

Special Council Meeting Minutes

November 14, 2022

The Chair, Peter, called the meeting to order at 8:02pm.

All council members were in attendance except Reshad who sent his regrets as well as Patrick and Irv, who previously indicated they were resigning from Council.

A motion was made by Winnie, seconded by Ed to approve the agenda with the following amendment: item 2.3 be moved from "Decision Items" to discussion only and moved to item 1.4, entitled "Bylaw Amendment – Eligibility Requirements". CARRIED UNANIMOUSLY

Nicole was appointed as the secretary for the meeting.

No conflicts of interest were declared.

Item 1.4: Bylaw Amendment – Eligibility (Discussion Only; Attached as Appendix A)

Nicole explained that, as was outlined in the document circulated to Council in advance of today's meeting, the proposed bylaw amendment that Council is being asked to consider and discuss only at this time, would involve a bylaw change placing further restrictions on eligibility for professional members to be elected to Council and/or sit on committees.

Discussion among Council related to whether the criteria proposed – public register and/ or breach of Code of Conduct - in the previous 3 years was reasonable. Council members agreed with the spirit of the proposed bylaw amendment, to ensure qualified individuals best suited to Council and Committee business are eligible to run for election while preventing those who may give rise to concerns or reputational harm to the College because of outcomes on the public register and/or whose past breach of the Code of Conduct may suggest a poor fit with the expectations of Council and Committee.

Council also discussed whether having the Elections Committee as the body determining in the event a professional member seeks to be reconsidered on eligibility criteria. It was agreed that it makes sense to have this authority rest with the Elections Committee.

Council agreed unanimously that the proposed bylaw amendment should be drafted and brought to Council at the January 27, 2023 meeting for approval.

Decision Items:

2.1 Election in Combined Districts 3 & 4 (podiatrist)

It was moved by Peter and seconded by Donna that Council approve the election in combined districts 3 & 4.

CARRIED UNANIMOUSLY

2.2 Election in District 6

It was moved by Peter and seconded by Chad that Council approve the election in district 6.

CARRIED UNANIMOUSLY

A motion was made to move in-camera by Peter and seconded by Ramesh at 8:19 pm. The rationale for moving in-camera is that a matter or matters will be discussed by Council that either require privacy to meet the College's obligations of privacy and/or because Council will receive advice that is protected by solicitor-client privilege.

Appendix A

The following is for discussion at the November 14, 2022, Special Council meeting. Formal by-law amendments could be prepared and considered by Council at its January 2023 meeting if Council wishes.

The following provides a high-level overview of contemplated by-law amendments regarding eligibility for elected Councillors, selected Councillors and non-Council committee members.

Attached, for reference, are By-laws 50-53 of the College's By-law No. 1 (General). Please note that while By-laws 50-53 are central to the amendments, other parts of By-law No. 1 may also be amended.

Concept #1: New eligibility requirement regarding cautions and SCERPs with grandparenting

To be eligible for election as an elected councillor, a member cannot have a notation of a caution or any specified continuing education or remedial program on the register. (By-law 50)

To be eligible for selection as a selected councillor, a member cannot have a notation of a caution or any specified continuing education or remedial program on the register. (By-law 51)

To be eligible to be appointed as a non-Council committee member, a member cannot have a notation of a caution or any specified continuing education or remedial program on the register. (By-law 52)

Consistent with this new eligibility requirement, the disqualification provision would need to be reviewed and potentially amended so that a member would be disqualified if they received a caution or a SCERP while they served on Council or a committee. (By-law 53)

Grandparenting provisions: the amendments contemplated above would not apply to anyone currently serving as a Councillor or a non-Council committee member.

Concept #2: A process for exceptions to the new eligibility requirement

A process would be established such that an individual who is otherwise ineligible due to a caution or specified continuing education or remedial program, could apply to become eligible.

There would be certain conditions for such an application to be made (e.g., a certain number of years must have gone by after the caution or SCERP had been given or fully implemented).

There would be certain requirements for such an application package (e.g., a member's written request for a review, a current Curriculum Vitae, supporting documentation).

A committee would be identified to consider and make determinations on these applications.

Concept #3: A member who has been disqualified cannot serve again unless otherwise approved

Currently, a Councillor who has been disqualified cannot serve for another three (3) years. The proposed amendment would bar the member from serving again unless otherwise approved by a process.

50. ELIGIBILITY FOR ELECTION

50.01 Subject to the balance of the provisions of Article 50, a **member** is eligible for election in an electoral district if,

- i) on the deadline for receipt of nominations, the **member** is the holder of a general class certificate of registration and the certificate is not subject to a term, condition or limitation other than one applicable to all **members** of the class;
- ii) in the case of an election of a **chiroprapist councillor**, the **member** holds a certificate of registration in the chiroprapist class, on the deadline for receipt of nominations;
- iii) in the case of an election of a **podiatrist councillor**, the **member** holds a certificate of registration in the podiatrist class, on the deadline for receipt of nominations;
- iv) on the deadline for receipt of nominations, the **member** is not in default of the payment of any money owed to the College including but not limited to any fee prescribed by the **Regulations** or required by the by-laws;
- v) on the deadline for receipt of nominations, the **member** is not the subject of any disciplinary or incapacity proceeding;
- vi) the **member's** certificate of registration has not been revoked or suspended in the six years preceding the date of the election for any reason other than non-payment of fees;
- vii) the **member** has not been the subject of any professional misconduct, incompetence or incapacity finding in the three years preceding the date of the election;
- viii) the **member** has not been disqualified by Council in the three years preceding the date of the election;
- ix) the **member** has not resigned as a Councillor in the three years preceding the date of the election unless the member has the approval of either the Executive Committee or the Council to be eligible for the election;
- x) on the deadline for receipt of nominations, the **member** has his or her **designated address** in the electoral district for which he or she is nominated and has been nominated in accordance with this by-law; and

- xi) the **member** has completed and filed with the Registrar the Conflict of Interest Form by the deadline established by the Registrar in accordance with Article 51.06.

50.02 A **member** who has been elected to Council in two consecutive elections is not eligible for election until an election held in accordance with these by-laws which is more than five calendar years after the **member** was last elected to Council. For greater clarity and by way of example only, a **member** elected in 2007 and re-elected in 2010 would not be eligible until more than five calendar years had passed from 2010, namely, would not be eligible for the 2013 elections but would be eligible again in 2016.

50.03 An election in a by-election shall not be counted in determining whether a **member** is ineligible for election under Article 50.02.

50.04 A **member** who is a **selected councillor** may not be a candidate for election as an **elected councillor** unless he or she first resigns as a **selected councillor**.

50.05 A candidate may withdraw from an election by giving notice in writing to the Registrar. If the notice in writing is received at least forty-eight days prior to the date of the election, the name of the person shall not be placed on the ballot. In all other cases, the Registrar shall make reasonable efforts to notify the **members** eligible to vote that the candidate has withdrawn from the election.

50.06 Subject to Article 50.07, a **member** is not eligible for election as a **councillor** if the **member** holds a position which would cause the individual, if elected as a **councillor**, to have a conflict of interest by virtue of having competing fiduciary obligations to both the **College** and another organization.

50.07 A **member** is not eligible for election as a **councillor** and shall be deemed to have a position which would result in a competing fiduciary obligation under Article 50.06 if the **member** holds or has held, in the preceding one year prior to the deadline for receipt of nominations, any of the following positions in an international, national or provincial association or organization whose members are predominately chiropodists, podiatrists or other foot care providers and whose mandate in any way relates to the provision of foot care by its members:

- i) director, officer or member of the governing body of the organization;
- ii) Executive Director, Chief Administrative Officer or another position with similar duties in the organization; or
- iii) a position which the Elections Committee of the **College** determines is one which would create a conflict of interest by virtue of having competing fiduciary obligations to both the **College** and another organization.

- 50.08** Disputes as to whether a **member** is eligible for election or to vote in an election will be determined by the Elections Committee.
- 50.09** Disputes relating to the election of an **elected councillor** shall be dealt with by the Elections Committee which shall investigate the facts and report its findings and recommendations to Council for such decision as Council considers appropriate.

51. SELECTED COUNCILLORS

- 51.01** For the purpose of clause 7(1)(c) of the **Act**, two **members** shall be selected by Council from the Faculty of the Michener Institute for Applied Health Sciences (Ontario) in accordance with the process set out in **Schedule 2**.
- 51.02** Except in the case of a filling of a vacancy, the term of office of a **selected councillor** shall be from the date of the acceptance of the selection by the selected **member** until the commencement of the **First Council Meeting** which is more than two calendar years following that appointment.

Reappointment

- 51.03** A **selected councillor** may be reappointed but a **selected councillor** shall not serve for more than two consecutive terms in that capacity.
- 51.04** A **selected councillor** who has served for two consecutive terms in that capacity shall not be reappointed as a **selected councillor** until more than five calendar years after the member was last appointed as a **selected councillor**. For greater clarity and by way of example only, a **member** appointed in 2007 and reappointed in 2010 would not be eligible until more than five calendar years had passed from 2010, namely, would not be eligible for appointment until 2016.
- 51.05** Time spent as a **selected councillor** as a result of an appointment by Council to fill a vacancy shall not be included for the purposes of Article 52.03.

52. NON-COUNCIL COMMITTEE MEMBERS

- 52.01** Council shall appoint eligible **members** to be **non-council committee members** in accordance with the process set out in **Schedule 3**.
- 52.02** Council shall determine the number of **members** to be appointed bearing in mind the number of **non-council committee members** needed to constitute the **committees** of the **College**.

Term of Office

52.03 The term of office of a **non-council committee member** shall be from the date of appointment until the **First Council Meeting** which is more than two calendar years following that appointment.

Reappointment

52.04 A **non-council committee member** may be reappointed but shall not serve for more than two consecutive terms in that capacity.

52.05 A **non-council committee member** who has served for two consecutive terms in that capacity shall not be reappointed as a **non-council committee member** until more than five calendar years after the **member** was last appointed as a **non-council committee member**. For greater clarity and by way of example only, a **member** appointed in 2007 and reappointed in 2010 would not be eligible until more than five calendar years had passed from 2010, namely, would not be eligible for appointment until 2016.

Eligibility

52.06 Subject to the balance of the provisions this Article, a **member** is eligible to be appointed as a **non-council committee member** if, on the date of appointment,

- i) the **member** practises chiropody in Ontario, or if the **member** does not practise chiropody, the **member** is resident in Ontario;
- ii) the **member** is not in default of the payment of any money owed to the **College** including but not limited to any fee prescribed by the **Regulations** or required by the by-laws;
- iii) the **member** is not the subject of any disciplinary or incapacity proceeding;
- iv) the **member's** certificate of registration has not been revoked or suspended in the six years preceding the date of the appointment for any reason other than non-payment of fees;
- v) the **member** has not been the subject of any professional misconduct, incompetence or incapacity finding in the three years preceding the date of the appointment;
- vi) the **member** is a holder of a general class certificate of registration and the certificate is not subject to a term, condition or limitation other than one applicable to all **members** of the class; and

- vii) the **member** has not been disqualified by Council in the three preceding years whether as an **elected** or **selected councillor** or a **non-council committee member**.

52.07 Subject to Article 53.08, a **member** is not eligible to be appointed as a **non-council committee member** if the **member** holds a position which would cause the individual, if appointed as a **non-council committee member**, to have a conflict of interest by virtue of having competing fiduciary obligations to both the **College** and another organization.

52.08 A person is not eligible to be appointed as a **non-council committee member** and shall be deemed to have a position which would result in a competing fiduciary obligation under Article 53.07 if the person holds or has held, in the preceding one year prior to the deadline for receipt of applications, as set by the Registrar under **Schedule 3** to By-Law No. 1, any of the following positions in an international, national or provincial association or organization whose members are predominately chiropodists, podiatrists or other foot care providers and whose mandate in any way relates to the provision of foot care by its members:

- i) director, officer or member of the governing body of the organization;
- ii) Executive Director, Chief Administrative Officer or another person with similar duties in the organization; or
- iii) a position which the Elections Committee of the **College** determines is one which would create a conflict of interest by virtue of having competing fiduciary obligations to both the **College** and another organization.

53. DISQUALIFICATION

53.01 Council shall disqualify an **elected councillor** from sitting on Council if the **elected councillor**

- i) is determined by Council not to have met the eligibility requirements for election;
- ii) ceases to be the holder of a certificate of registration;
- iii) ceases to either practise or reside in the electoral district in which the **member** was elected;
- iv) is found to have committed an act of professional misconduct or to be incompetent by a panel of the Discipline Committee;
- v) is found to be incapacitated by a panel of the Fitness to Practise Committee;

- vi) has a term, condition or limitation placed on his or her certificate of registration other than one applicable to all **members** holding that class of certificate;
- vii) is determined by Council to have obtained a position which creates a conflict of interest by virtue of having competing fiduciary obligations to both the **College** and another organization;
- viii) fails, without reasonable cause, to attend two consecutive meetings of Council;
- ix) fails, without reasonable cause, to attend three consecutive meetings of a **Committee** of which he or she is a member; or
- x) fails, without reasonable cause, to attend a hearing or proceeding of a panel for which he or she has been selected.

53.02 Council shall disqualify a selected councillor from sitting on Council if the selected councillor

- i) is determined by Council not to have met the requirements for selection;
- ii) ceases to be a member of a faculty of the Michener Institute for Applied Health Sciences;
- iii) ceases to be the holder of a certificate of registration;
- iv) is found to have committed an act of professional misconduct or to be incompetent by a panel of the Discipline Committee;
- v) is found to be incapacitated by a panel of the Fitness to Practise Committee;
- vi) has a term, condition or limitation placed on his or her certificate of registration other than one applicable to all **members** holding that class of certificate;
- vii) is determined by Council to have obtained a position which creates a conflict of interest by virtue of having competing fiduciary obligations to both the **College** and another organization;
- viii) fails, without reasonable cause, to attend two consecutive meetings of Council;
- ix) fails, without reasonable cause, to attend three consecutive meetings of a **Committee** of which he or she is a member; or

- x) fails, without reasonable cause, to attend a hearing or proceeding of a panel for which he or she has been selected.

53.03 Council shall disqualify a **non-council committee member** from sitting on any **committee** of the **College** if the **non-council committee member**

- i) ceases to be the holder of a certificate of registration;
- ii) is found to have committed an act of professional misconduct or to be incompetent by a panel of the Discipline Committee;
- iii) is found to be incapacitated by a panel of the Fitness to Practise Committee;
- iv) has a term, condition or limitation placed on his or her certificate of registration other than one applicable to all **members** holding that class of certificate;
- v) is determined by Council to have obtained a position which creates a conflict of interest by virtue of having competing fiduciary obligations to both the **College** and another organization;
- vi) fails, without reasonable cause, to attend three consecutive meetings of a **committee** of which he or she is a member; or
- vii) fails, without reasonable cause, to attend a hearing or proceeding of a panel for which he or she has been selected.

53.04 An **elected** or **selected councillor** or **non-council committee member** is also subject to disqualification pursuant to the **College's** Conduct of Councillors and Committee Members By-Law if such a by-law has been passed by Council.

53.05 An **elected** or **selected councillor** who is disqualified by Council under this or any other by-law of the **College** ceases to be a **councillor** and ceases to be a member of all **committees**.

53.06 An **non-council committee member** who is disqualified by Council under this or any other by-law of the **College** ceases to be a **non-council committee member** and ceases to be a member of all **committees**.

53.07 An **elected** or **selected councillor** who becomes the subject of a disciplinary or incapacity proceeding, including one which originates at any time after the deadline for receipt of nominations, shall not serve on Council or on any **committee** until the proceeding is finally completed.

- 53.08** A **selected councillor** who becomes the subject of a disciplinary or incapacity proceeding shall not serve on Council or on any **committee** until the proceeding is finally completed.
- 53.09** A **non-council committee member** who becomes the subject of a disciplinary or incapacity proceeding shall not serve on any **committee** until the proceeding is finally completed.
- 53.10** An **elected** or **selected councillor** or a **non-council committee member** who becomes in default of the payment of monies owed to the **College** including any fees prescribed by the **Regulations** or required by the by-laws, including a default which originates at any time after the deadline for receipt of nominations, shall not serve on Council or any **committee** until the default is remedied.
- 53.11** Where a **councillor** believes that Council should consider disqualifying an **elected** or **selected councillor** or **non-council committee member** on the basis that he or she meets one or more of the disqualification factors set out in Article 54.01, Article 54.02 or Article 54.03, the **councillor** shall advise the Executive Committee in writing.
- 53.12** If the Registrar receives information that if true may result in Council disqualifying an **elected** or **selected councillor** or **non-council committee member** on the basis that he or she meets one or more of the disqualification factors set out in Article 54.01, Article 54.02 or Article 54.03, the Registrar shall advise the Executive Committee in writing.
- 53.13** The Executive Committee shall notify the **elected** or **selected councillor** or **non-council committee member** whose conduct is the subject of concern of the nature of the concern and provide him or her with a reasonable opportunity to make written or oral submissions or both to the Executive Committee.
- 53.14** The Executive Committee shall make a preliminary determination of the relevant facts and report those facts to the **elected** or **selected councillor** or **non-council committee member** whose conduct is the subject of concern and, where applicable, to the **councillor** who brought the concern to the Executive Committee's attention.
- 53.15** If either the Executive Committee or the **councillor** who brought the matter to the Executive Committee's attention is of the view that further action may be required by Council, the issue shall be placed on the agenda for the next meeting of Council.
- 53.16** Should, pursuant to this by-law, the matter of the potential disqualification of an **elected** or **selected councillor** or **non-council committee member** be placed on the agenda of Council, the Registrar shall advise the person who is potentially subject to disqualification of the date when Council intends to meet to deal with the issue and

of his or her opportunity to make either written or oral submissions to Council, should he or she wish to do so.

- 53.17** After providing the opportunity referred to in Article 54.16, Council shall determine the relevant facts and, if appropriate, disqualify the **elected** or **selected councillor** or **non-council committee member** in accordance with this by-law.
- 53.18** A resolution of at least two-thirds of the **councillors** present at a meeting of Council duly called for that purpose shall be required in order to disqualify an **elected** or **selected councillor** pursuant to this Article.
- 53.19** A resolution of the **councillors** present at a meeting of Council duly called for that purpose shall be required in order to disqualify a **non-council committee member** pursuant to this Article.
- 53.20** Where an **elected** or **selected councillor** is the subject matter of a motion for disqualification under this Article, that **elected** or **selected councillor** shall not be present during the debate or vote and shall not be counted as a member of Council in determining whether a quorum exists or whether the motion was carried or defeated.
- 53.21** Before any debate is had or vote taken by Council pursuant to this Article, Council shall consider whether the public should be excluded from the meeting in accordance with the **Code**.