

BOARD MEETING MINUTES
September 22, 2025
10:05 AM to 1:35 PM
by zoom

Attendees: Derick Summers, RO, Chair, Board Professional Member
Omar Farouk, Board Public Member
Paul Imola, RO, Board Professional Member
Stephen Kinsella, Board Public Member
Alicia Munian, Board Public Member
Tonya Nahmabin, RO, Board Professional Member
Mark Priddle, Board Public Member
Grazyna Sepczynska, RO, Board Professional Member
Carlo Sicoli, Board Public Member

Administration: Fazal Khan, RO, Registrar, CEO
Amy Stein, Deputy Registrar and General Counsel
Carolyn Robertson, Manager, Communications and Executive Office
Blessing Adebimpe, Staff Accountant
Karen Elkin, Facilitator

Regrets: Samir Modhera, RO, Board Professional Member
Kevin Cloutier, RO, Board Professional Member
Carlos Pacheco, RO, Board Professional Member

In Camera Session

MOTION: TO GO IN CAMERA UNDER S. 7(2)(e) OF THE HEALTH PROFESSIONS PROCEDURAL CODE
TO DISCUSS PERSONNEL MATTERS.

MOTION: S. KINSELLA
Moved: P. IMOLA

FOR: 9
AGAINST: 0
ABSTAINED: 0

VOTE: **CARRIED**

Following the in camera session, the public session and the livestream began at 10:32.

1.0 Introduction

D. Summers introduced himself, the board members, and the administration, and then opened the meeting with a land acknowledgment.

1.1 Conflict of Interest Declaration

No conflicts of interest were declared.

1.2 Adoption of the Agenda

MOTION: TO APPROVE THE AGENDA

MOVED: A. MUNIAN

SECONDED: C. SICOLI

FOR: 9

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

2.0 Minutes of June 2, 2025 Board Meeting

MOTION: TO APPROVE THE JUNE 2, 2025, MINUTES

MOVED: G. SEPCZYNSKA

SECONDED: T. NAHAMABIN

FOR: 9

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

3.0 Financial Reports

3.1 Financial Variance Report to June 30, 2025.

B. Adebimpe presented the financial variance report covering the period to June 30, 2025, to the board. Overall, the variance report indicated alignment with budget projections for this point in the year.

The board was invited to ask questions.

MOTION: THAT THE BOARD APPROVE THE FINANCIAL VARIANCE REPORT TO JUNE 30, 2025.

MOVED: S. KINSELLA

SECONDED: M. PRIDDLE

FOR: 9

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

4.0 Appointment of the Auditor

D. Summers presented the briefing note, which detailed the results of the auditor assessment. It was noted that while the college has worked with the same audit firm for many years, changes in the audit team have introduced fresh perspectives, mitigating concerns regarding potential bias or overfamiliarity.

MOTION: TO APPROVE GREWAL GUYATT AS THE AUDITOR FOR THE 2025 FISCAL YEAR

MOVED: G. SEPCZYNSKA

SECONDED: C. SICOLI

FOR: 9

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

5.0 Refresher Program

D. Summers presented the proposed new Refresher Program, which was being put forward for approval by the Registration Committee. The program will serve as a vehicle for applicants and registrants who lack recent practice experience to meet entry-to-practice requirements or to maintain/resume active practice. A consultation on the proposed program took place over the summer, and no concerns were identified that, in the Committee's opinion, warranted making any changes to their recommendation.

The floor was opened to questions and following a discussion, the board reached a consensus to approve the proposed program.

Public Interest Considerations: The majority of respondents supported the proposed Refresher Program and its aim at making sure that if a registrant is listed as "Entitled to Practice" on the public register, the public can trust that the optician's skills and knowledge are current.

Diversity, Equity, and Inclusion Considerations: Respondents did not identify any accessibility issues with the proposed Refresher Program. It was noted by the Committee that the proposed program will be

available on-demand and can be completed on the registrant's own schedule. In addition, the program was priced at cost-recovery levels to ensure accessibility, and is free for individuals out of practice for less than 3 years. By contrast, the cost of undergoing a competency gap analysis, which was the only avenue to return to practice for many registrants under the previous regulation, cost significantly more.

Risk Management Considerations: From a risk management perspective, public protection remains at the forefront of this proposed Refresher Program. The program will help ensure that registrants who are looking to return to active practice are current in their knowledge. The tiered Refresher Program is designed so that the longer the registrant is away from practice, the more topics they would need to familiarize themselves with. The Refresher Program is not designed to be an income generating stream but a program to assist registrants in maintaining their professional knowledge.

The board agreed with the public interest, diversity, equity, and inclusion, and risk management considerations.

MOTION: TO APPROVE THE PROPOSED REFRESHER PROGRAM

MOVED: T. NAHMABIN

SECONDED: G. SEPCZYNSKA

FOR: 9

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

6.1-6.4 Board Governance Policy Review and Updates

E. Borins presented four policies brought forward by the Governance Committee for review this quarter:

- Delegation to the Registrar, CEO Policy (3-03)
- Board Monitoring System Policy (4-25)
- Investment Policy (2-06)
- Board Strategic Agenda /Workplan Policy (4-21)

No updates were put forward for the Investment Policy (2-06).

The proposed changes to the Delegation to the Registrar, CEO Policy (3-03) align the policy with the modified policy governance model used by the COO. The model includes a Strategic Outcomes category that mirrors the strategic plan.

The Committee proposed changing the name of the Board Strategic Agenda/Workplan Policy to the Board Annual Workplan Policy to clarify its purpose, which explains how the board develops and monitors its yearly workplan.

Updates were proposed to the Board Monitoring System Policy, which explains how the board monitors the Registrar and CEO's performance, ensuring results are achieved within set risk limits. The updates align the policy with changes made to the Registrar and CEO Performance Evaluation Policy (3-06), approved in October 2023. Changes include a formal process for reviewing monitoring reports submitted throughout the year as part of the annual evaluation.

Public Interest Considerations: The board has recognized 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 ensure that they remain consistent and effective, and that the College is up to date with regulations, technology, and regulatory best practices.

Proposed amendments to the Delegation to the Registrar, CEO Policy align with the College's Policy Governance model by clearly instructing the Registrar, CEO to achieve strategic outcomes that are aligned with the College's public interest mandate. This creates a clear, accountable, and structured governance approach.

Proposed amendments to the Board Monitoring System Policy align with the process for evaluating the performance of the Registrar, CEO, which includes the review of monitoring reports. Regular and thorough evaluations of the Registrar, CEO's performance is a key aspect of the board fulfilling its duty to govern the COO in the public interest.

Diversity, Equity, and Inclusion (DEI) Considerations: The Governance Committee reviewed the proposed amendments and did not identify any concerns from a diversity, equity, or 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's Strategic Plan 2023-2025 and helps to mitigate organizational risk.

The proposed amendments to the Delegation to the Registrar, CEO, and Board Monitoring System Policy clarify that the board delegates responsibility for achieving strategic outcomes to the Registrar, CEO, while maintaining assurance that these outcomes are achieved within the established boundaries of risk, prudence, and ethics. This assurance is based, not simply on trust, but on a carefully structured monitoring process as outlined in both policies.

The issue of possibly extending the window for review so policies are not being reviewed quite so regularly was addressed. It was decided that the governance committee will review the schedule and bring a revised schedule to the board for approval at a future meeting.

The board agreed with the public interest, diversity, equity, and inclusion, and risk management considerations.

MOTION: THE GOVERNANCE COMMITTEE RECOMMENDS THAT THE BOARD APPROVE NO CHANGES TO THE INVESTMENT POLICY (2-06).

MOVED: A. MUNIAN

SECONDED: C. SICOLI

FOR: 9

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

MOTION: THE GOVERNANCE COMMITTEE RECOMMENDS THAT THE BOARD APPROVE THE PROPOSED CHANGES TO THE DELEGATION TO THE REGISTRAR, CEO (3-03), BOARD STRATEGIC AGENDA/WORKPLAN POLICY (4-21), AND BOARD MONITORING SYSTEM POLICY (4-25)

MOVED: G. SEPCZYNSKA

SECONDED: S. KINSELLA

FOR: 9

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

6.5 Board Code of Conduct Policy

E. Borins reviewed the Code of Conduct for Directors and Committee Members, which is Schedule D of the COO by-laws. The Code ensures that members uphold high standards of trust and integrity. Currently, no changes are recommended, as the Code remains relevant and effective. It was originally approved in 2008 and last updated in February 2020 as part of a broader governance modernization effort.

Public Interest Considerations: The Code of Conduct outlines that board and committee members must act in alignment with the College's statutory mandate to regulate opticianry in the public interest. Members are expected to recognize their fiduciary duty to prioritize the best interests of the College and the public above all personal or professional loyalties. The Code also requires that all board and committee decisions must be made in good faith and guided by a commitment to serving and protecting the public.

Diversity, Equity, and Inclusion (DEI) Considerations: The Governance Committee agreed that the Code of Conduct is consistent with the COO's organizational values relating to diversity, equity, and inclusion. No concerns were identified from a DEI perspective. The Code outlines expectations for board and committee members to demonstrate respect for diversity and cultural humility in carrying out their role.

Risk Management Considerations: The Code of Conduct helps to mitigate organizational risk by providing clear guidance to board and committee members on avoiding and declaring conflicts of

interest, as well as the appropriate use of social media. This helps to ensure that public confidence in the College is maintained and that its reputation remains protected.

The board agreed with the public interest, diversity, equity, and inclusion, and risk management considerations.

MOTION: THAT THE BOARD APPROVE NO CHANGES TO THE CODE OF CONDUCT FOR BOARD AND COMMITTEE MEMBERS AS RECOMMENDED BY THE GOVERNANCE COMMITTEE

MOVED: G. SEPCZYNSKA

SECONDED: P. IMOLA

FOR: 9

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

7.0 Monitoring Reports

7.1 Strategic Outcomes Policy (1-01) Monitoring Report

K. Elkin provided some context around the monitoring reports as a risk management check for the Board. The board is asked if the Registrar's interpretation was reasonable, and if the policy was complied with. These reports are used to monitor the Registrar's performance and, by extension, the performance of the organization.

The board receives monitoring reports on the strategic plan in Q1 and Q3 each year. The reports provide a detailed progress report on the achievement of strategies identified in the 2023 – 2025 Strategic Plan.

The Q1 2025 report highlighted changes since the last report, including:

- It was noted that the COO is continuing to share information with the public on the role of opticians and unauthorized practice. (Section 1.1)
- An update on the COO's Unauthorized Practice program, including complaints opened and closed to date since the updated program launched in 2023 (Section 1.2)
- Details of resources developed and in development to support inclusive and culturally safe patient care (section 1.3.1)
- Updates on a public awareness campaign relating to the Prior Learning Assessment and Recognition process (section 1.5.1)
- An update was provided on committee training, noting that right-touch regulation training was provided to the ICRC, Registration, and Quality Assurance Committees (2.2 section)
- Updates on ongoing improvements to the database and the completion of the online application process (section 2.2.3)

The board was invited to ask questions.

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

MOVED: G. SEPCZYNSKA

SECONDED: O. FAROUK

FOR: 9

AGAINST: 0

ABSTAINED: 0

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

MOVED: T. NAHMABIN

SECONDED: S. KINSELLA

FOR: 9

AGAINST: 0

ABSTAINED: 0

Following the presentation of the Strategic Outcomes Policy Monitoring Report, the board took a one-hour-break for lunch. When they returned, the meeting resumed with the monitoring reports.

7.2 Human Resource and Relations Policy (2-08) Monitoring Report

F. Khan presented the Human Resources and Relations Policy Monitoring Report to the board. The report covered the period from October 2023 to September 2025. The monitoring report detailed employee relations, including the open-door policy, as well as education and training available to staff. Employee compensation and the annual review process were discussed, including steps taken to ensure staff compensation aligns with other Regulatory Health Colleges. An overview of hiring practices and the Registrar CEO compensation was also included in the report.

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

MOVED: S. KINSELLA

SECONDED: G. SEPCZYNSKA

FOR: 9

AGAINST: 0

ABSTAINED: 0

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

MOVED: C. SICOLI

SECONDED: M. PRIDDLE

FOR: 9

AGAINST: 0

ABSTAINED: 0

7.3 Communications and Support to the Board Policy (2-11) Monitoring Report

F. Khan presented the Communication and Support to the Board Policy Monitoring Report. The report covers the period from September 2023 to September 2025 and provides an overview of the administration's communication with the board, including efforts to keep the board up to date on issues concerning regulation. F. Khan highlighted the information provided to the board from system partners, including surveys seeking feedback and the extensive environmental scan in the spring, which supported the Strategic Planning session.

The number of monitoring reports the board received, the number of times legal updates were provided, and staff updates to the board were also covered.

The floor was open to questions. No questions, concerns or issues were identified by the board.

Risk Management Considerations: The policy being monitored falls into the Operational Boundaries policy category. In reviewing this monitoring report, the board should consider whether it is satisfied with the Registrar, CEO's interpretation and application of the policy to manage risk relating to governance, oversight, and transparency

The board was in agreement with the risk management consideration.

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

MOVED: O. FAROUK

SECONDED: T. NAHMABIN

FOR: 9

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

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

MOVED: P. IMOLA

SECONDED: A. MUNIAN

FOR: 9

AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

7.4 Technology and Cyber Security Policy (2-13) Monitoring Report

F. Khan presented the Technology and Cyber Security Policy Monitoring Report. The report covers the period from October 2024 to September 2025 and provides an overview of the cybersecurity protocols the administration has in place. F. Khan highlighted the schedule for replacing computer hardware, the process for reviewing the existing cybersecurity plan and implementing upgrades, and the safeguards that the college has in place to protect the college's information.

The floor was open to questions. No questions, concerns or issues were identified by the board.

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

MOVED: G. SEPCZYNSKA
SECONDED: T. NAHMABIN

FOR: 9
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

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

MOVED: PRIDDLE
SECONDED: A. MUNIAN

FOR: 9
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

8.0 Committee Assignments

A. Stein presented a proposal to assign the newest Board Public Member, Mark Priddle to the following College committees: Discipline Committee and the Inquiries, Complaints, and Reports Committee.

MOTION: TO RECOMMEND TO THE BOARD THAT IT APPROVE THE PROPOSED COMMITTEE ASSIGNMENTS

MOVED: S. KINSELLA
SECONDED: A. MUNIAN

FOR: 9
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

9.0 Department Spotlight

The members of the Professional Conduct Department, R. Bhatti, Director, M. Bigos, Investigator, and T. van Jaarsveld, Coordinator, made a presentation to the board on the work they have been doing in the Professional Conduct department, including on unauthorized practice.

10.0 Reports

As the meeting was running behind, it was decided that the board would approve the Registrar's Report, the Communications report, and the Committee Reports with one consent motion and table any accompanying presentations.

MOTION: TO APPROVE THE COMMITTEE REPORTS, AND COMMUNICATIONS REPORT AS
PRESENTED
MOVED: G. SEPCZYNSKA
SECONDED: M. PRIDDLE

FOR: 9
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

11.0 Adjournment

MOTION: TO ADJOURN

MOVED: O. FAROUK
SECONDED: S. KINSELLA

FOR: 9
AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED