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1. Mega End

To be reviewed by the NSCN Board in December 2019

2. General Executive Constraint

The Chief Executive Officer (CEO) and Registrar shall not cause or allow in the organization any practice, activity, decision or circumstance which is either imprudent, or unethical, or unlawful, or in violation of the current Nursing Act, Regulations and By-laws.

2.1 STAFF TREATMENT

The Chief Executive Officer (CEO) and Registrar shall not allow working conditions for staff that are unprofessional, unfair, discourteous, unsafe, or unclear.

2.1.1 Human Resource Policies

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not operate without Human Resources policies that clarify personnel procedures for staff, provide for effective handling of disagreements and conflicts, and protect against wrongful conditions and improper handling of personal information.

2.1.2 Discrimination

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not discriminate against any staff member.

2.1.3 Staff Knowledge of Rights

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not permit staff to be unacquainted with their rights and responsibilities under this policy.

2.1.4 Emergency Preparedness

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not allow staff to be unprepared to deal with emergency situations.

2.2 PLANNING

The Chief Executive Officer (CEO) and Registrar shall not permit planning that allocates resources in a way that deviates materially from Board-stated Ends priorities, that risks fiscal jeopardy, or fails to show a generally accepted level of foresight.

2.2.1 Multi-Year Strategic Plan

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not operate without a multi-year strategic plan that can be expected to achieve a reasonable interpretation of the Ends.

2.2.2 Planning Criteria

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not permit planning to omit regular analysis of strengths, weaknesses, opportunities, and threats, including external environmental issues, which may impact the organization's short and long term future.

2.2.3 Budget Foundation

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not permit budgeting for any fiscal period or the remaining part of any fiscal period that is not derived from the strategic plan.

2.2.4 Planning Projections

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not permit financial planning that omits credible projection of revenues and expenses, separation of capital expenditures and operational expenses, cash flow projections, and disclosure of planning assumptions.

2.2.5 Deficit Planning

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not plan the expenditure in any fiscal year of more funds than are available.

2.2.6 Safety Reserve Planning

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not plan to reduce the liquidity reserve to an amount below a safety reserve calculated as three months of previous year's actual operating expenditures, with an adjustment for non-cash and externally funded expenditures.

2.2.7 Board Budget Planning

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not permit financial planning that does not provide the amount determined annually by the Board for the Board's direct use during the year, such as costs of fiscal audit, Board development, Board and committee meetings, Board legal fees, and ownership linkage.

2.2.8 Future Fiscal Soundness

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not permit planning that endangers the fiscal soundness of future years or ignores the building of organizational capability sufficient to achieve Ends in future years.

2.2.8.1 Succession Planning

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not operate without succession planning processes in place to facilitate smooth operations during key personnel transitions and ensure competent operation of the organization in all areas over the long term.

2.2.8.2 Emergency CEO Succession Planning

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not permit the organization to be without sufficient organizational capacity for the competent operation of the organization to continue in the event of sudden loss of CEO services.

2.3 FINANCIAL CONDITION

With respect to the actual, ongoing condition of the organization's financial health, the Chief Executive Officer (CEO) and Registrar may not cause or allow the development of fiscal jeopardy nor a material deviation of actual expenditures from Board priorities established in Ends.

2.3.1 Expenditure of Funds

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not expend more funds (cash and investments) than are available

2.3.2 Liquidity Reserve Minimum

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not allow the liquidity reserve to drop below an amount equal to three months of the previous year's actual operating expenses, with an adjustment for non-cash and externally funded expenditures.

2.3.3 Government Payments

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.

2.3.4 Debt Payments

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not allow the untimely payment of payroll and debts.

2.4 ASSET PROTECTION

The Chief Executive Officer (CEO) and Registrar may not allow assets to be unprotected, inadequately maintained nor unnecessarily risked.

2.4.1 Property Insurance

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not permit the organization to be without insurance against theft, fire and casualty losses to at least the actual cash value.

2.4.2 Liability Insurance

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not permit the Board members, staff and individuals engaged in activities on behalf of the NSCN, or the organization itself to be without liability insurance in an amount recommended by our insurer and confirmed to be above the current industry standard for comparable organizations in our sector.

2.4.3 Safeguard and Protection of Information and Intellectual Property

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not operate without adequate safeguards to protect intellectual property, information and files from loss or significant damage, including protecting the value of intellectual property by seeking appropriate compensation for use of intellectual property, entering into appropriate license agreements, and registering copyright material and trademarks when appropriate.

2.4.4 Asset Maintenance

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not subject building and equipment to improper wear and tear nor insufficient maintenance.

2.4.5 Liability & Loss Protection

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not unnecessarily expose the organization, its Board or Staff to claims of liability or loss.

2.4.6 Signing Authorities

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not operate without appropriate designated signing authorities.

2.4.7 Expenditure Authorization

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not permit any expenditure (via cheque or electronic payment) to be without two authorized signatures.

2.4.8 Required Approval Amounts

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not approve the payment of any expenditure (via cheque or electronic payment) in amounts up to \$250,000 without the Chief Executive Officer (CEO) and Registrar or another senior director with the pre-approval on record of the Chief Executive Officer (CEO) and Registrar being one of the signing authorities.

Approve payments greater than \$250,000 without the signature approvals, on record, of any two of the following: Chief Executive Officer (CEO) and Registrar, Chair, or Vice-Chair, with the exception of the following vendors:

- Canada Revenue Agency
- Canadian Nurses Protective Society
- Lloyd Sadd
- TD Waterhouse
- Yardstick Assessment Strategies

2.4.9 Purchasing Criteria & Conditions

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not make purchases without due consideration to quality, after-purchase service, value for dollar, and opportunity for fair competition. Orders shall not be split to avoid these criteria.

2.4.9.1 Conflict of Interest in Purchasing

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not make any purchase wherein normally prudent protection has not been given against conflict of interest.

2.4.9.2 Competitive Purchasing Criteria

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not make any purchase of over \$50,000 without having obtained comparative prices and quality.

2.4.9.3 Capital Expenditure Criteria

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not make any capital expenditure over \$50,000 without having obtained comparative prices and quality.

2.4.9.4 Capital Expenditure Limit

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not make any capital expenditures over \$250,000.

2.4.9.5 Contract Commitment Limit

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not enter into any contract that results in a cumulative College commitment of greater than \$250,000.

2.4.10 Board Advisor Independence

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not compromise the independence of the Board's audit or other external monitoring or advice.

2.4.11 Internal Fraud Policies & Procedures

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not operate without internal policies and procedures that detect, deter and prevent fraud.

2.4.12 Internal Asset Controls

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not receive, process or disburse the College's assets under internal controls which are insufficient to prevent and detect significant deficiencies or material weaknesses.

2.4.13 Investment Criteria

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not make investments on behalf of the College which do not reflect maximization of revenue while preserving safety of principle and meeting liquidity requirements.

2.4.13.1 Bond Investment Rating Criteria

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not make investments in bonds issued by an organization having a rating of less than A or equivalent.

2.4.13.2 Term Deposit Criteria

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not make Investments in term deposits other than with Canadian Chartered Banks or Credit Unions.

2.4.13.3 Mutual Fund Criteria

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not make investments in mutual funds held other than low risk balanced funds.

2.4.13.4 Mutual Fund Diversity

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not neglect to diversify mutual fund holdings over various reputable fund managers.

2.4.14 Real Property Transfers

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not acquire, encumber or dispose of real property.

2.5 COMPENSATION AND BENEFITS

With respect to employment, compensation and benefits for all NSCN full-time, part-time, term contract employees and volunteers, the Chief Executive Officer (CEO) and Registrar may not cause or allow jeopardy to fiscal integrity or public image.

2.5.1 Chief Executive Officer (CEO) and Registrar Compensation Changes

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not change the Chief Executive Officer (CEO) and Registrar's own compensation and benefits.

2.5.2 Employment Promises

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not promise or imply guaranteed employment.

2.5.3 Competitive Compensation

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not establish current compensation and benefits which deviate materially from the market competitiveness for the skills employed.

2.5.4 Pension Benefits

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not establish or change pension benefits.

2.6 COMMUNICATION AND SUPPORT TO THE BOARD

With respect to providing information and support to the Board, the Chief Executive Officer (CEO) and Registrar shall not permit the Board to be uninformed.

2.6.1 Information for Decisions

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not allow the Board to be without adequate information to support informed Board choices, including relevant environmental scanning data, a representative range of staff and external points of view, significant issues or changes within the external environment which may have a bearing on any existing Board policies, along with alternative choices and their respective implications.

2.6.2 Monitoring Information

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not neglect to submit monitoring data or other information required by the Board (see policy on Monitoring Organizational Performance) in a timely, accurate and understandable fashion including explicit Chief Executive Officer (CEO) and.

2.6.3 Reporting Policy Non-Compliance

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not let the Board be unaware of any actual or anticipated non-compliance with any Ends or Executive Limitations policy, regardless of the Board monitoring schedule.

2.6.4 Incidental Information

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not let the Board be unaware of any incidental information it requires, including anticipated media coverage, threatened or pending lawsuits, and material or publicly visible external and internal changes or events, including changes in senior personnel.

2.6.5 Communication Mechanism

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not allow the Board to be without a mechanism for official Board, officer or committee communications.

2.6.6 Equal Board Member Treatment

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not deal with the Board in a way that favors or privileges certain Board members over others, except when:

- a. fulfilling individual requests for information or
- b. responding to officers or committees duly charged by the Board.

2.6.7 Classification of Information

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not give information to the Board that is not clearly identified as either Information for Decision, for Discussion, for Information, for Monitoring.

2.6.8 Required Approvals

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not neglect to supply for the Required Approvals agenda all items delegated to the Chief Executive Officer (CEO) and Registrar, yet required by law, regulation or contract to be Board-approved, along with the applicable monitoring information, including but not limited to selection of members for appointment to regulatory committees.

- Registration and Licensing Committee
- Registration and Licensing Review Committee
- Complaints Committee
- Professional Conduct Committee
- Reinstatement Committee
- Fitness to Practise Committee
- Practice Review Committee
- Education Program Approval Committee

2.6.9 Board Administrative Support

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not allow the Board to be without reasonable administrative support for Board activities.

2.7 TREATMENT OF PUBLIC AND REGISTRANTS

The Chief Executive Officer (CEO) and Registrar shall not cause or allow conditions, procedures or decisions that are unprofessional, unfair, discourteous, or that are inconsistent with enforcement of the Nursing Act, Regulations under the Act, and any further Board interpretation of the Act in its By-laws or policies.

2.7.1 Communication with Stakeholders

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not operate without a process to respond to registrants, public and stakeholders fairly, consistently, respectfully, and in a timely manner.

2.7.2 Safeguarding Personal Information

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not use methods of collecting, reviewing, storing or transmitting personal information that inadequately protect against improper access or disclosure of the information.

2.7.3 Reimbursement of operational and regulatory committee members

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not reimburse operational and regulatory committee members differently than Board members.

2.8 CORPORATE IMAGE

The Chief Executive Officer (CEO) and Registrar shall not cause or allow damage to the College's integrity and reputation, thus compromising its ability to achieve Ends.

2.8.1 Regulation and Sponsorship

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not accept sponsorships for any activities directly related to NSCN' regulatory responsibilities.

2.8.2 Sponsorship Conflicts

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not enter into a sponsorship agreement with any organization that provides a product or service that conflicts with the corporate objects of the College.

2.8.3 Sponsorship Agreements

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not knowingly enter into a sponsorship agreement with any organization that provides a product or service, when used appropriately, is hazardous to individuals or the environment.

2.9 DEVELOPMENT OF STANDARDS GOVERNING PRACTICE

The Chief Executive Officer (CEO) and Registrar shall not develop or change standards governing the practice of nursing without due consideration to all relevant information and appropriate consultation.

2.9.1 Research Based Standards

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not develop standards without consideration of relevant research findings and literature.

2.9.2 Legal Compliance of Standards

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not develop standards without a specific review for compliance with legal and regulatory requirements.

2.9.3 Competencies and Ethics

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not develop standards that are inconsistent with entry level competencies and Code of Ethics.

2.9.4 Input for Standards

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not develop standards without obtaining the input of a range of registrants, with a mix of relevant expertise, using methods that are open and transparent.

2.9.5 Other Stakeholder Perspectives

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not neglect consideration of the perspective of other regulatory bodies, organizations and groups that may be impacted.

2.9.6 Validation Process

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not omit a reasonable validation process.

2.9.7 Standards and Contentious Issues

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not neglect to advise the Board if there are contentious issues related to the proposed standard.

2.9.8 Standards and Required Approvals

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not neglect to bring the standard to Board via the Required Approvals Agenda for formal approval prior to release, consistent with legislated requirements for Board approval.

2.10 AMENDMENTS TO ACT OR BYLAWS

When preparing options for Board's decisions regarding the Nurses Act, Regulations under the Act or College By-laws, the Chief Executive Officer (CEO) and Registrar shall not prepare such options without obtaining Board's initial direction, and the final approval of amendments by Board.

2.10.1 Board Involvement

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not develop By-laws, or propose amendments to the Act or Regulations, without involving Board in an initial discussion of options, nor develop amendments that are inconsistent with the direction indicated by Board.

2.10.2 Legal Advice

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not neglect to obtain appropriate legal advice where required.

2.10.3 Legislated Requirements

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not develop content inconsistent with any legislated requirement.

2.10.4 Position Change Notification

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not neglect to advise Board if there are any changes in the assumptions under which the initial position was developed, or if there are legal or governmental obstacles to proceeding with that position.

2.10.5 Cumulative Record of Positions

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not neglect to maintain a cumulative record of Board decisions regarding positions during development or amendment of the Act or Regulations, and provide a current copy of this record to Board at each Board meeting.

2.10.6 Board Approval Before Submission

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not submit the final version of proposed amendments to Acts or Regulations to the government, prior to Board approval.

2.11 FEES

The Chief Executive Officer (CEO) and Registrar shall not cause or allow unfair or inconsistent administration of fees to registrants.

2.11.1 Change of Fees

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not change registration and licensure fees.

2.11.2 Setting Administrative Fees

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not set administrative fees other than reactivation fees above the amount needed to recover costs.

2.11.2.1 Reactivation Fee Limits

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not permit reactivation fees to exceed 25% of current annual dues.

2.11.3 Change of Fee Notice Period

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not provide less than 60 days notice to registrants regarding increases in fees.

2.12 APPROVAL OF LICENSURE EXAMINATION

In accordance with the Bylaws, the Chief Executive Officer (CEO) and Registrar shall not implement or change a licensure examination prior to Board's approval based on evidence of compliance with this policy, and shall not bring forward for approval a licensure examination that does not provide assurance that it assesses the new practitioner for safe, competent, ethical practice in Canada or negatively impacts labour mobility across Canada.

2.12.1 Examination Basis

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not permit development of a licensure examination that is not based upon a current Canadian practice analysis and the entry-level competencies for Nova Scotia.

2.12.2 Canadian Content Experts

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not permit development of a licensure examination that does not include Canadian content experts at all levels of the item development, review and differential analysis of results.

2.12.3 Language

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not permit development of a licensure examination that is not offered in French and English.

2.12.4 Consultation With Other Jurisdictions

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not permit development of a licensure examination that is not based on consultation with other jurisdictions across Canada in selecting the examination to be brought forward for Board approval.

2.12.5 Cost Effective Security

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not permit development of a licensure examination that does not provide the highest level of exam security at an affordable cost for the candidate and NSCN.

2.12.6 Accessibility & Result Provision

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not permit development of a licensure examination that is not accessible to candidates within Nova Scotia throughout the year, with provision of timely results.

2.12.7 PIPEDA Act Compliance

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not permit development of a licensure examination that does not comply with the requirements of Canada's Personal Information Protection and Electronic Documents Act (PIPEDA).

2.12.8 Risk Exposure

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not permit development of a licensure examination that exposes the College to any unmanageable risk.

2.12.9 Policy Compliance in Contracts

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer (CEO) and Registrar shall not permit development of a licensure examination that enters into a contract with a vendor without first providing evidence that the criteria in this policy are included in the contract.

2.13 MEMBERSHIP ON EXTERNAL BOARDS

With respect to membership on external boards requiring most senior staff (Chief Executive Officer and Registrar) representation from NSCN, the CEO shall not endanger the regulatory autonomy of the NSCN.

2.13.1 External Board Votes Affecting NSCN

Further without limiting the scope of the above statement by the following list, the Chief Executive Officer and Registrar shall not vote on any issues that have the potential to impact the regulatory autonomy of the NSCN, or its fiscal integrity prior to such matters being presented for decision to the NSCN Board.

3. Governance Process

On behalf of the people of Nova Scotia and in keeping with the current Nursing Act, Regulations and By-laws, the purpose of the Board is to ensure that the Nova Scotia College of Nursing achieves appropriate results for the appropriate people at an appropriate cost (as specified in Board Ends policies), and avoids unacceptable actions and situations.

3.1 BOARD VALUES

As Board members, we work together to develop the College's Mission and Ends: to meet the needs of the public in a dynamic and responsive way by promoting excellence in nursing regulation. We ground our governance work in values that guide performance and decision making at all levels of the organization. Our values capture both the essence of who we are and the spirit that drives the College.

3.1.1 Accountability

- a. Being courageous and committed to making evidence informed decisions
- b. Being accountable and responsible for the decisions we make

3.1.2 Transparency

- a. Engaging in participatory, collaborative and respectful way
- b. Disseminating clear, relevant and useful information and guidelines

3.1.3 Integrity

- a. Being truthful, honest and engaging in respectful dialogue
- b. Performing all activities in a fair and consistent way, precluding bias against anyone

3.1.4 Agility

- a. Anticipating and responding with an open mind
- b. Fostering a mindset of collaboration, openness, and innovation

3.1.5 Relational

- a. Cultivating and sustaining relationships by being respectful, inclusive, genuine and consistent
- b. Behaving in a manner that encompasses diversity and reflects professionalism

3.2 GOVERNING STYLE

The Board will govern with a style that:

- emphasizes outward vision (rather than an internal preoccupation),
- encourages diversity in viewpoints,
- focuses on strategic leadership rather than administrative detail,
- clearly distinguishes between Board and Chief Executive Officer and Registrar roles,
- makes collective rather than individual decisions,
- is concerned with the future rather than the past or present, and is proactive rather than reactive.

3.2.1 Trustee Obligation

More specifically, the Board will operate in all ways mindful of its trustee obligation to the people of Nova Scotia. It will allow no officer, individual, or committee of the Board to hinder or be an excuse for not fulfilling this commitment.

3.2.2 Governing Discipline

More specifically, the Board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, policy-making principles, respect for roles,

speaking with one voice, and ensuring the continual improvement of Board processes and capabilities. Continual redevelopment will include orientation of new members

3.2.3 Values Based Leadership

More specifically, the Board will direct, control, and inspire the organization by thoughtfully establishing the broadest organizational policies that reflect the Board's values and perspectives. The Board's major focus will be on the intended long-term impacts outside the operating organization (Ends Policy Statements), not on the administrative means of attaining those effects.

3.2.4 Group Responsibility

More specifically, the Board will cultivate a sense of group responsibility. The Board, not the staff, will be responsible for excellence in governing. The Board will be an initiator of policy, not merely a reactor to staff initiatives.

The Board will use the expertise of individual members to enhance the knowledge and ability of the Board as a body, rather than to substitute their individual judgments for the Board's values.

3.2.5 Board Meeting Access

Board will open all Board meetings to observers except when an In-Camera Session is held for issues of a confidential nature and for legal advice. The decision to convene an In Camera session is made by the Chair.

3.2.6 Board Self-Monitoring

More specifically, the Board will monitor and discuss the Board's process and performance at each meeting. This will include monitoring Board compliance with policies in the Governance Process and Board-Management Delegation categories.

3.2.7 Governing Through Policy

More specifically, the Board will govern according to set policies and not permit personal criticisms of any member or the staff. Any constructive criticisms will be accepted only in relation to the governance policies.

3.3 BOARD JOB DESCRIPTION

Through the process of governance, the Board serves as trustees for the people of Nova Scotia, by regulating, advancing and promoting the provision of nursing services and determining and demanding appropriate organizational performance.

3.3.1 Linkage

To distinguish the Board's own unique work from the work of its staff, the Board will concentrate its efforts on the following work outputs:

- The link between the College and the people of Nova Scotia as well as relevant stakeholder organizations.

3.3.2 Written Governing Policies

To distinguish the Board's own unique work from the work of its staff, the Board will concentrate its efforts on the following work outputs:

- Written governing policies which, at the broadest levels, address:
- Ends: Organizational impacts, benefits, outcomes, recipients, and their relative worth (what good for which people and needs at what cost).
- Executive Limitations: Constraints on executive authority, which establish the prudence and ethics

boundaries within which all executive activity and decisions must take place.

- Governance Process: Description of how the Board conceives, carries out and monitors its own task.
- Board-Management Delegation: Delegation of power and its proper use monitored; the Chief Executive Officer and Registrar role authority and accountability.

3.3.3 Assurance of Performance

To distinguish the Board's own unique work from the work of its staff, the Board will concentrate its efforts on the following work outputs:

- The assurance of organizational performance in accordance with the Board's policies.

3.3.4 Setting Chief Executive Officer and Registrar Decision Limits

To distinguish the Board's own unique work from the work of its staff, the Board will concentrate its efforts on the following work outputs:

- Decisions that the Board has prohibited the Chief Executive Officer and Registrar from making by its Executive Limitations policies.

3.3.5 Duties Defined By Legislation

To distinguish the Board's own unique work from the work of its staff, the Board will concentrate its efforts on the following work outputs:

- Duties delegated specifically to Board by the Nurses Act, including but not limited to establishment and approval of membership of Regulatory Committees.
 - Registration and Licensing Committee
 - Registration and Licensing Review Committee
 - Complaints Committee
 - Professional Conduct Committee
 - Reinstatement Committee
 - Fitness to Practise Committee
 - Practice review Committee
 - Educational Program Approval Committee

3.4 BOARD COMMITTEE PRINCIPLES

Board committees, when used, will be assigned to reinforce the wholeness of the Board's job and never to interfere with delegation from Board to the Chief Executive Officer and Registrar.

3.4.1 Role of Committees

Board committees are to help the Board do its job. Committees will assist Board by preparing policy alternatives and implications for Board deliberation. Board committees report to Board.

3.4.2 Committee Authority

Expectations and authority of Board committees will be clearly stated by Board. Committees will only speak or act for the Board when formally given such authority for specific and time-limited purposes.

3.4.3 Committee Role Conflict

A Board committee that has helped the Board create a policy will not then be assigned to monitor compliance with that policy. This separation of responsibility for policy development and responsibility for monitoring policy compliance is to prevent a committee from identifying with a part of the organization rather than the whole. The Board retains responsibility and authority to monitor organizational performance.

3.4.4 Committee Authority Over Staff

Board committees cannot exercise authority over staff and will not have direct dealings with current staff operations.

3.4.5 Chief Executive Officer and Registrar Independence

Because the Chief Executive Officer and Registrar works for the full Board, the Chief Executive Officer and Registrar will not be required to obtain approval of a Board committee before an executive action.

3.4.6 Application of Committee Principles

This policy applies to committees that are formed by Board action, whether or not the committees include non-Board members, or are called by another name. It does not apply to committees formed under the authority of the Chief Executive Officer and Registrar.

3.4.7 Committee Code of Conduct

All committee members shall abide by the same Code of Conduct as governs the Board.

3.4.8 Funds & Resources Authority

Except as defined in written Terms of Reference, no Committee has authority to commit the funds or resources of the College.

3.5 STANDING AND AD HOC COMMITTEES

The Board may establish and appoint standing and ad hoc committees as deemed necessary from time to time and in keeping with Board Committee Principles.

3.6 CHAIR'S ROLE

The work of the Chair is, primarily, the integrity of the Board's process and, secondarily, occasional representation of the Board to outside parties. The Chair is the only Board member authorized to speak for the Board, other than in rare and specifically authorized instances.

3.6.1 Board Behaviour

The work of the Chair is that the Board behaviour is consistent with its own rules and those legitimately imposed upon it from outside the organization.

3.6.1.1 Meeting Discussion

Meeting discussion content will only be those issues that, according to Board policy, clearly belong to the Board, not the Chief Executive Officer and Registrar, to decide.

3.6.1.2 Deliberation Criteria

Deliberation will be fair, open, and thorough, but also efficient, timely, orderly, and kept to the point.

3.6.2 Authority of the Chair

The authority of the Chair consists in making decisions that fall within the topics covered by Board policies on Governance Process and Board- Management Delegation, except where the Board specifically delegates portions of this authority to others. The Chair is authorized to use any reasonable interpretation of the provisions in these policies.

3.6.2.1 Board Meeting Chair

The Chair is empowered to chair Board meetings with all the commonly accepted power of that position (e.g., ruling, recognizing).

3.6.2.2 Limits to Chair Authority

The Chair has no authority to make decisions about policies created by the Board within Ends Policy Statements and Executive Limitations policy areas. Therefore, the Chair has no authority to supervise or direct the Chief Executive Officer (CEO) and Registrar.

3.6.2.3 Represent the Board

The Chair may represent the Board to outside parties in announcing Board-stated positions and in stating Chair decisions and interpretations within the area delegated to the Chair.

3.6.2.4 Delegation of Authority

The Chair may delegate this authority, but remains accountable for its use.

3.7 ROLE OF BOARD MEMBERS

All Board members are expected to govern the affairs of the College in the best interests of the public. Three identified Board members' roles are:

1. Ownership Linkage
2. Assurance of Organizational Performance through Monitoring
3. Expression of Governance through Policies

For further clarity, specific additional duties are identified in this policy.

3.7.1 Vice-Chair Progression

The Vice-Chair will succeed the Chair, assume all duties of the Chair in the Chair's absences and assist the Chair in fulfilling their role as requested. Preparation of the Vice-Chair for assuming the Chair role will include policy governance and media training, Board educational sessions, and ownership linkage.

3.7.2 Interim Chair

In the event of an emergency/disaster situation, and both the Chair and Vice-Chair are incapacitated or unavailable, Board may select an interim chair. The Chief Executive Officer and Registrar or their designate, pursuant to College Bylaws, may convene a special meeting of Board for this purpose.

3.7.3 Public Representatives

Public representatives will bring a public view to the College in keeping with the current Nursing Act, Regulations and By-laws. It is the responsibility of Public representatives to bring to Board, discussions from a public perspective without bias.

3.7.4 Elected Board members

Elected Board members bring particular expertise to the Board. However, in keeping with the Board's policy on General Governance Commitment, all Board members are required to govern the affairs of the College in the best interests of the public and not from the perspective of any one area of expertise or jurisdiction.

3.7.5 Board Accessibility

As elected and appointed representatives, Board members have an obligation to be accessible to nurses and the public. Consequently, Board members are required to designate an address and phone number that can be made available upon request.

3.8 CHAIR SALARY REPLACEMENT AND HONORARIUM

To help defray costs to the Chair for expenses that occur during the term of office, reimbursement will be made according to established criteria as follows:

3.8.1 Expense Claims

The Chair shall identify College activities and related costs on the College's expense claim form. Financial remuneration for salary replacement, dependent care and allowable expenses shall be paid according to the following established guidelines.

3.8.1.1 Loss of Pay Reimbursement

In order to fulfill related duties as Chair, an individual may be required to utilize vacation time or take time without pay. The result is a direct loss of pay that will be reimbursed by College. This reimbursement is applicable for all direct loss of pay regardless of employment status, i.e., full-time, part-time, casual, or independent contract.

3.8.1.2 Salary Reimbursement Calculation

Salary reimbursement is available to employers of NSCN Board Chairs if they require their employee to take an unpaid leave of absence or if the Employer is required to replace the NSCN Chair in the workplace due to their attendance at NSCN meetings. Salary reimbursement shall be based on the current hourly rate of pay for the Chair multiplied by the number of hours lost to attend the meeting to a maximum of \$550.00/day.

3.8.1.3 Streamlining Reimbursement

In order to streamline the process for reimbursement to either the Chair or the employer, the Chair is responsible for submitting an expense account form detailing the amount of the claim and whom to make the cheque payable (include Social Insurance Number if payment is directly to the Chair). The completed expense form should indicate committee, date, other expenses incurred, salary reimbursement.

3.8.1.4 Income Reimbursement Inclusions

Salary/income replacement/honorarium amounts shall include:

- Actual attendance at a meeting/hearing;
- Preparation time for meetings/hearings;
- Time spent on writing and editing material related to College work
- Telephone conferences (the amount to be paid for each teleconference shall be calculated on the basis of the members' hourly rate of pay or hourly honoraria rate, as the case may be, divided into 15 minute intervals, with the time of the call being rounded up to the nearest 15 minute interval)

3.8.1.5 Preparation & Actual Time

The Chair, in consultation with Board members, shall record the actual time of the work/meeting/teleconference and determine a reasonable period of preparation time.

3.8.1.6 External Stakeholder Meetings

When representing the College at external stakeholder meetings which are not compensated by that organization, the Chair shall be reimbursed salary/income replacement/honorarium and expenses for actual attendance at the meeting and travel required to the maximum amounts provided in 3.8.

3.8.1.7 Allowable Expenses

Allowable expenses include air travel, mileage, car breakdown, hotel, hostess gift, meals, parking & tolls, taxis, car rentals, telephone and incidentals as outlined in 3.9.

3.8.1.8 Expense Submission Schedule

Expense Accounts are to be submitted within 14 days after the expense incurred and reimbursement made upon submission of an expense account. Claims in excess of allowances will be deducted when the expense account is paid. See reverse side of Expense Account form for detailed allowances.

3.8.2 Expense Payment and Limits

As advised, salary reimbursement will be paid either to:

- the Chair, if they are required to take time off without pay, vacation time or is self-employed; or
- the employer, if the Chair is given time off with pay;

up to a maximum of 375 hours (50 days) per year.

3.8.3 T4A Requirements

If the salary reimbursement is paid directly to the Chair, they will receive a T4A for payments greater than \$500, as per Canada Revenue Agency (CRA) requirements. CRA requires that annual payments totaling less than \$500 be self-reported on their annual tax return, even if a T4A is not received.

3.8.4 Honorarium and Payment Schedule

An honorarium of \$12,500 annually is issued to the Chair; paid in two equal instalments in January and July of each year.

3.8.5 Honorarium T4 and Tax Payable

The Chair will receive a T4 for honorarium payments received. These amounts are taxable and must be reported on the Chair's annual income tax return.

3.8.6 CPP Deductions

CRA requires that honorarium payments greater than \$3,500 have Canada Pension (CPP) deducted by the College. They do not require that income tax be deducted. The College will deduct income taxes from honorarium payments, if requested.

3.9 BOARD, COMMITTEE AND SCRUTINEER COMPENSATION EXPENSES ALLOWED

Financial remuneration for Board members, Committee members and Election Scrutineers for salary/income replacement, honorarium and allowable expenses shall be paid according to established guidelines below. Allowable expenses are within industry standards and reviewed on an annual basis.

3.9.1 Compensation Amounts

Nurses and public representatives who serve on Board, committees and as Election Scrutineers:

- Salary Reimbursement/Income Replacement - Salary reimbursement is available to employers of NSCN Board, committee members and Election Scrutineers if they require their employee to take an unpaid leave of absence or if the employer is required to replace the NSCN Board, committee member or Election Scrutineer in the workplace due to their attendance at NSCN meetings. Salary reimbursement shall be based on the current hourly rate of pay for the Board, committee member and Election Scrutineer multiplied by the number of hours lost to attend the meeting to a maximum of \$550.00/day.

- Honorarium – Board, committee members and Election Scrutineers may claim \$25/hr. to a maximum of \$200/day for NSCN work conducted during personal time.

3.9.2 Compensation Coverage

Salary/income replacement/honorarium amounts shall cover:

- actual attendance at a meeting/hearing/election;
- preparation time for meetings/hearings/elections (the amount to be paid for preparation time shall be calculated on the basis of the hourly rate of pay or hourly honoraria rate, as the case may be, divided into hourly intervals, with the time rounded up to the nearest 1 hour interval);
- Time spent on writing and editing material related to the required tasks;
- Telephone conferences (the amount to be paid for each teleconference shall be calculated on the basis of the hourly rate of pay or hourly honoraria rate, as the case may be, divided into 15 minute intervals, with the time of the call being rounded up to the nearest 15 minute interval.
- Travel time in excess of one hour required to commute to and from a meeting.

The Chair of the Board and each committee, in consultation with Board and committee members, shall be tasked with recording the actual time of the meeting/hearing/ teleconference and determining a reasonable period of preparation time.

Reasonable shall be defined differently for new versus experienced Board members in consideration of the length of time served on Board.

3.9.3 Allowable Expenses

Board, committee members and Election Scrutineers are eligible for allowable expenses in accordance with the guidelines below. Any exception to these guidelines must be negotiated in advance with the NSCN staff member supporting the Board, committee or Election. Claims in excess of the following allowances will be deducted when the expense account is paid.

Travel

Individuals are responsible for their own travel reservations, i.e. bus, train, air. Every attempt should be made to accommodate same day travel to eliminate the need for an overnight stay. If an air ticket is required, it must be requested at least three weeks in advance. Flight change and/or cancellation fees and extra baggage costs will not be reimbursed unless deemed necessary and approved by the staff support. Travel costs will be reimbursed upon submitting an expense claim with receipt.

Mileage

If public transportation is not convenient and travel by personal vehicle is necessary and reasonable, staff will be reimbursed at the rate of \$.49 per kilometer. Reimbursement per kilometer covers all operating costs of the vehicle including insurance, car repair costs, depreciation and car breakdown. When attending out-of-town workshops/ events by car, individuals are expected to travel together, if possible. Exceptions to this will be pre-approved by the staff support.

Car Breakdown

In the event of a car breakdown while traveling on college business, reimbursement is limited to the allowable kilometers for the trip. Towing charges, repair costs and additional transportation costs to complete the trip will not be reimbursed.

Hotel

Individuals are responsible for making and canceling their own hotel reservations. Toll-free numbers should be used whenever available. Hotel expenses will be reimbursed to a maximum of corporate rate of \$250/day. If the travel is related to attendance at a conference, the conference's room rate will be

acceptable. Any exceptions must be pre-approved by the staff support. Before checking out, it is the individual's responsibility to review the bill for correctness and to pay all charges in excess of NSCN's allowances. Individuals are encouraged to take advantage of the lowest rates possible.

Hostess Gift

An allowance of \$50.00 per night may be claimed, with a receipt for gift or meal purchased for the host in lieu of hotel accommodation used.

Meals

No receipts are required for meals. Meals will not be reimbursed when provided by and/or served at the College. Individuals may claim out of pocket expenses for meals (including gratuities) up to a maximum of \$65.00 (Canadian or US dollars) per day when traveling on College business. There is no allowance available for breakfast on the first day of travel. It is anticipated that the individual will have breakfast at home before leaving on the business trip. If claiming meals for more than one person, write the name of the individual(s) on the back of the receipt. For partial day's expenses, the allowances are: Breakfast \$15.00, Lunch \$20.00 and Dinner \$30.00

Parking & Tolls

Receipts must be attached for out of pocket expenses for parking. Parking meter, road and bridge tolls may be claimed without receipt where applicable.

Taxis

Receipts must be attached for out of pocket expenses for taxis. Individuals are requested to use airport limousine or bus service to and from airports and hotels. If taxis are necessary, individuals will share taxis and fare whenever possible.

Car Rentals

Individuals may rent cars if the rental cost does not exceed the mileage expense for the trip. Receipts must be attached.

Telephone

College business calls will be reimbursed (local or long distance). Personal calls will not be reimbursed.

Incidentals

If business travel requires an individual to travel for two or more days, they may claim a maximum of \$10.00 per day with no receipt to cover any additional out of pocket expenses for such items as tips and dry cleaning. Tips for meals are included in the meal allowance. Reasons for such payments shall be listed in the 'Details' section.

3.9.3.1 Expense Submission Schedule

Expense Claims are to be submitted within 14 days after the expense incurred and reimbursement made upon submission of an expense account. Claims in excess of allowances will be deducted when the expense account is paid.

3.10 BOARD PLANNING CYCLE

To govern consistent with Board policies, the Board will follow an annual agenda cycle which (a) completes a re-exploration of Ends policies annually and (b) continually improves Board performance through Board education and enriched input and deliberation.

3.10.1 Ends Assessment Cycle

The Board will conduct a thorough reassessment of Ends every three years. The Board will review its Ends and reaffirm their priority annually prior to the establishment the annual budget.

3.10.1.1 External Facilitation Option

The Board will determine if there is a need for external facilitation in this process.

3.10.1.2 Environmental Scan

The Board will request an updated environmental scan from the Chief Executive Officer and Registrar to introduce the Ends development session.

3.10.2 Ongoing Ownership Linkage

The Board will establish an ongoing process of linkage with owners to gain an understanding of trends and issues in the external environment to assist the Board in its work in reviewing and prioritizing its Ends.

3.10.3 Board Education

The Board will identify its education needs, including education related to Ends determination (for example, presentations relating to the external environment, demographic information, exploration of future perspectives which may have implications, presentations by stakeholders and staff), and education regarding the process of governing.

3.10.4 Regular Review of Policies

The Board will schedule regular review of the content of Executive Limitations, Governance Process and Board-Management Delegation policies.

3.10.5 Self-Evaluation

The Board will schedule regular Self-evaluation of the Board's own compliance with its Governance Process and Board-Management Delegation policies.

3.10.6 Agenda Content

Meeting agendas will include time for documentation of monitoring compliance by the Chief Executive Officer and Registrar with Executive Limitations and Ends policies, and for review of the policies themselves. Monitoring reports will be provided and read in advance of the Board meeting, and discussion will occur only if reports show policy violations, if reports do not provide sufficient information for the Board to make a determination regarding compliance, or if policy criteria are to be debated.

3.10.7 Annual Schedule Meeting Details

Based on the outline of the annual schedule, the Board delegates to the Chair the authority to fill in the details of the meeting content. Potential agenda items shall be carefully screened to ensure that they relate to the Board's job description, rather than simply reviewing staff activities.

Screening questions shall include:

- Clarification as to whether the issue clearly belongs to the Board or the Chief Executive Officer and Registrar.
- Identification of what category an issue relates to - Ends, Executive Limitations, Governance Process, Board-Management Delegation.
- Review of what the Board has already said in this category, and how the current issue is related.

3.10.8 Required Approvals Agenda

Throughout the year, the Board will attend to Required Approvals Agenda items as expeditiously as possible. When an item is brought to the Board via the Required Approvals Agenda, provided that compliance with all of the criteria in Executive Limitations has been demonstrated, the Board will not discuss the item prior to approval. An exception will be made only if a majority of the Board votes to remove the item from the Required Approvals Agenda for discussion.

3.11 CODE OF CONDUCT

Members of Board and its committees are expected to behave in an ethical and businesslike manner. This commitment includes proper use of authority and appropriate decorum in group and individual behaviour.

3.11.1 Professional & Personal Conflicts

Members of the Board, Board committees, and candidates for Board elections shall not place themselves in any position where there is a real, potential or perceived conflict of interest between NSCN responsibilities and personal or other professional interest.

3.11.1.1 Disclosure of Conflicts of Interest

Board members and Board committees shall not fail to disclose any real, potential or perceived conflict of interest in which they or another Board or committee member may be involved.

3.11.1.2 Conduct when conflicts exist

Board members and Board committees shall not participate in discussion or voting on issues in which they have a conflict of interest. Depending on the nature and extent of the conflict, it may be necessary for the member to resign from the Board or committee.

3.11.1.3 Use of Information

Board members and Board committees shall not use information acquired through official duties, and unavailable to the general public, for improper advantage, either direct or indirect, while a member of the Board or a Board committee.

3.11.2 Maintaining Public Confidence

Board members and Board committees shall not use the power of their office or perform their duties in any way that would jeopardize registered nurse and public confidence and trust in the integrity, objectivity and impartiality of the NSCN. Board members and Board committees are accountable to exercise the powers and discharge the duties of their office honestly and in good faith.

Board members shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

3.11.3 Board Confidentiality

Board members and Board committees shall not breach confidentiality regarding information to which they have access and fail to sign and comply with the NSCN Confidentiality Agreement.

3.11.4 Maintaining Board Decision Integrity

Board members and Board committees shall not diminish the integrity of a Board decision, either during a discussion or after a decision is made, regardless of their personal feelings on the issue.

3.11.5 Individual Authority

Board members shall not attempt to exercise individual authority over the organization.

3.11.5.1 Individual Authority Exceptions

Board members' interaction with the Chief Executive Officer (CEO) and Registrar or with staff must recognize the lack of authority vested in individuals except when explicitly Board-authorized.

3.11.5.2 Representing Board Externally

Board members' interaction with the public, media or other entities must recognize the same limitation and the similar inability of any Board member(s) to speak for the Board except to repeat explicitly stated Board decisions.

3.11.5.3 Judgment of Employee Performance

Except for participation in Board deliberation about whether the Chief Executive Officer (CEO) and Registrar has achieved reasonable interpretation of Board policy, Board members will not express individual judgments of performance of employees of the Chief Executive Officer (CEO) and Registrar.

3.11.6 Board Preparation for Meetings

Board members shall be familiar with the Nurses Act and Regulations, By-laws, and governing policies of the College as well as the rules of procedure and proper conduct of a meeting so that any decision of the Board may be made in an efficient, knowledgeable and expeditious fashion.

3.11.7 Board Preparation for Deliberation

Board members will be properly prepared for Board deliberation.

3.11.8 Continuing Educational Activities

Board members shall regularly take part in educational activities that will assist them in carrying out their responsibilities.

3.11.9 Meeting Attendance & Penalties

Board members shall attend meetings on a regular and punctual basis. Absence of a Board member from 2 consecutive regular meetings in a Board year shall be considered a resignation from the Board. A Board member may request reinstatement. The Board may, at its discretion, reinstate a Board upon such a request. Only one such reinstatement per Board is permitted.

3.11.10 Other Unethical Activities

Board members shall ensure that unethical activities not covered or specifically prohibited by the foregoing or any other legislation are neither encouraged nor condoned.

3.12 HANDLING NON-COMPLIANCE WITH CODE OF CONDUCT

The Board shall ensure that any alleged non-compliance with the Code of Conduct is resolved in a manner that is fair and consistent with other Board policies.

3.12.1 Reporting Non-Compliance

Any Board/committee member who believes that a violation of the Code of Conduct has occurred may approach the member directly or is responsible for bringing their concern to the attention of the Board Chair and/or committee Chair as appropriate.

3.12.2 Resolving Non-Compliance

The Board Chair and/or committee Chair is then responsible for bringing the issue to the attention of the Board/committee member(s) involved and attempting to resolve the concern informally.

3.12.3 Escalating Resolution of Non-Compliance

If the Board Chair, in consultation with the committee Chair, is unable to resolve the issue satisfactorily on an informal basis, s/he is responsible for bringing the issue to the attention of the Board for discussion and a decision on an appropriate course of action to remedy the situation. The member in question will have

an opportunity to address the Board as a whole, to speak to the issue, and then will be required to absent themselves from the discussion.

3.12.4 Remedies For Consideration

Remedies considered by the Board may include, but are not limited to:

- Asking the Board/committee member(s) involved to absent themselves from any future discussions on the issues identified.
- Suspending the Board/committee member(s) for a specified period of time.
- Asking for the Board/committee member(s) resignation from the Board/committee.
- In the case of an elected Board member, the Board may, by a 2/3 majority vote, seek to have the member removed from the Board and replaced by appointment by the Board until the next Board election, or at a special election called for the purpose, pursuant to the current College By-Laws, Section 11(5).
- In the case of an appointed public representative the Board may, by a 75% majority vote, seek to have the member removed from the Board and replaced by appointment by the Board.

3.13 MEETINGS OF COLLEGE BOARD

The Board shall follow established procedures for its meetings.

3.13.1 Meeting Location

The Board will meet at the Head Office of the College, but meetings may be held at such other time and place as the Board may determine e.g. via teleconference meetings.

3.13.2 Quorum Threshold

A majority of voting members including at least one public representative constitute a quorum.

3.13.3 Meeting Observer Guidelines

NSCN members, and guests at the discretion of the Chair and Chief Executive Officer and Registrar, may attend Board meetings as non-voting observers in accordance with the guidelines below.

- The Board may, in its discretion, limit the number of observers and/or presenters of resolutions in accordance with available space to avoid disruption of the Board meeting.
- Observers will receive a copy of the Agenda, except for in camera items, upon arrival at the meeting.
- Observers will attend Board meetings at their own expense.
- Observers may not participate in discussion, except that active practicing NSCN members presenting resolutions to the Board may speak to the resolution and participate in the discussion of the resolution.
- Observers may be requested to retire to another room during discussion of material confidential to the Board.
- Observers should contact the Executive Assistant's office to request to attend meetings at least one day prior to a specific Board meeting.
- Observers are informed of Guidelines for Observers and provided with a copy upon arrival at the meeting.

3.13.4 NSCN Registrant Resolutions

Any practicing registrant of the NSCN can submit a resolution consistent with the objects and purposes of the Nursing Act and within the jurisdiction of the College for Board consideration throughout the year.

- Resolutions will include the following information:
 - Background information on the resolution, which may include: definition of the issue, relevance to the NSCN mandate, provincial impact of issue.
 - Proposed actions or strategies for addressing the issue.
 - Names and phone numbers of the mover and seconder of the resolution.
- Indicate whether mover and seconder will be present to speak to the resolution at the Board meeting.
- Resolutions must be received by the NSCN Chief Executive Officer and Registrar at least 21 days prior to a scheduled Board Meeting. Resolutions received after this deadline will be on the agenda of a Board meeting scheduled at a later date.
- Board will provide the mover and seconder with time to speak on the resolution.

3.14 ANNUAL GENERAL MEETINGS AND RESOLUTIONS

Annual General Meetings of the College shall follow the procedures established by Board as outlined below.

3.14.1 Public Attendance at AGM

Attendance at Annual General Meetings provides the public with an opportunity to obtain information about current issues and the role of the College.

3.14.1.1 General Public Status at AGM

Members of the general public may attend Annual General Meetings of the College as non-voting observers.

3.14.1.2 Public Access to Annual Report

Members of the general public may obtain a copy of the Annual Report upon arrival at the meeting.

3.14.1.3 Public Participation in Discussions

Members of the general public may participate in discussion, subject to the same rules of parliamentary procedure which apply to registrants of the College.

3.14.1.4 Public Voting Rights

Members of the general public may not vote on any issues that come before the meeting.

3.14.1.5 Public Attendee Expenses

Members of the general public shall attend Annual General Meetings at their own expense.

3.14.1.6 Public Educational Session Expenses

Members of the general public wishing to attend any educational sessions offered at the Annual General Meeting shall do so at their own expense.

3.14.2 Voting Rights of Board members at AGM

Board members shall not be voting members at the Annual General Meeting of the College.

3.14.3 Active NSCN Registrant Resolution Rules

Any practicing registrant of the NSCN can submit a resolution that is consistent with the objects and purposes of the Nurses Act and within the jurisdiction of the College for consideration at the College's Annual General Meeting, using the process outlined below.

- Resolutions will include the following information:
 - Background information on the resolution, which may include: definition of the issue, relevance to the NSCN mandate, provincial impact of issue.
 - Proposed actions or strategies for addressing the issue.
 - Names and phone numbers of the mover and seconder of the resolution.
- Indicate whether mover and seconder will be present to speak to the resolution at the AGM.
- Resolutions must be received by the NSCN Chief Executive Officer and Registrar at least 90 days prior to the date of the Annual General Meeting.

3.14.4 AGM Resolution Action by Board

Upon approval of a resolution at an Annual General Meeting or presentation at a Board meeting, Board will consider the resolution and decide on action/s to be taken. Factors that may affect action/s taken include:

- Congruence of issue and proposed action to NSCN mandate and Board Ends policies.
- Whether action on specific issue is already underway.
- Required resources, cost and potential outcomes of proposed action.
- Impact of issue and proposed action on the public and nursing profession.

3.14.5 Board Action on Resolutions

The Board may decide to refer the resolution to staff for action, or that no action/s will be taken.

3.14.6 Communicating Board Decisions

The Chair will inform the mover and seconder of Board decision on resolution.

3.14.7 Reporting Action on Resolutions

The Board will report on actions taken on resolutions at the Annual General Meeting business meeting.

3.15 RECRUITMENT OF BOARD MEMBERS

The Board of the College of Nurses of Nova Scotia pays considerable attention to recruiting members to the governing Board that can assist them in meeting their mandate.

3.15.1 NSCN Board Competencies

In order for the Board to fulfill its identified roles, the overarching areas of competence are:

1. Accountability
2. Leadership
3. Analytical Thinking
4. Innovative

Accountability

The Board is accountable to govern in the public interest to meet the Board's legal and fiduciary responsibilities. Individual board members demonstrate this competency by:

- being transparent in decision making;
- seeking necessary knowledge to fully understand self-regulation, governance and the role of the Board;
- participating in Board governance by being prepared for meetings, asking meaningful questions and fully debating issues;

- engaging in performance evaluation of self, the Board and CEO;
- interacting in a manner that is reflective of the Board values.

Leadership

The Board provides leadership by building relationships within the community and broader healthcare system and seeking to create positive regulatory change in the public interest.

Individual board members demonstrate this competency by:

- fostering collaborative relationships within the Board, public, stakeholders and staff;
- promoting teamwork through consensus building and conflict resolution;
- respecting and honouring the Board's decisions;
- mentoring and coaching new Board members;
- embracing diversity and encompassing integrity and professionalism.

Analytical Thinking

The Board addresses matters analytically from a broad systems and strategic perspective in the public interest.

Individual board members demonstrate this competency by:

- asking questions to determine the root cause and transitioning complex issues into single and manageable components;
- logically analyzing the information required to determine potential solutions;
- actively seeking and considering differences of opinion;
- contributing to decision making based on evidence and experience;
- setting priorities and determining the strategic direction in the public interest through performance measurement.

Innovative

The Board stimulates new ideas and facilitates continuous improvement that is innovative, visionary and future focused in the public interest.

Individual board members demonstrate this competency by:

- understanding the trends that are influencing change in nursing and the healthcare system;
- proactively assisting to shape the vision, future direction and positioning of NSCN for long term success.

3.16 DISCLOSURE OF MINUTES

Requests for release of any Board, standing and/or ad hoc committee minutes will be addressed in accordance with the following policy guidelines:

3.16.1 Confidentiality of Meeting Minutes

Board/Committee members - receive minutes of meetings. Release of information by Board members is governed by confidentiality agreements signed pursuant to policy 3.13 Code of Conduct. As part of a member's orientation, policy 3.13 will be reviewed and the expectations relating to confidentiality of verbal and written information discussed.

3.16.2 Minutes Disclosure Rules & Exceptions

Non-members of the meeting body - Upon request, the College will provide the approved minutes or a summary of the issues discussed by Board, standing and/or ad hoc committee meetings to individuals who are not members of the meeting body.

Exceptions to this policy include:

- annual requests from the Board’s appointed auditor. Draft minutes are provided upon request.
- minutes of all, or portions of, meetings which may be identified as confidential and discussion deemed to be held in camera.

3.16.3 Format for Minutes

Format for minutes - Board and committee minutes generally follow the Robert’s Rules of Order for appropriate content and format and documented as follows:

- The first paragraph identifies the kind of meeting (i.e. regular, special, tele- conference), the name of the organization, the date, time and place of the meeting and the individuals in attendance.
- The second paragraph identifies approval of the meeting agenda and status of previous minutes.
- The body of the minutes identifies all main motions (including the wording in which each motion was adopted or disposed of), secondary motions, all points of order and appeals.
- The body of the minutes includes a summary of significant discussion points, decisions, and actions arising from the meeting. This does not include verbatim accounts of the discussions, nor does it attribute the particular viewpoints to any specified individuals.
- For meetings or partial meetings held in camera, the body of the general meeting minutes will reflect that an in camera session occurred and if appropriate, a record made of any decisions/passed motions arising from that session. If the recording secretary is not in attendance, the Chair of the in camera session will provide the general meeting recording secretary with the required wording for inclusion in the minutes.
- The minutes will be concluded with the time of adjournment and the signature of the person recording the minutes. A motion to adjourn the meeting is not required provided the business on the approved agenda has been completed and the meeting has reached its natural conclusion.

3.17 BOARD LINKAGE WITH OWNERS

The owners of NSCN are defined as the people of Nova Scotia. The Board shall be accountable to the organization and to its owners as a whole. The Board shall act on behalf of the owners as a whole and fully commit to its ownership duties throughout the reporting period.

3.17.1 Member Obligations in Board Decisions

When making governance decisions, Board members shall maintain a distinction between their personal interests as “customers” of the NSCN services, and their obligation to speak for others as a representative of the “owners” as a whole. As the agent of the owners, the Board is obligated to identify and know what the owners want and need.

3.17.2 Data Gathering from Ownership

The Board shall gather data in a way that reflects the diversity of the ownership. It shall meet with, gather input from, and otherwise interact with owners in order to understand the diversity of their perspectives.

3.17.3 Three Year Ownership Linkage Plan

The Board will establish and maintain a three-year ownership linkage plan, in order to ensure that the Board has intentional and constructive dialogue and deliberation with the owners, primarily around the organization’s Ends. The plan will include selection of representative owners for dialogue, methods to be used, and questions to be asked of the owners. The information obtained from this dialogue with owners will be used to inform the Board’s policy deliberations.

3.17.3.1 Participation of Board members

Board members are accountable to the Board for participating in the linkage with owners as identified in the plan.

3.17.4 Criteria for Ownership Linkage Success

The Board will consider its ownership linkage successful if, to a continually increasing degree:

- When developing or revising Ends, the Board has access to diverse viewpoints that are representative of the ownership regarding what benefits this organization should provide, for whom, and the relative priority of those benefits.
- The owners are aware that the Board is interested in their perspective.
- If asked, the owners would say that they have had opportunity to let the Board know their views.
- The owners are aware of how the Board has used the information they provided.

3.18 BOARD LINKAGE WITH OTHER ORGANIZATIONS

The Board shall identify other organizations with which it requires good working relationships in order to share and enhance its role as “owner representative” in determining the most appropriate Ends.

3.18.1 Communicating with Other Organizations

The Board shall establish mechanisms for maintaining open communication with other organizations regarding Ends. Such mechanisms may include, but are not limited to:

- Inviting representatives of the boards of those organizations to Board meetings
- Meeting jointly with other boards on occasion

3.18.2 Other Organization Membership

The Board shall consider the merits of membership in other organizations annually.

3.18.3 Participation in External Committees

Upon request for organizational appointments to external committees concerned with policy level issues, the Board will assess whether such representation is appropriate within the Board’s stated policies and current priorities. If this assessment is positive, the Board will appoint appropriate representatives. Issues of confidentiality, information sharing and administrative support shall be clarified for the appointee by the Chair and/or Chief Executive Officer and Registrar.

3.18.3.1 NSCN Appointee Reports

The NSCN appointee shall provide information reports as appropriate, to be determined by the Board at the time of appointment.

3.18.3.2 Representation of Board Policies

Since the appointee is representing the Board, the appointee shall be kept informed of current Board policies that might affect deliberations of the committee in question. Any representations made on behalf of the Board shall adhere to the stated policies of the Board. Any issues requiring the statement of a new policy position on the part of the Board shall be brought to the Board for decision.

3.19 INVESTMENT IN GOVERNANCE

Consistent with its commitment to excellence in governance, the Board will invest in its governance capacity.

3.19.1 Informing Board Candidates

Candidates for Board membership shall be provided with information that clearly outlines the role of the Board, the necessary qualifications and the Board's expectations of Board members .

3.19.2 Sufficient Board Support

Board skills, methods, and supports will be sufficient to assure governing with excellence.

3.19.2.1 New Board Orientation

New Board members shall receive a complete orientation to ensure familiarity with the organization's issues and structure, and the Board's process of governance.

3.19.2.2 Continuous Training & Education

Board members shall have ongoing opportunity for continued training and education to enhance their governance capabilities.

3.19.2.3 Ownership Outreach

Outreach mechanisms will be used as needed to ensure the Board's ability to listen to owner viewpoints and values.

3.19.2.4 Outside Monitoring Assistance

Outside monitoring assistance will be arranged so that the Board can exercise sufficient control over organizational performance. This includes, but is not limited to fiscal audit. Board will ensure that a tendering process for the external financial auditor occurs at least every 5 years.

3.19.3 Governance Costs Balance

Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior governance capability.

3.19.3.1 Annual Governance Budget & Timing

The Board will establish annually prior to the budget cycle, and be accountable for an annual budget for its own governance functions, which shall include funds for meeting costs, Board member attendance at conferences and conventions, improvement of its governance function, costs of fiscal audit and any other outside monitoring assistance required, and costs of methods such as focus groups, surveys and opinion analyses to ensure the Board's ability to listen to owner viewpoints and values.

3.19.4 Board Self-Monitoring Through Governance Process Policies

The Board will establish governance process policies that will serve as measurable standards against which the Board's performance can be evaluated.

3.19.4.1 Self-Evaluation and Action Plan

Under the leadership of the Board Chair, at least annually the Board will conduct a self-evaluation. As a result of this evaluation, the Board will establish a governance action plan with specific goals and objectives for improvement of identified areas.

3.19.4.2 Self-Monitoring Schedule

The Board will monitor its adherence to its own Governance Process and Board – Management Delegation policies regularly. Upon the choice of the Board, any policy can be monitored at any time. However, at minimum, the Board will both review the policies, and monitor its own adherence to them, according to the attached schedule:

3.20 SPECIAL RULES OF ORDER

Board meetings will be conducted in an orderly, effective process, led and defined by the chair.

3.20.1 By-Law Obligations

All by-law obligations respecting Board meetings must be satisfied.

3.20.2 Call to Order

Board meetings shall be called to order at the time specified in the notice of meeting and upon satisfaction of quorum.

3.20.3 Meeting Order and Decorum

Meeting order and decorum shall be maintained and all members treated with dignity, respect, courtesy, and fairness during discussion and debate and in all other respects.

3.20.4 Relevant to Issue

Board members must keep their comments relevant to the issue under consideration.

3.20.5 Discussion of a matter prior to a proposal

Board meetings will be conducted at a level of informality considered appropriate by the chair, including that discussion of a matter may occur prior to a proposal that action be taken on any given subject.

3.20.6 Main Motions of Board

Proposals that the Board take action, or decide a particular matter, shall (unless otherwise agreed to by unanimous consent) be made by main motion of a Board member, discussed, and then voted on. Motions require a second to proceed to discussion and subsequent vote subject to the following rules:

Motions, Debate and Voting by Chair

The chair of the Board may not to the same extent as any Board member, make motions, engage in debate, or vote on any matter to be decided (except to change the outcome of a decision).

Amendments to Motions

A motion to amend a main motion may be amended but third level amendments are out of order.

Motions to refer, postpone or table

A motion to refer to a committee, postpone, or table, may be made with respect to a pending main motion, and if carried shall set the main motion (the initial proposal) aside accordingly.

3.20.7 Speaking to Motions

Board members may speak to a pending motion on as many occasions, and at such length, as the chair may reasonably allow.

3.20.8 Voting on a Motion

A vote on a motion shall be taken when discussion ends but any Board member may, during the course of debate, move for an immediate vote (close debate) which, if carried, shall end discussion and the vote on the main motion shall then be taken.

3.20.9 Decision of motions

A majority vote will decide all motions before the Board excepting those matters in the by-laws which oblige a higher level of approval.

3.20.10 Motion to adjourn

A motion to adjourn a Board meeting may be offered by any Board member or, on the conclusion of all business, adjournment of the meeting may be declared by the chair.

3.20.11 Recording of vote

A Board member may request to have their vote on the record.

3.20.12 Development of further rules of order

When further rules of order are to be developed by the Board, the Board will consider the most recent edition of Robert's Rules of Order as a resource guide.

4. Board - Management Delegation

The Board's sole official connection to the operational organization, its achievements and conduct will be through a Chief Executive Officer and Registrar.

4.1 UNITY OF CONTROL

Only motions passed by the Board are binding on the Chief Executive Officer and Registrar.

4.1.1 Individual Authority Over Chief Executive Officer and Registrar

Decisions or instructions of individual Board members, officers, or Board committees are not binding on the Chief Executive Officer and Registrar except in rare instances when the Board has specifically authorized such exercise of authority.

4.1.2 Individual Request for Information

In the case of Board members or committees requesting information or assistance without Board authorization, the Chief Executive Officer and Registrar can refuse such requests that require, in the Chief Executive Officer and Registrar's opinion, a material amount of staff time or funds or are disruptive.

4.1.3 Changing Chief Executive Officer and Registrar Employment Conditions

Only the Board acting as a body can employ, terminate, discipline, or change the conditions of employment of the Chief Executive Officer and Registrar.

4.2 ACCOUNTABILITY OF THE CHIEF EXECUTIVE OFFICER AND REGISTRAR

The Chief Executive Officer and Registrar is the Board's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the Board is concerned, is considered the authority and accountability of the Chief Executive Officer and Registrar.

4.2.1 Instructions to Staff

The Board will never give instructions to persons who report directly or indirectly to the Chief Executive Officer and Registrar.

4.2.2 Staff Evaluation

The Board will refrain from evaluating, either formally or informally, any staff other than the Chief Executive Officer and Registrar.

4.2.3 Chief Executive Officer and Registrar Performance

The Board will view Chief Executive Officer and Registrar performance as identical to organizational performance, so that organizational accomplishment of Board stated Ends and compliance with Executive

Limitations will be viewed as successful Chief Executive Officer and Registrar performance.

Therefore the Chief Executive Officer and Registrar's job contributions shall be accomplishment of the Ends while maintaining compliance with the Executive Limitations.

4.3 DELEGATION TO THE CHIEF EXECUTIVE OFFICER AND REGISTRAR

The Board will instruct the Chief Executive Officer and Registrar through written policies which prescribe the organizational Ends to be achieved, and describe organizational situations and actions to be avoided, allowing the Chief Executive Officer and Registrar to use any reasonable interpretation of these policies.

4.3.1 Ends Policies

Through the establishment of Ends policies the Board will direct the Chief Executive Officer and Registrar to achieve certain results, for certain recipients, at a certain cost. All issues that are not Ends issues as defined above are Means issues.

4.3.2 Executive Limitations Policies

The Board will limit the latitude the Chief Executive Officer and Registrar may exercise in practices, methods, conduct and other "means" to the Ends through establishment of Executive Limitations policies. These limiting policies will describe those practices, activities, decisions and circumstances that the Board would find unethical or imprudent, and therefore unacceptable, even if they were to be effective. The Board will never prescribe organizational means delegated to the Chief Executive Officer and Registrar.

4.3.3 Policy Structure

All policies will be developed systematically from the broadest, most general level to more defined levels.

4.3.4 Any Reasonable Interpretation

As long as the Chief Executive Officer and Registrar uses any reasonable interpretation of the Board's Ends and Executive Limitations policies, the Chief Executive Officer and Registrar is authorized to establish all further policies, make all decisions, take all actions, establish all practices, and develop all activities. Such decisions of the Chief Executive Officer and Registrar shall have full force and authority as if decided by the Board.

4.3.5 Changing Policies

The Board may change its Ends and Executive Limitations policies, thereby shifting the boundary between Board and Chief Executive Officer and Registrar domains. By so doing, the Board changes the latitude of choice given to the Chief Executive Officer and Registrar. But so long as any particular delegation is in place, the Board and its members will respect and support the Chief Executive Officer and Registrar's choices. This does not prevent the Board from obtaining information in the delegated areas.

4.4 CHIEF EXECUTIVE OFFICER AND REGISTRAR COMPENSATION AND BENEFITS

The Board of the Nova Scotia College of Nursing will pay its Chief Executive Officer and Registrar fair market value for contractual services provided within the context of fiscal responsibility to the organization. A committee or an outside source at the discretion of the Board will research comparable compensation and benefit packages in relation to the current contract.

4.4.1 Market Based Compensation

The Chief Executive Officer and Registrar's compensation will be determined by a market analysis guided by a model that is approved by Board.

4.4.2 Market Based Benefits

Benefits remain at market rate of compensation.

4.4.3 Contract Review Schedule

The process for contract review will begin one (1) year in advance of the expiration of the current contract with a decision on renewal six months prior to the expiration of the contract; or as specified in current contract.

4.5 MONITORING ORGANIZATIONAL PERFORMANCE

Monitoring executive performance is synonymous with monitoring organizational performance against Board Policies on Ends and on Executive Limitations. Any formal or informal evaluation of Chief Executive Officer and Registrar/organizational performance may be derived only from these monitoring data.

4.5.1 Purpose of Monitoring

The purpose of monitoring is simply to determine the degree to which Board policies are being fulfilled. Information that does not do this will not be considered to be monitoring. Monitoring will be as automatic as possible, using a minimum of Board time so that meetings can be used to create the future rather than to review the past.

4.5.2 Monitoring Methods

A given policy may be monitored in one or more of three ways:

- Internal report: Documentation of compliance information to the Board from the Chief Executive Officer, along with their explicit interpretation of Board policy, and justification for the reasonableness of interpretation.
- External report: Documentation of compliance information by a disinterested, external auditor, inspector or judge who is selected by and reports directly to the Board. The external party will first be provided with the Chief Executive Officer's explicit interpretation of the policy and justification for the reasonableness of interpretation. The report must assess the reasonableness of the interpretation of Board policy, and compliance with it. Such reports must assess performance only against policies of the Board, not those of the external party unless the Board has previously indicated that party's opinion to be the standard.
- Direct Board inspection: Documentation of compliance information by a Board member, a committee or the Board as a whole. This is a Board inspection of documents, activities or circumstances directed by the Board that allows a "prudent person" test of policy compliance, with access to the Executive Director's interpretation and justification for the reasonableness of their interpretation.

4.5.3 Standard for Compliance

In every case, the standard for compliance shall be any reasonable Chief Executive Officer and Registrar interpretation of the Board policy being monitored. The Board is the final arbiter of reasonableness, but will always judge on the basis of whether a reasonable person could have made the interpretation, rather than on the basis of whether the Board agrees with the interpretation.

4.5.4 Monitoring Schedule

For regular monitoring, each End and Executive Limitations policy will be classified by the Board according to frequency and method of monitoring according to the schedule attached

4.5.5 Monitoring Schedule Options

Upon the choice of the Board, any policy can be monitored by any of the above methods at any time.

4.5.6 Chief Executive Officer and Registrar Evaluation

A formal evaluation of the Chief Executive Officer and Registrar by the Board will occur annually, based on the achievement of the Board's Ends Policies and non-violation of its Executive Limitations policies. This formal evaluation will be conducted by cumulating the regular monitoring data provided during the year and the Board's recorded acceptance or non-acceptance of the reports, identifying performance trends evidenced by that data, and preparing a written report.

4.5.6.1 Assessment Discussion

The Board will meet, in camera, with the Chief Executive Officer and Registrar to jointly discuss and finalize the written assessment.

4.5.6.2 Signing Assessment Document

The Chair will transcribe (type) the Board's assessment of the Chief Executive Officer and Registrar and sign said written document.

4.5.6.3 Handling of Assessment

The Chair shall provide the signed assessment to the Chief Executive Officer and Registrar, obtain the Chief Executive Officer and Registrar's signature on the document (as received), and maintain a copy of such document in a confidential file.

4.5.6.4 Request for In Camera Meeting

The Board shall meet, in camera, with the Chief Executive Officer and Registrar at the next subsequent meeting, prior to June 30th in the current Board's term, to ensure the documentation had been completed as per the Board's instructions, only if requested by any Board member or the Chief Executive Officer and Registrar.

4.6 CHIEF EXECUTIVE OFFICER AND REGISTRAR RECRUITMENT AND HIRING

The Board is accountable for the appointment of the Chief Executive Officer and Registrar through the recruitment and hiring of a qualified candidate.

4.6.1 Recruitment Process

Consequently, the Board will:

- Design a recruitment strategy to assist in finding candidates best qualified to lead the achievement of the implementation of the College's strategic plan.
- Specify the job qualifications.
- Develop a selection process reflective of the job qualifications and competencies.
- Appoint an interview team that includes at a minimum the Chair, a public representative and one other Board member to conduct the interviews and recommend a preferred candidate to Board.

4.6.2 Use of Subcommittee

This may be done by the Board or through a subcommittee who would be charged with developing the process and tools for approval by Board.