



Nova Scotia College of Respiratory Therapists
Board Policy Handbook

2010 - Revised 2014

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Section One: Governance

1.1 Role Description: Board of Directors

Policy Statement:

The role of the Nova Scotia College of Respiratory Therapists Board of Directors is to collectively govern the affairs of the College consistent with the Mission, Vision and Guiding Principles of the College, and in keeping with the rules established in law, Bylaw, and Policy.

NSCRT shall maintain and regularly review a role description for members of the Board. The role description shall be used to ensure that individuals considering a position on the Board understand the role of the Board, as well as to guide Board member evaluation processes, and to ensure that Board member responsibilities are carried out appropriately.

Background Information:

Mission Statement of the Nova Scotia College of Respiratory Therapists

The Mission of the Nova Scotia College of Respiratory Therapists is to promote excellence and leadership in the practice of Cardio-Respiratory Care.

The Vision of the NSCRT is to:

- Develop future leadership within respiratory therapy;
- encourage respiratory therapists as leaders in respiratory care in Nova Scotia;
- enhance the profile of respiratory therapists with government and the public;
- enhance collaboration with other professions at decision making levels;
- identify strategic partners;
- seek ways to improve membership involvement;
- be vigilant that respiratory therapy education programs keep pace with evolving practices.

The Objects of the NSCRT per the Respiratory Therapists Act

- To serve and protect the public interest.
- Preserve the integrity of the profession.
- Maintain public confidence in the ability of the profession to regulate itself.

- Regulate the practice of respiratory therapy and govern the members in accordance with the Act and regulations.
- Establish, develop and promote standards of practice among the members.
- Establish, develop and promote a code of ethics for the members.
- Approve continuing education for the benefit of the members.
- Advance and promote the practice of respiratory therapy in the interest of public.
- Do other lawful acts and things as are incidental to the attainment of the purposes and objects of the college.

The NSCRT Board of Directors is committed to direct its activities to upholding the objects of the College. The Board will be guided by the following principles to insure it maintains this focus.

NSCRT Guiding Principles

1. Ensure activities undertaken are in relation to the practice of respiratory therapy.
2. Ensure activities fall within the College's statutory mandate and the objects of the College.
3. Ensure activities are related to the public interest.
4. Examine the impact of proposed activities on the health care system, patients, stakeholders, members and the College's resources and reputation.
5. Ensure activities are supported by the College's Strategic Plan, mission, or goals.
6. Ensure the activities are supported by current policies or positions.
7. Ensure proposed activities are examined through the following questions:
 - a. Who raised the issue?
 - b. Who are the relevant stakeholders?
 - c. What research is required?
 - d. At this time, are sufficient resources available?
 - e. What are the timelines?
 - f. Is this the most effective way to do this?
 - g. What are the consequences of not doing this?
 - h. How will this be communicated?

1.1.a Board Members

Description:

Board members are elected by the members or appointed by the government, and are charged with the responsibility of exercising visionary leadership; establishing values and goals; setting policies and procedures; creating value in the programs and services to the benefit of the members and the public; supporting the employees and volunteers of the College and respecting them as partners in advancing the mission of the College. Board members serve a two-year term of office unless otherwise stipulated.

Duties:

All Board Members shall:

- (i) Help frame the values, vision, and mission of the College;
- (ii) Help to identify the priority needs of stakeholders and the resources required to achieve them;
- (iii) Appoint the Registrar and delegate appropriate responsibility and authority for the management of the College. The Board may remove the Registrar from office.
- (iv) Assist in formulating and establishing strategic plans, goals, Board policies, and the annual budget;
- (v) Monitor the execution of the policies of the Board, and the goals and programs of the College;
- (vi) Be positive in communicating Board decisions to members, staff, and the public;
- (vii) Promote the programs and services of the College to members, prospective members, the public and to other stakeholders;
- (viii) Establish standing and special committees necessary to implement the programs and priorities of the Board, and appoint the chair and members of such committees. The Board may remove the chair or other members of committees from office unless otherwise stipulated in the Bylaws;
- (ix) Comply with the Bylaws and policies of the College and ensure compliance by others;
- (x) Prepare for and attend meetings of the Board in their entirety;
- (xi) Review and understand the College's briefing documents and minutes, policy manuals, official publications, and related orientation resources;
- (xii) Support the programs of the College;
- (xiii) Measure the performance of staff and fellow volunteers based upon the approved goals and priority actions of the Board;
- (xiv) Evaluate and follow up on actions taken at meetings of the Board;
- (xv) Fulfill any assignments as committee member, Board liaison, College representative, or other duties as mutually agreed.

Delegation

In consultation with the President and based on available resources, Directors as a whole may, via the President, delegate the following aspects of their role to staff:

- 1) Appropriate responsibility and authority for the management of the College. The boundaries of this delegation shall be defined in the Registrar's role description.

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1.2 Role Description: Officers

Policy Statement:

NSCRT shall maintain and regularly review role descriptions for President, Secretary, Treasurer and President Elect / Past President positions on the Board. Role descriptions shall be consistent with bylaws (where applicable), while providing greater detail on roles and responsibilities of each position. The role descriptions shall be used to ensure that new recruits to these key positions on the Board understand their roles; to guide Board member evaluation processes; and to ensure that Board member responsibilities are carried out appropriately.

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1.2.a.1 President

Description:

The President is the primary leadership position for NSCRT, and is responsible for general supervision of the activities of the College and the Registrar employed by the College. The President oversees delegation of activities to Board, Committee and the Registrar. The President is the official spokesperson for the College, and represents the College to registrants and other stakeholders. The President serves a two year term of office.

Duties:

The President shall:

- (i) supervise the affairs of the College in consultation with the NSCRT Board of Directors;
- (ii) call and chair all Executive, Board, Special, General and Annual General Meetings as stipulated in the Bylaws, and as required to effectively meet the objectives of the College;
- (iii) provide leadership to the College's strategic and operational planning processes;
- (iv) in conjunction with the Treasurer, engage in financial planning activities to ensure the financial viability of the College;
- (v) report to all General Meetings of the College on the activities of the College;
- (vi) ensure that all fiduciary responsibilities of the College, such as but not limited to adherence to Bylaws, maintenance of liability insurance, and filing of Canada Revenue Agency annual not-for-profit returns, are upheld;
- (vii) participate in meetings, or appoint individuals to participate in meetings, as required with NSCRT stakeholders, including but not limited to meetings of the National Alliance of Respiratory Therapy Regulatory Bodies. When the representative will be required to vote on behalf of the College, the appointee must be an elected member of the Board, ideally the President-Elect or Past President;
- (viii) serve as one of the signing officers of the College;
- (ix) oversee the performance of staff, consultants, and suppliers employed or contracted by the College;
- (x) provide mentorship to potential future leaders of the College;
- (xi) perform such other duties as usually pertain to the office of President.

Delegation

In consultation with the Board and based on available resources, the President may delegate the following aspects of his or her role to staff:

- 1) Activities related to implementation of the Strategic Plan approved by the Board, and related operational plans.
- 2) Oversight of staff/consultants/suppliers other than the Registrar, when such a position exists.
- 3) Tracking and preparation of documents related to the fiduciary obligations of the College, for signature by the President and/or other signing authority as required.
- 4) Activities related to calling and supporting, but not leading, meetings of the College.
- 5) Other activities, except those required to be performed by the President by law, Bylaw or policy, when agreed between the President and Registrar, with support of the Board of Directors

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1.2.a.2 President Elect

Description:

The President-Elect performs the duties of the President when the President is absent, ill, or otherwise unable to perform his or her duties. The time as President-Elect is one of mentorship and preparation for succession into the President position. The term of office for the President Elect is one year, at the conclusion of which the President-Elect moves into the office of President. Following two years as President, this individual serves for one further year as Past-President.

Duties:

The President-Elect shall:

- (i) assist the President in carrying out his/her responsibilities;
- (ii) serve in the absence of the President, including acting as the NSCRT voting delegate to meetings of the Alliance when the President is unable to attend;
- (iii) With the President, attend the National Alliance of Respiratory Therapy Regulatory Bodies meetings as deemed necessary by the Board;
- (iv) gain a working knowledge of the policies, procedures, and business of the NSCRT
- (v) be responsible for reviewing the policies and procedures of the College and developing new policies and procedures where a need is identified;
- (vi) be the advisor regarding rules of order for meetings;
- (vii) perform such other duties as may be assigned by the Board.

Delegation

In consultation with the President and based on available resources, the President-Elect may, via the President, delegate the following aspects of his or her role to staff:

- 1) Review of annual policies and procedures to identify requirements for updates, and drafting new policies and procedures for review and approval by the Board
- 2) Acting as advisor for rules of order for meetings.

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1.2.a.3 Past President

Description:

The Past-President performs the duties of the President when the President is absent, ill, or otherwise unable to perform his or her duties. The time as Past-President is one knowledge translation and mentorship for the new President. The term of office for the Past-President is one year.

Duties:

The Past-President shall:

- (i) assist the President in carrying out his/her responsibilities;
- (ii) serve in the absence of the President , including acting as the NSCRT voting delegate to meetings of the Alliance when the President is unable to attend;
- (iii) mentor the new President in the policies, procedures, and business of the NSCRT
- (iv) with the President, attend the National Alliance of Respiratory Therapy Regulatory Bodies meetings as deemed necessary by the Board;
- (v) be responsible for reviewing the policies and procedures of the College and developing new policies and procedures where a need is identified;
- (vi) be the advisor regarding rules of order for meetings;
- (vii) chair the Nominations Committee
- (viii) perform such other duties as may be assigned by the Board.

Delegation

In consultation with the President and based on available resources, the Past-President may, via the President, delegate the following aspects of their role to staff:

- 1) Review of annual policies and procedures to identify requirements for updates, and drafting new policies and procedures for review and approval by the Board
- 2) Acting as advisor for rules of order for meetings.

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1.2.a.4 Secretary

Description:

The Secretary is responsible for maintaining the records of all decisions and actions made by the College, and for ensuring that the College's record-keeping practices conform to applicable legislation and corporate requirements. The Secretary position is not a required position within the NSCRT bylaws, and is normally assigned to a Director-at-Large. Alternatively, the Treasurer may also hold the Secretary role.

Duties:

The Secretary shall:

- (i) record the minutes of all Board and General Meetings of the College
- (ii) submit meeting minutes to all Board members for approval prior to the next meeting;
- (iii) maintain the files of the Board;
- (iv) disseminate information and correspondence as deemed necessary by the Chair or Board;
- (v) act as Privacy Officer for the Board;
- (vi) work constructively with staff to whom any of the Secretary's responsibilities have been delegated and apprise the President of any issues or concerns;
- (vii) perform such other duties appropriate to the position of Secretary as may be assigned by the Board.

Delegation

In consultation with the President and based on available resources, the Secretary may, via the President, delegate the following aspects of their role to staff:

- 1) Maintenance of College records, within a document retention and management policy approved by the Board.
- 2) Administrative aspects of the performance of Privacy Officer duties
- 3) Maintenance of the membership database, within policies and regulations approved by the Board.
- 4) Dissemination of correspondence
- 5) Where administrative support is in place, preparation of draft minutes for review by the Secretary prior to distribution.

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1.2.a.5 Treasurer

Description:

The Treasurer performs all duties related to the financial operation of the NSCRT Board and provides advice to the Board on financial decision-making matters. The Treasurer also supports the President in ensuring the financial sustainability of the College. The Secretary and Treasurer roles may be held by the same person. The Treasurer serves a two year term of office.

Duties:

The Treasurer shall:

- (i) serve as one of the signing officers of the College;
- (ii) provide oversight to day-to-day financial management
- (iii) provide the Board with timely bank reconciliations and monthly financial statements;
- (iv) prepare the annual budget in consultation with the Board / Officers / Committee Chairs and present the budget for Board approval prior to the AGM;
- (v) have the financial records audited at the end of each fiscal year;
- (vi) present the budget for the year, the annual balance sheet for the past year, and related statement of receipts and disbursements for the past year, to the members at the AGM;
- (vii) participate in the annual review of financial policies;
- (viii) oversee the College's investments and investment policy;
- (ix) work constructively with staff to whom any of the Treasurer's responsibilities have been delegated and apprise the President of any issues or concerns;
- (x) perform such other duties appropriate to the role of Treasurer as may be assigned by the Board.

Delegation

In consultation with the President and based on available resources, the Treasurer may, via the President, delegate the following aspects of their role to staff:

- 1) Bank deposits and preparation of cheques for payment of invoices that are within the College's approved budget;
- 2) Maintaining records of all financial transactions of the College;

- 3) Reconciliation of the bank account and preparation of the monthly financial statement for approval by the Treasurer prior to presentation to the Board;
- 4) Preparation of a preliminary draft budget for review by the Treasurer prior to presentation to the Board;
- 5) Preparation of the initial draft of financial materials for presentation to members at the AGM.

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1.3 Role Description: Directors-at-Large

Policy Statement:

NSCRT shall maintain and regularly review a role description for Directors-at-Large of the Board. The descriptions shall be used to ensure that new Board members understand their role, to guide Board member evaluation processes, and to ensure that Board member responsibilities are carried out appropriately.

1.3.a Directors-At-Large

Description:

Directors at Large are Board members who are elected by the members or appointed by the government, without a specific Board portfolio (such as Treasurer). Directors at large are full members of the Board and are expected to participate fully in the duties outlined in the Board Member role description. In addition, Directors-at-Large may be called upon to participate as Committee Chairs and/or Committee members; join task forces charged with executing specific projects or programs approved by the Board.

Duties:

Directors-at-Large shall:

- (i) Participate fully as Members of the Board (see Board member role description);
- (ii) Sit as a member of one or more statutory committees, with Committee responsibilities to be agreed upon between the Member-at-Large and the President;
- (iii) Chair Committees of the Board
- (iv) Participate as a member of task forces formed to advance specific projects or initiatives of the College.
- (v) Accept direction and duties as assigned by the President or the Board

Delegation

In consultation with the President and based on available resources, Members-at-Large may, via the President, delegate the following aspects of their role to staff:

- 1) Activities that may be delegated as part of the member's role as a Board Member or Committee Chair, as defined in those Role Descriptions.

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1.4 Registrar

Description:

The Registrar is the Chief Staff Officer of the Nova Scotia College of Respiratory Therapists (NSCRT). The Registrar works under the direction of the NSCRT Board of Directors (BOD) to execute functions pertaining to administrative and regulatory activities of the College.

Job Specifications:

Administrative Services:

- Ensure the smooth functioning of daily operations of the College and oversee the duties of the administrative assistant
- Daily receipt of and response to or redirection of telephone messages from the NSCRT contact phone line. Maintain Log of phone transactions.
- Daily receipt of and response to or redirection of email messages received from the NSCRT web page. Maintain Log of email transactions.
- Daily receipt of and response to or redirection of mail received at the NSCRT mailbox.
- Maintenance of files and reorganization of files, records and documents as necessary.
- Maintenance of the www.NSCRT.com web page, with updates and current information, and “FAQ”.
- Other administrative activities as delegated by the Board

NSCRT Board and Committee Support:

- Preparation and distribution of correspondence as directed by the NSCRT BOD
- Arranges as per direction from the NSCRT BOD any meetings of the Board, Committees, Executive, or any other meetings or conference calls that the BOD requires.
- Provides administrative support and policy guidance for committee functions as directed by the BOD. Available to attend meetings at the discretion of the BOD.
- Attends Board meetings with reports and updates and provides administrative support to the BOD
- Serves as one of the two NSCRT representatives at the National Alliance of Respiratory Therapy Regulatory Bodies
- Serves an active role on national committees and/or the executive of the NARTRB
- Provides support to individual Board positions as delegated by the BOD

Regulatory Support:

- Ensures members comply with all legal and professional requirements established by the College and mandated by the Respiratory Therapists Act,

the NSCRT Regulations and Bylaws

- Receipt of complaints and administration of the Professional Conduct process when required under the Respiratory Therapists Act and Regulations
- Receipt and processing of Member application forms (as per the Act, Regulations and Bylaws). Correspondence with applicants confirming receipt of applications and fees and application requirements.
- Approves license renewals
- Provides accurate information regarding the organization, programs and policies to members, government, etc.
- Consults with other professional organizations as required and serves as a NSCRT representative at the Nova Scotia Regulated Health Professions Network
- Dissemination of information pertaining to the NSCRT, deadlines, requirements, policies and procedures.
- Performs random auditing of member CEC Portfolios

Other Duties:

- Other duties which may be assigned and agreed upon from time to time.

Position Requirements:

In order to provide the best service to the customer, the Registrar should have the following:

1. A sound knowledge base in the area they are working (a RRT)
2. An understanding of the legal and legislative obligations of the professional “entry to practice” mechanism.
3. Understanding and/or training in governance and regulatory structure.

Time Requirements:

The time requirements of this position fluctuate on a daily and weekly basis with specific details found in the annual registrar contract.

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1.5 Board Member Code of Conduct and Statement of Confidentiality

Policy Statement:

All NSCRT Directors and Officers shall abide by the College's Code of Conduct for Board members. Board members shall be requested annually to sign a statement that they have read and agree to adhere to the Code of Conduct and Statement of Confidentiality.

Code of Conduct:

1. Directors shall endeavour to direct the activities of the organization as a whole rather than in their own interest or that of any specific group.
2. Directors shall maintain the confidentiality of the details and dynamics of Board discussions, as well as those items designated as confidential.
3. Directors' contributions to discussions and decision-making shall be positive and constructive and Directors' interactions in meetings shall be courteous, respectful and free of animosity.
4. Directors shall adhere to the principle that the President is the communications link between the Board and the Registrar.
5. Directors shall address issues as a team, and once decisions are made, shall speak with solidarity.
6. Directors shall value the contributions of each Board member, engaging in respectful dialogue at all times, treating each other as we expect to be treated, and assuming that all participants are working from a position of best intentions.
7. It is the right of all employees and volunteers to work in an environment free from harassment, sexual harassment, and discrimination. Directors shall ensure that all staff and volunteers are provided with a healthy, safe, respectful and supportive work and volunteer environment. Directors shall be committed to providing an environment that values diversity, equality and dignity.

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1.6 Conflict of Interest

Policy Statement

Whenever a Board member has a conflict of interest or perceived conflict of interest with the College, it is their duty to call such conflict to the attention of the Board of Directors. Additionally, it is the duty of each Board Director to disclose any conflict of interest they are aware of to the Board of Directors.

Definition:

A conflict of interest exists when:

- Any Director or close relative of a Director or the employer of either of the foregoing has an interest in an issue, matter or transaction in which the College has an interest; or
- When any Director or a close relative of a Director acts as an agent, representative or spokesperson for any person, business, group or organization, in order to influence the College on any issue, matter or transaction.

An individual or organization has an interest for purposes of this policy if he, she or it:

- (1) is an agent for a person or organization with an identified goal of influencing a decision by the College; or
- (2) would experience a material economic gain or loss from a decision by the College on an issue, matter or transaction identifiably different from the economic gain or loss that would be experienced by a member of the general membership or general public.

Someone is considered a close relative if they are a spouse, a child, natural or adoptive parent, grandparent, grandchild, brother or sister where natural, adoptive or by marriage of a Director. The term also includes any other family member who resides in the same household as a Director or shares living quarters with a Director under circumstances that closely resemble a marital or partner relationship.

When a Conflict Exists

After identifying the issue, matter or transaction with respect to which a conflict exists, a Director with a conflict shall withdraw from any further involvement in that issue, matter or transaction unless a majority of the disinterested Directors shall determine that:

- i) the conflict is immaterial or not adverse to the interests of the College; or
- ii) the benefits of allowing the person with the conflict to participate in the discussion or consideration, but not the final decision, outweigh the dangers; in which case the person may participate in the discussion, study or consideration of the issue, matter or transaction, but not the final discussion, decision or vote.

A Director who is uncertain as to whether they may have a conflict should ask the President or, in the event that the conflict involves the President, the Secretary for an opinion. The President or Secretary shall issue a written opinion which shall be presumed to be correct and may be relied upon unless challenged by another Board Director, in which case the final decision as to whether a conflict exists shall be made by the Board of Directors. The President, Secretary and Registrar shall be advised of every opinion issued. Opinions shall, to the extent possible, avoid the disclosure of personal information while, at the same time, disclosing the basis for the opinion. Copies of all opinions will be retained and made available to the Board upon request to permit and encourage consistency.

The minutes of the meeting at which the disclosure of any conflict is made shall reflect that the disclosure was made and whether the person with the conflict withdrew, after making full disclosure of the matter in question and the conflict, and was not present for the final discussion of the matter and any vote thereon.

In addition to the foregoing, Directors should not:

- (a) Use inside information (i.e. information made available to them because of their position as a Director which is proprietary or confidential or otherwise not generally known to the public) for their personal advantage or that of any close relative.
- (b) Accept any service, discount, concession, fee for advice or service or thing of value from any person or organization with an interest in an issue, matter or transaction in which the College also has an economic or programmatic interest under circumstances that would suggest an obligation of the part of the Director to exert any influence on the College to enter into a transaction or adopt, alter or abolish any policy or position.

All Board Directors will be given a copy of this policy and be asked to read and sign it.

Special Situations

It is not anticipated that an important circumstance or circumstances will occur to negate or invalidate this policy. In the event that this circumstance or circumstances occur, the Board of Directors has sole responsibility and authority to negate or invalidate this policy and replace it with another relevant policy.

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1.7 Strategic and Operational Planning

Policy Statement:

The Nova Scotia College of Respiratory Therapists shall engage in both short-term and long-term strategic planning in order to identify priority areas for the purposes of operational, strategic and financial planning.

Planning Process:

Strategic Plans shall be developed by the Board of Directors in consultation with NSCRT members, volunteers and other stakeholder groups.

The Strategic Plan shall consist of goals and initiatives that are generally based on a three-year timeline.

Operational Plan:

An operational plan shall be prepared to provide the “how to”, with objectives that are revised annually. While the strategic plan is considered a public document, the operational plan is normally an internal working document for the reference of Board and staff, though may form the basis for progress reports that are made publicly available.

1.8 Attendance at Board Meetings

Policy Statement:

Attendance at Board meetings is acknowledged as a fundamental responsibility of participation on the NSCRT Board of Directors. All individuals agreeing to participate on the Board will make every effort to attend Board meetings regularly. Similarly, NSCRT will take steps to facilitate Board meeting attendance, for example by scheduling meetings at least two weeks in advance, and by offering alternate means of participation such as teleconferences.

Definition and Issue Resolution:

A Board-attendance concern occurs if any of the following conditions exist in regard to a Board member's attendance at Board meetings:

1. The member has two un-notified absences in a row ("un-notified" means the member did not call ahead to a reasonable contact in the organization before the upcoming meeting to indicate they would be gone from the upcoming meeting).
2. The member has three notified absences in a row.
3. The member misses one third of the total number of Board meetings in a twelve-month period.

A Board member who has been identified as having an attendance concern will be contacted by the President to discuss solutions, including factors that may be contributing to the attendance concern, and possible steps the Board member and/or the College might take to rectify those factors. If the attendance concern cannot be resolved through discussion, the director may be asked by the President to voluntarily step down in order to allow for the appointment of a Board member who is better able to participate actively in the activities of the Board.

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1.9 Board Member Orientation

Policy Statement:

The NSCRT Board of Directors shall provide an orientation to new Board members annually. While intended for new members, all Board members will be encouraged to attend the orientation.

The president shall have primary responsibility for directing the orientation, however all Board members will be expected to contribute to the orientation process by addressing their specific role on the Board (e.g., the Treasurer will orient the Board regarding financial policies and status).

The orientation shall be held as soon as is reasonably possible following the election of new Board members.

Where a new member joins the Board part-way through the year due to a resignation, it may not be possible to conduct a full orientation. In this instance, one or more officers and the Registrar shall lead the orientation process.

The Orientation Agenda

An agenda shall be developed to guide the orientation process. The agenda may include, but is not limited to:

- Respiratory Therapists' Act, Bylaws
- Calendar of Events
- Board, Staff Rosters and Roles
- Statutory and Non-Statutory Committee Roles
- College Budget
- Mission Statement
- History-Fact Sheet
- Strategic Plan
- Forms (e.g., expense)
- Rules of Order
- Policies

Supportive/background material for the above items shall be provided to new Board members in advance of the orientation.

Barriers

There are barriers to governance that should be discussed at orientation:

- **“Sacred Cows”** – Anything that is regarded as being untouchable. For example, a Board member with a very poor attendance record, or a pet project that has cost the organization time and money with minimal return, but is favored by a small group.
- **Personal Agendas** – Ask Board Members to check personal agendas at the door. The actions of the Board are for the well-being of the organization and must be supported by everyone, no matter whether they voted for or against motions.
- **Respect for Chair and Agenda** – All discussion and motions go through the chairperson who maintains order and runs a fair and efficient meeting. The purpose of an agenda is to focus on important matters and to avoid sidebar chats that create antitrust or libel risks, for instance.
- **Obsession** – If there is one obsession at the Board table, it should be on the mission, vision and value. Work and resources should be directed at the goals in the strategic plan. The plan is your organization's roadmap.

Procedure for Changeover of Board Members

- The President, in conjunction with the Registrar, shall provide oversight to the transition process for new Board members, and shall arrange for the general orientation session.
- Outgoing Board members with specific roles will arrange to meet with the member taking on their role, to provide orientation to the position and transfer information/files as required.
- The Chairs of committees will contact all new committee members and determine the most convenient time to schedule meetings/orientations.
- The incoming and outgoing Treasurer will jointly arrange to transfer bank account information and submit new signature cards for cheques.
- The incoming Secretary shall revise the Board list, obtaining contact information from all new members.

1.9 Board Performance and Evaluation

Policy Statement:

NSCRT Board members shall engage annually in a self-evaluation of their personal contribution to the Board, as well as an evaluation of the Board's overall performance. Evaluations shall be conducted in confidence. Self-evaluation tools shall be used for self-reflection and identification of Board development needs, but shall not be shared. Overall evaluation results shall be compiled into aggregated data for Board analysis and discussion of areas for improvement.

Evaluation Tools:

The current evaluation tool for individual self assessment and Board evaluation shall be attached to this policy, subject to revision from time to time.

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NSCRT Board Evaluation Tool

Date: _____

1. The Corporate Mission

The Board is the keeper of the mission. A mission has impact when NSCRT's members embrace it, are aligned in purpose, and people are acting upon it.

A-1 The Board understands and embraces the mission	Y	N	N/S
A-2 The Board uses the mission as the standard against which decisions are made	Y	N	N/S
A-3 Directors assist the membership to embrace the mission	Y	N	N/S
A-4 Strategic and policy decisions support the advancement of the mission	Y	N	N/S

2. Strategic Planning

The Board is responsible for engaging in a planning process which results in an enhanced understanding of the changing environment in which it operates, and decisions which will help NSCRT to function more effectively in that environment.

B-1 The Board ensures an appropriate and effective strategic planning process is in place	Y	N	N/S
B-2 The Board focuses its attention on "ends"-related policy rather than "means"-related issues	Y	N	N/S
B-3 The Board makes strategic decisions which are responsive to trends and other changes in the environment	Y	N	N/S
B-4 The Board devotes sufficient time to planning issues	Y	N	N/S

3. Fiscal Management

The Board of Directors is responsible for maintaining sound fiscal policy and practices.

C-1 The Board understands its fiduciary responsibility	Y	N	N/S
C-2 The Board receives sufficient information to keep current on NSCRT's financial performance and to make informed and prudent fiscal decisions	Y	N	N/S
C-3 The Board makes resource allocation decisions which enable NSCRT to advance the mission and achieve its strategic goals	Y	N	N/S
C-4 The Board approves an annual operating budget established against the organization's plan	Y	N	N/S

4. Programs and Services

The Board of directors is responsible for determining the spectrum of programs and services that should be offered to advance NSCRT's goals and to meet the College's mandate to protect the public.

D-1 The Board receives adequate information on stakeholder needs, expectations and satisfaction to make decisions about programs and	Y	N	N/S
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services			
D-2 The Board monitors programs and services, using objective data, to ensure they are consistently high quality and of value to the public	Y	N	N/S
D-3 The Board reviews programs and services to be certain that they support the mission and the strategic plan	Y	N	N/S

5. Advocacy

The Board of directors is responsible for enhancing NSCRT's image and fostering a clear understanding of NSCRT, its direction and leadership decisions among the membership and with NSCRT's various publics.

E-1 The Board has an annual advocacy strategy for NSCRT	Y	N	N/S
E-2 The Board fosters effective and open communications between NSCRT's leadership and membership	Y	N	N/S

6. Board/Staff Partnership

The Board of Directors is responsible for building and nurturing an effective working partnership with NSCRT's staff, and in particular with the Registrar.

F-1 The Board ensures a climate of mutual trust and respect exists between the Board and the Registrar	Y	N	N/S
F-2 The Board gives the Registrar the authority and responsibility to lead and manage NSCRT successfully	Y	N	N/S
F-3 The Board and the Registrar have agreed upon how to define success for NSCRT, and the Registrar is evaluated based upon related criteria	Y	N	N/S
F-4 The Board seeks and respects the opinion and recommendations of staff	Y	N	N/S

The College Board Effectiveness

The second section of the evaluation asks you to assess how effective and efficient the Board is in doing its work. Contributing to effective governance are the following factors: clearly defined roles and responsibilities; an effective governance structure; well-developed group process and knowledgeable directors; meaningful meetings; and, informed directors.

1. Roles and Responsibilities

A-1 The Board has defined a role for the NSCRT Board	Y	N	N/S
A-2 The Board has developed a job description for NSCRT directors	Y	N	N/S
A-3 Directors execute their responsibilities	Y	N	N/S

2. Governance Structure

B-1 The structure of the Board contributes to its ability to function effectively	Y	N	N/S
B-2 Each committee and task force has a specific mandate and performance is reviewed regularly	Y	N	N/S

3. Board Dynamics

For the Board to function as a team, and speak with one voice, directors must demonstrate a willingness to work together in a spirit of shared purpose and cooperation.

C-1 There is a climate of mutual respect and trust among directors, and between directors and staff	Y	N	N/S
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C-2 Directors fully participate in Board discussions	Y	N	N/S
C-3 Directors have sufficient opportunity to express themselves on issues during Board discussions	Y	N	N/S
C-4 There is a clear commitment to building consensus on issues	Y	N	N/S
C-5 The Board makes decisions based upon information and data about members' needs	Y	N	N/S
C-6 There is effective and appropriate communication between the Board and its operating units (e.g. committees)	Y	N	N/S
C-7 There is effective and appropriate communication between the Board and the chief elected officer	Y	N	N/S

4. Meaningful Meetings

D-1 Directors receive agendas and briefing documents for review prior to the Board meetings	Y	N	N/S
D-2 Board meetings make the most productive use of directors' time	Y	N	N/S
D-3 Sufficient meeting time is allowed for reaching consensus on issues as needed	Y	N	N/S
D-4 Board members are familiar with by-laws and policy documents (e.g. plans and budgets)	Y	N	N/S

Board Development

The third section of the evaluation asks you to assess how committed the Board of Directors is to preparing new directors for their responsibilities and to improving the effectiveness and efficiency of the Board. The key issues are: identification and orientation of directors; and, full Board education.

1. Directors

A-1 The Board currently contains a sufficient range of experience to make it an effective governing body	Y	N	N/S
A-2 The Board is representative of the membership and includes public representatives	Y	N	N/S
A-3 Directors help identify candidates for leadership roles as NSCRT volunteers	Y	N	N/S
A-4 A comprehensive orientation program for directors is in place	Y	N	N/S

2. Board Development

B-1 The Board commits time for group learning experiences designed to improve the Board's effectiveness as a governing body and its understanding of governing issues and other emerging issues facing NSCRT and the regulatory community	Y	N	N/S
B-2 Directors are encouraged to enhance their individual leadership skills	Y	N	N/S

General Assessment

1. What issues require the Board's special attention during the next 12-24 months?
2. How can the Board's organization or performance be improved in the next 12-24 months?
3. What change would you make to NSCRT to bring immediate value to members and/or the public?
4. What other comments or suggestions would you like to offer related to the Board's performance?



NSCRT Board Member

Self-Assessment

The following questions are to be completed annually (or following each Board meeting) by all NSCRT Board members as part of a self-assessment and reflective process. Answers are confidential and do not need to be shared with others. For Board members answering yes to these questions, they are likely to be fulfilling their responsibilities as Board members.

	Yes	No	Not Sure
1. Do I understand and support the mission of the organization?			
2. Am I knowledgeable about the organization's programs and services?			
3. Do I follow trends and important developments related to this organization?			
4. Do I always place community interests ahead of personal or constituency interests?			
5. Do I assist with fund-raising and/or give a significant annual gift to the organization?			
6. Do I read and understand the organization's financial statements?			
7. Do I have a good working relationship with staff?			
8. Do I recommend individuals for service to this Board?			
9. Do I prepare for and participate in Board meetings and committee meetings?			
10. Do I arrive on time and participate actively for the full meeting?			
11. Do I act as a good-will ambassador to the organization?			
12. Do I find serving on the Board to be a satisfying and rewarding experience?			

1.11 Committees, Task Forces and Portfolios

Policy Statement:

The Respiratory Therapists Act and Regulations have defined Statutory Committees that are required within the NSCRT. These committees are further defined in the NSCRT By-Laws. To ensure efficiency at the Board table the Board of Directors may from time to time establish Standing Committees or Task Forces to engage in activities of relevance to the NSCRT Mission, Vision and Priorities. Additionally, Board members may be assigned a portfolio, which is an area of responsibility but without a formal committee or task force associated with it.

All Board members should be willing and prepared to participate on at least one Committee, Task Force and/or Portfolio as part of their duties as a member of the Board.

Processes:

Standing/Statutory Committees shall be formed to address long-term or legislated priorities of the College that have on-going work associated with their accomplishment.

Members of Standing/Statutory Committees may be drawn both from the Board and from the membership at large. One member of the Committee, who need not be a member of the Board but shall be responsible for reporting to the board, shall be identified as the Committee Chair. Committee Chairs shall be provided with a Committee Chair Role Description, which shall be appended to this policy.

Committees shall have Terms of Reference, which shall be approved by the Board and reviewed annually by the Committee, recommending amendments as required to the Board for approval. Committees shall maintain minutes and records of all activities, and shall provide regular reports to the Board of Directors.

Where necessary, Committees shall prepare budget estimates in conjunction with the Treasurer as part of the annual budgeting process.

Task Forces shall be formed to address short-term priorities or activities of the Board, and shall be wound up upon completion of the specific task for which they were formed. A Task Force might be formed to carry out the work of a specific project or to write a specific document such as a standard of practice.

Task Forces shall at minimum prepare a report to the Board at the conclusion of their activities, summarizing activities and outcomes achieved by the Task Force.

Portfolios shall be held in situations where an area of activity is deemed important enough to have a member of the Board dedicated to that area, however a full

Committee or Task Force is either not appropriate, or exists elsewhere. For example, a Board member might be identified to hold a website portfolio.

Portfolio positions will be determined annually based on the requirements of the Board. Board members responsible for portfolios shall report on relevant activities related to their portfolio at each Board meeting, or as deemed necessary based on activity level.

Budgets

All expenditures by Standing/Statutory Committees must be documented with receipts before the expenditures can be reimbursed by the Treasurer, and shall be consistent with expense policy and/or budgets. All receipts must be submitted within one month of the fiscal year-end (i.e., by April 30).

All expenditures by Task Forces must be documented with receipts before the expenditures will be reimbursed. All receipts must be submitted before the Task Force is disbanded.

All unbudgeted expenditures must have prior Board approval.

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11.a Executive Committee

Policy Statement

The Executive Committee has been formed by the Board to work on behalf of the Board between meetings in the manner defined in the committee terms of reference

Executive Committee Terms of Reference

Membership

The committee shall be comprised of the President, President-Elect or Past-President, Treasurer, Secretary, and the Registrar shall be an ex-officio member.

Term of Office

The member shall serve on the committee as long as they hold the respective office on the NSCRT Board of Directors.

Mandate

- A) Act in an emergency capacity between regular Board meetings as required by the needs of the College, or act on specific items as requested by the Board.
 - a. Actions taken by the Executive Committee on items requested by the Board shall be reported to the Board at the next Board Meeting for final approval.
 - b. Actions unforeseen by the Board and requiring immediate attention shall be reported to the Board at the next Board Meeting.
 - c. Actions that directly impact the College budget or College policy will be ratified by the Board at the next Board Meeting.
- B) Act in an advisory capacity to the President of the College
- C) Assist in the development of Board meeting agenda's

Meetings

Meetings of the Executive Committee will be at the call of the President and will meet no fewer than two times per fiscal year.

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NSCRT Board Role Description:

COMMITTEE CHAIR

Description:

Committee Chairs are responsible for ensuring that the Statutory and Standing Committees of the College meet their legislated obligations and contribute to the advancement of the College's mission through identification of goals and strategies that are relevant to their committee's jurisdiction and mandate as specified in the Committee Terms of Reference. Committee chairs provide leadership to members of the committee, engaging all members to contribute and participate fully. Committee chairs are responsible for reporting on their activities regularly to the Board of Directors, and for ensuring that the Committee does not make decisions or take actions that are outside the Committee's mandate.

Duties:

Committee Chairs shall:

- (i) Set the tone for Committee work;
- (ii) Ensure that Committee members have the information needed to do their jobs;
- (iii) Oversee the logistics of committee's operations, such as ensuring that a committee member is identified to take minutes;
- (iv) Report to the Board's Chair;
- (v) Report to the full Board on committee's decisions/recommendations when requested;
- (vi) Mentor committee members;
- (vii) work constructively with staff to whom any of the Committee's responsibilities have been delegated and apprise the President of any issues or concerns;
- (viii) Assign work to the committee members, set the agenda and chair the meetings;
- (ix) Ensure distribution of meeting minutes;
- (x) Initiate and lead the committee's annual evaluation.

Delegation

In consultation with the President and based on available resources, Committee Chairs may, via the President, delegate the following aspects of their role to staff:

1. Administration of logistical aspects of committee meetings;
2. Preparation of draft minutes and agenda for review and approval by the Committee Chair;
3. Execution of Committee projects or initiatives within parameters defined by the Committee and supported by the Board.

1.12 Distribution of Minutes

Policy Statement:

NSCRT Member, Board and Committee meetings shall be documented through the preparation of minutes. The Secretary shall be responsible for ensuring that Member and Board meetings are minuted; Committee chairs shall be responsible for ensuring that Committee meetings are minuted.

All minutes shall be submitted to a central place for filing and official record-keeping purposes.

Central Location:

The central location for storage of official versions of minutes shall be the College office:

Nova Scotia College of Respiratory Therapists
700 – 6009 Quinpool Road
P.O. Box 9410, Station A
Halifax, NS B3K 5S3

Access to Minutes:

Members of the College shall have access to minutes of Annual General Meeting, General Meetings and any Special members' meetings. These minutes will be posted on the NSCRT website.

Board members shall be provided with access to Board minutes. To facilitate open discussion, preserve confidentiality, and allow for thorough documentation of meeting decisions and actions, Board minutes shall not be made available to non-Board members. However, meeting highlights may be provided to members in summary form if deemed appropriate by the Board.

Committee meeting minutes shall be made available to Committee members, and to the Board of Directors upon request.

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1.13 General Meetings

Policy Statement:

In accordance with Bylaws, the NSCRT Annual General Meeting (AGM) shall be held within eight months of the fiscal year-end (i.e., before December 1). The Board from time to time may convene a Special General Meeting as per the Bylaws to address specific business. Annual and Special General Meetings are a core function of the Board of Directors, at which critical fiduciary and governance responsibilities are executed. The meetings also provide an important opportunity to connect with members, update them on the activities of the College, and obtain feedback.

All Board members are expected to make particular effort to attend and participate in the Annual and Special General Meetings of the College.

Location and Format:

The College's Annual and Special General Meetings shall be held at a time and place determined by the Board. In accordance with Bylaw, a minimum of 30 days' notice shall be given to members regarding the date and location of the meetings, and the general business to be transacted.

Agendas for the meetings shall be developed by the President and Executive Committee, consistent with the required agenda items recorded in bylaw, and may consist of both Ordinary and Special Business.

Proxy and voting rights, governance and chairing of meetings, quorum and other rules of order shall be followed in accordance with the requirements set out in Bylaw.

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1.14 Elections

Policy Statement:

To ensure that the individuals elected to the NSCRT Board of Directors are qualified and will meet the needs for governing the College effectively and efficiently, an annual process shall take place involving a call for nominations, review by the NSCRT Nominating Committee, and brief interview to confirm that candidates understand the role and expectations of Board members.

Nominating Committee

A Committee shall be formed annually to oversee the nomination and election process. The Nomination Committee shall consist of the past president, who will chair the committee and a member of the Board who is either nearing the end of their term and not running for re-appointment or are mid-term, and one non-Board member. In the absence of a past-president a director at large can act as chair of the nomination committee. If a non-board member cannot be identified to participate, a third board member not running for election may be appointed.

Nominations to and sitting on the NSCRT Board of Directors

Prior to issuing a call for nominations, the NSCRT Board shall conduct a gap analysis of the skill set for existing Board members, and shall identify in the call for nominations any skills (e.g., accounting) or demographics (e.g., gender, geography) in which the Board wishes to develop through the nomination process. Such information shall be provided to members to guide the nomination process, but shall not necessarily exclude individuals from being nominated to the Board should they not have the desired skill or demographic characteristic.

Criteria for suitable candidates to the NSCRT Board of Directors:

- 1) Shall be an active registrant in good standing with NSCRT for a minimum of 1 year
- 2) Shall have their NSCRT College fees paid in full
- 3) Shall have an interest in regulation of the profession.
- 4) Shall intend to serve in the best interest of the membership and in accordance with NSCRT bylaws and policies
- 5) Shall not have a criminal record.

How to be nominated as a candidate Candidates can be nominated by another active registrant in which case the candidate will be notified by the Nominating Committee and asked if he/she accepts or rejects the nomination; or candidates can self-nominate. The nominations committee will provide candidates with adequate information about NSCRT's mission and governance for the candidate to make a knowledgeable and informed decision on their fit for the Board. To be considered for nomination, the following documentation is required:

1. Completed nomination form. Forms can be obtained from the Nominating Committee.
2. Current curriculum vitae or resume
3. A statement outlining candidate's qualifications as well as their desire and interest in being a board member.
4. The signature of the consenting member to stand for election

In addition to the above criteria, existing Board members seeking re-election at the end of a two-year term shall submit a record of past attendance to Board meetings and, in their own words, summarize their involvement and contribution to the Board.

Nomination and Election Procedures

In the process of determining candidates, the Board will:

1. At the winter board meeting, the board will conduct a qualitative needs assessment to determine the upcoming position vacancies. At this time, the board will take into consideration the skills set needed to successfully fulfill the vacancies as well as meet ongoing and future objectives of the board.
2. At the winter meeting, the nomination committee, consisting of two members of the Board who are either nearing the end of their term and not running for re-appointment or are mid-term, and one non-Board member, will be established. The committee chair will be responsible for recruitment of non-board members.
3. The nomination committee will be established and functional no later than April 1st of the current election year.
4. Beginning April 1st of the current election year, the nomination committee will put a call out for nominees for the upcoming board vacancies.
5. Nominations will close September 1st of the current election year.
6. At the first fall meeting, the nominations committee will present the nominees to the board. The board will conduct an initial screening of letters of interest and resumes, ensuring that all essential criteria are met. The board will discuss qualifications of nominees and their value to the Board.
7. The nomination committee will interview promising candidates. Identify any significant issues or concerns that might prevent a candidate from being able to perform their duties as a Board member (for example, but not limited to, significant conflicts of interest; or inability to meet basic requirements of Board members such as regular attendance at meetings)
8. The Nominating Committee shall provide the statements of nominees, along with the NSCRT Board's identification of desired skills / demographic characteristics to the membership not less than four weeks in advance of the AGM.
9. The Nominating Committee shall present the slate of all nominees at the Annual General Meeting. Nominees shall be allotted not more than five minutes prior to the election to provide a verbal statement.

10. Where more nominations are received than positions exist, an election shall be held at the AGM by ballot. Where the number of nominations received is than or equal to the positions available on the Board, the candidates shall be announced as being elected by acclamation.

Why nomination and not just appointment?

The best interests of the membership are served by honest and fair elections to select a member who will represent the concerns of the majority. If there are no nominations for positions, the Board of Directors has the right to appoint a member to fill the vacancy. Nomination is the optimal practice to generate the best possible candidate as they are selected and elected from the membership as a whole.

Term of Office

While Elections shall be held annually, consistent with the bylaws, the normal term of office for directors shall be two years. At the conclusion of a two year term, Board members may run for election for a second two year term.

1.15 Removal of Board Members

Policy Statement:

In extreme circumstances, the NSCRT Board of Directors may act on the provision established in Bylaw (D – 13) to remove a Director from the Board.

Directors can only be removed by Special Resolution. A Special Resolution is a vote of members requiring $\frac{3}{4}$ support by those present and eligible to vote at a special meeting of members.

Given the seriousness of such action, careful consideration and deliberation will be given prior to bringing forward a special resolution, including efforts to mediate the situation giving rise to contemplation of a special resolution to remove a Director.

Reasons for Removal

Circumstances in which removal of a Director might be appropriate include, but are not limited to:

- Conflict of interest which the Director refuses to resolve, and which interferes with the Director's ability to contribute and make decisions in the best interest of the College
- Chronic attendance issues at Board and/or Committee meetings, coupled with a refusal to voluntarily step down from the Board
- Chronic argumentative or disruptive behaviour at Board meetings, for which efforts at mediation and conflict resolution have proven unsuccessful
- Lack of any form of communication or contact between a Director and the Board.

Mediation, Voluntary Resignation

In some circumstances, the issue(s) creating disruption or delay at the Board table may be acknowledged as problematic by the Board member if brought to their attention in a non-confrontational manner. Efforts to resolve the matter should always commence from a position that assumes best intentions. Such interventions may resolve the issue, allowing the Board member to continue in their role; or it may result in the Board member acknowledging the issue and resigning their Board position voluntarily, thus allowing for the appointment of an alternative Director. Such approaches are always preferable to removal of a Board member through a special resolution.

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1.16 Strategic Alliances and Partnerships

Policy Statement:

The NSCRT Board of Directors may from time to time enter into strategic Alliances and Partnerships with other organizations, where such Alliances or Partnerships will further the mission, vision, and priorities of the College.

Definitions:

Generally speaking, Alliances are relationships in which mutual interests of two different groups are acknowledged and acted upon through a working relationship that involves consultation, collaboration, networking, and joint effort with a common goal in mind. They are often informal, and need not involve such things as formal agreements, cost-sharing formulas, contracts, etc.

A Partnership is more formalized, and normally involves two parties agreeing to enter into a binding relationship in which roles and responsibilities are well defined, and an end goal or objective is clearly identified. Partnerships often involve contracts outlining mutual understandings and obligations of the parties, as well as agreement regarding cost-sharing.

The lack of a formal Alliance or Partnership shall not preclude NSCRT from working or consulting with other organizations where appropriate and where common interests are acknowledged.

Representation:

Where appropriate, the Board shall appoint a member to act as a liaison or representative for meetings or project work being undertaken as part of an alliance or partnership. Appointments shall be at the discretion of the Board. Appointees may but do not necessarily need to be Board members, but shall always be current members of the College.

Confidentiality:

The existence of a formal or informal relationship with an external group shall not override the requirements for confidentiality that are part of all Board members' responsibilities under the Code of Conduct and Statement of Confidentiality. Care shall be taken at all times to respect the confidentiality of the details and dynamics of Board discussions and other items deemed confidential.

Decision-Making:

Decisions to enter into Alliances or Partnerships with other organizations shall be made by the Board of Directors.

National Alliance of Respiratory Therapy Regulatory Bodies

Two members of the NSCRT Board of Directors shall represent NSCRT at the National Alliance of Respiratory Therapy Regulatory Bodies (NARTRB). These representatives will be the President and the Registrar, though an alternate may be appointed if necessary. The President or Registrar shall be the voting member on the NARTRB Board of Directors.

The NARTRB typically meets two times per year, to conduct general business and discuss issues of relevance to provincial regulatory boards, and to identify key issues for action. Sub-committees and working groups of the NARTRB may meet more frequently throughout the year to complete specific projects assigned by the Board. The primary mandate of this group is to ensure regulatory compliance and to develop a national competency profile for Respiratory Therapists.