee shall review all applications received by the deadline to verify that each candidate satisfies the eligibility criteria prescribed in Section 2.2.
- 4.1.6 The Governance and Nominating Committee shall review all applications received by the deadline to assess whether each candidate has skills, expertise and diversity that are within the Board Profile and identified by the Governance and Nominating Committee as needed or desired for the Board pursuant to Section 4.1.2. If an incumbent Academic Director is seeking re-appointment, the Governance and Nominating Committee shall also take into consideration the incumbent Director's performance as a Director in determining if the incumbent Director is qualified to be re-appointed as an Academic Director. To support the Governance and Nominating Committee in its deliberations, the Governance and Nominating Committee may interview short-listed candidates.
- 4.1.7 The Governance and Nominating Committee shall propose nominees for appointment as Academic Directors for the number of Academic Directors whose terms are to expire at the Annual Organizational Meeting that year plus the number of vacancies (if any) in Academic Director positions at the time of proposing the nominees. The Governance and Nominating Committee shall only propose nominees who (a) satisfy the eligibility criteria prescribed in Section 2.2, and (b) have skills, expertise and diversity that were identified by the Governance and Nominating Committee as needed or desired for the Board pursuant to Section 4.1.2.
- 4.1.8 At a meeting of the Board prior to the Annual Organizational Meeting for that year, the Board shall consider a motion to select and appoint the nominees proposed by the Governance and Nominating Committee as Academic Directors, starting upon the adjournment of the Annual Organizational Meeting for the year until the third Annual Organizational Meeting thereafter, or until such earlier time as specified in the appointment.

4.2 Term of Office of Academic Directors

4.2.1 Academic Directors shall hold office for a term of three years or such shorter period of time as specified in the appointment.

4.3 Disqualification of Academic Directors

4.3.1 If an Academic Director is disqualified from sitting on the Board under Section 2.4, a Registrant who is a member of a faculty of medicine of a university in Ontario shall be selected to fill the vacancy in accordance with Section 4.1.

ARTICLE 5 OFFICERS

5.1 Officers

5.1.1 The Board shall annually elect a Board Chair and Board Vice-Chair to hold office starting upon the adjournment of the next Annual Organizational Meeting (or if elected at an Annual Organizational Meeting, starting upon the adjournment of such meeting) until the next Annual Organizational Meeting and, if an election is not so held, the Board Chair and Board Vice-Chair shall continue in office until their successors are elected. The procedure for election of the Board Chair and Board Vice-Chair shall be in accordance with Section 6.2.10.

Amendment Not in Force

On a date to be determined by the Board, this section 5.1 is amended by adding the following section 5.1.2:

5.1.2 The candidates for Board Chair and Board Vice-Chair positions shall be determined as follows:

- (a) at the direction of the Governance and Nominating Committee, the Registrar shall invite all Directors to submit an expression of interest if interested to serve as the Board Vice-Chair or Board Chair;
- (b) the Governance and Nominating Committee may also identify and solicit candidates to submit expressions of interest for election to be Board Vice-Chair and Board Chair;
- (c) the Registrar shall specify the deadline by which expressions of interest must be received by the Registrar. The Registrar shall forward all expressions of interest received by the deadline to the chair of the Governance and Nominating Committee for consideration;
- (d) the Governance and Nominating Committee shall identify the skills, expertise and diversity based on the Board Profile that are needed or desired when filling upcoming positions for Board Chair and Board Vice-Chair positions.

- (e) the Governance and Nominating Committee shall review all expressions of interest received by the deadline to assess whether each candidate has skills, expertise and diversity identified by the Governance and Nominating Committee as needed or desired for Board Chair and Board Vice-Chair positions pursuant to Section 5.1.2(d). To support the Governance and Nominating Committee in its deliberations, the Governance and Nominating Committee may interview short-listed candidates; and
- (f) the Governance and Nominating Committee shall propose nominees for each of the Board Chair and Board Vice-Chair positions who have skills, expertise and diversity that were identified by the Governance and Nominating Committee as needed or desired for the Board Chair and Board Vice-Chair positions pursuant to Section 5.1.2(d), and submit the proposed nominees to the Board for election.

5.2 Board Officers

- 5.2.1 The Board Chair is the chief officer of the College, and the other members of the Executive Committee shall assist the Board Chair in the discharge of the Board Chair's duties as may be requested by the Board Chair from time to time.
- 5.2.2 The Board Vice-Chair is the deputy chief officer of the College and shall discharge the duties of the Board Chair if the Board Chair is unavailable or unable to act. The Board Vice-Chair shall also perform the other duties requested from time to time by the Board Chair.

5.3 Vacancies in Board Officer Positions

- 5.3.1 The office of the Board Chair or Board Vice-Chair becomes vacant if the holder of the office dies, resigns, is disqualified from the Board or a committee, otherwise stops being a Director, is removed from office by a vote of the Board at a special meeting called for that purpose or, in the case of the Board Vice-Chair, in accordance with Section 5.3.2(b). A vacancy in the office of the Board Chair shall be filled in accordance with Section 5.3.2 or Section 5.3.4, as the case may be. A vacancy in the office of the Board Vice-Chair shall be filled in accordance with Section 5.3.3 or Section 5.3.4, as the case may be.
- 5.3.2 If the office of the Board Chair becomes vacant:
 - (a) the Board Vice-Chair becomes the Board Chair for the unexpired term of the office; and
 - (b) the office of the Board Vice-Chair thereby becomes vacant.
- 5.3.3 If the office of the Board Vice-Chair becomes vacant, the Board shall fill any vacancy in the office of the Board Vice-Chair at a special meeting which the Board Chair shall call for that purpose as soon as practicable after the vacancy occurs.
- 5.3.4 If the offices of the Board Chair and the Board Vice-Chair become vacant concurrently:

- (a) the longest-serving member of the Executive Committee who is:
 - (i) a Registrant if the Board Chair was a Registrant; or
 - (ii) a Public Director if the Board Chair was a Public Director, becomes the Board Chair *pro tempore* until the Board fills the vacancies; and
- (b) the Board shall fill both vacancies at a special meeting which the Board Chair *pro tempore* shall call for that purpose as soon as practicable after the vacancies occur.

ARTICLE 6 MEETINGS OF THE BOARD

6.1 Board Meetings

- 6.1.1 The Board shall hold:
 - (a) an annual organizational meeting, which shall be called by the Board Chair between November 1st and December 14th of each year (the “**Annual Organizational Meeting**”);
 - (b) an annual financial meeting, which shall be called by the Board Chair between March 1st and June 30th of each year (the “**Annual Financial Meeting**”);
 - (c) regular meetings other than the Annual Organizational Meeting and the Annual Financial Meeting, which shall be called by the Board Chair from time to time; and
 - (d) special meetings, which may be called by the Board Chair, any four members of the Executive Committee or by any 12 Directors, in each case by depositing with the Registrar a written requisition for the meeting containing the matter or matters for decision at the meeting. On receipt of a requisition, the meeting shall be called in accordance with Section 6.2.1.
- 6.1.2 A regular meeting of the Board includes an Annual Organizational Meeting and an Annual Financial Meeting.
- 6.1.3 The Board shall, at the Annual Organizational Meeting, approve a budget authorizing expenditures for the benefit of the College during the following fiscal year.
- 6.1.4 At each Annual Financial Meeting, the Board shall do the following:
 - (a) consider and, if thought fit, approve the financial statements for the preceding fiscal year and the Auditor’s report; and
 - (b) appoint one or more auditors who are duly licensed under the *Public Accounting Act, 2004*, S.O. 2004, c. 8 to hold office until the next Annual Financial Meeting (the “**Auditor(s)**”) and, if an appointment is not so made, the Auditor in office shall continue until a successor is appointed.

- 6.1.5 The Board shall fill any temporary vacancy in the office of the Auditor but, while such vacancy continues, the surviving or continuing Auditor, if any, shall continue as the Auditor.
- 6.1.6 The Registrar shall give notice of every appointment and reappointment of an Auditor to the Auditor in writing promptly after the appointment or reappointment is made, together with a copy of the By-laws.

6.2 Meeting Process

- 6.2.1 Meetings of the Board shall take place in Ontario at a place, date and time designated by the Board Chair, the four members of the Executive Committee or the 12 Directors calling the meeting but, if a place, date or time is not designated or is incompatible with the By-laws, the Registrar shall select a place, date and time compatible with the By-laws which is as close as the Registrar can reasonably select to the place, date and time designated by the person(s) calling the meeting.
- 6.2.2 The Registrar shall cause each Director to be notified in writing of the place, date and time of a Board meeting, by sending such notification at least:

- (a) 14 days before a regular meeting; and
- (b) five days before a special meeting;

The Registrar is responsible for including in or with the notification of a special meeting the matter or matters for decision contained in the requisition of the meeting deposited with the Registrar.

- 6.2.3 The Board shall, and may only, consider:
 - (a) at a special meeting, the matter for decision at the meeting contained in the requisition deposited with the Registrar;
 - (b) at a regular meeting, a motion made and seconded in writing:
 - (i) on behalf of the Executive Committee;
 - (ii) in a report by a committee which has received prior review by the Executive Committee;
 - (iii) of which a notice of motion was given by a Director at the preceding Board meeting; or
 - (iv) if a vote is held at the meeting and at least a two-thirds majority of the votes cast by the Directors in attendance at the meeting agree to consider such motion; and
 - (c) at any meeting, routine and procedural motions in accordance with the rules of order.

- 6.2.4 The Board Chair is responsible for the organization of an agenda for each Board meeting, which shall be distributed to the Directors as long a time before the meeting as is practical. Each agenda for a Board meeting shall include an anticipated time for the consideration of each item on the agenda.
- 6.2.5 If a Director wishes to ask questions of the Executive Committee, or raise topics for informal discussion, that are relevant to the affairs of the College at the Board meeting, the Director shall submit such questions or topics to the Board Chair as far in advance of the Board meeting as is practical, and where possible, prior to the Board Chair distributing an agenda for such Board meeting.
- 6.2.6 The Board Chair or the Board Chair's appointee for the purpose shall be the presiding officer for meetings of the Board. Unless otherwise required by law or in the By-laws, the presiding officer may vote on any motion or in any election which properly comes before the Board unless the presiding officer has a Conflict of Interest in connection with such motion or election.
- 6.2.7 Unless otherwise required by law or in the By-laws, a majority of Directors constitutes a quorum.
- 6.2.8 Unless otherwise required by law or in the By-laws, every motion which properly comes before the Board shall be decided by a simple majority of the votes cast at the meeting by the Directors in attendance, and if there is an equality of votes on a motion, the motion shall be deemed to have been defeated.
- 6.2.9 Unless otherwise required or permitted by the By-laws, every vote at a Board meeting shall be by a show of hands. The presiding officer shall declare the result of every vote, and the presiding officer's declaration is final.
- 6.2.10 The procedure for election of the Board Chair, Board Vice-Chair, the Executive Member Representatives and members of the Governance and Nominating Committee shall be as follows:
- (a) if there is only one nominee for an office or position, the presiding officer shall declare the nominee elected by acclamation; or
 - (b) if there are two or more nominees for an office or position:
 - (i) prior to the first vote, each of these nominees shall be given an opportunity to speak to the Board for a maximum of two minutes about the nominee's candidacy for the office or position;
 - (ii) such office or position shall be selected by voting by secret ballot, using generally accepted democratic procedures;
 - (iii) the nominee who receives a majority of the votes cast for such office or position shall be declared the successful nominee;
 - (iv) if no nominee receives a majority of the votes cast, the nominee who receives the lowest number of votes shall be deleted from the nomination (subject to Section 6.2.10(b)(v)), and another vote by

secret ballot shall be taken. This procedure shall be followed until one nominee receives a majority of the votes cast;

- (v) if a tie vote occurs between two or more nominees having the lowest number of votes, there are nominees other than the tied nominees, and no nominee receives a majority of the votes cast:
 - (A) if there is only one nominee other than the tied nominees, a vote by secret ballot shall be taken to determine which of the tied nominees shall be deleted from the nomination. If the nominees again receive an equal number of votes, the presiding officer shall break the tie by lot; or
 - (B) if there are two or more nominees other than the tied nominees, all of the tied nominees shall be deleted from the nomination; and
- (vi) if, at any point during the election process, all the nominees that remain have an equal number of votes, each of these nominees shall be given an opportunity to speak to the Board for a maximum of two minutes about the nominee's candidacy for the office or position, and then another vote by secret ballot shall be taken. If the nominees again receive an equal number of votes, the presiding officer shall break the tie by lot.

Amendment Not in Force

On a date to be determined by the Board, section 6.2.10 is amended by striking out the reference to “, the Executive Member Representatives”.

- 6.2.11 The Board may, at the discretion of the presiding officer, use an electronic voting system for votes to be held by ballot (including secret ballot) or by a show of hands. If an electronic voting system is used for a vote by ballot, references in the By-laws shall be deemed to be references to an electronic ballot.
- 6.2.12 The Registrar is responsible for the recording of the proceedings of each Board meeting. The written record of the proceedings of a Board meeting when accepted at a subsequent Board meeting, subject to any corrections made at such subsequent meeting, is conclusive proof that the written record accurately reflects the proceedings of the Board meeting. A Director's absence from the meeting for which the record of proceedings are being approved does not prevent the Director from participating in the correction or approval of the record.
- 6.2.13 Whether or not a quorum is present, the presiding officer may adjourn any properly called Board meeting and reconvene the meeting at any time and from time to time. If a quorum is present at any reconvened meeting, any matter may be considered and transacted at the reconvened meeting which could have been transacted at the original meeting which was adjourned.
- 6.2.14 A meeting of the Board may, in the discretion of the presiding officer, be held in any manner, including by telephonic or electronic means, that allows all the persons participating to communicate with each other simultaneously and instantaneously.

The meeting may only be held by telephonic or electronic means if the presiding officer is satisfied that the proceedings may proceed with adequate security and if applicable, confidentiality.

- 6.2.15 The rules of order prescribed in Schedule 1 to this By-law are the rules of order for meetings of the Board.

PART 3. COMMITTEES

ARTICLE 7 APPOINTMENTS AND PROCEDURE

7.1 Committee Composition

7.1.1 Unless otherwise required by law or in the By-laws:

- (a) the Board shall appoint the members of each committee and a chair and if desired, a vice-chair of each committee;
- (b) the Board shall establish the powers and duties of each committee; and
- (c) each committee shall be composed of such Registrants and others as the Board may appoint.

7.1.2 The Board and the Executive Committee may establish special committees, and may appoint the members and a chair and vice-chair to, and establish the powers and duties of, any such special committee. The members of a special committee shall be composed of such Registrants and others as the Board may appoint.

7.2 Appointment to Committees

7.2.1 The Governance and Nominating Committee shall identify the skills, expertise and diversity that are needed or desired for each committee when filling upcoming positions on committees.

7.2.2 The Governance and Nominating Committee shall review expressions of interest received by Registrants or other persons interested in serving as a committee member, chair or vice-chair of a committee (other than for the Governance and Nominating Committee and the Executive Committee) and any other candidates identified by the Governance and Nominating Committee to (a) verify that each candidate satisfies the eligibility criteria prescribed in Section 7.3, and (b) assess whether each candidate has skills, expertise and diversity that will meet the needs of the applicable committee as identified by the Governance and Nominating Committee pursuant to Section 7.2.1. To support the Governance and Nominating Committee in its deliberations, the Governance and Nominating Committee may interview short-listed candidates.

7.2.3 The Governance and Nominating Committee shall propose nominees for committee members, chairs and vice-chairs to be submitted to the Board for appointment as needed for each committee (other than for the Governance and Nominating Committee and the Executive Committee), but no less than annually. The Governance and Nominating Committee shall only propose nominees who (a)

satisfy the eligibility criteria prescribed in Section 7.3, and (b) have skills, expertise and diversity that will meet the needs of the applicable committee as identified by the Governance and Nominating Committee pursuant to Section 7.2.1.

7.2.4 The Board may appoint to a committee a person who is not a Registrant or a Director.

7.2.5 This Section 7.2 does not apply to filling positions on the Governance and Nominating Committee or the Executive Committee.

7.3 Eligibility of Committee Members

7.3.1 To be eligible to be appointed to a committee, a Registrant or other person (other than a Public Director), on the date of the appointment:

- (a) in the case of a Registrant, has their Business Address (if any) in Ontario and resides in Ontario;
- (b) in the case of a Registrant, is not in default of payment of any fees payable to the College;
- (c) in the case of a Registrant, is not a director or officer of the Ontario Medical Association, the Canadian Medical Protective Association, the Canadian Medical Association, the Coalition of Family Physicians and Specialists of Ontario or the Ontario Specialists Association;
- (d) is not a Relative of an employee of the College;
- (e) is not, and has never been, a party to civil litigation or arbitration adverse in interest against the College, the Board, a committee, a Director or a College officer, employee or agent, provided that the litigation or arbitration against a College employee or agent relates to the College or their role as an employee or agent of the College;
- (f) in the case of a Registrant, holds a certificate of registration that has never been revoked or suspended, other than an Administrative Suspension more than six years before the date of the appointment;
- (g) in the case of a Registrant, holds a certificate of registration that is not subject to a term, condition or limitation other than one prescribed by a regulation made under the Act or the Medicine Act or imposed by the Registration Committee pursuant to a College registration policy;
- (h) in the case of a Registrant, has not been found to have committed an act of professional misconduct or to be incompetent by a panel of the Ontario Physicians and Surgeons Discipline Tribunal or found to be incapacitated by a panel of the Fitness to Practise Committee, unless the notation of such finding has been removed from the Register pursuant to section 23(11) of the Code;

- (i) in the case of a Registrant, is not the subject of any disciplinary or incapacity proceeding;
- (j) in the case of a Registrant, is not subject to an outstanding interim order by the ICRC under the Code;
- (k) in the case of a Registrant, has not been required by the ICRC to complete a SCERP within five years before the date of the appointment;
- (l) in the case of a Registrant, has not been required to appear before a panel of the ICRC to be cautioned within five years before the date of the appointment;
- (m) has no findings of guilt (unless a pardon was granted or a record suspension was ordered in respect of the findings) or outstanding charges made against the Registrant under the Health Insurance Act, the Criminal Code or the Controlled Drugs and Substances Act or under any comparable legislation or criminal laws of another jurisdiction;
- (n) in the case of a Registrant, is in compliance with all continuing professional development required by the Medicine Act;
- (o) is not an undischarged bankrupt;
- (p) is not a person who has been found to be incapable of managing property under the Substitute Decisions Act or under the Mental Health Act;
- (q) is not a person who has been declared incapable by any court in Canada or elsewhere; and
- (r) is not ineligible for such appointment under Section 7.6.6 or Section 7.6.7.

7.4 Rescission of Committee Appointment

7.4.1 The Board may rescind the appointment of a committee member prior to the expiry of the appointment at any time upon recommendation from the Governance and Nominating Committee. This Section 7.4.1 does not apply to members of the Governance and Nominating Committee, the Executive Committee, or individuals who are committee members by virtue of the office they hold.

7.5 Disqualification of Members from Committees

7.5.1 A committee member (other than a Public Director) is automatically disqualified from sitting on the committee if the committee member:

- (a) in the case of a Registrant, ceases to have their Business Address (if any) in Ontario or ceases to reside in Ontario;
- (b) becomes a director or officer of the Ontario Medical Association, the Canadian Medical Protective Association, the Canadian Medical Association,

the Coalition of Family Physicians and Specialists of Ontario or the Ontario Specialists Association;

- (c) becomes a Relative of an employee of the College;
- (d) becomes a party to civil litigation or arbitration adverse in interest against the College, the Board, a committee, a Director or a College officer, employee or agent, provided that the litigation or arbitration against a College employee or agent relates to the College or their role as an employee or agent of the College;
- (e) in the case of a Registrant, has had their certificate of registration revoked or suspended, including an Administrative Suspension;
- (f) in the case of a Registrant, has one or more terms, conditions and limitations imposed on their certificate of registration other than one prescribed in any regulation made under the Act or the Medicine Act or imposed by the Registration Committee pursuant to a College registration policy;
- (g) in the case of a Registrant, is found to have committed an act of professional misconduct or is found to be incompetent by a panel of the Ontario Physicians and Surgeons Discipline Tribunal;
- (h) in the case of a Registrant, is found to be incapacitated by a panel of the Fitness to Practise Committee;
- (i) in the case of a Registrant, becomes the subject of any disciplinary or incapacity proceeding;
- (j) in the case of a Registrant, becomes subject to an interim order by the ICRC under the Code;
- (k) in the case of a Registrant, is required by the ICRC to complete a SCERP;
- (l) in the case of a Registrant, is required to appear before a panel of the ICRC to be cautioned;
- (m) is charged with an offence under the Health Insurance Act, the Criminal Code or the Controlled Drugs and Substances Act or under any comparable legislation or criminal laws of another jurisdiction;
- (n) is found guilty of an offence under the Health Insurance Act, the Criminal Code or the Controlled Drugs and Substances Act or under any comparable legislation or criminal laws of another jurisdiction;
- (o) in the case of a Registrant, is not in compliance with all continuing professional development required by the Medicine Act;
- (p) becomes an undischarged bankrupt;

(q) is found to be incapable of managing property under the Substitute Decisions Act or under the Mental Health Act; or

(r) is declared incapable by any court in Canada or elsewhere.

7.5.2 A committee member (other than a Public Director) may be disqualified from sitting on the committee if the committee member:

(a) fails to attend three consecutive meetings of the committee;

(b) fails to attend all or part of a hearing for which the committee member has been selected;

(c) in the case of a Registrant, is in default of payment of any fee payable to the College for more than 30 days;

(d) fails, in the opinion of the Board, to discharge the committee member's duties to the College, including having acted in a Conflict of Interest or otherwise in breach of a College By-law, the Act, or the College's governance policies; or

(e) did not satisfy one or more of the criteria for eligibility prescribed in Section 7.3 at the date of appointment to the committee, and the committee member did not disclose same to the College or the committee member was untruthful or misled the College about same.

7.5.3 A committee member (including a Public Director) shall immediately notify the Registrar in writing if any of the criteria for disqualification prescribed in Section 7.5.1 or Section 7.5.2 arise regarding that committee member.

7.5.4 The chair or vice-chair of a committee shall advise the Registrar in writing if they believe that a committee member (including a Public Director) meets one or more of the criteria for disqualification prescribed in Section 7.5.1 or Section 7.5.2.

7.5.5 If the Registrar receives information in writing that suggests a committee member (other than a Public Director) meets any of the criteria for disqualification prescribed in Section 7.5.1 or Section 7.5.2, the Registrar shall report the matter to the Executive Committee.

7.5.6 If the Executive Committee receives information pursuant to Section 7.5.5 that suggests a committee member (other than a Public Director) meets any of the criteria for disqualification prescribed in Section 7.5.1, the Executive Committee shall notify such committee member and the chair of the applicable committee that such committee member has been disqualified from the committee.

7.5.7 If the Executive Committee believes that a committee member (other than a Public Director) meets any of the criteria for disqualification prescribed in Section 7.5.2, the Executive Committee shall notify such committee member (the "**Subject Committee Member**") of the nature of the concern and provide the Subject Committee Member a reasonable opportunity to respond to the concern before making a decision to refer the matter to the Board.

- 7.5.8 If the Executive Committee decides that the matter warrants the Board's consideration, the Executive Committee shall place the matter on the agenda of the Board's next meeting, or the Board Chair shall call a special Board meeting for the purpose of determining whether the Subject Committee Member meets any of the criteria for disqualification prescribed in Section 7.5.2. The Registrar shall advise the Subject Committee Member of the date of the meeting and that the Subject Committee Member may make written or oral submissions to the Board at the meeting.
- 7.5.9 Disqualification of a committee member (other than a Public Director) pursuant to the disqualification criteria prescribed in Section 7.5.2 shall be decided by a simple majority of the votes cast at the meeting by the Directors in attendance.
- 7.5.10 A committee member who is disqualified ceases to be a member of the committee.
- 7.5.11 A Director who is disqualified from sitting on the Board is thereby disqualified from sitting on each committee of which the Director is a member.
- 7.5.12 If any of the criteria for disqualification prescribed in Section 7.5.1 or Section 7.5.2 occur with respect to a member of a committee who is a Public Director, the College may report this to the Ministry of Health and may request that the Public Director's appointment to the Board be revoked.

7.6 Committee Member Terms

- 7.6.1 The term of office of a committee member starts when the committee member is appointed or at such later time as the Board specifies in the appointment.
- 7.6.2 Except as provided in Section 7.6.3, the term of office of a committee member automatically expires at the third Annual Organizational Meeting of the Board which occurs after the appointment or at such earlier time as the Board specifies in the appointment.
- 7.6.3 The term of office of each member of the Governance and Nominating Committee and the Executive Committee automatically expires at the Annual Organizational Meeting of the Board which occurs next after the appointment.
- 7.6.4 If one or more vacancies occur in the membership of a committee, the committee members remaining in office constitute the committee so long as their number is not fewer than the quorum prescribed by law or in the By-laws.
- 7.6.5 The Executive Committee may and, if necessary for a committee to achieve its quorum shall, make appointments to fill any vacancies which occur in the membership of a committee.
- 7.6.6 Subject to Section 7.6.8, a person is not eligible for appointment to a committee if a person has been a member of such committee for a total of nine years or more, whether consecutively or non-consecutively.

7.6.7 Subject to Section 7.6.8:

- (a) a Registrant is not eligible for appointment to a committee if the Registrant has been a Director or a member of any one or more committees for a total of 18 years or more, whether consecutively or non-consecutively; and
- (b) a person who is not a Registrant is not eligible for appointment to a committee if the person has been a member of any one or more committees for a total of 18 years or more, whether consecutively or non-consecutively.

For greater certainty, for purposes of calculating the 18-year total in Section 7.6.7, any period of time spent on the Board and/or one or more committees concurrently counts as one period of time, and is not counted separately for the Board and each committee.

7.6.8 **Exceptional Circumstances.** Despite Sections 7.3.1(r), 7.6.6 and 7.6.7, the Board, if it determines it is necessary to do so due to exceptional circumstances, may appoint a person to a committee for additional one-year terms, but not to exceed two years in total.

7.7 Committee Meetings

- 7.7.1 Section 7.7 does not apply to a proceeding of a committee or a panel of a committee that is held for the purpose of conducting a hearing.
- 7.7.2 All committee meetings shall be conducted in accordance with the By-laws and the terms of reference, if any, established by the applicable committee, and the Code as may be applicable.
- 7.7.3 Each committee shall meet from time to time at the direction of the Board or the Executive Committee or the call of the chair of the committee at a place in Ontario, and the date and time are to be designated by the chair of the committee.
- 7.7.4 Committee members shall be provided with notice of all regular meetings through a periodic committee meeting schedule provided to each committee member. Notice shall be provided to committee members for any additional committee meetings as far in advance of the meeting as is practical.
- 7.7.5 Unless otherwise required by law or in the By-laws, a majority of the members of a committee constitutes a quorum.
- 7.7.6 The chair of a committee or the chair's appointee for the purpose shall be the presiding officer for meetings of the committee or panel as appropriate.
- 7.7.7 Every question or motion which comes before a committee may be decided by a majority of the votes cast at the meeting and, if there is an equality of votes on a question or motion, the question or motion shall be deemed to have been defeated.
- 7.7.8 A meeting of a committee or of a panel of a committee that is held for any purpose other than conducting a hearing may, in the discretion of the chair of the committee, be held in any manner, including by telephonic or electronic means, that allows all

the persons participating to communicate with each other simultaneously and instantaneously. The meeting may only be held by telephonic or electronic means if the presiding officer is satisfied that the proceedings may proceed with adequate security and confidentiality.

- 7.7.9 The presiding officer is responsible for the recording of the deliberations at every meeting of a committee and meeting of a panel of a committee. The presiding officer may vote on any question or motion which comes before the committee unless the presiding officer has a Conflict of Interest in connection with such question or motion.
- 7.7.10 The written record of the proceedings and deliberations at a committee meeting (other than a meeting of a panel of a committee) when accepted at a subsequent committee meeting, subject to any corrections made at such subsequent meeting, is conclusive proof that the written record accurately reflects the proceedings and deliberations at the committee meeting. A committee member's absence from the meeting for which the record of proceedings are being approved does not prevent the committee member from participating in their correction or approval.
- 7.7.11 The written record of the proceedings and deliberations of a meeting of a panel of a committee for any purposes other than conducting a hearing, when signed by the persons purporting to be the presiding and recording officers thereof, is conclusive proof that the written record accurately reflects the proceedings and deliberations of the panel of the committee.

ARTICLE 8 STATUTORY COMMITTEES

8.1 Statutory Committees

- 8.1.1 The Code provides that the College shall have the following committees:
- (a) Executive Committee;
 - (b) Registration Committee;
 - (c) Inquiries, Complaints and Reports Committee;
 - (d) Discipline Committee;
 - (e) Fitness to Practise Committee;
 - (f) Quality Assurance Committee; and
 - (g) Patient Relations Committee.
- 8.1.2 Subject to the Code and the By-laws, statutory committees, standing committees and any special committees may establish their own terms of reference and rules of procedures.

8.2 Executive Committee

8.2.1 The Executive Committee shall be composed of the following six members:

- (a) the Board Chair and the Board Vice-Chair;
- (b) the past Board Chair, subject to Section 8.2.1(c); and
- (c) three, or if the past Board Chair is unwilling or unable to serve on the Executive Committee, four Directors (each, an “**Executive Member Representative**”).

A minimum of two members of the Executive Committee (regardless of their position on the Executive Committee) shall be Physician Directors. A minimum of two members of the Executive Committee (regardless of their position on the Executive Committee) shall be Public Directors.

Amendment Not in Force

On a date to be determined by the Board, this Section 8.2.1 is deleted and replaced with the following Section 8.2.1:

8.2.1 The Executive Committee shall be composed of the following six members:

- (a) the Board Chair;
- (b) the Board Vice-Chair; and
- (c) four Directors (each, an “**Executive Member Representative**”).

A minimum of three members of the Executive Committee (regardless of their position on the Executive Committee) shall be Physician Directors. A minimum of two members of the Executive Committee (regardless of their position on the Executive Committee) shall be Public Directors.

8.2.2 The Board shall annually appoint the Executive Member Representatives to the Executive Committee. The nominees for the Executive Member Representatives shall be determined in accordance with the following:

- (a) if one or both of the Board Chair-elect and the past Board Chair-to-be are not Physician Directors, or the then current Board Chair is unwilling or unable to serve on the Executive Committee as the past Board Chair in the following year, the Board shall hold an election of nominees for the remaining number of Physician Directors required in order to have a minimum of two Physician Directors on the Executive Committee, as prescribed by Section 8.2.1;
- (b) if one or both of the Board Chair-elect and the past Board Chair-to-be are not Public Directors, or the then current Board Chair is unwilling or unable to serve on the Executive Committee as the past Board Chair in the following year, the Board shall hold an election of nominees for the remaining number

of Public Directors required in order to have a minimum of two Public Directors on the Executive Committee, as prescribed by Section 8.2.1;

- (c) the Board shall then hold an election of nominees for the number of unfilled Executive Member Representative positions. The nominees for this election may be Physician Directors and/or Public Directors;
- (d) all of the elections contemplated under this Section 8.2.2 shall be in accordance with the procedure set out in Section 6.2.10; and
- (e) following such elections, the Board shall consider a motion to appoint the successful nominees to serve as the Executive Member Representatives starting upon the adjournment of the next Annual Organizational Meeting (or if appointed at an Annual Organizational Meeting, starting upon the adjournment of such meeting) until the following Annual Organizational Meeting.

Amendment Not in Force

On a date to be determined by the Board, this Section 8.2.2 is deleted and replaced with the following Section 8.2.2:

8.2.2 The Board shall annually appoint the Executive Member Representatives to the Executive Committee starting upon the adjournment of the next Annual Organizational Meeting (or if appointed at an Annual Organizational Meeting, starting upon the adjournment of such meeting) until the following Annual Organizational Meeting. The nominees for the Executive Member Representatives shall be determined by the Governance and Nominating Committee in accordance with the following:

- (a) at the direction of the Governance and Nominating Committee, the Registrar shall invite all Directors to submit an expression of interest if interested to serve as an Executive Member Representative;
- (b) the Governance and Nominating Committee may also identify and solicit Directors to submit expressions of interest to serve as an Executive Member Representative;
- (c) the Registrar shall specify the deadline by which expressions of interest must be received by the Registrar. The Registrar shall forward all expressions of interest received by the deadline to the chair of the Governance and Nominating Committee for consideration;
- (d) the Governance and Nominating Committee shall identify the skills, expertise and diversity based on the Board Profile that are needed or desired when filling upcoming positions Executive Member Representative positions;
- (e) the Governance and Nominating Committee shall review all expressions of interest received by the deadline to assess whether each candidate has skills, expertise and diversity identified by the Governance and

Nominating Committee as needed or desired for the Executive Committee pursuant to Section 8.2.2(d). To support the Governance and Nominating Committee in its deliberations, the Governance and Nominating Committee may interview short-listed candidates; and

- (f) the Governance and Nominating Committee shall propose nominees for each Executive Member Representative positions who have skills, expertise and diversity that were identified by the Governance and Nominating Committee as needed or desired for the Executive Committee pursuant to Section 8.2.2(d), and submit the proposed nominees to the Board for appointment.

8.2.3 The Board Chair is the chair of the Executive Committee. The Board Vice-Chair is the vice-chair of the Executive Committee.

8.2.4 In addition to the duties of the Executive Committee set out in section 12(1) of the Code and Section 8.3.1, the Executive Committee shall:

- (a) review the performance of the Registrar and shall set the compensation of the Registrar; and
- (b) oversee and assist College staff with the development and delivery of major communications, government relations, and outreach initiatives to the profession, the public and other stakeholders, consistent with the College's strategic plan.

8.2.5 In order to fulfill its duties under Section 8.2.4(a), the Executive Committee shall:

- (a) consult with the Board in respect of the performance of the Registrar and with respect to setting performance objectives in accordance with a process approved from time to time by the Board;
- (b) ensure that the appointment and re-appointment of the Registrar are approved by the Board; and
- (c) approve a written agreement setting out the terms of employment of the Registrar.

8.3 Executive Delegation

8.3.1 Unless otherwise required by law or in the By-laws, the Executive Committee may exercise all the powers and duties of the Board with respect to any matter that, in the opinion of the Executive Committee, requires attention between meetings of the Board.

8.3.2 The Executive Committee shall not exercise the powers or duties of the Board under Sections 6.1.4(b), 6.1.5 and 14.5.1.

8.4 Registration Committee

8.4.1 The Registration Committee shall be composed of Registrants and Public Directors. The number of members on the Registration Committee shall be determined by the Board annually to meet the needs of the Registration Committee.

8.5 Inquiries, Complaints and Reports Committee

8.5.1 The Inquiries, Complaints and Reports Committee (“**ICRC**”) shall be composed of Registrants and Public Directors. The number of members on the ICRC shall be determined by the Board annually to meet the needs of the ICRC.

8.6 Fitness to Practise Committee

8.6.1 The Fitness to Practise Committee shall be composed of Registrants, Public Directors and individuals with previous experience as adjudicators. The number of members on the Fitness to Practise Committee shall be determined by the Board annually to meet the needs of the Fitness to Practise Committee.

8.7 Patient Relations Committee

8.7.1 The Patient Relations Committee shall be composed of the following:

- (a) no fewer than two and no more than four Registrants who are not currently Directors or current members of other committees; and
- (b) one or two members of the public who are not Registrants and who are not currently Public Directors.

8.8 Quality Assurance Committee

8.8.1 The Quality Assurance Committee shall be composed of Registrants and may, but need not, include Public Directors. The number of members on the Quality Assurance Committee shall be determined by the Board annually to meet the needs of the Quality Assurance Committee.

8.8.2 A panel of three members of the Quality Assurance Committee appointed by the chair of the Quality Assurance Committee is a quorum and may discharge the duties and exercise the authority of the Quality Assurance Committee.

8.9 Discipline Committee (Tribunal)

8.9.1 The Discipline Committee shall be known as the Ontario Physicians and Surgeons Discipline Tribunal (OPSDT) in English and Tribunal de discipline des Médecins et chirurgiens de l'Ontario (TDMCO) in French, and each reference to the Ontario Physicians and Surgeons Discipline Tribunal or the Tribunal de discipline des Médecins et chirurgiens de l'Ontario, whether orally or in writing, shall be deemed to be a reference to the Discipline Committee of the College as specified in the Code and the Medicine Act, and any other legislation or policy where the context requires. For ease of reference, the Ontario Physicians and Surgeons Discipline

Tribunal is referred to in this General By-law by its English name or acronym, and all references to the English name or acronym shall be deemed to equally refer to or apply to its French name or acronym, respectively.

- 8.9.2 The Ontario Physicians and Surgeons Discipline Tribunal shall be composed of Physician Directors, Public Directors and individuals with previous experience as adjudicators, and may, but need not include, Registrants who are not Directors. The number of members on the Ontario Physicians and Surgeons Discipline Tribunal shall be determined by the Board annually to meet the needs of the Ontario Physicians and Surgeons Discipline Tribunal.

8.10 Summonses

- 8.10.1 Any member of the OPSDT or Fitness to Practise Committee may sign summonses issued under subsection 12(1) of the *Statutory Powers Procedure Act*.

ARTICLE 9 STANDING COMMITTEES

9.1 Establishment

- 9.1.1 The following committees are the standing committees:

- (a) Finance and Audit Committee;
- (b) Governance and Nominating Committee; and
- (c) Premises Inspection Committee.

9.2 Finance and Audit Committee

- 9.2.1 The Finance and Audit Committee shall be composed of Registrants and Public Directors, in accordance with the terms of reference of the Finance and Audit Committee.

Amendment Not in Force

On a date to determined by the Board, this Section 9.2.1 is deleted and replaced with the following as Section 9.2.1:

- 9.2.1 The Finance and Audit Committee shall be composed of a minimum of five members, including the following:

- (a) the Board Chair; and
- (b) four Directors.

A minimum of two members of the Finance and Audit Committee (regardless of their position on the Finance and Audit Committee) shall be Physician Directors. A minimum of two members of the Finance and Audit Committee (regardless of their position on the Finance and Audit Committee) shall be Public Directors. The number of members on the

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| Finance and Audit Committee shall be determined by the Board annually to meet the needs of the Finance and Audit Committee. |
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9.2.2 The Finance and Audit Committee shall review and report to the Board regarding the financial affairs and position of the College.

9.2.3 In order to fulfil its duty under Section 9.2.2, the Finance and Audit Committee shall:

- (a) meet with the Auditor each year:
 - (i) before the audit to review the timing and extent of the audit and to bring to the attention of the Auditor any matters to which it considers the Auditor should pay attention; and
 - (ii) as shortly before the Annual Financial Meeting as practical in order to review and discuss with the Auditor the financial statements, the Auditor's report and the management letter;
- (b) review the draft budget before it is presented to the Executive Committee, and report to the Executive Committee and the Board arising from its review of:
 - (i) the assumptions in the draft budget;
 - (ii) the steps taken to maximize efficiency and minimize cost in relation to the quality of goods and level of service; and
 - (iii) any other issue which the Finance and Audit Committee considers may affect the financial affairs and position of the College; and
- (c) review from time to time:
 - (i) the expenditures of the College in relation to the budget;
 - (ii) the performance and administration of the College's pension plans;
 - (iii) the investment strategies and performance of the College's non-pension investments; and
 - (iv) the security of the College's assets generally.

9.3 Governance and Nominating Committee

9.3.1 The Governance and Nominating Committee shall be composed of the following persons:

- (a) the Board Chair, the Board Vice-Chair, and a past Board Chair;
- (b) one Physician Director who is not a member of the Executive Committee; and

- (c) two Public Directors who are not members of the Executive Committee.
- 9.3.2 A past Board Chair shall chair the Governance and Nominating Committee.
- 9.3.3 The nominees for the positions (other than the Board Chair, Board Vice-Chair and a past Board Chair) on the Governance and Nominating Committee shall be determined in accordance with the following:
- (g) at the direction of the Executive Committee, the Registrar shall invite all Directors to submit an expression of interest by the deadline specified by the Registrar if interested to serve on the Governance and Nominating Committee; and
 - (h) the Executive Committee shall forward the names of the Directors who have submitted an expression of interest to serve on the Governance and Nominating Committee as nominees to the Board for election.
- 9.3.4 The procedure for election of the members of the Governance and Nominating Committee shall be in accordance with Section 6.2.10.
- 9.3.5 The Board shall annually appoint to the Governance and Nominating Committee the Board Chair, the Board Vice-Chair, a past Board Chair and the members elected by the Board starting upon the adjournment of the next Annual Organizational Meeting (or if appointed at an Annual Organizational Meeting, starting upon the adjournment of such meeting) until the following Annual Organizational Meeting.
- 9.3.6 The Governance and Nominating Committee shall:
- (a) monitor the governance process adopted by the Board and report annually to the Board on the extent to which the governance process is being followed;
 - (b) consider and, if considered advisable, recommend to the Board changes to the governance process;
 - (c) ensure nominations for the office of the Board Chair and the Board Vice-Chair;
 - (d) identify and approve nominations for committee members, chairs and vice-chairs, other than for the Executive Committee, and submit the nominations to the Board for appointment; and
 - (e) make recommendations to the Board regarding any other officers, officials or other people acting on behalf of the College.

Amendment Not in Force

On a date to be determined by the Board, this Section 9.3 is deleted and replaced with the following Section 9.3:

9.3 Governance and Nominating Committee

- 9.3.1 The Governance and Nominating Committee shall be composed of a minimum of five persons, including the following:
- (a) the Board Vice-Chair;
 - (b) two Physician Directors who are not members of the Executive Committee; and
 - (c) two Public Directors who are not members of the Executive Committee.
- 9.3.2 The Governance and Nominating Committee may engage consultants with expertise relating to corporate governance, professional regulation or any other area of expertise as the Governance and Nominating Committee deems appropriate to advise the Governance and Nominating Committee with performing its mandate.
- 9.3.3 The nominees for the positions (other than the Board Vice-Chair) on the Governance and Nominating Committee shall be determined in accordance with the following:
- (a) at the direction of the Executive Committee, the Registrar shall invite all Directors to submit an expression of interest by the deadline specified by the Registrar if interested to serve on the Governance and Nominating Committee; and
 - (b) the Executive Committee shall forward the names of the Directors who have submitted an expression of interest to serve on the Governance and Nominating Committee as nominees to the Board for election.
- 9.3.4 The procedure for election of the members of the Governance and Nominating Committee shall be in accordance with Section 6.2.10.
- 9.3.5 The Board shall annually appoint to the Governance and Nominating Committee the Board Vice-Chair and the members elected by the Board starting upon the adjournment of the next Annual Organizational Meeting (or if appointed at an Annual Organizational Meeting, starting upon the adjournment of such meeting) until the following Annual Organizational Meeting.
- 9.3.6 The Board Vice-Chair shall chair the Governance and Nominating Committee.
- 9.3.7 The Governance and Nominating Committee shall:
- (a) monitor the governance process adopted by the Board and report annually to the Board on the extent to which the governance process is being followed;
 - (b) consider and, if considered advisable, recommend to the Board changes to the governance process;

- (c) annually assess the Board profile of skills, expertise and diversity of incumbent Directors and identify the skills, expertise and diversity that are desired when filling vacancies on the Board, in the offices of the Board Chair and Board Vice-Chair and in the Executive Member Representative positions;
- (d) engage in a process, in accordance with Section 3.3, to approve a slate of nominees and submit the slate of nominees to the Board for election as Elected Directors;
- (e) engage in a process, in accordance with Section 4.1, to propose nominees for Academic Directors and submit the nominations to the Board for appointment;
- (f) engage in a process, in accordance with Section 5.1.2, to propose nominees for each of the Board Chair and Board Vice-Chair positions and submit the nominations to the Board for election;
- (g) engage in a process, in accordance with Section 8.2.2, to propose nominees for the Executive Member Representative positions and submit the nominations to the Board for appointment;
- (h) engage in a process, in accordance with Section 7.2, to identify and propose nominees for committee members, chairs and vice-chairs, and submit the nominations to the Board for appointment; and
- (i) make recommendations to the Board regarding any other officers, officials or other people acting on behalf of the College.

9.4 Premises Inspection Committee

- 9.4.1 The Premises Inspection Committee shall be composed of Registrants and may, but need not, include Public Directors. The number of members on the Premises Inspection Committee shall be determined by the Board annually to meet the needs of the Out-of-Hospital Premises Inspection Program.
- 9.4.2 The Premises Inspection Committee shall administer and govern the College's premises inspection program in accordance with Part XI of Ontario Regulation 114/94 under the Medicine Act, and its duties shall include, but not be limited to:
 - (a) ensuring appropriate individuals are appointed to perform inspections or re-inspections as authorized by Ontario Regulation 114/94 under the Medicine Act;
 - (b) ensuring adequate inspections and re-inspections are undertaken and completed in a timely way using appropriate tools and mechanisms;
 - (c) reviewing premises inspection reports and other material referred to in Ontario Regulation 114/94 under the Medicine Act and determining whether premises pass, pass with conditions or fail an inspection;

- (d) specifying the conditions that shall attach to each “pass with conditions”;
 - (e) delivering written reports as prescribed under Ontario Regulation 114/94 under the Medicine Act; and
 - (f) establishing or approving costs of inspections and re-inspections and ensuring the Registrant or Registrants performing the procedures on the premises are invoiced for those costs.
- 9.4.3 A panel of three members of the Premises Inspection Committee appointed by the chair of the Premises Inspection Committee is a quorum, and may discharge the duties and exercise the authority of the Premises Inspection Committee.

PART 4. CONFLICT OF INTEREST

ARTICLE 10 CONFLICT OF INTEREST

10.1 Definition of Conflict of Interest

- 10.1.1 A Conflict of Interest means any real or perceived, actual or potential, direct or indirect situation in which a Director or committee member has a personal or financial interest, a relationship or affiliation that affects, or a reasonable person would conclude that such interest, relationship or affiliation may affect, the Director’s or committee member’s judgment or ability to discharge their duties and responsibilities to the College, the Board or a committee, as the case may be.
- 10.1.2 If a Director or committee member has a Conflict of Interest, the Director or committee member shall:
- (a) disclose the conflict;
 - (b) not participate in the discussion of the matter;
 - (c) absent themselves from that portion of the meeting when the Board or committee, as the case may be, is discussing the matter; and
 - (d) not vote on the matter, attempt to influence the vote or decision on the matter, or do anything that might reasonably be perceived as an attempt to influence other Directors or committee members, as the case may be, or the vote or the decision relating to the matter.
- 10.1.3 Without limiting the generality of Section 10.1.2, a Director who has or may have a Conflict of Interest in connection with Board business shall consult with the Registrar and disclose the Conflict of Interest at the earliest opportunity, and in any case before the Board considers the matter to which the Conflict of Interest relates. If there is any doubt as to whether a Conflict of Interest exists, the Director shall declare it to the Board and accept the Board’s decision as to whether a Conflict of Interest exists.

- 10.1.4 Without limiting the generality of Section 10.1.2, a member of a committee who has or may have a Conflict of Interest in connection with a matter before the committee shall consult with the appropriate committee support representative, or in the case of an adjudicative committee (including, for greater certainty, OPSDT and the Fitness to Practise Committee), with the OPSDT Office. The committee member shall disclose the Conflict of Interest at the earliest opportunity, and in any case before the committee considers the matter to which the Conflict of Interest relates. The committee member shall accept the direction of the chair of the committee as to whether there is a Conflict of Interest and any steps the chair takes or requires to resolve the Conflict of Interest. If the chair of a committee has or may have a Conflict of Interest, the chair shall accept the direction of the Executive Committee as to whether there is a Conflict of Interest and any steps the Executive Committee takes or requires to resolve the Conflict of Interest.
- 10.1.5 Declarations of Conflict of Interest shall be recorded in the written record of proceedings of the applicable meeting.
- 10.1.6 All Directors and committee members shall comply with the Conflicts of Interest Policy of the College and the Impartiality in Decision Making Policy of the College.

PART 5. DECLARED EMERGENCY

ARTICLE 11 EMERGENCIES

11.1 Declaring an Emergency

- 11.1.1 A declared emergency shall occur in any of the following circumstances:
- (a) the Executive Committee has, by a motion decided by a simple majority vote of the votes cast at the meeting by the members of the Executive Committee in attendance, declared there to be an emergency; or
 - (b) the Registrar has declared there to be an emergency provided that the Registrar may only do so if there has been a declared emergency under the *Emergency Management and Civil Protection Act*, R.S.O. 1990, c. E.9 anywhere in the Province of Ontario and the Executive Committee is unable to meet within 24 hours of such declaration.
- 11.1.2 For greater certainty, a declared emergency under this Article 11 does not constitute emergency circumstances for purposes of initiating registrations under the Emergency Circumstances Practice class of certificates of registration contemplated in Ontario Regulation 865/93 under the Medicine Act. For further certainty, a determination by the Board or the Minister of Health that emergency circumstances exist for purposes of initiating registrations under the Emergency Circumstances Practice class of certificates of registration contemplated in Ontario Regulation 865/93 under the Medicine Act does not constitute a declared emergency under this Article 11.

11.2 Emergency Measures and Limitations

- 11.2.1 The following provisions shall apply only in the event of a declared emergency under this Article 11:
- (a) the Registrar or the Executive Committee shall give immediate notice to every Director that a declared emergency exists;
 - (b) three members of the Executive Committee, at least one of which shall be a Physician Director and at least one of which shall be a Public Director, shall constitute a quorum, and this Section 11.2.1(b) also applies for the purpose of the Executive Committee declaring an emergency;
 - (c) in the event that during the declared emergency there shall be one or more vacancies on the Executive Committee, each such vacancy shall be deemed to be filled by a Director in the following order:
 - (i) if the vacancy is the Board Chair position, the Board Vice-Chair shall become the Board Chair;
 - (ii) if the vacancy is the Board Vice-Chair position, the member of the Executive Committee (other than the Board Chair or past Board Chair, if on the Executive Committee) who has been on the Board the longest shall become the Board Vice-Chair;
 - (iii) except as set out in Sections 11.2.1(c)(i) and (ii), fill each Public Director vacancy with a Public Director (other than a Public Director who is appointed to the Governance and Nominating Committee) based on their seniority on the Board (for greater certainty, length of term);
 - (iv) except as set out in Sections 11.2.1(c)(i) and (ii), fill each Physician Director vacancy with a Physician Director (other than a Physician Director who is appointed to the Governance and Nominating Committee) based on their seniority on the Board (for greater certainty, length of term); and
 - (v) subject to the quorum requirements in Section 11.2.1(b), if a vacancy on the Executive Committee is not able to be filled in accordance with Sections 11.2.1(c)(iii) or (iv), such vacancy may be filled by either a Public Director or a Physician Director, despite Section 8.2.1;
 - (d) a position on the Executive Committee may be declared vacant by the other members of the Executive Committee if the Director holding that position on the Executive Committee is considered by the other members of the Executive Committee to be unable to participate in Executive Committee meetings due to a circumstance connected to the declared emergency;
 - (e) in the event that an election of Directors is not able to be held, the term of office of the elected Directors shall continue despite Section 3.2 until the first regular meeting of the Board held after the election;

- (f) despite Section 6.2.2 and Section 6.2.3, a Board meeting may be called by the Board Chair or Registrar at any time on such notice as is sufficient for a quorum to be present, and such meeting may consider and deal with any matter that the Board agrees to consider by a simple majority of votes cast by the Directors in attendance at the meeting; and
- (g) the Executive Committee may vary the application of any provision(s) of the By-laws as it determines is necessary to facilitate the proper functioning or operation of the College, the Executive Committee or the Board, or their ability to fulfill their mandate, without the need to amend the By-laws, provided that such variation is not contrary to law and the affected By-laws shall be applied as enacted once the declared emergency is over.

11.2.2 The Executive Committee and the Registrar shall exercise the powers granted to them under this Article 11 only when, and to the extent, necessary in the circumstances.

11.2.3 In the event of a conflict between this Article 11 and any other provisions of the By-laws, the provisions of this Article 11 shall prevail.

11.3 Ceasing Emergency

11.3.1 The declared emergency is not intended to continue indefinitely and should be declared over, as provided in Section 11.3.2, when there is no longer a reasonable basis or rationale for keeping the declared emergency in place. Without limiting the generality of the foregoing, the Executive Committee or the Board should consider ceasing the declared emergency if one or more of the following applies:

- (a) if the emergency declared under the By-laws is related to, or affected by, an emergency declared under the *Emergency Management and Civil Protection Act*, R.S.O. 1990, c. E.9 anywhere in the Province of Ontario, the emergency declared under such Act is terminated; or
- (b) the circumstances leading to the declaration of emergency under the By-laws no longer exist or apply, or are not significantly impeding or negatively affecting, and are not expected to significantly impede or negatively affect, the proper functioning or operation of the College, the Executive Committee or the Board, or their ability to fulfill their mandates.

11.3.2 A declared emergency shall cease when the Executive Committee or the Board declares, by a motion decided by a simple majority vote of the votes cast at the meeting by the members of the Executive Committee or the Directors of the Board, as the case may be, in attendance (including the presiding officer of the meeting), that the emergency is over or the powers set out in this Article 11 are no longer needed.

PART 6. – REMUNERATION AND INDEMNIFICATION

ARTICLE 12 REMUNERATION

12.1 Board and Committee Remuneration

- 12.1.1 In Section 12.1, "**committee**" includes, in addition to committees (as defined in Section 1.1.1), a special committee, task force or other similar body established by the Board or the Executive Committee by resolution.
- 12.1.2 Nothing in Article 12 applies to a Public Director or to an employee of the College.
- 12.1.3 Except as provided in Section 12.2, Physician Directors and members of a committee shall be remunerated for attendance at, and preparation for, meetings to transact College business, at the hourly rate authorized in the budget approved by the Board for the fiscal year for which such remuneration is payable (the "**Hourly Rate**").
- 12.1.4 Physician Directors and members of a committee shall be remunerated for time spent travelling to or from home, or both, in connection with the conduct of Board or committee business at the Hourly Rate.
- 12.1.5 Physician Directors and members of a committee shall be reimbursed for expenses they incur in the conduct of the Board's or committee's business in accordance with the Board and Committee Member Expense Reimbursement Policy as approved by the Board from time to time.
- 12.1.6 No person shall be paid under Section 12.1 or Section 12.2 except in accordance with properly submitted vouchers or receipts.

12.2 Board Chair Remuneration

- 12.2.1 For all College business conducted by the Board Chair that is part of or related to the role of the Board Chair (for greater certainty, including external stakeholder meetings coordinated by the College), Section 12.1.3 does not apply and the College shall pay the Board Chair a stipend in the annual amount authorized in the budget approved by the Board for the fiscal year for which such stipend is payable, or if the Board Chair is unable or unwilling to serve any part of the term as Board Chair, a pro rata amount for the time served.
- 12.2.2 The Board Chair shall be remunerated at the Hourly Rate for College business conducted by the Board Chair that is not part of or related to the role of the Board Chair, including, but not limited to:
 - (a) attendance at and preparation for meetings of, and work resulting from, College advisory or working groups or committees other than the Executive Committee, the Governance and Nominating Committee and the Finance and Audit Committee; and
 - (b) authorized optional activities.

- 12.2.3 For greater certainty, Section 12.1.4 applies to the Board Chair, and amounts payable under Section 12.1.4 are not included in the stipend contemplated in Section 12.2.1 or in the remuneration payable to the Board Chair under Section 12.2.2.

ARTICLE 13 INDEMNIFICATION

13.1 Indemnification

- 13.1.1 Every Director, committee member, employee of the College and their heirs, executors and administrators (each, an “**Indemnified Party**”), and estate and effects, shall from time to time and at all times be indemnified and saved harmless by the College from and against:

- (a) all liabilities, costs, charges and expenses whatsoever that an Indemnified Party sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the Indemnified Party for or in respect of any act, omission, deed, matter or thing whatsoever made, done or permitted by the Indemnified Party in or about the execution or intended execution of the duties of the Indemnified Party’s office with the College; and
- (b) all other liabilities, costs, charges and expenses that the Indemnified Party sustains or incurs in or about or in relation to the Indemnified Party’s office with the College or the affairs of the College,

except such liabilities, costs, charges or expenses as are occasioned by the Indemnified Party’s intentional default, or dishonest, fraudulent, criminal or malicious acts or deeds.

- 13.1.2 Without limiting the generality of Section 13.1.1, if an employee (including a lawyer who is an employee) of the College is named in civil litigation or, in the case of a lawyer, in a law society proceeding, and the subject matter relates to the employee’s employment by the College, the College shall pay for the employee’s legal representation in the proceedings and any appeal, and shall pay any sum of money the employee or the employee’s estate becomes liable to pay in connection with the matter but, if the court finds that the employee has been dishonest, fraudulent, malicious or committed a criminal offence, the College shall not be liable for such payment.

PART 7 – BUSINESS AND ORGANIZATIONAL MATTERS

ARTICLE 14 BUSINESS PRACTICES

14.1 Delegation

- 14.1.1 The Registrar may delegate any of the Registrar’s powers or duties to other officers, agents, or employees of the College, subject to Section 14.6.2.

14.2 Fiscal Year

14.2.1 The fiscal year of the College shall be the calendar year, 01 January to 31 December inclusive.

14.3 Banking

14.3.1 The Executive Committee shall appoint one or more banks chartered under the *Bank Act*, S.C. 1991, c. 46 for the use of the College.

14.3.2 All money belonging to the College shall be deposited in the name of the College with one or more of the banks appointed in accordance with Section 14.3.1.

14.4 Investment

14.4.1 Funds of the College that are not immediately required may be invested by an investment dealer selected by, and acting in accordance with criteria or parameters given by, the Finance and Audit Committee, only in the following:

- (a) bonds, debentures or other evidences of indebtedness of, or guaranteed by, the Government of Canada;
- (b) deposit receipts, deposit notes, certificates of deposit, acceptances and other similar instruments issued or endorsed by a bank listed in Schedule I to the *Bank Act*, S.C. 1991, c. 46; or
- (c) investment-grade money market funds previously approved for the purpose by the Finance and Audit Committee.

14.4.2 The Executive Committee may by resolution approve the investment or reinvestment of funds of the College that are not immediately required in any investment which the Executive Committee considers advisable, and two Signing Officers shall implement the decision.

14.5 Borrowing

14.5.1 The Board may by resolution:

- (a) borrow money on the credit of the College, except that a Board resolution is not required for the College to borrow amounts not exceeding \$250,000 in total;
- (b) limit or increase the amount or amounts to be borrowed; and
- (c) secure any present or future borrowing, or any debt, obligation, or liability of the College, by charging, mortgaging, hypothecating or pledging all or any of the real or personal property of the College, whether present or future.

- 14.5.2 The Board or the Executive Committee may by resolution borrow money on behalf of the College for periods of six months or less secured only by investments of the College of the type set out in Section 14.4.1.
- 14.5.3 Two Signing Officers shall sign documents to implement a decision made under Section 14.5.1 or Section 14.5.2.

14.6 Signing of Contracts and Other Documents and Approval of Expenditures

- 14.6.1 The signing officers of the College shall be any of the following (the “**Signing Officers**”): the Registrar, the Chief Operating Officer, the Corporate Controller and the Corporate Accountant.
- 14.6.2 If Signing Officers are not reasonably available, the Registrar or the Chief Operating Officer may delegate signing authority for one or more contracts, agreements, instruments and other similar or related documents, and for authorizations for Obligations, to any College staff person who is an officer (including a deputy or associate Registrar) or director (each, a “**Delegated Signatory**”), such delegation to be in writing and saved in College systems. Despite the foregoing, the Registrar and the Chief Operating Officer may not delegate signing authority for any documents or authorizations contemplated in Section 14.5.3, Section 14.6.7, Section 14.6.10.
- 14.6.3 Contracts, agreements, instruments and other similar or related documents are subject to review by the College Legal Office in accordance with the internal College Agreement and Contract Management Policy.
- 14.6.4 Except as otherwise provided in the By-laws, contracts, agreements, instruments and any other documents requiring signature by the College shall be signed by a Signing Officer or a Delegated Signatory.
- 14.6.5 Goods may be purchased or leased, and services may be obtained, for the benefit of the College in accordance with the By-laws.
- 14.6.6 **Budgeted Expenses:** Contracts, agreements, instruments and any other documents requiring signature by the College, and any other authorization, for expenditures or expenses (for greater certainty, whether for procurement of goods and services or for a non-procurement purpose) (collectively, “**Obligations**”) included or authorized in a budget approved by the Board shall be signed or authorized by a Signing Officer or Delegated Signatory.
- 14.6.7 **Non-Budgeted Expense:** Contracts, agreements, instruments and any other documents requiring signature by the College, and any other authorization, for Obligations not included or authorized in a budget approved by the Board shall be signed or authorized by:
 - (a) a Signing Officer if the total Obligations are equal to or less than \$100,000;

- (b) two of the Registrar, the Chief Operating Officer or the Corporate Controller if the total Obligations are greater than \$100,000 but not greater than \$250,000;
 - (c) subject to Section 14.6.8, one of the Registrar, the Chief Operating Officer or the Corporate Controller and one of the Board Chair or Board Vice-Chair if the total Obligations are greater than \$250,000;
 - (d) in the case of Obligations that are for legal services, legal advice or representation for the benefit of the College, the Chief Legal Officer (or their delegate) with the concurrence of the Registrar and one of the Board Chair or Board Vice-Chair after conferral with the Finance and Audit Committee; or
 - (e) the Executive Committee or the Board, by resolution.
- 14.6.8 Unless the Board or the Executive Committee directs otherwise by resolution, no Obligation greater than \$250,000 that is not authorized in a budget approved by the Board may be made or committed to, and no contract, agreement, instrument or other document relating to such an Obligation may be entered into, without providing an opportunity for the Finance and Audit Committee to consider the implications of the unbudgeted expenditure and provide a revised budget to the Executive Committee.
- 14.6.9 The Board may appoint any persons on behalf of the College to sign documents generally or to sign specific documents.
- 14.6.10 Two Signing Officers shall sign each cheque or authorize each electronic transfer of funds. A Signing Officer shall not sign a cheque or authorize an electronic transfer of funds payable to such Signing Officer.
- 14.6.11 Despite Section 14.6.4:
- (a) an offer of employment or an agreement for employment with the College (other than for the Registrar), which employment position is authorized by the College budget, shall be signed by the director of the department in which the employee is to be working, the manager responsible for hiring the employee, the director or manager of Human Resources, the Chief Operating Officer or the Registrar; and
 - (b) an offer of employment to or an agreement for employment with the College for the Registrar shall be signed on behalf of the College by one of the Board Chair or the Board Vice-Chair.

14.7 Audit

- 14.7.1 The Auditor shall make such examinations as will enable the Auditor to report to the Board as required by law and under this Section 14.7.
- 14.7.2 The Auditor has a right of access at all reasonable times to all records, documents, books and accounts of the College and is entitled to require from Directors, officers and employees of the College such information as in the Auditor's opinion is

necessary to enable the Auditor to report as required by law or under this Section 14.7.

- 14.7.3 The Auditor is entitled to attend any meeting of the Board and to be heard at any such meeting that the Auditor attends on any part of the business of the meeting that concerns the Auditor as Auditor.
- 14.7.4 The Auditor shall report:
- (a) in person to the Finance and Audit Committee on the financial statements and related matters as soon as possible after the financial statements are prepared and as far in advance of the Annual Financial Meeting as possible; and
 - (b) to the Board at each Annual Financial Meeting on the financial statements, which shall be submitted to each Annual Financial Meeting, and the Auditor shall state in the report whether, in the Auditor's opinion, the financial statements present fairly, in all material respects, the financial position of the College and the results of its operations for the period under audit in accordance with generally accepted accounting principles.
- 14.7.5 As soon as practical after each Annual Financial Meeting, the College shall, in a publication sent to the Registrants of the College generally, publish the financial statements submitted to such meeting, together with a report from the Auditor on those financial statements indicating whether, in the Auditor's opinion, the financial statements present fairly, in all material respects, the financial position of the College and the results of its operations for the period under audit in accordance with generally accepted accounting principles, and comparing the information in the statement with that of the preceding fiscal year.
- 14.7.6 For the purposes of Sections 14.7.3 and 14.7.4, the Registrar is responsible to send notices of every meeting of the Board to the Auditor.

ARTICLE 15 BY-LAWS

15.1 Making and Amending By-laws

- 15.1.1 By-laws of the College may be made, revoked or amended in the manner contemplated in, and subject to the provisions of, the Code and this By-law.
- 15.1.2 A By-law may be made, revoked or amended by a simple majority of the votes cast at the meeting by the Directors in attendance, except that a By-law may not be made, revoked or amended pursuant to a motion at a regular meeting of the Board pursuant to Section 6.2.3(b)(iv).
- 15.1.3 Subject to the Code, a By-law or an amendment to or a revocation of a By-law passed by the Board has full force and effect from the time the motion was passed, or from such future time as may be specified in the motion.
- 15.1.4 All By-laws, including every amendment and revocation of a By-law, shall be maintained in the College records in the order in which they were passed.

ARTICLE 16 NOT-FOR-PROFIT STATUS

16.1 Not for Profit Status

- 16.1.1 No part of the College's income shall be payable to, or otherwise available for the personal benefit of, any Registrant, provided that this restriction shall not prevent a Registrant from receiving reasonable remuneration, including fees, wages, honoraria and expense reimbursement, for any services provided by such Registrant to or for the benefit of the College.
- 16.1.2 It is further specifically provided that in the event of dissolution or winding up of the College, all of the College's remaining assets after payment of the College's liabilities shall be distributed or disposed of to other not-for-profit or charitable organizations in the province of Ontario which carry on work and activities similar to those of the College and approved by the College.

PART 8 – FEES AND CHARGES

ARTICLE 17 APPLICATION FEES

17.1 Application Fees

- 17.1.1 A person who submits an application for a certificate of registration or authorization shall pay an application fee. The application fees are as follows:
- (a) for a certificate of registration authorizing postgraduate education, 25% of the annual fee specified in Section 18.1.2(a);
 - (b) for a certificate of registration authorizing supervised practice of a short duration, 20% of the annual fee specified in Section 18.1.2(a);
 - (c) for a certificate of registration authorizing temporary independent practice, 25% of the annual fee specified in Section 18.1.2(a);
 - (d) for a certificate of registration authorizing practice as a physician assistant, \$300;
 - (e) for any other certificate of registration, 60% of the annual fee specified in Section 18.1.2(a);
 - (f) for an application for reinstatement of a certificate of registration, 60% of the annual fee specified in Section 18.1.2(a);
 - (g) for a certificate of authorization, \$400;
 - (h) for an application to the Registration Committee for an order directing the Registrar to modify or remove terms, conditions or limitations imposed on the Registrant's certificate of registration by the Registration Committee, 25% of the annual fee specified in Section 18.1.2(a); and
 - (i) if the person:

- (i) meets the registration requirements applicable to the class of certificate of registration applied for, as prescribed in the Registration Regulation, Ontario Regulation 865/93 under the Medicine Act; and
- (ii) requests the College to conduct the initial assessment of the application within three weeks after receipt by the College of the application,

an additional fee equal to 50% of the application fee applicable to such person under Section 17.1.1(a), (b), (c), (d) or (e).

17.1.2 Application fees are due at the time the application is submitted. Application fees are not refundable, either in whole or in part

ARTICLE 18 ANNUAL FEES

18.1 Annual Fees

18.1.1 Every holder of a certificate of registration or authorization, other than a holder of a certificate of registration authorizing supervised practice of a short duration or authorizing postgraduate education for an elective appointment or authorizing temporary independent practice, shall pay an annual fee.

18.1.2 Annual fees as of June 1, 2018, are as follows:

- (a) \$1,725 for a holder of a certificate of registration other than a certificate of registration authorizing postgraduate education, a certificate of registration authorizing supervised practice of a short duration, a certificate of registration authorizing temporary independent practice, or a certificate of registration authorizing practice as a physician assistant;
- (b) for a holder of a certificate of registration authorizing postgraduate education applying to renew the holder's certificate of registration, 20% of the annual fee set out in Section 18.1.2(a);
- (c) for a holder of a certificate of registration authorizing practice as a physician assistant, \$425; and
- (d) despite Sections 18.1.2(a), (b) and (c), where the holder of a certificate of registration will be taking parental leave for a period of four months or longer during the membership year for which the annual fee applies because the holder is pregnant, has recently given birth or will be caring for their newborn or newly adopted child, the annual fee for such membership year is 50% of the annual fee applicable to the holder of the certificate of registration as set out in Sections 18.1.2(a), (b) and (c), so long as the holder applies to the College for this parental leave reduced annual fee prior to the close of the annual renewal period for such membership year. If an application for the parental leave reduced annual fee is received after the close of such annual renewal period, the parental leave reduced annual fee will be applied to the following membership year. The parental leave reduced annual fee is not available for holders of a certificate of registration authorizing supervised

practice of a short duration. This Section 18.1.2(d) only applies to annual fees for membership years commencing on or after June 1, 2020.

- 18.1.3 The annual fee for a holder of a certificate of authorization, as of January 1, 2017, is \$175.
- 18.1.4 In addition to the amounts set out in Section 18.1.2, any outstanding balance owing to the College in respect of any decision made by a committee, and any fees payable under this By-law will be added to and included in the annual fees.
- 18.1.5 The due dates for the payment of annual fees are as follows:
 - (a) if the College is issuing a certificate of registration or authorization, before the College issues the certificate;
 - (b) if the College is renewing a certificate of registration, other than a certificate of registration authorizing postgraduate education, on June 1 of each year;
 - (c) if the College is renewing a certificate of registration authorizing postgraduate education on an application for renewal, before the expiry of the previous certificate; and
 - (d) if the College is renewing a certificate of authorization, on the anniversary of the certificate's date of issue.

ARTICLE 19 COMMITTEE AND PROGRAM FEES

19.1 Committee and Program Fees

- 19.1.1 The College may charge a Registrant, a health profession corporation or other person a fee in connection with decisions or activities that the College or a College committee are required or authorized to make or do with respect to a Registrant, health profession corporation or other person. Such fees may include an administrative component relating to the decision or activity.
- 19.1.2 Committee and program fees include, but are not limited to, the following:
 - (a) costs of a hearing or other items ordered by the Ontario Physicians and Surgeons Discipline Tribunal;
 - (b) for the College's quality assurance program, the costs to the College of completing an assessment and re-assessment authorized by Ontario Regulation 114/94 under the Medicine Act, including but not limited to costs relating to assessors, the review of assessment reports, preparation of written reports, monitoring compliance with conditions, and any administration fee charged by the College;
 - (c) for physician education and remediation programs:

- (i) for individual education or remediation programs, the fee charged by the supervisor, monitor, preceptor or trainer, in addition to any administration fee charged by the College; and
 - (ii) for programs given by a university or other education institution, the fee charged by the institution;
- (d) for monitoring, supervision or assessment pursuant to a decision of the Registration Committee, the fee charged by the monitor, supervisor or assessor in addition to any administration fee charged by the College;
- (e) for the College's premises inspection program, the costs to the College of completing an inspection as authorized by Ontario Regulation 114/94 under the Medicine Act, including but not limited to costs relating to inspectors, the review of premises inspection reports, preparation of written reports, monitoring compliance with conditions, and any administration fee charged by the College;
- (f) fees relating to activities, including but not limited to programs and assessments, referred to in undertakings entered into by a Registrant with the College;
- (g) fees relating to orders and directions of committees; and
- (h) costs to the College of completing an inspection or assessment as authorized by the *Independent Health Facilities Act*, including but not limited to costs relating to inspectors and assessors, Facility Review Panels, preparation of assessments and written reports, monitoring compliance with conditions, and any administration fee charged by the College.
- 19.1.3 The College may require a Registrant, applicant, health profession corporation or other person to pay a committee or program fee, including an annual fee, that is not set out in Section 19.1.2, in which case the College shall provide the Registrant, applicant, health profession corporation or other person with an invoice setting out the fee.

ARTICLE 20 PENALTY FEES AND INTEREST ON UNPAID FEES

20.1 Penalty Fees and Interest on Unpaid Fees

- 20.1.1 A Registrant who fails to pay an annual fee on or before the day on which the fee is due, other than a fee for a certificate of registration authorizing postgraduate education or a fee for a certificate of authorization, shall pay the College, in addition to the annual fee, a penalty fee of 25% of the applicable annual fee set out in Section 18.1.2.
- 20.1.2 A Registrant, health profession corporation or other person who fails to pay a committee or program fee on or before the day on which the fee is due shall pay the College, in addition to the applicable committee or program fee, a penalty fee of 25% of the applicable committee or program fee.

- 20.1.3 The College may charge interest at a rate of 18% per annum on any fee, including a penalty fee, that is unpaid as of the applicable due date, and the College shall consider the accrued interest on any unpaid fee as part of the fee itself.

20.2 Fees for Non-negotiable Payment

- 20.2.1 A Registrant shall pay the College a fee of \$50 where a financial institution returns a Registrant's cheque as non-negotiable, or the Registrant's payment by credit card to the College is not accepted by the Registrant's credit card provider.

20.3 Failure to Provide Information

- 20.3.1 The College may charge a Registrant a fee of \$50 for each notice it sends to the Registrant for the Registrant's failure to provide by the due date or, where there is no due date specified, within 30 days of a College written or electronic request in a form approved by the Registrar, any information that the College is required or authorized to request and receive from the Registrant.

20.4 Other Fees and Miscellaneous Provisions

- 20.4.1 A person who requests the Registrar to do anything that the Registrar is required or authorized to do by statute, regulation or by-law shall pay either:
- (a) the prescribed fee; or
 - (b) if there is no prescribed fee, the fee set by the Registrar.
- 20.4.2 The obligation of a Registrant or health profession corporation to pay a fee continues, despite any failure of the College to provide notice of the fee or provide notice of the fee by a certain date, or despite a failure of the Registrant or health profession corporation to receive notice of the fee.
- 20.4.3 The fees set out in the By-laws are exclusive of any applicable taxes.

PART 9 – REGISTER AND REGISTRANT MATTERS

ARTICLE 21 REGISTRANT NAMES AND ADDRESSES

[PLACEHOLDER– PROVISIONS TO BE INCORPORATED AT A LATER DATE]

ARTICLE 22 ADDITIONAL REGISTER CONTENT

[PLACEHOLDER– PROVISIONS TO BE INCORPORATED AT A LATER DATE]

ARTICLE 23 PUBLIC INFORMATION

[PLACEHOLDER– PROVISIONS TO BE INCORPORATED AT A LATER DATE]

ARTICLE 24 LIABILITY PROTECTION

[PLACEHOLDER– PROVISIONS TO BE INCORPORATED AT A LATER DATE]

ARTICLE 25 NOTIFICATION REQUIRED BY REGISTRANTS

[PLACEHOLDER- PROVISIONS TO BE INCORPORATED AT A LATER DATE]

ARTICLE 26 EMERITUS STATUS

26.1 Emeritus Status

26.1.1 The Registrar may grant emeritus status to a former holder of a certificate of registration of any class who applies therefore and who:

- (a) has held a certificate of registration authorizing independent practice, a General licence under Part III of the *Health Disciplines Act* or the equivalent licence under a predecessor of such Act, or some combination of them, continuously for 25 years;
- (b) has not been the subject of a finding of professional misconduct or incompetence that has been entered in the Register;
- (c) at the time of application, is not:
 - (i) in default of payment of any fee payable to the College;
 - (ii) in default of providing to the College any information required by or under an Act or regulation; and
 - (iii) is not the subject of proceedings for professional misconduct or incompetence; and
- (d) is fully retired from the practice of medicine.

26.1.2 The registration committee may grant emeritus status to a former holder of a certificate of registration of any class who applies therefore and complies with Sections 26.1.1(c) and 26.1.1(d).

26.1.3 A person with emeritus status may not practise medicine.

26.1.4 A Registrant who was designated as a life member under section 43 of Ontario Regulation 577/75 or a predecessor thereof shall be deemed to continue as a person with emeritus status but a life member who continues to meet the requirements of section 43 of Ontario Regulation 577/75 may elect to maintain their life membership.

26.2 Expiry and Renewal of Emeritus Status

26.2.1 The Registrar shall provide an application for renewal to each person with emeritus status and each life member at the person's last known address or e-mail address before April 15 in each year, together with notification that the person's emeritus status or life membership will expire unless the completed application for renewal is received by the Registrar by the following May 31.

- 26.2.2 An emeritus status and a life membership expire unless the Registrant's completed application for renewal is received by May 31 of each year.
- 26.2.3 The Registrar shall, and the Registration Committee may, renew the emeritus status of a person whose emeritus status has expired on the same basis as the Registrar or the Registration Committee may grant emeritus status under Section 26.1.
- 26.2.4 A life membership which expires may not be renewed, but a life member whose membership has expired is entitled to emeritus status.

**SCHEDULE 1
TO BY-LAW NO. 168
RULES OF ORDER OF THE BOARD**

General Procedure

1. The presiding officer of the Board meeting shall preserve order and decorum and shall rule on any question of order or procedure. Within their duty to preserve order, the presiding officer may relax these Rules of Order if, in the presiding officer's opinion, strict adherence to the Rules of Order is counterproductive to an orderly meeting of the Council.
2. These Rules of Order shall apply, with necessary modifications, to meetings held by telephonic or electronic means.
3. Each agenda item will be introduced briefly by the presiding officer, or the Director or committee chair affiliated with the motion.
4. The presiding officer may allow discussion of an agenda topic without a motion needing to be made first. A motion may be made after a discussion on the topic. If a motion is made, the rules pertaining to motions shall apply.
5. The Board may decide matters by consensus and may indicate preferences by a straw vote or other informal method but, subject to Section 6.2.3, motions will usually be made if,
 - (a) a decision will commit the College to an action or a public position; or
 - (b) the presiding officer or the Board is of the opinion that the nature of the matter or of the discussion warrants a motion.

Motions

6. All motions shall be in writing, seconded and given to the presiding officer before being considered except that, if a motion has been printed and distributed to the Board before being made, it does not need to be given to the presiding officer before being considered.
7. When a motion that has not been printed and distributed to the Board is given to the presiding officer, the presiding officer shall then read it aloud, and any Director may require it to be read at any time, but not so as to interrupt a Director while speaking.
8. When the motion contains distinct propositions, any Director may require the vote upon each proposition to be taken separately.
9. The presiding officer shall rule a motion out of order if, in their opinion, a motion is contrary to these Rules of Order or the By-laws.

Amendments and other subordinate motions

10. A substantive motion in writing that has been moved, seconded and given to the presiding officer may be amended by a motion to amend. The presiding officer 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.
11. When a motion has been moved, seconded and given to the presiding officer, 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.

12. 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.
13. A motion to amend the main motion shall be disposed of before the main motion is decided and, if there is more than one motion to amend, they shall be decided in the reverse order to which they were made.

Voting

14. When a matter is being voted on no further debate is permitted.
15. No Director shall vote upon any motion in which the Director has a conflict of interest, and the presiding officer shall disallow the vote of any Director on any motion in which the presiding officer believes the Director has a conflict of interest.

Preserving Order

16. If the presiding officer has ruled on a question of order or procedure, a Director who believes the presiding officer's ruling is wrong may appeal the ruling to the Board.
17. The presiding officer shall call upon Directors to speak as nearly as feasible in the order in which they indicate a wish to speak.
18. When any Director wishes to speak, the Director shall so indicate by raising their hand (or the electronic equivalent) and shall address the presiding officer and confine themselves to the matter under discussion.
19. The presiding officer may permit College staff and consultants with expertise in the matter to make presentations and answer specific questions about a matter being discussed.
20. Observers are not permitted to speak at a meeting of the Board unless invited to do so, but in any event, observers may not speak to a motion prior to the Board voting on the motion.
21. If a Director believes that another Director has behaved improperly or that the Board has broken these Rules of Order or the By-laws, the Director may state a point of order. The presiding officer shall promptly rule on the point of order, which is subject to an appeal to the Board. Directors are not permitted to raise a "point of personal privilege" or a "point of privilege".
22. The presiding officer may limit the number of times a Director may speak, limit the length of speeches and impose other restrictions reasonably necessary to finish the agenda of a meeting.
23. Except where inconsistent with the Act, the Medicine Act, the regulations or the By-laws, any questions of procedure at or for any meetings of the Board shall be determined by the presiding officer of such meeting in accordance with these Rules of Order. When a circumstance arises that is not provided for by these Rules of Order or in the By-laws, the presiding officer shall make a ruling, which is subject to an appeal to the Board.

**SCHEDULE 2
TO BY-LAW NO. 168
TABLE OF AMENDMENTS**

| BY-LAW | ACTION | DATE |
|---|--|-------------------|
| By-law No. 168 | Enacted, as amalgamation of: <ul style="list-style-type: none"> • General By-law (excerpts) • Fees and Remuneration By-law (By-law No. 2), and • Declared Emergency By-law (By-law No. 145) | December 7, 2023 |
| General By-law | Last revision prior to amalgamation into By-law No. 168 (other than register and membership information provisions) | December 9, 2022 |
| Fees and Remuneration By-law (By-law No. 2) | Last revision prior to amalgamation into By-law No. 168 | December 9, 2022 |
| Declared Emergency By-law (By-law No. 145) | Last revision prior to amalgamation into By-law No. 168 | December 10, 2021 |

FEBRUARY/MARCH 2024

| | |
|-----------------------------|--|
| Title: | Draft Board Profile and Draft Self-Assessment (For Decision) |
| Main Contact: | Cameo Allan, Director of Governance |
| Attachments: | None |
| Questions for Board: | Does the Board support the draft 2024 Board Profile? Does the Board support the draft 2024 Board Self-Assessment? |

Purpose

- Following Board education sessions about Board profiles and self-assessment, the Board will be presented with drafts for consideration and approval as the basis for development of the final 2024 Board Profile.

Current Status and Analysis

- Following the Board Education sessions regarding Board Profiles and Board Self-Assessments, drafts of the 2024 tools will be presented to the Board.
- These drafts will be the basis of continued work and the tools will be coming back for final approval at the May 2024 meeting.

Board Motion

| | |
|------------------------|---------------------|
| Motion Title | Draft Board Profile |
| Date of Meeting | February 29, 2024 |

It is moved by _____, and seconded by _____, that:

The Board of Directors of the College of Physicians and Surgeons of Ontario approves the draft Board Profile as the basis for developing the final 2024 Board Profile (a copy of which forms Appendix “ ” to the minutes of this meeting).

FEBRUARY/MARCH 2024

| | |
|----------------------------|---|
| Title: | Approval of Registration Policy Directives (For Decision) |
| Main Contact: | Samantha Tulipano, Director, Registration & Membership Services |
| Attachments: | Appendix A: Acceptable Qualifying Examination Directive Appendix B: CFPC Without Examination Directive |
| Question for Board: | Does the Board approve the proposed Directives? |

Purpose

- The Board is asked to approve the proposed Directives to the Registrar with respect to the “Acceptable Qualifying Examinations” and “CFPC Without Examination” Policies, to enable the registration of applicants who satisfy the Directives at staff level without referral to the Registration Committee.

Current Status and Analysis

- In February 2023 and April 2023, respectively, the “Acceptable Qualifying Examinations” and “CFPC Without Examination” Policies, were approved as Council policies.
- The Policies provide that the Registration Committee may accept alternate qualifications as defined in each policy.
- Since October 2018 the Registration Committee has issued a series of Directives to the Registrar which provide that, if an applicant has satisfied the requirements of a particular policy, and all other requirements for registration are met, including the non-exemptible requirements set out in *Section 2(1) of Ontario Regulation 865/93 (the “Registration Regulation”)*, the Committee considers the relevant section of the Registration Regulation to be satisfied, thus allowing for these applications to be processed and approved at the staff level, without referral to the Registration Committee.
- Since issuing the Directives, the volume of applications requiring review by the Registration Committee has decreased by 23%.
- In 2023 alone, the “Acceptable Qualifying Examinations” and “CFPC Without Examination” Policies resulted in 291 applications to the Registration Committee. With the Board’s approval of the proposed Directives, these applications would be processed at the staff level, resulting in a more efficient process and certificates of registration would be issued to applicants a minimum of 3 weeks earlier.

Appendix A**SPECIFIC DIRECTION TO THE REGISTRAR
FROM THE REGISTRATION COMMITTEE****Acceptable Qualification Examinations**

In accordance with the policy on Acceptable Qualification Examinations, the Registration Committee considers successful completion of the following examinations as an equivalent to Part 1 and 2 of the Medical Council of Canada Qualifying Examination:

1. **USMLE Steps 1, 2 and 3.**
2. **ECFMG certification plus USMLE Step 3.** This applies to international medical graduates (IMGs) who passed USMLE Step 2 Clinical Skills Assessment (CSA) between July 1, 1998 and June 14, 2004.
3. **FLEX component 1 and component 2,** successfully completed (score of 75 on each component) between January 1, 1992 and December 31, 1994.
4. **NBME Part 1, 2 and 3,** successfully completed between January 1, 1992 and December 31, 1994.
5. **The Comprehensive Osteopathic Licensing Examination (COMLEX – USA) Levels 1, 2 and 3.** We require the COMLEX – USA Level 2 Performance Evaluation (PE) component if you completed Level 2 **after September 2004.** (This applies to graduates of osteopathic schools accredited by the American Osteopathic Association)
6. **Examen Clinique Objectif Structuré (ECOS) of the Collège des Médecins du Québec** passed between January 1, 1992 and December 21, 2000.

Appendix B

SPECIFIC DIRECTION TO THE REGISTRAR FROM THE REGISTRATION COMMITTEE

Recognition of Certification without Examination Issued by CFPC

Ontario Regulation 856/93 made under the *Medicine Act, 1991* (the “Registration Regulation”) sets out the standards and qualifications for a certificate of registration authorizing independent practice as follows:

3. (1) The standards and qualifications for a certificate of registration authorizing independent practice are as follows:
 1. The applicant must have a degree in medicine.
 2. The applicant must have successfully completed Part 1 and Part 2 of the Medical Council of Canada Qualifying Examination.
 3. The applicant must have completed one of the following:
 - i. A clerkship at an accredited medical school in Canada which meets the criteria of a clerkship in clause (a) of the definition of “degree in medicine” in section 1.
 - ii. A year of postgraduate medical education at an accredited medical school in Canada.
 - iii. A year of active medical practice in Canada which includes significant clinical experience pertinent to the applicant’s area of medical practice.
 4. The applicant must have certification by examination by the Royal College of Physicians and Surgeons of Canada or by the College of Family Physicians of Canada.

In accordance with the policy Recognition of Certification without Examination Issued by the CFPC approved by Council, the Registration Committee considers section 3(1)4 of the Registration Regulation to be satisfied if:

- (a) the applicant demonstrates that they have obtained certification without examination by the College of Family Physicians of Canada (CFPC); and
- (b) the applicant satisfies all other registration requirements, including non-exemptible registration requirements, for an independent practice certificate.

Additionally, an applicant who meets the following criteria may be issued a **restricted certificate** of registration to practice independently limited to the applicant’s scope of practice if the applicant meets all of the following conditions:

1. The applicant holds a medical degree from an acceptable medical school.
2. The applicant has successfully obtained certification without examination by the CFPC.
3. The applicant has completed all requirements of the College application.
4. The applicant provides evidence of CMPA Coverage.
5. The applicant satisfies all other registration requirements, including non-exemptible registration requirements, for an independent practice certificate of registration.

The Registration Committee approves the Registrar imposing the following terms, conditions and limitations on the applicant's certificate of registration:

1. Dr. {FULL NAME} may practice independently in {SCOPE}, only.

Board Motion

| | |
|------------------------|--|
| Motion Title | New Registration Policy Directives for Final Approval - <i>“Acceptable Qualifying Examination Directive” and “CFPC Without Examination Directive”</i> |
| Date of Meeting | February 29, 2024 |

It is moved by _____, and seconded by _____, that:

The Board of Directors of the College of Physicians and Surgeons of Ontario approves the new registration policy directives, *“Acceptable Qualifying Examination Directive”* and *“CFPC Without Examination Directive”*, as directives of the College (copies of which form Appendix “ ” and Appendix “ ” to the minutes of this meeting).

FEBRUARY/MARCH 2024

| | |
|----------------------------|---|
| Title: | Discontinue Publication of <i>Dialogue</i> in Print Format (For Discussion) |
| Main Contact: | Anil Chopra, Associate Registrar Bill Powell, Director, Communications, Policy, and External Affairs |
| Attachment: | None |
| Question for Board: | None |

Background

- Since 2020, the College has published *Dialogue* in both print and digital formats.
- No other medical regulatory authority in Canada continues to produce a print version of their publication. Most Ontario health regulators discontinued print publications by 2021.
- According to an informal survey of MRAs, the decision to move away from print appears to have been well received by their physicians – which they attribute to communicating the cost savings and environmental benefits.
- In 2023's annual membership renewal, 46 per cent of respondents indicated a preference to continue receiving the print version (primarily physicians > age 45), though postgraduates were not asked.

Benefits

- \$380,000 cost savings (print and postage)
- Reallocation of staff time to re-designed digital communication initiatives
- Digital publication:
 - eco-friendly, aligned with College's Green Strategy
 - instant delivery versus delay of up to four weeks for print by mail
 - enhanced reader experience featuring interactive and multimedia content
 - copy developed for online reading, with links to additional resources
 - ability to measure open and click through rates, and read times
 - flexibility to revise, if needed.

Risks

- Potential impact on engagement with members who prefer legacy print product

FEBRUARY/MARCH 2024

| | |
|----------------------------|--|
| Title: | Options for renaming "Doctor Search" (For Decision) |
| Main Contact: | Nathalie Novak, Chief Operating Officer |
| Attachment: | Appendix A: Current state landing page: Doctor Search |
| Question for Board: | <p>Board to decide which option to rename "Doctor Search"</p> <p>Options to rename "Doctor Search":</p> <ol style="list-style-type: none"> 1. Registrant Directory 2. Physician Directory 3. Physician Register |

Purpose

- As part of the upcoming work to modernize the register and decommission the obsolete Registration Database, we underwent a Discovery that involved: user interviews to obtain feedback on current state, seek improvement opportunities for the user experience, and benchmark other regulatory bodies.
- Based on this Discovery, it is recommended to rename the existing "Doctor Search."

Current Status and Analysis

- The current landing page of the CPSO website is named "Doctor Search."
- "Doctor Search" is the mechanism by which external stakeholders can access the public facing information from the register to fulfill our obligations in the RHPA.
- The current state name of "Doctor Search" has caused users to have the misconception that the purpose of this search is to find a family doctor (See Appendix A).
- Above options to rename have been suggested based on an external benchmarking of other regulatory bodies.

Appendix A: Current state landing page: Doctor Search

SOCIAL PRESCRIBING
In our latest issue of Dialogue, we explore the push to make social interventions a routine part of health care.

[READ ARTICLE](#)

DOCTOR SEARCH
This is a database of registered Ontario Doctors. **For more options or to search for an inactive doctor, please use the [advanced search](#).**
(Note: information about physicians accepting [new patients](#) is not available)

Physician Last Name Or CPSO Number [SEARCH](#)

DOCTOR SEARCH
This is a database of registered Ontario Doctors. **For more options or to search for an inactive doctor, please use the [advanced search](#).**
(Note: information about physicians accepting [new patients](#) is not available)

Board Motion

| | |
|------------------------|--------------------------|
| Motion Title | Renaming “Doctor Search” |
| Date of Meeting | February 29, 2024 |

It is moved by _____, and seconded by _____, that:

The Board of Directors of the College of Physicians and Surgeons of Ontario approves renaming the public register access mechanism on the College website, currently named “Doctor Search”, to “ _____ ” effective when the new public register access mechanism is launched on the College website.

FEBRUARY/MARCH 2024

| | |
|----------------------------|---|
| Title: | New Draft Policy for Consultation – <i>Infection Prevention and Control for Clinical Office Practice</i> (For Decision) |
| Main Contact: | Courtney Brown, Senior Policy Analyst |
| Attachments: | Appendix A: <i>Infection Prevention and Control for Clinical Office Practice</i> Draft Policy Appendix B: <i>Draft Advice to the Profession: Infection Prevention and Control for Clinical Office Practice</i> |
| Question for Board: | Does the Board approve the draft <i>Infection Prevention and Control for Clinical Office Practice</i> policy for external consultation? |

Purpose

- A new draft policy titled *Infection Prevention and Control for Clinical Office Practice* (**Appendix A**) has been developed, along with a companion *Advice to the Profession* document (**Appendix B**) and is intended to be released for external consultation.

Current Status and Analysis

- CPSO sees many issues related to infection prevention and control (IPAC) lapses in physicians' offices, which can have significant health and safety impacts for patients and health care providers. While CPSO sets out IPAC expectations for physicians working in out-of-hospital premises (OHPs), there is currently no policy setting out expectations for clinical office practices.
- The Provincial Infectious Diseases Advisory Committee (PIDAC), which advises Public Health Ontario (PHO), sets out IPAC best practices in their comprehensive resource *Infection Prevention and Control for Clinical Office Practice*.
- In response to the number of IPAC lapses CPSO addresses, to promote the importance of adhering to best practices, and to support understanding of PHO's resource, a new policy has been drafted, which outlines key areas of IPAC that need to be a focus in a physician's practice. The draft policy sets out high level expectations for IPAC, consistent with the PIDAC document, with additional guidance set out in the companion *Advice to the Profession* document.
- The draft policy refers to and highlights key standards and practices from the PIDAC document wherever possible, rather than setting out new expectations, as PIDAC is the expert in IPAC. A number of other jurisdictions refer to this document in their own IPAC guidelines, suggesting this resource is well regarded across Canada.
- Investigations and Resolutions staff and PHO were consulted to identify high-risk IPAC areas and to ensure accuracy of the draft policy. Key issues captured in the draft policy include: Routine Practices and Additional Precautions, reprocessing of reusable medical equipment, medication safety and administration, environmental cleaning, and staff education.
- Subject to the Board's approval, the draft policy will be released for external consultation and engagement. Feedback received will be used to refine the draft and shared with the Board at future meetings.

INFECTION PREVENTION AND CONTROL FOR CLINICAL OFFICE PRACTICE¹

Policies of the College of Physicians and Surgeons of Ontario (“CPSO”) set out expectations for the professional conduct of physicians practising in Ontario. Together with the *Practice Guide* and relevant legislation and case law, they will be used by CPSO and its Committees when considering physician practice or conduct.

Within policies, the terms ‘must’ and ‘advised’ are used to articulate CPSO’s expectations. When ‘advised’ is used, it indicates that physicians can use reasonable discretion when applying this expectation to practice.

Additional information, general advice, and/or best practices can be found in companion resources, such as *Advice to the Profession* documents.

Ensuring infection prevention and control (IPAC) practices are implemented safely and effectively is an important component of medical care. All physicians are responsible for complying with appropriate IPAC practices.

Policy

1. Physicians **must** undertake infection prevention and control practices, in line with the Provincial Infectious Diseases Advisory Committee’s (PIDAC’s) [Infection Prevention and Control for Clinical Office Practice](#)^{2,3}.
2. Physicians **must** undertake Routine Practices and Additional Precautions⁴, including:
 - i. screening each patient for symptoms of communicable disease;
 - ii. hand hygiene for patient and physician safety, in accordance with *Appendix B: Ontario’s Just Clean Your Hands Program: Your 4 Moments for Hand Hygiene* and *Appendix C: Hand Hygiene Methods*;
 - iii. a point-of-care risk assessment before every interaction with a patient;

¹ This policy sets out infection prevention and control expectations for physicians in office-based practices. There are additional expectations for physicians working in out-of-hospital premises. For more information on out-of-hospital premises infection prevention and control expectations, please see the [Out-of-Hospital Premises Standards](#).

² Ontario Agency for Health Protection and Promotion (Public Health Ontario), Provincial Infectious Diseases Advisory Committee. *Infection Prevention and Control for Clinical Office Practice*. 1st Revision. Toronto, ON: Queen’s Printer for Ontario; April 2015.

³ A summary of mandatory practices and best practice recommendations for clinical office practice is set out on page 72 of [Infection Prevention and Control for Clinical Office Practice](#).

⁴ See the *Advice to the Profession* document for more information on routine practices and additional precautions.

- iv. wearing gloves if there is expected exposure to blood, body fluids, secretions, skin rash or non-intact skin;
 - v. wearing a medical mask when required to prevent transmission of infectious agents in droplets and airborne particles, and during aseptic and invasive procedures; and
 - vi. wearing eye protection and a gown when required to protect eyes, skin, and clothing from blood, body fluids, secretions, or excretions.
3. Physicians **must** undertake safe medication practices, in accordance with *Appendix H: Checklist for Safe Medication Practices*, including:
- i. never reusing single dose vials;
 - ii. ensuring all needles and syringes are single patient use only;
 - iii. using single use vials wherever possible;
 - iv. when a multidose vial is used, never re-entering the vial with a used needle or syringe;
 - v. never leaving a needle in a vial to be attached to a new syringe;
 - vi. discarding multidose vials within 28 days unless otherwise specified by the manufacturer's instructions.
4. Physicians **must** maintain a clean and safe health care environment with environmental cleaning⁵ and disinfection appropriate to the clinical setting performed on a routine and consistent basis.
5. Physicians **must** clean and disinfect medical equipment in accordance with *Appendix I: Recommended Minimum Cleaning and Disinfection Level and Frequency for Medical Equipment*.
6. Physicians **must** reprocess medical equipment in accordance with *Section 8: Reprocessing Medical Equipment*, including:
- i. aligning the level of reprocessing with the type and use of the medical equipment; and
 - ii. ensuring devices and medical equipment that enter a sterile body site, including the vascular system, are cleaned and then sterilized with an effective sterilization process.⁶
7. Physicians **must** undertake appropriate handling and disposal of sharps, equipment, and infectious materials, including handling regulated waste in line with accepted standards⁷.

⁵ See the *Advice to the Profession* document for more information on environmental cleaning.

⁶ See the *Advice to the Profession* document for more information on reprocessing of medical equipment.

⁷ "Regulated Waste" means: a) liquid or semi-liquid or other potential infectious material; b) contaminated items that would release blood or other potential infectious materials in a liquid or semi-liquid state are

8. Physicians in positions of leadership in their practice⁸ **must** ensure the following is in place to support appropriate IPAC practices⁹:
- a. well documented policies and procedures which are periodically reviewed by staff;
 - b. all staff are properly trained and are provided with regular education and support to assist with consistent implementation of appropriate IPAC practices;
 - c. responsibility for specific obligations are clearly defined in writing and understood by all staff; and
 - d. mechanisms are in place for ensuring a healthy workplace, recommended staff immunizations¹⁰, and written protocols for exposure to infectious diseases.
9. Physicians in positions of leadership in their practice **must** ensure that there is an ongoing quality assurance process, that includes monitoring IPAC practices and adjusting practices where necessary to improve safety and quality of care.

compressed; c) items that contain dried blood or other potential infectious materials and are capable of releasing these materials during handling; d) contaminated sharps; e) pathological and microbiological wastes containing blood or other potentially infectious materials.

⁸ For example, physicians who are owners, or in a managerial or supervisory role in a clinic or practice.

⁹ In line with PIDAC's [Infection Prevention and Control for Clinical Office Practice](#) and the [Occupational Health and Safety Act](#), R.S.O. 1990, c. O.1.

¹⁰ For more information, refer to [Appendix N: Immunization Schedule for Clinical Office Staff](#) and [Ontario's Routine Immunization Schedule](#).

ADVICE TO THE PROFESSION: INFECTION PREVENTION AND CONTROL

Advice to the Profession companion documents are intended to provide physicians with additional information and general advice in order to support their understanding and implementation of the expectations set out in policies. They may also identify some additional best practices regarding specific practice issues.

Why is it important that physicians comply with infection prevention and control (IPAC) best practices?

IPAC is an important element of care in any health care setting. Providers of care in a clinical office setting have a responsibility to have systems in place that protect the health and safety of others. Preventing transmission of microorganisms to patients is a patient safety issue and preventing transmission to staff is an occupational health and safety issue. Failure to ensure that appropriate IPAC practices are in place can have serious consequences for both patients and staff.

It is important that physicians recognize that IPAC best practices can change or evolve over time as new information emerges, and that they will need to ensure their knowledge of best practices remains up to date.

What are some elements of infection prevention and control that need to be a focus in a clinical office setting?

Clinical office settings need to, at least annually, conduct an organizational risk assessment to identify risk factors for transmission of infections and develop an action plan to mitigate these risks. Control measures such as engineering controls (e.g., point-of-care alcohol-based hand rub and sharps containers) and administrative controls (e.g., policies, immunization and education) are key elements to focus on, in addition to the provision of personal protective equipment. It will be important to update the organizational risk assessment when there are new or emerging infectious threats.

The following practices have been identified as high risk when done insufficiently:

- Routine Practices and Additional Precautions
- Reprocessing of reusable equipment
- Medication safety and administration
- Environmental Cleaning
- Staff Education.

More information on how to effectively address these areas of risk is set out below.

What are Routine Practices and Additional Precautions?

“Routine Practices” are IPAC practices that need to be used with all patients during all care in all health care settings to prevent and control the transmission of microorganisms. It is essential that Routine Practices are incorporated into the culture of each health care setting and into the daily practice of each health care provider to protect both the patient and the health care provider.

Performing a risk assessment is the first step in Routine Practices. A point-of-care risk assessment includes assessing the exposure risk specific to the care being provided and duration of the activity. Risk assessments need to be completed by the health care provider before each patient interaction or task to determine whether there is a risk of being exposed to an infection, and to select and use appropriate personal protective equipment. Please refer to Public Health Ontario’s (PHO’s) [Risk Algorithm to Guide Personal Protective Equipment Use](#) for more information.

“Additional Precautions” refer to IPAC interventions (e.g., personal protective equipment, additional cleaning measures) used in addition to Routine Practices to protect staff and patients and interrupt transmission of infectious agents that are suspected or identified. Screening of patients can help identify those with suspected or confirmed infectious illnesses.

The Provincial Infectious Diseases Advisory Committee (PIDAC) sets out the basic principles of and best practices for Routine Practices and Additional Precautions in their document [Routine Practices and Additional Precautions In All Health Care Settings](#). It is important that physicians familiarize themselves with this document and apply these practices to their own work.

Appendix E: PIDAC’s Routine Practices Fact Sheet for All Health Care Settings is a useful resource that summarizes Routine Practices for all physicians.

How can hand hygiene be performed according to best practices?

Hand hygiene is an important Routine Practice. To assist in undertaking appropriate hand hygiene, physicians can refer to PIDAC’s [Best Practices for Hand Hygiene in All Health Care Settings](#).

Appropriate hand hygiene practices include the following:

- hand hygiene is undertaken based on the Four Moments for Hand Hygiene:
 1. BEFORE initial patient/patient environment contact
 2. BEFORE aseptic procedure
 3. AFTER body fluid exposure risk
 4. AFTER patient/patient environment contact.
- alcohol-based hand rub (70 to 90%) or liquid soap and water, if hands are visibly soiled, is available and accessible at point-of-care.

- impediments to effective hand hygiene are avoided (e.g., artificial nails, nail enhancements, and hand or arm jewelry).
- alcohol-based hand rub and liquid soap containers are labelled and not refilled or topped up.
- regular moisturizing with hand lotion is undertaken to maintain intact skin to help protect against the acquisition or transmission of microorganisms.

Wearing gloves is not a substitute for hand hygiene. Hand hygiene needs to be performed before putting on, and immediately after taking off gloves. Gloves need to be changed between each patient and discarded immediately after use.

How can I reprocess and sterilize medical instruments and equipment according to IPAC best practices?

PIDAC's [Infection Prevention and Control for Clinical Office Practice](#) has a number of requirements for reprocessing. These include:

- The manufacturer's instructions for use for all medical equipment/devices are available and accessible to staff, and the office has the resources to carry out the recommended cleaning, disinfection or sterilization for reusable medical equipment (e.g., blood pressure cuffs, instruments);
- Reusable medical equipment is cleanable and able to be disinfected or sterilized as appropriate for the equipment.
- Medical equipment and devices are in good working order and receive documented preventive maintenance as required.
- Any product used in patient care is capable of being cleaned, disinfected and/or sterilized according to the most current standards and guidelines from the Canadian Standards Association (CSA), the Public Health Agency of Canada (PHAC)/Health Canada as well as Ontario's best practices.
- Equipment used to clean, disinfect or sterilize meets Health Canada/PHAC and the CSA standards, and provincial best practices.
- Designated staff are assigned to equipment reprocessing and are trained for the volume and complexity of the equipment being reprocessed.
- There is a process to deal with staff exposures that may occur during reprocessing (e.g., chemical exposures, sharps exposures).

Reprocessing may not be cost-effective or timely for small offices. It may be preferable for single-use disposable equipment to be used in such settings, depending on the volume, complexity and frequency of equipment use. Another option may be to partner with a local hospital for reprocessing of instruments and equipment, where possible.

For additional information and guidance on reprocessing, physicians can access PHO's [IPAC Checklist for Clinical Office Practice: Reprocessing of Medical Equipment/Devices](#).

What level of reprocessing is needed for medical devices and equipment?

PIDAC recommends using Spaulding's classification of medical equipment and the required level of processing, set out below.

| Class | Use | Minimum Level of Reprocessing | Examples |
|--------------|---|---|--|
| Critical | Enters sterile body site, including the vascular system | Cleaning followed by sterilization | <ul style="list-style-type: none">• Surgical instruments• Biopsy instruments• Foot care/podiatry equipment |
| Semicritical | Comes in contact with nonintact skin or mucous membranes but does not penetrate them | Cleaning followed by high-level disinfection Sterilization is preferred | <ul style="list-style-type: none">• Vaginal specula• Endoscopes• Anaesthesia equipment• Tonometer |
| Noncritical | Touches only intact skin and not mucous membranes, or does not directly touch the patient | Cleaning followed by low-level disinfection (in some cases, cleaning alone is acceptable) | <ul style="list-style-type: none">• ECG machines• Oximeters• Stethoscopes |

What disinfection and sterilization method do I need to use for the medical devices and equipment in my practice?

The reprocessing method and products required for medical equipment/devices will depend on the intended use of the equipment/device and the potential risk of infection. The level of reprocessing required for medical equipment/devices is determined by Spaulding's criteria (above) including whether the equipment/device is noncritical, semicritical or critical.

Noncritical Equipment:

Noncritical equipment that does not touch mucous membranes and only touches intact skin (e.g., stethoscopes, blood pressure cuffs, baby scales) requires cleaning and low-level disinfection between each patient. For more information on low-level disinfection and low-level disinfectants, see the question "**How can I effectively clean and disinfect surfaces in my office?**" later in this Advice.

Semicritical and Critical Equipment:

PIDAC advises that the preferred method for decontamination of heat-resistant equipment or devices is steam sterilization. Pre-vacuum table-top sterilizers are recommended for clinic and clinical office settings.

The following are unacceptable methods of disinfection/sterilization:

- use of dishwasher (regardless of whether it has a sanitizing cycle)
- boiling
- ultraviolet irradiation
- glass bead sterilizers
- chemiclave sterilizers
- microwave ovens.

For semicritical items that cannot tolerate sterilization, cleaning followed by high-level disinfection may be used. High level disinfection kills all micro-organisms (bacteria, fungi, and viruses) but does not eliminate bacterial spores.

High-level disinfectants include:

- 2 per cent glutaraldehyde
- 6 per cent hydrogen peroxide
- 0.2 per cent peracetic acid
- 7 per cent hydrogen peroxide enhanced action formulation
- 0.55 per cent ortho-phthalaldehyde.

PIDAC makes several recommendations for high-level disinfection of medical equipment/devices, including:

- Using high-level disinfectants according to manufacturer's recommendations.
- Using high-level disinfectants that are approved by Health Canada and listed on the Medical Devices Active License Listing (chlorine bleach may not be listed but can be used for high-level disinfection).
- Using chemical test strips to determine whether an effective concentration of active ingredients is present.
- Completing and retaining a permanent record of processing.
- Refraining from topping up prepared solutions with fresh solution.
- Where manual disinfection is performed, covering the container used for disinfection during use.
- Rinsing instruments thoroughly following chemical disinfection, according to the chemical manufacturer's instructions; the quality of the rinse water (i.e., sterile, filtered or tap water) will depend on the intended use of the device.

What are the key steps to reprocessing reusable medical equipment/devices?

Please refer to PHO's [Reprocessing Steps](#) document for the key components to be included during each stage of reprocessing in order to achieve effective cleaning, disinfection or sterilization of medical equipment/devices.

For additional information on reprocessing refer to PIDAC's [Infection Prevention and Control for Clinical Office Practice](#).

What are the key practices that promote safe medication administration?

Appendix H: Checklist for Safe Medication Practices in PIDAC's [Infection Prevention and Control for Clinical Office Practice](#) sets out important practices to ensure that medication is being safely stored, handled, and used in the office setting.

Some key practices outlined in the checklist include:

- Having a dedicated medication/vaccine refrigerator, that food/specimens are not stored in.
- Keeping the refrigerator temperature between +2⁰C and +8⁰C for stored vaccines.
- Checking and recording temperatures of refrigerators and freezers used to store medications/vaccines twice daily and ensuring there is an alarm on the refrigerator to warn when the temperature falls outside the recommended range.
- Not reusing single dose vials, and not combining or pooling any leftover contents.
- Ensuring all needles and syringes are single patient use only.
- Avoiding using multidose vials wherever possible. When the use of multidose vials cannot be avoided, the following is followed each time these vials are used:
 - Each vial is used for a single patient whenever possible, is marked with the patient's name and date of entry and discarded at the appropriate time.
 - Open multidose vials are discarded according to the manufacturer's instructions or within 28 days, whichever is shorter¹.
 - Medications are only stored in areas where access is secured and that are not accessible to non-authorized persons.
 - A needle is not left in a vial to be attached to a new syringe.
 - A vial is discarded immediately when sterility is questioned or compromised.

How can I maintain a clean and safe health care environment and follow environmental cleaning and disinfection best practices?

Maintaining a clean and safe health care environment is an essential component of IPAC and is integral to the safety of patients and staff. Environmental cleaning and disinfection needs to be performed on a routine and consistent basis to provide for a safe and sanitary environment. It is important that responsibility for cleaning is clearly defined and understood.

¹ There may be some limited exceptions to this, where the manufacturers instructions allow for vials to be used for longer than 28 days. Manufacturers instructions may be followed in such cases.

PHO has a number of [environmental cleaning resources](#) available to assist physicians in implementing best practices in environmental cleaning.

How can I effectively clean and disinfect surfaces in my office?

Surfaces need to be cleaned of visible soil before being disinfected, to ensure the disinfectant is effective.

Products are available that perform cleaning and disinfection in one step, and it is recommended these are chosen where possible. Only cleaning and disinfecting products approved for healthcare settings are appropriate for use.

Physicians need to read and refer to the manufacturer's instructions, the product's Safety Data Sheet and your organizational policies for how to safely use disinfectants. If using more than one product, make sure they are safe to use together (e.g., it is dangerous to mix a quaternary ammonium product and bleach).

Do not use spray or trigger bottles for cleaning products or disinfectants as their use can contribute to respiratory irritation.

For a list of hospital-grade low-level disinfectants and their advantages/disadvantages, refer to PIDAC's [Best Practices for Environmental Cleaning for Prevention and Control of Infections in All Health Care Settings](#) - Appendix 1.

What staff education is needed to promote knowledge of IPAC best practices?

It is important that regular education (including orientation and continuing education) and support is provided to staff.

PHO advises that effective education programs emphasize:

- the risks associated with infectious diseases
- the importance of recommended immunizations
- hand hygiene
- principles and components of Routine Practices and Additional Precautions
- point-of-care risk assessment and the appropriate selection and use of personal protective equipment
- reprocessing of reusable medical equipment and appropriate training to ensure this is undertaken effectively
- cleaning and/or disinfection of surfaces or items.

Please refer to PHO's [Recommendations for Education, Training and Certification for Reprocessing in Clinical Office Settings](#) for more information.

Where can I find more information about IPAC best practices?

PHO has a number of resources to support physicians in complying with IPAC best practices. Please see the PHO [website](#) for more information and additional resources.

PHO also has a number of online learning modules available to help expand knowledge of IPAC best practices. These include online learning modules targeted at both clinical and non-clinical staff. More information on these modules can be found on their [website](#).

Finally, PHO has a number of self-audit tools and checklists that can support quality assurance processes, including:

- [IPAC Checklist for Clinical Office Practice - Core Elements](#)
- [IPAC Checklist for Clinical Office Practice - Reprocessing](#)
- [IPAC Checklist for Clinical Office Practice - Endoscopy](#)
- [Implementing Personal Protective Equipment Audits in Health Care Settings](#)
- [Monthly Inspection Checklist for Clinical Office Safety](#)

Board Motion

| | |
|------------------------|--|
| Motion Title | Draft Policy for Consultation - <i>Infection Prevention and Control for Clinical Office Practice</i> |
| Date of Meeting | March 1, 2024 |

It is moved by _____, and seconded by _____, that:

The Board of Directors of the College of Physicians and Surgeons of Ontario engage in the consultation process in respect of the draft policy, "Infection Prevention and Control for Clinical Office Practice," (a copy of which forms Appendix " " to the minutes of this meeting).

FEBRUARY/MARCH 2024

| | |
|----------------------------|---|
| Title: | Revised Draft Policy for Approval – <i>Conflicts of Interest and Industry Relationships</i> (For Decision) |
| Main Contact: | Heather Webb, Senior Government Relations Program Lead, Policy |
| Attachments: | Appendix A: Revised Draft Policy Appendix B: Revised Draft Advice to the Profession |
| Question for Board: | 1. Does the Board approve the revised draft <i>Conflicts of Interest and Industry Relationships</i> policy as a policy of CPSO? |

Purpose

- The Board is provided with an overview of key revisions to the draft [Physicians’ Relationships with Industry: Practice, Education and Research](#) (“Industry”) policy and is asked whether the revised draft can be approved as a policy of CPSO.

Current Status and Analysis

- The Board approved a draft Industry policy for external consultation in [December 2022](#). A revised draft was developed based on consultation feedback with support of the Policy Working Group.
- In November 2023, the Executive Committee considered the revised draft and provided additional feedback. The revised draft policy and accompanying *Advice to the Profession* document have been updated based on that feedback.
- The updated revised draft policy (Appendix A) largely retains the structure and scope of the current policy.
- The revisions to the draft policy primarily serve to clarify and strengthen the existing expectations, e.g., the general expectations guiding industry interactions have been restated and expanded upon to more clearly communicate physicians’ obligations where a conflict exists.
- Additional information has also been added to the definition of “conflict of interest” to give more prominence to physicians’ obligations under [O. Reg. 114/94](#) under the *Medicine Act, 1991*.
- Revisions have been made to make the draft policy clearer and more concise. An effort has been made to make the policy expectations higher-level and less prescriptive, including removal of reference to modest meals, while ensuring that the themes and areas of concern that emerged through the consultation continue to be addressed by the expectations.
- Expectations regarding consultation/advisory boards and research have been streamlined by combining overlapping expectations and removing duplicative elements found in the *Tri-Council Policy Statement: Ethical Conduct for Research Involving Humans* (TCPS-2) and International Committee of Medical Journal Editors (ICMJE) rules.
- The updated revised draft Advice document (Appendix B) has similarly been condensed, streamlined and aligned with content in the updated policy.

CONFLICTS OF INTEREST AND INDUSTRY RELATIONSHIPS

Policies of the College of Physicians and Surgeons of Ontario (the “College”) set out expectations for the professional conduct of physicians practising in Ontario. Together with the *Practice Guide* and relevant legislation and case law, they will be used by the College and its Committees when considering physician practice or conduct.

Within policies, the terms ‘must’ and ‘advised’ are used to articulate the College’s expectations. When ‘advised’ is used, it indicates that physicians can use reasonable discretion when applying this expectation to practice.

Additional information, general advice, and/or best practices can be found in companion resources, such as *Advice to the Profession* documents.

Definitions

Conflict of interest: A conflict of interest is created any time a reasonable person could perceive that a physician’s judgments or decisions about a primary interest (e.g., the patient’s best interests, unbiased medical research) are compromised by a secondary interest (e.g., direct financial gain, professional advancement). A conflict of interest can exist even if the physician is confident that their professional judgment is not actually being influenced by the conflicting interest or relationship.

For the purposes of this policy, conflicts of interest also include those circumstances defined in Part IV (ss. 15-17) of [Ontario Regulation 114/94](#) (“the General regulation”) under the [Medicine Act, 1991](#).

Industry: The full range of commercial enterprises associated with health care. These include, but are not limited to, the pharmaceutical industry, the biotechnology industry, the medical device industry, and commercial providers of services related to clinical practice, research, and/or education.

Policy

General

Interactions between physicians and industry have the potential to benefit both physicians and patients by advancing medical knowledge, supporting professional development, and improving patient care. While industry has a valuable and legitimate role to play in the practice of medicine, sometimes the goals and interests of industry may be at odds with a physician’s professional and legal obligations. This policy sets out expectations to help physicians navigate their interactions with industry and manage conflicts of interest which impact patient and public trust in physicians and the medical profession.

Appendix A

- 35 1. Physicians **must** maintain their clinical objectivity and professional independence in
36 all interactions with industry and when making decisions regarding patient care.
- 37 2. Physicians **must** identify situations or circumstances that are, may reasonably be
38 perceived to be, or may lead to, a conflict of interest.
- 39 a. Physicians **must** avoid these situations or circumstances where possible.
- 40 3. Where avoidance is not possible, physicians **must**:
- 41 a. proactively disclose the details of their interactions with industry to the
42 relevant parties (e.g., patients, research participants, institutions, attendees at
43 educational events); and
- 44 b. resolve conflicts of interest in the patient's best interests.¹

45 **Conflicts of Interest under the *Medicine Act, 1991***

- 46 4. Physicians **must** meet their obligations regarding conflicts of interest as described
47 in Part IV (ss. 15-17) of the General regulation.²
- 48
- 49 5. In addition, when physicians are ordering a diagnostic or therapeutic service to be
50 performed by a facility in which the physician or a member of their family³ has a
51 proprietary interest, they **must** communicate to the patient that:
- 52 a. the patient has the option to obtain the diagnostic or therapeutic service
53 elsewhere; and
- 54 b. the patient's choice will not affect the physician-patient relationship or the
55 quality of health services provided by the physician.
- 56 6. Physicians **must not** actively direct a patient to a supplier or facility in which they or
57 a family member has a proprietary interest, or from which they receive a benefit,
58 unless the patient has specifically requested it.

¹ The physician-patient relationship is a fiduciary relationship from which fiduciary duties arise, such as the duty to act in the patient's best interests and in good faith. In this relationship, the balance of knowledge and information favours the physician, so that patients are reliant on their physicians and may be vulnerable. Patients rely on and must be confident that the physician has put the needs of the patient first.

² [O. Reg. 114/94: GENERAL](#) under the [Medicine Act, 1991](#), S.O. 1991, c. 30. The *General* regulation sets out when it is a conflict of interest for physicians to receive benefits from a supplier for patient referrals or of medical goods or services to patients; to rent premises; to sell or otherwise supply drugs, medical appliances, medical products, or biological preparations to patients at a profit; and to order a diagnostic or therapeutic service to be performed by a facility in which the physician or a member of their family has a proprietary interest. A physician is required to disclose the details of the proprietary interest to CPSO. CPSO's [Conflict of Interest Declaration Form](#) is available online.

³ A "member of his or her family" is defined under s. 15 of the *General* regulation.

59 **Industry Relationships in Clinical Practice**

- 60 7. Physicians **must not** request or accept fees or equivalent compensation, personal
61 gifts, or inducements of any value from industry in exchange for seeing industry
62 representatives in a promotional or similar capacity.
- 63 8. Physicians **must** only distribute patient teaching aids provided by industry that:
- 64 a. primarily entail a benefit to patients (i.e., have more educational than
65 promotional value);^{4,5}
- 66 b. they are satisfied are accurate, balanced, complete, and adequately disclose
67 any potential safety concerns; and
- 68 c. do not have value to the physician outside of their professional
69 responsibilities.

70 *Samples*

- 71 9. Physicians who distribute samples of drugs or devices from industry **must** comply
72 with the expectations set out in relevant CPSO policies.⁶
- 73 10. Physicians **must**:
- 74 a. consider the potential influence of samples on their prescribing choices,
75 including the short- and long-term costs of the medication; and
- 76 b. use clinical evidence to determine the appropriate choice of drug or device in
77 alignment with the patient's best interests, including whether the medication
78 or device has an advantage over first line therapy with respect to benefit and
79 safety.
- 80 11. Physicians **must not** obtain any form of material gain for themselves or for the
81 practice with which they are associated (including from selling or trading) when
82 distributing samples.

83 **Continuing medical education/Continuing professional development (CME/CPD)**

84 *Accredited CME/CPD*

⁴ It is preferable that patient teaching aids include at most the logo of the donor company and not refer to specific therapeutic agents, services, or other products.

⁵ Section 33 of the [Personal Health Information Protection Act, 2004](#) (PHIPA) prohibits the collection, use, or disclosure of personal health information (PHI) for the purpose of marketing or market research unless the patient expressly consents. For example, physicians would not be permitted to use the PHI of their patients to determine which patients would benefit from receiving marketing information in respect of particular goods, service, products, equipment and devices without their express consent.

⁶ Including the [Prescribing Drugs](#) and [Physician Treatment of Self, Family Members, or Others Close to Them](#) policies.

Appendix A

85 12. Physicians involved⁷ in industry-sponsored accredited CME/CPD activities and
86 events **must** comply with guidelines outlined by relevant accrediting bodies,
87 including the [National standard for support of accredited CPD activities](#).

88 *Unaccredited CME/CPD*

89 13. Physicians who organize and/or present at industry-sponsored unaccredited
90 CPD/CME activities and events **must** only accept reasonable honoraria and
91 reimbursement for hospitality (i.e., travel, lodging, and/or meal expenses).

92 14. Physicians who attend industry-sponsored unaccredited CPD/CME activities and
93 events **must not** accept reimbursement or subsidies for hospitality expenses,
94 outside of meals or social events that are held as part of the activity or event.

95 **Consultation/advisory boards and industry-sponsored research**

96 15. Physicians who sit on advisory or consultation boards or who serve as individual
97 advisors or consultants to industry organizations **must**:

- 98 a. enter into a written agreement setting out the details of the arrangement;
- 99 b. only agree to impart specialized medical knowledge that could not otherwise
100 be acquired by the organization;
- 101 c. not engage in promotional activities on behalf of the organization while in this
102 position; and
- 103 d. present information that is accurate, balanced, and complete where relevant to
104 their practice, research, or teaching, and when providing educational activities
105 on behalf of the company.

106 16. Physicians **must** only participate in industry-sponsored research that is ethically
107 defensible, scientifically valid, and that complies with relevant national guidelines,
108 including the [Tri-Council Policy Statement on Ethical Conduct for Research Involving
109 Humans](#) (TCPS-2), regardless of the source of funding.

110 17. Physicians **must** only be included as an author of a published article reporting the
111 results of industry-sponsored research if they meet the authorship criteria set out by
112 the International Committee of Medical Journal Editors (ICMJE).⁸

113 *Compensation*

114 18. Physicians who sit on advisory or consultation boards, serve as individual advisors
115 or consultants to industry organizations, or participate in industry-sponsored

⁷ This includes physicians who organize, speak at, moderate, facilitate, attend, or author materials for CME/CPD activities.

⁸ Specifically, the criteria found in the ICMJE Recommendation [Defining the Role of Authors and Contributors](#).

Appendix A

116 research (including attending Investigator Meetings) **must** only accept
117 compensation that is reasonable and commensurate with services provided.⁹

118 19. Physicians **must** only accept compensation for recruiting patients into a research
119 study if the physician was required to undertake activities beyond their normal
120 practice (e.g., meeting with patients, discussing the study, and obtaining
121 knowledgeable consent for the disclosure of personal health information).¹⁰

122 a. Physicians **must not** accept finder's fees (i.e., payments for identifying or
123 recruiting a patient into a trial, whereby the sole activity performed by the
124 physician is to disclose the names of potential research participants).

⁹ Reasonable compensation can be at fair market value. Parameters such as time, expenditure, and complexity of the work required may be relevant considerations in determining compensation amount.

¹⁰ Consent is considered knowledgeable if it is reasonable to believe that the individual knows the purpose of the disclosure and knows that they can give or withhold consent.

ADVICE TO THE PROFESSION: CONFLICTS OF INTEREST AND INDUSTRY RELATIONSHIPS

Advice to the Profession companion documents are intended to provide physicians with additional information and general advice in order to support their understanding and implementation of the expectations set out in policies. They may also identify some additional best practices regarding specific practice issues.

Interactions between physicians and industry have the potential to benefit both physicians and patients by advancing medical knowledge and improving patient care. However, sometimes the goals and interests of industry may be at odds with a physician's professional and legal obligations. The resulting ethical dilemmas or conflicts of interest can have the potential to adversely affect the physician-patient relationship and public trust in the profession.

The *Conflicts of Interest and Industry Relationships* policy, and this companion *Advice* document, do not intend to discourage appropriate physician-industry interactions. Instead, they aim to assist physicians in managing their relationships with industry, and to set out relevant expectations and guidance in doing so.

General

What steps do I take when I identify a conflict of interest?

In general, it is best practice to avoid conflicts of interest altogether (e.g., by withdrawing or removing oneself from the situation). Where this is not possible, conflicts of interest may be appropriately managed through disclosure to patients, making them aware of alternatives, and offering reassurance that the patient's choice of an alternative will not affect the quality of care. It is important that any disclosure to the patient be full, frank, and timely. It is also best practice to document the details of disclosure and relevant outcomes in the patient's medical record.

It is important to remember that any conflict must be resolved in the best interests of the patient and that you must be able to demonstrate that the patient's best interests have been maintained at all times. You may also be expected to comply with relevant organizational policies or guidelines on managing conflicts of interest where you practise and/or conduct research.

The policy defines "conflict of interest" as involving primary and secondary interests. What are examples of these types of interests?

A physician's primary interests are determined by their professional duties and vary according to the activity they are engaged in. For instance, a primary interest can be

Appendix B

35 providing care in the patient's best interests, conducting unbiased medical research, or
36 fostering high-quality medical education. Patients, the public, research participants, and
37 medical learners need to trust physicians to act in ways that are consistent with these
38 primary interests.¹

39 Secondary interests can be a legitimate part of a physician's practice but cannot be
40 achieved at the expense of primary interests. They are most commonly thought of in
41 terms of personal financial gain; however, they can also include the desire for
42 professional advancement, recognition of personal achievement, or favours or financial
43 advantage for family or friends.

44 ***How can I determine whether a primary interest is compromised by a secondary interest?***

45 Whether a primary interest is compromised by a secondary interest is a matter of
46 judgment and depends on the context. Relevant factors to consider in assessing the
47 likelihood and seriousness of a conflict of interest can include:²

- 48 • **Monetary value:** the greater the value of the secondary interest, the more likely its
49 actual or perceived influence.
- 50 • **Scope (duration and depth) of a relationship:** longer and closer associations can
51 increase the risk.
- 52 • **Authority and discretion in a role:** certain roles (e.g., Principal Investigator) may
53 afford more discretion and influence in making important decisions.
- 54 • **Scope of consequences:** conflicts that can impact many patient care decisions
55 (e.g., developing clinical practice guidelines) may have more potential for harm.
- 56 • **Extent of accountability:** the availability of accountability measures can reduce the
57 likelihood or severity of harm.

58 ***What circumstances are considered conflicts of interest under the Medicine Act, 1991?***

59 Under [Part IV of Ontario Regulation 114/94](#) under the *Medicine Act, 1991*, it is a conflict of
60 interest for physicians to do any of the following:

- 61 1. Receive any benefit,³ directly or indirectly, from a supplier to whom the physician
62 refers patients/specimens or who supplies medical goods or services to the
63 physician's patients.

¹ Lo, Bernard and Field, Marilyn J. *Conflict of Interest in Medical Research, Education, and Practice*. (2009) Institute of Medicine (US) Committee on Conflict of Interest in Medical Research, Education, and Practice.

² Lo, Bernard and Field, Marilyn J. *Conflict of Interest in Medical Research, Education, and Practice*. (2009)

³ "Benefit" is expansively defined in s. 15 of O. Reg. 114/94 under the *Medicine Act, 1991* and includes gifts, advantages, or "emolument" (a salary, fee, or profit from employment).

Appendix B

- 64 Of note, the term “supplier” in O. Reg. 114/94 is broad and includes, among other
65 things, pharmacists and all other regulated health professionals.
- 66 2. Rent premises to or from a supplier, except where the rent is normal for the area
67 and the amount of rent is not related to the referral of patients to the landlord.
- 68 3. Sell or otherwise supply any drug, medical appliance, medical product, or
69 biological preparation to a patient at a profit, except:
- 70 ○ a drug that is necessary
 - 71 ■ for immediate treatment of the patient;
 - 72 ■ in an emergency; or
 - 73 ■ where the services of a pharmacist are not reasonably readily
74 available; or
 - 75 ○ an allergy preparation sold or supplied for a price subject to limits.
- 76 4. Order a diagnostic or therapeutic service to be performed at a facility in which they
77 or their family have a proprietary interest, unless the interest is disclosed in
78 advance to the patient, or the facility is a publicly-traded corporation and not
79 owned or controlled by the physician or a member of their family.

80 When disclosing to a patient the fact that you or a family member has a proprietary
81 interest in a facility where a diagnostic or therapeutic service will be performed, it is
82 important that, at a minimum, the notice is clearly written (e.g., a sign or a form).

83 ***How can I support medical students and postgraduate trainees in avoiding and managing*** 84 ***conflicts of interest and interacting with industry appropriately?***

85 Physicians are responsible for modelling professional and ethical behaviour for medical
86 students and postgraduate trainees by acting in accordance with this policy. It is
87 important that students and trainees do not feel pressured to interact with industry where
88 they are uncomfortable doing so and that there be a safe and supportive environment for
89 reporting any concerns around the interpretation of CPSO’s policy with physician
90 supervisors/educators.

91 **Industry Relationships in Clinical Practice**

92 ***Why does the policy prohibit accepting gifts or inducements from industry?***

93 A large body of empirical evidence demonstrates that accepting gifts or inducements
94 of *any* value can influence and undermine a physician’s independent clinical judgment,
95 even without the physician’s awareness.⁴ In general, it is best for physicians to exercise

⁴ For examples, please see the following articles:

Appendix B

96 caution and critically evaluate any information provided by industry representatives.
97 Physicians may sometimes find it helpful to meet with industry representatives to learn
98 about a drug or medical device. However, it is important to keep in mind that industry
99 representatives may be less likely to discuss a drug's risks and adverse effects than its
100 benefits, and this may lead to higher cost and lower quality prescribing.⁵

101 Physicians who work in organizations with policies prohibiting the acceptance of gifts
102 and other inducements from industry are expected to comply with those policies.

103 ***What do I need to consider when distributing samples to patients?***

104 Samples are primarily used by companies for marketing and promotional purposes,
105 which can raise concerns about their influence on physician prescribing. Samples can be
106 beneficial in certain circumstances (e.g., by allowing physicians to initiate therapy
107 immediately, evaluate clinical performance of medication for a patient, and/or offset
108 costs). However, they may not be the physician's first choice of medication and may be
109 more expensive than other medications, potentially leading to higher out-of-pocket costs
110 for patients when samples run out.

111 You must consider the influence of samples on your prescribing and use clinical evidence
112 for therapeutic decisions. This could include taking into account whether the sample is
113 your first choice of treatment, whether you have reason to believe that the patient may
114 struggle to afford or be unable to pay for the drug being prescribed, and whether there is
115 a therapeutically equivalent alternative available at lower cost. If the sample is of a
116 medication which the patient may use on a long-term basis, you may wish to consider
117 discussing with the patient other options for obtaining medications if they are available,
118 for example, through the [Ontario Drug Benefit Program](#) or other patient assistance
119 programs.

120 The [Advice to the Profession: Prescribing Drugs](#) includes additional information for
121 physicians about considering prescription drug costs.

122 **Continuing Medical Education/Continuing Professional Development** 123 **(CME/CPD)**

-
- Katz, Dana, Caplan, Arthur, & Merz, Jon. (2003, June 1). All Gifts Large and Small: Toward an Understanding of Pharmaceutical Gift Giving. *University of Pennsylvania Scholarly Commons – Center for Bioethics Papers*.
 - Spurling, GK, et al. Information from Pharmaceutical Companies and the Quality, Quantity, and Cost of Physicians' Prescribing: A Systematic Review. (2010). *PLoS Med.* 7(10), e1000352.
 - Brax H, et al. Association between physicians' interaction with pharmaceutical companies and their clinical practices: A systematic review and meta-analysis. (2017) *PLoS One.* 12(4):e0175493.

⁵ Spurling, GK, et al.

124 ***Can students/trainees receive funds from industry to attend CME/CPD events?***

125 Scholarships or other funds from industry may be used to allow undergraduate medical
126 students or post-graduate trainees (including fellows) to attend CME/CPD events, as long
127 as their academic institution selects the recipients of these funds.

128 ***What do I need to know related to unaccredited CME/CPD events?***

129 In addition to the policy expectations for physicians who organize, present at, or attend
130 unaccredited CPD/CME event, the [National standard for support of accredited CPD](#)
131 [activities](#) Element 7 specifies that unaccredited CME/CPD events cannot take place at
132 times and locations that interfere or compete with accredited CME/CPD activities and
133 cannot be listed or included within activity agendas, programs or calendars of events
134 (preliminary and final).

135 Physicians attending informal or non-accredited learning activities with industry
136 involvement will need to approach these activities with caution due to a higher likelihood
137 that such events are promotional in nature.

138 **Consultation/Advisory Boards and Industry-Sponsored Research**

139 ***What do I need to be aware of when serving in a consultant or advisory role for industry?***

140 It is important to be attentive to the perception of bias when attending meetings and
141 receiving remuneration. In these roles, as with any interaction with industry, it will be
142 important for physicians to maintain their professional objectivity and independence in
143 any work they perform.

144 While it is generally preferable to attend meetings in your geographic locale or those that
145 form part of a meeting that you would normally attend, factors such as the remoteness of
146 your location and the availability of virtual meetings can be taken into consideration. As
147 noted in the policy, compensation must be reasonable and commensurate with the
148 services provided.

149 ***What do I need to know when participating in industry-sponsored research?***

150 While research involving human participants can result in collective benefits for society at
151 large, there may be little to no direct benefit to individual participants. Research can pose
152 various risks to individuals and impact vulnerable populations. When conducting industry-
153 sponsored research, it is important that the primary objective of research be the
154 advancement of the health of the public rather than the private benefit of either
155 physicians or industry.

Appendix B

156 Physicians participating in industry-sponsored research must continue to meet
157 expectations of all physicians participating in research generally. The principles and
158 responsibilities articulated in the [Tri-Council Policy Statement: Ethical Conduct for](#)
159 [Research Involving Humans](#) (TCPS-2) are broadly applicable to physicians conducting
160 research involving human participants.⁶ This includes seeking approval from a research
161 ethics board (REB).

162 When conducting research with First Nations, Inuit, and Métis peoples, physicians may
163 refer to [Chapter 9](#) of the TCPS-2 and consider the application of the [First Nations](#)
164 [Principles of OCAP](#).

165 ***What information needs to be disclosed to patients for consent to be informed?***

166 A physician's duty towards research participants can be greater than their duty towards a
167 patient because of the experimental nature of the research and the potential lack of
168 corresponding therapeutic benefit to the research participant. Therefore, obtaining
169 consent for participation in research can require a higher level of disclosure than what is
170 typically required when obtaining consent to treatment.

171 The TCPS-2 requires researchers to provide prospective participants full disclosure of all
172 information necessary for making an informed decision to participate in a research
173 project. [Chapter 3](#) outlines the information that may be required, including:

- 174 • the identities of the researcher and the funder or sponsor; and
- 175 • information concerning any real, potential or perceived conflicts of interest on the
176 part of the researchers, their institutions, or the research sponsors.

177 ***Can I respond to industry requests for patient contact information?***

178 Physicians must comply with the [Personal Health Information Protection Act, 2004](#)
179 [\(PHIPA\)](#) when collecting, using, or disclosing personal health information (PHI). Under [s.](#)
180 [44\(1\)](#) of [PHIPA](#), physicians may disclose PHI to researchers where certain conditions are
181 met. However, [s. 44\(6\)\(e\) prohibits](#) the researcher from contacting those patients, either
182 directly or indirectly, unless the physician has obtained the patient's consent to be
183 contacted by the researcher.⁷

⁶ *Stirrett v Cheema*, 2018 ONSC 2595, at para. 5; *Barker v. Barker*, 2020 ONSC 3746, at para. 1171.

⁷ See the Canadian Medical Protective Association, [Clinical research, Medical-legal issues to consider with clinical research contracts](#), and [Physicians and research: Understanding the legal, ethical, and professional obligations](#). Information and Privacy Commissioner of Ontario, [Consent and your personal health information](#) and [Use and Disclosure of Personal Health Information for Broader Public Health Purposes](#).

Board Motion

| | |
|------------------------|---|
| Motion Title | Revised Policy for Final Approval - <i>Conflicts of Interest and Industry Relationships</i> |
| Date of Meeting | March 1, 2024 |

It is moved by _____, and seconded by _____, that:

The Board of Directors of the College of Physicians and Surgeons of Ontario approves the revised policy "*Conflicts of Interest and Industry Relationships*", formerly titled "*Physicians' Relationships with Industry: Practice, Education and Research*", as a policy of the College (a copy of which forms Appendix " " to the minutes of this meeting).

Board Motion

| | |
|------------------------|-----------------------------|
| Motion Title | Draft Board Self-Assessment |
| Date of Meeting | March 1, 2024 |

It is moved by _____, and seconded by _____, that:

The Board of Directors of the College of Physicians and Surgeons of Ontario approves the draft Board Self-Assessment as the basis for developing the final 2024 Board Self-Assessment (a copy of which forms Appendix “ ” to the minutes of this meeting).

Board Motion

| | |
|------------------------|------------------------|
| Motion Title | Motion to Go In-Camera |
| Date of Meeting | March 1, 2024 |

It is moved by _____, and seconded by _____, that:

The Board of Directors¹ of the College of Physicians and Surgeons of Ontario exclude the public from the part of the meeting immediately after this motion is passed, under clause(s) 7(2)(b), (d), and (e) of the Health Professions Procedural Code (set out below).

Exclusion of public

7(2) Despite subsection (1), the Council may exclude the public from any meeting or part of a meeting if it is satisfied that,

- (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;
- (d) personnel matters or property acquisitions will be discussed; and
- (e) instructions will be given to or opinions received from the solicitors for the College.

¹ The Board is deemed to be a reference to the Council of the College as specified in the Health Professions Procedural Code (Schedule 2 to the *Regulation Health Professions Act*) and the *Medicine Act*.