GovernanceSolutions

THE COLLEGE AND ASSOCIATION OF REGISTERED NURSES OF ALBERTA (CARNA)

Governance Review Findings Report with Recommendations

Final Report May 2020

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INTRODUCTION

The College and Association of Registered Nurses of Alberta (CARNA) is the professional and regulatory body for Alberta's more than 37,000 RNs, including nurses in direct care, education, research and administration as well as nurse practitioners. CARNA's dual mandate centres on serving the public interest: as a regulator by ensuring ethical, safe, competent care by registered nurses and, as an association, by supporting the pursuit of excellence in RN practice.

In late 2019, CARNA's Provincial Council commissioned a review of its governance functioning. The goal of the review is to identify governance principles and structural and process best practice changes necessary to update and strengthen the integrity of CARNA's regulatory framework and its mandate to ensure the public interest, as well as the association mandate.

Governance Solutions Inc. (GSI) was retained by Provincial Council to conduct the review through a task force reporting to Provincial Council. The Governance Task Force consists of the Council President and President-elect, the former Alberta Health Advocate, two nursing leaders including a past president of the Saskatchewan Registered Nurses Association and the past AHS Associate Chief Nursing Officer, the Registrar of the Ontario College of Teachers, and the CARNA CEO/Registrar. The Task Force started its work on November 8 and expects to complete its work reporting to Provincial Council with its findings and recommendations by the end of September 2020.

The objectives of the review include:

- building awareness and understanding of governance structures of similar organizations, governance best practices including characteristics of high performing boards and committees, the external environment including an assessment of current pressure for change, and regulatory oversight mechanisms
- position the organization to effectively influence and respond to anticipated activity in the external environment (e.g. development of governance related directives)
- adopt policies, procedures and processes regarding a high performing board and governance structure that can be accomplished within the current legislative framework, and
- identify recommendations where indicated in support of governance reform.

This Report begins with an Executive Summary including GSI's Recommendations for each main governance choice. The Executive Summary includes what the College does well and should continue alongside what it can improve and change. This is suitable to be read alone by readers less interested in or time constrained from delving into the details of the research stream findings.

The major part of this Report then reports on the review research findings, in four "diagnostic streams" – on-line surveys, interviews, meeting observations and independent best practices review (each reported on in a separate appendix). GSI's conclusions and recommendations are informed by these stakeholder voices but not based on them: these are GSI's independent conclusions and recommendations. These are based on our own 29 years of experience and expertise in independently researching and authoritatively writing on regulatory governance in Canada (some of this is summarized in Appendix 4, but the whole body of our research goes well beyond this.) In March, we issued a Findings Report with Alternatives for the Task Force, Council and others to consider and reflect on prior to drafting these Recommendations.

Broad stakeholder engagement was central to GSI's approach to this review, to make sure that we heard from as many stakeholders as possible on key governance issues (divergent thinking) before moving to evaluations, conclusions and recommendations (convergent thinking).

Research Phases

Appendix 1 contains the survey research findings from on-line questionnaires conducted among various stakeholder groups, including CARNA's Members, Council members, Committee members and senior staff, as well as the polls conducted during the public consultation during the Telephone Town Hall Meeting. This research cast a wide net to identify areas of strength and opportunities for improvement. These include both visual charts and narrative summaries.

Appendix 2 contains significant and extensive diagnostics gathered by conducting individual interviews with all interested members of CARNA's Provincial Council and senior staff who work with Council and Committees, and with external stakeholders, employers, leaders and representatives of interested groups outside CARNA. The primary purpose of the interview research was to probe the findings from the survey research and initial alternatives on the effectiveness of Council and Committees, as well as other relevant aspects of CARNA's governance.

Appendix 3 contains Governance Solution Inc.'s (David and Debra Brown's) observations of the Council meeting of January 10, 2020. By observing a meeting, we can gain a much better understanding of the functioning, information and accountability flow, outworking of roles and responsibilities, as well as otherwise difficult to evaluate yet important aspects of governance such as culture, relationships and behaviour.

Appendix 4 contains the results of our independent Governance Best Practices Review. We reviewed the Act, relevant Regulations, Bylaws, Policies, as well as Council and Committee meeting reports, minutes and agendas, and public disclosures including CARNA's website and annual report. We benchmarked these to internationally accepted best practices in governance (e.g. FRC in UK), Canadian national governance guidelines (e.g. CSA and OSFI), and then through the lens of regulatory bodies. This included an explicit comparison to emerging and recent best practices in governance published by leading comparator regulatory bodies in other professions.

EXECUTIVE SUMMARY AND RECOMMENDATIONS

In this Executive Summary, we summarize the main findings of our research (the four streams from the appendices) along with Recommendations and rationale for each main governance choice, updated from reflections at and since the March 18 Provincial Council and April 16 Governance Task Force sessions, when GSI presented its major findings and alternatives.

First, a few definitions for clarity: "Governance" is "the system of direction and control"[1]. "Corporate governance" is the overarching system of direction and control of CARNA itself, encompassing key roles such as strategic direction; performance and risk oversight; Registrar/CEO direction, monitoring and evaluation; Council and Committee structure, selection and evaluation; and financial resourcing. "Regulatory governance" is the system of direction and control within this where CARNA fulfills its statutory mandate and objects to regulate the profession and protect the public, by applying the Act, Regulations and Bylaws, and revising or recommending revisions to these processes (rules, procedures). "Self-regulation" is a form of regulatory governance where stewardship is in the hands (fully or partly) of the people being regulated: the profession.

CARNA's Council is responsible for both corporate and regulatory governance. Its 7 Regulatory Committees (largely) deal with regulatory governance; Standing Sub-Committees (5 "Governance Committees") help Council to deal with corporate governance.

If regulated professions, including CARNA, seek to preserve a self-regulatory governance model, they will need to demonstrate its effectiveness in protecting the public interest: in the case of the nursing profession this primarily means protecting patients in Alberta.

Summary of Recommendations

#1 MANDATE — Move to a single mandate with commitment to development & growth of the association

Transition from Carver Policy Governance to reform governance model

#2 GOVERNANCE EFFECTIVENESS — Implement changes to Governance Committees

Align new Strategic Plan, Right Touch Risk-based Regulation and Performance Oversight

#3

#4 COUNCIL COMPOSITION & SELECTION — Change mix of Council members

Adopt a competency-based approach to selecting Council members

#5

#6 REGULATORY COMMITTES' COMPOSITION & SELECTION — Adopt a competency-based approach to selecting members and Chairs of Regulatory Committees

Chair and Vice Chair appointed by and from Council on vetting and qualification of a Nominating Committee

#7 OFFICERS SELECTION

#8 ORIENTATION & DEVELOPMENT — Adopt a staged orientation and onboarding process

#9

DUAL VS SINGLE MANDATE

Recommendation #1: CARNA will move to a single mandate but with a commitment to the development and growth of the association

Alternatives considered but not recommended:

- Move to a single mandate: be the regulator and not the association
- Retain dual mandate: regulatory and association
- A hybrid solution: primarily the regulator but some association activities only when consistent with protecting the public interest (Jim Casey's filter)

By far the most fundamental governance choice facing CARNA is its mandate.

The bottom line of GSI's review is that (1) the nursing profession needs both a strong regulator and a strong association, but (2) one entity cannot succeed at being both.

This decision on mandate affects everything else in governance. "Governance is the servant, purpose its master"[2], so CARNA's governance choices will be driven by what is decided on its mandate:

- A single mandate regulator would:
  - have a competencies-based Council composition and selection approach,
  - focus Council's agenda and meetings on regulatory governance and on the aspects of effective corporate governance essential to deliver good regulatory governance
  - have +/- 49 per cent of Council members drawn from outside the profession, i.e. public members
  - Regulatory Committees would be composed of qualified candidates, vetted by a robust selection process
  - orientation and ongoing professional development would focus on (1) regulatory governance skills and (2) corporate governance responsibilities (to protect the public).
- A dual mandate CARNA would:
  - have a majority of members of the profession on Council,
  - be less concerned with specific competencies,
  - continue to leverage the existing "people culture" in planning Council agendas and holding meetings
  - The President and President-Elect could continue to be elected from and by the membership directly.

Canada has a rich history and tradition of self-regulation. Long before governments thought about regulating professions, the professions themselves stood up and introduced professional standards, education, certification and conduct expectations, and provisions to enforce these. Today, Canada is the one country where self-regulation is still viewed with favour, consistent with our culture.

Having said that, governments around the world, including provincial governments across Canada, are scrutinizing self-regulated professions to ensure they are putting the public interest first. There is a definite trend away from dual mandate organizations, governments are asking how organizations can effectively protect the public interest by regulating a profession while at the same time advocating for the profession's interests? It is difficult to do both well. While British Columbia has taken the lead here, the Province of Alberta has made it clear that it expects self-regulated professions to put the public

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[2] Quote is from GSI, Dr. Debra Brown.

interest mandate first and foremost. The *Ensuring Fiscal Sustainability Act* proclaimed in late 2019 makes that very clear.

CARNA's Council will therefore want to reflect on the Province's direction as it considers governance alternatives. An additional factor to consider is the constraint of retaining a dual mandate on one of CARNA's key strategic goals: to influence public policy regarding health policy.

There is a widely-held perception among the Members of the profession that CARNA's primary responsibility is to protect the profession and its members, i.e. its association role. Because of this, many newly elected Councillors don't even realize their regulatory duties on Council until orientation.

There is a wide split among Members of the profession as to whether CARNA should continue with its dual mandate or not (see Chart Three), and this split is reflected among Council members too (interview findings). Staff, on the other hand, and Regulatory Committees, are much more focused on the primacy of the regulatory mandate, and of protecting the public interest.

How might we reconcile this gap, between members of the profession on the one hand, and virtually everyone else on the other?

A third alternative was considered: a "hybrid" approach, where activities are run through a filter to see the extent to which they protect the public and can be classified as regulatory. This was included here because it was specifically proposed by one advisor (Jim Casey), but has been opposed by other external advisors (Steineke, Cayton, and ourselves at GSI) as being inconsistent with the simple acceptance that a regulator must exclusively regulate and not pretend to do other things under the guise of regulation. This alternative too would continue the role confusion among Members, and likely Council too, and not be consistent with the direction that the government and other jurisdictions are taking.

To summarize this dilemma and its underlying drivers, while the legislative mandate is clear, there is a long-standing tradition of CARNA also being the professional association for Registered Nurses in Alberta, and both Members and Councillors desire this role to be provided by someone, even if it's not to be CARNA. The public perception – and likely government's too – of bias, even unintended, is troublesome since a self-regulated health profession must be perceived to (and actually be) acting to protect the public interest.

Since there is so much passion to protect the profession, and since CARNA has been faithfully fulfilling this mandate for many years, our view is that there is a compelling case to make sure that the Association "lands" successfully and has a good chance of sustaining itself.

This alternative addresses the dilemma of needing both a regulator and an association, but a single entity not being able to succeed at both.

This would leave CARNA with an implementation choice, of what form its commitment to the Association's development and growth would take. One choice, which we favour, is to "stand up" an Alberta Nurses Association, comprising RNs, NP's and LPN's. Another is to steward a transition to the Canadian Nurses Association or other body already in existence (Saskatchewan?). A third choice is to leave it to the members to take stewardship of the association role.

From the perspective of what could be done to help a professional nurses association in Alberta to thrive as a stand-alone entity several alternatives were identified. The overall concern was that nurses may not financially support an association that would have voluntary membership fees. Most respondents told us that if there were a split, that CARNA would have to be careful to take their time in developing plans, ensure there was a clear value proposition for the association, and seed money to get it started off on the right foot. Perhaps using the association to provide nurses with their liability

insurance, or partnering with CNA, other western provinces or the union would be alternatives on how a separate association could sustainably provide advocacy for members going forward.

COUNCIL AND GOVERNANCE EFFECTIVENESS

Recommendation #2 Governance Model: CARNA will adopt the reform model of governance to replace Carver Policy governance, and adopt an integrated set of charters and policies to enable this [3]

Recommendation #3 Governance Structure: CARNA's Governance Committee changes:

   a) **the Nominations Committee and Appointments Committee will be merged into a new Nominating Committee responsible to oversee the process for selection of both Council and Regulatory Committee members**
   b) **a new Governance Committee will be created to take over the Executive Committee's role in conduct oversight, the Leadership Review Committee's role in Council performance oversight, and new responsibilities to implement this governance review,**
   c) **the Leadership Review Committee will continue with its remaining CEO oversight mandate, and the Finance & Audit Committee will continue with its mandate, and**
   d) **the Executive Committee will be disbanded**

Recommendation #4 Governance Process: CARNA will take the necessary process steps to adopt reform governance and its single mandate in place of Carver and a dual mandate, including:

   a) **hone its strategic plan and resources (including budget) to address its regulatory mandate, along with a commitment to the development of an Association**
   b) **articulate what "right touch" regulation looks like (explicitly linking measures of the risk of harm to patients to the levels of regulatory intervention prioritized in the strategic plan),** [4]
   c) **develop a reporting and performance management framework from management and Regulatory Committees to Council (including formal evaluations of Council, Committees, Chairs and CEO), and**
   d) **organize Council agendas and meetings around this set of priorities, protecting the public**

Three themes emerged from our review of Council's effectiveness: Carver Policy governance, both Council and staff not respecting the strategy-operations "line", and Council's dominant culture. In all three aspects, Council can take practical steps to embrace best practices in governance.

Moving away from a Carver policy governance model is supported by everyone we engaged in the consultations. This should be replaced by a strategy- and risk-driven reform governance model (best articulated by the *Corporate Governance Code* in the UK.[5]) The right hand column of the detailed

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[3] CARNA follows the Carver Policy Governance model including Governance Policies, Ends, and Executive Limitations. Carver's Policy Governance is a governance model dating to the 1970's, still fairly popular in the "MUSH" sector (municipalities, universities and colleges, school boards and hospitals/health care). It emphasizes boards (Council) governing through policies, and staying out of operations. Reform governance, articulated by people such as Cadbury (UK, 1992), Dey (Canada, 1994), Sarbanes and Oxley (US, 2002), emphasizes independent boards (Council) governing through strategic and risk direction, which then drive people, policies and resources.

[4] An integral part of this Recommendation is for CARNA to continue to implement all 14 Recommendations of the 2019 Cayton Report on CARNA's Complaints Processes and Outcomes: https://nurses.ab.ca/docs/default-source/latestnews/cayton-report.pdf?sfvrsn=2df588fc_6

[5] See https://www.frc.org.uk/getattachment/88bd8c45-50ea-4841-95b0-2df4f48069a2/2018-UK-Corporate-Governance-Code-FINAL.pdf

findings table in Appendix 4 lists charters, policies and other specific structural and process areas where CARNA should adopt this governance model; these are summarized in Recommendations #2 to #4.

Once the mandate choice is made, CARNA will need to hone its strategic plan to address its regulatory mandate, to articulate what "right touch" regulation looks like, to develop a reporting and performance management framework from management and Regulatory Committees to Council, and then to organize Council agendas and meetings around this set of priorities, protecting the public. CARNA is doing better in the governance of resources (especially financial), but needs significant improvement in performance and risk direction and oversight, and in policy direction and oversight (see Chart Seven).

We observed that staff is playing too large a role in CARNA's corporate governance, instead of Council and its leadership. While this is benevolent, a well-intended effort to make sure corporate governance "gets done", Council and its leadership do need to assert their responsibility for this system. At meetings, a lot of Councillor questions and discussion are operational or tactical, rather than strategic or high-level, and centre on items of member interest, rather than the public interest.

A clearer line between Council and staff, and each respecting that line, will help both be more effective.

The question of board culture is not one of "right" or "wrong", but if a board (Council) has a dominant culture ("people") like CARNA, it should be aware that it probably has blind spots in its tendency to downplay the other three aspects of how power can be applied: evidence-based (how others do it), policy (how we've done it before), and the power of personality or persuasion. Each of these has a place, and CARNA's President and Council will want to work on drawing out these threads.

To the extent that CARNA adopts a single regulatory mandate, it would make sense for CARNA's leadership to adopt more evidence-based and policy aspects of culture, while not losing the cohesion, inclusion and positivity of its people culture.

COUNCIL COMPOSITION AND SELECTION

Recommendation #5: CARNA will retain the current Council size (16) but change the mix to an equal number of members of the profession (8, reduced from 11), and individuals who are not members of the profession (8), including 3 new at large and 5 current public members

Recommendation #6: CARNA will adopt a more competencies-based approach to selecting Council members, a process ("double key") where (1) the Nominating Committee vets and qualifies all candidates, then (2) the final selection of the 8 profession members is made from this slate by members of the profession through election, of the 3 new at large members from this slate by Council itself, and of the 5 public members by the Provincial government

Alternatives considered but not recommended:

- Reduce size to a smaller Council (from current size of 16 to approx. 11)
- Retain the current mix of profession and public members (currently 11 members of the profession and 5 public members)
- Retain a "representative" approach: with geographic representation on Council (currently 9 members selected by district; plus the President and President-Elect elected; plus 5 public members appointed by Government)
- Adopt a process to appoint Council members
- Retain the process of electing Council members

Our conclusion is that there is no compelling reason to change the size of Council, but there are compelling reasons to change its mix and criteria for selection.

There are two broad schools of thought with regard to the composition of a self-regulatory body's governing Council, and its regulatory committees.

One is a "representative" approach:

- The fundamental precept in this model is that members of the profession are best – perhaps uniquely – suited to regulating their profession.
- This encompasses accreditation and standards setting, as well as investigations and hearings on reported breaches: nurses are best suited to understand both the professional expectations and the job context of situations.
- This extends to the composition of the Council (governing body) and Committees (which convene panels and committee meetings to hear cases and render decisions).
- Nurses should make up at least the majority of each of these, at all levels of governance, to ensure that the profession's expectations and context are appropriately expressed, and to bring a peer review to potential breaches.
- Perhaps more subtly, the mandate and strategic priorities of the regulatory body extend to – and may even focus primarily on – the protection and advancement of the profession itself.
- If CARNA retains its dual mandate, then a larger proportion of nurses would be expected on Council than a single mandate regulator.

The second is a "regulatory" approach:

- The fundamental precept in this model is that the protection of the public interest is paramount in the mandate of the body, and to the extent that this is in tension with members' or the profession's interests, the public interest trumps these every time.
- The greater the proportion of members of the profession on Council and Committees, the greater the risk of "regulatory capture", where the interests of the profession are, even unconsciously, favoured by Council and Committee members drawn from the profession, while the interests of the public are paramount in the minds of members drawn from the public.
- The Council and Committees are composed of at least an equal number of individuals who are independent from the profession and its membership, some would say a majority.
- Council and Committee membership is not determined by election from and by the membership, but based on competencies and attributes needed to best populate each.
- These competencies and attributes could differ from the Council to Committees, and from Committee to Committee, so there is no requirement that Committees be populated by Council members – each has a unique role, best accomplished by people equipped to fulfill that.
- Under this approach, nurses are better equipped to set some standards, but people from outside the profession better to set others. While accreditation and professional standards do call for input by members of the profession, ethical standards and changing cultural frameworks (e.g. clarity on sexual abuse) can better be brought to bear by outside members. While panels and committee hearings may benefit from a peer's voice, these need not, and should not, be the majority voice or vote in the adjudication process. Due process and quasi-judicial quality of decision-making are the primary criteria for the effectiveness of these Regulatory Committees, and so ought to drive the selection of their members.
- If CARNA adopts a single mandate, then a more competencies-based selection process would be expected for both Council and Committees' composition.

The selection of CARNA's Council members based on competencies is supported by all of the respondent groups, even including the members of the profession (see Chart Seventeen; Chart Eighteen shows which competencies are considered the most important to consider).

Members would prefer to see the selection process include a form of election, while other stakeholder are more comfortable with an appointments process.

The idea of a hybrid solution, a "double key" approach, where candidates are vetted and qualified against a competencies matrix, and then final choices of the 8 remaining members of the profession (reduced from 11 currently) are made by election, is in our view the optimal, "win-win" approach. It has the benefit of a robust vetting process of relevant competencies and attributes by a Nominating Committee, while retaining the democratic mandate of the membership, sustaining a self-regulatory model.

Non-profession members would not, of course, be elected by the membership, but could and should still be passed through a competencies-based selection process, by being vetted by the Nominating Committee in parallel with candidates from the profession. The final selection of the 3 new at large members would be made by Council, from the qualified slate from the Nominating Committee, while the 5 public members would be selected by the Provincial Government, who may choose to use the qualified slate too.

In our view, this is still self-regulation. Members elect 8 of 16 Council members, and 3 more are chosen by Council from at-large candidates, while Government selects only 5 of the 16. The Regulatory Committees and other aspects of the College's functioning will continue to reflect governance of the profession largely by the profession, supplemented with external expertise where beneficial.

In terms of the size of Council, research tells us that the average size of a board in Canada is 11, with a "right-sized" range of 9 to 15. The current Council size of 16 is marginally outside this range, but a slightly larger number makes it easier to end up with a more diverse group. When we talk about diversity here, this encompasses gender and heritage, as well as geographic and lines of practice across the province. Further, we are recommending four standing committees (Governance Committees) of Council, so 16 is a more manageable number to populate these, with most Councillors serving on only one standing committee.

We therefore recommend a Council size of 16 to provide for opportunities to plan diversity while keeping the leadership team at a manageable cohesive number.

REGULATORY COMMITTEES' COMPOSITION AND SELECTION

Recommendation #7: CARNA will adopt a more explicit competencies-based selection of members and Chairs of Regulatory Committees, with a Nominating Committee vetting and recommending qualified candidates for appointment by Council

Alternatives considered but not recommended:

- Retain current approach: Provincial Council appoints interested nurses (and public members) to serve on six of the seven Regulatory Committees (Appeals Committee is comprised of Provincial Council members): note: this process is largely retained but competencies more explicitly drive these choices, vetted by a Nominating Committee
- Adopt a process where a Nominating Committee vets but Members elect Regulatory Committee members

CARNA uses seven Regulatory Committees to undertake the regulatory governance of the profession (it uses five Governance Committees to assist Council with its corporate governance responsibilities – this section deals with the Regulatory Committees only.

"Upstream" describes all steps in regulatory governance that take place before an event (a breach or potential breach) occurs. Resources are allocated to upstream regulatory governance largely to reduce the risk of breaches occurring. This includes accreditation, standards setting, qualifications and all aspects of regulatory governance that set direction for the members and the profession.

"Downstream" describes all steps in regulatory governance that take place after an event (a breach or potential breach) occurs. Downstream regulatory governance focuses on the reporting of breaches, their adjudication and disposition, and then post-adjudication steps of disclosure and refinement of rules that close the circle back to upstream governance. Downstream process includes investigation, discipline, fitness to practise and all aspects of regulatory governance that monitor, evaluate and hold accountable members of the profession.

The *Cayton Report on CARNA's Complaints Processes and Outcomes*,[6] recently completed (September 2019), provides an excellent evaluation of this area, including how these can be improved in terms of accessibility, independence, robustness and transparency. GSI supports these conclusions and recommendations, and there is no need for us to duplicate this work here.

Our conclusion is that CARNA has the right Regulatory Committees in place, and has already taken the positive step of separating the composition of most (six of seven) of its Regulatory Committees from Council. This is generally an area of strength, with improvements already being made to regulatory governance as a result of Cayton's work for CARNA.

What should happen next is adopting a more robust process to vet and qualify applicants to serve on and to Chair the Regulatory Committees, to encourage the appointment of qualified individuals in all cases, especially the Chairs (who need not be members of the profession.)

The Nominating Committee has a key role to play in independently recruiting, vetting and recommending nominees to the Regulatory Committees, driven by needed competencies and attributes. Especially in the case of downstream regulatory committees, these competencies may focus on due process, evidence-based decision-making, and quasi-tribunal experience and skills.

OFFICERS SELECTION

Recommendation #8: CARNA will adopt a process where interested candidates for Chair (or President) and Vice-Chair among incumbent Council members (profession and public) are vetted and qualified by a Nominating Committee, then elected by Council

Alternative considered but not recommended:

- Retain the process of direct election of the President and President-Elect by the membership at large

The use of the terms "Chair" and "Vice-Chair" for these Officers would reflect that they are Officers chosen by and from Council and their primary roles are to lead Council, while "President" and "Vice-President" imply leadership of the organization as a whole, so chosen by Membership directly. The choice here, therefore, is not just about how these are chosen, but the scope of their terms of reference. Since the *HPA* explicitly calls for an office of President, CARNA may need to keep this office, but the intention is for this individual primarily to chair Council and head up the governance function, while the CEO & Registrar would be the primary spokesperson for the organization as a regulatory body.

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[6] https://nurses.ab.ca/docs/default-source/latestnews/cayton-report.pdf?sfvrsn=2df588fc_6

To some extent, the officer selection process at CARNA is a vestige of a union or member association governance model, where officers are directly elected by and from the membership. To the extent that CARNA moves to a single mandate regulator, this practice would no longer be consistent, and the Chair would be selected from and by Council itself.

It may seem self-evident, but any Council member would be eligible to stand for Chair and Vice-Chair, both public members and members of the profession. Currently, only members of the profession are eligible, but that again is a vestige of the dual mandate. In a single mandate regulator, what signal would it send to public members of Council that they are "equal" enough to bear the burdens of responsibility, committee service, accountability and even liability, but not to serve as the leaders of Council? We therefore rejected this option.

The candidates for Chair and Vice-Chair would be vetted through a Nominating Committee first. A vetting process has the advantage of weeding out less qualified candidates, but it does introduce the risk of bias or a small subset of Council effectively controlling this choice. This is an argument used against Nominating Committees vetting and qualifying Council and Committee members too, to be fair: the selection and robust transparent process followed by the Nominating Committee are central to the reformed governance of CARNA being successful, accepted and sustained.

Two year terms of office probably make the most sense for these Officers: one year terms are too short for leaders to make a sustainable difference, but three year terms start to stretch the length of commitment to be asking individuals to make, and if the Vice-Chair is even just perceived as a successor for Chair, not just a deputy, six years is much too long to be identifying fresh leadership (adding the two terms together).

ORIENTATION AND DEVELOPMENT

Recommendation #9: CARNA will adopt a staged onboarding program beginning with informing the membership as a whole, and prospective Council and Committee candidates, about their mandate, responsibilities, expectations, qualifications and competencies, cascading into an orientation and ongoing professional development process which would focus on (1) regulatory governance skills and (2) corporate governance sufficient to effectively regulate, and protect the public interest.

The prior choices, especially around mandate, will drive Member education to reduce misconceptions around CARNA and Council's role. Then this choice, and other choices around effectiveness and composition, will drive Council and Committee members' onboarding and ongoing development programs.

The main issue here is the misperception among new Councillors about their regulatory role and fiduciary duty to protect the public interest. Since this begins at the Membership at large, then arguably the onboarding process needs to begin there: before candidates are even nominated or express an interest in serving on Council or Regulatory Committees, the membership should be engaged and educated in the mandate of CARNA and therefore the expectations of Councillors and Committee members.

This then would cascade into an orientation and professional development process which would focus on (1) regulatory governance skills and (2) corporate governance sufficient to effectively regulate, and protect the public interest.

TRANSITION AND IMPLEMENTATION

In addition to our recommendations in these specific governance areas, there are other steps and choices that CARNA will need to take to transition to and implement its newly reformed governance model. Timing of the transition and implementation will be affected by whether reforms require statutory and/or regulatory change – Council composition and selection, for example – and how long that will take. CARNA should move forward with the reforms that it can implement without government approval while waiting for these. It could take a year plus or minus to complete the full governance transition.

✓ **CARNA's name** itself will need to change, along with its branding, as it would no longer be the "Association". Rebranding involves time, expense and effort, so this may need to be spaced over a couple of years through the transition, rather than all at once. The choice of a new name and brand will be important in terms of the signal and message this sends, to the profession, to the government and to the public. *The Alberta Registered Nurses Regulatory Authority* is one possibility to begin the conversation.

✓ **The Nominating Committee's** mandate, composition, selection and support: as mentioned, this is a critical element in the reformed selection process for Council and Committees being accepted, sustained and therefore successful. We stopped short of recommending the final composition of this Committee, but support this being a committee composed of Council members, like the other governance committees. There are alternatives: the College of Nurses of Ontario has set up a Nominating Committee with 5 members, 2 from the Board/Council (1 nurse, 1 public member) and 3 not from Board/Council, no more than 50% from the profession. Their rationale for this is to create a degree of independence from Council since Members expressed a concern over losing their voice, but this would not be the case with CARNA since we're recommending a double key selection where the Members' voice continues to be heard in the election of members of the profession to Council, based on the Nominating Committee's qualifying. The Ontario College of Teachers, faced with the same dilemma, chose to adopt a "sortition" method where Council candidates are randomly selected from the profession. Again, this isn't necessary for CARNA for the same reason. However the Nominating Committee is composed, we would support its Chair selected by and from the Committee, terms of three years, staggered, with a maximum of two terms (i.e. you would have to step off the committee after six years.)

✓ **Competencies Profiles** will need to be developed for Council and Regulatory Committees, to be used by the Nominating Committee to recruit, vet and nominate candidates. These should be aligned with the new Strategic Plan for the single mandate regulator, along with its strategic priorities. In addition to "hard" expertise and skills, these profiles are the opportunity to identify aspirations for diversity, including gender, geographic, heritage and domain of practice. Different Regulatory Committees may have different profiles, for example if they are dealing with upstream or downstream regulatory governance (downstream profiles may concentrate on quasi-judicial process and expertise). Clearly, the new Nominating Committee will require significant support, both through staff and external expertise, especially in this development phase.

✓ **Terms and transition of Council and Committee members:** three year staggered terms, with a maximum of two terms, is a good practice to balance institutional memory, cohesion and momentum with renewal, fresh ideas and independence. A decision will need to be made as to whether, and how many, current Council members are eligible – or preferred, even – to serve on the new Council, and then which terms they would serve.

APPENDIX 1: SUMMARY OF POLLS

This appendix contains the survey research from on-line questionnaires conducted among:

- 234 Members of the profession responded to the Member Poll
- Up to 100 members of the Public responded to the Telephone Town Hall Meeting Poll
- 26 members of Regulatory Committees responded to the Committees' Poll
- 10 members of the Provincial Council and 4 senior staff responded to the Council/Executives' Poll
- 10 other stakeholders responded to the Stakeholders' Poll (for a few questions, this group is labelled "The Public", when their responses are being compared to the Membership's).

These include both visual charts and narrative summaries. Some questions were asked across respondent groups, and so we've reported their results side-by-side for comparison purposes. One cautionary note: since the number of Members of the profession dwarfes the other participant numbers, the "overall average" for each poll question is skewed toward that of the Membership.

The first question gives us a broad sense of the extent to which CARNA is perceived as protecting the public interest, and protecting their members:

Chart One: Protection by Regulatory Colleges of Alberta
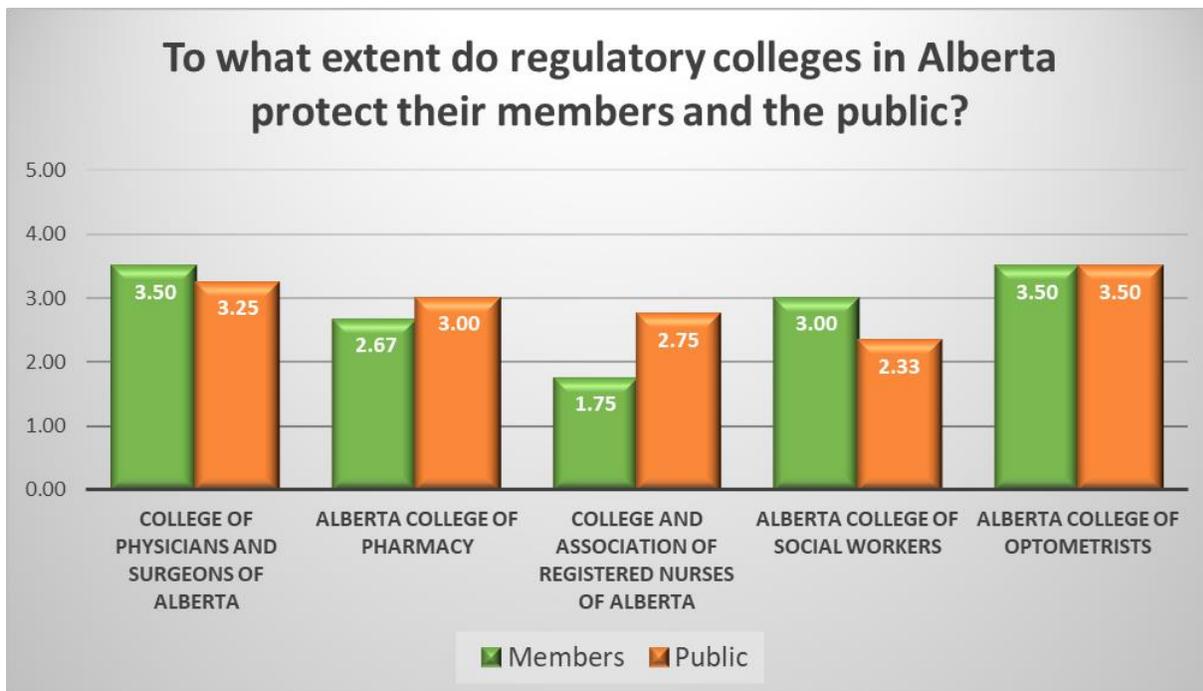
There is a higher perception among stakeholders of the other professions' regulators in Alberta than CARNA, and a sense that CARNA is not very effective in protecting either the public or its members.

Here is how different respondent groups evaluate CARNA's effectiveness in protecting the public, and members:

Chart Two: Dual Mandate Fulfillment
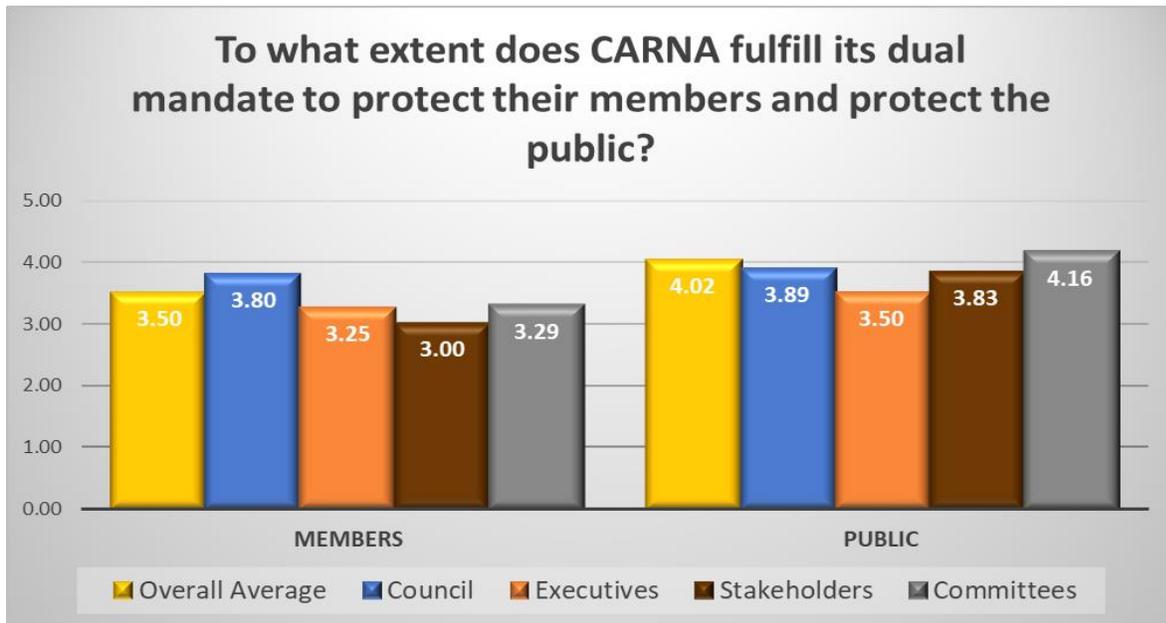
Next, we asked the central question of whether CARNA should retain its dual mandate or focus on a single regulatory mandate:

Chart Three: Single or Dual Mandate?
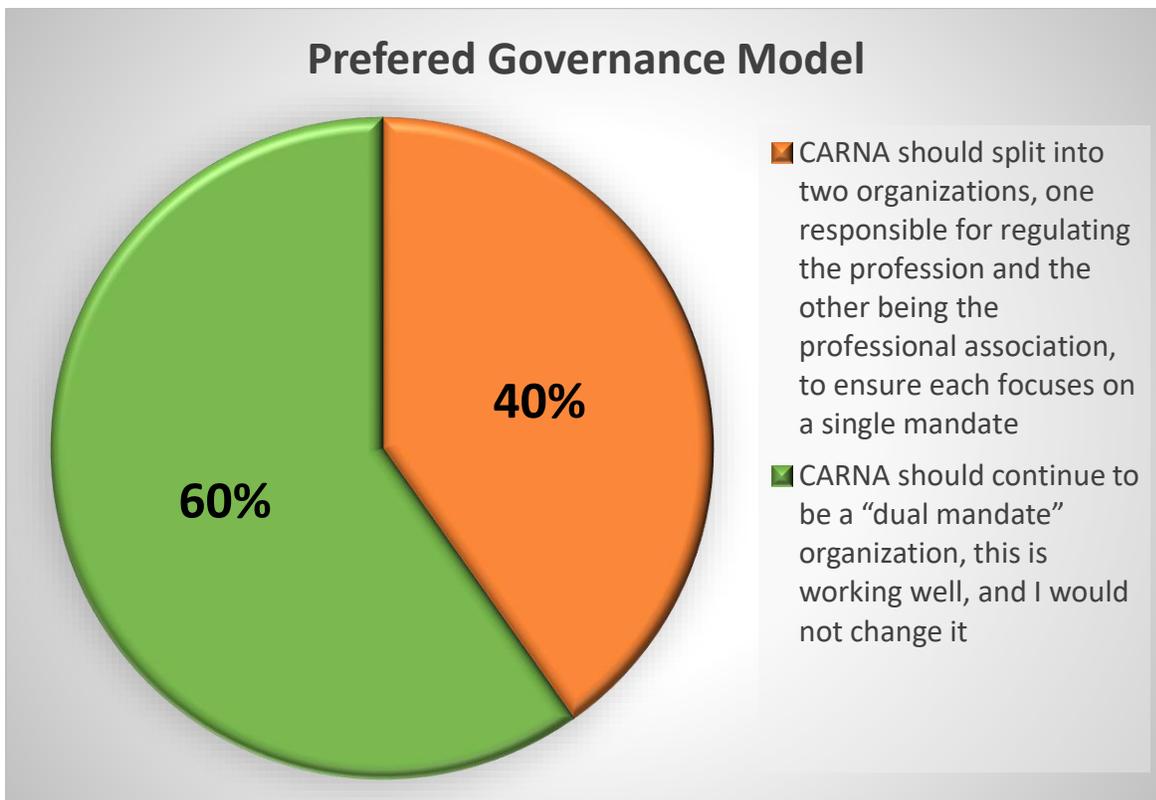
This split is reflected among both Members of the Profession and Council members, and will be fundamental to resolve.

We asked members of the profession whether they voted in the most recent Council election, and if not, why not:

Chart Four: Member Election Participation
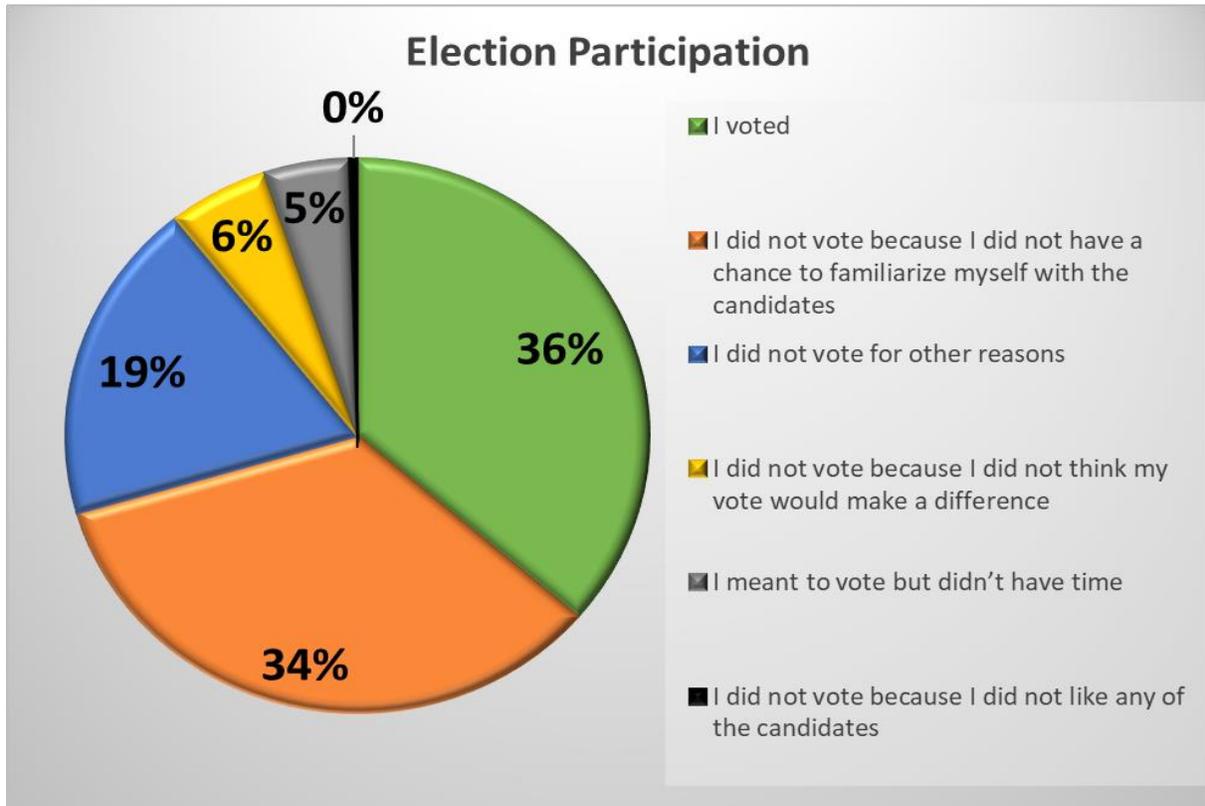
The next three charts reflects responses to the Council governance effectiveness poll questions. These reflect mean averages of self-evaluation questions asked of Council and senior staff, compared with mean averages from other organizations where GSI has asked the same questions. These comparator organizations are also mixed or hybrid governance models (usually these are not-for-profit corporations with both commercial objectives and a public interest mandate, and board members drawn from a diverse range of stakeholders with often diverging interests), including regulatory authorities and delegated agencies.

Boards (Council here) are responsible for the governance of an entity; governance being setting direction and gaining reasonable assurance the entity is going in that direction ("control") – see Appendix 4 for a more detailed explanation of "governance", "direction", "control" and the five levels of each.

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Chart Five: Average Ratings

Your Overall Average Rating

	YOUR AVERAGE OVERALL RATING	COMPARATOR ORGANIZATIONS
	2.96	4.05
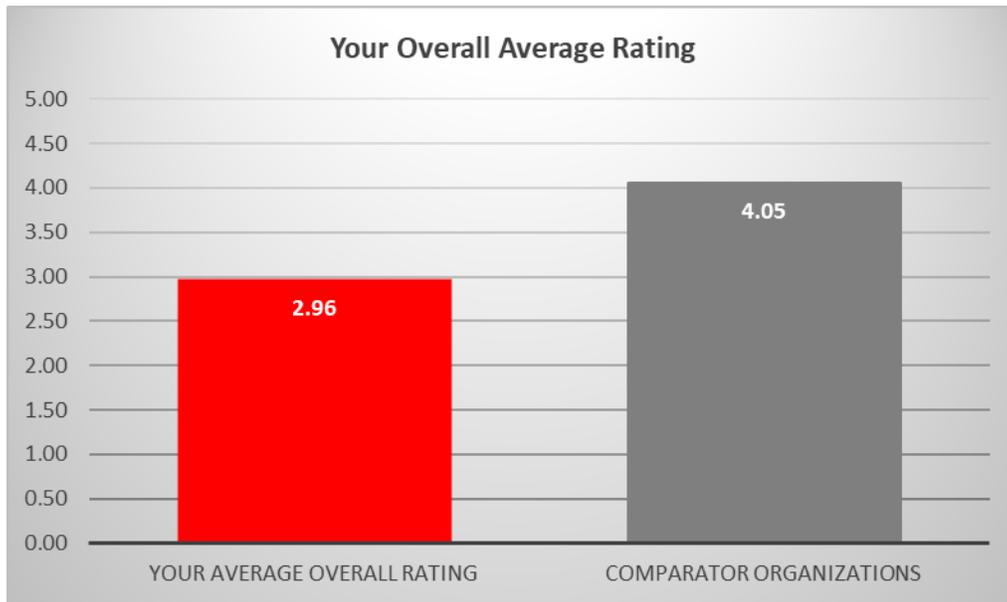
Overall, CARNA does not rate well in the effectiveness of governance. This self-evaluation result affirms Council's thinking in initiating this review of CARNA's governance.

Chart Six: Direction and Control

Direction and Control Average Ratings

	Your Current Year Overall Average Rating	Comparator Organizations
DIRECTION OVERALL	3.06	3.98
CONTROL OVERALL	2.94	4.23
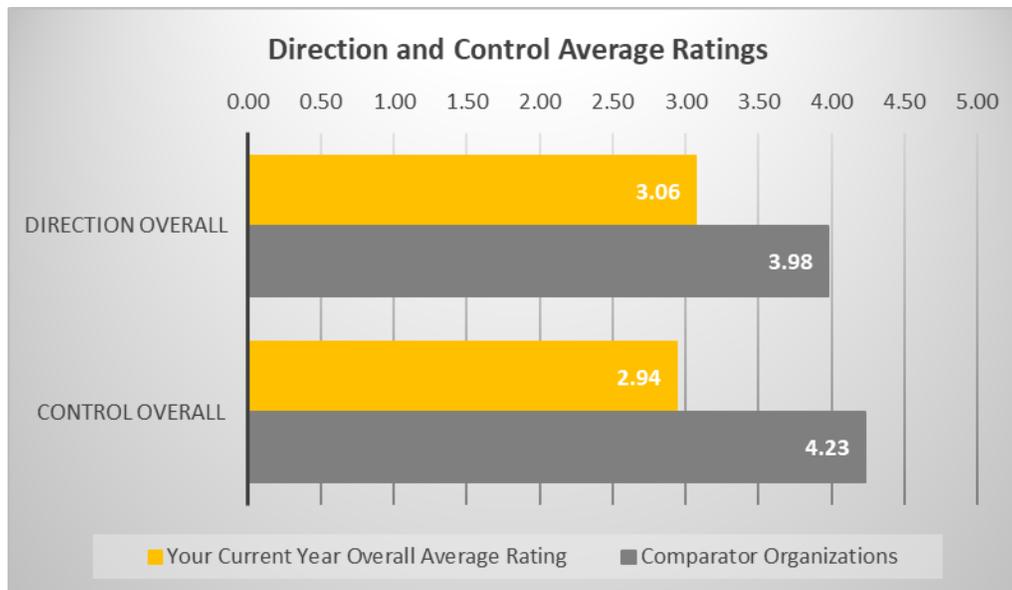
CARNA is slightly more effective in setting direction than in "control" (oversight, monitoring and evaluation), but does not rate highly in either, compared to how other organizations' boards do.

Chart Seven: Scorecard

Board Evaluation Scorecard

Legend: 1-Your Average Rating; 2-Council; 3-Executive Staff; 4-Comparator Organizations

Direction - Strategy
2.93 | 3.45 | 1.63 | 4.00

Control - Strategy
3.04 | 3.20 | 2.63 | 4.60

Strategy Overall
2.98 | 3.33 | 2.13 | 4.30

Direction - Performance & Risk
2.96 | 3.31 | 2.13 | 3.75

Control - Performance & Risk
2.88 | 3.14 | 2.25 | 4.03

Performance & Risk Overall
2.92 | 3.23 | 2.19 | 3.89

Direction - People
3.21 | 3.40 | 2.75 | 4.00

Control - People
2.79 | 3.10 | 2.00 | 4.00

People Overall
3.00 | 3.25 | 2.38 | 4.00

Direction - Policy
2.76 | 2.99 | 2.25 | 4.05

Control - Policy
2.57 | 2.75 | 2.13 | 4.00

Policy Overall
2.66 | 2.87 | 2.19 | 4.03

Direction - Resources
3.46 | 3.56 | 3.25 | 4.10

Control - Resources
3.42 | 3.63 | 3.00 | 4.50

Resources Overall
3.44 | 3.59 | 3.13 | 4.30

From this more detailed Scorecard, we see that CARNA is doing better in the governance of resources (especially financial), but needs significant improvement in performance and risk direction and oversight, and in policy direction and oversight. Part of the problem is using Carver's Policy Governance as a model; this should be replaced by a strategy- and risk-driven reform governance model (see Appendix Four for a description of this).

The next eight questions focus on CARNA's effectiveness at achieving each one of its mandated objectives: for each area, we asked (1) how important is this, and (2) how satisfied are you with how CARNA is doing, on the same five point scale:

Chart Eight: Qualifications

Setting the qualifications for entering the profession

	Importance	Satisfaction
OVERALL AVERAGE	4.84	4.24
COUNCIL	4.60	4.10
EXECUTIVES	5.00	4.25
STAKEHOLDERS	4.90	4.00
COMMITTEES	4.91	4.34

Chart Nine: Nursing Education Programs

Approving nursing education programs in the province that prepare individuals to enter the profession

	Importance	Satisfaction
OVERALL AVERAGE	4.68	3.90
COUNCIL	4.50	3.90
EXECUTIVES	4.75	4.00
STAKEHOLDERS	4.40	3.50
COMMITTEES	4.94	4.27
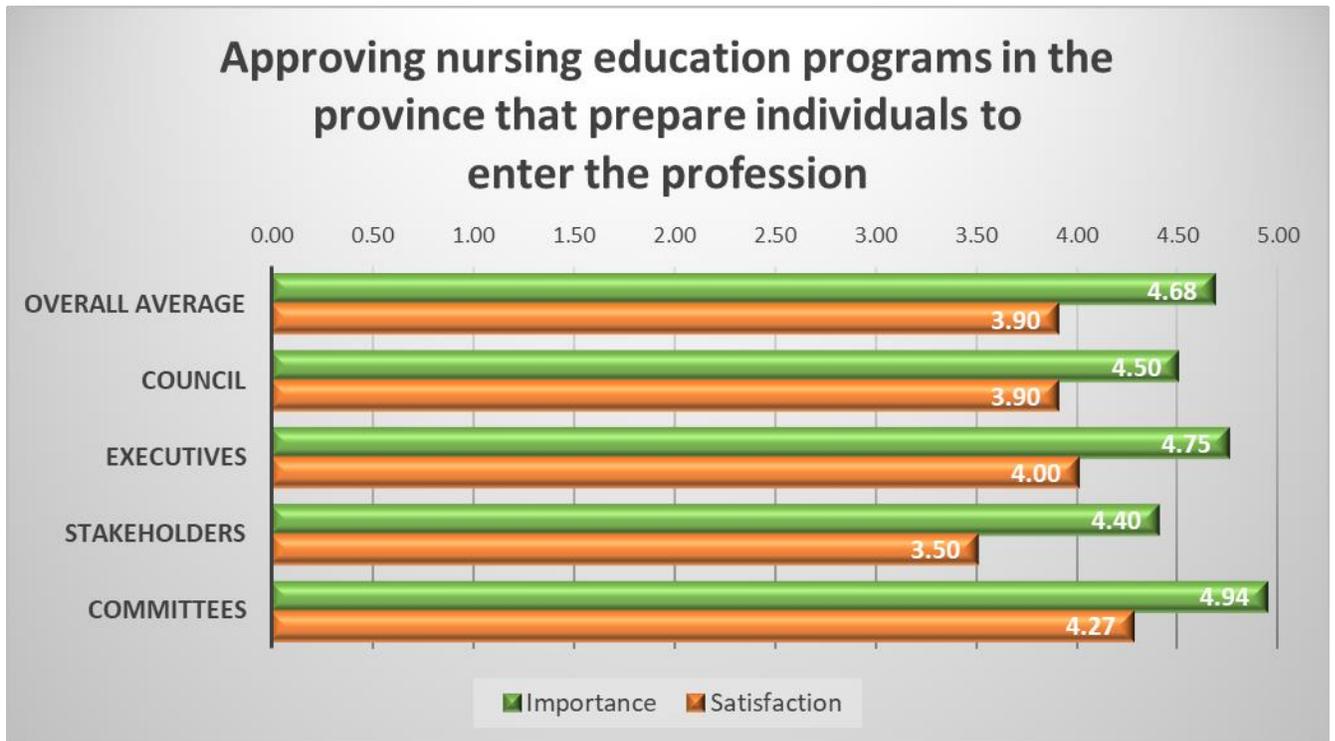
Chart Ten: Practice Permits

Issuing practice permits only to those who meet the legislated and regulatory requirements

	Importance	Satisfaction
OVERALL AVERAGE	4.88	4.26
COUNCIL	4.60	3.90
EXECUTIVES	5.00	4.50
STAKEHOLDERS	5.00	4.00
COMMITTEES	4.97	4.38

Chart Eleven: Ethical Standards

Developing and enforcing professional and ethical standards for the desired and achievable level of performance against which nursing practice can be measured

	Importance	Satisfaction
OVERALL AVERAGE	4.80	3.80
COUNCIL	4.60	4.10
EXECUTIVES	5.00	3.67
STAKEHOLDERS	4.80	3.50
COMMITTEES	4.94	3.67
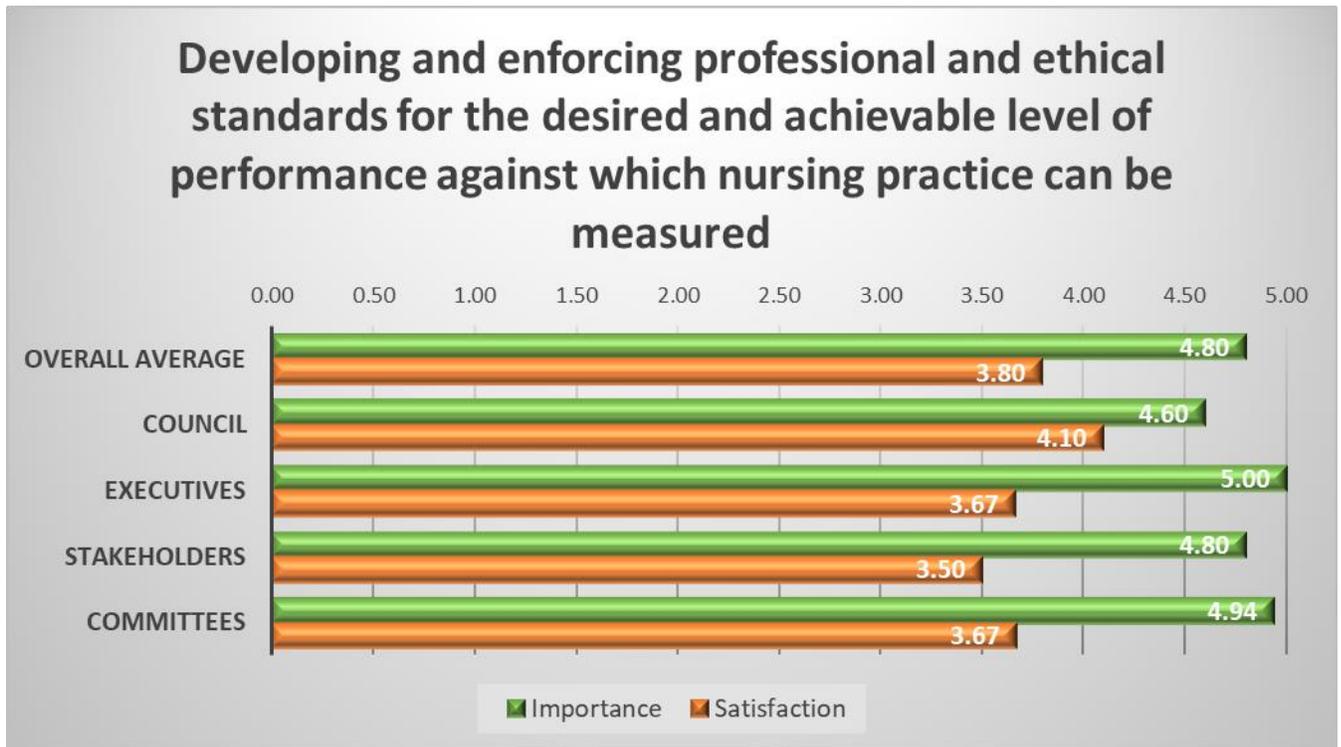
Chart Twelve: Continuing Competence Program

Developing and enforcing a continuing competence program to ensure that practicing members are maintaining competence in their practice

	Importance	Satisfaction
OVERALL AVERAGE	4.71	3.33
COUNCIL	4.50	3.70
EXECUTIVES	4.75	3.00
STAKEHOLDERS	4.67	2.78
COMMITTEES	4.69	3.11
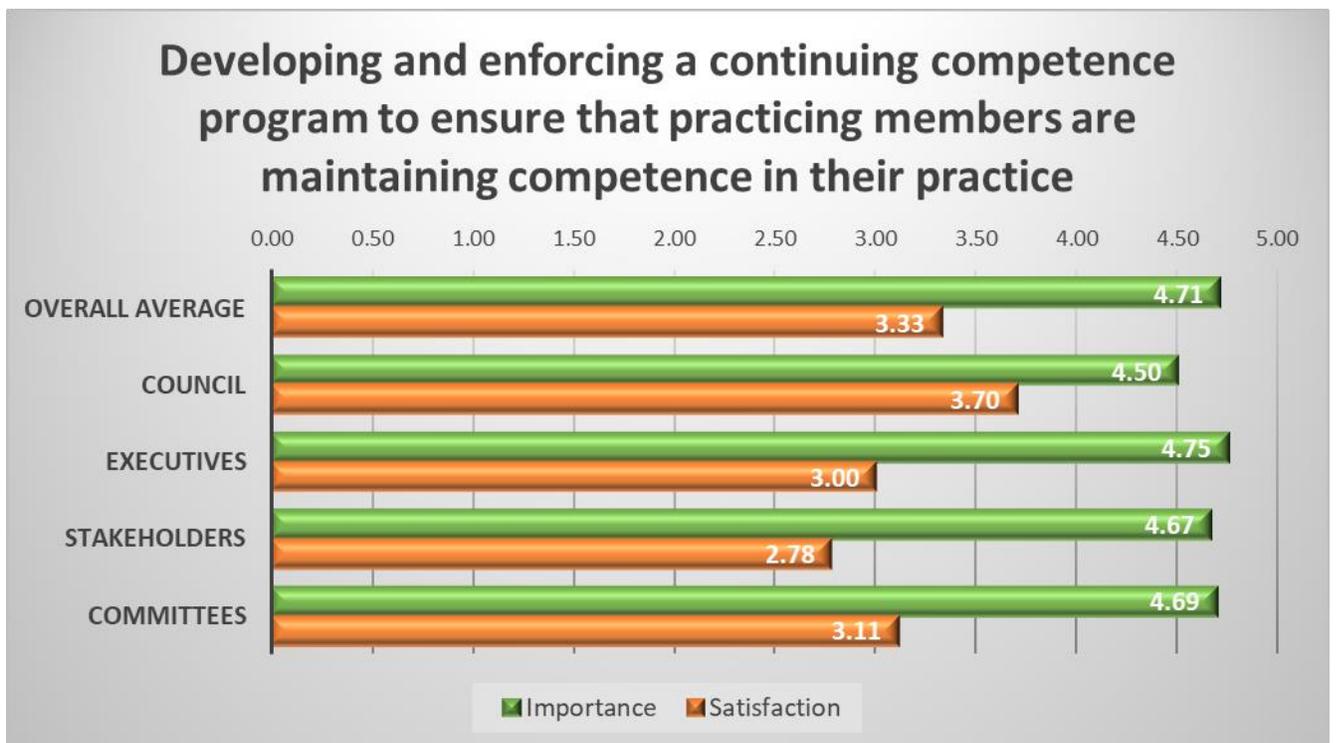
Chart Thirteen: Taking Action on Complaints

Taking action when a member of the public, an employer or a CARNA member submits a complaint about the practice of a regulated member

	Importance	Satisfaction
OVERALL AVERAGE	4.78	3.70
COUNCIL	4.50	4.00
EXECUTIVES	5.00	3.50
STAKEHOLDERS	4.80	2.89
COMMITTEES	4.90	3.65
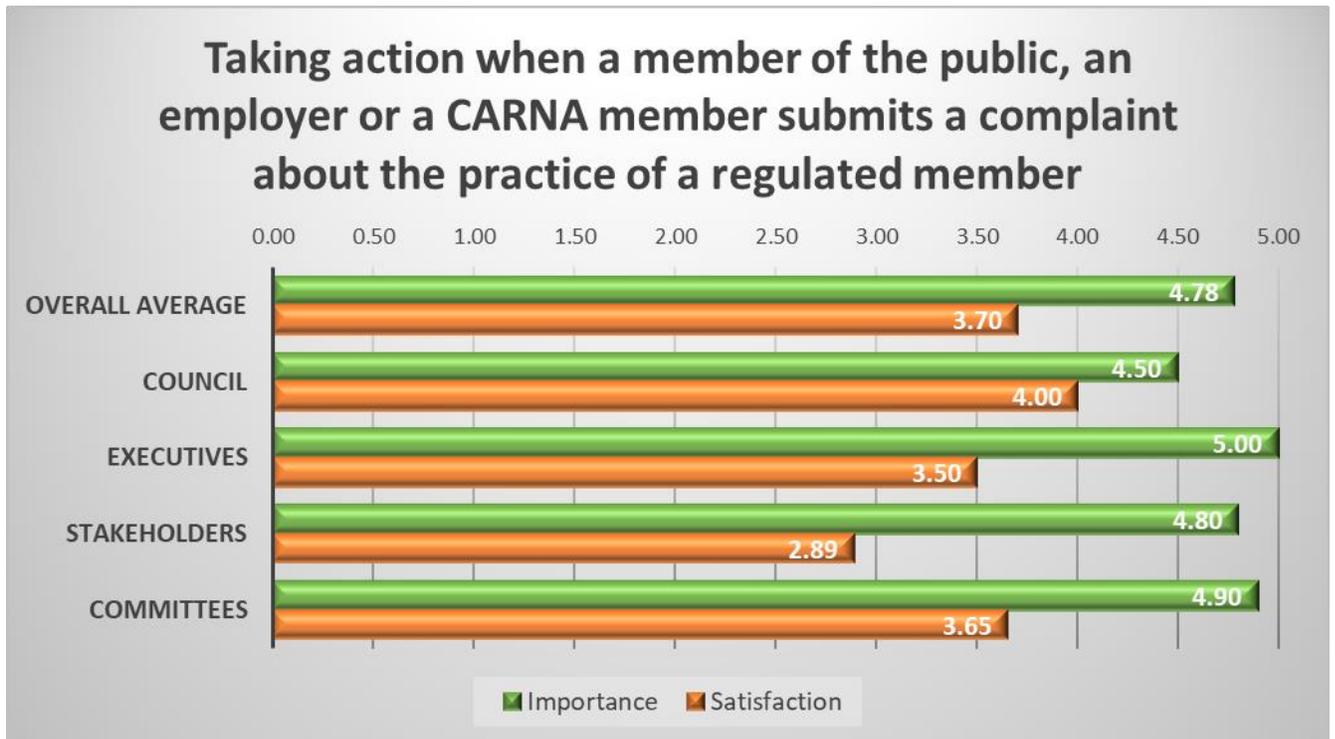
Chart Fourteen: High Quality, Cost Efficient Health Care System

Advocating for a high quality, cost-efficient health-care system that makes the best use of the knowledge and skills of RNs

	Importance	Satisfaction
OVERALL AVERAGE	4.42	2.58
COUNCIL	4.30	3.20
EXECUTIVES	2.75	2.50
STAKEHOLDERS	4.20	1.80
COMMITTEES	4.79	2.23
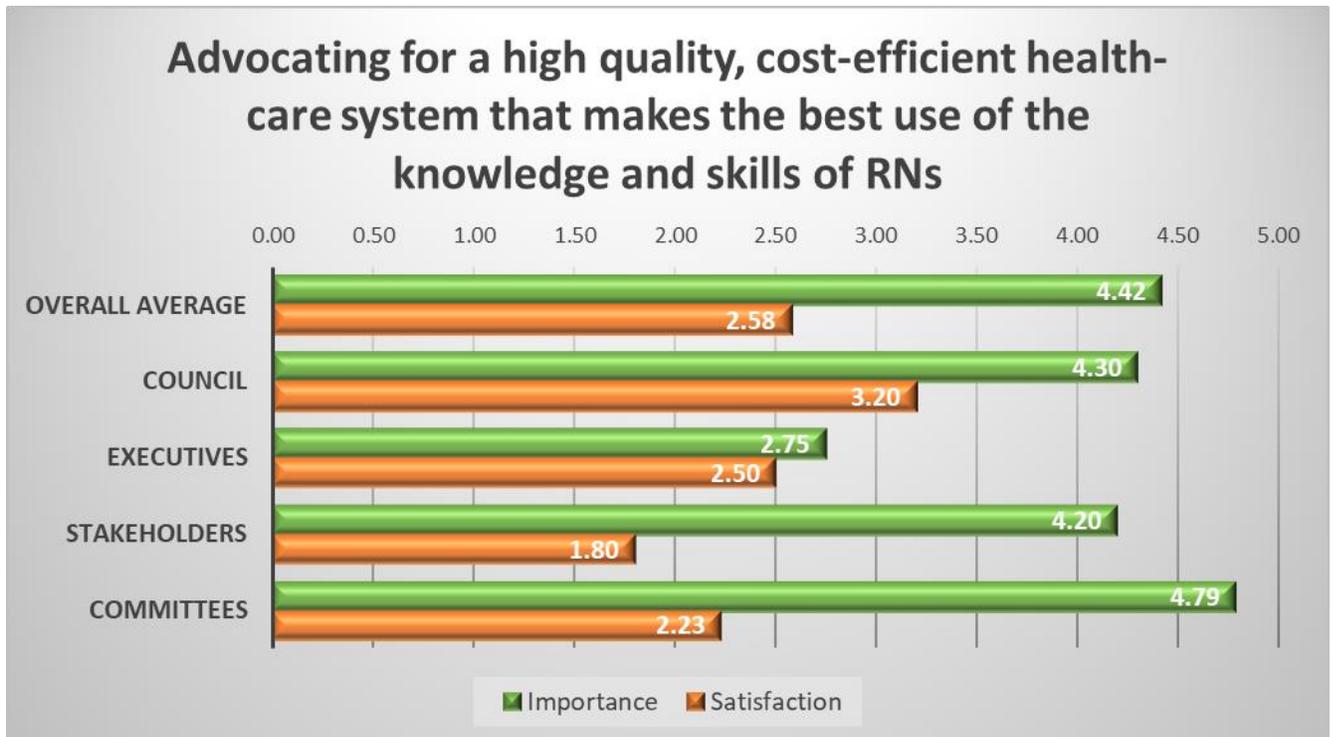
Chart Fifteen: Providing Leadership

Providing progressive, innovative leadership that encourages professional excellence and influences health policy

	Importance	Satisfaction
OVERALL AVERAGE	4.44	2.76
COUNCIL	4.30	3.50
EXECUTIVES	3.25	2.75
STAKEHOLDERS	4.50	1.90
COMMITTEES	4.63	2.56

The next set of questions deals with Council composition and selection. In the first chart, respondents are asked the extent to which they agree with (1) three different mixes of people on Council (composition), and (2) five different ways of selecting people to Council. In the second chart, respondents are asked which competencies are the most important for Council members to have.

Chart Sixteen: Selection of Council Members

Scale: 0.00 – 5.00

MEMBERS OF THE NURSING PROFESSION SHOULD OUTNUMBER MEMBERS OF THE PUBLIC BECAUSE REGISTERED NURSES BETTER UNDERSTAND WHAT ARE REASONABLE EXPECTATIONS FOR THE PROFESSION.
- Overall Average: 4.04
- Council: 3.60
- Executives: 1.75
- Stakeholders: 3.30
- Members: 4.10
- Committees: 4.23

MEMBERS OF THE PUBLIC SHOULD OUTNUMBER MEMBERS OF THE NURSING PROFESSION BECAUSE THE ROLE OF COUNCIL IS TO GOVERN IN THE PUBLIC'S INTEREST.
- Overall Average: 1.86
- Council: 2.30
- Executives: 3.50
- Stakeholders: 2.00
- Members: 1.79
- Committees: 2.19

MEMBERS OF THE NURSING PROFESSION AND MEMBERS OF THE PUBLIC SHOULD BE EQUALLY REPRESENTED ON COUNCIL AS THEY EACH PLAY AN IMPORTANT ROLE.
- Overall Average: 2.72
- Council: 3.50
- Executives: 4.25
- Stakeholders: 3.00
- Members: 2.65
- Committees: 2.95

COUNCIL MEMBERS WHO REPRESENT REGISTERED NURSES SHOULD BE ELECTED BY THEIR PEERS IN ORDER TO BE FAIR TO THE MEMBERSHIP AND GIVE EACH MEMBER AN OPPORTUNITY TO PARTICIPATE.
- Overall Average: 3.57
- Council: 2.70
- Executives: 1.00
- Stakeholders: 2.90
- Members: 3.70
- Committees: 3.38

THEY SHOULD BE ELECTED BY THEIR PEERS BECAUSE THEIR PEERS ARE IN THE BEST POSITION TO KNOW WHO HAS THE SKILLS TO SERVE ON COUNCIL.
- Overall Average: 3.05
- Council: 2.22
- Executives: 1.00
- Stakeholders: 1.89
- Members: 3.20
- Committees: 2.56

THEY SHOULD BE SELECTED BASED ON THEIR COMPETENCIES AND SKILLS TO ENSURE THAT COUNCIL HAS THE DIVERSITY OF EXPERIENCE AND KNOWLEDGE IT NEEDS TO MAKE IMPORTANT DECISIONS AND OVERSEE A $20 MILLION ORGANIZATION WITH OVER 100 STAFF.
- Overall Average: 4.15
- Council: 4.00
- Executives: 5.00
- Stakeholders: 4.20
- Members: 4.09
- Committees: 4.45

THEY SHOULD BE SELECTED BASED ON THEIR COMPETENCIES BECAUSE ELECTIONS CREATE THE POTENTIAL MISUNDERSTANDING THAT CANDIDATES SERVE THOSE THAT ELECTED THEM WHEN IN FACT THEY SERVE THE PUBLIC.
- Overall Average: 3.32
- Council: 3.80
- Executives: 5.00
- Stakeholders: 3.90
- Members: 3.24
- Committees: 3.24

THEY SHOULD BE SELECTED BASED ON THEIR COMPETENCIES BECAUSE ONLY A SMALL PERCENTAGE OF CARNA'S MEMBERSHIP ARE VOTING IN COUNCIL ELECTIONS AND SO THE COUNCIL IS ULTIMATELY NOT REPRESENTING ITS MEMBERS.
- Overall Average: 3.24
- Council: 3.50
- Executives: 3.00
- Stakeholders: 2.90
- Members: 3.24
- Committees: 3.23

Legend: Overall Average, Council, Executives, Stakeholders, Members, Committees

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Chart Seventeen: Knowledge and Competencies

	0.00 0.50 1.00 1.50 2.00 2.50 3.00 3.50 4.00 4.50 5.00	

KNOWLEDGE OF THE NURSING PROFESSION
- Overall Average: 4.67
- Council: 4.30
- Executives: 3.50
- Stakeholders: 4.50
- Members: 4.71
- Committees: 4.65

UNDERSTANDING OF THE REGULATORY ROLE OF THE COLLEGE AND ASSOCIATION OF REGISTERED NURSES OF ALBERTA IN PROTECTING THE PUBLIC'S INTEREST
- Overall Average: 4.52
- Council: 4.40
- Executives: 5.00
- Stakeholders: 4.67
- Members: 4.48
- Committees: 4.86

EXPERIENCE, INCLUDING VOLUNTEER EXPERIENCE, SERVING ON A BOARD AND/OR HELPING TO LEAD AN ORGANIZATION THAT SERVES OTHERS AND OVERSEE A LARGE AND COMPLEX ORGANIZATION
- Overall Average: 3.53
- Council: 3.20
- Executives: 4.50
- Stakeholders: 3.33
- Members: 3.50
- Committees: 3.86

UNDERSTANDING OF HOW NURSING EDUCATION PROGRAMS ARE DEVELOPED AND APPROVED IN ALBERTA
- Overall Average: 3.80
- Council: 2.70
- Executives: 3.50
- Stakeholders: 3.00
- Members: 3.89
- Committees: 3.72

FAMILIARITY WITH THE SAFETY, COMPETENCE AND ETHICAL STANDARDS FOR NURSING AND WORKING WITH PATIENTS
- Overall Average: 4.49
- Council: 3.90
- Executives: 4.00
- Stakeholders: 4.17
- Members: 4.50
- Committees: 4.70

KNOWLEDGE OF THE RULES RELATED TO CARNA STANDARDS AND GUIDELINES
- Overall Average: 4.25
- Council: 3.80
- Executives: 3.75
- Stakeholders: 4.00
- Members: 4.28
- Committees: 4.23

UNDERSTANDING OF HOW COMPLAINTS ARE INVESTIGATED, AND HEARINGS ARE CONDUCTED
- Overall Average: 3.92
- Council: 3.30
- Executives: 3.75
- Stakeholders: 3.17
- Members: 3.96
- Committees: 3.99

UNDERSTANDING OF GOVERNANCE
- Overall Average: 4.13
- Council: 4.20
- Executives: 5.00
- Stakeholders: 4.33
- Members: 4.04
- Committees: 4.72

Legend: ■ Overall Average ■ Council ■ Executives ■ Stakeholders ■ Members ■ Committees

We then asked questions of stakeholders and committee members more broadly about the functioning, effectiveness and engagement of Council and CARNA's overall governance (these two groups were not asked the more detailed evaluation scorecard questions that Council and staff members were better informed to respond to):

Chart Eighteen: Functioning, Effectiveness and Engagement

	0.00 0.50 1.00 1.50 2.00 2.50 3.00 3.50 4.00 4.50 5.00
HOW EFFECTIVE IS THE FUNCTIONING AND QUALITY OF DECISION-MAKING OF CARNA'S COUNCIL?	Stakeholders: 3.33 / Committees: 3.12
HOW EFFECTIVE IS THE FUNCTIONING AND QUALITY OF DECISION-MAKING OF CARNA'S STATUTORY COMMITTEES?	Stakeholders: 3.33 / Committees: 3.22
HOW EFFECTIVE IS CARNA AT REGULATORY GOVERNANCE?	Stakeholders: 2.67 / Committees: 3.83
HOW EFFECTIVE IS THE SIZE, COMPOSITION (INCLUDING DIVERSITY) AND SELECTION PROCESS FOR CARNA'S COUNCIL AND STATUTORY COMMITTEES?	Stakeholders: 2.17 / Committees: 2.97
HOW EFFECTIVE IS COUNCIL IN ENGAGING CONSTRUCTIVELY WITH STAFF?	Stakeholders: 3.00 / Committees: 2.75
HOW EFFECTIVE IS CARNA AT ENGAGING WITH EXTERNAL STAKEHOLDERS, INCLUDING YOURSELF?	Stakeholders: 1.67

Legend: ■ Stakeholders ■ Committees

PUBLIC CONSULTATION

Because of the limited number of public participants in the first round of on-line polls, it was agreed to conduct a "telephone town hall meeting" with members of the public across Alberta. This was held on March 25, 2020, hosted by David Brown and Rob DeRooy of GSI.

This first chart shows the number of participants during the telephone town hall meeting:

Chart Nineteen: Number of Public Participants
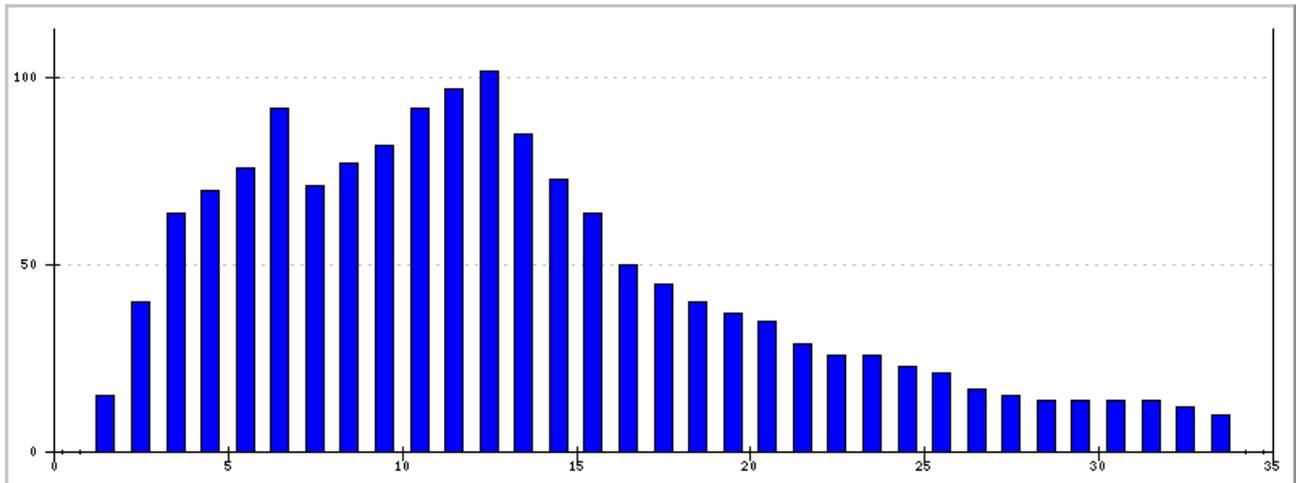
Chart Twenty: How effectively are Health Professions governed in Alberta?
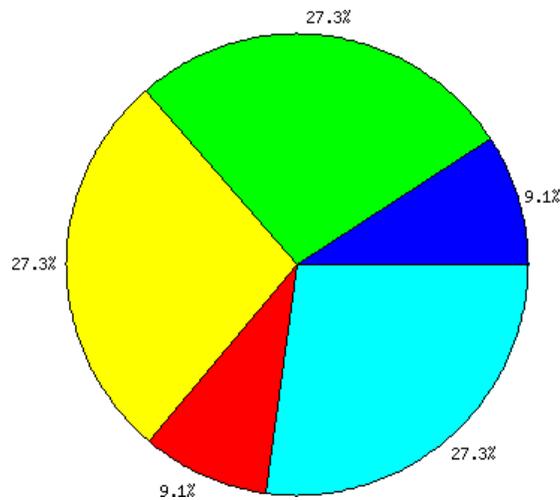
1	Not at all well
2	Somewhat
3	Satisfactorily
4	Quite well
5	Very well

Chart Twenty-One: How Effectively are nurses regulated in Alberta?

1	Not at all well
2	Somewhat
3	Satisfactorily
4	Quite well
5	Very well
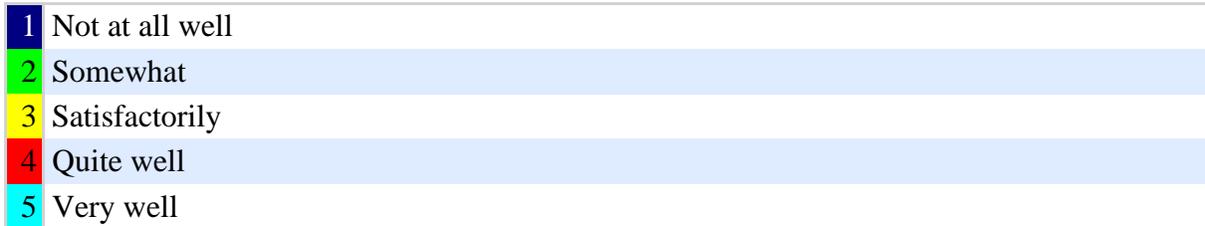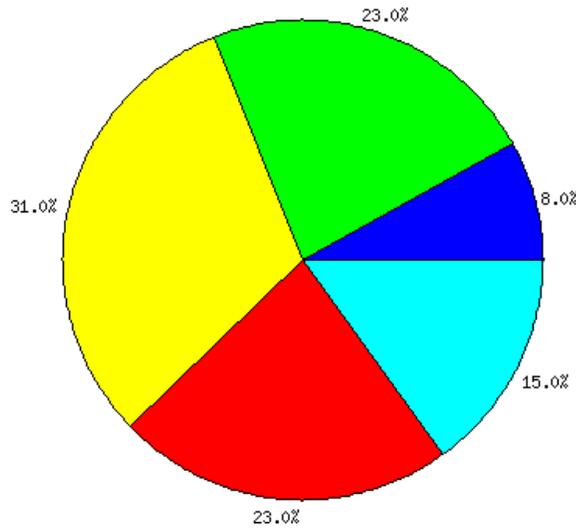
Chart Twenty-Two: How Effectively are Registered Nurses regulated in Alberta?

1	Not at all well
2	Somewhat
3	Satisfactorily
4	Quite well
5	Very well
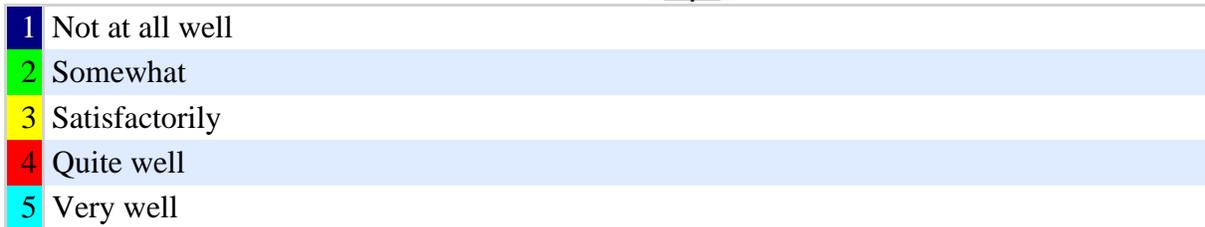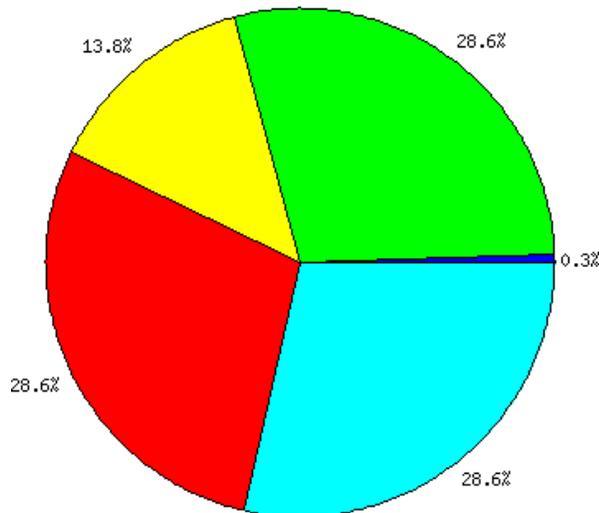
We then asked members of the public: what are your thoughts on CARNA moving to Council members being selected based on their competencies and attributes?

Chart Twenty-Three: CARNA moving to competencies based selection?
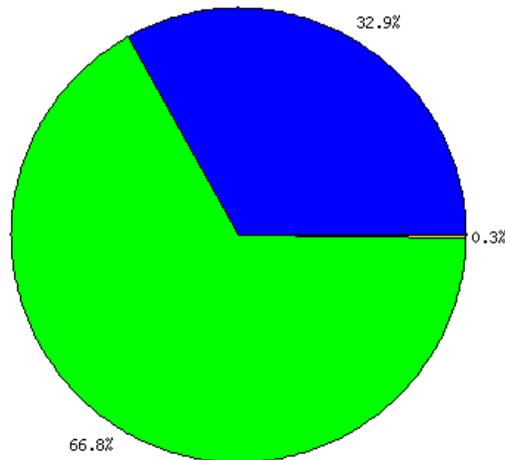
1	I like the idea
2	I prefer that Nurses elect Council members
3	I don't feel strongly either way

We then asked: CARNA currently has a dual mandate – both regulator and professional association – which do you prefer?

Chart Twenty-Four: Dual or Single Mandate?
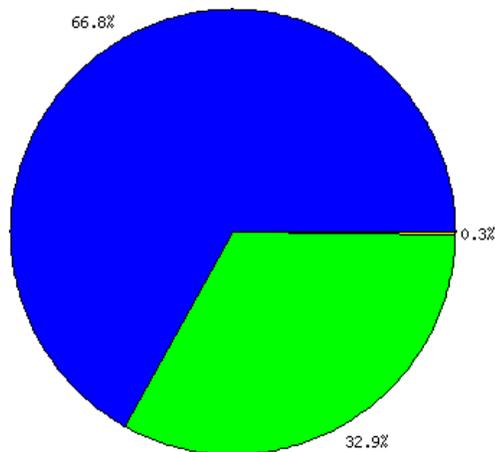
1	Keep the dual mandate
2	Split the mandate between two organizations
3	I don't feel strongly either way

NARRATIVE COMMENTS

The rest of this section contains tables which have the responses to open-ended questions at the end of each poll. Take care when contemplating these for the following reasons:

1. Consider any comment or suggestion in the larger context of this report, Council, and the organization itself. A comment from a single individual does not necessarily constitute the view of all individuals – it is just that – a comment from a single person.
2. Carefully examine the implications of implementing any governance process or policy change suggested. In governance, there is not always a single right answer, but there are some wrong answers. A suggestion may seem like a good idea at first glance, but it may lead to unintended consequences if care is not taken.
3. Do your best not to take comments personally. At times, when completing anonymous surveys, people have been known to take the liberty of saying something about colleagues that they would never say in their presence. Consider and contextualize them, learn any positive lessons that can be applied, and move on to the next remark.
4. Find the diamonds in the rough: sometimes a great suggestion is buried in the comments. Proactively seek these out, so they are not missed.
5. Look for common threads (patterns, themes) in these comments and suggestions as these are often most helpful to governance improvements.

Table One: Suggestions for Council Composition & Selection

Respondent Group	What changes would you suggest, if any?
Stakeholders	• As stated above, the composition of Provincial Council should be revisited to best suit its function as a regulatory college. The CARNA president should always be a CARNA regulated member to ensure registrant engagement (for the purpose of public safety) and maintain principles of professional self-regulation. • Public members on all committees as this would improve the accountability of the committees and allow for diversity of views, with a focus on the public. Transparency of the selection process for committee members. The size of the committees/council seems appropriate. Composition is difficult to determine at this point as it is based on application and we cannot control who applies to be able to ensure appropriate representation. • I would like to see an intentional representation of area of practice, region, gender and ethnicity. • Allow for separate evaluation of "function" and " quality". There is little diversity on any of CARNA's Council or Committees including the public members.
Committee Members	• CARNA is a great organization but really failing at the moment as it pertains to innovation, public engagement, member engagement. Totally silent to the recommendations out of the Blue Ribbon report (silence means agreement) (silence means fear). CARNA is silent. Who is the voice of nursing in Alberta? Not CARNA at the moment. • Increase in front-line staff representation

Respondent Group	What changes would you suggest, if any?
	• I do think the voting process is not an effective way to choose council, as the videos made are of variable quality and are a poor representation of ability to absorb information to make decisions, and to be strategic and visionary. • While Experience is important one should not make this the sole deciding factor in selection of the members of the committee. • Continuing to advertise in the RN magazine to encourage nurses to apply for committees is very important. • There needs to be more power of the committees and less rubber stamping of things when they are brought forward to committees • It might be useful to provide education to assist participants to increase their knowledge base • If there was a way to guarantee a proportion of novice and experienced nurses on Provincial Council - I believe this in itself would be a positive step forward. • I strongly support the idea of splitting CARNA's regulatory responsibility from the association aspect. It is a challenge to remain ethical in advocacy work and protect the public interest at the same time. Given the economic challenges facing healthcare currently in AB and nationally, RNs and NPs need a strong advocate. • Do not have enough knowledge to comment • I support public members to be included in all statutory committees. I believe public members should have competencies related to governance and experience in a related field. • Get rid of election. Have less people but have them know what they are doing. Have them be there to serve not to pad a resume to make themselves look good.

REGULATORY COMMITTEES

Here is how Committee members rated the effectiveness of each of the Regulatory Committees:

**Chart Twenty-Five: Committee Effectiveness**
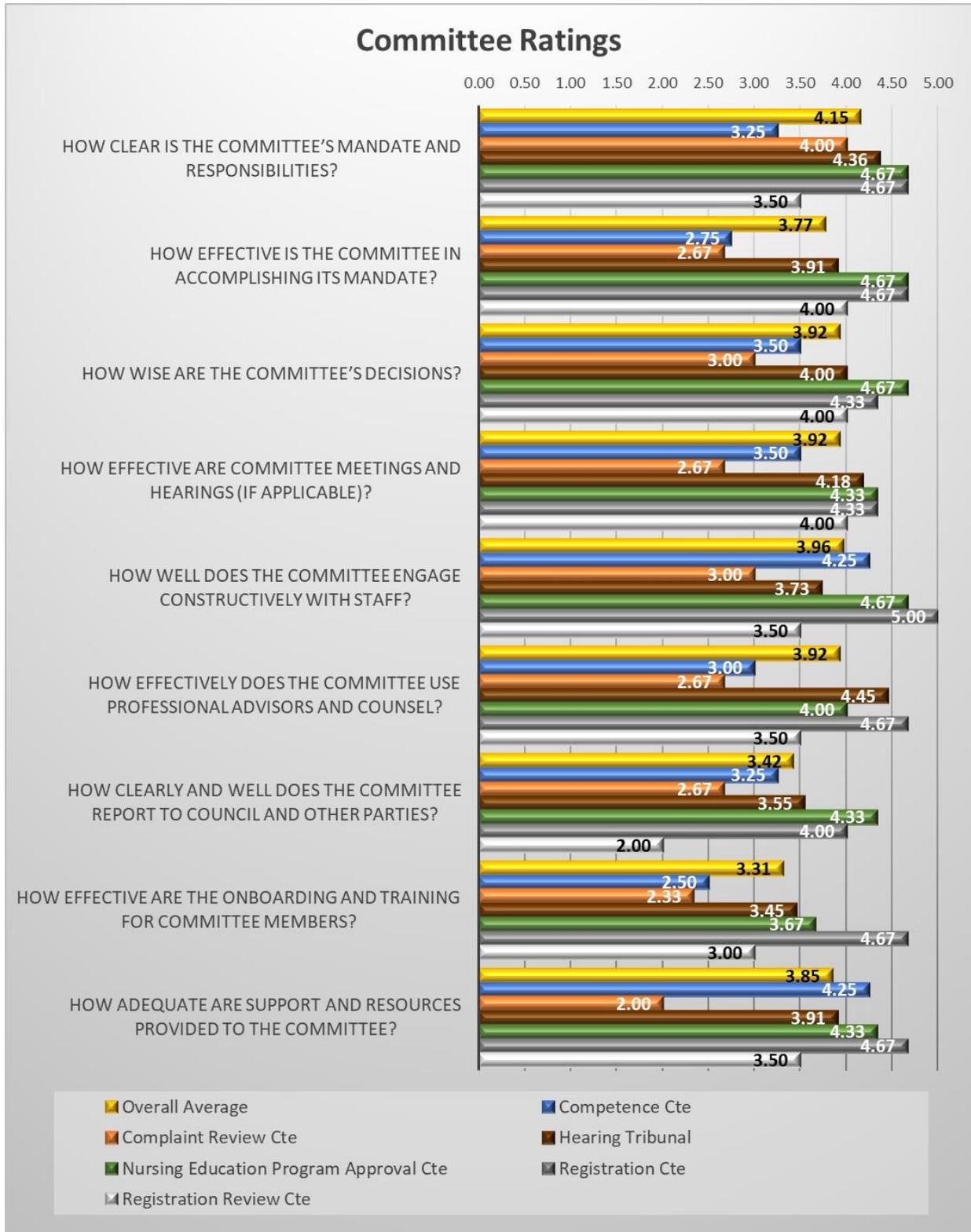
Table Two: Suggestions re: Regulatory Committees

Committee	What suggestions do you have to improve the effectiveness of the Committee?
Competence	• The mandate has changes numerous times. The committee was excited to help shape the new CC program, only to be told at our momentum peak that we need to stop. Now the new CC program is being created without committee membership consultation. CARNA has invested in the membership to become highly aware of CC programs in Alberta and across Canada, only to now be told we are not to be involved anymore. It has been very frustrating for the membership. Additionally, the committee at one time voted on a decision related to audit frequency, only to have CARNA executives meet with us after the vote to influence us to change our opinions. This is poor governance and leadership. This is just a symptom of having no strategic operational plan. • Clear understanding of committee mandate. Clear communication with regulated members as to the committee's mandate and work. I do not think this committee should be merged with another as this is a distinct area clarified in the HPA • The process for assessing member competence has needed to change for many years. I understand they are close to making a much-needed change to the usability of the platform MyCCP.
Complaint Review	• The committee is comprised of (mostly) people who have absolutely no training on how to conduct meetings, make decisions, write decisions. They have no professional training. Decisions are based on "feelings" rather than facts. We pay huge sums of money to have a lawyer sit in for some reason. If the members who were chosen were competent this wouldn't be needed.

Hearing Tribunal	• I have a few concerns:
	  - When the packages are presented to the tribunal by the conduct counsel, it should only include the allegations that are agreed to (all other dismissed allegations must be removed or blacked out).
	  - The consent agreement must align with the allegations and the sanctions must align with the agreed upon allegations and what would in turn move the RN to a place where the public is protected. This is often not clear. I think it is critical to have the conduct counsel consult or work with an RN before the consent is reached so that the tribunal is not left wondering how the sanctions align with the allegations.
	• Engage with staff to explain the nature, accountability and function of the committee (i.e. to safeguard the public)
	• I believe the work that the Hearing Tribunal does is both very time consuming and worthy. I understand it is a very costly part of ensuring quality nursing skill, ability and patient safety. However, I believe that merging the hearings with another committee may cause the focus to be diverted from maintaining the high standards set by our regulating

Committee	What suggestions do you have to improve the effectiveness of the Committee?
	body and high ethical responsibilities that are so important to ensure adequate patient safety under our membership. I also feel that the opportunity to mentor new members to the tribunal should be a priority. I was offered 1 observation day for both a tribunal hearing and compliance hearing. Although this was helpful, the learning really started once I was able to sit on a formal hearing. Unfortunately, many of the hearings are cancelled at the last minute causing costly plane ticket refunds, late hotel cancellations and affecting shift redistribution on my end as I am still employed part-time in acute care. Therefore, the learning curve has been interrupted and there has been a lack of continuity in confidently learning the process. This has affected my confidence in taking the next step in chairing a hearing. As a tribunal member who must travel approximately 6 hours (either by plane or car when weather permits) personally I find stacking the hearings in a row is the easiest for me to manage. I also feel it is important to have representation from the entirety of our membership from across the province even though the expense is higher with those who travel. I wonder if it would be appropriate for some of the cost of hearings to be borne by the members whose actions find themselves in front of the tribunal. • As a new hearing tribunal committee member, it would be beneficial to see ongoing educational opportunities to assist me to be as effective as possible when I serve on the committee. I also feel resources (videos) could be updated to represent current times even if the material/practice hadn't changed much. • I'd suggest one more training day ex. sitting in on 2 hearings vs. only one • Combining compliance with Hearings is a good move • Within the current structure and framework, I believe the Hearing Tribunal needs to be separate from other committees. There may however be opportunities to change its accountability/reporting line if there is evidence that the current structure is not meeting recommended best practices from other jurisdictions.
Nursing Education Program Approval	• The responsibilities of NEPAC are vast given the volume of education programs and should remain as its own committee. • CARNA staff do influence committee decisions despite it not being within the staffs' role.
Registration	• I don't have specific suggestions at this time but believe that this committee function is currently appropriate and effective. Before I can effectively respond to this question, I might have to shadow alternate committees and gather additional information as to where there may be 'cross over'. • As one of the newest members to the Committee, I am still learning and do not feel that I have had enough exposure to the opportunities that might improve the effectiveness.

Committee	What suggestions do you have to improve the effectiveness of the Committee?
Registration Review	• Very effective in doing its job when needing to do it.

List of Suggestions re: Council Functioning & Effectiveness

Question: What does the College and Association of Registered Nurses of Alberta do well in governance? What should not be changed?

Answers:
Council
- I believe the Council is well intended to improve governance for the best of the organization and its mandate
- CARNA takes self-regulation seriously and is working towards being a leader in health care regulation.
- The culture of like mindedness
- Protecting the public is something we do well. Electing provincial counsellors should not change.
- Education to council members ongoing and frequently given
- -The relationship between operations & Provincial Council
  - Expectations of Board members in terms of preparedness and governance engagement
  - Appropriate regulatory and governance committees with exception of executive committee that is not well established
  - Time release for President and support for Council members to participate vs total voluntary
  - High level of staff expertise to prepare materials for board decision making
  - Use of technology for meetings, preparedness, etc.
- The orientation process for new incoming council members has improved. This has provided a foundation of understanding for new members regarding their role. CARNA consults with stakeholders on current issues/trends regarding regulation; demonstrates transparency with the public; shares feedback and risks or potential risks. The importance of participation at each council meeting is very clear, meeting quorum for decision-making. Being responsive to current issues. Making effective and efficient use of time (agenda items for meetings and education/council development for council).
- Clear guidelines that are consistent for all members.

Executives
- They currently seem to have a sound understanding of the importance of setting standards for the profession against which nursing practice can be measured and to ensure patient safety.
- -Have started to use consent agendas
  -Shortened meetings to 2 days
- Have discussions related a new governance model - need this level of engagement going forward.

Stakeholders
- There is openness and willingness to ask tough questions and seek positive change. Bad news and reviews are used to inform change. Structurally, the Provincial Council members are very high functioning as they are well-prepared and thoughtful in meetings. Meetings are well-run, relevant and important. All members have a voice and, for the most part, clearly understand their roles and responsibilities.

- We have all the components of what should be a strong governance model. We are a reflective organization and are willing to learn, grow, and change.

Competence Committee
- The infrastructure and architecture are robust. But what is lacking is members' engagement on major decisions. There is a major transparency issue and major decisions need to be made with broader consultation to prevent significant errors.
- CARNA does a good job writing policy and evaluating schools of nursing. There is always room to do better.

Hearing Tribunal
- Most everything is going well I think. There are changes and some of them are really positive, so I think it is a bit to early to offer insight at this time.
- Election process and its transparency
- CARNA should not lower the standards as they are now for nursing care of our patients. I believe CARNA does an excellent job in regulating its members.
- I am so proud and honoured to say I am an Alberta registered nurse because of how professionally the hearing tribunals are conducted. The hearing tribunal is truly a committee seeking to assist members to serve their profession and the public better by being nonpartisan and caring. I feel that CARNA employees assist RN and public members sitting on this committee to keep this focus and perspective.
- Open sessions with AHS staff through webinars are very effective, newsletter is very informative & emails directly to members is extremely effective
- On balance, I believe that CARNA has managed to successfully create a governance structure which upholds its dual mandate. However, the dual mandate creates a very tight line to walk and could potentially create a future situation where there are too frequently conflicting tensions between service to the members and protection of the public.

Nursing Education Program Approval Committee
- CARNA does a thorough approach in engaging key stakeholders for input on governance documents. Governance documents are generally clear and comprehensive
- Strong understanding and application of the HPA.
- Education approval. Entry to practice standards.

Registration Committee
- I support the current governance structure. I also support strong orientation, continuous education & available support from CARNA staff for those participating in Council and Committees. This is a complex organization that has many 'moving parts' it can take some time to fully understand the roles/responsibilities of each sector.
- The College and Association of Registered Nurses of Alberta has made a lot of improvements over the years to increase the effectiveness of the governance of it's members and communicating through the monthly publication. I feel that this needs to continue.

Question: What does the College and Association of Registered Nurses of Alberta not do well in governance? What should be improved?

Answers:
Council
- Get rid of Carver. The council has not been actively governing, but responding to info from staff. This is changing but needs to be improved
- Council doesn't spend its meeting time very efficiently - which is why the governance review. Suggest looking at organizing the agenda around the strategic priorities. Need to have a 5 year

strategic plan, but that plan needs to be organized into yearly operational plans (for Council and CARNA). Move to a new policy governance model - take from Carver what works - but we spend a lot of time reviewing monitoring reports, executive limitations etc- and yet despite that amount of time spent on monitoring, Council still doesn't have a good sense what it (Council and CARNA) are doing or ought to be doing.

- Eliminate Carver model. Be more transparent

- We should work at being more transparent and working closer with government to ensure they are aware of our efforts to protect the public.

- Agendas and reading material generally too ambitious for allotted time

- - The governance model is very cumbersome - encumber the ability to plan and operate strategically
  - CEO performance and compensation determination requires higher level of expertise
  - Though board orientation is improving requires higher level of expertise - currently responds to board member perceived needs vs what is required for good governance
  - CARNA leadership and staff are focused on regulatory which is where its strength is and required. However it also has an association function that is not strong and needs direction.
  - Informing members/public of mandate & accountabilities

- -Election vs Appointment to Council - being elected by your peers has been very deceiving to incoming members, including myself as it insinuates representation of members of the profession. With that said though I have loved every moment of the learning curve of being on council and perhaps if the process was by being appointed, then I probably would not have had this opportunity!
  -Accountability: the importance of being accountable as a council member and what the expectations are could be clarified and more clearly outlined. When I began on Council and was given a mentor, he never completed Councillor Reports and told me I didn't have to either. This is the responsibility of council members to develop goals and share with council what they are working toward, how they are meeting their goals, etc.
  -CARNA could provide clearer expectations of committee roles and responsibilities as my experience has been sign-up sheets are posted and members are to just sign up; my third year on council and I still look at the committees and not have clear understanding of what I am potentially getting myself into.

- Unclear for members how funds are spent, perhaps more openly disclosing some budget numbers would assist with this.

Executives

- The composition of council needs to change to a competencies and experience based model.

- Councilors are not prepared for their governance role in terms of having the competencies needed to oversee the organization, nor being prepared for the meeting and ready/expecting to answer governance questions

- Understanding their role in governance and the process of choosing Council members - should be skills based not based on elections.

Stakeholders

- -They do not seek real evidence, only examples, exemplars, opinions and trends.
  -I think there should be more engagement and consultation with Registered Nurses. I think the efforts so far are dismal and RNs hate their college. (Note they should be CARNA's greatest advocate)
  -There should be more effort to collaborate with UNA and employers and government in all areas of governance to ensure positive policy outcomes and avoid unanticipated and possibly negative effects.

-More policy influence is needed. CARNA is essentially silent on some very important nursing-related issues. Human resources and communications need significant improvement overall.

- As a dual mandate College, it can be difficult to remove the association (working for the nurse) from the regulatory work that is required for the public. Stronger messaging and communication with registrants and the public to improve understanding of the roles the College holds.

Competence Committee

- From my vantage point, the governance model is appropriate but not followed. And there is not strategic plan or approach from the CEO. Leaving CARNA looking unprepared, full of fear and vulnerable. Ministers and ministries are looking to CLPNA for answers and guidance.
- Members do not feel "supported" by CARNA in the way they expect from and Association.

Complaint Review Committee

- We need nurses who have tribunal training or who have law degrees. We need nurses who have investigation training. We need nurses who have advanced training in patient safety. Just because you've been a nurse for 30 years doesn't mean you know anything about legislation.

Hearing Tribunal

- I wonder if it is possible to move members through the investigation/tribunal/sanctions more efficiently/quickly. The longer a RN is not practicing the more difficult it will be etc.
- Increased awareness / site and community visits to meet the members; RNs focus on the annual fees payed without understanding where the $ goes and how it is being used to protect the public.
- I believe that CARNA could stretch the accountability of its members by holding them financially accountable to the membership when their actions cost the membership financially. For example, the cost of hearings and the cost of cancelling hearings at the last minute due to unpreparedness, etc.
- As a new hearing tribunal member, it would be helpful to get more opportunities to serve on the HT/C committee during my membership term. More frequent or consistent (maybe being at the hearings for a full week of hearings and compliance once every two months might be beneficial).
- Auditing should be taken more seriously - reporting findings would be more helpful
- Perhaps CARNA could create a discussion with the members re: current and potential conflicting tensions within its dual mandate to inform decisions re: Governance Structure for the coming decade.

Nursing Education Program Approval Committee

- Promotion of RNs has been very weak over the past decade.
- Advocacy for practice standards and safety within healthcare in the political and public realm.

Registration Committee

- I have witnessed improvement over the past year as it relates to engaging membership, diversity and inclusion related matters, transparency, educational offerings. I have nothing in addition to what has been listed.
- CARNA could do more to disclose the work that is done to support member and public safety. It is a shared responsibility of both the member and CARNA to seek to understand the processes and challenges involved in the governance provided.

Registration Review Committee

- Communication with council and in general. Lots of times the staff tell the committees what is expected and ensure they know what to do which is great and necessary but does mean there is a potential for bias.

Question: What other comments or suggestions do you have regarding any area of CARNA's governance or Council?

Answers:

Council

- Governance for CARNA needs to be in pursuit of excellence beyond meeting core requirements. It needs to be modernized in order to be the leader and effective heath care partner provincially and nationally. With strengthening the governance of the organization there also needs to be a clear plan and commitment regarding what association functions will look like.
- I am wondering how other Boards effectively evaluate their performance. Are there specific validated assessment tools a Board should be using? My first 2 years on Council we would be sent a Council evaluation via email and being new I would not know if we met certain criteria so I wouldn't respond to the evaluation. Currently, we meet together for council evaluation and everyone gets their turn to state what they felt council did well and what needs improvement. This is recorded by the President-Elect and then shared with members. Is it important or necessary to evaluate individual council members? I understand the rationale for council as a body to evaluate performance but have always wondered about individual member performance.
- This is not relevant to the question, but I think the binary choice about mandate is sadly leading and awful in that it does not allow for a thoughtful response.
- It is more than an all-in or an all-out.
- I think you could have done better at eliciting more thoughtful and helpful feedback
- I don't agree with the above definition of association - would argue that any professional nursing association should be conducting itself in the interest of the public. With respect, felt many of these survey questions were leading. Think a governance review should be about seeking to optimize a governance structure that best delivers on the established vision, mission and objectives of the organization rather than a plebiscite on whether CARNA should be one or two organizations.
- Section 2 question: "what extent does CARNA fulfill its dual mandate to protect their members and protect the public?" It's not my understanding that an Association mandate is about protecting members but rather about serving the interests.

Executives

- Election of councilors by regions needs to stop as this adds to the confusion that the councilor represents a constituency rather than the profession at large ensuring patient safety
- Councilors need to be held accountable for performing their role effectively and need to establish an individual and a collective performance evaluation process
- Although I have indicated significant improvements necessary, CARNA is on the cusp of improvements in some areas.

Stakeholders

- I would clarify objectives of governance as a whole and ensure there are transparent and effective ways to measure ongoing performance and outcomes.
- We are in a fast moving environment that requires flexibility, adaptability and responsiveness to change. We do a good job of monitoring the environment for possible concerns, but we may benefit from being proactive with the findings of the monitoring and allowing for a more adaptable decision making structure.

Competence Committee

- The general staff are great, but they are super afraid of the leadership in the organization and as a result cannot advocate on behalf of committees or their members. There seems to be a

culture of intimidation. Not what should be happening at the moment. There should be a culture of innovation, growth, and being a leader in healthcare reform. which is not happening.
- CARNA has not been a strong enough advocate for registered nurses in AB. There has been no response to the government changes that were recommended last year and are being imposed this year.

Nursing Education Program Approval Committee
- I do not agree with posting complaints on the CARNA website and identifying members by name prior to disciplinary hearings.

Registration Committee
- I am very supportive of the recent inclusion of First Nation/Indigenous content expertise.
- I would like to attend a Council meeting to increase my knowledge and understanding before I would be able of offer concrete suggestions.

Table Three: Suggestions from Members of the Profession

Because of the sheer volume of Member comments, and the unfiltered nature of some of them, we are including a representative sample of these here:

When you think of how registered nurses are regulated, what are the most important thoughts that come to mind?
- I believe CARNA's regulatory status should be more solutions-based with employers (when there is a challenge or complaint against a nurse) as opposed to punishment-based.   - It is to the profession's benefit to have a regulatory organization that understands not only regulations and competencies but one in which the membership can rely upon to promote its members within complex healthcare organizations. It is often difficult to see the latter in our current structure. For example, promotion of the RN role within the public sphere, outlining the NP role to a largely unaware public and healthcare arena and considering the context within which the membership operates on a practical level (experience).   - I think we need to be moving forward more in our abilities or soon RN's will all be replaced by LPN's as their professional body advances more.   - It is essential that the people who are making decisions about the legislation have a firm understanding of the role nurses play in the healthcare system; the challenges they operate under and the education that has prepared them for their role. Without this understanding, there could be regulations developed that may look great on paper but are potentially unrealistic or unfair to the nurses who will be judged against it.   - Increased engagement with appropriate stakeholders, not just at an "inform" level. Currently a large body of the nursing population struggle to appreciate the relevance of CARNA to their nursing practice.   - Registered nurses should be a majority   - Split up CARNA...focus just on regulation...ensure the members of your organization have some actual experience as a practicing RN...CARNA is not respected amongst the members because of this. Make sure that your policies are humane and based on best practices.   - Nursing regulation needs to be forward thinking using data and evidence to predict the needs. Transparency in decision making to both the profession and public must be the main priority. There needs to be consideration if the organization is able to act effectively as an association, as well as a regulator.   - Continue to be self-regulated

- I am concerned that we as nurses are not able to phone and ask questions safely without jeopardizing our licenses.
- I would say that throughout my career, I have felt ambivalent about the organization. In part this ambivalence stems from the dual role of professional organization and that of regulator, I have observed that front line nurses often disconnected from their organization and that it is not approachable. Perhaps having 2 different branches might help nurses feel more connected.
- Several members expressed concern about the level of fees and value for money not being demonstrated
- Nursing must continue to be self-regulated. The idea of appointment of non-nurses to CARNA council instead of RN/NP members defeats this long-standing tradition and devalues the knowledge and skill of the profession. Quite frankly, I'm concerned that we are even having this discussion.
- The most important thoughts that come to mind are that in the past when I have had issues or questions, I have found the CARNA representative(s) I have contacted or spoken to be approachable and knowledgeable. I feel like my experience would not have been the same had the people I had spoken to were not registered nurses themselves.
- Most of us don't really understand the association and how we are regulated. Splitting into the two streams may help that understanding and open avenues for the membership rank and file to participate appropriately. The regulatory process is shrouded in legalese and other than final granting of licensure, is not well understood.
- Overall, I'm pleased.

Governance Solutions

DETAILED NUMERICAL FINDINGS FROM POLLS

Here are the numerical results by question to the on-line polls, including ranges (highest & lowest response to each):

	How would you rate the Council's effectiveness to …?	Overall Average Rating	Council	Executives	Range	Comparator Organizations
1.	Establish a clear sense of purpose, strategic direction, and priorities, including vision, mission, and values.	**2.93**	3.40	1.75	5-1	4.00
2.	Understand the most significant risks (and opportunities) facing CARNA.	**3.00**	3.40	2.00	5-2	4.00
3.	Establish, with management, risk tolerances and appetites for CARNA for regulatory and business risks.	**2.92**	3.22	2.25	5-2	3.50
4.	Recruit and have the right CEO/Registrar in place, and plan for their succession.	**3.79**	3.80	3.75	5-2	4.00
5.	Encourage – and where applicable achieve – the best mix of Council members.	**2.64**	3.00	1.75	4-1	4.00
6.	Review and approve the operating and capital budgets.	**3.46**	3.56	3.25	4-3	4.10
7.	Gain reasonable assurance (confidence) in a robust system of internal controls.	**2.92**	3.00	2.75	4-2	4.00
8.	Articulate the right roles and responsibilities of Council, committees and CEO/Registrar (e.g. charters, mandates, terms of reference, position descriptions).	**2.93**	3.10	2.50	4-2	4.00
9.	Have clear accountability of Council, committees, and CEO/Registrar (e.g. Performance Evaluations)	**2.21**	2.50	1.50	4-1	4.00
10.	Fulfill the roles and responsibilities expected of it (Council).	**2.79**	3.10	2.00	4-1	4.00
11.	Strike an appropriate governance committee structure that makes good use of committees.	**2.58**	2.88	2.00	4-1	4.10
12.	Receive and review financial statements and reports, including dealing with the auditors.	**3.42**	3.63	3.00	5-2	4.50
13.	Regularly receive and review clear non-financial performance reporting.	**2.69**	2.89	2.25	4-2	4.10
14.	Receive comprehensive and regular updates on key regulatory and business risks.	**3.07**	3.40	2.25	4-2	4.00
15.	Gain reasonable assurance (confidence) in the accomplishment of strategic objectives.	**3.07**	3.30	2.50	4-2	4.00
16.	Clearly report and disclose relevant material results, facts, and changes to appropriate parties (e.g. financial,	**3.00**	3.10	2.75	5-1	4.60

How would you rate the Council's effectiveness to …?		Overall Average Rating	Council	Executives	Range	Comparator Organizations
	governance, and compensation disclosures).					
17.	Have deliberations and discussions at board meetings that are strategic (high level) and focus on priority (key) issues.	**2.93**	3.50	1.50	5-1	4.00
Average of All Survey Responses		**2.96**	**3.22**	**2.34**		**4.05**

So far as you can tell, to what extend do regulatory colleges in Alberta protect their members and the public?		Overall Average Rating	Range
College of Physicians and Surgeons of Alberta	The Members	**3.50**	5-1
	The Public	**3.25**	5-1
Alberta College of Pharmacy	The Members	**2.67**	4-1
	The Public	**3.00**	5-1
College and Association of Registered Nurses of Alberta	The Members	**1.75**	2-1
	The Public	**2.75**	5-1
Alberta College of Social Workers	The Members	**3.00**	4-1
	The Public	**2.33**	4-1
Alberta College of Optometrists	The Members	**3.50**	4-3
	The Public	**3.50**	4-3

So far as you can tell, to what extent does CARNA fulfill its dual mandate to protect their members and protect the public?	Overall Average Rating	Council	Executive	Stakeholders	Committees	Range
The Members	**3.50**	3.80	3.25	3.00	3.29	5-1
The Public	**4.02**	3.89	3.50	3.83	4.16	5-1

For each of the following responsibilities carried out by the College and Association of Registered Nurses of Alberta, how important is that responsibility, and how satisfied you are with how well it is being carried out?		Overall Average Rating	Council	Executive	Stakeholders	Committees	Range
Setting the qualifications for entering the profession	Importance	**4.84**	4.60	5.00	4.90	4.91	5-4
	Satisfaction	**4.24**	4.10	4.25	4.00	4.34	5-1
Approving nursing education programs in the province that prepare individuals to enter the profession	Importance	**4.68**	4.50	4.75	4.40	4.94	5-2
	Satisfaction	**3.90**	3.90	4.00	3.50	4.27	5-1
Issuing practice permits only to those who meet the legislated and regulatory requirements	Importance	**4.88**	4.60	5.00	5.00	4.97	5-4
	Satisfaction	**4.26**	3.90	4.50	4.00	4.38	5-1
Developing and enforcing professional and ethical standards for the desired and achievable level of performance against which nursing practice can be measured	Importance	**4.80**	4.60	5.00	4.80	4.94	5-3
	Satisfaction	**3.80**	4.10	3.67	3.50	3.67	5-1
Developing and enforcing a continuing competence program to ensure that practicing members are maintaining competence in their practice	Importance	**4.71**	4.50	4.75	4.67	4.69	5-3
	Satisfaction	**3.33**	3.70	3.00	2.78	3.11	5-1
Taking action when a member of the public, an employer or a CARNA member submits a complaint about the practice of a regulated member	Importance	**4.78**	4.50	5.00	4.80	4.90	5-3
	Satisfaction	**3.70**	4.00	3.50	2.89	3.65	5-1
Advocating for a high quality, cost-efficient health-care system that makes the best use of the knowledge and skills of RNs	Importance	**4.42**	4.30	2.75	4.20	4.79	5-1
	Satisfaction	**2.58**	3.20	2.50	1.80	2.23	5-1
Providing progressive, innovative leadership that encourages professional excellence and influences health policy	Importance	**4.44**	4.30	3.25	4.50	4.63	5-2
	Satisfaction	**2.76**	3.50	2.75	1.90	2.56	5-1

With respect to the ratio of registered nurses and members of the public who serve on Council, to what extent do you agree/disagree with each of the following…	Overall Average Rating	Council	Executive	Members	Stakeholders	Committees	Range
Members of the nursing profession should outnumber members of the public because registered nurses better understand what are reasonable expectations for the profession.	**4.04**	3.60	1.75	4.10	3.30	4.23	5-1
Members of the public should outnumber members of the nursing profession because the role of Council is to govern in the public's interest.	**1.86**	2.30	3.50	1.79	2.00	2.19	5-1
Members of the nursing profession and members of the public should be equally represented on Council as they each play an important role.	**2.72**	3.50	4.25	2.65	3.00	2.95	5-1

In deciding who represents members of the registered nursing profession on Council, to what extent do you agree/disagree with each of the following…	Overall Average Rating	Council	Executive	Members	Stakeholders	Committees	Range
Council members who represent registered nurses should be elected by their peers in order to be fair to the membership and give each member an opportunity to participate.	**3.57**	2.70	1.00	3.70	2.90	3.38	5-1
They should be elected by their peers because their peers are in the best position to know who has	**3.05**	2.22	1.00	3.20	1.89	2.56	5-1

In deciding who represents members of the registered nursing profession on Council, to what extent do you agree/disagree with each of the following…	Overall Average Rating	Council	Executive	Members	Stakeholders	Committees	Range
the skills to serve on council.							
They should be selected based on their competencies and skills to ensure that Council has the diversity of experience and knowledge it needs to make important decisions and oversee a $20 million organization with over 100 staff.	**4.15**	4.00	5.00	4.09	4.20	4.45	5-1
They should be selected based on their competencies because elections create the potential misunderstanding that candidates serve those that elected them when in fact they serve the public.	**3.32**	3.80	5.00	3.24	3.90	3.24	5-1
They should be selected based on their competencies because only a small percentage of CARNA's membership are voting in Council elections and so the Council is ultimately not representing its members.	**3.24**	3.50	3.00	3.24	2.90	3.23	5-1

With respect to the skills required to serve effectively on Council, how important are each of the following…	Overall Average Rating	Council	Executive	Members	Stakeholders	Committees	Range
Knowledge of the nursing profession	**4.67**	4.30	3.50	4.71	4.50	4.65	5-1
Understanding of the regulatory role of the College and Association of Registered Nurses of Alberta in protecting the public's interest	**4.52**	4.40	5.00	4.48	4.67	4.86	5-1
Experience, including volunteer experience, serving on a board and/or helping to lead an organization that serves others and oversee a large and complex organization	**3.53**	3.20	4.50	3.50	3.33	3.86	5-1
Understanding of how nursing education programs are developed and approved in Alberta	**3.80**	2.70	3.50	3.89	3.00	3.72	5-1
Familiarity with the safety, competence and ethical standards for nursing and working with patients	**4.49**	3.90	4.00	4.50	4.17	4.70	5-1
Knowledge of the rules related to CARNA standards and guidelines	**4.25**	3.80	3.75	4.28	4.00	4.23	5-1
Understanding of how complaints are investigated, and hearings are conducted	**3.92**	3.30	3.75	3.96	3.17	3.99	5-1
Understanding of governance	**4.13**	4.20	5.00	4.04	4.33	4.72	5-1

How effective is…	Overall Average Rating	Stakeholders	Committees	Range
The functioning and quality of decision-making of CARNA's Council?	3.34	3.33	3.12	5-1
The functioning and quality of decision-making of CARNA's Statutory Committees?	3.39	3.33	3.22	5-1
CARNA at regulatory governance?	3.57	2.67	3.83	5-1
The size, composition (including diversity) and selection process for CARNA's Council and Statutory Committees?	3.00	2.17	2.97	5-1
The Council in engaging constructively with staff?	2.82	3.00	2.75	5-1
CARNA at engaging with external stakeholders?	1.67	1.67	N/A	2-1

Committee Specific Questions	Overall Average Rating	Comp-etence	Complaint Review	Hearing Tribunal	NEPAC	Registration	Registration Review	Range
How clear is the Committee's mandate and responsibilities?	4.15	3.25	4.00	4.36	4.67	4.67	3.50	5-1
How effective is the Committee in accomplishing its mandate?	3.77	2.75	2.67	3.91	4.67	4.67	4.00	5-1
How wise are the Committee's decisions?	3.92	3.50	3.00	4.00	4.67	4.33	4.00	5-1
How effective are Committee meetings and hearings (if applicable)?	3.92	3.50	2.67	4.18	4.33	4.33	4.00	5-1
How well does the Committee engage constructively with staff?	3.96	4.25	3.00	3.73	4.67	5.00	3.50	5-1
How effectively does the Committee use professional advisors and counsel?	3.92	3.00	2.67	4.45	4.00	4.67	3.50	5-1
How clearly and well does the Committee report to Council and other parties?	3.42	3.25	2.67	3.55	4.33	4.00	2.00	5-1
How effective are the onboarding and training for Committee members?	3.31	2.50	2.33	3.45	3.67	4.67	3.00	5-1
How adequate are support and resources provided to the Committee?	3.85	4.25	2.00	3.91	4.33	4.67	3.50	5-1

APPENDIX 2: SUMMARY OF INTERVIEWS

GSI interviewed all Councillors, as well as the senior leadership team of CARNA, and leaders of external stakeholder organizations with an interest in CARNA.

The purpose of the interviews was to bring depth and meaning to key themes and alternatives identified in the on-line survey results (Appendix 1) and to help us formulate meaningful recommendations for CARNA as it seeks to improve their governance going forward.

INTERNAL STAKEHOLDERS' INTERVIEWS

The first section of this appendix summarizes the findings from the internal interviews (Councillors and senior staff).

The first question we posed was about "What is working well at CARNA, what would you not like to see change?"

Responses to this question were varied, common responses were good senior leadership, good chair, good staff/council communications and engaged councillors, but none of these responses were a majority view. There was a small minority of councillors that would not like to see the dual mandate of the organization change, and a minority of senior management that would not like to see the meeting interval change.

The second question we asked was "What's not working well at CARNA, what would you like to see change?"

In this area we did see that a majority of respondents were looking for better engagement and communication between CARNA and its membership. It was commonly lamented that nurses really do not know what CARNA does, and specifically that many Council members did not really understand what the position they were running for entailed. Many felt that they were going to go onto Council to represent the people that voted them in, and that they would be doing association related work.

The downstream effect of this is that there was also significant support for increased training, both prior to being elected and as councillors.

There were also minority views that a single, regulatory mandate is needed to overcome this confusion both with candidate and nurses in general.

Finally, there is significant support for changing to a more modern governance model that would be less restrictive to conversation and input from Council.

The third question we asked was about the functioning and structure of the current CARNA committees.

The overriding theme regarding the committees was that they need better succession planning. Committee members select their assignments without any in depth knowledge of the role they will be playing, or the mandate of the committees they are joining.

A more intentional effort to have a robust term of reference document for each committee, as well as details on the time commitment required, the skill sets that best suit each role and significant onboarding sessions would be a definite asset to improve functioning.

Another area identified for improvement was the communication between committees and council, especially on the governance related committees. Several respondents discussed that they felt that often times committee work was re-litigated at council, essentially doing the work twice.

The fourth question we asked was about the possibility of CARNA moving to a skills-based and appointed council. The question was broken down into its two component parts (is skills based desirable and is appointed desirable).

There was a significant level of support for a more skills-based process, with a majority of respondents recognizing the benefits to CARNA if the Council was more intentionally populated based on the skills needed to perform its mandate.

On the question of having an appointed Council there was less support, essentially a 50/50 split of Council members. Some of the concerns about an appointed Council were that there would not be room for younger nurses, and that it could become or be seen as elitist. Those for appointments see it as the best way to ensure the right skill sets are in place so that Council could fulfill its duties. There was also a feeling that the current membership base was not engaged significantly in the democratic process leading to very low voter turnout.

The fifth question was a two-part question regarding the future of the dual mandate. First, we probed simply to see who was for continuing the dual mandate and who would like to see a change to a single, regulatory mandate. Secondly, we asked what the future for the association might look like if it were to stand on its own, how might the association thrive as a stand-alone entity?

There was a significant divide between staff and council on this question, 100% of staff would like to see a single mandate, only 50% of Council members think a single mandate is necessary.

To summarize this dilemma and its underlying drivers, while the legislative mandate is clear, there is a long-standing tradition of CARNA also being the professional association for Registered Nurses in Alberta, and both Members and Councillors desire this role to be provided by someone, even if it's not to be CARNA. The public perception – and likely government's too – of bias, even unintended, is troublesome since a self-regulated health profession must be perceived to (and actually be) acting to protect the public interest.

From the perspective of what could be done to help a professional nurses association in Alberta to thrive as a stand-alone entity several alternatives were identified. The overall concern was that nurses may not financially support an association that would have voluntary membership fees. Most respondents were clear to say that if there were a split, that CARNA would have to be careful to take their time in developing plans, ensure there was a clear value proposition for the association, and seed money to get it started off on the right foot. Perhaps using the association to provide nurses with their liability insurance, or partnering with CNA, other western provinces or the union were other thoughts on how a separate association could provide advocacy for members going forward.

Our final question was "What would you consider to be a "Success" for this Governance Review?

The most common theme here was that the association would receive a balanced report, that took all sides into consideration and that it would provide evidence-based recommendations that included the path forward, leading to improved outcomes for CARNA.

Specifically success would be a move to best practice governance that could speed up decision making, include more intentional board and committee succession planning and improve skill levels on council (through improved training or skills based appointments/nominations).

EXTERNAL STAKEHOLDERS' INTERVIEWS

The second section of this appendix summarizes the findings from the external interviews (leaders and representatives of external stakeholder groups with an interest in CARNA).

GSI interviewed sixteen external stakeholders who accepted our invitation (33 external stakeholder groups were given this opportunity.) These include employers, other associations and regulators, post-secondary institutions and government leaders.

The purpose of the interviews was to provide qualitative feedback and input on CARNA's governance strengths and opportunities for improvement, in more depth than the on-line survey research. The interviews were also designed to evaluate the effectiveness of key aspects and outcomes of CARNA's current governance, including public interest and profession mandates, and to identify opportunities for improvement in dealing with challenges that may face the governance of CARNA.

The first question we asked stakeholders was: What is you overall impression of CARNA?"

This question elicited a very wide range of responses, but most were favourable. In particular, six of the sixteen respondents commented on CARNA's recent improvement, that CARNA is more responsive and collaborative than at any time in its past.

Three respondents shared their view that CARNA was more effective as a regulator than as an association. The perceived ineffectiveness of having a dual mandate was mentioned three times, seen as a dated model with inherent conflicts.

There was also a minority view that CARNA is very large, and that the relative number of members that CARNA has is significantly higher than other nursing associations. The relevance of this and subsequent responses began to paint a picture of the difficulties CARNA would have if the association were to attempt to repatriate or consolidate all the different nursing groups in the province. There is worry that the smaller groups would have no voice, and that they are not held in high regard by RNs.

The second question was "How effective is CARNA's Governance?"

Most external stakeholders don't really know about the effectiveness of CARNA's governance, they mostly see that CARNA is improving but most of their contact and experience is with operations. This is an expected result, in that management should be the face of the organization, so this is a healthy dynamic.

Some of the external stakeholders were also members, so they had more to say about CARNA's governance. Within this subset the dual mandate comes up again as a potential conflict, but by a minority of people (3) and one of them mentioned it in question 1. It was also noted that Council itself and council members are not overly connected with members, there is low member engagement.

The third question we asked was "What does CARNA do really well?"

The majority of respondents (nine of the sixteen) commented that CARNA did a really good job at their legislated mandate of being a regulator. Another area that was well regarded was CARNA's work in training and administration (six of sixteen).

CARNA was also lauded for the recent improvements around communications both with external stakeholders and members (five of sixteen), while a minority of respondents (three) thought that CARNA did a really good job of promoting RNs and association activities.

The fourth question we asked was "What could CARNA do better?"

The most common response to this question was that CARNA needs to work on its relationship with other nursing bodies (six of sixteen).

This was followed by the desire for CARNA to be better as an association in promoting the field of Nursing (four).

There were also some comments on the ease of use of some of CARNA's processes around continuing competence, registration and complaints.

The fifth question we asked was "What are your thoughts on CARNA moving to Council members being selected based on their competencies and attributes vs. current geographic election?"

Seven of the sixteen respondents were in favour of a competency-based approach with one additional respondent in favour if CARNA was to move to a single regulatory mandate.

An additional five respondents were in favour of the idea of an appointments based on competencies approach to board renewal as long as it included a mechanism to ensure continued geographic dispersal of Council members.

Only one respondent was against the idea entirely, an additional three respondents did not like appointments, but thought that CARNA should adopt a more skills-based approach to identifying candidates for election.

The sixth question we asked was "How might CARNA ensure the continuation of the association related services if they were forced or decided to only focus on their regulatory mandate?"

The most common response to this was that the resulting association should encompass every branch of nursing (six of sixteen respondents), but most also admit that it would be very difficult to get all parties to agree to this arrangement. There were two reasons given for this pessimism, (1) RNs don't seem to value other branches of nursing, and (2) RNs far outnumber the number of members in the other branches so these would be left with no voice in a larger association.

Other ideas on how to ensure the health of the association if it were stand-alone were to offer a value proposition that will resonate with nurses. An example would be to have the Association retain and offer the insurance needed by nurses as value add.

A couple of respondents recommended that the association part be handled entirely through the Canadian Nurses Association, and a couple thought it would be better to keep everything under one larger umbrella but split off the association role under a different governance system through a subsidiary or MOU arrangement with the Regulator collecting the fees and detailing to nurses the amount of the fee that supports the association vs the regulatory functions.

The final question we asked was "What would you consider to be a "Success" for this Governance Review?"

There was no majority view on this question, but there were a few themes that resonated. Four respondents would like this review to culminate with the end of the dual mandate, four respondents want CARNA to ensure that any changes that do come as a result of this review are well communicated to members and stakeholders, and four respondents would like to see continuous improvement as a result of this review.

A couple of respondents also wanted to see all of the nursing bodies represented together under CNA and a couple wanted it to be clear that CARNA has really improved recently and we can't lose those gains as a result of any new changes.

And the final theme was that CARNA should be more relevant to nurses as a result of this review by improving the benefits and advocacy that nurses receive from the association.

APPENDIX 3: SUMMARY OF OBSERVATIONS

Governance Solutions Inc. (David and Debra Brown) observed the Council meeting of January 10, 2020.

By observing a meeting, we can gain a much better understanding of the functioning, information and accountability flow, outworking of roles and responsibilities, as well as otherwise difficult to evaluate yet important aspects of governance such as culture, relationships and behaviour.

In general, the Council meeting was positive, constructive, inclusive and respectful.

Notable positive elements include:

- ✓ A good mix of Councillors participating: balanced, inclusive
- ✓ Agenda was well-prepared: timing, references, whether for decision, discussion or information, who is the lead
- ✓ Staff presentations later in the meeting were framed well and briefly by responsible staff
- ✓ There were two agenda items addressing regulatory governance (Provincial Council Project Reporting Dashboard and Updated Ends)
- ✓ The President did an excellent job of leading the meeting, of engaging Councillors, staff and observers, and of navigating through a couple of difficult spots.

Here are some specific examples where there are opportunities to improve:

- ✓ Four agenda items went significantly over in time (CEO Report 32 minutes; President's Report 20 minutes; Introductions 22 minutes; and Regulatory Committees Matrix 15 minutes): the first two were an intentional choice by the President to frame the meeting, to stress the importance of participation in a larger initiative, and to begin with big picture engagement. The two management items should have been forecast to take longer, and more time built in.
- ✓ In particular, the agenda item on the Competency Matrix was not socialized ahead of the Council meeting, and did not benefit from a committee's review, which would have identified some of the "red flags". Instead, Council had to deal with broad dissent in real time, and the President did a good job of navigating them through this and giving transitional direction to staff.
- ✓ A lot of Councillor questions and discussion are operational or tactical, rather than strategic or high-level, and centre on items of member interest, rather than the public interest.
- ✓ There are obtuse questions rather than direct, if there's an issue with strategy then challenge the strategy choice.
- ✓ Major initiatives are beyond Alberta and even international: while well-intended, how are these consistent with CARNA's mandate?
- ✓ The discussion around removing Member notice of Bylaw changes reflected a lack of clear understanding of the details or preparation here (ambiguity, confusion).
- ✓ ARNET's presentation during lunch raised the uncomfortable question of why – what is CARNA's legitimate role here, how does ARNET's funding tie in to protecting the public interest? (It may, it just wasn't explicit.)
- ✓ Decision items are being presented by staff and not Committee Chairs: did none of these go through a committee? While it is good that Councillors are making all resolutions, in reform governance, (Governance) Committee Chairs would be presenting all decision items, or almost all, once reviewed and recommended by their committee.

These specific observations lead to some more overarching themes:

- ✓ CARNA's governance is a "people" culture, where inclusion and giving voice to people who have earned the right to be heard (long-time staff, councillors and even a union spokesperson) on

essentially any agenda item. Over 20 staff members sat in on the entire Council meeting, which changes the dynamic of the room. The question of board culture is not one of "right" or "wrong", but if a board (Council) has a dominant culture like CARNA, it should be aware that is probably has blind spots in its tendency to ignore or downplay the other three aspects of how power can be exerted: evidence-based (how others do it), policy (how we've done it before), and the power of personality or persuasion. Each of these has a place, and CARNA's President and Council will want to work on drawing out these threads. To the extent that CARNA adopts a single regulatory mandate, it would make sense for CARNA's culture to adopt more evidence-based and policy aspects, while not losing the cohesion, inclusion and positivity of its people culture.

✓ The bulk of Council's time and interest were focused on professional association items and not regulatory. Several items were coded "G" for governance but in our estimation really were "A" association (e.g. President's & CEO's Reports). Provincial Council Project Reporting Dashboard and Regulatory Committee Recruitment Process Changes were two exceptions, focused on regulatory governance, the first with a good tie-in to the balanced scorecard and improved strategic directions. One of three public protection projects was stopped, but no one seemed concerned with why. All of these point not only to how CARNA's dual mandate distracts attention and resources away from regulatory, but how the association activities are the ones that interest Councillors far more.

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APPENDIX 4: BEST PRACTICES AND COMPARATOR REVIEW

The fourth diagnostic stream is GSI's independent governance "best practices" review using a comprehensive landscape and tool, based on applied research, business experience and a fundamental understanding of underlying principles of governance, articulated and developed over 29 years at Governance Solutions Inc. This include these sections:

- **The "Why" Question** introduces the framework, briefly summarizing the concepts and principles that underpin it – why boards exist and what their primary purposes are.
- **The "How" and "What Needs to Be Done" Questions**: this is the framework itself, line-by-line, addressing the Board's (and Board Committees') specific roles and responsibilities (the "How") based on (with "acronyms" for easy reference):
  - best practices in Canadian corporate governance, including both standards and guidelines, drawn from the **Canadian Securities Administrators National Instruments**, especially "52-110" *Audit Committees*, "58-201" and "58-101" *Corporate Governance* and "51-102" *Continuous Disclosure Obligations*, as well as relevant excerpted standards from "52-107", "52-108" and "52-109", supplemented by authoritative standards and guidelines issued by:
  - the U.K. **Financial Reporting Council** ("FRC", the *Combined Code of Corporate Governance*, most recently updated in 2018)
  - relevant excerpts from Canada's financial regulator, the **Office of the Superintendent of Financial Institutions** ("OSFI") *Corporate Governance Guideline*, most recently updated in 2018
  - relevant excerpts from the U.S. **Securities Exchange Commission** ("SEC"), and **New York Stock Exchange** ("NYSE") and **Nasdaq** ("Nasdaq") listing requirements, the **Sarbanes Oxley Act** ("SOX"), including enhanced auditors' reporting (**PCAOB** 2017)
  - the **Chartered Professional Accountants'** *Risk Oversight for Boards* ("CPA"), and
  - **Toronto Stock Exchange** ("TSX") listing requirements, governance and disclosure guidelines
- while these are only mandatory for firms that issue securities in public markets, they are generally held to be best practices for all boards, and each board is encouraged to benchmark its practices against these, and disclose where and why they have chosen not to comply ("comply or explain" to its stakeholders)
- **Sector Specific Practices**: these are based on recent authoritative research with comparator regulatory organizations that are a good "fit" or "match" with CARNA:
  - College of Nurses of Ontario ("CNO"): the recommendations of the Governance Task Force as approved by Council, some internal changes are being piloted, many changes await legislative and regulatory approval[7]
  - UK Professional Standards Authority review of the College of Registered Nurses of British Columbia ("CRNBC"), including a review of the effectiveness of its governance[8]
  - UK Professional Standards Authority review of the Engineers and Geoscientists of British Columbia[9]

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[7] See: http://www.cno.org/globalassets/1-whatiscno/governance/final-report---leading-in-regulatory-governance-task-force.pdf

[8] See: https://www.professionalstandards.org.uk/docs/default-source/publications/special-review-report/a-review-conducted-for-the-college-of-registered-nurses-of-british-columbia-(april-2015).pdf?sfvrsn=49db7120_14n

[9] See: https://www.professionalstandards.org.uk/docs/default-source/publications/international-reports/review-of-the-legislation-and-governance-for-engineers-and-geoscientists-in-british-columbia-(june-2018).pdf?sfvrsn=b2d7220_9

- o Regulated Health Professions of Ontario (various Colleges' leaders meet together informally as "AGRE", to share governance best practices, benchmarks and trends)
- o Professional Engineers Ontario (PEO): the engineering profession is one where provincial bodies are still generally dual mandate, like CARNA; we used PEO's governance as an example of a dual mandate regulator and association for a profession
- o Law Society of Ontario ("LSO"): the Governance Task Force issued a Call for Comment through October 15, 2018[10]

- "**What Needs to be Done":** an inventory of key documents and tools: what documents should the board (Council) be expecting to see and use to complete its responsibilities in each area?

- **Current Practice ("What We Saw")** and **Comments/Suggestions**: what are CARNA's current governance practices and policies, and how do these benchmark to best practices? The right-hand column lists all GSI's detailed Recommendations for CARNA to adopt a reform governance model, and move away from Carver Policy governance. This column highlights any gaps, areas you should be discussing at a Governance Committee or Council level for possible change/ improvement. "Not seen" indicates something that we would expect to see for a regulatory governance body but did not; "n/a" indicates something that we would not expect to see for a regulatory governance body, but we left these in the report to give CARNA a line-of-sight to voluntary governance practices beyond what is expected.

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[10] See: https://lso.ca/about-lso/initiatives/governance-task-force

THE GSI GOVERNANCE FRAMEWORK: THE "WHY" QUESTION

Governance is defined as the system by which organizations are directed and controlled (Cadbury Report 1992). In organizations where there is a separation of ownership and management, Boards of Directors – Council in the case of CARNA – are typically responsible for the governance of their organizations.

Boards (Councils) fulfill their governance duties by focusing on strategic:

- direction, i.e. planning, delegation, risk management and resourcing; and
- control, i.e. oversight, monitoring, evaluation and measurement.

The theory of principal-agent relationships aims to inform governance and underpins modern governance reform:

Governance is how you answer the key question in economics …. How do we allocate scarce resources to the most effective uses? "Principals" provide the resources, "agents" use the resources, and "governance" is the intermediary, (arbiter or referee) deciding between them.

Principals are the owners of the organization (i.e. shareholders, members, governments in the public sector, etc.). The principals are the people:

Governance Theory

✓ Who created the organization
✓ Who have a purpose for the organization: needs that it can meet
✓ Who contribute (invest or give) resources / capital

Agents are the CEO (Registrar) management team and staff (and volunteers in many not-for-profits.) The agents are the people:

✓ Who undertake the organization's activities, to meet the principals' needs
✓ Who employ (use, apply) resources / capital to create economic, social and cultural value

The board of directors (Council; also referred to as the board of trustees or governors) provides governance. The Board/Council is/are the people:

✓ Who is the independent intermediary (broker/referee) between the principals and agents
✓ Who are the voice of the principals to the agents (and back)
✓ Who have the ultimate authority – and responsibility – to act in the broadest interests of the corporation

To illustrate, if one imagines an organization to be a ship, the owners (principals) cause the ship to be built, pay for it, and have a purpose and destination in mind. The board is the rudder – it sets the course, focuses on the horizon, monitors progress and makes course adjustments as necessary. The CEO, management and staff (agents) carry out all the duties on the ship.

An effective board concentrates its time and energy on providing strategic direction and control of the organization. The Board, as the governing body, sets the direction and uses its controls to ensure the organization is on course. For an organization to be "in control" strategically, this means the board having confidence ("gaining reasonable assurance") that the organization is moving in the direction that it has approved.

While the Board focuses on strategic direction and control, the CEO (executive and staff) performs the actual day-to-day work of the organization, developing and delivering products and services.

The work of the Board and CEO is integrative. They are partners collaborating in achieving the organization's mission, vision, goals and objectives by each doing what they are uniquely equipped to do, and each respecting each other's potential to succeed and to excel.

A defining feature of an effective governing board, however, is that it draws "a bright line" between its responsibilities and those of the CEO and management team. This separation of duties is central to the board exercising independent oversight and ensuring accountability of the management and staff through the CEO.

Boards fulfill their governance roles and responsibilities by ensuring that these ten sets of key governance documents/tools are in place, and that they are aligned vertically (everything ties back to the strategy: mission, vision, values and objectives) and horizontally (you don't get what you plan – you get what you resource, what you measure, and what you reward.)
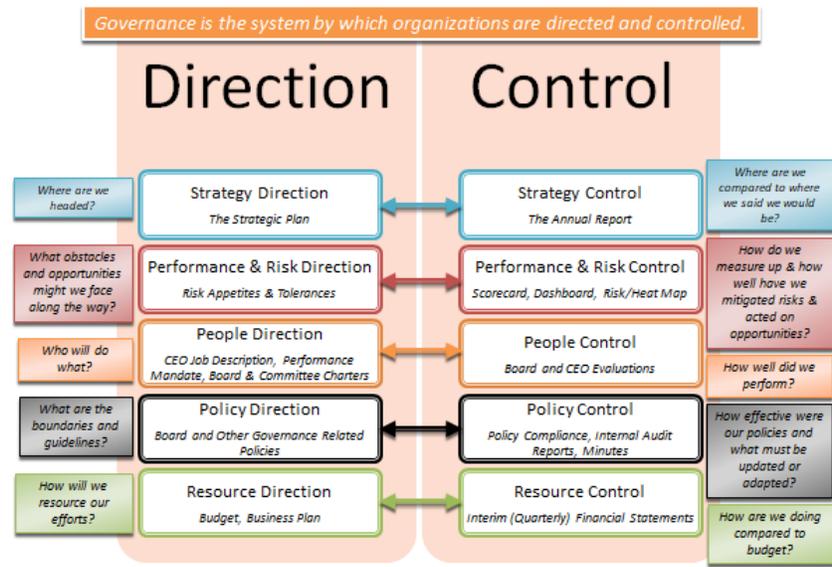
This governance framework is used to organize our review in the table following.

CARNA Governance Framework: Best Practices, Comparators, Current Practice and Gaps

Direction

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at CARNA (What we saw)	Comments and Suggestions (Our Assessment)
Leadership and Strategy Direction: Where are we headed? Core Tools: Strategic Plan, Mission, Vision, Values, Goals, Objectives				
Board oversight: mandate and responsibilities: The Board should adopt a written mandate in which it explicitly acknowledges responsibility for adopting a strategic planning process and approving, on at least an annual basis, a strategic plan. (58-201) ***Board's Role:*** Active input into and approval of strategic direction (plan including mission, vision, values, objectives and measures of success)	UK concluded that CRNBC's Board sets strategic objectives for the organization, the regulator's performance and outcomes for patients and the public are used by the Board when reviewing the strategic plan, and all College projects align to the strategic objectives: this demonstrates the central importance of alignment in these UK reports that CRNBC's Board is reviewing performance data against indicators which prioritise the impact of regulatory activity on patients and the public in its review of its strategic plan: outcomes for patients and the public must be its first priority Even though PEO fulfills a dual mandate, its mandate, mission and vision all focus explicitly on protecting the public interest. The 2018-20 Strategic Plan, however, includes priorities for	Mandate	CARNA endeavours to ensure that all Alberta RNs and NPs provide safe, competent and ethical nursing care by: • setting the qualifications for entering the profession • approving nursing education programs in the province that prepare individuals to enter the profession • issuing practice permits only to those who meet the legislated and regulatory requirements • developing and enforcing professional and ethical standards for the desired and achievable level of performance against which nursing practice can be measured	CARNA's mandate is fine, but its Ends need to be replaced with an updated Strategic Plan consistent with a single mandate regulator, integrating metrics and outcomes with performance reporting

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at CARNA (What we saw)	Comments and Suggestions (Our Assessment)
	both regulation and association: e.g. government relations and stakeholder engagement are two of its eight themes, and strategic objectives are mixed.		- developing and enforcing a continuing competence program to ensure that practicing members are maintaining competence in their practice - taking action when a member of the public, an employer or a CARNA member submits a complaint about the practice of a regulated member - advocating for a high quality, cost-efficient health-care system that makes the best use of the knowledge and skills of RNs - providing progressive, innovative leadership that encourages professional excellence and influences health policy	
		Mission, Vision & Values	CARNA exists so that the Alberta public is assured of safe, competent, ethical nursing care and excellence in nursing practice by an effectively regulated, advancing, and progressive	OK

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at CARNA (What we saw)	Comments and Suggestions (Our Assessment)
			profession at a cost that demonstrates responsible stewardship of resources. VISION Excellence in nursing regulation and practice for the health of all Albertans. MISSION To serve the public by: • regulating registered nurses in order to promote and support safe, competent, ethical nursing care; and • providing progressive, innovative leadership that encourages professional excellence and influences health policy. VALUES Integrity: Demonstrating consistent, fair, honest and open communication and behaviour. Respect: Accepting and appreciating diversity and difference. Listening with tact and sensitivity.	

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at CARNA (What we saw)	Comments and Suggestions (Our Assessment)
			Accountability: Answering to and accepting responsibility for decisions, actions and results within one's sphere of authority. Includes transparency. Professionalism: Adhering to standards of behaviour that reflect positively on the profession of nursing and on the organization.	
		Long Term Goals		See above
		Performance objectives (SMART)		See above
		Accountability: Performance Indicators / Metrics / Targets / Weighting		See above
		Capital, retained earnings, cash reserves policy		See above
People & Policy Direction: Who will do what? Core Tools: People People and Policies, CEO, Board, Committee Selection and Delegations; Board Level Policies; Code of Conduct; Risk, HR etc.				
Governing Legislation; Corporate Mandate, Objects:	UK reports that CRNBC's governance policies are reviewed every three years, with a current review seeking to make a clear distinction between the	Creating and amending Acts including enabling legislation and other Statutes or Regulations that affect the corporation's	CARNA is established under *the Health Professions Act, Alberta*, along with 27 other health professions, with the rights, powers and privileges of a	OK

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How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at CARNA (What we saw)	Comments and Suggestions (Our Assessment)
Ensure clarity and alignment of mandate, duties and powers. **By-Laws:** Ensure clarity and alignment of duties and powers of corporation, board and officers. ***Organizational Mandate:*** Best practice is for the Board to have statutory "person" or full powers, to make and amend bylaws, appoint management, enter into contracts, set board and CEO remuneration, fees, although this may be limited by shareholders (owners, including Government in the public sector or a Unanimous Shareholders' Agreement in the private sector). Approve general Board-level policies (Board committees monitor, review and recommend) ***Culture and Relationships:*** Good governance emphasizes the importance	responsibilities of the Board and those of the Registrar PEO is established under the *Professional Engineers Act*, which increasingly over the years focuses on protecting the public interest and PEO's mandated regulatory role: membership is mandated for all practicing engineers	governance and accountability	natural person; under this Act are relevant Regulations	
		Relationship between corporation and shareholders or members (owners)	CARNA has adopted the UK FRC's approach to regulation, "Right-Touch" or risk-based: Proportionate: use only the minimum amount of regulatory force needed Consistent: apply rules and standards fairly Targeted: focus on solving a problem while minimizing side effects Transparent: open, honest and user-friendly communication Accountable: subject to public scrutiny and able to justify our actions Agile: adaptable to change	As mentioned elsewhere, CARNA has still to explicitly outline risk of harm metrics and to apply these to its strategic plan and performance reporting
		Creating and approving bylaws		
		Board level policies	CARNA follows the Carver Policy Governance model including Governance Policies,	CARNA should replace the Carver model completely with the reform model, as detailed further in this table

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at CARNA (What we saw)	Comments and Suggestions (Our Assessment)
of positive relationships between the company, shareholders and a wide range of stakeholders, with a clear purpose and strategy aligned with a healthy corporate culture (FRC – 2018)			Ends, and Executive Limitations[11]	
		CSR (Corporate Social Responsibility) Policy		
Code of Conduct and Conflict of Interest: The Board should adopt a written code of business conduct and ethics (a code). The code should be applicable to directors, officers and employees of the corporation. The code should constitute written standards that are reasonably designed to promote integrity and to deter wrongdoing. The board should monitor compliance with the code.	LSO is looking at updating and revising its Code of Conduct and Conflict of Interest for benchers (board members)	Code of Conduct	CARNA has a Council Member Code of Conduct and Agreement in Governance Policies	As the Carver model is replaced, a Code of Conduct will need to be approved including these aspects:
		Conflict of Interest Policy	CARNA's relevant Code is pretty transactional, but it does include a section on Conflict of Interest	See above: CARNA's current Conflict of Interest policy is in good shape and can largely be reissued as a new reform model Policy
		Confidentiality Policy	CARNA's relevant Code is pretty transactional, but it does include a section on Confidentiality	See above

[11] Carver's Policy Governance is a governance model dating to the 1970's, still fairly popular in the "MUSH" sector (municipalities, universities and colleges, school boards and hospitals/health care). It emphasizes boards (Council) governing through policies, and staying out of operations. Reform governance, articulated by people such as Cadbury (UK, 1992), Dey (Canada, 1994), Sarbanes and Oxley (US, 2002), emphasizes boards (Council) governing through strategic and risk direction, which then drive people, policies and resources.

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at CARNA (What we saw)	Comments and Suggestions (Our Assessment)
Any waivers should be granted by the board (or a board committee) only. (58-201) Clarity and compliance of expectations of Board member conduct, including duties of loyalty and care, confidentiality, and conflicts of interest beyond legal minimum to perceived and potential conflicts of interest at board level. ***Board Level Governance Related Policies:*** Approve Governance Policies (Governance & Nominating Committee recommend; management develops) including Code of Conduct; Approve policy whereby a director may be removed for cause		Document (Electronic & Paper, including directors' notes) Confidentiality, Retention and Destruction Policy		See above
		Directors sign declarations: code, conflicts (interests), confidentiality		See above
		Other Director Conduct expectations: inside information, business opportunities		See above
		Director Attendance Policy		See above
		Director Termination Policy		See above
		Board members' Travel and Expenses Policy	CARNA has a section of Governance Policies dealing with Council remuneration and expenses, including the annual salary of the President	See above
		Board expense claims	Seen: in GP	Ok
Board oversight: mandate and responsibilities:		Board Mandate (Charter / Terms of Reference)	Council's powers and duties are specified in the *HPA*	CARNA should use an explicit Board Charter consistent with reform

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at CARNA (What we saw)	Comments and Suggestions (Our Assessment)
The board should adopt a written mandate in which it explicitly acknowledges responsibility for the stewardship of the corporation, including responsibility for: (a) satisfying itself as to the integrity of the CEO, and a culture of integrity throughout the organization; (b) adopting a strategic planning process and approving, on at least an annual basis, a strategic plan; (c) the identification of the principal risks; (d) succession planning; (e) a communication policy; (f) internal control and management information systems; and (g) approach to corporate governance (58-201) Also: (h) risk appetite (i) culture (OSFI)			Provincial council develops and oversees policies that direct CARNA in meeting its responsibilities, while adhering to the principles of policy governance. CARNA's Governance Policies go into more detail about expectations of Council: these are part of the Carver model and will be replaced by reform model charters and policies	governance (best practice outlined in this section of the table) as it moves away from the Carver model
Committees, Board Chair and Committee Chair Charter/ Mandate/ Terms of Reference:	CNO is moving to disband its Executive Committee	Board level decision on what Board Committees to use and why	CARNA uses two types of Committees: ***Regulatory Committees*** (see next section of table) which are largely not Committees of Council; and	See below under each specific section: in general, Regulatory Committee structure is in good shape; Governance

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at CARNA (What we saw)	Comments and Suggestions (Our Assessment)
The Board should develop clear mandates and charters for each Board Committee, and position descriptions for the chair of the Board and the chair of each Board Committee (with the Governance & Nominating Committee and in consultation with other committees who review and recommend their own) Effective Boards and Board Committees require Chairs that are experienced, skillful and exhibit leadership that encourages open discussion and appropriate debate; Board and Committee Chairs should have frequent dialogue with other Board members and senior management (OSFI)	PEO has a 9 member Executive Committee, and within this, 4 Officers: President, President-Elect, Past-President and Vice-President		***Governance Committees*** fully accountable to provincial council, help to fulfill council responsibilities specified in legislation. The chief purpose of these committees is to assist in developing policy alternatives and implications for council deliberation.	Committees should be restructured slightly to reflect broader practice
		Charters for Board Committees *[other than Audit, Governance and HR Comp: these are dealt with separately later]*	Four of the five Governance Committees fit the definition of Audit, Nominating/Governance, and HR Committees (see other sections); the other is the provincial ***executive committee*** which acts on any urgent matters that arise between provincial council meetings and is made up of the CARNA president, president-elect and CEO as well as two CARNA provincial councillors.	Executive Committees risk creating "insiders" and "outsiders" (unempowered members) on Council; but while these are waning in most sectors, many regulatory bodies still use them. Since these are not required by the *HPA*, we recommend that CARNA disband its Executive Committee: board-level approvals remain at the Board; a new Governance Committee takes on other aspects of its mandate
		Board Chair and Committee Chairs Charters	President's and President-Elect's expectations are outlined in Governance Policies	As Carver model is replaced, the President or Chair will have a Charter approved and used, as will Committee Chairs.

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at CARNA (What we saw)	Comments and Suggestions (Our Assessment)
				The President's roles and responsibilities will change under a single mandate regulator, where their primary role is to lead Council, not the organization (this is a vestige of the association role)
				There is no real call for a President-Elect office, although CARNA may choose to keep a Vice-Chair or Vice-President office to deputize the Chair, and potentially to groom a successor if agreed
		Corporate Secretary Charter		See above
		Board Committees: set standards for effective composition & functioning	Yes, in Governance Policies	See above
Regulatory Committees: *Standards of Practice and Education* *Accreditation and*	PEO uses these Regulatory Committees, all of which report to Council: • Academic Requirements • Complaints • Discipline • Education		CARNA uses a committee, **NEPAC**, which approves Alberta nursing education programs leading to initial entry to practice as an RN and NP and leading to re-entry to practice as an RN.	CARNA's use of seven Regulatory Committees is consistent with the *HPA* (Registration, Competence and Complaints Review Committees, Hearing

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at CARNA (What we saw)	Comments and Suggestions (Our Assessment)
Accreditation Appeals	• Enforcement • Experience Requirements • Licensing • Professional Standards • Registration		Members are appointed by CARNA provincial council and represent the public, health-care employers, registered nurses and nurse practitioners, and nursing education programs. They also review evidence provided by nursing education programs to determine if NEPAC's standards and criteria for initial entry to practice as a registered nurse or nurse practitioner are met. CARNA also uses a *competence committee*, which is responsible for the continued development, operation and evaluation of the continuing competence program (CCP). They are also responsible for committee policies and processes, including requests from members seeking an exception of policy. Committee members determine whether a member has met the CCP requirements for a practice permit or complied with conditions assigned to meet CCP requirements.	Tribunal and panels) and good practice in other jurisdictions CARNA has already taken the positive step of separating membership of six of these committees from Council membership CARNA should explicitly balance the mix of members on Regulatory Committees to 50/50 profession and public members

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at CARNA (What we saw)	Comments and Suggestions (Our Assessment)
			CARNA had an external review conducted of its *fitness to practise approach* (Field Report) in Febl 2019 and adopted an Action Plan to implement recommendations	
Investigation	CNO Statutory Committee members and chairs will be appointed by the board based on competencies required to fulfill mandates Statutory Committees at CNO will be composed of non-directors Statutory Committees at CNO will report to the board on their legislated mandates UK recommends that CRNBC reviews its statutory and special committee structure with a focus on how decisions are made; the value that is added by each; and whether there are more cost-effective and efficient ways of achieving the intended outcomes UK has two interesting suggestions for CRNBC: to share the analysis of complaints cases such as trends and themes of cases over defined periods and		CARNA uses a *complaint review committee* (CRC), composed of registered nurses appointed by provincial council. At the request of a complainant, the committee reviews decisions made by the complaints director to dismiss a complaint. The committee can uphold the decision of the complaints director, overturn the decision and refer the matter to a hearing, or request further investigation and then make a decision. The CRC also reviews proposed settlement agreements arising from the alternative complaint resolution process and will ratify, refuse to ratify, or suggest changes to the proposed settlement agreement.	The *Cayton Report on CARNA's Complaints Processes and Outcomes*,[12] recently completed (September 2019), provides an excellent evaluation of this area, including how these can be improved in terms of accessibility, independence, robustness and transparency. GSI supports these conclusions and 14 recommendations, and there is no need for us to duplicate this work here.

[12] https://nurses.ab.ca/docs/default-source/latestnews/cayton-report.pdf?sfvrsn=2df588fc_6

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How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at CARNA (What we saw)	Comments and Suggestions (Our Assessment)
	case studies with bodies with similar interests; and exchanging information with other bodies with a relevant interest in relation to pubic protection (e.g. police, employers, other regulators)		CARNA had an external review conducted on its *Complaints Process and Outcomes* (Cayton Report) and adopted actions to implement its recommendations	
Discipline	Decision-support materials will be evidence informed and staff will provide regulatory expertise as needed (CNO statutory committees) UK urgently recommends that CRNBC improves its performance against complaint timeliness standards, by, for example: additional or reallocation of resources; Executive and Board reporting and tracking of an analysis of each stage's progression and to identify improvements; cross-functional team to identify where improvements can be made Overall, there was a lack of systematic evaluation of effectiveness at CRNBC of many processes and activities		CARNA uses *hearing tribunals*. Alberta RNs are appointed by provincial council to the hearing tribunal. The hearings director selects two or three RNs and one public representative to form each hearing tribunal for a specific hearing. Hearings result from the investigation and referral of a complaint of unprofessional conduct against a CARNA member. Based on the evidence, the tribunal determines if the CARNA member has met the standards of the nursing profession. If the member is found to have engaged in unprofessional conduct, the tribunal decides what measures are necessary to protect the public from unsafe practice, and how to remediate and rehabilitate the registered nurse.	Good

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			The tribunal may recommend that conditions be imposed on the investigated person's practice permit, or that the practice permit be suspended or cancelled. Hearing tribunals also determine compliance with orders imposed at hearings or from decisions made by the appeals committee. CARNA also uses an *appeals committee* composed of five provincial councillors and responsible for hearing appeals of hearing tribunal decisions. Appeals may be brought to this committee by the investigated person or the CARNA complaints director within 30 days of a decision. The committee may uphold, overturn, vary the original decision, or refer the matter to the hearings director to be heard again before a different hearing tribunal.	
Registration			CARNA has a *registration committee*, which reviews complex applications for registration and practice permits.	Good

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			The committee is made up of ten CARNA members – RNs and NPs –appointed by provincial council. Committee members are responsible for determining if an applicant/member has met legislated requirements and whether engaging in practice may pose a risk to public safety. The committee may approve, defer, or refuse eligibility for registration and/or practice permits, and impose conditions or restrictions on a permit that support public safety. The registration committee works with CARNA staff under the direction of provincial council to draft/enact policies to guide registration-related decision making.	
Registration Appeals			CARNA has a *registration review committee*, which includes up to seven RN members selected by provincial council to hear reviews of decisions made by the registrar, registration committee, or the competence committee. Responsibilities include conducting a formal hearing of	Good

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			the applicant or member's reason for requesting the review, hearing sworn testimony, and reviewing documents submitted by both the applicant/member and CARNA.	
Board oversight: composition and competence: The Board should appoint a Nominating [or Corporate Governance] Committee composed entirely of independent directors. The Nominating Committee should have a written charter that clearly establishes the committee's purpose, responsibilities, member qualifications, member appointment and removal, structure and operations. If a corporation is legally required by contract or otherwise to provide third parties with the right to nominate directors, the selection and nomination of those directors need not involve the approval of an	CNO adopted the recommendation to move to a smaller governing Board of 12, with equal numbers, 6 public and 6 nurses CNO's new governance model calls for directors (board members) and committee members to have the competencies needed to fulfill their roles In order to facilitate effective governance with a smaller Board and competencies-based selection, CNO may establish advisory groups of consumers, nurses from different practice sectors, other professions, etc. to bring different perspectives. CNO concluded that appointment rather than election of board members supports diversity. Elections by region do not guarantee that the unique needs	Governance (or Governance & Nominating) Committee Charter	The ***nominations committee*** has responsibilities for facilitating recruitment to CARNA provincial council. The committee recruits qualified candidates for council vacancies and develops rules governing the election process. The ***appointments committee*** is composed of five provincial council members and is responsible for making recommendations to provincial council about appointments to regulatory committees. The appointments committee ensures there is a process for receiving and reviewing applications and ensures the review process represents a fair, transparent and objective method to review potential candidates and make recommendations to council.	GSI recommends that the Nominations and Appointments Committees be merged into a new Nominating Committee responsible to oversee the selection of both Council and Regulatory Committee members; that a new Governance Committee be created to take over the Executive Committee's role in conduct oversight, the LRC's role in Council performance oversight, and new responsibilities to implement this governance review; that the Executive Committee be disbanded.

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independent nominating committee. Prior to nominating or appointing individuals as directors, the Board should adopt a process involving the following steps: (a) What competencies and skills the board, as a whole, should possess. (b) Assess what competencies and skills each existing director possesses. The board should also consider the appropriate size of the board, with a view to facilitating effective decision-making. The board should focus on its diversity (FRC – 2018) The nominating committee should be responsible for identifying individuals qualified to become new board members and recommending to the board the new director nominees	of remote and rural patients (for example) are considered. An appointments process supports succession planning; an election process does not (CNO.) At CNO, fewer than 15% of members vote in the Council election. While 10 to 20 candidates stand for election each year, over 100 usually volunteer to serve on a statutory committee. CNO identified the literature theme that electing professional members in regulatory boards sets up a conflict of expectations, between a representational role and serving the public.[13] All members should come onto the board the same way, building mutual respect as each has met the same expectations: public members should be appointed based on competencies as well as members of the profession (CNO) CNO recommends a pre-orientation "boot camp" for	Board Qualifications, Nominations and Elections Policy	Council is made up of 11 members of the profession elected by geographic district + 3 public members appointed by the Province + the President and President-Elect, elected directly by the membership	A self-regulatory body would typically have +/- 49% public members, not 3/16 or less than 19% at CARNA Most self-regulatory bodies have adopted a more competencies-based selection approach for their governing body GSI recommends 8 profession members and 8 public members on Council, selected using a "double key" competencies-based approach (see below)
		Board Succession Plan including emergency succession protocol or process	Largely n/a with elections	See below (Competency Matrix)
		Board Competency Matrix with Gap analysis of actual attributes to desired attributes	Largely n/a with elections	By adopting a "double key" approach to Council and Regulatory Committee selection, CARNA will hone and apply a Competencies and Attributes Profile for (1)

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[13] See "Trends in Regulatory Governance", and Richard Steinecke, "Will the Real Public Interest Please Stand Up."

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at CARNA (What we saw)	Comments and Suggestions (Our Assessment)
for the next annual meeting of shareholders. (58-201) The Board should ensure that all new directors receive a comprehensive orientation: • understand the role of the board and its committees, • the contribution and time commitment individual directors are expected to make • understand the nature and operation of the corporation's business. The Board should provide continuing education opportunities for all directors. (58-201) *Board Roles:* • Approve policy governing the election process and a profile of qualifications • Elects or appoints chair annually	people interested in serving on the board or committees. After initially recommending a combined committee, CNO is moving to a separate Nominating Committee (with directors and non) and Governance Committee (directors only) with a separation of roles The Chair and Vice-Chair will have the leadership competencies identified by the board, selection recommended by the Governance Committee (CNO) Ongoing development and continuous learning will be part of CNO's board culture The board and statutory committees' roles, responsibilities, etc. will be clearly stated and differentiated (CNO): the board approves (sets) policies, statutory committees apply them, with a separation between these two functions At CNO, directors and Committee members will have 3 year terms with a two term maximum; CNO Chairs (Board, Committees) a 1 year term with a 1 year			Council, (2) Upstream Regulatory Committees, (3) Downstream Regulatory Committees, and (4) Chairs. This will enable succession planning including diversity considerations (gender, heritage, geographic, domain of practice, among other considerations).
		Board Diversity Plan / Strategy with targets, rationale	Largely n/a with elections	See above (Competency Matrix)
		Board Member Recruitment, Selection & Appointments	Currently, CARNA's Provincial Councillors are elected by geographic district	CARNA would adopt a double key approach, (1) interested candidates being vetted for needed competencies (and potentially recruited) by a Nominating Committee, then (2) qualified profession candidates elected by the Membership at large, and (3) qualified public candidates appointed by the Provincial government, or a newly agreed arrangement

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at CARNA (What we saw)	Comments and Suggestions (Our Assessment)
• Appoints Committee Chairs • Appoints officers ***Terms, Selection and Tenure of Directors:*** Boards should focus on effective board refreshment, diversity, length of service, and "over-boarding" to achieve optimal levels of independence and constructive challenge (FRC – 2018) Best practice is 3 year staggered terms with no term limit, or a term limit of 2 or 3 terms [1 year terms in private sector are common due to activist shareholders] FRC requires "comply or explain" disclosure for directors serving more than nine years; CSA requires disclosure of director term limits or their absence [implying their utility as a tool] (FRC – 2018; 58-101) Board selects Chair from among their number [Chair is leader of the Board, not representative of shareholder(s)]. The Board	renewal and another 1 year extension past six years on the board The Ontario College of Teachers is moving from a Council of 37: 23 elected members of the profession plus 14 public appointees to a Council of 18: 9 each from the profession and public (14 was recommended in its Governance Review). The Ontario College of Teachers is looking at a "sortition" process to generate names of candidates for Council from among the membership, as a way to compensate for the loss of democratic elections. PEO has a 23 member Council = 10 regional Councillors + 3 at large P.Eng's + 4 Officers directly elected = 17 elected profession members + 6 public appointees (LGiC) LSO is considering a smaller board size of 30, 40 or 53 (currently 90) with a a large majority elected, and a mix of			between CARNA and the Province
		Board Chair Recruitment, Selection & Appointments	The President and President-Elect are elected directly by and from the Membership	A Council Chair and Vice-Chair would be selected from and by all Council members, based on vetting and qualification by the Nominating Committee, including public members (note that "President" is specified in the *HPA*, so CARNA may not be able to change this Office's title)
		Committee Chairs Recruitment, Selection & Appointments	Regulatory Committee Chairs are selected in a manner similar to Regulatory Committee Members, Chairs are generally members of the profession	A more explicit competencies-based selection process would be led by the Nominating Committee, Chairs could be drawn from the profession or public
		Committee Members Recruitment, Selection & Appointments	Interested individuals put their names forward for appointment by Council	A more explicit competencies-based selection process would be led by the Nominating Committee; Council would still have the final say on appointments, and would continue to populate the seventh Regulatory Committee (Appeals)

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Chair is generally not the Chair of the Governance Committee nor a member of the Audit Committee (up to organization to assess situation.)	appointed members by government and LSO

LSO is looking at a two year term or ladder for Officers (Treasurer – VP – President – Past; or 2 VP's – President)

LSO is looking at a three or four year term for benchers, with an eight or nine year term limit (currently 12 years)

LSO is looking at changing old terminology "bencher", "Convocation", "Treasurer" rooted in tradition but unknown outside the profession

UK feels there is merit in CRNBC moving to Board members being appointed against a set of competencies; e.g. financial skills are lacking as evidenced by few questions on investment strategy, financial position and financial strategy, most from public members

UK recommends role clarity of a CRNBC board member, including induction processes

UK recommends an increase in public representatives on the | Advisory Committees Recruitment, Selection & Appointments (reporting to Board or management?) | n/a | n/a |
		New Board and Committee member orientation and organization specific training	CARNA does have fairly good orientation processes for new Council and Committee members, once elected or appointed	A much more robust and staged onboarding program is needed, beginning with informing/educating the Membership and all potential candidates about the responsibilities and expectations of Council and Committee members, then applied to orientation of newly selected members, and ongoing education of all Council and Committee members, including Chairs
		Ongoing education and development plan/policy for Board and Committee members	Very little seen here	See above: part of an integrated and continuous process of development
		Director term limits: consideration?		Two three year terms is an optimal approach for Council and Regulatory Committee members, balancing institutional

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	CRNBC Board and statutory committees to 50%			memory with individual commitment and renewal … this practice is consistent with the *HPA* (public members)
Board oversight: independence: Independence is defined as having no direct or indirect material relationship with the corporation; a "material relationship" is a relationship which could, in the view of the corporation's board of directors, be reasonably expected to interfere with the exercise of a member's independent judgement. (52-110) The Board should have a majority of independent directors. The independent directors should hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance. (58-201) The chair of the board should be an independent director. Where this is not appropriate, an independent director should be appointed	See above: the degree of "independence" of Council members is generally perceived to mean those that are not drawn from the profession ("regulatory capture")	Organization definition of independence and determination of degree of independence for board members, committee members, chairs –and how to deal with situations with non-independent directors	13 of 16 Council members are members of the nursing profession, which skews at minimum the perception of independence of thought and action (to protect the public vs. the profession) The HPA requires that a minimum of 25% of voting members of Council, Complaints Review Committee, Hearing Tribunals and Panels be public members, this % can be increased by consent of Council	See above: by adopting 50% of Council and Regulatory Committee members being drawn from outside the profession, this introduces a higher degree of practical independence from the profession

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at CARNA (What we saw)	Comments and Suggestions (Our Assessment)
to act as "lead director". However, either an independent chair or an independent lead director should act as the effective leader of the board and ensure that the board's agenda will enable it to successfully carry out its duties. (58-201) There are detailed specific independence tests for Board (58-201) and Audit Committee members (e.g. Chair and Vice-Chair are considered "Executive Officers" and are therefore deemed to be *not* independent for Audit Committee) (52-110) ***Board Role:*** Define what independence means and what levels are sought on Board and Committees (if any)				
Board and Committee Meetings: Board meeting frequency strikes a balance between too infrequent/unengaged and too frequent/over-	PEO has four core Board standing committees: Audit, Executive, Finance and Human Resources, plus 3 other Board Committees (e.g. Legislation), plus 40 other Committees, Sub-Committees and Task Forces that all report to	Board and Committee calendars and work plans	OK	OK
		Board and Committee Meetings: who can call, notice, quorum, who is	OK	OK

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engaged: leading practice is to base meeting frequency on mandate and work plan (e.g. 4-6 meetings of board/year) [4 quarterly business meetings and 2 special sessions – 1 strategy, 1 governance, evaluation and education - is recommended] Committee meeting frequency and rhythm should enable accomplishment of mandate and work plan, delegated diligence work of the board and reporting back to board Best practice is for decisions to be made by consensus, and protocols can be developed and agreed on by all Board members dealing with this expectation and process	Council, not including Chapters across the province (but no Governance Committee)	entitled to attend, ex-officio and non-voting members, provision for emergency sessions of the Board		
		Director Voting Protocol including electronic (remote) voting	OK	OK
		In Camera & Executive Sessions Policy or Protocol	Yes, in Governance Policies	Reissue as standalone Policy or Protocol when Carver GP's replaced
Board and Committee Agendas: Board and Committee agendas are clear, with sufficient time to deal with material issues Board and Committee agendas reflect charter/		Board and Committee agendas	Outlined in GP	OK

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How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at CARNA (What we saw)	Comments and Suggestions (Our Assessment)
mandate/ work plan responsibilities Board and Committee agendas differentiate among decision, discussion and information items Board agendas include a consent agenda to deal with routine or non-controversial items				
CEO and Human Resources Oversight: The Board, together with the CEO, should develop a clear position description for the CEO, which includes delineating management's responsibilities. The board should also develop or approve the corporate goals and objectives that the CEO is responsible for meeting. (58-201) The Board should appoint a Compensation (Human Resources) Committee composed entirely of independent directors. The Compensation (Human Resources) Committee		Human Resources (or HR & Compensation) Committee Charter	The ***leadership review committee*** is composed of six provincial council members and facilitates council's annual performance review of CARNA's chief executive officer as well as Council itself	This committee makes sense in terms of macro role and responsibility for the CEO's employment arrangements, especially annual performance and compensation review … GSI recommends a new Governance Committee to take on the oversight of Council and Committees, while LRC oversees the CEO relationship only
		Recruitment, Selection and Appointment of CEO	The *HPA* requires Council to appoint or provide for the appointment of a Registrar	Clear line in terms of Council having "one employee", the CEO
		Recruitment, Selection and Appointment of CFO		Usually this is part of FAC terms of reference: to oversee the process but

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at CARNA (What we saw)	Comments and Suggestions (Our Assessment)
should have a written charter that establishes the committee's purpose, responsibilities, member qualifications, member appointment and removal, structure and operations. The Compensation (Human Resources) committee should be responsible for: (a) corporate goals and objectives relevant to CEO compensation, evaluating the CEO's performance, and making recommendations to the board on the CEO's compensation level based on this evaluation; (b) making recommendations to the board with respect to non-CEO officer and director compensation, incentive-compensation plans and equity-based plans; and (c) reviewing executive compensation disclosure before the issuer publicly discloses this information. (58-201) FRC says Remuneration Committee Chair should have				not to micromanage it (CEO is one employee)
		Recruitment, Selection and Appointment of Heads of Oversight Functions (e.g. CAE, CRO, CCO, Corporate Secretary and/or Chief Legal Counsel: dual accountabilities)	n/a	n/a
		Recruitment, Selection and Appointment of Other Executives (VP's, CEO's direct reports)	n/a	n/a
		Organizational Design: org chart, structure & approval of positions	OK	OK
		Succession plan for CEO	Briefly mentioned in GP	Should be on LRC mandate and annual work plan
		Succession plan for Senior Management	Not seen	n/a
		Recruitment policy for Senior management and staff	Not seen	n/a?
		CEO training and development	Yes in GP	Could be more explicitly integrated with annual

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How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at CARNA (What we saw)	Comments and Suggestions (Our Assessment)
served on a remuneration committee for at least 12 months (FRC – 2018) ***Board Roles:*** • Recruits and monitors CEO (with the HR & Compensation Committee) • Approves CEO performance objectives and performance management plan (HR & Compensation Committee reviews and recommends) • Approves CEO Delegation of Authority (approval and reporting levels) and extent CEO may delegate further (in consultation with Audit & Finance Committee) • Approves CEO Compensation (HR & Compensation Committee recommends) • Approves the CEO succession plan (HR & Compensation reviews and recommends) ***Beyond the CEO:***				performance management of CEO
		CEO Charter (Position Description)	Yes in GP	CARNA should develop and use a CEO Charter as it replaces Carver model
		Allocation of roles, responsibilities of staff, except CEO	OK	OK: CARNA follows policy of the board having one employee only, the CEO, which is a reasonable (and clear) place to draw the board-CEO line

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at CARNA (What we saw)	Comments and Suggestions (Our Assessment)
• Board is responsible to gain reasonable assurance in a healthy corporate culture, so needs to equip itself with tools for this, e.g. employee engagement, workforce policies and practice which reinforce this (FRC – 2018) • Reviews the management succession plan (beyond the CEO) to satisfy itself a process is in place (HR & Compensation Committee reviews and recommends, management develops and implements) • Approves executive officer compensation, and employee benefits including incentive award plans • Satisfies itself that executive compensation is linked appropriately to corporate performance • HR & Compensation Committee reviews and recommends incentive plan and payouts (Management develops				

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at CARNA (What we saw)	Comments and Suggestions (Our Assessment)
incentive plan and payouts) • CEO approves compensation of all other staff • Management recruits and monitors all staff (Internal Control & Governance Officers, e.g. CFO, Corporate Secretary, etc., at times in consultation with the Board or a Board Committee) CEO delegates authority (approval and reporting levels) of VP's and other staff (consistent with Board delegation to CEO) OSFI usefully distinguishes "Heads of Oversight Functions" who have governance, risk and compliance roles and therefore have dotted line accountability to the Board and/or a Committee (e.g. CFO, CRO, CAE, Legal, CCO) (OSFI)				
Delegations of Authority: Approval and reporting levels of authority are delineated/		Delegation of Authorities	CARNA uses "Executive Limitations" from Carver model	Despite streamlining these, CARNA should replace its Executive Limitations with a (new)

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How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at CARNA (What we saw)	Comments and Suggestions (Our Assessment)
delegated clearly in writing for the CEO, Committees and other levels of senior leadership				Delegation of Authority ("D/A") from Council to the CEO, including these areas listed below:
Board and Committee responsibilities respect a "bright line" between governance and management and do not overlap with management responsibilities:		Management policies on sensitive matters (clarity)		D/A
• Boards ensure oversight and supervise management – they do not manage		Investment Policy	Briefly in place in GP: FAC terms of reference	Probably need a separate board-approved Investment Policy in reform model replacing Carver
• Committees generally undertake significant diligence work, review and recommend policies and strategies on behalf of the Board, but stop short of having delegated decision-making authority (with occasional exceptions, e.g. Audit Committee approving financial disclosures during period)		Procurement Policy		D/A
		Capital Expenditures, capital projects not in, or exceeding, budget		D/A
		Management of Capital Projects (e.g. payments, change orders)		D/A
		Execution of Legal Documents, contracts, leases		D/A
Board's Role:		Litigation: initiation and settlement		D/A

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at CARNA (What we saw)	Comments and Suggestions (Our Assessment)
Approve Board-level policies related to financial and operational stewardship, including delegations of authority, procurement Policy (Audit & Finance Committee reviews and recommends, management develops and implements)		Write-offs and Credit Notes		D/A
		Borrowing and incurring new debt, retiring and renewing debt		D/A
		Executives and Employees Travel and Expense Policy	Yes in place in GP	ok
		CEO expense claims	Yes, in place in GP	Should be in new D/A
		Executives' (VPs) expense claims	Yes in place in GP	Ok
		Employee expense claims	Yes in place in GP	Ok
Stewardship, Performance Monitoring and Risk Direction: What obstacles and opportunities might we face along the way? Core tools: Risk appetite and tolerances, ERM, Risk assessment and Maps				
Risk oversight: mandate and responsibilities: The Board should adopt a written mandate in which it explicitly acknowledges responsibility for a strategic plan which takes into account, among other things, the opportunities and risks of the business; and, the	UK evaluates CRNBC as having an effective process for identifying, assessing, escalating and managing risk, and this is communicated and reviewed on a regular basis by the Executive and Board	Strategic risks identification and assessment	The Cayton Report points out that CARNA does not explicitly measure risk of harm, therefore is limited in its effectiveness of regulatory governance ("right touch" regulation)	CARNA should adopt the 14 Cayton recommendations including related to risk metrics and right touch regulation, not just for the complaints processes and outcomes, but broadly for all aspects of Regulatory Governance and Corporate Governance

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at CARNA (What we saw)	Comments and Suggestions (Our Assessment)
identification of the principal risks of the corporation's business, and ensuring the implementation of appropriate systems to manage these risks. (58-201) The Board is responsible to set the organization's risk tolerances and appetite, and to satisfy itself that the risk management system is effective in achieving these, in all areas of risk, strategic, leadership and cyclical, not just financial and operational. (CPA) The board should approve and oversee a Risk Appetite Framework (OSFI) The board must determine its willingness to take on risk, and the desired risk culture within the company; The ability of the board to understand and address the risks facing the company is itself a major risk factor. The board needs to ensure that informed debate is possible and constructive challenge encouraged, and to keep				(integrated risk management with an updated Strategic Plan)
		Determination of risk tolerances and appetite (e.g. tolerances in strategic performance targets; Risk Appetite Framework or Statement)		See above
		Robust assessment of risks to ability to deliver strategy, and management and mitigation of those risks		See above
		Board and organizational capacity: risk culture, healthy dialogue, gaps in board assurance		See above
		Scope of insurance policy coverage limits		See above
		Policies for the protection of assets, resources & investments, including asset maintenance and integrity policies/		See above

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at CARNA (What we saw)	Comments and Suggestions (Our Assessment)
under review the effectiveness of its decision-making processes. (FRC)		programs: e.g. security, data integrity & business continuity		
		Corporate Risk Management Policies		See above
		Leveraging emerging technologies		See above
		Sufficiency and alignment of information with organization's strategy and objectives		See above
		Risk Oversight, IT System Security and Policies		See above
		Major systems implementation, conversion or outsourcing initiatives		See above
		Privacy and other information security Exposures		See above
		Business recovery and continuity		See above

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at CARNA (What we saw)	Comments and Suggestions (Our Assessment)
		Information Security including Cyber Security		See above
		Internal control system: establish, maintain, assess effectiveness		See above
Resource Direction: How will we resource our efforts? Core Tools: Budget, Annual Financial and Operating Plans				
Board oversight: mandate and responsibilities: The Board should adopt a written mandate in which it explicitly acknowledges responsibility for … the corporation's management information systems. **Operating Plans and Budgets:** Board approves annual capital and operating budgets and operational plans (management develops and Audit & Finance Committee reviews and recommends)		Operating Budget	Yes in place: FAC	OK
		Capital Budget	Yes in place: FAC	OK
		Other Business and Operating Plans: e.g. HR, Marketing, IT, Facilities	Yes in place: FAC	OK
		Projections: e.g. cash flow, debt, finance	Yes in place: FAC	OK
Subsidiary Governance: While there is a spectrum of leading practice regarding		Subsidiary Governance Structure (organizational design, governance and	ARNET is an affiliated entity whose Bylaws are approved by CARNA and which is largely funded by mandated dues	There is very little transparency in oversight of ARNET: with the adoption of a single

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at CARNA (What we saw)	Comments and Suggestions (Our Assessment)
subsidiary governance, the defining principle is "line of sight" of governance, including direction and control, from the parent to the subsidiaries (directly and indirectly held) – especially the audit and control functions		accountability) and Policies	collected and directed by CARNA	mandate, presumably ARNET would move over with the Association and it will need to put in place line of sight governance and controls

Control

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at CARNA (What we saw)	Comments and Suggestions (Our Assessment)
Monitoring, Performance and Risk Control: How do we measure up and how well have we mitigated our risks and acted on our opportunities? Core Tools: Performance Reporting, Dashboard or Scorecard (Quarterly); Performance Indicators (KPI's), Internal Audit and Risk Reports				
Corporate Performance Management: Review, monitor and approve key performance indicators (Audit & Finance Committee assesses financial performance against key performance indicators; management identifies key performance indicators, monitors performance, and reports to the board on key performance indicators)		Performance Reporting (quarterly?) Dashboard/ Balanced scorecard: Corporate performance results	There are KPI's in the CEO-prepared Contribution Agreement, although these are largely qualitative, and this is still a work-in-progress	Once CARNA adopts a single regulatory mandate, and moves away from Carver governance ("ends"), then it will need to put in place a Strategic Plan which identifies priorities, risk metrics, performance outcomes and then integrates these with regular performance reporting and the CEO's annual performance evaluation
Board Level Performance Scorecard: Approve the scorecard including metrics and measures (management prepares and reports on the scorecard)		Quarterly performance management reports: financials, forecast and BSC	See above	See above
Board and Committee Pre-reading and Meeting Materials: Minutes and other information should be available a reasonable time prior to board meetings for individual directors to have time		Achieving the corporate purposes (performance results): obtain benchmarked info against targets & peers; Dimensions:	See above	See above
		Public Purpose	See above	See above

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at CARNA (What we saw)	Comments and Suggestions (Our Assessment)
to review and prepare [5 business days] Board materials are clear, reflecting material issues, aligned to strategy & priorities Board materials, including management reports and presentations, are clear, concise, understandable and useful		Customer and community	See above	See above
		Financial and Accountability	See above	See above
		Innovation and Growth	See above	See above
		Review variances: compliance & management of risks; ERM monitoring: variances from risk tolerances and actual performance metrics	See above	See above: will need to be added to Council's standing agenda items, usually in same agenda item as CEO's report
People and Policy Control: How well did the Board and CEO Perform? Core Tools: Evaluations, CEO, Board, Committee, Chairs, Individuals, Policy Compliance				
Board Evaluation: The Board, its Committees and each individual director should be regularly assessed regarding his, her or its effectiveness and contribution. An assessment should consider: (a) mandate or charter, and	CNO: an evaluation of governance effectiveness by an external expert every 3 years; with ongoing meeting, self-evaluation, peer feedback and board evaluation to support continuous improvement	Board Evaluation & Governance effectiveness: external evaluator in direct contact with Board and Directors	GP calls for fairly informal "evaluations" of Council to take place after each meeting and at the end of the year under the leadership of the LRC Chair	Formal annual evaluation of the Council, each Committee and Chair should be instituted one year after the reform governance model is put in place, there is no utility in this being conducted any sooner
		Setting of corporate goals and objectives used in HR	See above	See above under Scorecard: definitely need to explicitly approve these for CEO

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How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at CARNA (What we saw)	Comments and Suggestions (Our Assessment)
(b) for an individual director, position description(s), competencies and skills. (58-201) Performance evaluations of board and committee chairs is leading practice, not just of the board and committees, since their performance is pivotal to success (and they report on behalf of all members). Board should approve process of evaluation (Governance & Nominating Committee recommends, evaluates and reports annually on board, committees, members, board chair, committee chairs and individual directors) The FRC stresses high quality external evaluations, emphasizing the importance of the evaluator's direct contact with the board and individual directors (FRC – 2018) *CEO Evaluation:* The Compensation (Human Resources) Committee should be responsible for … evaluating the CEO's performance in light of those corporate goals and		CEO Annual objectives	See above: LRC responsibility; CEO prepares a Contribution Agreement each year	Formal annual evaluation of the CEO should take place, based on agreed outcomes; once the updated Strategic Plan, risk and performance metrics are approved and in place, then this would then be used to set the CEO annual objectives and then for evaluation
		CEO Annual evaluation	This is conducted by the LRC, but policy makes it clear this is based on the Ends and Executive Limitations which is not appropriate	See above: Ends and Executive Limitations are aspects of Carver model which will be replaced by the reform model
		CEO Compensation Salary, Benefits, Perqs, Pension, Incentive Comp	LRC is responsible for this too	LRC most recent CEO Performance Oversight plan separates the CEO compensation from the performance evaluation (don't want to tie pay to performance in not-for-profit) and we agree with this approach
		Executives' Annual objectives	n/a	n/a
		Executives' performance evaluations	n/a	n/a

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at CARNA (What we saw)	Comments and Suggestions (Our Assessment)
objectives, and determining (or making recommendations to the board with respect to) the CEO's compensation level based on this evaluation. (58-201) Board should approve assessment annually (HR & Compensation Committee develops criteria and process with CEO, and prepares and evaluates annually) *Evaluation Beyond the CEO:* CEO ensures the evaluation of the performance of all levels of employees below the CEO [see earlier for dual accountability Internal Control & Governance Officers, for those aspects of their performance, Board/Committee may contribute to their performance evaluation]		Executives' Compensation	n/a	Consider if overall comp plan design should be overseen by LRC
		Employee Salary ranges and Overall annual % increase	n/a	n/a
		Employees Performance Evaluation and Compensation including incentives	n/a	n/a
		Board Directors Compensation: Retainers and meeting fees	Included in Governance Policies	OK
		Compensation plan periodic review & benchmarking: executives and employees	n/a	See above: consider if this should be added to the LRC mandate (without unempowering the CEO, the "board's one employee")
		HR policies: e.g., leaves & non-cash remuneration programs	n/a	n/a
Resource Control: How are we doing compared to budget? Core Tools: Interim (Quarterly) financial statements and reporting				
Financial oversight: Audit Committee:		Audit (or Audit & Finance) Committee Charter	The *finance and audit committee* is composed of five provincial council members and is responsible for:	FAC terms of reference are in good shape Consider explicit consideration of internal audit needs

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at CARNA (What we saw)	Comments and Suggestions (Our Assessment)
Members: Audit Committees must be composed of a minimum of three members, who • must be directors. • must be independent. • must be financially literate (or become so in a reasonable period of time) (= the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues comparable to issues raised by the corporation's financial statements). (52-110; SEC; NYSE) Audit Committees must: (1) have a written charter that sets out its mandate and responsibilities. (2) recommend to the board of directors: (a) the external auditor; and (b) the compensation of the external auditor.			• ensuring CARNA's financial reports fairly represent the financial health of CARNA • ensuring financial management adheres to generally accepted Canadian accounting principles • overseeing the financial integrity and internal control systems of CARNA • assessing business risk practices and ethical behaviour	annually with external auditor as a minimum step
		Interim (quarterly?) Financial Statements	Yes in place	Good
		Selection of External Auditor and setting scope of Audit	Yes in place	Good
		External Audit plans: management of issues and develop review plans	Yes in place	Good
		Accounting principles, policies, practices, estimates and judgments, IFRS, GAAP	Yes in place	Good

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at CARNA (What we saw)	Comments and Suggestions (Our Assessment)
(3) be directly responsible for overseeing the work of the external auditor, including the resolution of disagreements between management and the auditor. (4) pre-approve all non-audit services to be provided by the corporation's external auditor. (5) review the corporation's financial statements, MD&A and annual and interim earnings press releases before public disclosure. (6) be satisfied that adequate procedures are in place for the review of extracted or derived public disclosures of financial information. (7) establish procedures for: (a) the receipt, retention and treatment of relevant complaints; and (b) the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters. (8) review and approve hiring policies re: partners and employees of the auditors. ["Cooling off " period in hiring		External audit reports, findings, management responses, follow-up	Finance Committee reviews audit findings (5.02)	OK
		External audit effectiveness and independence – rotation policy?	Yes in place	OK
		Approval of non-audit services	Yes in place	OK
		Setting role/function for Internal Audit	Not seen	See above
		Internal Audit plans: management of issues and develop review plans	Not seen	See above
		Internal Audit resources, capacity, independence, assess performance	Not seen	See above
		Internal Audit reports, findings and management responses, follow-up	Not seen	See above
		Integrity Assurance ("Whistleblower") Policy / Protocol	CARNA has a Whistleblower Policy included in its Governance Policies	This is in pretty good shape and can be reissued as a Policy under the new reform model

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How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at CARNA (What we saw)	Comments and Suggestions (Our Assessment)
employees from Auditor's firm (e.g. 3 years: SOX)]. (9) have the authority (a) to engage independent counsel and other advisors, (b) to set and pay their compensation and (c) to communicate directly with the internal and external Auditors. (52-110) Audit Committee should review and approve all related party transactions (Nasdaq); and; Review changes in accounting policies and discuss quality and				

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acceptability of accounting practices with auditor. Board approves (Audit and Finance Committee reviews and recommends) financial statements and MD&A; management prepares (51-102) ***Internal Audit:*** Audit Committee: Review and approve Internal Audit charter/mandate, scope, capacity and resources, independence Review and follow-up findings and recommendations of Internal Auditor, including on adequacy of risk management and control frameworks and systems Executive (in camera) sessions with each of internal and external auditor, CFO, and if in place, CRO and CCO.			

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How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at CARNA (What we saw)	Comments and Suggestions (Our Assessment)
Reporting, Strategy Control: Where are we compared to where we said we would be? Core Tools: Annual Report, Audited Financial Statements and Governance Narratives (MD&A)				
Annual Reports: Annual reports and periodic public disclosures are transparent and meet high standards of disclosure: The annual report contains sufficient information - both in terms of quality and quantity - regarding the corporate plan, strategic direction, mission/vision, products/services and outlook of the corporation: • goals and objectives are significant and consistent with the mandate • changes in goals, objectives and/or direction have been highlighted and explained (TSX) The annual report provides the corporate results (overall performance of the corporation, financial and operational) in relation to goals and objectives set out in corporate plans (TSX; Auditor General of Canada.) The annual report is open and transparent - it contains a		External communication of corporate performance results including: Annual Report with audited financial statement	Yes, in place	OK
		Management (MD&A) and governance reporting and disclosure		Disclosures could be more robust
		Website postings	Yes, in place	See above
		Any other public disclosure		

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at CARNA (What we saw)	Comments and Suggestions (Our Assessment)
balanced view, including openly disclosing any negative results or variances (TSX) The annual report is timely, relevant and useful for users beyond those who are experts in the business (e.g. taxpayers, customers, other stakeholders) (TSX) The annual report provides information on corporate context, including any competitive issues that could mitigate against full disclosure - i.e. if the corporation is competing against a private sector firm and its position would be risked by disclosure in a certain area (TSX) The annual report provides forward-looking information including financial forecasts/budget targets, risks and uncertainties, and details of significant events that could have a major impact on operations. (TSX; CSA 51-102 cautions against subjective or unsubstantiated forward-looking information) ***Annual Report (exclusive of financial statement):***				

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at CARNA (What we saw)	Comments and Suggestions (Our Assessment)
Board reviews and approves; management prepares ***Annual Financial Statements including MD&A and CD&A:*** Board approves (Audit & Finance Committee reviews and recommends financial statements and MD&A; HR & Compensation Committee reviews and recommends CD&A; management prepares) ***TSX rules*** require all listed issuers to post on their corporate website the issuer's articles or other constating documents and its by-laws, majority voting policy, advance notice policy for director nominations, position descriptions for the chairman of the board and the lead director (if applicable), board mandate and board committee charters. (TSX 2017)				
Board and Committee Minutes: Minutes are a mid-way balance between verbatim recordings of deliberations and a summary of decisions	UK recommends that CRNBC reviews the way discussion and decision-making is structured: to a more discursive style, enabling more open	Board and Committee Minutes	OK	OK

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at CARNA (What we saw)	Comments and Suggestions (Our Assessment)
Minutes and resolutions of meetings of shareholders, board and board committees: Approve board minutes and receive committee minutes (Committees approve and circulate to committee and board; Corporate secretary records and maintains)	and searching enquiry better suited to its role in protecting the public			
Accountability and Compliance: Board is responsible for corporation's accountability and compliance: Disclose if the board has adopted a written code for the directors, officers and employees, and how the board monitors compliance. Describe any steps the board takes to ensure directors exercise independent judgement in considering transactions and agreements in respect of which a director or executive officer has a material interest. Describe any other steps the board takes to encourage and promote a culture of ethical business conduct. (58-101)		Monitoring compliance with Code	Not seen	Process and assurance should be disclosed
		Monitoring legal and regulatory compliance	Not seen	Process and assurance should be disclosed
		Policy compliance: monitoring compliance with all board-level policies (may be delegated to committees)	Not seen	Process and assurance should be disclosed
		Disclosures on compliance including with Code	Not seen	Process and assurance should be disclosed

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How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at CARNA (What we saw)	Comments and Suggestions (Our Assessment)
Legal and Regulatory Compliance: Receive reports (Audit & Finance Committee receives and reviews updates from management and legal counsel on compliance matters and litigation claims or other contingencies; Governance & Nominating Committee monitors compliance with governance related issues; HR & Compensation Committee reviews compliance with HR related issues; Management ensures compliance)				
Corporate Communications and Social Responsibility Reporting: Approve communication plan/policy including extent of disclosure (Management develops and implements) Satisfy itself effective communication between the board and shareholders, stakeholders and public (Management communicate with shareholders, stakeholders and public – although at times the Chair and/or other directors may		Communications protocol	CARNA has a strategic communications policy in its GP	This is suitable to be reissued as a Policy in the reform model
		Corporate communication strategies: including extent of disclosure (e.g. crisis and event communications, media requests)	Covered to some extent	Should be considered in this Policy
		Board communication	See above	See above
		Employee dialogue & communication on strategy & direction	See above	See above

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at CARNA (What we saw)	Comments and Suggestions (Our Assessment)
according to the approved communications protocol)		Press releases	See above	See above
Delaware has adopted a framework for companies to commit voluntarily to sustainability disclosure and performance standards (standards and assessment measures.) (Delaware: 2018)		Determination of role and relationship as liaison with shareholders or members	See above	See above
		Quality and timing of information/ summaries/ submissions / Management Reporting Info Detail	See above	See above
		Brand and reputation management	See above	See above
		Sustainable development practices: commitment to global sustainability: standards and assessment measures	Not seen	See above
		Sponsorship & donations	Not seen	See above
		Local / Indigenous procurement	n/a	n/a
		Diverse workforce targets and measures	Not seen	See above
Disclosures re: Board Oversight, Selection & Committees:		Disclosure of Board recruitment, selection and appointment process	Election process for Council is outlined, as is Committee process disclosed	The reformed selection processes must definitely be transparent and fully disclosed

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How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at CARNA (What we saw)	Comments and Suggestions (Our Assessment)
Describe the process by which the board identifies new candidates for board nomination. Disclose if the board has a nominating committee composed entirely of independent directors, its responsibilities, powers and operation. (58-101) Disclose policies, consideration, targets and actual numbers re: representation of women on board and executive officers (three levels into management); director term limits (comply or explain) (FRC – 2018; 58-101) Specific Audit Committee disclosure including charter, members' names, independence, financial literacy and relevant education and experience (accounting, financial, controls), audit fees and exceptions (52-110F1) Briefly describe what measures the board takes to orient new directors, and provide continuing education for its directors. (58-101) If the board has standing committees other than the audit, compensation and nominating committees, identify the		Disclosure of Board and Management (to X-3 level) Diversity Strategy, targets, actual metrics	Not seen	Should be agreed, approved and disclosed
		Disclosure of Audit Committee charter, members, independence, financial literacy, relevant education and experience	FAC summary only disclosed	Only brief summaries: CARNA should have more fulsome disclosure of its governance model, charters, policies
		Disclosure of orientation and education measures (plans)	Not disclosed	CARNA should have more fulsome disclosure of its governance model, charters, policies

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at CARNA (What we saw)	Comments and Suggestions (Our Assessment)
committees and describe their function. (58-101)				
Disclosure of Independence: Disclose which directors are, and are not, independent, and the basis for this; Disclose if a majority of directors are independent, if not, how the board facilitates its exercise of independent judgement in carrying out its responsibilities. Disclose if the independent directors hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance, if not, how the board facilitates open and candid discussion among its independent directors. Disclose if the chair of the board is an independent director, or identify the lead director, or how the board provides for leadership of independent directors. Disclose the attendance record of each director. (58-101)		Disclosure of independence: how it is defined, which board members and chairs meet this definition, attendance records	Not seen	CARNA should explicitly consider and disclose its definition and expectations for independence

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at CARNA (What we saw)	Comments and Suggestions (Our Assessment)
Board, Committee and Chairs Charters Disclose the board and committees' written mandates, and position descriptions for the chair and committee chairs, or how responsibilities are delineated (58-101)		Disclosure of Board, Committee and Chairs charters	Yes, seen	Only brief summaries: CARNA should have more fulsome disclosure of its governance model, charters, policies
Disclosure of Board Evaluation: Disclose if the Board, its Committees and individual directors are regularly assessed with respect to their effectiveness and contribution (58-101) Disclose the process – not the actual results		Disclosure of Board evaluation findings or changes Demonstrate how governance contributes to the company's long-term sustainable success and achieves wider objectives	Not disclosed	Learnings from annual Council and Committee evaluations should form part of governance disclosures
Director & Officers Compensation: Describe the process by which the Board determines the compensation for the corporation's directors and officers. (58-101)	At CNO, all directors should receive the same honorarium, and all committee members the same honorarium	Disclosure of Director & Officer Compensation philosophy, policy and/or plan	Not disclosed	Consider the "right" level of disclosure of Council and Officer remuneration and expenses (see comments below under Executive Compensation Disclosure)
CEO oversight & Executive Compensation Disclosure (CD&A):		Disclose if CEO position description or how delineated	Not disclosed	CEO Charter should be disclosed as part of governance disclosures

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at CARNA (What we saw)	Comments and Suggestions (Our Assessment)
Disclose the written position description for the CEO, or how the board delineates the responsibilities of the CEO. (58-101)		Disclose if Comp (HR) Committee, steps taken	LRC plays this role	LRC terms of reference and other salient info should be disclosed, not just a one phrase summary
Disclose if the Board has a Compensation [Human Resources] Committee composed entirely of independent directors, its responsibilities, powers and operation, or how the board ensures an objective compensation setting process. (58-101) Disclose Comp Committee members' names, relevant experience and skills, the compensation consultant or advisor, mandate, other services (58-101), timing and fees (51-102). ***Compensation discussion and analysis:*** Disclose and explain rationale for all compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, to each NEO [i.e. the CEO, CFO and next three highest paid over $150,000/year] and director (51-102)		Executive Compensation Disclosure: philosophy, design, rationale, total comp (CD&A)	Not seen	CARNA should consider the appropriate level of disclosure of executive compensation: we understand that detailed compensation information may be covered by HIPA and therefore may require approval of each individual first, which would tend to militate against its release

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at CARNA (What we saw)	Comments and Suggestions (Our Assessment)
Disclose how remuneration delivers company strategy, long-term success and aligns with workforce remuneration (FRC – 2018) ***The U.S. Securities and Exchange Commission*** requires U.S. domestic registrants to disclose the ratio of their CEO's annual total compensation to the median employee's annual total compensation (SEC 2017)				
Other Disclosures: Continuous disclosure of all material changes (51-102 Material Change Reports, 52-109, SOX) Management Discussion & Analysis (MD&A), Annual Information Form (AIF), Information Circular disclosure requirements (detailed in 51-102) Disclose all material off-balance sheet transactions (SOX)		Additional Disclosures		Additional Disclosures are at CARNA's discretion

GovernanceSolutions

ABOUT GOVERNANCE SOLUTIONS

Governance Solutions Inc. (GSI) (formerly known as Brown Governance Inc) has been trusted for over 29 years by organizations to provide superior governance solutions. Solutions like: The Professional Director Certification Program™, BoardConnex™ the latest in smart board portals, The Board and CEO Evaluation Solutions, strategic planning and The Scorecard Solution, Director Profile, governance best practices research, and consulting. And, our Boardroom 25 is a unique collection of our top 25 governance solutions designed to match your governance needs.

Our expertise spans the globe and sectors. You can count on Governance Solutions to provide independent, affordable, superior, accessible, customizable, professional, governance solutions. You can build, organize, educate, leverage, evaluate and optimize your governance with our integrated portfolio of governance products and services. GSI delivers tools, online resources, benchmarking, knowledge, and advice based on a unique blend of experience, research, and user-friendly technology.

Governance Solutions helps organizations strengthen their governance practices. We understand your challenges and are trusted by leading organizations around the globe because our entire leadership team has deep experience. Each has walked in your shoes as CEOs and Board members and has many years of substantive dialogue with governance leaders. Your board members and senior executives responsible for governance will be empowered by our principle-based approach.

Contact us at: 1-888-698-3971 or **info@governancesolutions.ca**

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