



**ONTARIO COLLEGE OF PHARMACISTS  
BOARD OF DIRECTORS MEETING AGENDA**

**April 22, 2020 Emergency Meeting**

**Video:** <http://ontcollege.adobeconnect.com/boardofdirectors>

- 1. Noting Members Present**
  - 2. Declaration of Conflict**
  - 3. Approval of Agenda**
  - 4. For Decision**
    - 4.1 Briefing Note – Executive Committee – Bylaw Amendment**
  - 5. Adjournment**
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## BOARD BRIEFING NOTE

### MEETING DATE: EMERGENCY MEETING APRIL 2020

<b>FOR DECISION</b>	<b>X</b>	<b>FOR INFORMATION</b>
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<b>INITIATED BY:</b>	Executive Committee
<b>TOPIC:</b>	By-law amendment to enable deferring Board Elections
<b>ISSUE:</b>	A by-law amendment to provide flexibility to amend the timing of Board elections in response to external influences such as the recent state of emergency declared due to COVID 19.

**PUBLIC INTEREST RATIONALE:** The procedure and expectations for elections to the Board of Directors of the college are set out in OCP By-law #6. An amendment to provide flexibility for the timing of the election is necessary to ensure distractions to front line services are minimized during the pandemic enabling College registrants to focus on the care of patients.

#### **BACKGROUND:**

By-law No. 6, passed by the Board in March 2020, provides for extensions to deadlines for applications and holding of elections in response to interruptions to mail or electronic services. There is no provision in the by-law that would permit delaying the extension for any other reasons. While most other colleges surveyed are proceeding with elections in accordance with the regular schedule noted in their by-laws, at least one college regulating a profession that is heavily impacted by the pandemic has invoked the deferral provisions outlined in their by-laws to delay elections until the fall.

At this time, the college has met the expectation set out in the new by-law by informing registrants of the upcoming election and the relevant dates. (Notice by April 1, election to take place on the first Wednesday in August.) The by-law amendment will enable the Registrar, with Executive Committee consent, to delay the election and all other timelines related to the election for such times as they consider necessary.

#### **ANALYSIS:**

The proposed by-law amendment, modeled on by-laws in place at other regulatory colleges, provides flexibility for the college to respond to the current emergency and any other emergency that may arise in the future, wherein proceeding with an election and other activity associated with Board renewal is deemed impractical. Such other activity would include appointments of Professional and Lay Members to College committees. Upon declaration of a delay the Board and Committee membership would remain in place, subject to statutory limitations (9 consecutive years), until an election is held.

#### **RECOMMENDATION:**

**That the Board approve the attached by-law amendment enabling the College to respond to the current and future emergency situations that may impact Board elections.**

## ONTARIO COLLEGE OF PHARMACISTS - AMENDING BY-LAW NO. 6a

A by-law amending By-Law No. 6 of the Ontario College of Pharmacists.

**BE IT ENACTED** as Amending By-Law No. 6a of the Ontario College of Pharmacists (the “**College**”) as follows:

By-Law No. 6, being a by-law relating generally to the conduct of the affairs of the College, is hereby amended as follows:

1. Paragraph 5.18 is hereby deleted in its entirety and replaced with the following:

### **5.18 Unexpected Circumstances.**

5.18.1 If, for whatever reason, including a public health emergency or other emergency, it would be impractical to hold an election in the time required by this By-Law, the Registrar with the consent of the Executive Committee may delay any or all of the following: the holding of the election, the notice of election, the call for applications, the deadline for applications, and all other timelines related to the election for such period of time as the Registrar and Executive Committee consider necessary to allow for an election to be held.

5.18.2 Notice of a decision under subparagraph 5.18.1 shall be given to each Registrant by electronic mail.

5.18.3 If an election of Directors is not held on the first Wednesday in August in a given year as a result of a delay pursuant to subparagraph 5.18.1:

- (a) all references in this By-Law to the date of that election, and all timelines that depend on the date of that election, shall be deemed for that year to refer to the date that the election is actually held (even if the election is held in the following year);
- (b) despite any other provision in this By-Law, the term of office of any Elected Director that would have expired at the first meeting of the Board after the August election in that year shall continue until the first meeting of the Board after the election is actually held, except that any Director who has reached his or her maximum years on the Board will cease to hold office and the procedures set out in paragraph 5.20 will apply; and

- (c) the term of office of an Elected Director who is elected in an election that has been delayed shall commence at the first meeting of the Board after the election is actually held and shall continue until the end of the term of office that would have been held had the Elected Director been elected to that position on the Board in the applicable August election. For the purposes of subparagraphs 5.6.2 and 5.6.3, an Elected Director who is elected in an election that has been delayed shall be deemed to have served a full year as of the first meeting of the Board after the following election.

5.18.4 In the event of a delay pursuant to subparagraph 5.18.1, the terms of office of the Incumbent Elected Directors selected in accordance with subparagraph 5.3.2 shall be deemed to end as of the first meeting of the Board after the election following which their respective terms would have ended had there not been any delay.

- 2. Subparagraph 5.6.2 is hereby deleted in its entirety and replaced with the following:

5.6.2 No Elected Director who is first elected in the August 2020 election or any subsequent election may serve as a Director for more than six (6) consecutive years.

- 3. Subparagraph 5.6.4 is hereby deleted in its entirety and replaced with the following:

5.6.4 If an Elected Director reaches the end of his or her maximum service prior to the end of his or her term, the Elected Director will cease to hold office and the procedures set out in paragraph 5.20 will apply.

- 4. Save as provided herein, all other terms of By-law No. 6 shall continue in full force and effect unamended.

**EFFECTIVE DATE**

This Amending By-Law shall come into force and effect without further formality upon the date upon which it is approved by the Board of the College.

**PASSED** by the Board on the \_\_\_\_\_ day of \_\_\_\_\_, 2020.

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**Chair**  
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**Vice-Chair**

**DRAFT By-Law No. 6A**  
**Clauses Impacted**

<b>Summary of deletions and additions.</b>
<p><b>ARTICLE 5.18 – INTERRUPTION OF SERVICE</b></p> <p><del>5.18 Interruption of Service</del> <del>5.18.1</del></p> <p><del>Where there is an interruption of mail or electronic service during the application period of election, the Registrar shall extend the deadline for applications and the holding of the election for such period of time as the Registrar considers necessary to compensate for the interruption.</del></p> <p><b>5.18 Unexpected Circumstances</b></p> <p>5.18.1 If, for whatever reason, including a public health emergency or other emergency, it would be impractical to hold an election in the time required by this By-Law, the Registrar with the consent of the Executive Committee may delay any or all of the following: the holding of the election, the notice of election, the call for applications, the deadline for applications, and all other timelines related to the election for such period of time as the Registrar and Executive Committee consider necessary to allow for an election to be held.</p> <p>5.18.2 Notice of a decision under subparagraph 5.18.1 shall be given to each Registrant by electronic mail.</p> <p>5.18.3 If an election of Directors is not held on the first Wednesday in August in a given year as a result of a delay pursuant to subparagraph 5.18.1:</p> <p>all references in this By-Law to the date of that election, and all timelines that depend on the date of that election, shall be deemed for that year to refer to the date that the election is actually held (even if the election is held in the following year);</p> <p>despite any other provision in this By-Law, the term of office of any Elected Director that would have expired at the first meeting of the Board after the August election in that year shall continue until the first meeting of the Board after the election is actually held, except that any Director who has reached his or her maximum years on the Board will cease to hold office and the procedures set out in paragraph 5.20 will apply; and</p> <p>the term of office of an Elected Director who is elected in an election that has been delayed shall commence at the first meeting of the Board after the election is actually held and shall continue until the end of the term of office that would have been held had the Elected Director been elected to that position on the Board in the applicable August election. For the purposes of subparagraphs 5.6.2 and 5.6.3, an Elected Director who is elected in an election that has been delayed shall be deemed to have served a full year as of the first meeting of the Board after the following election.</p>

<b>Summary of deletions and additions.</b>	
	<p>5.18.4 In the event of a delay pursuant to subparagraph 5.18.1, the terms of office of the Incumbent Elected Directors selected in accordance with subparagraph 5.3.2 shall be deemed to end as of the first meeting of the Board after the election following which their respective terms would have ended had there not been any delay.</p> <p><b>Subparagraph 5.6.2 is amended as follows:</b></p> <p>5.6.2 No Elected Director who is first elected in the August 2020 election or <u>any subsequent election</u> may serve as a Director for more than six (6) consecutive years.</p> <p><b>Subparagrapph 5.6.4 is amended as follows:</b></p> <p>5.6.4 If an Elected Director reaches the end of his or her maximum service prior to the end of his or her term, the Elected Director will cease to hold office and <del>his or her position on the Board will be filled by way of a by-election in accordance with</del> <u>the procedures set out in paragraph 5.20 will apply.</u></p>