

BRIEFING NOTE

TO: Board of Directors Committee

FROM: Governance Committee

DATE: December 6, 2021

SUBJECT: 13.1 Delegation to the Registrar Policy 3-03 Monitoring Report Template

☒ For Decision

☐ For Information

☒ Monitoring Report

Purpose:

To review the proposed Delegation to the Registrar Policy 3-03 monitoring Report Template

Background:

On October 5, 2020, the Board approved the Board Policy Development Policy 4-24. The purpose of this policy was to codify a process for developing, approving, updating and evaluating the success of governance policies. The Board also approved the monitoring of eight of its own board policies in greater detail under Section 8b of the Board Policy Development Policy 4-24. This governance process supports the development of informed, engaged, and wise policy direction by the Board. The Board requested that Board Monitoring Achievement Report templates be created for each of the eight policies to be under review over the next two years.

For Consideration:

The Delegation to the Registrar Policy 3-03 is attached as **Appendix A** and the monitoring template is **Appendix B**. The italicized portion of the template is provided to direct the responsible director to the possible questions they should turn their mind to when completing the template.

The monitoring report for the Delegation to the Registrar Policy 3-03 is scheduled to be delivered to the Board at its meeting in February of 2022. It is necessary for one director to take on the responsibility of completing this template and speaking to the matter at the meeting. In the event that no director volunteers, the Chair may designate a responsible director.

Public Interest Considerations:

The Board has recognized the importance of strong governance in order to carry out its object of regulating the profession in the public interest and has invested significant time and resources into updating its governance policies and processes. Monitoring important policies confirms that the Board is

fulfilling its duties and responsibilities and that the appropriate processes are in place to ensure that they are giving due diligence to planning and oversight over the College and will help to identify and analyze potential risks before they negatively impact the College.

Diversity, Equity and Inclusion Considerations:

It is incumbent on the Board to consider whether the proposed report is consistent with the COO's organizational values relating to diversity, equity and inclusion.

Recommendations:

That the Board approve the Delegation of the Registrar Policy 3-03 monitoring template as recommended by the Governance Committee.

That the Chair appoint a Board director to complete the report and present it to the Board at its February 2022 meeting.

The College of Opticians of Ontario Board (COO) will use the Policy Governance system to guide its approach to governing COO, creating policy direction, monitoring and being accountable to the public.

The Board of Directors of the College is responsible for setting the College's strategic outcomes, and for delegating authority to the Registrar, CEO to achieve those strategic outcomes.

For each policy criterion, please indicate how the Board has met the policy criteria

Delegation to the Registrar Policy 3-03 Monitoring Template					
#	Policy Criteria	Board Interpretation of Policy Criteria (i.e., what does compliance with each policy criteria look like?)	Evidence Board has met the criteria	Deficiencies and Recommendations	Conclusion: Level of Achievement 1 – Compliance Not Achieved 2 – Compliance Partially Achieved 3 – Compliance Fully Achieved
1	The Board will instruct the Registrar to develop Strategic Outcomes policies. These policies establish the outcomes that the Registrar, CEO is to achieve, without prescribing the specific means that must be used to achieve those outcomes.	<i>The Board will have fulfilled its role if Strategic Outcome policies have been created as per Policy 3-03</i>	<p><i>Are there examples of the Board meeting its responsibilities?</i></p> <p><i>Are there examples of the Board not meeting their responsibilities?</i></p> <p><i>If so, what did the Board do, if anything, to correct this?</i></p>		
2	The Board will develop Operational Boundaries policies that define the limitations that the Board wishes to place on the Registrar, CEO's	<i>The Board will have fulfilled its role if Operational Boundaries policies have been created as per Policy 3-03</i>	<p><i>Are there examples of the Board meeting its responsibilities?</i></p> <p><i>Are there examples of the Board not meeting</i></p>		

	latitude to choose the means to achieving strategic outcomes.		<p><i>their responsibilities?</i></p> <p><i>If so, what did the Board do, if anything, to correct this?</i></p>		
3	The Board will recognize that as long as the Registrar, CEO uses any reasonable interpretation of the Board's policies, they are authorized to establish all further policies, make all decisions, take all actions and develop all activities.	<i>The Board will have fulfilled its role by how the Board monitors and evaluates the Registrar's overall job performance.</i>	<p><i>Are there examples of the Board meeting its responsibilities?</i></p> <p><i>Are there examples of the Board not meeting their responsibilities?</i></p> <p><i>If so, what did the Board do, if anything, to correct this?</i></p>		
4	Recognize that any authority delegated to the Registrar, CEO may be further delegated by the Registrar, CEO to staff. Staff are accountable to the Registrar, CEO, who is in turn accountable to the Board	<i>The Board will have fulfilled its role if the Board does not interfere with the Registrar's ability to run the day-to-day operations of the regulator or involve itself in the management and direction of staff.</i>	<p><i>Are there examples of the Board meeting its responsibilities?</i></p> <p><i>Are there examples of the Board not meeting their responsibilities?</i></p> <p><i>If so, what did the Board do, if anything, to correct this?</i></p>		

5	Regularly monitor the Registrar, CEO's interpretations of Strategic Outcomes and Operational Boundaries policies to ensure these interpretations are reasonable.	<i>The Board will have fulfilled its role if it monitors the performance of the Registrar in achieving the goals set out in the Strategic Outcomes and Operational Boundaries policies</i>	<p><i>Are there examples of the Board meeting its responsibilities?</i></p> <p><i>Are there examples of the Board not meeting their responsibilities?</i></p> <p><i>If so, what did the Board do, if anything, to correct this?</i></p>		
6	The Board may change its Strategic Outcomes and Operational Boundaries policies, thereby shifting the boundary between the Board and Registrar, CEO domains of authority. But as long as any particular delegation is in place, the Board will respect and support the Registrar, CEO's decision.	<i>The Board will have fulfilled its role if it continues to review the overall direction and priorities of the College though its high-level policies while respecting and supporting the role of the Registrar to fulfil the College's mandate.</i>	<p><i>Are there examples of the Board meeting its responsibilities?</i></p> <p><i>Are there examples of the Board not meeting their responsibilities?</i></p> <p><i>If so, what did the Board do, if anything, to correct this?</i></p>		

Respectfully submitted,

[John Smith, RO, Appointed Member]
Board Director Facilitating Review

[Date]

POLICY TYPE: BOARD - STAFF RELATIONSHIP**3-03 Delegation to the Registrar, CEO**

The Board of Directors (“Board”) of the College of Opticians of Ontario (“College”) is responsible for setting the College’s strategic outcomes, and for delegating authority to the Registrar, CEO to achieve those strategic outcomes.

In delegating to the Registrar, CEO, the Board will:

1. Develop policies instructing the Registrar, CEO to achieve certain results, for certain groups of people, with what priority of resources. These policies, which will be known as Strategic Outcomes policies, will be developed systemically from the broadest, most general level to more defined levels. These policies establish the outcomes that the Registrar, CEO is to achieve, without prescribing the specific means that must be used to achieve those outcomes.
2. Develop policies that define the limitations that the Board wishes to place on the Registrar, CEO’s latitude to choose the means to achieving strategic outcomes. These policies, which will be known as Operational Boundaries policies, will be developed systemically from the broadest, most general level to more defined levels and will describe those practices, activities, decisions and circumstances that the Board would find unethical or imprudent, and therefore unacceptable, even if they were to be effective.
3. Recognize that as long as the Registrar, CEO uses any reasonable interpretation of the Board’s policies, they are authorized to establish all further policies, make all decisions, take all actions and develop all activities. This does not prevent the Registrar, CEO from reviewing information in the delegated areas except where the information has been identified as confidential and/or personal information.
4. Recognize that any authority delegated to the Registrar, CEO may be further delegated by the Registrar, CEO to staff. Staff are accountable to the Registrar, CEO, who is in turn accountable to the Board.
5. Regularly monitor the Registrar, CEO’s interpretations of Strategic Outcomes and Operational Boundaries policies to ensure these interpretations are reasonable. Monitoring will be done in accordance with the Board Monitoring System Policy (4-25).
6. The Board may change its Strategic Outcomes and Operational Boundaries policies, thereby shifting the boundary between the Board and Registrar, CEO domains of authority. But as long as any particular delegation is in place, the Board will respect and support the Registrar, CEO’s decision.