



NOVA SCOTIA COLLEGE OF
Dietitians AND
Nutritionists

Board Policy Manual

Board Approved: March 25, 2025
Implemented: March 25, 2025
Board Revised: June 2, 2025

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SECTION 1: ENDS

1.0 ENDS POLICY

1.0 The public has confidence and trust in the regulatory body to regulate the dietetics profession.

1.01 There are standards to assure ethical and competent care from dietitians to reduce the risk of public harm.

1.02 There is integrity in the registration and renewal process to safeguard the public and the profession.

1.02.1 There are standards that assure adequate education and practical experience to become a licensee.

1.02.2 There are processes that require licensees to maintain continuing competence and meet quality assurance standards.

1.02.3 The public has access to an up-to-date registry of licensed dietitians and nutritionists.

1.03 There is a transparent process in place to address all complaints received by the College regarding individual licensees.

1.1 These Ends will be achieved through sustainable, responsible resource management.

SECTION 2: EXECUTIVE LIMITATIONS

Limiting unilateral authority of the Registrar

2.0 GLOBAL EXECUTIVE CONSTRAINT

The Registrar shall not cause, allow, or fail to take action on any practice, activity, decision, or organizational circumstance which is either unlawful, imprudent or in violation of commonly accepted business and professional ethics and practices.

- 2.1 With respect to interactions with consumers, the Registrar shall not cause or allow conditions, procedures, or decisions which are unsafe, undignified, unnecessarily intrusive, or fail to provide appropriate confidentiality or privacy.
- 2.2 With respect to the treatment of staff, the Registrar may not cause or allow conditions which are inequitable, undignified, disorganized, or unclear.
- 2.3 Financial planning for any fiscal year or the remaining part of any fiscal year shall not deviate materially from board's Ends priorities, risk fiscal jeopardy, or fail to consider a multi-year plan.
- 2.4 With respect to the actual, ongoing financial condition and activities, the Registrar shall not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from board priorities established in Ends policies.
- 2.5 The Registrar shall not allow corporate assets to be unprotected, inadequately maintained or unnecessarily risked.
- 2.6 The Registrar will not cause or allow investment strategies or decisions that pursue a high rate of return at the expense of safety and liquidity.
- 2.7 With respect to employment, compensation, and benefits to employees, consultants, contract workers and volunteers, the Registrar shall not cause or allow jeopardy to fiscal integrity or to public image.
- 2.8 The Registrar may not enter into any grant or contract, unless it emphasizes the production of ends and/or the avoidance of unacceptable means.
- 2.9 In order to protect the board from sudden loss of Registrar services, the Registrar may have no fewer than one other staff member familiar with board and Executive director issues and processes.
- 2.10 The Registrar shall not permit the board to be uninformed or unsupported in its work.

2.1 TREATMENT OF PUBLIC, REGISTRANTS, AND INTERESTED PARTIES

With respect to interactions with registrants, public and interested parties, the Registrar shall not cause or allow conditions, procedures, or decisions which are unsafe, undignified, unnecessarily intrusive, or fail to provide appropriate confidentiality or privacy.

Furthermore, this includes but is not limited to the following, the Registrar shall not:

- 2.1. The Executive Director/Registrar shall not cause or allow conditions, procedures or decisions that are unprofessional, unfair, or discourteous. Without limiting policy statement 2.1, the Executive Director/Registrar shall not:
 - 2.1.1. Operate without processes to respond to registrants, public and interested parties fairly, consistently, respectfully, and in a timely manner.
 - 2.1.2. Use methods of collecting, reviewing, storing, or transmitting personal information that inadequately protect against improper access or disclosure of the information.

2.2 TREATMENT OF STAFF

With respect to the treatment of staff, the Registrar may not cause or allow conditions which are inequitable, undignified, disorganized, or unclear.

Furthermore, this includes but is not limited to the following, the Registrar shall not:

- 2.2.1 Operate without written personnel rules which: (a) clarify rules for staff (b) provide for effective handling of grievances, and (c) protect against wrongful conditions.
- 2.2.2 Discriminate against any staff member for non-disruptive expression of dissent.
- 2.2.3 Prevent staff from grieving to the board when (a) internal grievance procedures have been exhausted and (b) the employee alleges that board policy has been violated to his or her detriment.
- 2.2.4 Allow staff to be uninformed or unaware of their protections under this policy as interpreted by the Registrar.

2.3 FINANCIAL PLANNING/BUDGETING

Financial planning for any fiscal year or the remaining part of any fiscal year shall not deviate materially from board's Ends priorities, risk fiscal jeopardy, or fail to consider a multi-year plan.

Furthermore, this includes but is not limited to the following, the Registrar shall not:

- 2.3.1. Risks the organization incurring those situations or conditions described as unacceptable in the board's policy Financial Condition and Activities.
- 2.3.2 Avoid a formal process for planning for the future of the organization.
- 2.3.3 Omits credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
- 2.3.4 Plan the expenditure in any fiscal year of more funds than are conservatively projected to be received in that period.
- 2.3.5 Allow cash and cash equivalents to drop below a safety reserve of less than \$100,000 at any time.
- 2.3.6 Fail to contribute to reserves each budgeting year until the goal of \$300,000 in reserves is achieved.
- 2.3.7 Provide less for board priorities and activities during the year than is set forth in the Cost of Governance policy (3.9).

2.4 FINANCIAL CONDITION AND ACTIVITIES

With respect to the actual, ongoing financial condition and activities, the Registrar shall not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from board priorities established in Ends policies.

Furthermore, this includes but is not limited to the following, the Registrar shall not:

- 2.4.1 Allow financial conditions to drop below acceptable levels.
 - 2.4.1.1 Allow the total liability to exceed total assets..
- 2.4.2. Indebt the organization.
- 2.4.3 Use any long term reserves that have not been approved by the board.
- 2.4.4 Allow payroll or accounts payable to be unsettled or timely.
- 2.4.5 Allow tax payments or other government ordered payments or filings to be overdue or inaccurately filed.
- 2.4.6 Make a single purchase or commitment of a non-budgeted item greater than \$1,000. Splitting orders to avoid this limit is not acceptable.
- 2.4.7 Engage in or allow any practice which result in a conflict of interest detrimental to the interests of the organization.
- 2.4.8 Allow receivables to go uncollected beyond a reasonable grace period without aggressively pursuing their collection.

2.5 ASSET PROTECTION

The Registrar shall not allow corporate assets to be unprotected, inadequately maintained or unnecessarily risked.

Furthermore, this includes but is not limited to the following, the Registrar shall not:

- 2.5.1 Allow physical assets to be uninsured against theft and property losses at an appropriate level and against liability losses to board members, staff and the organization itself in an amount greater than the average for comparable organizations.
- 2.5.2. Allow unauthorized personnel access to material amounts of funds.
- 2.5.3 Subject rental space and equipment to improper wear and tear or insufficient maintenance.
- 2.5.4 Unnecessarily expose the organization, its board or staff to claims of liability.
- 2.5.5 Make any purchase: (a) wherein normally prudent protection has not been given against conflict of interest; (b) of over \$15,000 without having obtained at least two written quotes must from qualified vendors, ensuring all quotes adhere to the same or similar specifications for accurate comparison.
- 2.5.6 Allow intellectual property, information and files to be inadequately protected from loss, piracy, hacking or significant damage.
- 2.5.7 Receive, process or disburse funds under controls which are insufficient to meet the board appointed auditor's standards.
- 2.5.8 Invest or hold operating capital in insecure instruments, including uninsured checking accounts at any time, or in non-interest-bearing accounts except where necessary to facilitate ease in operational transactions.
- 2.5.9 Endanger the organization's public image or credibility, particularly in ways that would hinder its accomplishment of mission.
- 2.5.10 Compromise the independence of the board's audit or other external monitoring or advice or undermine the goals of the Board.

2.6 INVESTMENTS

The Registrar will not cause or allow investment strategies or decisions that pursue a high rate of return at the expense of safety and liquidity.

Furthermore, this includes but is not limited to the following, the Registrar shall not:

- 2.6.1 Allow purchases of fixed income instruments that are not readily marketable.
- 2.6.2 Allow purchase of securities.
- 2.6.3 Invest without consultation with a qualified investment broker.

2.7 COMPENSATION AND BENEFITS

With respect to employment, compensation, and benefits to employees, consultants, contract workers and volunteers, the Registrar shall not cause or allow jeopardy to fiscal integrity or to public image.

Furthermore, this includes but is not limited to the following, the Registrar shall not:

- 2.7.1 Establish current compensation and benefits which deviate materially from the geographic or professional market for the skills employed.
- 2.7.2 Alter their own compensation, benefits or employment contract.

2.8. ENDS FOCUS OF GRANTS OR CONTRACTS

The Registrar may not enter into any grant or contract, unless it emphasizes the production of ends and/or the avoidance of unacceptable means.

Furthermore, this includes but is not limited to the following, the Registrar shall not:

- 2.8.1 Award grant funding without assessing an applicant's capability to produce appropriately targeted, efficient results.

2.9 EMERGENCY REGISTRAR SUCCESSION

In order to protect the board from sudden loss of Registrar services, the Registrar may not operate without at least one other staff member familiar with board and Registrar issues and processes.

2.10 COMMUNICATION AND SUPPORT TO THE BOARD

The Registrar shall not permit the board to be uninformed or unsupported in its work.

Furthermore, this includes but is not limited to the following, the Registrar shall not:

- 2.10.1 Withhold, impede, or confound information relevant to the board's informed accomplishment of its job.
 - 2.10.1.1 Neglect to submit monitoring data required by the board (see policy on Monitoring Registrar Performance) in a timely, accurate and understandable fashion, directly addressing provisions of board policies being monitored.
 - 2.10.1.2 Let the board be unaware of any actual or anticipated noncompliance with any policy of the board.
 - 2.10.1.3 Let the board be unaware of any incidental information it desires including relevant trends, anticipated media coverage, threatened or pending lawsuits and material internal changes including changes in policy interpretation or other risks.
 - 2.10.1.4 Let the board be unaware if, in the Registrar's opinion, the board is not in compliance with its own policies on Governance Process and Board-Management Delegation, particularly in the case of board behavior that is detrimental to the work relationship between the board and the Registrar.
 - 2.10.1.5 Fail to provide as many staff and external points of view, issues and options as the board determines it needs for fully informed board choices.
 - 2.10.1.6 Present information in unnecessarily complex or lengthy form or in a form that fails to differentiate among information of three types: monitoring, decision preparation, and other.
 - 2.10.1.7 Fail to deal with the board as a whole except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the board.
 - 2.10.1.8 Fail to submit the Quality Assurance Plan for Board's review prior to submission to the Minister of Health and Wellness.
 - 2.10.1.9 Fail to supply for the *required approvals* all items delegated to the Registrar yet required by law or contract to be board-approved, along with the monitoring assurance pertaining thereto.
- 2.10.2 Fail to attend all Board meetings as an Ex-Officio member of the Board.

SECTION 3: POLICY TYPE: GOVERNANCE PROCESS

3.0 GLOBAL GOVERNANCE PROCESS

The purpose of the board, on behalf of the ownership*, is to see to it that the Nova Scotia College of Dietitians and Nutritionists (NSCDN) (a) achieves appropriate results for appropriate persons for an appropriate cost to the organization, and (b) avoids unacceptable actions and situations.

- 3.1 The board will govern with an emphasis on (a) the best interests of the entirety of the ownership and stewardship of the agency, (b) outward vision rather than an internal preoccupation, (c) encouragement of diversity in viewpoints, (d) strategic leadership more than administrative detail, (e) clear distinction of board and chief executive roles, (f) collective rather than individual decisions, (g) future rather than past or present, and (h) proactivity rather than reactivity.

On any issue, the Board must ensure that all divergent views are considered in making decisions, yet must resolve into a single position.

- 3.2 The Board shall work toward establishing clarity in its values. Those values that have been explored, discerned and represented here shall influence the thinking of all other policies created by the board. These are the values that we believe:
- 3.3 Specific job outputs of the board, as an informed agent of the ownership, are those that ensure appropriate organizational performance.
- 3.4 The board commits itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as board members. The board has the authority to enforce this code of conduct via the disciplinary mechanisms outlined in the organization's bylaws.
- 3.5 To accomplish its job products with a governance style consistent with board policies, the board will follow an annual agenda cycle which (a) drives exploration of Ends concerns, (b) continually improves board performance through board education and enriched input and deliberation, and (c) re-examines for relevance the underlying values that support existing policy.
- 3.6 The elected officers each serve a distinctive and delineated role in the organization.
- 3.7 Board committees, when used, will be assigned so as to reinforce the wholeness of the board's job and so as never to interfere with delegation from board to Registrar.
- 3.8 A committee is a board committee only if its existence and charge come from the board, regardless whether board members sit on the committee. The only board committees are those which are set forth in this policy. Unless otherwise stated, a committee ceases to exist as soon as its task is complete.

3.9 Because poor governance costs more than learning to govern well, the board will invest in its governance capacity.

3.10 The annual board term is from July to June.

** **Ownership:** In the Policy Governance model, ownership refers to the people or groups who give an organization its authority to exist and operate.*

- ***Legal ownership** is about who officially created the organization and who has ability to terminate its existence. For a regulatory body, this is usually the governmental ministry responsible for overseeing it.*
- ***Moral ownership**, is more about the public's interest, especially those parts of the public that really care about the profession being regulated. These are the people who want to make sure the regulatory body is doing its job well and that the profession is serving the public properly.*

If the broader public is seen as the moral ownership, then the organization's board has a responsibility to engage with that public, to bring them into the conversation. It's important to ask the right questions and focus on the right things when doing this. Ownership groups think about what's best for the profession as a whole (the "we"), not just their personal experiences or needs (the "me"). They're interested in the long-term success and integrity of the profession, not just in getting a service today.

3.1 GOVERNING STYLE

The board will govern lawfully with an emphasis on (a) outward vision rather than an internal preoccupation, (b) encouragement of diversity in viewpoints, (c) strategic leadership more than administrative detail, (d) clear distinction of board and Registrar roles, (e) collective rather than individual decisions, (f) future rather than past or present, and (g) proactivity rather than reactivity.

Accordingly:

- 3.1.1 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 the initiator of policy, not merely a reactor to staff initiatives. The board will not use the expertise of individual members to substitute for the judgment of the board, although the expertise of individual members may be used to enhance the understanding of the board as a body.
- 3.1.2 The board will direct, control and inspire the organization through the careful establishment of broad written policies reflecting the board's values and perspectives. The board's major policy focus will be on the intended long term impacts outside the staff organization, not on the administrative or programmatic means of attaining those effects.
- 3.1.3 The board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policymaking principles, respect of roles, and ensuring the continuance of governance capability. Although the board can change its governance process policies at any time, it will observe them diligently while in force.
 - 3.1.3.1 In accordance with this discipline, the board will only allow itself to address a topic after it has answered these questions:
 - i. What is the nature of the issue?
 - ii. What is the value that drives the concern?
 - iii. Is this a shared issue?
 - iv. Whose issue is this? Is it the Board's or the Registrar's?
 - v. Has the board dealt with this subject in a policy? If so, what has the board already said on this subject and how is this issue related? If the board has already addressed the matter, does the board wish to change what it has already said?
 - vi. If the matter is several levels below board level, what is the broadest way to address this issue so that it is still under existing board policy? Does that policy suffice to deal with our concern?
- 3.1.4 Continual board development will include orientation of new board members in the board's governance process and periodic board discussion of process improvement.
- 3.1.5 The board will allow no officer, individual or committee of the board to hinder or be an excuse for not fulfilling its commitments.
- 3.1.6 The board will monitor and discuss the board's process and performance at each meeting. Self-monitoring will include comparison of board activity and discipline to policies in the Governance Process and Board-Management Delegation categories. The Board will follow the monitoring schedule listed Appendix A.

3.2 SHARED VALUES

As the Board we work together to develop the Regulator's Mission, Vision, and Ends to meet the needs of the public. We ground our governance work in values that guide performance and decision making. Our values include:

- 3.2.1 Compassion – for everyone.
- 3.2.2 Integrity – doing the right thing even when people are not looking.
- 3.2.3 Innovation – remaining open to possibilities; demonstrating critical thinking; taking appropriate risks; and encouraging innovation to improve outcomes.
- 3.2.4 Accountability – to the public, government, registrants, and interested parties.
- 3.2.5 Fairness – impartiality and fairness in how we do our work and treat those with whom we represent and interact.
- 3.2.6 Excellence in applying a regulatory framework based on best practice.

3.3 BOARD JOB DESCRIPTION

Specific job outputs of the board, as an informed agent of the ownership, are those that ensure appropriate organizational performance.

Accordingly, the board has direct responsibility to create:

3.3.1 The link between the external environment and the operational organization.

3.3.1.1 On an annual basis, engage in an ownership linkage strategy to understand the ownership's values about a topic selected for exploration by the board.

3.3.2 Written governing policies which address the broadest levels of all organizational decisions and situations.

- A. Ends: Organizational products, impacts, benefits, outcomes, recipients, and their relative worth (what good for which recipients at what cost).
- B. Executive Limitations: Constraints on executive unilateral authority which establish the prudence and ethics boundaries within which all executive activity and decisions must take place.
- C. Governance Process: Specification of how the board conceives, carries out and monitors its own task.
- D. Board-Management Delegation: How power is delegated and its proper use monitored; the Registrar role, authority and accountability.

3.3.3 Assurance of effective performance.

3.3.4 Assurance of the integrity of Board's documents.

3.3.5 Provides oversight and approval as per the Regulated Health Professions Act, as per Appendix F.

3.4 BOARD MEMBERS' CODE OF CONDUCT

The board commits itself and its board members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as board members.

Accordingly:

- 3.4.1 Board members must have loyalty to the ownership, unconflicted by loyalties to staff, other organizations, and any personal interest.
- 3.4.2 Board members must avoid conflict of interest with respect to their fiduciary responsibility.
 - 3.4.2.1 Board members will annually disclose their involvements with other organizations, with vendors, or any associations which might be or might reasonably be seen as being a conflict.
 - 3.4.2.2 When the board is to decide upon an issue about which a member has an unavoidable conflict of interest, that member shall absent themselves without comment from not only the vote, but also from the deliberation.
 - 3.4.2.3 Board members will not use their board position to obtain employment in the organization for themselves, family members, or close associates. Should a board member apply for employment, Registrar must first resign from the board.
- 3.4.3 Board members may not attempt to exercise individual authority over the organization.
 - 3.4.3.1 Board members' interaction with the Registrar or with staff must recognize the lack of authority vested in individuals except when explicitly board authorized.
 - 3.4.3.2 Board members' interaction with public, press or other entities must recognize the same limitation and the inability of any board member to speak for the board except to repeat explicitly stated board decisions.
 - 3.4.3.3 Except for participation in board deliberation about whether reasonable interpretation of board policy has been achieved by the Registrar, members will not express individual judgments about performance of employees of the Registrar.
- 3.4.4 Members will respect the confidentiality appropriate to issues of a sensitive nature.
- 3.4.5 Members will be properly prepared for board deliberation.

3.5 AGENDA PLANNING

To accomplish its job products with a governance style consistent with board policies, the board will follow an annual agenda cycle which (a) drives exploration of Ends concerns, (b) continually improves board performance through board education and enriched input and deliberation, and (c) re-examines the relevance of the underlying values that support existing policy.

- 3.5.1 The cycle will conclude each fiscal year on the last day of the June meeting so that administrative planning and budgeting can be based on accomplishing a one year segment of the board's most recent statement of long term Ends.
- 3.5.2 The cycle will start with the board's development of its agenda for the next year.
 - 3.5.2.1. Governance education, and education related to Ends determination, (e.g. presentations by futurists, demographers, advocacy groups, staff, etc.) will be engaged by June 30, to be held during the balance of the next fiscal year.
- 3.5.3 Throughout the year, the board will attend to consent agenda items as expeditiously as possible.
- 3.5.4 Registrar monitoring will be included on the agenda if monitoring reports show policy violations, or if policy criteria are to be debated.
- 3.5.5 Registrar total compensation will be decided after a review of monitoring reports received in the last year by the end of the November Meeting.
- 3.5.6 Individual meeting agendas will generally follow the format as per Appendix A

3.6 OFFICER ROLES

The elected officers each serve a distinctive and delineated role in the organization.

3.6.1 The Board chair assures the integrity of the board's process and, secondarily, occasionally represents the board to outside parties. Accordingly:

3.6.1.1 The assigned result of the Board Chair's job is that the board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.

3.6.1.1.1 Meeting discussion content will be on those issues which, according to board policy, clearly belong to the board to decide or to monitor. Information which is for neither monitoring performance nor board decisions will be avoided or minimized and always noted as such.

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

3.6.1.2 The authority of the Board Chair consists in making decisions that fall within topics covered by board policies on Governance Process and Board-Management Linkage, with the exception of (a) employment or termination of an Registrar and (b) where the board specifically delegates portions of this authority to others. The Board Chair is authorized to use any reasonable interpretation of the provisions in these policies.

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

3.6.1.2.2. The Board Chair has no authority to make decisions about policies created by the board within Ends and Executive Limitations policy areas. Therefore, the chairperson has no authority to supervise or direct the Registrar.

3.6.1.2.3. The Board 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 her or him.

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

3.6.2 The Vice Chair is an officer of the Board whose purpose is to assist the Chair in ensuring the integrity of the Board's governance. Accordingly:

3.6.2.1 The Vice Chair will act in the absence of the Chair as defined in 3.6.1 Board Chair's Role.

3.6.2.2 The Vice Chair will be familiar with all responsibilities normally exercised by the Chair and with current and pending Board issues and processes.

3.6.2.3 The Vice Chair will ensure the governance plan is current and act as the Governance Plan Monitor at Board meetings.

- 3.6.3 The board treasurer role is to support the board in its responsibility to create and maintain board policies financial matters of the organization.
- 3.6.3.1 This support will pertain to the following Executive Limitations policies; Financial Planning and Budgeting, Financial Condition and Activities, and Investments.
- 3.6.3.2 The result of the treasurer's job is:
- A. To lead the board regularly in a review of these policies to determine their continued adequacy and relevance. This review will provide a variety of perspectives from internal and external resources.
 - B. To support board deliberations on financial policy changes by gathering options for consideration.
- 3.6.3.3 The treasurer will carry out these duties in a manner which supports group accountability of the board concerning control over organizational finances.
- 3.6.3.4 The treasurer will avoid actions which conflict with the board's delegation to the Registrar concerning finances.

3.7 BOARD COMMITTEE PRINCIPLES

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

Accordingly:

- 3.7.1 Board committees are to help the board do its job, not to help or advise the staff. Committees ordinarily will assist the board by preparing policy alternatives and implications for board deliberation. In keeping with the board's broader focus, board committees will normally not have direct dealings with current staff operations.
- 3.7.2 Board committees may not speak or act for the board. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the Registrar.
- 3.7.3 Board committees cannot exercise authority over staff.
- 3.7.4 Registrar works for the full board and the Registrar will not be required to obtain approval of a board committee before an executive action.
- 3.7.5 Board committees are to avoid over-identification with organizational parts rather than the whole. Therefore, a board committee which has helped the board create policy on some topic will not be used to monitor organizational performance on that same subject.
- 3.7.6 Committees will be used sparingly and ordinarily in an ad hoc capacity.
- 3.7.7 This policy applies to any group which is formed by board action, whether or not it is called a committee and regardless whether the group includes board members. It does not apply to committees formed under the authority of the Registrar.

3.9 BOARD COMMITTEE STRUCTURE

A committee is a board committee only if its existence and charge come from the board, regardless whether board members sit on the committee. The only board committees are those which are set forth in this policy. Unless otherwise stated, a committee ceases to exist as soon as its task is complete.

3.9 COST OF GOVERNANCE

Because poor governance costs more than learning to govern well, the board will invest in its governance capacity.

Accordingly:

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

3.9.1.1 Training and retraining will be used to orient new members and candidates for membership, as well as to maintain and increase existing member skills and understandings.

3.9.1.2 Outside monitoring assistance will be arranged so that the board can exercise confident control over organizational performance. This includes, but is not limited to, annual financial audit.

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

3.9.2 Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior capability. The Board will develop its budget by November each year to assure its inclusion in the overall budget and will include allowances for:

A training, including attendance at conferences and workshops.

B audit and other third-party monitoring of organizational performance.

C. surveys, focus groups, opinion analyses, and meeting costs.

3.9.3. Board members will receive an honorarium payment for each board meeting they have participated in, to a maximum of \$500 per fiscal year.

3.9.3.1 Honorarium payments are distributed at \$125 per quarterly multi-day meeting.

3.9.3.2 An honorarium payment is not paid for attendance at the Annual General Meeting.

3.9.3.3 Volunteers should understand that honorarium is considered taxable income by Canada Revenue Agency (CRA). These payments are subject to the issuance of a T4A by NSCDN at the end of a calendar year if the payment amount qualifies for a T4A.

SECTION 4: BOARD-MANAGEMENT DELEGATION

4.0 GLOBAL GOVERNANCE-MANAGEMENT CONNECTION

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

- 4.1 Only officially passed motions of the board are binding on the Registrar.
- 4.2 The 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 Registrar.
- 4.3 The board will instruct the Registrar through written policies which prescribe the organizational Ends to be achieved, and describe organizational situations and actions to be avoided, allowing the Registrar to use any reasonable interpretation of these policies.
- 4.4 Systematic and rigorous monitoring of Registrar job performance will be solely against the only expected Registrar job outputs: organizational accomplishment of board policies on Ends and organizational operation within the boundaries established in board policies on Executive Limitations.
- 4.5 The Board shall negotiate a contract with the Registrar that will stipulate compensation and benefits for the Registrar.

4.1 UNITY OF CONTROL

Only officially passed motions of the board are binding on the Registrar.

Accordingly:

- 4.1.1 Decisions or instructions of individual board members, officers, or committees are not binding on the Registrar except in rare instances when the board has specifically authorized such exercise of authority.
- 4.1.2 In the case of board members or committees requesting information or assistance without board authorization, the Registrar can refuse such requests that require, in the Registrar's opinion, a material amount of staff time or funds or is disruptive.

4.2 ACCOUNTABILITY OF THE REGISTRAR

The board's only link to operational achievement and conduct is through the Registrar, so that all authority and accountability of staff, as far as the board is concerned, is

considered the authority and accountability of the Registrar.

Accordingly:

- 4.2.1 The board will never give instructions to persons who report directly or indirectly to the Registrar.
- 4.2.2 The board will not evaluate, either formally or informally, any staff other than the Registrar.
- 4.2.3 The board will view Registrar performance as identical to organizational performance, so that organizational accomplishment of board stated Ends and avoidance of board proscribed means will be viewed as successful Registrar performance.

4.3 DELEGATION TO THE REGISTRAR

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

Accordingly:

- 4.3.1 The board will develop policies instructing the Registrar to achieve certain results, for certain recipients at a specified cost. These policies will be developed systematically from the broadest, most general level to more defined levels, and will be called Ends policies.
- 4.3.2 The board will develop policies which limit the latitude the Registrar may exercise in choosing the organizational means. These policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called Executive Limitations policies.
- 4.3.3 As long as the Registrar uses any reasonable interpretation of the board's Ends and Executive Limitations policies, the Registrar is authorized to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities.
- 4.3.4 The board may change its Ends and Executive Limitations policies, thereby shifting the boundary between board and Registrar domains. By doing so, the board changes the latitude of choice given to the Registrar. But as long as any particular delegation is in place, the board will respect and support the Registrar's choices.

4.4 MONITORING REGISTRAR PERFORMANCE

Systematic and rigorous monitoring of Registrar job performance will be solely against the only expected Registrar job outputs: organizational accomplishment of board policies on Ends and organizational operation within the boundaries established in board policies on Executive Limitations.

Accordingly:

- 4.4.1 Monitoring is simply to determine the degree to which board policies are being met. Data which do not do this will not be considered to be monitoring data.
- 4.4.2 The board will acquire monitoring data by one or more of three methods: (a) by internal report, in which the Registrar discloses compliance information to the board. (b) by external report, in which an external, disinterested third party selected by the board assesses compliance with board policies, and (c) by direct board inspection, in which a designated member or members of the board assess compliance with the appropriate policy criteria.
- 4.4.3 In every case, the standard for compliance shall be any reasonable Registrar interpretation of the board policy being monitored. The board is final arbiter of reasonableness, but will always judge with a "reasonable person" test rather than with interpretations favored by board members or by the board as a whole.
- 4.4.4 All policies which instruct the Registrar will be monitored at a frequency and by a method chosen by the board. The board can monitor any policy at any time by any method, but will ordinarily depend on a routine schedule as listed in Appendix A.

4.5 REGISTRAR COMPENSATION & BENEFITS

The Board shall negotiate a contract with the Registrar that will stipulate compensation and benefits for the Registrar.

Registrar remuneration will be decided by November 30, after a review of monitoring reports received in the last year.

Appendices & Schedules

APPENDIX A – BOARD MEETING AGENDA

Nova Scotia Regulator of Dietetics

Board Meeting Agenda

DATE

TIME

Microsoft Teams

Initial Board			
Name	Position	Terms	Attendance
	OIC, Public Rep		
	OIC, Public Rep		
	OIC, Public Rep		
	Registrant		
	Registrant		
	Registrant		
	Registrant		
	Registrant		
Karl Kowalczyk	ED/Registrar Exofficio		

Guests	
Name	Position

Notes about this meeting:

1. Call to Order

1.1. The Chair called the meeting to order at TIME.

- The Chair offered a land acknowledgement. It is important to acknowledge that we are in Mi'kma'ki, the ancestral and unceded territory of the Mi'kmaq People. This territory is covered by the "Treaties of Peace and Friendship." We are all treaty people.
- Attendance recorded above. All members attending did so via the College's Microsoft Teams Platform.
- For quorum, when public representative positions are vacant, the positions do not count toward quorum. According to the legislation, the Board is comprised of **7** representatives (4 registrants and 3 public representatives. Therefore, with 7 board members the quorum requirement is 4 (50% +1).

2. 11:03 am – 11:05 am (Chair)

Adoption of Agenda

Resources /documents include:

- 2.1. Agenda – DATE
-

3. 11:06 am – 11:08 am (Chair)

Adoption of Minutes

Resources /documents include:

- 3.1. Minutes DATE
-

4. 11:09 am – 11:10 am (Chair)

Conflict of Interest

Resources /documents include:

- 4.1. Conflict of Interest – refer to GP Policy 3.4 and the Regulators Conflict of Interest Policy
-

5. 11:11 am – 11:11 am – (Chair)

Council Education (Standing Item)

Resources /documents include:

- 5.1. May not be applicable to all meetings
-

6. 11:11 am – 11:25 am – (Chair)

Communications and Support (Standing Item)

Informational

Resources /documents include:

- 6.1. Other (**For Information**)
-

7. 11:26 am – 11:27 am – (Chair)

Ownership Linkage (Standing Item)

Resources /documents include:

- 7.1. May not be applicable at all meetings
-

8. 11:27 am –12:29 pm – (Chair)

Items for Decision (Standing Item)

Resources /documents include:

Business arising from previous meetings requiring decision.

- 8.1. Not applicable to this meeting.

Ends

8.2. Not applicable to this meeting.

Governance Process

8.3. Not applicable to this meeting.

Executive Limitations

8.4. Not applicable to this meeting.

Council Management Delegation

8.5. Not applicable to this meeting.

9. 12:30 pm – 12:30 pm – (Chair)**Required Approvals Agenda** (Standing Item)

Resources /documents include:

9.1. Not applicable to this meeting.

10. 12:30 pm – 12:30 pm – (Chair)**Monitoring ED/Registrar Performance (Ends and Executive Limitations)** (Standing Item)

Resources /documents include:

10.1. Not applicable to this meeting.

11. 12:30pm – 12:50 pm – (Chair)**Monitoring Council Performance –** (Standing Item)

Resources /documents include:

11.1. Not applicable to this meeting.

12. 12:50 pm – 12:50 pm – (Chair)**Information Requested by the Council** (Standing Item)**Informational**

Resources /documents include:

12.1. Not applicable to this meeting.

13. 12:50 pm – 12:59 pm – (Chair)**Self-evaluation of Governance Process at this meeting** (Standing Item)**Informational**

Resources /documents include:

13.1. Board Meeting Self-Monitoring Form hyperlink is _____ .

14. 1:00 pm – (Chair)

Adjournment

APPENDIX B – BOARD MEETING SELF-MONITORING

The Board is expected to monitor its now performance at each meeting to identify areas for improvement and to assist in better understanding its role in the Governance of the Regulator.

Please review the following behaviours you may or may not have observed at today's meeting and response with a yes or no answer.

1. We focused our time on the future, not the past.
Yes ☐ No ☐
2. We made decisions which were previously delegated to the Executive Director/Registrar.
Yes ☐ No ☐
3. We allowed a few vocal members to dominate.
Yes ☐ No ☐
4. We made decisions that aligned with our legislative mandate.
Yes ☐ No ☐
5. We used the Board policies to inform our discussion and decision making.
Yes ☐ No ☐
6. Please identify how the Board might improve its performance.
7. Please identify any educational needs in relation to Policy Governance that you might have.

Survey will be submitted through Microsoft forms

APPENDIX C – ANNUAL BOARD ACTIVITIES

Annual Calendar – Board Activities by Month

Month	Policy	Policy Title	Method	Frequency	Meeting
September	2.1	Treatment of Recipients	Internal	Annually	September
	2.4.1	Financial Condition and Activities	Internal	Quarterly	
	3.5	Agenda Planning	Direct Inspection	Annually	
	3.5.2	Consultations with selected groups in the ownership, or other methods of gaining ownership input will be determined and arranged by September 30, to be held during the balance of the fiscal year.			
October	2.5	Asset Protection	Internal	Annually	November
November	1.0	Global Ends Policy	Internal	Annually	
	3.0	Global Governance Commitment	Direct Inspection	Annually	
	3.1	Governing Style	Direct Inspection	Annually	
	3.2	Shared Values	Direct Inspection	Annually	
	3.3	Board Job Description	Direct Inspection	Annually	
	3.4	Board Member’s Code of Conduct	Direct Inspection	Annually	
	3.6	Officer Roles	Direct Inspection	Annually	
	3.9.2	Board budget due			
	4.0	Global Board-Mgmt Delegation	Direct Inspection	Annually	
	3.9.2	Board budget due			
	3.5.5	Registrar total compensation will be decided after a review of monitoring reports received in the last year by the end of November.			
December	2.10	Comm. and Support to the Board	Internal	Annually	March
	2.4.1	Financial Condition and Activities	Internal	Quarterly	
January	2.6	Investments	Internal	Annually	
	Bylaws	Board Nominations Process Begins			Annually

February	2.4	Financial Condition and Activities	Internal	Annually	
March	2.3	Financial Planning/Budgeting	Internal	Annually	
	2.4.1	Financial Condition and Activities	Internal	Quarterly	
	3.7	Board Committee Principles	Direct Inspection	Annually	
	3.8	Board Committee Structure	Direct Inspection	Annually	
	3.9	Cost of Governance	Direct Inspection	Annually	
	Bylaws	Board Nomination Close			
April	2.0	Global Executive Constraint	Internal	Annually	June
May	2.2	Treatment of Staff	Internal	Annually	
June	2.4.1	Financial Condition and Activities	Internal	Quarterly	
	2.8	Ends Focus of Grants or Contr.	Internal	Annually	
	4.1	Unity of Control	Direct Inspection	Annually	
	4.2	Accountability of the Registrar	Direct Inspection	Annually	
	4.3	Delegation to the Registrar	Direct Inspection	Annually	
	4.4	Monitoring Registrar Performance	Direct Inspection	Annually	
	4.5	Registrar Comp & Benefits	Direct Inspection	Annually	
	3.5.1	The agenda planning cycle will conclude each fiscal year on the last day of June so that administrative planning and budgeting can be based on accomplishing a one-year segment of the board's most recent statement of long-term Ends.			
	3.5.2	Governance education, and education related to Ends determination (e.g. presentations by futurists, demographers, advocacy groups, staff, etc.) will be engaged by June 30, to be held during the balance of the next fiscal year.			
July	2.9	Emergency Registrar Succession	Internal	Annually	September
August	2.7	Compensation and Benefits	Internal	Annually	

APPENDIX D – RECORD OF POLICY REVIEW

Policy # and Name	Date First Approved	Effective Date	Review date (DD/MM/YY)	Revision Date (if applicable)
E- 1.0 Mega Ends	25/03/25	25/03/25		
EL-2.0 Global Executive Constraint				
EL-2.1 Treatment of Public, Registrants & Interested Parties	25/03/25	25/03/25		
EL-2.2 Treatment of Staff	25/03/25	25/03/25		
EL-2.3 Financial Planning & Budgeting	25/03/25	25/03/25		
EL-2.4 Financial Conditions & Activities	25/03/25	25/03/25		
EL-2.5 Asset Protection	25/03/25	25/03/25		
EL-2.6 Investments	25/03/25	25/03/25		
EL-2.7 Compensation & Benefits	25/03/25	25/03/25		
EL-2.8 Ends Focus of Grants & Contracts	25/03/25	25/03/25		
EL-2.9 Emergency Registrar Succession	25/03/25	25/03/25		
EL-2.10 Communication & Support to the Board	25/03/25	25/03/25		
GP-3.0 Global Governance Process				
GP-3.1 Governance Style	25/03/25	25/03/25		
GP-3.2 Shared Values	25/03/25	25/03/25		
GP-3.3 Board Job Description	25/03/25	25/03/25		
GP-3.4 Board Members Code of Conduct	25/03/25	25/03/25		
GP-3.5 Agenda Planning	25/03/25	25/03/25		
GP-3.6 Officer Roles	25/03/25	25/03/25		
GP-3.7 Board Committee Principles	25/03/25	25/03/25		
GP-3.8 Board Committee Structure	25/03/25	25/03/25		
GP-3.9 Cost of Governance	25/03/25	25/03/25		
CMD-4.0 Global Governance-Management Connection				
CMD-4.1 Unity of Control	25/03/25	25/03/25		
CMD-4.2 Accountability of the Executive Director/Registrar	25/03/25	25/03/25		
CMD-4.3 Delegation to the	25/03/25	25/03/25		

Executive Director/Registrar				
CMD-4.4 Monitoring Registrar Performance	25/03/25	25/03/25		
CMD-4.5 Registrar Compensation & Benefits	25/03/25	25/03/25		

APPENDIX E – HISTORY OF POLICY CHANGES

History of Policy Changes

[illegible]

APPENDIX F - REQUIRED BOARD APPROVAL CHECKLIST

- Approve bylaws consistent with the *Regulated Health Professions Act (RHPA)*.
- Approve Terms of Reference for all Statutory Committees and Board-Approved Committees.
- Appoint registrants to the Board, Statutory Committees, and Board-Approved Committees.
- Appoint public representatives to Statutory and Board-Approved Committees and appoint a Chair and Vice-Chair for each Committee.
- Approve eligibility criteria for referral to the Regulator's fitness-to-practise process.
- Approve the practice review process and establish a Practice Review Committee within 18 months of the passage of the Regulations.
- Appoint the financial auditor.
- Set the amount and form of professional liability insurance or other liability protection required for registrants.
- Approve the code of ethics, standards of practice, mandatory standards as required by the Minister, competency frameworks, continuing-competence programs, practice guidelines, and licensing examinations.
- Establish the length for a term licence.
- Approve the title, permit, or other official designation for registrants authorized to engage in reserved practice.
- Approve the conditions under which paramedicine services may be provided by a non-registrant through delegation or task assignment by a registrant.
- Set all fees payable by applicants and registrants, including initial and annual registration and licensing fees, late renewal fees, and any other fees permitted under the RHPA, General Regulations, Dietetic Regulations, and Regulator Bylaws, including payment schedules.
- Approve the process for setting, reviewing, and monitoring the annual budget, in accordance with Executive Limitations Policies.
- Publish, within 30 days of approving meeting minutes (excluding in-camera matters), a summary of the agenda items discussed, and decisions made on the Regulator's website.
- Approve a competency matrix for selecting Board and Committee members and establish a process to identify registrants for Board appointment.
- Appoint registrants to vacant Board positions, and Board members to vacant Chair or Vice-Chair roles.

BOARD OVERSIGHT RESPONSIBILITIES

- Conduct Board meetings in accordance with Regulator Bylaws and any Board-approved meeting rules.
- Ensure preparation and public posting of the Annual Report and Quality Assurance Program Report as required by the RHPA General Regulations and distribute them to the Minister.
- Determine remuneration and expense reimbursement for Board and Committee members as per RHPA Section 10(1)(b).
- Make decisions regarding client records held by a custodian, and issue orders to manage such records while ensuring custodians are discharged of responsibility once orders are fulfilled.