

# Canadian Organization of Paramedic Regulators: Governance Handbook

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*Approved by COPR Council May 29, 2019*

## **COPR's Mandate**

The Canadian Organization of Paramedic Regulators (COPR) is a federally incorporated not-for-profit corporation with a mandate to:

- Facilitate collective and collaborative action in interests of pan-Canadian paramedic regulation
- Develop a common approach to provincial and federal obligations that may impact regulator functions and advise, educate, develop, communicate, and co-ordinate in regulation of paramedics in Canada<sup>1</sup>

As set out in the By-laws:

COPR is committed to:

- 1) Bringing together Canada's paramedic regulators to enhance open and transparent governance of the paramedic profession in Canada and to set guidelines and benchmark provincial rules and procedures;
- 2) Promoting the cause of paramedic regulation;
- 3) Providing a forum for the exchange of information of mutual interest to Canada's paramedic regulators;
- 4) Undertaking national initiatives on behalf of Canada's paramedic regulators;
- 5) Speaking nationally and internationally on behalf of Canada's paramedic regulators;
- 6) Informing the public, governments, and members of the paramedicine profession about the role, responsibilities, and activities of the Canadian Organization of Paramedic Regulators; and
- 7) Sharing the expertise of Canada's paramedic regulators to contribute to the development of effective regulation of the profession in Canada and around the world.

COPR, through meaningful and cooperative partnerships, will continue to provide leadership around pan-Canadian regulatory issues and support to Canada's paramedic regulators in their mandate of protecting the public.<sup>2</sup>

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<sup>1</sup> COPR Articles of Incorporation, dated June 13, 2012

<sup>2</sup> COPR By-laws, Overview

## Organizational Structure

COPR is currently made up of nine members, being the provincial regulatory bodies or government departments responsible for paramedics in the following provinces:

- Alberta
- British Columbia
- Quebec
- Manitoba
- Newfoundland and Labrador
- Nova Scotia
- Ontario
- Prince Edward Island
- Saskatchewan

COPR also collaborates with the regulators and government departments from non-member jurisdictions across Canada to achieve its mandate.

Each member appoints a representative to serve as a director on COPR's Council (board of directors).

An Executive Director is appointed by Council and reports to Council. An Exam Manager and administrative staff support the Executive Director.

COPR has established the following committees and working groups:

- Executive Committee
- Information Sharing Working Group
- Strategic Planning Working Group (ad hoc)
- Exam Committee
- Exam Working Group
- Exam Reboot Committee (sub-committee)
- Paramedic Equivalency Assessment Advisory Committee (PEASAC)

## Governance Model

By virtue of its size and resources, COPR has traditionally been a hands-on board, with directors being involved in day-to-day operations. With the hiring of an Executive Director in 2018, COPR aims to move away from a hands-on model toward a more policy-based model. Under this model, Council is responsible for setting the strategic direction and organizational policies of COPR; the Executive Director is responsible for operations; and the Executive Director has clarity about the limits within which they can work.

## **Role of Council**

Council sets the strategic direction and organizational policies for COPR. Council is responsible for ensuring that strategic objectives are met. This is done by receiving reports from the Executive Director and Committees at Council meetings and providing direction for further action.

## **Council Members' Fiduciary Duties**

As directors, Council members owe fiduciary obligations to COPR. This means that Council members have a legal obligation to act in the best interest of COPR.

Council members' fiduciary obligations include:

- **Diligence and Respect:** Council members are expected to be prepared for meetings and to participate in meetings. Council members are expected to treat others with courtesy and civility.
- **Confidentiality:** Council members have an obligation to keep COPR's information confidential, unless they are permitted to disclose it. Information may be shared with their member organizations in accordance with an agreed-upon framework.
- **Conflict of Interest/Loyalty:** Council members must avoid participating in a decision where they are reasonably affected by a competing interest (such as a personal or financial interest). Council members are expected to raise possible conflicts and consult as required; declare the conflict; not participate in the decision in issue; leave the room for the debate on the decision; not attempt to influence the decision; and Council should record the conflict in the meeting minutes.

Council members will want to engage in self-assessment so that their effectiveness can be monitored and improved.

## **Conflicts of Interest Relating to Member Organizations**

As a director of COPR and as a senior executive at a member organization, some Council members may owe fiduciary obligations to both organizations. These obligations should rarely conflict given that COPR's mandate is consistent with the member organizations' mandates (as noted above, COPR's mandate includes supporting Canada's paramedic regulators in their mandate of protecting the public). However, there may be rare situations where acting in the interests of COPR may be contrary to the interests of a particular member organization. In those situations, the Council member should consider whether to declare a conflict and refrain from participating in the decision. The Council member should ideally seek out clarification or input from the Chair in advance of the meeting. If this is not possible, then the matter can be discussed at the meeting.

Council members are reminded that if they believe that another Council member is in an actual, perceived or potential conflict of interest, they have a duty to raise this issue. Again, this will ideally occur in advance of the meeting. But if this cannot occur, the issue must be raised.

Note that the By-laws permit members to opt-out of specific projects that are not aligned with the direction of their member organization:

10.6 The Corporation exists for its Constituent Members and the business of the Corporation is carried out by its Constituent Members, Directors, officers, committee members or volunteers. Constituent Members and Directors are expected to be active participants in the affairs of the Board of Directors. **A Constituent Member may opt out of specific projects that are not aligned with the direction of their respective organization without penalty.** At the request of any Director opting out, the concerns of the Director (and their respective Constituent Member) regarding the project must be recorded in the Board minutes.<sup>3</sup>

## Role of Executive Director

COPR has created a new position of Executive Director responsible to provide leadership and implement the strategic direction established by COPR Council for COPR General Operations and the COPR Entry-To-Practice Exam Program. The Executive Director is also the Project Manager for the two-year PEAS Project.<sup>4</sup>

The Executive Director's areas of responsibility include:

- Leadership
- Operational management
- Financial planning and management
- Human resources planning and management
- Stakeholder relations
- Risk management

[This is set out in detail in the Position Description]

Together with the Chair of Council, the Executive Director is a spokesperson for COPR.

## Role of Committees

The Committees and Working Groups are established by Council and carry out the functions set out in their respective Terms of Reference.

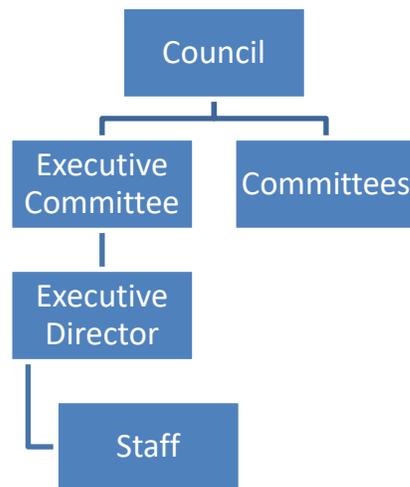
The Executive Committee is made up of the Chair of the Council, the Chair-Elect, and the Past Chair. A Treasurer and Secretary may be appointed from among the Executive Committee members. Pursuant to its Terms of Reference, the Executive Committee has the authority to act on behalf of Council if the Council is unable to do so in a timely manner.

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<sup>3</sup> By-laws, 10.6

<sup>4</sup> Executive Director Position Description, July 12, 2018

## Reporting Structure and Lines of Communication



The Executive Director reports to and is accountable to Council. The Executive Director reports formally to Council at Council meetings on the progress of projects under the Executive Director's accountability. Between meetings of Council, the Executive Director reports to the Executive Committee and may consult with the Executive Committee as necessary.

The Executive Director also provides administrative support to Council (e.g., preparing materials for Council meetings).

Committees report to and are accountable to Council. Committees report formally to Council at Council meetings. The Executive Director and support staff provide assistance to Committees in preparing Committee reports and meeting materials.

Administrative staff and the Exam Manager report to the Executive Director. They may also provide administrative support to Council and Committees.

Individual members of Council and individual members of Committees should generally not make direct requests of staff (e.g., requesting a copy of a budget or contract). Rather, requests should flow through the Chair of Council to the Executive Director for Council matters. For Committee matters, requests should flow through the Committee Chair to the designated support staff. For example, the Exam Committee Chair may communicate directly with the Exam Manager.

### Recommended Next Steps for Governance Project

- Update the terms of reference for the Executive Committee. They were drafted prior to the appointment of an Executive Director and the Terms of Reference contemplate that the Executive Committee "*Functions like a CEO*"

- Draft policies related to:
  - Finance (e.g., if approved in budget, when is further consultation required)
  - Contracts (types of contracts that may be signed by Executive Director, if any)
  - Conflict of interest
    - Consider creation of Conflict of Interest forms that COPR Council members (and committee members) sign annually. This puts the COI issue on the radar and provides the Executive Director with background information so she can alert certain members of an actual, potential or possible COI
    - Consider creation of overview document that each COPR Council member can bring back to their home board/organization. This will provide transparency and ensure that the home board/organization is aware and comfortable with the Council member's role.
  - Confidentiality (can all information be shared with member organizations or only some?)
  - Ends for COPR Council so that they can be measured and monitored
  - Executive Director
    - Articulate how the ED's areas of responsibility will be assessed and measured
    - Expectation of COPR Council on level of detail provided by Executive Director in memos and briefing notes
    - Consider creation of performance schedule
- Refer to College of Naturopaths of Ontario governance policies as an example of modified Carver, available online:
 

[http://www.collegeofnaturopaths.on.ca/CONO/Resourcea/College\\_Policies/Council\\_Governance\\_Policies/CONO/Resources/College\\_Policies/Council\\_Governance.aspx?hkey=2a1b8e03-5367-44cc-aaa1-2c96db800994](http://www.collegeofnaturopaths.on.ca/CONO/Resourcea/College_Policies/Council_Governance_Policies/CONO/Resources/College_Policies/Council_Governance.aspx?hkey=2a1b8e03-5367-44cc-aaa1-2c96db800994)