

BRIEFING NOTE

TO: Board of Directors

FROM: Stephen Kinsella, Facilitating Director

DATE: March 2, 2026

SUBJECT: Delegation to the Registrar, CEO Policy (3-03) Monitoring Report

☐ For Decision

☐ For Information

☒ Monitoring Report

Purpose:

To review the Delegation to the Registrar, CEO Policy (3-03) Monitoring Report.

Background:

In December 2017, the board approved the **Delegation to the Registrar, CEO Policy (3-03)**. The purpose of this policy is to clarify that the board is responsible for establishing the College's strategic outcomes and for delegating authority to the Registrar, CEO to achieve those strategic outcomes.

For Consideration:

A monitoring report on the **Delegation to the Registrar, CEO Policy** is attached at **Appendix A**. A copy of the policy is attached at **Appendix B**.

This report covers the period from March 2024 to February 2026.

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. Monitoring important policies confirms that the board is fulfilling its duties and responsibilities and ensures that appropriate processes are in place to provide due diligence to planning and oversight over the College.

Diversity, Equity and Inclusion Considerations:

When reviewing the report, it is incumbent on the board to consider whether any issues or concerns have arisen from a diversity, equity or inclusion perspective.

Risk Management Considerations:

Continually monitoring important policies helps to identify, analyse, and address potential organizational risks before they negatively impact the College.

Recommendations/ Action Required:

That the board evaluate the success of implementing the Delegation to the Registrar, CEO Policy as presented by the facilitating director's report. In doing this, the board should consider the following questions:

1. The report identifies how the board has interpreted each part of the policy. Does the board agree that these interpretations are accurate?
2. Does the board believe that any areas of the policy should be interpreted differently?
3. Does the board agree with the evidence identified in the report?
4. Does the board have any recommendations on steps that should be taken to address any concerns that have been identified?

Delegation to the Registrar Policy 3-03 Monitoring Report					
#	Policy Criteria	Board Interpretation of Policy Criteria	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 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.	<ul style="list-style-type: none"> The Board of Directors of the College of Opticians of Ontario is responsible for setting the College's strategic outcomes, and for delegating authority to the Registrar, CEO to achieve those strategic outcomes. 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. 	<ul style="list-style-type: none"> The Board has fulfilled its role by existence of the Strategic Outcomes Policy 1-01 in the policy governance manual, which lays out high level strategic goals for the CEO. You may also refer to the governance manual found in the virtual boardroom. Staff are working on strategic goals to be achieved for the budget process for FY2026. 	N/A	3 – Compliance fully achieved
2.	The Board will develop Operational Boundaries 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.	<ul style="list-style-type: none"> Developed policies that defined the limitations that the Board wishes to place on the Registrar, CEO's latitude to choose the means to achieving strategic outcomes. Operational boundaries policies will be developed systematically 	<ul style="list-style-type: none"> The Board has fulfilled its role as evidenced by the existence of the Delegation to Registrar Policy 3-03 in the policy governance manual. Operational boundaries, policies, 2-01-2-14. 	N/A	3 – Compliance fully achieved

		<p>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.</p>	<ul style="list-style-type: none"> In terms of areas that would require boundaries, there are no apparent gaps. Policies were also developed in consultation with the professional policy consultant. A list of the rest of the governing policies can be found on the virtual boardroom. 		
3.	<p>The Board will recognize that as long as the Registrar, CEO uses any reasonable interpretation of the Board's policies, the Registrar is authorized to establish all further policies, make all decisions, take all actions, and develop all activities.</p>	<ul style="list-style-type: none"> Recognize that if the Registrar and 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. 	<ul style="list-style-type: none"> The Board has not overstepped its role as there is absolutely no evidence of it and its members interfering with the Registrar, CEO's authority to create further policies, make further decisions, take action and develop activities. This concept has been discussed at length at board meetings throughout the year and is particularly highlighted during orientation for all Board members. 	N/A	3 – Compliance fully achieved
4.	<p>The Board will 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</p>	<ul style="list-style-type: none"> 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 as per 	<ul style="list-style-type: none"> The Board has fulfilled its role of having the Registrar, CEO be accountable to it as evidenced by the Registrar, CEO's provision of reports. The Board monitoring schedule of Registrar, CEO / 	N/A	3 – Compliance fully achieved

	Board.	the Board-Staff Relationship Policies 3-01-3-09.	<p>organization is on schedule at board meetings and the Board's annual performance review of the Registrar, CEO in accordance with the Registrar, CEO Performance Evaluation Policy 3-04.</p> <ul style="list-style-type: none"> • This is further evidenced by the unanimous approval of the Registrar, CEO reports at meetings of March 2025, June 2025, September 2025, December 2025 and January 2026 as included in the minutes. 		
5.	The Board will regularly monitor the Registrar, CEO's interpretations of Strategic Outcomes and Operational Boundaries policies to ensure these interpretations are reasonable.	<ul style="list-style-type: none"> • 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 Policy 4-25. 	<ul style="list-style-type: none"> • The Board has fulfilled its role as evidenced by the existence of detailed reports in line with the Board Monitoring Schedule of Registrar, CEO / organization. Reports have been presented on schedule at Board meetings, the Registrar has had a reasonable interpretation of the policies, and feedback has been received to that effect from board members / the Board to the Registrar, CEO in response to those reports. • Staff have provided input into the Registrar, CEO on the 	N/A	3 – Compliance fully achieved

			strategic outcomes report.		
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.	<ul style="list-style-type: none">• Compliance achieved in accordance with the governance process policies 4-01-4-29.• Governance policy process 4-24 states that the development policy is continually under review with the intent to make changes if warranted, the overall direction and priorities of the College through its high-level policies while respecting and supporting the role of the Registrar to fulfill the College's mandate.	<ul style="list-style-type: none">• The Board has fulfilled its mandate as evidenced by the board policy review schedule with those reviews having been delegated to and performed by the Governance Committee, the Registration Committee, the Quality Assurance Committee, the ICRC, and any other committee as directed by the Board and/or Registrar, CEO with potential changes presented on schedule at board meetings for discussion, review and vote and to show respect and support of the Registrar, CEO.• The Registrar, CEO constantly undertakes reviews of forward thinking for the betterment of the College. For example, the lease agreement on the property of the College and the sharing of space with other Colleges.	N/A	3 – Compliance fully achieved

Respectfully submitted,

Stephen Kinsella

February 2, 2026

Name

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 strategic outcomes that are aligned with the College’s public protection mandate. These policies will be known as 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.
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.