

## **DRAFT BOARD MEETING MINUTES**

**May 17, 2021**

**9:30 AM to 2:00 PM**

**by zoom**

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**Attendees:** Mr. Bryan Todd, RO, Chair, Elected Member  
Mr. Stephen Kinsella, Vice-Chair, Public Member  
Mr. Murray Angus, Public Member  
Ms. Diana Bristow, Public Member  
Mr. Omar Farouk, Public Member  
Ms. Peggy Judge, Public Member  
Ms. Ingrid Koenig, RO, Elected Member  
Ms. Elsa Lee, RO, Elected Member  
Mr. Samir Modhera, RO, Elected Member (joined at 10:00)  
Ms. Neda Mohammadzadeh, RO, Elected Member  
Ms. Dorina Reiz, RO, Elected Member  
Mr. Henry Wiersema, Public Member

**Regrets:** Ms. Amber Fournier, RO, Elected Member  
Mr. Mike Smart, RO, Elected 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. Patricia Rego, Senior Coordinator, Registration

**Guests:** Ms. Sarah Butson, Meeting Facilitator  
Mr. George Couchie, Redtail Hawk Training and Consulting  
Mr. Adam Guyatt, Grewal Guyatt LLP  
Mr. Malcom Vaz, Grewal Guyatt LLP

### **1.0 Introduction**

#### **1.1 Introductions and Announcements**

B. Todd called the meeting to order at 9:30.

S. Butson reviewed the meeting norms with participants. It was decided that agenda item 2.0 would be moved before the introductions in order to accommodate Mr. Couchie's request that his presentation not be broadcast or recorded.

## **2.0 Cultural Safety and Humility Training**

G. Couchie made a presentation to the board about indigenous cultural safety and humility.

### **1.1 Introduction**

B. Todd introduced members of the board and administration and delivered a land acknowledgement.

### **1.2 Conflict of Interest Declaration**

No conflicts of interest were declared.

### **1.3 Adoption of the Agenda**

MOTION: TO ADOPT THE AGENDA, AS AMENDED.

MOVED: M. ANGUS

SECONDED: H. WIERSEMA

FOR: 12

AGAINST: 0

ABSTAINED: 0

**VOTE: CARRIED**

### **3.0 Minutes**

MOTION: TO APPROVE THE FEBRUARY 22, 2021, MINUTES.

MOVED: D. BRISTOW

SECONDED: S. KINESELLA

FOR: 12

AGAINST: 0

ABSTAINED: 0

**VOTE: CARRIED**

## **4.0 2020 Financial Reports**

F. Asad reviewed the Q1 Financial Variance Report with the Board. It was requested that some additional details be added in the notes section going forward.

MOTION: TO APPROVE THE FINANCIAL REPORT AS PRESENTED.

MOVED: O. FAROUK  
SECONDED: P. JUDGE

FOR: 12  
AGAINST: 0  
ABSTAINED: 0

**VOTE: CARRIED**

### **5.0 2020 Audit Report**

F. Khan introduced M. Vaz and A. Guyatt from the firm Grewall Guyatt LLP. M. Vaz and A. Guyatt provided an overview of the audit process that was undertaken with respect to the College's 2020 financials, and gave a presentation on the 2020 audited financial statement. The floor was opened to questions.

The auditors indicated that the College had explored whether it was eligible for any subsidies related to the COVID-19 pandemic, and were advised that no subsidies were available for the 2020 fiscal year. The College may, however, become eligible in 2021 due to the loss of revenue anticipated from the registration fee reduction. The College will explore subsidy eligibility again in 2021.

MOTION: TO APPROVE THE 2020 AUDIT REPORT.

MOVED: S. MODHERA  
SECONDED: I. KOENIG

FOR: 12  
AGAINST: 0  
ABSTAINED: 0

**VOTE: CARRIED**

### **6.0 Reassess Strategic Work Plan for 2021**

A. Stein reviewed the updated 2021 Strategic Work Plan with the Board as part of a mid-year check-in which reflects what has been completed to date, what has been added, and anything that was moved or deferred.

The floor was then opened to questions.

MOTION: TO APPROVE THE REVISED 2021 STRATEGIC WORKPLAN /AGENDA.

MOVED: H. WIERSEMA  
SECONDED: M. ANGUS

FOR: 12  
AGAINST: 0  
ABSTAINED: 0

**VOTE: CARRIED**

## **7.0 Monitoring Reports**

### **7.1 Financial Condition Policy Monitoring Report**

F. Khan presented the Financial Condition Policy monitoring report to the board, noting that many of the numbers included in the report are reflected in the audit presentation by Grewall Guyatt LLP and the Financial Variance Report presented by F. Asad.

The report reflected that there has not been any unbudgeted spending, and that no reserves were accessed in 2020, but that they will be accessed in 2021.

The report also noted that the COO has moved mostly to electronic funds transfer with 75% of vendors and 100% of board and staff accepting ETFs.

The floor was opened to questions and no concerns were raised.

**MOTION:** THAT THE BOARD APPROVE THE REGISTRAR, CEO'S INTERPRETATION OF THE POLICY AS A REASONABLE INTERPRETATION.

**MOVED:** N. MOHAMMADZEDAH  
**SECONDED:** O. FAROUK

FOR: 12  
AGAINST: 0  
ABSTAINED: 0

**VOTE: CARRIED**

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

**MOVED:** M. ANGUS  
**SECONDED:** S. KINSELLA

FOR: 12  
AGAINST: 0  
ABSTAINED: 0

**VOTE: CARRIED**

## 7.2 Vendor Relations Policy Monitoring Report

F. Khan reviewed the Vendor Relations Policy monitoring report with the Board. The policy was approved by the Board in December 2018. In keeping with the procurement framework at least three quotes were sought for all initiatives between \$25,000 and \$49,999. It was also noted that a process is in place to ensure the COO is protected against potential conflicts of interest.

MOTION: THAT THE BOARD APPROVE THE REGISTRAR, CEO'S INTERPRETATION OF THE POLICY AS A REASONABLE INTERPRETATION.

MOVED: I. KOENIG  
SECONDED: D. BRISTOW

FOR: 12  
AGAINST: 0  
ABSTAINED: 0

### VOTE: CARRIED

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

MOVED: E. LEE  
SECONDED: I. KOENIG

FOR: 13  
AGAINST: 0  
ABSTAINED: 0

## 7.3 Relationship with Public and COO Beneficiaries Policy Monitoring Report

F. Khan reviewed the Registrar, CEO Relationship with public and COO Beneficiaries Policy monitoring report with the Board. The report reflected that the College took steps to seek stakeholder feedback in numerous instances, above and beyond what legislation required. Other steps taken in 2020 to enhance the College's relationship with the public and stakeholders included a relational audit of the COO's website and communications, and translation of additional policies and documents into French.

MOTION: THAT THE BOARD APPROVE THE REGISTRAR, CEO'S INTERPRETATION OF THE POLICY AS A REASONABLE INTERPRETATION.

MOVED: O. FAROUK  
SECONDED: B. TODD

FOR: 12  
AGAINST: 0  
ABSTAINED: 0

**VOTE: CARRIED**

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

MOVED: S. KINSELLA  
SECONDED: D. BRISTOW

FOR: 13  
AGAINST: 0  
ABSTAINED: 0

**VOTE: CARRIED****8.1 Board Annual Strategic Agenda /Workplan Monitoring Report**

I. Koenig presented the Board Annual Strategic Agenda/Workplan Policy monitoring report. It was noted that the colour coding that is currently being used is not always as effective as it could be and should potentially be revisited.

MOTION: TO ACCEPT THE MONITORING REPORT AS PRESENTED.

MOVED: H. WIERSEMA  
SECONDED: M. ANGUS

FOR: 12  
AGAINST: 0  
ABSTAINED: 0

**VOTE: CARRIED**

The board then took a break for lunch from 12:00 to 1:00.

**9.1 Governance Policy Changes****a) Reserves Policy**

D. Bristow presented recommended updates to the Reserves Policy to the Board. The policy includes risk boundaries for the organization. The proposed changes to the policy were made to keep the terminology consistent with the language used in the audited financial statements regarding categories of reserve funds.

*Public Interest Considerations:* The Board considered that the College is currently financially stable and that financial stability should be maintained in the future. Maintaining this policy should bolster public confidence as it demonstrates the capacity within the organization to sustain itself over time.

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

MOVED: M. ANGUS

SECONDED: I. KOENIG

FOR: 12

AGAINST: 0

ABSTAINED: 0

**VOTE: CARRIED**

### **9.1 Governance Policy Changes**

#### **b) Human Resources and Relations Policy**

D. Bristow presented proposed updates to the Human Resources and Relations Policy to the Board. The proposed revisions to the policy are for clarity and are aimed at ensuring that the policy language is consistent with the DEI approach adopted by the COO.

*Public Interest Considerations:* The Board considered that it is important that the public know that employees are treated fairly, equitably and with respect.

MOTION: TO APPROVE THE PROPOSED AMENEDMENTS TO THE HUMAN RESOURCES AND  
RELATIONS POLICY, AS RECOMMENDED BY THE GOVERNANCE COMMITTEE.

MOVED: I. KOENIG

SECONDED: D. REIZ

FOR: 12

AGAINST: 0

ABSTAINED: 0

**VOTE: CARRIED**

### **9.1 Governance Policy Changes**

#### **c) Board Terms of Reference Policy**

D. Bristow reviewed proposed changes to the Board Terms of Reference Policy with the Board, noting that the proposed changes were aimed at streamlining the policy and removing any redundancies between the by-laws and the existing policy.

*Public Interest Considerations:* The Board considered that the policy guides its behaviour in order to carry out its mandate of regulating the profession in the public interest, and it was therefore important that it be clear and consistent with by-laws.

MOTION: TO APPROVE THE UPDATED BOARD TERMS OF REFERENCE POLICY AS RECOMMENDED BY THE GOVERNANCE COMMITTEE.

MOVED: O. FAROUK  
SECONDED: S. MODHERA

FOR: 12  
AGAINST: 0  
ABSTAINED: 0

**VOTE: CARRIED**

#### **9.2a) Role of the Board Officers Policy**

D. Bristow presented a proposed new template for monitoring the Role of Board Officers Policy. This Board determined that this policy should be directly monitored in accordance with the Board Policy Development Policy. S. Modhera volunteered to complete the monitoring report and present it at the October Board meeting.

MOTION: TO APPROVE THE TEMPLATE FOR MONITORING THE ROLE OF BOARD OFFICERS POLICY

MOVED: N. MOHAMMADZEDAH  
SECONDED: S. KINSELLA

FOR: 12  
AGAINST: 0  
ABSTAINED: 0

**VOTE: CARRIED**

#### **9.2b) Board Policy Development Policy**

D. Bristow presented a proposed new template for monitoring the Board Policy Development Policy. E. Lee volunteered to complete the monitoring report at present it at the December Board meeting.

MOTION: TO APPROVE THE TEMPLATE FOR MONITORING THE BOARD POLICY DEVELOPMENT POLICY

MOVED: D. BRISTOW  
SECONDED: O. FAROUK

FOR: 12  
AGAINST: 0  
ABSTAINED: 0

**VOTE: CARRIED**



## **10.0 Proposed By-Law Amendments**

### **10.1 By-Law Registration Fees**

B. Todd reviewed proposed amendments to registration fee schedule in the by-laws. The Executive Committee recommended returning the 2022 fees to the levels that had been slated for 2021 prior to the decision to reduce them for pandemic relief. The Committee further recommended that the Board set fees for 2022 only at this time, as the continued disruptions caused by the pandemic make it difficult to project the College's needs beyond 2022. The Board was reminded that amendments to by-laws relating to fees must be circulated for stakeholder feedback for at least 60 days. The Board of Directors will meet in the summer to review the stakeholder feedback and decide how to proceed.

**MOTION:** TO APPROVE THE PROPOSED AMENDMENTS TO THE REGISTRATION FEES BY-LAW FOR CIRCULATION FOR STAKEHOLDER FEEDBACK, AS RECOMMENDED BY THE EXECUTIVE COMMITTEE

**MOVED:** I. KOENIG  
**SECONDED:** M. ANGUS

**FOR:** 12  
**AGAINST:** 0  
**ABSTAINED:** 0

**VOTE: CARRIED**

### **10.2 Changes to the Public Register**

A. Stein presented the Board with stakeholder feedback that was collected with respect to two proposed changes to the by-law relating to the information on the public register, specifically:

- 1) Information relating to suspensions and practice restrictions
- 2) Posting a preferred name on the public register

It was noted that the majority of respondents were either neutral or in support of the decision to amend the by-laws in the manner proposed, and that there did not appear to be any significant opposition.

**MOTION:** TO APPROVE THE PROPOSED AMENDMENTS TO ARTICLE 15.6(XXI) OF THE BY-LAWS

**MOVED:** N. MOHAMMADZEDAH  
**SECONDED:** P. JUDGE

**FOR:** 12  
**AGAINST:** 0  
**ABSTAINED:** 0

**VOTE: CARRIED**

**MOTION:** TO APPROVE THE PROPOSED AMENDMENTS TO ARTICLE 15.6(XIV), AND THE ADDITION OF NEW PROPOSED SUBSECTIONS (XXXII) AND (XXXIII) OF THE BY-LAWS

**MOVED:** H. WIERSEMA

**SECONDED:** I. KOENIG

**FOR:** 12

**AGAINST:** 0

**ABSTAINED:** 0

**VOTE: CARRIED**

#### **11.1 In Camera session**

**MOTION:** TO GO IN CAMERA PURSUANT TO SECTION 7(2)(B) and (D) OF THE HEALTH PROFESSIONS PROCEDURAL CODE

**MOVED:** S. KINSELLA

**SECONDED:** I. KOENIG

**FOR:** 12

**AGAINST:** 0

**ABSTAINED:** 0

**VOTE: CARRIED**

B. Todd thanked everyone for attending and noted that the public session was recessed for the day.

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Ms. Diana Bristow, Public Member  
Mr. Omar Farouk, Public Member  
Ms. Peggy Judge, Public Member  
Ms. Ingrid Koenig, RO, Elected Member  
Ms. Elsa Lee, RO, Elected Member  
Mr. Samir Modhera, RO, Elected Member  
Ms. Neda Mohammadzadeh, RO, Elected Member  
Ms. Dorina Reiz, RO, Elected Member  
Mr. Henry Wiersema, Public Member

**Regrets:** Ms. Amber Fournier, RO, Elected Member  
Mr. Mike Smart, RO, Elected Member  
Mr. Murry Angus, 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. Patricia Rego, Senior Coordinator, Registration

**Guests:** Ms. Sarah Butson, Meeting Facilitator  
Ms. Sandi Verrecchia, Governance Consultant

### **13.0 Introduction**

B. Todd opened the meeting at 9:30, welcomed everyone and delivered a land acknowledgement.

### **14.0 Life Member Designation**

The board reported that during the in camera session that was held on May 17, 2021, a motion had been carried to grant life membership to:

- (a) Sharon Margaret Dueck
- (b) John Joseph Kearns
- (c) Frederick Seepersad

## 15.0 Report on Committee Evaluation and Action Plans

D. Bristow reported that Committee Evaluations were reviewed by the Governance Committee and the Board, and that action plan items are going to be shared with the individual committees for review and consideration.

## 16.0 Governance Presentation

F. Khan introduced S. Verrecchia of Satori Consulting to the Board. S. Verrecchia made a presentation to the Board about introducing pre-election/appointment competencies for board and committee members. The presentation included an overview of the proposed competencies, and an outline of a proposed process for assessing candidates against those competencies.

Under the proposed framework, opticians seeking election to the board, or individuals seeking to become appointed committee members, would undergo an interview to determine whether they demonstrate the following five core competencies:

1. Passion – Public Service Oriented
2. Exemplified Integrity
3. Unbiased and Open Minded
4. Critical Judgment and Decision Making
5. Collaboration and Inclusion

The floor was opened to questions, and it was confirmed that this process will only apply to professional members and non-optician appointed members. Individuals appointed by the Government of Ontario to serve as public members undergo a separate process that is not run by the College.

## 17.0 Competency Framework for Elected and Appointed Members

D. Bristow reviewed the briefing note with the board, and indicated that the Governance Committee was recommending that the board adopt the competency framework and process that was outlined in the presentation by S. Verrecchia. In the committee's view, this framework will bring the College in line with CPMF standards for board/committee member competence.

The Governance Committee has also proposed that the screening interviews be carried out by a three-person subcommittee of the Governance Committee, made up of public members and non-optician appointed members. In the future, and where capacity exists, the committee recommended that the subcommittee be comprised entirely of non-board, non-optician members.

The floor was opened for discussion and questions.

*Public Interest Considerations:* The board considered that this framework will strengthen public trust and increase the board's efficiency and effectiveness.

**MOTION:** THAT THE BOARD APPROVE THE PROPOSED COMPETENCY FRAMEWORK AS RECOMMENDED BY THE GOVERNANCE COMMITTEE.

MOVED: H. WIERSEMA  
SECONDED: I. KOENIG

**VOTE: CARRIED**

FOR: 11  
AGAINST: 0  
ABSTAINED: 0

MOTION: THAT THE BOARD ASSIGN THE ASSESSMENT OF THE ELECTED BOARD CANDIDATES TO A SUBCOMMITTEE OF THE GOVERNANCE COMMITTEE MADE UP OF PUBLIC MEMBERS WITH SUPPORT OF A THIRD-PARTY CONSULTANT AS RECOMMENDED BY THE GOVERNANCE COMMITTEE WITH A COMMITMENT TO REVISIT THE DECISION BEFORE NEXT YEAR' ELECTION CYCLE.

MOVED: S. KINSELLA  
SECONDED: O. FAROUK

**VOTE: CARRIED**

FOR: 11  
AGAINST: 0  
ABSTAINED: 0

#### **18.0 By-Law on Election/Appointment Eligibility**

A. Stein reviewed the briefing note with the Board. Amendments are being proposed to Articles 6.3 and 12.2 of the by-laws, which set out the eligibility criteria for elected and appointed members, respectively. The purpose of the amendments is to update the by-laws to give effect to the Board's decision to approve the competency framework in the previous agenda item.

MOTION: TO APPROVE THE PROPOSED BY-LAW AMENDMENTS AS PRESENTED.

MOVED: I. KOENIG  
SECONDED: S. MODHERA

**VOTE: CARRIED**

FOR: 11  
AGAINST: 0  
ABSTAINED: 0

## 19.0 Pre-Election Training Module

A. Stein presented the briefing note and indicated that, in accordance with the Pre-Election Training Module Policy, the board was being asked to approve a pre-election training module for the 2021 election. It was proposed that the board approve Jurisprudence Chapter 4: Regulated Health Professions Act for this purpose.

MOTION: TO APPROVE JURISPRUDENCE CHAPTER 4: RHPA AS THE REQUIRED PRE-ELECTION TRAINING MODULE FOR 2021.

MOVED: E. LEE

SECONDED: I. KOENIG

**VOTE: CARRIED**

FOR: 11

AGAINST: 0

ABSTAINED: 0

## 20.0 Treating Spousal Regulation

J. Bhatt presented the briefing note. The Patient Relations Committee has explored whether the College should seek a regulatory amendment that would exempt registered opticians from the provisions of the *Regulated Health Professions Act* that bar health professionals from treating their spouses. The Committee considered that it may be in the public interest to remove treatment of spouses from the sexual abuse provisions of the act, and instead develop standards and guidelines around when it might be appropriate for opticians to treat their spouses. The committee recommended that the board approve a proposed regulatory amendment for circulation for stakeholder feedback.

*Public Interest Considerations:* The board considered that it is important to clarify what is sexual abuse and what is not. There is an inherent power imbalance that exists between a patient and 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.

MOTION: TO APPROVE THE PROPOSED AMENDMENT TO O. REG. 219/94 TO BE CIRCULATED FOR STAKEHOLDER FEEDBACK.

MOVED: H. WIERSEMA

SECONDED: N. MOHAMMADZEDAH

**VOTE: CARRIED**

FOR: 11

AGAINST: 0

ABSTAINED: 0

### 21.0 Honoraria update

B. Todd reported that, per the board's direction, the Finance Committee revisited the Honoraria Policy to explore whether any amendments should be made in light of the change to virtual meeting formats during the pandemic. An environmental scan was carried out of other health regulatory colleges, and it was observed that no colleges were amending their policies for this purpose. The Finance Committee therefore recommended that no amendments be made to the Honoraria Policy.

MOTION: TO KEEP STATUS QUO AND NOT MAKE ANY CHANGES TO THE HONORARIA POLICY

MOVED: O. FAROUK  
SECONDED: S. KINSELLA

**VOTE: CARRIED**

FOR: 11  
AGAINST: 0  
ABSTAINED: 0

### 22.1 Registrar's Report

F. Khan presented the Registrar's report to the board, noting the following:

- The administration has been assisting various public health units in getting vaccine information out to Registrants
- The college continues to operate remotely without disruption.
- Meetings with Counsel, a government relations firm, are ongoing. Counsel facilitated a meeting with the MOH on April 6<sup>th</sup> which provided an opportunity to discuss the progress of the pending registration and professional misconduct regulations.
- A French hub is in progress as part of the website.

### 22.2 Exam Reports / 22.3 Committee Reports

F. Khan briefed the Board on the Exams Report. The College is working with Seneca to take care of any students who were not able to complete the exam in May due to the cancellation following a COVID-19 positive case.

MOTION: TO APPROVE THE COMMITTEE REPORTS, COMMUNICATIONS REPORT AND EXAMS REPORT AS PRESENTED.

MOVED: D. BRISTOW  
SECONDED: D. REIZ

**VOTE: CARRIED**

FOR: 11  
AGAINST: 0  
ABSTAINED: 0

### 15.0 Adjournment

MOTION: TO END THE MEETING

MOVED: S. MODHERA

SECONDED: N. MOHAMMADZEDAH

**VOTE: CARRIED**

FOR: 11  
AGAINST: 0  
ABSTAINED: 0