

BRIEFING NOTE

TO: Board of Directors

FROM: Governance Committee

DATE: September 23, 2024

SUBJECT: 5.0 Quarterly Policies for Content Review

☒ For Decision

☐ For Information

☐ Monitoring Report

Purpose:

To carry out a scheduled content review of policies 2-04, 4-10, 4-11 and 4-18 for the purpose of determining whether any amendments are necessary.

Background:

The board has implemented a schedule to regularly review the content of its governance policies to ensure that they remain relevant and continue to serve the board's needs and strategic objectives.

For Consideration:

The following policies are scheduled for content review in Q3 of 2024:

- 1. Asset Protection Policy 2-04:** This policy is designed to put in place executive boundaries and risk tolerances related to the organisation's assets and physical property. This ensures that the COO's assets are protected, adequately maintained and not inappropriately placed at risk or failed to be maximized. **Minor amendments are proposed to this policy to ensure consistency with existing board policies. Reference to the Intellectual Property Policy (4-28) has been removed as this policy relates to the ownership of work products created by Directors and Appointed Committee Members which is not relevant to section 6. The proposed amendments do not change any of the substantive content of the policy (see Appendix A).**
- 2. Patient Relations Committee Terms of Reference and Mandate Policy 4-10:** This policy is designed to outline the composition, authority, accountability, and responsibilities of the Patient Relations Committee. **Minor grammatical amendments have been made to ensure consistency with existing board policies and to align with the Health Professions Procedural Code ("the Code"). The proposed amendments do not change any of the substantive content of the policy (Appendix B).**
- 3. Inquiries, Complaints and Reports Committee (ICRC) Terms of Reference and Mandate Policy 4-11:** This policy is designed to outline the composition, authority, accountability, and

responsibilities of the ICRC. **Minor grammatical amendments have been made to ensure consistency with existing board policies (see Appendix C).**

- 4. Pre-Election Training Module Policy 4-18:** In July 2020 the board approved an amendment to the by-laws which requires all registrants seeking election to the board to complete one or more pre-election training modules in order to meet election eligibility requirements. This policy sets out the process for the board to follow when approving pre-election training modules on an annual basis. **No updates are proposed to this policy at this time (see Appendix D).**

Public Interest Considerations:

The board has recognised the importance of strong governance 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 they remain consistent and effective, and that the College is up to date with regulations, technology, and regulatory best practices.

Diversity, Equity and Inclusion Considerations:

The Governance Committee did not identify any concerns from a diversity, equity, and inclusion perspective.

Risk Management Considerations:

Regularly reviewing the content of governance policies to ensure that they remain relevant and continue to serve the board's needs and strategic objectives aligns with the COO Strategic Plan and helps to mitigate organisational risk.

Recommendations/Action Required:

The Governance Committee recommends that the board approve the proposed changes to the **Asset Protection Policy (2-04)**, **Patient Relations Committee Terms of Reference and Mandate Policy (4-10)** and **ICRC Terms of Reference and Mandate Policy (4-11)**.

The Governance Committee recommends that the board approve no changes to the **Pre-Election Training Module Policy (4-18)**.

APPENDIX A

POLICY TYPE: OPERATIONAL BOUNDARIES

2-04 Asset Protection Policy

The Registrar, CEO of the College of Opticians of Ontario (COO) shall not allow COO assets to be unprotected, to be inadequately maintained, to be inappropriately placed at risk, or fail to be maximized.

Further, the Registrar, CEO will not:

RISK MANAGEMENT AND INSURANCE

1. Operate without a comprehensive risk management approach in place which minimizes and mitigates COO's risks.

The risk management approach will include:

- a. Internal controls for the operations of the COO that would be assessed as appropriate to meet Generally Accepted Accounting Principles (GAAP).
 - b. A comprehensive occurrence management system.
 - c. An insurance program that addresses all theft and casualty losses to at least 100% of the replacement value.
 - d. Appropriate comprehensive liability insurance coverage for Directors, staff, volunteers, and the organization, consistent with the standards for comparable organizations.
2. Unduly expose the organization, its Board or staff to liability claims.

UNINSURED UNAUTHORIZED ACCESS TO FUNDS

3. Allow unauthorized personnel and uninsured individuals access to funds.

PREMISES AND EQUIPMENT

4. Operate without taking reasonable steps to safeguard premises and equipment from improper use or insufficient maintenance.

PURCHASES / CONTRACTS

5. Make any purchase or contracts for goods and/or services:
 - a. Without prudent protection being given against conflicts of interest.
 - b. Without a Request for Proposal process (for price and quality) for amounts over \$50,000, where competitors are available.

- c. Of capital expenditures without adhering to the approved capital budget or without specific Board approval if the item is not in the capital budget.
- d. To acquire, encumber or dispose of real estate without prior Board approval (see Vendor Relations & Procurement Management Policy, 2-05).

INFORMATION

- 6. Fail to protect intellectual property, information and files from loss, damage, or theft (~~see Intellectual Property Policy, 2-13~~).

MONITORING INDEPENDENCE

- 7. Compromise the independence of the Board's annual independent financial audit or other external monitoring or advice, such as by engaging parties already chosen by the Board as consultants or advisors.

PUBLIC IMAGE

- 8. Harm the organization's public image or credibility, particularly in ways that would hinder its accomplishment of Strategic Outcomes Policies.
- 9. Change or modify the organization's name or substantially alter the essence of its corporate identity.

INVESTMENT RISK

- 10. Fail to adhere to the Investment Policy, 2-06 with respect to investments and/or operating capital held by the COO.

APPENDIX B

POLICY TYPE: GOVERNANCE PROCESS

4-10 Patient Relations Committee Terms of Reference and Mandate Policy

Committee Composition and Meetings

1. The Board of Directors shall appoint the members of the Patient Relations Committee for the following year at the last Board meeting of the year in accordance with the by-laws.
2. The Patient Relations Committee shall be composed of:
 - a. at least one Director who is a registrant of the College
 - b. at least one additional registrant of the College; and
 - c. at least two individuals who are not registrants of the College.
3. The chair and vice-chair of the Patient Relations Committee shall be elected from among the members of the Patient Relations Committee and the election may take place at or before the first committee meeting of the year.
4. The Patient Relations Committee shall meet as required.

Authority and Accountability

5. The Patient Relations Committee is a statutory committee of the College as set out in section 10(1)7 of the Health Professions Procedural Code (the “Code”).
6. The Patient Relations Committee is accountable to the Board for:
 - a. Acting in accordance with the Regulated Health Professions Act, 1991 (the “RHPA”), including the Code, the Opticianry Act, 1991, the regulations under those acts, the by-laws and any other laws that apply to its processes and decision making.
 - b. Fulfilling any other duties and responsibilities assigned to it by the Board.

Responsibilities of the Patient Relations Committee

The Patient Relations Committee shall:

7. Perform such functions as are assigned to it under the RHPA, Code, regulations, by-laws, and policies of the College including:
 - a. Advising the Board with respect to the patient relations program, which shall include measures for preventing and dealing with sexual abuse of patients in accordance with applicable legislation, rules and procedures.
 - b. Administering, on behalf of the Board, the funding for therapy and counselling program in

4-10 PATIENT RELATIONS COMMITTEE TERMS OF REFERENCE AND MANDATE

Date Approved: May 14, 2012

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accordance with applicable legislation, rules and procedures.

8. Consider and make recommendations to the Board for changes to applicable legislation, regulations, and by-laws, as well as programs that fall within its mandate and/or support the patient relations program or the funding for therapy and counselling program.
9. Develop programs and engage in other activities as assigned by the Board, to enhance the relations between registrants and patients.
10. Submit an annual report to the Board. The report will include information on the Committee's activities for the year.

The Patient Relations Committee may:

11. Submit a report to the Board in between annual reports.

APPENDIX C

POLICY TYPE: GOVERNANCE PROCESS

4-11 ICRC ~~Committee~~ Terms of Reference and Mandate Policy

Committee Composition and Meetings

1. The Board of Directors shall appoint the members of the Inquiries, Complaints and Reports Committee (ICRC) for the following year at the last Board meeting of the year in accordance with the by-laws.
2. The ICRC shall be composed of:
 - a. at least two Directors who are registrants of the College
 - b. at least two Directors appointed to the Board by the Lieutenant Governor in Council
 - c. at least two additional registrants of the College; and
 - d. at least ~~2~~ two additional individuals who are not registrants of the College.
3. The chair and vice-chair of the ICRC shall be elected from among the members of the ICRC, and the election may take place at or before the first committee meeting of the year.
4. Panels of the ICRC shall be selected by the chair of the ICRC from among the members of the ICRC and each panel shall be composed of at least three persons, at least one of whom shall be a person appointed to the Board by the Lieutenant Governor in Council.
5. Panels of the ICRC, and the committee as a whole, shall meet as required.
6. All ICRC members are required to attend an annual orientation session and such other training sessions as may be deemed appropriate by the chair of the ICRC and/or the Board.

Authority and Accountability

7. The ICRC is a statutory committee of the College as set out in section 10(1)3 of the Health Professions Procedural Code (the “Code”).
8. The ICRC is accountable to the Board for:
 - a. Acting in accordance with the Regulated Health Professions Act, 1991 (the “RHPA”), including the Code, the Opticianry Act, 1991, the regulations under those acts, the by-laws and any other laws that apply to its processes and decision making.
 - b. Fulfilling any other duties and responsibilities assigned to it by the Board.

Responsibilities of the ICRC

The ICRC shall:

9. Perform such functions as are assigned to it under the RHPA, Code, regulations, by-laws, and policies of

the College including conducting investigations and inquiries in a fair, neutral and efficient manner and providing reasonable and fair dispositions of all matters before it in accordance with applicable legislation and established rules and procedures.

10. Recommend to the Board proposals for changes to the legislation, including regulations to applicable statutes, and by-laws, as well as programs to support the inquiries, complaints and reports process.
11. Consider the results of investigations into unauthorized practice and, where appropriate, make recommendations to the Finance Committee and/or the Board about initiating legal proceedings to address unauthorized practice.
12. Submit an annual report to the Board. The report will include information on the number of complaints, the types of complaints dealt with, and the dispositions of those complaints and reports generally.

The ICRC may:

13. Consider resolutions of complaints that have been brought before it through an alternative dispute resolution process, as permitted by the RHPA.
14. Submit a report to the Board in between annual reports.

**Note: The chair and vice-chair of the Discipline Committee shall not be members of the ICRC.*

APPENDIX D

POLICY TYPE: GOVERNANCE PROCESS

4-18 Pre-Election Training Module Policy

The Board of Directors of the College of Opticians of Ontario (COO) recognizes the importance of ensuring that Board members demonstrate the knowledge, skills and experience necessary to effectively fulfill their fiduciary obligations as Directors.

To that end, the Board may designate one or more training modules that must be completed by any registrant who wishes to be eligible for election to the Board in accordance with Article 6 of the by-laws.

The following process will be followed for any pre-election training module(s) designated by the Board:

1. The Board will approve the training module(s) on an annual basis by no later than 90 days prior to the day of the election.
2. The training module(s) will be made available to registrants by no later than 90 days prior to the day of the election.
3. The Board will ensure that the training module(s) is/are accessible to all registrants and align with the College's commitment to diversity, equity and inclusion.
4. The Board may determine the threshold for successful completion of the training module(s), and the manner of proof that the registrant will be required to provide to the College in order to verify successful completion. The Board may delegate any verification of successful completion to the Registrar and/or a committee, as appropriate.