

DRAFT BOARD MEETING MINUTES
October 4, 2021
9:15 AM to 3:00 PM
by zoom

Attendees: Mr. Bryan Todd, RO, Chair, Elected Member
Mr. Stephen Kinsella, Vice-Chair, Public Member
Mr. Omar Farouk, Public Member
Ms. Peggy Judge, Public Member
Ms. Ingrid Koenig, RO, Elected Member
Mr. Samir Modhera, RO, Elected Member
Ms. Neda Mohammadzadeh, RO, Elected Member
Mr. Henry Wiersema, Public Member
Mr. Mike Smart, RO, Elected Member

Regrets: Ms. Elsa Lee RO, Elected Member
Ms. Dorina Reiz, RO, Elected Member
Ms. Amber Fournier, RO, Elected Member
Mr. Murray Angus, Public Member
Ms. Diana Bristow, Public Member

Administration: Mr. Fazal Khan, RO, Registrar, CEO
Ms. Amy Stein, Acting Deputy Registrar and General Counsel
Ms. Carolyn Robertson, Manager, Communications and Executive Office
Ms. Fizza Asad, Human resources and Accounting Specialist

Guests: Ms. Sarah Butson, Meeting Facilitator

1.0 Introduction

1.1 Introductions and Announcements

B. Todd called the meeting to order at 10:00 and introduced himself, the Board Members, and the administration.

1.2 Conflict of Interest Declaration

No conflicts of interest were declared.

1.3 Adoption of the Agenda

MOTION: TO ADOPT THE AGENDA.

MOVED: H. WIERSEMA

SECONDED: M. SMART

FOR: 9

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

3.0 Minutes

MOTION: TO APPROVE THE AUGUST 23, 2021, MINUTES.

MOVED: S. KINSELLA

SECONDED: O. FAROUK

FOR: 9

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

4.0 Financial Reports

F. Asad presented on the quarterly financial variance report to the Board.

MOTION: TO APPROVE THE FINANCIAL REPORT AS PRESENTED

MOVED: N. MOHAMMEDZADEH

SECONDED: S. KINSELLA

FOR: 9

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

5.0 Annual Report

F. Khan presented the draft 2020 Annual Report to the Board.

MOTION: TO APPROVE THE ANNUAL REPORT

MOVED: H. WIERSEMA

SECONDED: S. KINSELLA

FOR: 9

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

6.1 Strategic Plan Monitoring

F. Khan presented the Strategic Plan Monitoring Report to the Board and reviewed the current key performance indicators contained in the report.

MOTION: THAT THE BOARD APPROVE THAT THE REGISTRAR'S INTERPRETATION OF THE POLICY WAS REASONABLE.

MOVED: S. KINSELLA

SECONDED: O. FAROUK

FOR: 9

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

MOTION: THAT THE BOARD AGREES THAT THE REGISTRAR, CEO COMPLIED WITH THE POLICY.

MOVED: H. WIERSEMA

SECONDED: P. JUDGE

FOR: 9

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

6.2 Communications and Support to the Board Policy Monitoring Report

F. Khan presented the Communication and Support to the Board Policy Monitoring Report.

MOTION: THAT THE BOARD APPROVE THAT THE REGISTRAR'S INTERPRETATION OF THE POLICY WAS REASONABLE.

MOVED: N. MOHAMMADZADEH
SECONDED: M. SMART

FOR: 9
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

MOTION: THAT THE BOARD AGREES THAT THE REGISTRAR, CEO COMPLIED WITH THE POLICY.

MOVED: O. FAROUK
SECONDED: I. KOENIG

FOR: 9
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

7.1 Governance Approach Policy

G. White presented a monitoring template for the Governance Approach Policy. N. Mohammadzadeh agreed to complete the report for the May 2022 Board meeting.

MOTION: TO APPROVE THE TEMPLATE FOR MONITORING THE GOVERNANCE APPROACH POLICY.

MOVED: P. JUDGE
SECONDED: B. TODD

FOR: 9
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

8.0 Governance Reform

8.1 Third Party Assessment of the Board's Efficacy

G. White presented the proposal, from the Governance committee, to engage a third party to assess the Board's efficacy. A. Stein, Deputy Registrar, provided some background on the rationales for implementing a process for regular third-party assessments, including meeting standards established by the College Performance Measurements Framework.

Administration has not settled on a consultant but is investigating the costs. The Vendor Relations Policy states that any amount over \$25,000 requires the College to seek out at least three quotes, and these guidelines will be adhered to.

Public Interest Considerations: The Board considered that allowing for a third party to provide an evaluation of the Board promotes accountability and supports one of its key values, transparency, which is essential to public trust.

MOTION: THAT THE BOARD IMPLEMENT A PROCESS FOR THIRD PARTY EVALUATIONS OF ITS PERFORMANCE, BEGINNING IN 2022 AND EVERY THREE YEARS FOLLOWING, WITH A CONSULTANT TO BE RETAINED BY COLLEGE ADMINISTRATION IN ACCORDANCE WITH THE VENDOR RELATIONS POLICY, AS RECOMMENDED BY THE GOVERNANCE COMMITTEE.

MOVED: I. KOENIG
SECONDED: O. FAROUK

FOR: 9
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

8.2 2021 Board and Committee Self Evaluations

G. White briefed the Board on the status of the annual Board and Committee Self-Evaluations for 2021. The tool used in 2020, which was developed and administered by the Ontario Hospital Association, will not be available in 2021. The OHA has, however granted permission for the COO to use the OHA's 2020 template. The administrative team will therefore run the 2021 evaluation internally, with safeguards in place to ensure anonymity.

This update was provided for information only.

9.0 Governance Policy Changes

9.1 Asset Protection Policy

G. White presented on updates being proposed by the Governance Committee to the Asset Protection Policy. The proposed amendments were aimed at ensuring the policy continued to reflect the College's principles of liquidity and capital preservation.

Public Interest Considerations: The Board considered that it is important that the College remain liquid in order to meet ongoing obligations and ensure operations continue uninterrupted.

MOTION: TO APPROVE THE PROPOSED AMENDMENTS TO THE ASSET PROTECTION POLICY AS RECOMMENDED BY THE GOVERNANCE COMMITTEE.

MOVED: H. WIERSEMA
SECONDED: S. MODHERA

FOR: 9
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

9.2 Investment Policy

G. White presented on updates being proposed by the Governance Committee to the Investment Policy. The governance committee felt that the types of instruments in the investment policy needed to be updated and that the reporting policy on the policy to the board should be increased to semi-annual.

Public Interest Consideration: The Board indicated that it recognizes the importance of strong governance to carry out its objects 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 College rules are current.

MOTION: TO APPROVE THE PROPOSED AMENDMENTS TO THE INVESTMENT POLICY 2-06 AS RECOMMENDED BY THE GOVERNANCE COMMITTEE.

MOVED: S. KINSELLA
SECONDED: I. KOENIG

FOR: 9
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

The meeting was recessed for 1 hour.

9.3 Delegation to the Registrar Policy 3-03

G. White presented on updates being proposed by the Governance Committee to the Delegation to the Registrar Policy. The committee is proposing modifications to the language for clarity and conciseness and to streamline the policy to ensure that it is in line with the changes to the language of the Policy Governance Manual over the last four years.

Public Interest Considerations: The Board considered that updating our Governance policies regularly reflects the board's commitment to strong governance and review of these policies on a regular schedule enhances the organization from a governance point of view.

MOTION: TO APPROVE THE UPDATED DELEGATION TO THE BOARD POLICY 3-03 AS RECOMMENDED BY THE GOVERNANCE COMMITTEE.

MOVED: B. TODD
SECONDED: S. MODHERA

FOR: 9
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

9.4 Registrar, CEO Job Products Policy

G. White presented proposed updates recommended by the Governance Committee to the Registrar CEO Job Products Policy. The proposed updates to the policy align the language in the policy with the language that has evolved in the governance policy manual over the last four years.

Public Interest considerations: The Board considered that the policy speaks directly to the link between the board and the CEO and the strategic outcomes policy, and it is therefore important to ensure the language used is consistent and meaningful.

MOTION: TO APPROVE THE UPDATED REGISTRAR CEO JOB PRODUCTS POLICY 3-06 AS RECOMMENDED BY THE GOVERNANCE COMMITTEE.

MOVED: N. MOHAMMADZADEH
SECONDED: I. KOENIG

FOR: 9
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

9.5 Registrar, CEO Position Description Policy

G. White presented proposed updates recommended by the Governance Committee. Upon review, the committee was of the view that aside from one typo, that the policy is still meeting the board's needs, and that no further changes were being recommended.

MOTION: TO APPROVE THE UPDATED REGISTRAR, CEO POSITION DESCRIPTION POLICY 2-06 AS RECOMMENDED BY THE GOVERNANCE COMMITTEE

MOVED: M. SMART
SECONDED: H. WIERSEMA

FOR: 9
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

10.0 Proposed Amendments to the Code of Ethics

J. Bhatt presented proposed amendments to the Code of Ethics for Registrants. The Code had not been revised since 2004 and the changes proposed are aimed at making the document clearer and more relational.

The proposed amendments were presented together with responses to two stakeholder feedback surveys: one that was circulated to registrants, and another that was circulated to members of the Citizens' Advisory Group.

It was observed that participation rates were low for the registrant survey. However, it was noted that the response rate was consistent with past stakeholder feedback surveys, and that it was publicized via social media and the COO's website.

Public Interest Considerations: The Board considered that the proposed amendments are consistent with furthering the COO's mandate of protecting the public by including new provisions relating to diversity, equity and inclusion.

MOTION: TO APPROVE THE PROPOSED AMENDMENTS TO THE CODE OF ETHICS AS RECOMMENDED BY THE PATIENT RELATIONS COMMITTEE.

MOVED: N. MOHAMMADZADEH
SECONDED: O. FAROUK

FOR: 9
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

11.0 Stakeholder Feedback Re: Proposed Regulatory Amendment for Treating Spouses Exemption

At the May 2021 meeting, the Board approved a draft amendment to Ontario Regulation 219/94 (General) under the *Opticianry Act, 1991* for circulation for stakeholder feedback. The proposed amendment would have the effect of permitting registered opticians to treat their spouses, by applying the exemption set out in subsection 1(5) of the Health Professions Procedural Code, to registrants of the College.

The Board reviewed responses received to two stakeholder surveys: a general survey that was circulated to registrants and posted for responses for all stakeholders, and another that was circulated to members of the Citizen's Advisory Group.

It was confirmed that if the amendment were to be approved, guidelines would be developed to ensure that registrants understand the circumstances when it would and would not be appropriate to treat their spouse.

Public Interest Rationale: The Board considered that there is an inherent power imbalance that exists between a health care practitioner and a patient, which is why it is crucial that there be strong legislative protections against any form of sexual abuse. Treating spouses, however, gives rise to unique considerations that may be better addressed outside the scope of the existing sexual abuse provisions of the RHPA. A spousal exemption regulation does not mean that opticians should routinely treat their spouses (or other family members). Standards and/or guidelines would need to be developed to set parameters around when it would be appropriate for an optician to treat their spouse. The Board also considered that this amendment may improve access to care, in particular in more remote parts of the province.

MOTION: THAT THE BOARD MOVE FORWARD WITH THE PROPOSED REGULATORY AMENDMENT AND SUBMIT IT TO THE MINISTRY OF HEALTH FOR REVIEW AND CONSIDERATION AS RECOMMENDED BY THE PATIENT RELATIONS COMMITTEE.

MOVED: N. MOHAMMADZADEH
SECONDED: S. MODHERA

FOR: 9
AGAINST: 0
ABSTAINED: 0

VOTE: **CARRIED**

MOTION: THAT THE BOARD APPROVE THE DEVELOPMENT OF ADDITIONAL STANDARDS AND OR GUIDELINES TO SET OUT PARAMETRES AROUND WHEN IT WOULD BE APPROPRIATE FOR AN OPTICIAN TO TREAT THEIR SPOUSE.

MOVED: S. KINSELLA
SECONDED: N. MOHAMMADZADEH

FOR: 9
AGAINST: 0
ABSTAINED: 0

VOTE: **CARRIED**

12.0 Results of the Relational Study

F. Khan briefed the Board on the results of the Relational Study. An initial audit was conducted in 2015 to establish baseline scores, and a second review was carried out in 2020 to compare if the actions implemented over the last 5 years were having a positive impact. Overall, the College saw a 25% improvement in its 'Relational Score', including several positive comments about registrant interactions with the COO. Areas for further growth were also identified, including in clarifying the College's role as a regulator rather than an association.

This briefing was provided for information only.

The meeting recessed from 2:00 to 2:15.

13.1 Registrar's Report

F. Khan presented the Registrar's Report to the Board.

13.2/13.3 Exam and Committee Reports

MOTION: TO APPROVE THE EXAM AND COMMITTEE REPORTS

MOVED: O FAROUK

SECONDED: I. KOENIG

FOR: 9

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

13.4 Communications Report

C. Robertson presented the Communications Report to the Board.

14.0 Adjournment

MOTION: TO ADJOURN

MOVED: H. WIERSEMA

SECONDED: M. SMART

FOR: 9

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED