

BRIEFING NOTE

TO: Board of Directors

FROM: Governance Committee

DATE: December 6, 2021

SUBJECT: 12.3 Content Review of the Board and Committee Principles Policy 4-07

☒ For Decision

☐ For Information

☐ Monitoring Report

Purpose:

To carry out a scheduled review the Board and Committee Principles Policy 4-07 for the purpose of determining whether any amendments are necessary.

Background:

It is the responsibility of the Board to develop, approve, update and evaluate implementation of its governance policies. Appendix 2 to the COO's Policy Governance Manual sets out a review schedule for all policies in the manual. The purpose of reviewing the policies on a regular basis is to ensure that they continue to be relevant and serve the function that they were implemented for.

For Consideration:

Board and Committee Principles Policy 4-07 was approved by the Board on December 3, 2018 and is slated for evaluation of its content this year on the Board Policy Review Schedule.

The original policy **Appendix A** the updated version **Appendix B**, is attached below. On review, the Governance Committee was of the view that the policy warranted a refresh in order to ensure it continues to meet the Board's needs. The proposed updates aim to streamline the policy to ensure that it is clear, easy to follow and consistent with the changes to the language of the Policy Governance Manual that has evolved over the last four years.

Public Interest Consideration:

The Board has a 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. Reviewing the content of these policies ensures that policies are consistent and effective, and that the College is up to date with regulations, technology, and regulatory best practices.

Diversity, Equity and Inclusion Considerations:

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

Recommendation:

To approve the changes to the Board and Committee Principles Policy 4-07 as recommended by the Governance Committee.

POLICY TYPE: GOVERNANCE PROCESS**4-07 Board and Committee Principles Policy**

Background:

This policy applies to all Statutory Committees and any Non-Statutory Committees (Standing or Ad Hoc) formed by the Board. This policy does not apply to committees formed under the authority of the Registrar, CEO.

Statutory Committees are required by the Regulated Health Professions Act, 1991, and their composition is set out in the COO Bylaws. Statutory Committees support the work of the Board and contribute to producing the Board's Strategic Outcomes (Critical Outcomes), which are the responsibility of the Registrar and CEO (see Board-Staff Relationship Policies). Statutory Committees are accountable to the Registrar and CEO in the performance of their regulatory operational duties and to the Board for any governance related matters.

The Board may also establish Standing or Ad Hoc Committees, when required, to assist the Board in carrying out its governance responsibilities.

Purpose:

To outline the principles used by the COO Board to mandate and operate the Statutory Committees and Non-Statutory Committees.

Policy:

Non-Statutory Committees will be assigned to support and reinforce the work of the entire Board. They are expected to reinforce the wholeness of Board's job and will not interfere with delegation from the Board to the Registrar, CEO. Statutory Committees are designed to both address the independent operational work to implement the COO's regulatory processes as well as to advise the Board on any related governance policy work needed.

Statutory and Non-Statutory Committees may communicate with groups outside of the COO in order to gather information in relation to achieving their mandate. In doing so no Committee should usurp the role of the Board.

All Committee members (Directors and non-Directors) will receive appropriate orientation and education at the first committee meeting of the year and ongoing as needed. All Committee members will annually complete the COO's Fiduciary Acknowledgement Form setting out their professional affiliations to assist in identifying conflicts of interest.

All Statutory and Non-Statutory Committees will report regularly to the Board. All committees and all committee members will participate in an annual Committee evaluation.

Non-Statutory Committees

The following principles apply for the Board's use of Non-Statutory Committees:

1. A committee is a Non-Statutory Committee only if its existence and mandate come from the Board. The only standing Board Committees are those which are set forth in by-law and have a clear mandate, product, authority, timeline, and staff support considerations.
2. Non-Statutory Committees will assist the Board by preparing recommendations with implications for Board deliberation primarily focused on Board policy development and Board processes.
3. Given that Non-Statutory Committees are designed to assist the Board with its role, Non-Statutory committees are not created by the Board to advise staff, help staff do their jobs, or exercise authority over staff.
4. Non-Statutory Committees may not speak or act for the Board except when formally given such authority for specific and/or time-limited purposes.
5. All Non-Statutory Committee members shall function in accordance with Board policies, including but not limited to the Code of Conduct, Confidentiality, and Conflict of Interest Policy.
6. Except as defined in their written Terms of Reference Policy, no Non-Statutory Committee has authority to commit funds or resources of the College.
7. Any member of a Non-Statutory Committee may serve as the Chair except where otherwise stated in the bylaws.

Policy Note: *The Board works to comply with its own requirement to have one third of committee members be public Directors. There are occasions when public Director positions are vacant, that this self-imposed requirement cannot be met.*

Statutory Committees

The following principles apply to the use of Statutory Committees:

8. Statutory Committees conduct the independent regulatory work of the COO. In addition, they can assist the Board by preparing policy alternatives and their implications for the Board as governance issues arise in the process of conducting the independent regulatory work.
9. Statutory Committees may not speak or act for the Board except when formally given such specific authority for time-limited purposes.
10. The Statutory Committee composition is set out in the College's bylaws.
11. A Board-approved Terms of Reference Policy must exist for each Statutory Committee, which includes the purpose/mandate, authority, objectives and membership consistent with COO By-laws.
12. Statutory Committees cannot direct the work of management or exercise authority over staff. The Registrar, CEO is not required to obtain the approval of a Statutory Committee before taking an executive action related to achieving the Board's Strategic Outcomes (Critical Outcomes) Policy within Operational Boundaries (i.e. as laid out in the Registrar, CEO Position Description).

13. A Statutory Committee will not be used to monitor Registrar & CEO organizational performance, because the Board as a whole retains the sole responsibility and authority for monitoring Registrar, CEO and organizational performance.
14. All Statutory Committee members shall abide by the Board's "Code of Conduct, Confidentiality and Conflict of Interest Policy".
15. The Chair and Vice-Chair of each committee, other than the Executive Committee, shall be elected from among the members of the respective committees. (As stated in by-law 12.1b).
16. No Statutory Committee has the authority to commit COO funds or resources except as laid out in their Terms of Reference Policy.

POLICY TYPE: GOVERNANCE PROCESS**4-07 Board and Committee Principles Policy**

Purpose:

To outline the principles used by the COO Board with respect to the operation of COO Committees.

Policy:

1. This policy applies to all Statutory Committees and any Non-Statutory Committees (Standing or Ad Hoc) established by the Regulated Health Professions Act (RHPA) and/or as set out in the COO by-laws.
2. Committees are established to carry out specific functions defined by the RHPA and/or to help the Board carry out its mandate. By contrast, Committees are not established to advise staff, help staff do their jobs, or to exercise authority over staff.
3. The Registrar, CEO or their delegate may provide administrative support to facilitate the work of Committees. In the case of committee members requesting information or assistance without Board authorization, the Registrar, CEO can refuse such requests that require, in the Registrar, CEO's opinion, a material amount of staff time or funds or is otherwise disruptive or contrary to the Board's strategic objectives.
4. Committees may not speak or act for the Board except when formally given such authority for specific and/or time limited purposes.
5. Committees will reinforce the Board's wholeness and will not interfere with the Board's delegation to the Registrar, CEO.
6. All Committee members will adhere to the Board's policies, including the Code of Conduct, and any policies relating to confidentiality and conflict of interest
7. All Committee members will take part in appropriate orientation and/or training as required.
8. All Committees will report regularly to the Board on their activities, and participate in an annual committee self-evaluation.
9. Except as defined in their written Terms of Reference Policy, no Committee has the authority to commit funds or resources of the College.