

BRIEFING NOTE

TO: Board of Directors

FROM: Governance Committee

DATE: March 2, 2026

SUBJECT: Quarterly Policies for Content Review

☒ For Decision

☐ For Information

☐ Monitoring Report

Purpose:

To carry out a scheduled content review of policies 1-01, 2-05, 4-05 and 4-06 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 Q1 of 2026:

- 1. Strategic Outcomes Policy 1-01:** The purpose of this policy is to establish the outcomes that the College is expected to deliver, based on the board's knowledge of and engagement with the public to whom the College is accountable. This policy directs the Registrar, CEO to achieve strategic outcomes aligned with the College's public protection mandate, without prescribing the specific means by which those outcomes are to be achieved. **Amendments to this policy have been made to align with the [COO's Strategic Plan for 2026 – 2028](#), which was approved by the Board in December 2025 and ratified in January 2026 (see Appendix A).**
- 2. Vendor Relations and Procurement Management Policy 2-05:** This policy sets out the board's expectations of the Registrar, CEO regarding fair and ethical relationships with vendors, as well as the principles and risk boundaries related to the procurement process. **No updates are proposed to this policy at this time (see Appendix B).**
- 3. Role of Board Officers Policy 4-05:** The purpose of this policy is to define the roles, responsibilities, and authority of the Board Officers to support effective board governance. It clarifies the mandates of the Chair, Vice-Chair, and the three General Board Officers, who together comprise the Executive Committee. **Minor amendments are proposed to this policy to ensure consistency with existing board policies (see Appendix C).**

4. **Appointed Member Policy 4-06:** This policy establishes the roles, responsibilities, and terms of Appointed Committee Members of the College. This includes eligibility, appointment terms, participation and remuneration. **Minor amendments are proposed to this policy to reflect the board's current processes (see Appendix D).**

Public Interest Considerations:

The board has recognized the importance of strong governance in fulfilling its mandate to regulate the profession in the public interest. It has invested significant time and resources into updating its governance policies and processes to ensure that they remain consistent, effective, and aligned with legislation, technology and regulatory best practices. The board has a duty to ensure its decisions are consistent with the College's public interest mandate.

The committee noted that, in developing the COO's Strategic Plan 2026 - 2028, the board assessed each proposed outcome against the College's public interest mandate.

Diversity, Equity, and Inclusion Considerations:

The Governance Committee reviewed the proposed amendments and identified no concerns from a diversity, equity or inclusion (DEI) perspective.

The committee also noted that the Strategic Plan 2026 – 2028 incorporates DEI considerations across all three pillars. In reviewing both the draft and final versions of the plan, the board determined that no issues or concerns were identified from a DEI perspective.

Risk Management Considerations:

Regular review of governance policies helps ensure alignment with the board's strategic objectives and mitigates organisational risk. The Role of Board Officers Policy and the Appointed Member Policy clearly define roles, responsibilities and authority, reducing the risk of role confusion and inconsistent decision making.

The committee noted that the Board's discussion of the COO's strategic outcomes was informed by a comprehensive environmental scan, which identified current and emerging trends, as well as potential risks that may affect the COO's operations and long-term sustainability.

Recommendations/Action Required:

The Governance Committee recommends that the board approve the proposed changes to the **Strategic Outcomes Policy (1-01)**, **Role of Board Officers Policy (4-05)** and **Appointed Members Policy (4-06)**.

The Governance Committee recommends that the board approve no changes to the **Vendor Relations and Procurement Management Policy (2-05)**.

POLICY TYPE: STRATEGIC OUTCOMES

1-01 Strategic Outcomes Policy

1.0 - Public Pillar

Goal Statement/End: Safer and more inclusive patient care.

Detailed Outcomes:

- 1.1 Patients have access to resources and information on the role of registered opticians as healthcare providers.
- 1.2 A reduction in risk to patients as a result of unauthorized practice.
- 1.3 Patient care is more inclusive and culturally safe.
- 1.4 Concerns about the conduct of opticians are addressed in a manner that is proportionate to the relative risk, transparent, accessible and timely.
- 1.5 There is a sufficient number of qualified opticians to meet the needs of Ontario patients.

2.0 - Registrant Pillar

Goal Statement/End: The College is relational, accessible and responsive to changes in technology and evolving patient expectations.

Detailed Outcomes:

- 2.1 Standards, guidelines, policies and processes are in place that support opticians in responding to changing patient expectations with respect to services (e.g. myopia management), products, technologies (e.g. artificial intelligence) and modes of dispensing (e.g. remote and mobile).
- 2.2 College processes and services are fair, relational and accessible to all registrants, applicants and members of the public.
- 2.3 Registrants have access to high quality continuing education resources, including resources on diversity, equity and inclusion and cultural safety and humility.
- 2.4 Professionalism, critical thinking and communication skills are prioritized in the provision of opticianry services.
- 2.5 The College facilitates the interprovincial mobility of registered opticians in Canada.

3.0 - Organization Pillar

Goal Statement/End: The College demonstrates regulatory leadership through governance excellence.

Detailed Outcomes:

- 3.1 The College continues to embrace proactive governance practices that foster efficiency and public trust.
- 3.2 Diversity, equity and inclusion are integrated within the College's internal governance structure and decision-making processes.
- 3.3 Board and committee selection is carried out in a manner that is competency-based and barrier-free.
- 3.4 The College is seen as a leader amongst regulators in terms of efficiency, collaboration and public trust.
- 3.5 The College builds capacity toward ensuring Indigenous and other equity deserving voices are represented at the board and committee level.

POLICY TYPE: OPERATIONAL BOUNDARIES

2-05 Vendor Relations & Procurement Management Policy

Policy Purpose:

The purpose of this policy is to outline the Board's expectations of the Registrar, CEO regarding fair and ethical relationships with vendors and the principles and risk boundaries related to the procurement process.

With respect to interactions with vendors, those applying to be vendors and the procurement process, the Registrar, CEO shall not cause or allow conditions, procedures, or decisions which are unfair, biased, unclear, unnecessarily intrusive or which fail to provide appropriate confidentiality for COO and vendors.

Further, the Registrar, CEO shall not operate without:

1. Ensuring a standardized framework and process for procurement of goods and services that clearly outline the purpose, the required criteria for quality and price, and the criteria for selection of a vendor.
 - a. For purchases between \$25,000 and \$49,999, the Registrar, CEO will not operate without seeking at least three quotes where competitors are available, and
 - b. For purchases \$50,000 and over, the Registrar, CEO will not operate without using a Request for Proposal process.

(Note: Once a Request for Proposal process has been undertaken, subsequent related follow-up contracts can be negotiated by the Registrar, CEO as needed and consistent with all Board policies. E.g. legal services, accounting services, consultants, etc.

2. Ensuring proper protection against conflicts of interest in the purchase process.
 - a. Ensuring that policies are in place that prohibit inappropriate considerations from vendors.
Note: Token expenses, etc. are appropriate as needed to conduct necessary business.
3. Ensuring that all supply/service contracts are reviewed periodically.
4. Avoiding harm to the prospective vendors submitting quotes and/or proposals by ensuring that:
 - a. Confidential information regarding vendor quotes, competitive knowledge and proprietary products/services/approaches is not shared with any other vendors, and
 - b. Any Requests for Proposal only elicits information from the vendor required for the purpose of the specific proposal.
5. Employing prudent measures for the assessment of capital asset acquisition decisions (lease or purchase) ensuring an adequate balance between cost and benefit is achieved.

6. Providing payment to vendors in accordance with contractual obligations.

Definitions

For the purposes of this policy:

Quotation will refer to requesting a written quote for the purchase of goods or services.

Requests for Proposal will refer to a written document provided by the COO to prospective vendors invited to submit a proposal to supply a good or service to the COO. The written document will include a description of the COO's requirements and the criteria that will be used to evaluate proposals.

POLICY TYPE: GOVERNANCE PROCESS

4-05 Role of Board Officers Policy

The Board of the COO has five officers. Two of these officers are the Chair and the Vice Chair. Their mandates and job expectations are outlined below.

Chair of the Board**Mandate of the Chair of the Board:**

The Chair has the following mandate and purpose:

1. To lead and facilitate the Board process and coordinate the Board's efforts to govern.
2. To be an ex-officio member of all Committees and working groups.
3. To represent the Board to outside parties and be the authorized spokesperson for the Board.

(Note: The Registrar, CEO is the official, authorized spokesperson for the COO as a whole).

Responsibilities:

The responsibilities of the Chair of the Board include:

1. Ensuring effective Board process.
2. Ensuring that the Board behaves consistently with its own Governance Process and ~~Governance~~Board-Staff Relationship Policies.
3. Ensuring the integrity and efficiency of the Board by presiding in a manner (directly or through delegation to an appropriate meeting chair or facilitator) which fairly directs the group and promotes participation and adherence to the rules of order.
4. Ensuring that the Board achieves governance requirements legitimately imposed upon it by external sources.
5. Serving as the Board Chair and the Chair of the Executive Committee.
6. Ensuring that Board decisions and actions are in accordance with the organization's mandate, Strategic ~~Outcomes~~Ends-Policies, and values.
7. Overseeing the development of an Annual ~~Board Strategic Agenda~~/Work Plan which sets goals and priorities for the Board.
8. Working with staff to set the Board meeting agendas consistent with the Annual ~~Board Strategic Agenda~~/Work Plan and the ~~Board Meeting Process~~Board Meeting Agenda Policy, 4-22.
9. Ensuring that the content of meeting discussion and decisions only pertain to those issues, which according to the Board policy, clearly belong to the Board to decide and not the Registrar, CEO.
10. Ensuring that deliberation is fair, open, and thorough but also efficient, timely, orderly and on topic.
11. Maintaining an effective working relationship with the Registrar, CEO, other Board Officers (including, in particular, the Vice Chair), and Directors to ensure the free flow of information among these individuals, and that Directors have opportunity to provide input on Board and governance matters.
12. Representing Board's policy positions in meetings with senior government officials, politicians, Board officers of allied organizations and in other instances as determined by the Board or requested by the Registrar, CEO.

13. Representing the Board at external events, including registrant and industry events.
14. Chairing and presiding at all meetings of the Board, Executive Committee, or any special meeting of registrants. The Chair may delegate the responsibility to chair all or part of any meeting.
15. Performing such official (signatory) duties as required by the COO's By-laws.
16. Serving as the official spokesperson for the Board.

Chair's Authority:

1. The Chair is empowered to chair Board meetings with all the commonly accepted power of that position (e.g. ruling, recognizing) in accordance with the Board's Rules of Order.
2. The Chair has no individual authority to make decisions about policies created by the Board. The Chair furthermore has no individual authority to supervise or direct the Registrar, CEO as that authority is held by the Board.
3. Authority as an ex-officio Committee/working group member:
 - a. As an ex-officio member of all Committee and working group, the Chair has the authority to attend any Committee or working group meetings, as follows:
 - i. To periodically observe (no more than once per Committee/working group per 2-year term) the work being carried out by a Committee or working group; and/or
 - ii. As needed to address any governance concerns pertaining to the Committee or working group.
 - b. The Chair will ensure that they do not have a conflict of interest with respect to any matters on the agenda for the meeting and that they provide advance notice to the chair of the Committee or working group.
 - c. The Chair will not attend any meetings of a panel of the Inquiries, Complaints and Reports Committee (ICRC), the Registration Committee or the Quality Assurance Committee unless they have been appointed to that panel by the Chair of that Committee.

Note: During the absence or inability of the Chair to act or carry out their role, the duties and powers of the Chair may be exercised by the Vice Chair.

Vice Chair of the Board

Mandate of the Vice Chair of the Board:

The Vice Chair has the following mandate and purpose:

1. To exercise the duties and powers of the Chair in the absence or inability of the Chair to act or carry out their role.
2. To support the Chair by assisting with specific assignments to facilitate effective Board processes.
3. To serve as the Vice Chair of the Executive Committee.
4. To prepare and orient towards the possibility of becoming the Board Chair.
5. To be invited to attend external events, including registrant or industry events, together with the Chair where such attendance will further the Vice-Chair's education and orientation of the role of the Chair, and/or provide additional support to the Chair at such events (e.g. where the Chair is a Public Member and the Vice Chair is an Elected Member, and would be able to supplement the Chair's knowledge or understanding of opticianry-related subject matter).

General Board Officers

Mandate of the General Board Officers

The three general Board officers have the following mandate and purpose:

1. To serve as members of the Executive Committee.
2. To support the Chair and Vice Chair by assisting with specific assignments to facilitate effective Board process.

POLICY TYPE: GOVERNANCE PROCESS

4-06 Appointed Members Policy

The following policy shall govern the Appointed Committee Members of the College of Opticians of Ontario (COO). The policy applies to both ~~Optician~~Professional and ~~Non-Optician~~Community appointees.

1. The COO shall maintain the required number of Appointed Committee Members as determined each year by the Executive Committee. This ~~may~~will include up to two individuals appointed as Appointed Discipline Committee Members, who will only sit on the Discipline Committee.
2. Each Appointed Committee Member shall be appointed to a two-year term for a maximum of three consecutive terms. The terms shall run from January 1 to December 31 in each two-year period.
3. An Appointed Committee Member who has been appointed for three consecutive terms will be ineligible for re-appointment until two years after their last term ended.
4. In appointing Appointed Committee Members, the Board will not appoint someone who has been a Director for nine consecutive years unless the individual has not been a Director in the previous two years immediately preceding the appointment.
5. Appointed Committee Members, except for Appointed Discipline Committee Members, will receive an honorarium for attendance and be reimbursed for associated expenses (as specified in the College by-laws) for any Board meetings they attend.
6. Appointed Committee Members will be required to attend discipline orientation training (as offered by HPRO), for which they will be paid an honorarium and expenses.
7. Eligibility criteria for appointment as an Appointed Committee Member are set out in Article 12.2 of the College's by-laws.
8. The duties of an Appointed Committee Member of the COO may include, but are not limited to:
 - a. Sitting as an active Member of a Statutory or Standing Committee;
 - b. Sitting as an active Member of an Ad-Hoc Committee;
 - c. Sitting as an active Member of a panel of the Discipline Committee, Fitness to Practice Committee, Registration Committee, Inquiries, Complaints and Reports Committee or Quality Assurance Committee; and
 - d. Other duties as defined by the Board or the Executive Committee.
9. In the event that a vacancy has occurred on a Statutory, Standing or Ad-hoc Committee, the Executive Committee may fill the vacancy with an Appointed Committee Member, other than an Appointed Discipline Committee Member, provided that:
 - a. The vacancy is not for a Public Director;

- b. The Appointed Committee Member is willing to take on the role of the Committee Member;
 - c. The Appointed Committee Member meets all of the requirements as set out in the COO's by-laws for the position in question; and
 - d. Placing the Appointed Committee Member on the Committee will not constitute a conflict of interest as defined in the COO's internal Conflict of Interest (COI) policy.
10. Appointed Committee Members will not be invited to attend in camera sessions unless circumstances require their attendance in order to address a particular agenda item (e.g. as the chair of a committee) and a motion is carried permitting such attendance. Such attendance will be limited to the portion of the in-camera session where their presence is required.
11. Appointed Committee Members, other than Appointed Discipline Committee Members, may be invited to attend College strategic planning sessions for which they will receive an honorarium and be reimbursed associated expenses.