



**APGNS Policy for Attendance and Procedures  
at meetings of the Council, Boards and Committees  
updated October 2018 and July 2019**

The Association of Professional Geoscientists of Nova Scotia (APGNS), in order to establish uniform practice for attendance and procedures at meetings of Council, Boards and Committees of the Association, has prepared the following guidelines. These guidelines were developed primarily in consideration of the functions of the Council and the Admissions Board, however, they are adaptable to all groups of the Association.

**1.0 Overview**

As provided in the by-laws of the Association, the following policy provides direction to the conduct of Association business. This guideline was originally approved by Council in July 2006, revised and approved in April 2008, updated in September 2010, February 2015, May and October 2018, and July 2019.

The contributions of the volunteer members of Executive, Council, Boards and Committees is acknowledged and appreciated by the Association. For example, the procedure for admission to professional geoscience registration and practice relies heavily on the Admissions Board. The volunteer Board is comprised of highly skilled, dedicated and experienced professionals. The commitment that the Board members bring to the challenging responsibility of evaluating applicants has been recognized and appreciated by APGNS Council.

**1.1 With respect to the Association “Culture” and Role and Responsibilities of the Executive, Board and Committee.**

The Council of the Association expects ethical and businesslike conduct of its Boards and Committees and of itself as a whole. Members are accountable for exercising the powers and discharging their duties honestly, in good faith, in the best interests of the Association. This accountability supersedes the personal interest of any member.

In order for the Executive, Council, Boards and Committees to be an effective decision-making “unit” and to add value to the Association through its collective action, the members need to develop a “high performance” culture that supports this.

The desired Executive, Council, Board and Committee Culture as one in which:

- the Executive, Council, Board and/or Committee functions as a team and speaks with one voice;
- they are open, transparent and accountable with respect to its decisions;
- members are encouraged to engage in healthy debate with a view to constructively exploring solutions that are in the best interests of the Association;

- members are very aware of conflicts of interest (be they real, potential or perceived) and are vigilant about raising them, discussing them and resolving them;
- members are mindful and/or aware of all stakeholder interests; in other words, during the “information in” discussion phase of a particular matter, a broad range of stakeholder interests may be identified and discussed; however, once they move to the decision-making phase, they must weigh any competing interests and make a decision that is in the long-term best interests of the Association and the system;
- the members will collectively seek solutions that are in the best interests of the Association;
- they must demonstrate a shared understanding of the best interests of the Association;
- they may make difficult decisions and recommendations to allow the Association to continue to move forward;
- they strive for consensus;
- they strive for excellence, not perfection; it supports the concept of continuous improvement and learns from both its successes and challenges;
- there is a mutually supportive and sense of “oneness” with officers and staff of the Association, and within the context of a larger system;
- the relationship between the Executive, Council, Board, Committees and the Chairs and the Executive Director and Registrar and the Secretary is based on trust, collaboration and clear understanding of responsibilities;
- they are flexible enough to recognize that a changing environment may require “mid-course” corrections to previously approved plans;
- they make decisions and recommendations based upon research and evidence versus anecdotal references; and
- members act as valuable “early warning signals” by identifying potential issues or risks to the Chairs or the Executive Director and Registrar, based upon their knowledge of stakeholder groups.

Each newly appointed member of the Executive, Council, Board and/or Committee shall receive an orientation, which will include a review of the Association’s governance Culture.

## **2.0 Council**

### **2.1 Meetings of Council**

#### **From the by-laws of the Association ...**

“At least four regular meetings of the Council shall be held in each fiscal year at such time and place in Nova Scotia as the President shall determine.”

“Special meetings of the Council shall be called by the Secretary on the written requisition of any five members of the Council at such time and place within Nova Scotia as is designated in the requisition.”

“Notice of both regular and special meetings of the Council shall be transmitted by the Secretary to all members of the Council at least 4 working days in advance of the holding of such meeting. Such notice may be waived by the written consent of five members of the Council.”

(It is noted that recent Council meetings have been monthly and have been scheduled for the third Wednesday or Thursday of the month, from 1:00 to 3:00 pm or 2:00 to 4:00 pm.)

## **2.2 Procedure of Council meetings**

As prescribed in the by-laws, the President of the Council shall preside as Chair at every meeting of the Council. If the President is absent or refuses to act as Chair, the Vice-President shall preside. If both the President and Vice-President are absent or refuse to act as Chair, the members present shall choose one of their number to be Chair.

Six (6) voting members of the Council shall constitute a quorum for the transaction of business at a meeting of the Council.

The order of business at meetings of the Council shall include but not be limited to:

- (a) read, correct and confirm the minutes of the last Council meeting;
- (b) business arising out of the minutes;
- (c) read and consider correspondence and reports of boards, committees, task groups, financial reviewers, etc.;
- (d) deal with Admissions Board recommendations regarding applications for registration as Professional Geoscientists (P.Ge.) and/or Member-in-Training (MIT). Processing applications and granting of registration with a Licence to Practise (LTP) or a Certificate of Authorization (CofA) has been delegated to the Registrar who shall report to Council;
- (e) consider financial reports, accounts and statements, etc.;
- (f) other business.

A resolution assented to and adopted in writing by at least three-quarters of the members of the Council, although not passed at a Council meeting, shall be of the same force and effect as if it had been duly passed at a Council meeting.

Meetings of the Council shall be conducted in general accordance with Roberts Rules of Order.

- 2.3 APGNS Council meeting attendees include**
- the President;
  - the Vice-President;
  - the Past-President;
  - the six (6) Councilors;
  - the two (2) public representative Councilors;
  - Staff of the Association including:
    - the Executive Director and Registrar,
    - the Secretary,
    - the Treasurer, and
    - clerical support as determined or requested by the Chair;
  - the Geoscientists Canada Director for APGNS;
  - the Canadian Geoscience Standards Council Representative for APGNS;
  - the Admissions Board Chair;
  - the Chair(s) of Boards and Committees as determined or requested by the Chair;
- and
- guests, as invited observers or as invited presenters approved by the Chair.

It must be noted that **only** the President, Vice-President, Past-President and Councilors are entitled to vote on matters and issues before Council.

However, the Chair shall abstain from voting, only representing and casting the deciding vote when Council votes are evenly divided. Questions or motions raised in any Council meeting are considered determined by the majority vote of those present. At the discretion of the Chair, matters before the Council may be deferred for additional information and may be re-submitted at a later date.

Non-voting participants, observers and/or guests may attend and participate in the Council discussions and matters of the meeting only on approval of the Chair or their designate.

All discussion, comments, questions, etc. presented by members of Council as well as attendees regarding matters and issues before Council shall be directed to the Chair. The time allotted to respond to discussion, comments, questions, etc. shall be determined by the Chair. Any follow-up, responses, etc. to discussion, comments, questions, etc., will be as directed by the Chair.

The time allotted (normally 20–30 minutes including the presentation and follow-up discussion) and schedule of any presentations to APGNS Council, Board and/or Committee will be determined and set by the President, Chair or their designate. The agenda for a meeting of Council will be prepared by the Chair in consultation with the Executive Director and the Executive Committee of the Association.

**2.4 Attendance procedures for APGNS meetings of Council, Boards, Committees and other groups shall include**

The Association Council and/or Board and/or Committee meetings shall be open to members and/or others to attend by invitation of the Chair as observers or presenters.

Requests to attend and/or present information to a meeting of APGNS Council and/or Board and/or Committee shall be submitted to the President, Chair, or Executive Director and Registrar.

### **2.5 With respect to the Meeting Agenda**

The Chair, in consultation with the Executive Director and Registrar, is responsible for the agenda.

The meeting agenda shall be approved at the commencement of each meeting. Revisions and/or inclusion of additional items will be at the discretion of the Chair. Additional items may be discussed at the meeting as introduced or referred to staff for research and/or recommendation. The minutes of the previous meeting should be reviewed and approved.

All supporting materials provided by staff shall, where appropriate, be accompanied by a brief executive summary, which generally should not exceed two typewritten pages.

### **2.6 With respect to the Meeting Minutes**

The minutes of meetings must be prepared in a professional manner. The Secretary or a designated member or the Executive Director shall record minutes of all duly constituted meetings.

The minutes are not intended to be a verbatim transcript of all proceedings but a high level summary to provide the context for decisions and recommendations to Council.

The minutes shall record:

- date and location of meeting;
- members, Officers of the Association, staff and observers in attendance;
- presenters during the meeting and the topic(s);
- all items of decision including approval of agenda, previous minutes and motions;
- in the case of the Admissions Board, a summary of the relevant background information concerning applications, including, degrees acquired, work experience, professional references and Board recommendation(s) to Council;
- any specific reference, comment or discussion point requested for inclusion by the Chair or a Member; and
- action items for follow up.

The Chair will request that the Secretary record any decisions made or follow up items requested during an *in-camera* session(s). The Chair shall advise the Secretary of any decisions made during an *in-camera* meeting(s) and shall determine how these items will be reflected in the minutes of the meeting.

The draft minutes of the meeting(s) will be prepared by the Secretary and circulated to the Chair and the Executive Director and Registrar for approval. In specific cases, where immediate action may be required, at the instruction of the Chair, the final minutes may be circulated electronically to the members for approval. In any case the minutes will be presented to the next meeting for approval. The final minutes will be submitted to the Executive Director and Registrar for presentation to Council and inclusion in the Associations files.

## **2.7 With respect to Motions and Voting**

All motions presented to Council, Boards, and/or Committees require a ‘mover’ and a ‘seconded’ from among the voting members.

Significant emphasis is placed on reaching decisions by consensus. The Chair may only vote in instances of a tie vote. Members present may only abstain from a vote in a case of a conflict of interest recognized by the Chair regarding the matter before the Board.

The Council has adopted the following decision-making process:

The goal is everyone in agreement (unanimity) and the steps to achieve that goal are defined as:

- the matter under consideration and the recommendation (as framed by the presenting Member, the Executive Director and Registrar and/or the Chair);
- the proposal (recommendation) is framed by the Council, Board or Committee (the motion is moved and seconded);
- the Chair calls for further discussion;
- the Chair determines the acceptability of any amendments, if any required;
- if required, the motion is amended;
- “testing of the waters” - the Chair may use consensus “tools” (a straw poll, etc., or call for a formal vote);
- the Chair declares consensus – the minutes reflect that the motion has been carried;
- if there is less than consensus, i.e. at the discretion of the Chair – the Council, Board, or Committee may keep discussing the matter; the Chair may table (postpone temporarily) the motion, pending additional information; or the Chair may call for formal vote. (note that the motion / recommendation cannot be tabled continuously – the Chair has a responsibility to see that it “lands”);
- in case of formal vote – the majority determines the acceptance or rejection of the motion / recommendation and the Chair only votes to break a tie; and
- the minutes reflect that the motion / recommendation is carried or defeated

## **2.8 With respect to Confidentiality of Information**

These guidelines have been developed with the intention of:

- preserving the privacy to which workers and employers are entitled,
- protecting information, the confidentiality of which is essential to effective decision-making by the Council, Board and/or Committee, and
- permitting the development of public education and awareness.

Council, Board and Committee members are encouraged to participate in communications that assist in educating the members of the Association and the public. This should only be done with approval of the President and the Executive Director and Registrar and the Chair, and if applicable, the Council.

All official communications regarding matters under consideration or issues concerning the profession or the Association should be directed to the President or the Executive Director and Registrar. Where additional information is required or any other matter, the Executive or Chair will request the Executive Director and Registrar to investigate or acquire that information.

Council, Board or Committee members may find the following guiding principles to be of assistance:

- The content of a specific member or applicant file should never be disclosed.
- The substance of the oral deliberations by the Executive, Council and/or Committees should not be disclosed.
- Agenda items for future Executive, Council and/or Committees meetings may be disclosed to facilitate general consultations with constituents regarding such agenda items.
- Specific options or recommendations advanced by Executive, Council and/or Committees and/or staff for discussion at future Executive, Council and/or Committees meetings should not be disclosed.

Written materials received by Executive, Council and/or Committees members that analyze and review general issues may be disclosed. Such disclosure should be limited to such individuals as are necessary to assist Executive, Council and/or Committee members in effectively carrying out their functions as Executive, Council and/or Committee members. Written materials identifying a specific member or applicant should not be disclosed

Confidentiality is legally governed by the *Geoscience Profession Act, Fair Registration Practices Act*, the *Freedom of Information and Protection of Privacy Act* and the *APGNS Privacy Policy*. However, the Association's broader goal of fair, efficient and effective decision-making may, in some circumstances, place further restrictions on the release of information. Although the Members of the Executive, Council and/or Committees are volunteer and part-time with other professional responsibilities, their primary role is to act as a cohesive, deliberate body for the regulation of professional geoscience in Nova Scotia.

The Association's files may contain sensitive medical and/or personal information. It is particularly important in maintaining the confidence of applicants and registrants that such information is not disclosed to anyone without the express authority of the Council as a whole and in compliance with the *Freedom of Information and Protection of Privacy Act* and Association Policy.

Therefore, the following stipulation applies:

No person who is ...

- a) a member of the Council, Board and/or Committee of the Association; or
- b) an officer or employee of the Association, the Council or the Board;

shall not release any information obtained by virtue of the person's office except in accordance with the *Fair Registration Practices Act*, the *Geoscience Profession Act*, the *Geoscience Practice Regulations*, the *Fair Registration Practices Act* or the *Freedom of Information and Protection of Privacy Act*.

Unless the information is released ...

- a) in the performance of the person's office or employment;
- b) with the approval of the Council of the Association under the terms of the *Freedom of Information and Protection of Privacy Act*, unless the information is released; or
- c) as required by law.