

Agenda Item# 8

2025 AGM – Board Motion

Bylaws Revisions

The bylaws require approval at the AGM by a two-thirds majority.

The Governance Committee reviews the bylaws each year to ensure they:

- are in line with our governing legislation;
- are current and reflect any recent changes and governance updates that have been made; and
- have simple and easy-to-read language.

The attached [updated version of the bylaws](#) have highlighted revisions in Sections 9.5(h) and 14.6.

S. 9.5(h) - Board elections – Clarifying language

There are ten elected member-at-large seats on the Board, five for family physicians (recently updated from ‘general practitioners’ although not yet captured in the bylaws) and five for ‘licensed specialists’.

It has recently been brought to our attention that there are a group of physicians who have a College of Family Physicians of Canada (CFPC) Certificate of Added Competence (CAC) who may not practice family medicine/primary care in the traditional sense. Those physicians may not feel that they fit into either the ‘family physician’ or ‘licensed specialist’ categories of representation on the Board.

The Governance Committee discussed some options for changing the language and is recommending that ‘general practitioner’ be changed to **‘family physician, including those with a Certificate of Added Competence’**.

The recommended revision:

9.5 The Board will be composed of the following:

- (h) Ten (10) members-at-large, each of whom may serve no more than two (2) consecutive three (3) year terms, and who are composed of the following:
 - (i) Two (2) ~~general practitioners~~ family physicians, including those with a Certificate of Added Competence, who carry on practice, or if retired, did carry on practice in Halifax Regional Municipality.
 - (ii) Three (3) ~~general practitioners~~ family physicians, including those with a Certificate of Added Competence, who carry on practice, or if retired, did carry on practice in the province outside of Halifax Regional Municipality.

S. 14.6 - Add Awards Committee as a standing committee

A standing committee is a permanent committee within a legislative body, organization, or institution that is established to handle specific duties or areas of expertise on an ongoing basis.

This item can be considered a 'housekeeping' item. The Awards Committee has been operating as a standing committee of the Board for some time now, but we haven't updated the bylaws to reflect that.

The Awards Committee:

- is responsible for reviewing award nominations each year, selecting a preferred nominee and making a recommendation to the Board for approval.
- terms of reference is approved by the Board.
- membership consists of the Board Chair and four members of the Board.
- is accountable to the Board, which is a requirement for standing committees.

The recommended revision:

Standing Committees

14.6 Doctors Nova Scotia will have the following Standing Committees:

- (a) Executive Committee.
- (b) Audit Committee.
- (c) Nominating Committee.
- (d) Governance Committee.
- (e) Policy and Health Issues Committee.
- (f) E-Health Committee.
- (g) CEO Evaluation Committee.
- (h) Awards Committee.

The Governance Committee and the Board support these revisions.

The following motion will be presented at the AGM:

BE IT RESOLVED THAT the Doctors Nova Scotia Annual General Meeting approves the revised bylaws as presented at the June 7, 2025 annual general meeting.