



College of Respiratory  
Therapists of Ontario

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Ordre des thérapeutes  
respiratoires de l'Ontario

# By-Law 2: Council and Committees

Approved by Council: March 4, 2022

By-Laws are approved by Council and form part of the operational guidelines for CRTO staff to administer the policies, regulations and legislation.

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## 1. DEFINITIONS

**1.01** In this By-Law, and in any other By-Law of the CRTO, unless otherwise defined or required by the context of the specific provision, the following words and phrases shall have the meanings set out below:

**Act**

The *Respiratory Therapy Act, 1991*, as amended from time to time and the regulations made under it

**Appointed Officer**

An employee of the CRTO appointed by the Council, or the Executive Committee, as an officer

**Chair**

The person designated to preside over meetings of statutory or non-statutory Committees or panels of the CRTO; includes Vice-Chair who is the alternate designate

**Code**

The *Health Professions Procedural Code*, being Schedule 2 of the *Regulated Health Professions Act*

**Committee**

A Committee of the CRTO and includes statutory committees established under section 10 of the *Code*, non-statutory committees, task forces, a Panel of a committee and any other committees established by the Council under these By-Laws

**Council**

The board of directors of the CRTO, responsible for managing and administering its affairs in accordance with the *Code*

**Council Member**

A member of Council elected or appointed in accordance with the *Regulated Health Professions Act* and/or the *Act* and/or this By-Law

**CRTO**

The acronym for the College of Respiratory Therapists of Ontario

**Duly Constituted**

A meeting in accordance with the required procedure where quorum is met pursuant to the By-Laws

**Ex-Officio**

By virtue of one's office, e.g., the Registrar is an ex-officio member of CRTO committees by virtue of their office as Registrar and Chief Executive Officer. In their capacity as an ex-officio

member of a Committee the Registrar has the right, but not the obligation, to attend Committee meetings, other than some aspects of hearings. However, they are not entitled to make a motion or vote, and is not counted when determining if a quorum is present

### **In-Camera**

In accordance with section 7 of the *Code*, meetings of Council are open to the public. The *Code* provides for specific occasions when the Council may exclude the public from a meeting. When the Council excludes the public from a meeting or part of a meeting, it will go *in-camera* (conduct a private meeting)

### **Member**

Unless further defined, or the context indicates otherwise, is an individual who holds a certificate of registration with the CRTC

### **Officer of the CRTC**

Includes the President, the Vice-President, the Registrar or an appointed officer

### **Panel**

A sub-group of a Committee of the CRTC

### **Policies and Procedures**

The documented processes or courses of action undertaken by the CRTC in response to recurring issues

### **Presiding Officer**

The person who chairs a meeting of Council or a Committee

### **Proceeding**

Any action or process undertaken related to the investigation, hearing or restriction (i.e., terms, conditions and limitations (TCLs) or suspension of a certificate of registration) of a Member's practice

### **Profession**

The profession of Respiratory Care or Respiratory Therapy

### **Professional Committee Appointee**

A Member of the CRTC who is not a member of the Council, and who has been acclaimed, appointed, or elected to the pool of Members available to serve on committees

### **Professional Council Member**

A member elected to the Council in accordance with the by-laws and includes a member elected in a by-election or appointed to fill a vacancy

**Public Council Member**

A person, who is not a Member of the CRTO, and who is appointed to the Council by the Lieutenant Governor in Council

**Registrar**

Person hired by the Council to act as Chief Executive Officer for the CRTO as required by the *Code* and as described in By-Law 1: General CRTO Administration, Article 4; includes a person appointed as Acting Registrar by the Council during a vacancy in the office of the Registrar or during the disability or prolonged absence of the Registrar

**Regular Meeting**

A meeting of the Council to which Article 4.01(a) of this By-Law refers

**Respiratory Therapist**

A Member of the CRTO

**Respiratory Therapy**

As defined in the *Act* as the providing of oxygen therapy, cardio-respiratory equipment monitoring and the assessment and treatment of cardio-respiratory and associated disorders to maintain or restore ventilation; includes the practice of Respiratory Care

**RHPA**

The *Regulated Health Professions Act, 1991*, as amended from time to time and includes the *Code*

**Sitting Council Member**

An appointed or elected member of the CRTO Council

**Special Meeting**

A meeting of the Council to which Article 4.01(b) of this By-Law refers

## **2. ELECTIONS, APPOINTMENTS & DUTIES OF COUNCIL AND COMMITTEE MEMBERS**

### **Election Process**

**2.01** The election process, including nominations, candidate requirements, balloting and reporting is set out in CRTO Policies and Procedures, amended and approved by Council as needed.

### **Election Districts**

**2.02** For the purpose of the election of Council Members and the election or appointment of Professional Committee Appointees to the pool of Members available to serve on committees, the electoral districts are as follows:

- a) Electoral district **1** is composed of the territorial districts of Kenora, Rainy River and Thunder Bay.
- b) Electoral district **2** is composed of the territorial districts of Cochrane, Timiskaming, Sudbury, Algoma, Manitoulin, Parry Sound, Nipissing and Muskoka.
- c) Electoral district **3** is composed of the geographic areas of Frontenac, Hastings, Lanark, Prince Edward, Renfrew, Leeds and Grenville, Lennox and Addington, Prescott and Russell, Stormont, Dundas and Glengarry and Ottawa.
- d) Electoral district **4** is composed of the geographic areas of Haliburton, Kawartha Lakes, Peterborough, Northumberland, Simcoe, Durham, York, Peel and Toronto.
- e) Electoral district **5** is composed of geographic areas of Halton, Hamilton, Niagara, Waterloo, Haldimand, Norfolk, Brant, Dufferin and Wellington.
- f) Electoral district **6** is composed of geographic areas of Grey, Bruce, Huron, Perth, Middlesex, Oxford, Elgin, Lambton, Chatham-Kent and Essex.
- g) Electoral district **7** is composed of the whole of the province of Ontario.

**2.03** Nine Members of the CRTO shall be elected to the Council with one (1) Council Member for each of electoral districts 1, 2, 3, 6 and 7 and two (2) Council Members for each of electoral districts 4 and 5.

**2.04** Up to three (3) Professional Committee Appointees may be elected or appointed as Professional Committee Appointees in electoral districts 1, 2, 3, 4, 5 and 6. There are no Professional Committee Appointees for electoral district 7.

### Years of Elections

**2.05** An election of Council Members and Professional Committee Appointees shall be held on a day fixed by the Registrar:

- a) in October 2023 and in October in every third (3<sup>rd</sup>) year after that for each of electoral districts 3, 4 and 6; and
- b) in October 2024 and in October in every third (3<sup>rd</sup>) year after that for each of electoral districts 1, 2, 5 and 7.

**2.06** The nomination or election deadlines may be extended if the Registrar determines that there are exceptional circumstances to warrant an extension.

### Eligibility for Elections

**2.07** A Member is eligible to vote in an electoral district if:

- a) on the day the voting opens, the Member principally practises the profession in that district; or

- b) the Member is not practising the profession on the day the voting opens, the Member principally resides in that district.

**2.08** A Member is eligible for election as a Council Member or a Professional Committee Appointee, in electoral districts 1, 2, 3, 4, 5 and 6 or for appointment under Articles 2.09, 2.23, 2.24 or 2.25 of this By-Law if,

- a) on the date of the nomination or application through to the date of election or appointment, the member:
  - i. subject to Article 2.27 of this By-Law, practises or resides in the electoral district for which they are seeking election or appointment;
  - ii. holds a General or Limited certificate of registration;
  - iii. is not running for election in another electoral district;
  - iv. is not in default of the payment of any fees;
  - v. is not the subject of any current disciplinary or incapacity proceeding;
  - vi. holds a certificate of registration that is not subject to a term, condition or limitation arising from a professional misconduct, incompetence, incapacity or quality assurance proceeding;
  - vii. is not an employee, director, officer, or elected member of a professional association or special interest group related to the profession; and
  - viii. if running for election, is nominated by three (3) eligible voters who practise or reside in the same electoral district as the nominated member.
- b) within the twelve (12) months before the date of the nomination or application, the member has not been:
  - i. an employee of the CRTO; or
  - ii. an employee, director, officer, or elected member of a working group or Committee of an organization which develops or produces “entry to practice” examinations related to the profession.
- c) within the three (3) years before the date of the nomination or application, the member has not been disqualified from sitting as a Council Member or Professional Committee Appointee.
- d) within the six (6) years before the date of the nomination or application, the member has not:
  - i. had their certificate of registration suspended as a result of a professional misconduct, incompetence or incapacity proceeding;
  - ii. had their certificate of registration revoked as a result of a professional misconduct, incompetence or incapacity proceeding; or
  - iii. received a new certificate of registration following revocation of their certificate of registration as a result of a professional misconduct, incompetence or incapacity proceeding.

- 2.09** A Member is eligible for election as a Council Member in electoral district 7 or for appointment under Article 2.23 of this By-Law if,
- a) on the date of the nomination through to the date of election the member:
    - i. is a faculty member employed by one of the approved Respiratory Therapy educational programs in Ontario;
    - ii. is not running for election in another electoral district;
    - iii. holds a General or Limited certificate of registration;
    - iv. is nominated by three (3) eligible voters as defined under Article 2.07 of this By-Law;
    - v. is not in default of the payment of any fees;
    - vi. is not the subject of any current disciplinary or incapacity proceeding;
    - vii. holds a certificate of registration that is not subject to a term, condition or limitation arising from a professional misconduct, incompetence, incapacity or quality assurance proceeding; and
    - viii. is not an employee, director, officer, or elected member of a professional association or special interest group related to the profession.
  - b) within the twelve (12) months before the date of the nomination, the member has not been:
    - i. an employee of the CRTO; or
    - ii. an employee, director, officer, or elected member of a working group or Committee of an organization which develops or produces “entry to practice” examinations related to the profession; or
    - iii. in a position that could create an actual, potential, or perceived conflict of interest with respect to their Council duties.
  - c) within the three (3) years before the date of the nomination, the member has not been disqualified from sitting as a Council Member or Professional Committee Appointee.
  - d) within the six (6) years before the date of the nomination, the member has not:
    - i. had their certificate of registration suspended as a result of a professional misconduct, incompetence or incapacity proceeding;
    - ii. had their certificate of registration revoked as a result of a professional misconduct, incompetence or incapacity proceeding; or
    - iii. been reinstated following revocation of their certificate of registration as a result of a professional misconduct, incompetence or incapacity proceeding.

### Terms of Office

- 2.10** The term of office of an elected Council Member or a Professional Committee Appointee is three (3) years. The maximum length of service of a Council or a Professional Committee Appointee is three (3) terms or nine (9) consecutive years.



**2.11** The term of office begins with the first regular Council meeting following the election and the Council Member or Professional Committee Appointee shall continue to serve until their successor takes office in accordance with this By-Law unless the member is disqualified under Article 2.20 of this By-Law, or as set out in the *RHPA*.

## Nominations

**2.12** If the number of candidates nominated for an electoral district is equal to the number of Members to be elected in the electoral district, the Registrar shall declare the candidates to be elected by acclamation.

**2.13** If the number of Council Member or Professional Committee Appointee candidates nominated for an electoral district is fewer than the number of Council Members or Professional Committee Appointees to be elected in the electoral district, the Council may do any one of the following, subject to the provisions of the *Act*,

a) in the case of Council Member candidates:

- i. direct the Registrar to hold an election for Council Members; or
- ii. declare the candidates for Council to be elected by acclamation and direct the Registrar to hold an election for the remaining Council Member positions; or
- iii. declare the candidates for Council members to be elected by acclamation and direct the Executive Committee to appoint Members for the remaining positions

b) in the case of Professional Committee Appointee candidates:

- i. direct the Registrar to hold an election for Professional Committee Appointee;
- ii. declare the candidates for Professional Committee Appointee to be elected by acclamation and direct the Registrar to hold an election for the remaining Professional Committee Appointee positions;
- iii. declare the candidates for Professional Committee Appointee to be elected by acclamation and direct the Executive Committee to appoint Members for the remaining positions. These Members will be appointed based on consideration of their experience, qualifications, abilities, and willingness to serve; or
- iv. declare the candidates for Professional Committee Appointee to be elected by acclamation and leave the remaining positions vacant.

## Voting Process

**2.15** If the Council sets a new date for an election the Registrar shall conduct the election in accordance with this By-Law.

**2.16** A Member may cast as many votes on a ballot as there are Members to be elected from the electoral district in which the member is eligible to vote.

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- 2.17** A Member shall not cast more than one vote for any one candidate.
- 2.18** If there is a tie, the Registrar shall break the tie, by lot.
- 2.19** A candidate may request a recount by giving written notice to the Registrar within ten (10) days of notification of the results of the election.
- 2.20** The Registrar shall hold the recount no more than fifteen (15) days after receiving the request.

### Exceptional Circumstances

- 2.21** An elected Council Member is disqualified from sitting on the Council or a Professional Committee Appointee is disqualified if the Council Member or Professional Committee Appointee:
- a) is found to have committed an act of professional misconduct or is found to be incompetent by a panel of the Discipline Committee;
  - b) is found to be incapacitated by a panel of the Fitness to Practise Committee;
  - c) becomes the subject of a discipline or incapacity proceeding;
  - d) fails, without reasonable justification, to attend two (2) meetings of the Council or of a Committee of which they are a member during their term;
  - e) fails, without reasonable justification, to attend a panel for which they have been selected;
  - f) fails to fulfil the duties of Council Member and Professional Committee Appointee in accordance with Schedule A: Code of Conduct & Conflict of Interest of this By-Law;
  - g) breaches the confidentiality policy of the CRTO;
  - h) in the case of districts 1, 2, 3, 4, 5 and 6, ceases to practise and/or reside in the electoral district for which they were elected;
  - i) in the case of district 7, ceases to be a faculty member for more than ninety (90) days;
  - j) ceases to hold a current General or Limited certificate of registration;
  - k) becomes or has been found by the Council to be:
    - i. an employee of the CRTO;
    - ii. an employee, director, officer, or elected member of a professional association, special interest group related to the profession; or
    - iii. an employee, director, officer, or elected member of a working group or Committee of an organization which develops examinations related to the profession; or
    - iv. holding a position that could create an actual, potential, or perceived conflict of interest with respect to their Council duties.
  - l) has been found by the Council to have been ineligible for election in accordance with the By-Laws; or

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- m) fails, in the opinion of Council, to discharge properly or honestly any office to which they have been elected or appointed.
- 2.22**
- a) A Council Member who is disqualified from sitting on the Council ceases to be a Council Member.
  - b) A Professional Committee Appointee who is disqualified ceases to be a Professional Committee Appointee.
- 2.23** If the seat of an elected Council Member becomes vacant less than twelve (12) months before the expiry of the term of office, the Council may:
- a) direct the Registrar to hold an election; or
  - b) leave the seat vacant.
- 2.24** If the seat of an elected Council Member becomes vacant twelve (12) months or more before the expiry of the term of office, the Registrar shall hold an election as soon as possible.
- 2.25** If the seat of a Professional Committee Appointee becomes vacant less than twelve (12) months before the expiry of the term of office, the Council may:
- a) direct the Registrar to hold an election as soon as possible;
  - b) direct the Executive Committee to appoint a Professional Committee Appointee in accordance with CRTO policy; or
  - c) leave the seat vacant.
- 2.26** If the seat of an elected Professional Committee Appointee becomes vacant twelve (12) months or more before the expiry of the term of office, the Council may:
- a) direct the Registrar to hold an election as soon as possible; or
  - b) direct the Executive Committee to appoint a Professional Committee Appointee in accordance with CRTO policy.
- 2.27** The term of a Council Member or Professional Committee Appointee appointed or elected to fill a vacancy shall continue until the time the former Council Member's or Professional Committee Appointee's term would have expired.
- 2.28** Article 2.08 a) i. of this By-Law will not apply where there are no Professional Committee Appointee nominees or Professional Committee Appointee applicants for appointment in a particular electoral district.
- 2.29** A Council Member or Professional Committee Appointee who wishes to apply for employment with the CRTO must resign from the Council or Committee position before applying to the CRTO for employment.

### **3. CODE OF CONDUCT AND CONFLICT OF INTEREST FOR COUNCIL & COMMITTEE MEMBERS**

- 3.01** All Council and Committee Members shall abide by the Code of Conduct and the rules regarding Conflict of interest included in Schedule A of this By-Law.
- 3.02** The Code of Conduct for Council and Committee Members forms Schedule A of this By-Law. Council and Committee Members must sign the CRTO's Code of Conduct and Conflict of Interest Agreement prior to the start of each meeting.
- 3.03** Council shall be entitled to adopt such rules of order as it deems appropriate to govern the conduct of each Board meeting; provided that, in the event of a conflict between such rules of order and one or more provisions of the *RHPA*, the *Act* or the CRTO By-Laws, the provisions of the *RHPA*, the *Act*, or the By-Laws shall prevail.
- 3.04** All Council and Committee Members shall abide by the Rules of Order included in Schedule B of this By-Law.

### **4. COUNCIL MEETINGS**

- 4.01** The Council shall hold,
- a) at least four (4) regularly scheduled meetings per year, which shall be called by the President;
  - b) special meetings which may be called by the President, or by any five (5) Council Members who deposit with the Registrar a written requisition for the meeting containing the matter or matters for decision at the meeting.
- 4.02** Meetings of the Council shall take place in Ontario at a place, date and time designated by the President or the five (5) Council Members calling the meeting.
- 4.03** The Registrar shall cause each Council Member to be notified of the place, date and time of a Council meeting at least fourteen (14) days before a meeting.
- 4.04** Council meeting materials will be posted publicly at least two (2) weeks prior to the posted Council date. A supplemental posting for any updated or additional agenda items will be posted one (1) week before the meeting, as needed.
- 4.05** The Registrar shall cause to be included in or with the notification of a special meeting the matter or matters for decision contained in the requisition of the meeting deposited with them.
- 4.06** A Council Member may, at any time, waive notice of a meeting.

- 4.07** A Council meeting may consider or transact,
- a) at a special meeting, only the matter or matters for decision at the meeting contained in the requisition deposited with the Registrar,
  - b) at a regular meeting:
    - i. matters brought by the Executive Committee;
    - ii. recommendations from Committees;
    - iii. motions of which a notice of motion was given by a Council Member at the preceding Council meeting; and
    - iv. matters which the Council Members may agree to decide by a two-thirds (2/3) vote of those in attendance,
  - c) at any meeting, routine and procedural matters in accordance with the rules of order as defined in Schedule B of this By-Law.
- 4.08** A majority (more than 50%) of Council Members shall constitute a quorum.
- 4.09** The President shall organize an agenda for each Council meeting.
- 4.10** The President, or their appointee for the purpose, shall preside over meetings of the Council.
- 4.11** Matters shall be decided by vote as follows:
- a) Making amending and revoking the By-Law and regulations shall require a two-thirds (2/3) majority vote of those Council Members in attendance.
  - b) Unless otherwise required by law or by this By-Law, every motion which properly comes before the Council may be decided by a simple majority of the votes cast at the meeting by those Council Members in attendance.
  - c) If there is a tie vote on a motion, the motion shall be defeated.
- 4.12** Except where a secret ballot is required, every vote at a Council meeting shall be by a show of hands but, if any two (2) Council Members so require, the presiding officer shall require the Council Members voting in the affirmative and in the negative, respectively, to stand until they are counted and, in either case, the presiding officer shall declare the result and their declaration is final.
- 4.13** The presiding officer shall cause minutes to be taken of the proceedings of the Council meeting, and the minutes, when approved at a subsequent Council meeting are prima facie proof of the accuracy of the contents of the minutes and are open to the public, except for those portions of the minutes which relate to parts of the meeting held *in-camera*.
- 4.14** Council meetings are open to the public in accordance with section 7 of the *Code*. Council may exclude the public from a meeting, or part of a meeting, as defined in the *Code* through an *in-camera* motion.

- a) If Council goes in-camera the meeting minutes must record the reason for the in-camera session. The in-camera portion of the meeting should last only as long as required to discuss the issue or portion of the issue that requires the *in-camera* session.

**4.15** Any meetings of the Council may be held in any manner that allows all persons participating to communicate with each other simultaneously and instantaneously.

**4.16** The rules of order in Schedule B of this By-Law apply to meetings of the Council and Committees. In all cases not provided for by these rules, the most recent edition of Roberts Rules of Order, as published from time to time, shall be followed so far as they may be applicable to the Council and Committees, provided that said Rules of Order are not inconsistent with the *RHPA*, the Regulations or By-Laws of the CRTO. Where such inconsistency exists, the *RHPA*, the Regulations or By-Laws of the CRTO shall govern.

## **5. EXECUTIVE COMMITTEE**

**5.01** The Executive Committee shall be elected from the sitting Council Members and composed of:

- a) three (3) Council Members who are Members of the CRTO; and
- b) two (2) public Council Members.

**5.02** The President and Vice-President of the Council shall be included in the membership of the Executive Committee.

- a) The President of the Council shall be the Chair of the Executive Committee.
- b) The Vice-President of the Council shall be the Vice-Chair of the Executive Committee.
- c) If the immediate Past President is still a Council Member, but they are not elected to the Executive Committee, they shall be an ex-officio member of the Executive Committee without the right to vote or be counted for a quorum.

**5.03** The Council shall, at the first meeting following each regularly scheduled election, or at least annually, elect from amongst those Council Members in attendance, a President, Vice-President, and three (3) other Council Members to the Executive Committee to hold office for a one (1) year term.

**5.04** Nominations for the Executive Committee:

- a) The Registrar shall send a notice of elections and a call for nominations for the positions of President, Vice-President, and the three (3) additional members of the Executive Committee, to all Council Members by November 1 each year.
- b) Candidates for election to the Executive Committee must be nominated by at least two (2) members of Council and cannot nominate themselves.
- c) Nominations may be submitted at any time prior to the election, and additional nominations will be accepted from the floor on the day of the election.

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- d) Notwithstanding Article 5.05 (b) of this By-Law, where the Registrar does not receive sufficient interest for any of the five (5) Executive Committee positions by 21 days prior to the election date, a Nomination Committee will be established to seek nominations for those remaining Committee positions.
  - e) The Nomination Committee will consist of at least two (2) members of Council who are not running for election to the Executive Committee, at least one of whom shall be a public member and at least one of whom shall be a professional member.
- 5.05**
- a) The election of the President, Vice-President and Executive Committee shall be by secret ballot, in accordance with the policies and procedures approved by Council and, where more than two (2) Council Members are nominated, the nominee who receives the lowest number of votes on each ballot shall be deleted from nomination unless one nominee receives a majority of the votes cast on the ballot, and this procedure shall be followed until one (1) nominee receives a majority of the votes cast.
  - b) The election will be conducted by the Registrar and will be the first order of business at the first Council meeting following a general election, or where there is no general election of Council Members, will correspond to the date of when the election would have been held in other years.
  - c) The Registrar will make a call for nominations for the positions of President, Vice-President, and three other Executive Committee Members, proceeding in that order.
  - d) Once all elections are completed the Registrar will ensure the ballots are destroyed.
- 5.06**
- a) If the office of the President becomes vacant, the Vice-President shall serve as President until the Council holds an election for the position of President at the next regular meeting or at a special meeting which the Vice- President may call for that purpose.
  - b) Any further Executive Committee vacancies shall be dealt with under Article 5.05 of this By-Law.
- 5.07** Unless otherwise specified in this By-Law, the Executive Committee:
- a) annually selects and appoints the members, a Chair and Vice-Chair for each remaining Committee;
  - b) oversees the financial management of the CRTO; and
  - c) reviews the CRTO's annual operating budget for approval at the last Council meeting of the fiscal year.
- 5.08** In selecting the members for each Statutory Committee, the Executive Committee shall:
- a) provide each Council Member and Professional Committee Appointee the opportunity to express their preferences with respect to committees;
  - b) appoint Council Members and Professional Committee Appointees to sit on committees, giving due consideration to:
    - i. the preferences expressed by the members;

- ii. the number of members required;
  - iii. the desirability of providing a mix of experienced and new members on committees;
  - iv. the skills and competencies of the members; and
  - v. any other relevant factors.
- c) for Professional Committee Appointees, appoint only from the pool of Professional Committee Appointees elected or appointed under Article 2.24, 2.25 and 2.27 of this By-Law.

**5.09** The President shall:

- a) fulfil the responsibilities of the position in accordance with the *RHPA*, the Regulations, the By-Laws and the Policies and Procedures of the CRTO;
- b) chair all meetings of the Council;
- c) be the Chair of the Executive Committee;
- d) administer the Registrar's performance appraisal; and
- e) attend all Committee meetings as they deem appropriate and with the express permission of the Committee chair.

**5.10** The Vice-President shall:

- a) generally assist the President;
- b) exercise the powers and duties of the President during the President's absence or inability to act;
- c) perform such other duties as may be assigned by the Council; and
- d) administer the Registrar's performance appraisal.

**5.11** Each Executive Committee Member shall perform such duties as may be assigned by the Executive Committee.

**5.12** A quorum shall consist of a majority of the voting members of the Committee, at least one of whom is a public Council Member.

## **6. POWERS OF COUNCIL AND EXECUTIVE COMMITTEE**

**6.01** The Council shall have full power with respect to the affairs of the CRTO, including making, amending the By-Law and revoking Regulations. No Regulation or By-Law or resolution passed or made by the Council, or any other action taken by the Council, requires confirmation or ratification by the Members of the CRTO in order to become valid or to bind the CRTO.

**6.02** As set out in the *RHPA*, the Executive Committee has, between Council meetings, all the powers of Council with respect to any matter that, in the Committee's opinion, requires immediate attention, other than the power to make or amend the By-Law, or amend or revoke a Regulation.



## 7. COMMITTEES

- 7.01** Council may, from time to time, create Non-Statutory committees. The creation or dissolution of such a Committee requires a motion from Council. Non-Statutory Committees may be supported by legal and/or technical consultants as required.
- 7.02** In appointing members to any Committee, Council Members or Professional Committee Appointees may be appointed unless the By-Law or policies of the CRO provide otherwise.
- 7.03** Appointments to Committees remain in effect until the member is re-assigned, resigns, retires or is disqualified.
- 7.04** Any Member of the Committee is eligible to be appointed as Chair or Vice-Chair by the Executive Committee. Appointments are made at the conclusion of the last Council meeting of the calendar year.
- a) The term of all Chair and Vice-Chair positions is one (1) year with the opportunity for reappointments.
  - b) Appointments to Chair and Vice Chair positions shall be made utilizing the CRO's appointment guidelines.
- 7.05** Committee Chairs shall:
- a) preside over meetings of the Committee;
  - b) ensure minutes are recorded and review minutes prior to distribution to the Committee;
  - c) approve per diem and expense payment for Committee Members;
  - d) identify attendance or other problems with Committee Members.
- 7.06** Committee Vice-Chairs shall:
- a) assist the Committee Chair;
  - b) exercise the duties of the Chair during the Chair's absence or inability to act; and
  - c) perform other may be assigned by the Chair.

## 8. REGISTRATION COMMITTEE

- 8.01** The Registration Committee shall consist of at least five (5) voting members with:
- a) at least one (1) professional Council Member;
  - b) at least one (1) public Council Member;
  - c) at least two (2) Professional Committee Appointees; and
  - d) an academic member of Council.
- 8.02** A panel of the Registration Committee shall consist of at least three (3) members of the Committee, at least one of whom must be a Professional Council Member or Professional Committee Appointee, and at least one of whom must be a public Council Member.

## **9. INQUIRIES, COMPLAINTS AND REPORTS COMMITTEE**

- 9.01** The Inquiries, Complaints and Reports Committee shall consist of at least eight (8) voting members with:
- a) at least two (2) Council Members who are Members of the CRTO;
  - b) at least two (2) public Council Members; and
  - c) at least two (2) Professional Committee Appointees.
- 9.02** A panel of the Inquiries, Complaints and Reports Committee shall consist of at least three (3) members of the Committee, at least one of whom must be a Professional Council Member or Professional Committee Appointee, and at least one of whom must be a public Council Member.

## **10. DISCIPLINE COMMITTEE**

- 10.01** The Discipline Committee shall consist of at least five (5) voting members with:
- a) at least one (1) Professional Council Member;
  - b) at least two (2) public Council Members; and
  - c) at least one (1) Professional Committee Appointee.

## **11. FITNESS TO PRACTISE COMMITTEE**

- 11.01** The Fitness to Practise Committee shall consist of at least five (5) voting members with:
- a) at least one (1) Professional Council Member;
  - b) at least two (2) public Council Members; and
  - c) at least one (1) Professional Committee Appointee.

## **12. QUALITY ASSURANCE COMMITTEE**

- 12.01** The Quality Assurance Committee shall consist of at least five (5) voting members with:
- a) at least one (1) Professional Council Member;
  - b) at least one (1) public Council Member; and
  - c) at least two (2) Professional Committee Appointees.
- 12.02** A panel of the Quality Assurance Committee shall consist of at least three (3) members of the Committee, at least one of whom must be a Professional Council Member or Professional Committee Appointee, and at least one of whom must be a public Council Member.

### **13. PATIENT RELATIONS COMMITTEE**

- 13.01** The Patient Relations Committee shall consist of at least five (5) voting members with:
- a) at least one (1) Professional Council Member;
  - b) at least one (1) public Council Member; and
  - c) at least two (2) Professional Committee Appointees.

### **14. COMMITTEE MEETINGS**

- 14.01** Each Committee shall meet at the call of its Chair, at a place in Ontario, subject to Article 14.09 of this By-Law, on a date and time designated by the Chair.
- 14.02** Committees shall operate in accordance with the Policies and Procedures of the CRTO.
- 14.03** No formal notice is required for a meeting of a Committee but reasonable efforts will be made to notify all the Committee Members informally of every meeting and to arrange meeting dates and times for the convenience of the Committee Members.
- 14.04** Committee meeting materials are posted at least one (1) week prior to the scheduled Committee meeting date.
- 14.05** Unless otherwise provided in the *Code* or specified in the By-Law, a majority (more than 50%) of the actual members of a Committee constitutes a quorum.
- 14.06** The Chair, or their appointee for the purpose, shall preside over meetings of the Committee.
- 14.07** Every motion which comes before a Committee may be decided by a majority of the votes cast at the meeting, including the presiding officer's and, in the case of a tie vote, the motion is defeated.
- 14.08** The presiding officer shall cause minutes to be taken of the proceedings of the Committee meeting.
- 14.09** Meetings of any Committee or of panels, may be held in any manner that allows all persons participating to communicate with each other simultaneously and instantaneously. This includes in person, by teleconference, by videoconference, or other means that satisfy Committee Members.

## **15. RENUMERATION**

- 15.01** The fees payable for honoraria and expenses of Council, Committees and Working Group members who are Members of the CRTO shall be as set in Policy.
- 15.02** Council Members who are appointed by the Lieutenant Governor in Council will be paid honoraria and expenses by the Health Boards Secretariat of the Government of Ontario.

## **16. INDEMNIFICATION AND DIRECTORS' INSURANCE**

- 16.01** Every Council Member, Professional Committee Appointee, officer, employee or appointee of the CRTO, including independent contractors, assessors, investigators and inspectors, and each of their heirs, executors, administrators and estate, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the CRTO from and against:
- a) any liability and all costs, charges and expenses that such person sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against such person for or respect of anything done or permitted by the person in respect of the execution of the duties of such person's office; and
  - b) subject to the Policies and Procedures of the CRTO and the Government of Ontario, all costs, charges or expenses that such person sustains or incurs in respect of the affairs of the CRTO, except any liability or costs, charges or expenses occasioned by such person's wilful neglect or default.
- 16.02** The CRTO shall at all times maintain "Errors and Omissions Insurance" covering the Council Members and Committees, staff members, independent contractors or officers of the CRTO.



## Schedule A of By-Law 2: Council and Committees

### 1. CODE OF CONDUCT

The Code of Conduct applies to all Council and Committee Members of the CRTO. They must earn and preserve the confidence of the public by demonstrating a high standard of ethical and professional conduct, carry out and fulfill their expectations and obligations to meet the CRTO's public protection mandate, support strong governance practices, and safeguard the integrity of the CRTO.

The Code of Conduct is broken down into four core values and the principles that exemplify them.

#### Fiduciary Duties

Council and Committee Members stand in a fiduciary relationship to the CRTO and they must:

- 1.01** Act honestly, objectively, in good faith, and in the best interest of the CRTO consistent with its mandate to protect the public and this duty supersedes any loyalties to other organizations, associations, persons or personal or professional interests.
- 1.02** Uphold the decisions made by a majority of the Council and Committees, regardless of the level of prior disagreement.
- 1.03** Adhere to the CRTO's established governance model.

#### Accountability and Competence

Council and Committee Members are accountable to the public for their decisions and actions, and they must:

- 1.04** Exercise all powers and discharge all responsibilities in good faith and in the best interests of the CRTO consistent with its mission statement, goals and objectives, and its mandate to protect the public.
- 1.05** At all times conduct themselves in a way that protects the CRTO's reputation, and in particular, act with fairness, honesty, and integrity.
- 1.06** Be familiar and comply with the provisions of the *Regulated Health Professions Act, 1991* ("RHPA") and its regulations and the *Code, the Respiratory Therapy Act 1991, Regulations*, and the By-Laws and Policies-Procedures of the CRTO.
- 1.07** Participate in all required orientation and training sessions.
- 1.08** Regularly attend all Council and/or Committee meetings including by reviewing all materials in advance, being on time and engaging constructively in discussions in a respectful and courteous manner, recognizing the diverse background, skills and experience of all other Council Members, Committee Members, and staff.

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- 1.09** Respond to communications from staff, Council and Committee Members regarding Council and Committee business, in a timely manner.
- 1.10** Strictly abide by the Confidentiality Agreement with the CRTO, the Confidentiality Policy and Procedure of the CRTO, and the confidentiality provisions of the *Regulated Health Professions Act, 1991* and the *Code*.

### Integrity

Council and Committee Members are committed to maintaining the highest standards of professional and personal conduct and they must:

- 1.11** Conduct themselves in a manner that respects the integrity of the CRTO by striving to be fair, impartial, and unbiased in their decision making.
- 1.12** Avoid and, where that is not possible, declare any appearance of or actual conflicts of interest and comply with CRTO's By-Laws and Policies relating to conflict of interest.
- 1.13** Preserve confidentiality of all information before the Council or Committee unless disclosure has been authorized by the Council or is otherwise permitted under the *RHPA*.
- 1.14** Maintain appropriate decorum in all Council and Committee meetings by adhering to the rules of order adopted by the CRTO Council.
- 1.15** Refrain from speaking, or appearing to speak, on behalf of the CRTO, unless explicitly authorized to do so by the Registrar or Executive Committee.
- 1.16** Refrain from engaging in any discussions with other Council or Committee Members that take place outside the formal Council or Committee decision-making process that are intended to influence the decisions that the Council or a Committee makes.
- 1.17** Respect the boundaries of staff whose role is not to report to or work for individual Council or Committee Members including not contacting staff members directly except on matters where the staff member has been assigned to provide administrative support to the Council or Committee or where otherwise appropriate.
- 1.18** Maintain appropriate boundaries with all other Council Members, Committee Members and staff, including refraining from behaviour that may reasonably be perceived as discriminatory or as verbal, physical or sexual abuse or harassment, and intervening when observing such behaviour by others.

### Diversity and Inclusion

Council and Committee Members lead by example to support and respect the individuality and personal values of their colleagues and staff, they must:

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- 1.19** Promote a culturally safe environment, recognizing and supporting inclusiveness and diversity of all people.
- 1.20** Be respectful of different viewpoints or positions that may be expressed, in good faith, by other Council and Committee Members during Council or Committee deliberations.
- 1.21** Support an environment for Council, Committee Members, staff, registrants, stakeholders, and rights holders that is free from bullying, harassment, whether sexual or otherwise, physical or verbal abuse, threats or violence.

## 2. CONFLICT OF INTEREST

### Definition

- 2.01** Council Members and Committee Members shall not carry out their duties when they are in a conflict of interest.
- 2.02** A conflict of interest may be actual, potential or perceived.
  - a) A conflict of interest exists where a reasonable person could conclude that the personal or private interests of the individual Council Member or Committee Member, or a related person or related company, could improperly influence, or be perceived to influence, the individual's judgment in performing their duties as a Council Member or Committee Member.
  - b) An actual conflict exists when (1) the member has a private interest, (2) the member knows of the private interest, and (3) there is sufficient connection between the private interest and the member's public responsibilities to influence the performance of them.
  - c) A potential conflict exists as soon as a real conflict is foreseeable.
  - d) A perceived conflict exists when there is a reasonable apprehension, which reasonably well-informed persons could properly have, that a conflict of interest exists.
- 2.03** It is not a conflict of interest for a Council Member or a Committee Member to:
  - a) participate in a matter that affects all or most CRTO Members similarly unless the Member has an interest over and above that of all or most CRTO Members or the impact of the interest on the member is substantially greater than that of all or most other members;
  - b) participate in a matter that affects all or most public members similarly unless the public member has an interest over and above that of other public members or the impact of the interest on the public member is substantially greater than that of all or most other public members;
  - c) accept reasonable, usual and customary hospitality.

### Avoiding a Conflict of Interest

- 2.04** A Council Member or Committee Member who has, or believes they have, a conflict of interest in a matter before the Council, a Committee or a panel shall:
- a) declare the conflict to the President, Registrar or Committee Chair at the earliest opportunity;
  - b) not participate in the discussion of or voting on the matter; and
  - c) withdraw from the meeting, or in the case of a Council meeting that is open, withdraw from the Council table, for any discussion of or voting on the matter.
- 2.05** Council Members and Committee Members, related persons and related companies who wish to enter into contracts with the CRTO within one year of the end of their appointment or term, will have their proposals or applications referred to the Executive Committee for consideration, for the purpose of avoiding conflicts of interest.
- 2.06** Any Council Member or Committee Member who believes another Council Member or Committee Member has a conflict in relation to an issue before Council, a Committee or a panel which has not apparently been declared, may discuss the issue with the Council Member or Committee Member. If the matter is not resolved to the satisfaction of the Council Member or Committee Member who perceives the conflict, that Council Member or Committee Member shall discuss it with the President, Registrar or Committee Chair, or raise it as a point of order in the meeting. If the President, Registrar or Committee Chair is unable to resolve the issue, it shall be brought to Council (unless it is inappropriate to do so, for example, in a matter arising on a Panel for a hearing) to determine if a conflict of interest exists. The decision of Council, as to whether or not a conflict of interest exists, is final.
- 2.07** A Council Member or Committee Member who acts in a conflict of interest is subject to disqualification under By-Law 2: Council and Committees, Article 2.20.
- 2.08** All declared conflicts and their resolution shall be recorded.

### Managing Personal Bias

- 2.09** Council Members or Committee Members dealing with a member-specific matter must be impartial and appear to those present to be impartial.
- 2.10** Bias may be defined as holding, or appearing to hold, a preformed judgment or opinion or forming a judgment or opinion without thoughtful examination of all the facts, issues, and arguments. In any proceeding it is essential that the decision-makers be free of conflict of interest and bias. There are four (4) common ways in which a reasonable apprehension of bias may be created:
- i. where a relationship exists between a Council Member or Committee Member and a participant in the proceeding;



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- ii. by the conduct of a Council Member or Committee Member during the proceeding;
- iii. through prior involvement or prejudgment by a Council Member or Committee Member;
- iv. where a Council Member or Committee Member has a conflict of interest.

**2.11** A close relationship, either personal or business, between a Council Member or Committee Member and the subject of the proceeding, the subject matter of the proceeding, or a participant in a proceeding may create an apprehension of bias. Such relationships include:

- a) relatives, personal friends, neighbours and acquaintances;
- b) business partners or professional acquaintances;
- c) persons with whom the panel member had a dispute in the past;
- d) employer/employee and student/teacher relationships; or
- e) practising in close association with (e.g., in the same hospital).

In deciding whether the relationship constitutes an appearance of bias, one must consider the nature and extent of the relationship, what type of information would pass between the panel member and participant, how long ago the relationship existed, the nature and size of the profession and the CRTO's policy in such matters.



## Schedule B of By-Law 2: Council and Committees

### 1. RULES OF ORDER OF THE COUNCIL AND COMMITTEES

- 1.01** When any Council or Committee Member wishes to speak, they shall so indicate by raising their hand, and shall address the presiding officer and confine themselves to the question under discussion.
- 1.02** When two (2) or more Council or Committee Members raise their hand to speak, the presiding officer shall call upon one Member to speak first.
- 1.03** No Council or Committee Member shall interrupt another Council or Committee Member except to raise a point of order. The interrupting Council or Committee Member shall confine themselves strictly to the point of order.
- 1.04** Any Council or Committee Member in speaking or otherwise who transgresses these rules, if called to order either by the presiding officer or on a point raised by another Council or Committee Member, shall immediately cease speaking while the point is being stated, after which they may explain and shall then obey the decision of the presiding officer.
- 1.05** A Council or Committee Member may speak only once upon any question, except:
- a) in explanation of a material point of their speech which may have been misquoted or misunderstood, but then they are not to introduce any new matter or argument;
  - b) the proposer of a substantive motion, who shall be allowed a reply which shall close the debate, or
  - c) with the permission of the presiding officer.
- 1.06** No Council or Committee Member may speak longer than seven (7) minutes upon any question except with the permission of the presiding officer.
- 1.07** When the question under discussion contains distinct propositions, any Council or Committee Member may require the vote upon each proposition to be taken separately.
- 1.08** When the presiding officer puts the question, no Council or Committee Member shall enter or leave the chamber, and no further debate is permitted.
- 1.09** Any question when once decided by the Council or Committee Members shall not be reintroduced within six (6) months except by a two-thirds (2/3) majority vote of the members in attendance.

**Rules of Order of the Council and Committees**

- 1.10** All motions shall be recorded and seconded, before being debated. When a motion is seconded, it may be re-read by the presiding officer or their designate. When the question under discussion has not been printed and distributed, any Council or Committee Member may require it to be at any time during the debate, but not so as to interrupt a member while speaking.
- 1.11** A Council or Committee Member who has made a motion may withdraw the same without the permission of the seconder or the consent of the Council or Committee. Rule 1.10 does not prevent another Council or Committee Member from making the same motion.
- 1.12** The presiding officer shall preserve order and decorum, and shall decide questions of order, subject to an appeal to the Council or Committee without debate. In explaining a point of order or practice, they shall state the rule or authority applicable to the case.
- 1.13** When a question is under debate, no motion is received except to amend it, to postpone it (which may be indefinitely or to a day or time certain), to put the question, to adjourn the debate, to adjourn the meeting, or to refer the question to a Committee.
- 1.14** A motion to amend the main question shall be disposed of before the main question is decided and, where there is more than one motion to amend, they shall be decided in the reverse order to which they were made.
- 1.15** Whenever the presiding officer is of the opinion that a motion offered to the Council or Committee is contrary to these rules or the By-Law, they shall apprise the Council or Committee thereof immediately, rule the motion out of order, and quote the rule or authority applicable to the case.