

BRIEFING NOTE

TO: Board of Directors

FROM: Governance Committee

DATE: December 5 and 6, 2022

SUBJECT: Reducing overlap between the Board and Committees

☒ For Decision

☐ For Information

☐ Monitoring Report

Purpose:

To consider a proposal from the Governance Committee to reduce overlap between the board and committees.

Background:

At its February 28, 2022 meeting, the board identified a number of action plan items arising out of its 2021 self-evaluation. These action plan items included tasking the Governance Committee with exploring additional areas for governance reform, beginning with a review of committee composition requirements to potentially reduce overlap between the board and committees.

This briefing note provides an overview of the COO's governance reform journey to date as well as a summary of the key issues and considerations that stand to impact the COO as it determines its preferred course of action with respect to board and committee composition.

Governance reforms implemented at COO since 2017

Since 2017, the board has been closely monitoring governance trends and best practices in Ontario and around the world. The COO has also implemented a number of key governance reforms since that time, including:

1. Adopting a Policy Governance model and developing and/or updating over 50 policies relating to strategic objectives, operational boundaries, board-staff relationship and governance process
2. Updating the terminology used at the college (council to board, council member to director, member to registrant, etc.)
3. Introducing a pre-election training module to the election eligibility criteria so that incoming directors had a base line of knowledge before they start contributing to decision and policy making at the Board level

4. Implementing a robust screening process for board and committee members that included a competency framework for members as well as behavioural interviews to assess against those competencies for the purpose of,
 - a. Determining eligibility for election
 - b. Making committee appointments
5. Approving the creation of a Screening Committee made up entirely of public appointed members to promote greater objectivity, fairness, transparency and accountability

These reforms were largely modeled after the College of Nurses (CNO) Vision 2020 Governance Modernization Report, which the COO board formally endorsed via a letter of support in 2019. The Ministry of Health has also expressed support for the CNO's proposed model. In early 2022, the Ministry engaged in a consultation on potential legislative amendments but to date no amendments have been made to the *Regulated Health Professions Act* (RHPA) that would permit colleges to implement some of the proposed reforms (e.g. the move from elections to competency-based appointments).

As a result of these reforms, the COO has arguably positioned itself as a leader in governance best practices among Ontario health regulatory colleges.

For Consideration:

The rationale for reducing overlap

The Governance Committee met on September 15, 2022 and November 15, 2022 to develop a proposal for the board's consideration that would reduce overlap between the board and committees, while staying within the current legislative framework that continues to require some overlap.

Following an extensive review and discussion, the committee identified a strong public interest rationale for taking steps to reduce overlap between the board and committees. The rationales for reducing overlap include:

- **Enhancing integrity and reducing conflicts of interest:** Reducing or eliminating overlap between the board and committees can enhance the integrity of the decision-making process and reduce or eliminate the risk of conflicts of interest by permitting the board to consider a committee's policy recommendations through an objective lens that hasn't been influenced by their involvement on that committee. This will enhance the perception of independence for both the board and committees and prevent individual board members from using their dual role to further their own personal or professional agendas.

In addition, individuals would no longer be in a position to both set a rule (through their role as a board member) and then also decide whether a registrant breached that rule (e.g., as a member of a panel of the Discipline Committee). This will add integrity to the process by ensuring that the same people who champion a particular rule are not the same as those who will be enforcing it.

- **Different competencies:** The work of committees is different from that of the governing board and therefore the competencies and attributes needed for these two distinct roles are arguably different. Separating the roles would permit for more focused recruitment and training for each position.
- **Reducing role confusion:** As members will not move back and forth between their role as a board member and as a committee member there will be no role confusion.
- **Reducing workload:** Currently board members typically sit on at least two committees. Serving as a board member therefore requires a substantial time commitment, and as a result there are fewer individuals who will be potentially able to participate. Reducing the workload may therefore result in board positions becoming accessible to individuals who were not able to participate previously.

The CNO, in formulating its Vision 2020 report, conducted an extensive literature review of governance best practices. Overall, a reduction or elimination of overlap is seen by governance experts as fostering greater accountability, independence, accessibility and competence.

In addition, the amendments that were proposed by the Ministry of Health to the RHPA in February 2022 included full separation between board and committees. While these amendments have not moved forward at this time, the Ministry's proposal suggests that , however to date no steps have been taken to implement this proposal.

Implications for the decision-making process

A reduction in overlap between the board and committees would not result in any significant changes to the board decision-making process. Committees would continue to put forward policy recommendations to the board, and to support those recommendations with analysis and evidence to assist the board in making an informed decision. In the event that the board is of the view that additional information is needed, the matter can be sent back to the committee for its consideration. Committees would continue to deliver quarterly reports on its activities to the board.

This decision-making model is followed by various other regulatory bodies inside and outside Ontario, including the Ontario College of Teachers and the following UK councils that operate under the oversight of the Professional Standards Authority (PSA): General Pharmaceutical Council, the Nursing and Midwifery Council and the Health and Care Professions Council.

Building capacity to facilitate a reduction in overlap between the board and committees

Separating board and committee work will likely require building additional capacity of qualified board and committee members to fulfill all of the college's statutory obligations and strategic objectives.

Beginning in 2020, the Board began taking steps to build this additional capacity by:

- Updating by-laws to permit the board to appoint non-opticians to committees

- Appointing non-opticians to committees to provide additional public input
- Gradually increasing the number of appointed committee members from 9 in 2019 to 13 in 2022

Detailed Proposal

The committee identified the following desired criteria for committee/panel size and composition:

- 5-7 members per committee/panel
- 1-2 board members per committee panel
- Balance between opticians and non-opticians
- Balance of experienced and new members
- Odd number of committee members (where possible)

Some additional factors to consider include:

- **Committee size:** per the Committee's recommendation, the proposal reduces most committees (or panels of committees) to 5 people.
 - **Quality Assurance Committee (QAC):** Currently, the QAC appoints optician members to an informal accreditation panel that reviews and approves applications for accreditation of continuing education activities. Members of the accreditation panel also take part in general QAC meetings where they make decisions on case files and review and make policy recommendations and decisions, including on policies relating to the accreditation process. This has resulted in an extremely heavy workload, in particular for optician-members of the QAC. In addition, there is a potential conflict of interest in having the same individuals make the rules regarding accreditation and then enforce them. It is therefore proposed that going forward the QAC be divided into two separate panels: a main panel for policy work and statutory decision-making on case files, and an accreditation panel to make decisions on applications for accreditation. Proposed compositions for each panel are summarized in the chart below.
- **Board members on committees:** Each committee (or panel of a committee) is proposed to include 1-2 board members (unless the note indicates otherwise).
- **Balance of opticians/non-opticians:** Each committee (or panel of a committee) is proposed to include a balance of opticians and non-opticians.
- **Balance of Experience:** In 2021 the board approved the adoption of a Skills, Diversity and Experience matrix that board and committee members complete annually as part of the committee selection process. This tool will be used to ensure committee assignments are made with a view to balancing experience levels on committees.

The following chart provides a detailed breakdown of the proposed changes to each committee:

Executive (Finance) Committee		
Current Composition	Proposed Composition	Notes
5	5	The Executive Committee is currently made up of 5 directors and its primary legislative function is to act as the board in between meetings. It is proposed that no changes be made to its current composition.
3 elected	3 elected	
2 government appointed	2 government appointed	
Registration / Fitness to Practice - Main Panel		
Current Composition	Proposed Composition	Notes
At least 7	At least 5	The RHPA requires that at least one government appointed director sit on any panel of the Registration Committee.
2 elected	1 elected + at least 1 additional optician	
2 government appointed	1 government appointed + at least 1 additional non-optician	
Registration Appeals Panel		
Current Composition	Proposed Composition	Notes
At least 3	At least 3	The RHPA requires that at least one government appointed director sit on any panel of the Registration Committee.
2 elected	0 elected + at least 1 additional optician	
1 government appointed	1 government appointed	
Quality Assurance Committee – Main Panel		
Current Composition	Proposed Composition	Notes
At least 6	At least 5	Under this proposal, QAC would be separated into a main panel and an accreditation panel. The main panel will make policy recommendations and review and make decisions on individual case files.
2 elected	1 elected + at least 1 additional optician	
2 government appointed	1 government appointed + at least 1 additional non-optician	
Quality Assurance Committee – Accreditation Panel		
Current Composition	Proposed Composition	Notes
n/a	At least 6	This panel of the QAC will review and make decisions on applications for accreditation. It is proposed that this panel be made up primarily of opticians due to the technical nature of the work involved.
n/a	1 elected + at least 3 additional opticians	
n/a	At least 1 non-optician (Government or College appointed)	
Inquiries, Complaints and Reports Committee		
Current Composition	Proposed Composition	Notes
At least 10	At least 10	The ICRC is divided into two main panels. The RHPA requires there to be at least one government appointed director on each panel.
4 elected	2 elected (1 per panel) + at least 2 additional opticians (1 per panel)	

3 government appointed	2 government appointed (1 per panel) + at least 2 additional non-opticians (1 per panel)	
Discipline Committee		
Current Composition	Proposed Composition	Notes
At least 12	At least 12	Currently all board and appointed members are considered to be members of the COO’s discipline committee. The Discipline Committee does not typically meet as a committee except to elect a chair and vice-chair. Instead, panels are struck for the purposes of holding hearings. The RHPA requires at least one elected board member and two government appointed board members on a 5-person panel. It is recommended that no changes are made to the composition of the Discipline Committee in order to ensure it is always possible to account for conflicts of interest and strike panels on a timely basis.
All elected	All elected	
All government appointed	All government appointed	
All COO appointed	All COO appointed	
Patient Relations Committee		
Current Composition	Proposed Composition	Notes
At least 5	At least 5	There are no specific composition requirements for the Patient Relations Committee specified in the RHPA. It is therefore not required to include any government appointed board members on the PRC. It is nevertheless proposed that the committee include at least 2 non-opticians.
1 elected	1 elected + at least 1 additional optician	
2 government appointed	At least 2 non-opticians (government or college appointed)	
Governance Committee		
Current Composition	Proposed Composition	Notes
At least 5	At least 5	As a non-statutory committee, there are no composition requirements set out in the RHPA. It is nevertheless recommended that the committee include at least 2 non-opticians.
2 elected	1 elected	
2 government appointed	At least 2 non-opticians (government or college appointed)	
Clinical Practice Committee		
Current Composition	Proposed Composition	Notes
At least 3	At least 3	As a non-statutory committee, there are no composition requirements set out in the
0 elected	1 elected	

1 government appointed	At least 1 non-optician (government or college appointed)	RHPA. It is nevertheless recommended that the committee include at least 1 non-optician.
Screening Committee		
Current Composition	Proposed Composition	Notes
At least 4	At least 4	In order to preserve the independence of the Screening Committee, board has specified that, where possible, it include only non-board members and non-opticians. It is proposed that no changes be made to this committee at this time.
0 elected	0 elected	
0 government appointed	0 government appointed	
All Non-RO Appointed Members	All Non-RO Appointed Members	

In order to give effect to this proposal, amendments would need to be made to the COO's by-laws and the committee terms of reference policies. Draft amendments are enclosed as **Appendix A**.

Public Interest Consideration:

It is incumbent on the board to consider the committee composition model that will best permit the COO to carry out its public interest mandate. The Governance Committee is of the view that the proposed model will enhance the COO's ability to carry out its mandate by enhancing integrity, reducing the potential for conflicts of interest and reducing role confusion.

Diversity, Equity and Inclusion Considerations:

The board should consider the committee composition model that will best foster diversity, equity and inclusion. Considerations may include ensuring diverse perspectives are represented on committees, or facilitating participation on the board and/or committees by a greater number of individuals.

Recommendations/Action Required:

The Governance Committee recommends that the Board adopt the proposed revisions to the committee composition requirements by approving the draft amendments to the COO's by-laws and Committee Terms of Reference Policies.

ARTICLE 10: STATUTORY COMMITTEE COMPOSITION

10.1 Executive Committee

- (a) The Executive Committee shall be composed of the Chair, the Vice-Chair and three additional Directors. The Executive Committee shall consist of:
 - (i) three Elected Directors; and
 - (ii) two Public Directors.

10.2 Registration Committee

- (a) The Registration Committee shall be composed of at least ~~seven~~five (~~7~~5) Committee Members, being:
 - (i) at least ~~two~~one Elected Directors; and
 - (ii) at least ~~two~~one Public Directors.

10.3 Inquiries, Complaints and Reports Committee

- (a) The Inquiries, Complaints and Reports Committee shall be composed of at least ten (10) Committee Members, being:
 - (i) at least ~~four~~two Elected Directors; and
 - (ii) at least ~~three~~two Public Directors.

10.4 Discipline Committee

- (a) The Discipline Committee shall be composed of at least twelve (12) Committee Members, being:
 - (i) at least four Elected Directors; and
 - (ii) all Public Directors.

10.5 Fitness to Practise Committee

- (a) The Fitness to Practise Committee shall be composed of at least seven (~~7~~5) Committee Members, being:
 - (i) at least ~~two~~one Elected Directors; and

- (ii) at least ~~two~~one Public Director~~s~~.

10.6 Quality Assurance Committee

- (a) The Quality Assurance Committee shall be composed of at least ~~six~~eleven (~~11~~6) Committee Members, being:
 - (i) at least two Elected Directors; and
 - (ii) at least ~~two~~one Public Director~~s~~.

10.7 Patient Relations Committee

- (a) The Patient Relations Committee shall be composed of at least five (5) Committee Members, being:
 - (i) at least one Elected Director~~s~~; ~~and~~
 - ~~(ii) at least two Public Directors.~~

COLLEGE OF OPTICIANS OF ONTARIO

SCHEDULE B TO BY-LAW, ARTICLE 11: TERMS OF REFERENCE FOR NON-STATUTORY OR AD-HOC COMMITTEES

Pursuant to Article 11.1, the Board may from time to time, create non-statutory or ad hoc Committees. These Committees are created for a specific purpose and may be created or disbanded by motion of the Board.

Non-statutory or ad hoc Committees are composed of a minimum of three members. With the exception of the Screening Committee, each non-statutory or ad hoc committees will contain at least one Director, at least one optician and at least one non-optician. ~~cross-section of Elected Directors and Public Directors, with at least one Public Director on each committee.~~

When required, non-statutory Committees may be supported by legal and/or technical consultants and other resource persons.

Non-statutory or ad hoc Committees are to provide

- a written agenda to the Registrar;
- written minutes of all the meetings to the Registrar;
- all correspondence through the office of the Registrar, and
- reports to the Board for each Board meeting.

EXECUTIVE COMMITTEE

Terms of Reference and Mandate

Committee Type: Statutory

Committee Composition

1. The Executive Committee is composed of five persons, as follows:
 - a. Three Directors who are registrants of the College; and
 - b. Two Directors who have been appointed to the Board by the Lieutenant Governor in Council.
2. Executive Committee elections for the upcoming calendar year are held annually at the last Board meeting of the year in accordance with the by-laws.
3. The Chair shall be chair of the Board and the chair of the Executive Committee and the Vice-Chair shall also be the vice-chair of the Board and the vice-chair of the Executive Committee.

Authority and Accountability

1. The Executive Committee is a statutory committee as set out in section 10(1)1 of the Health Professions Procedural Code (the “Code”).
2. Between the meetings of the Board, the Executive Committee has all the powers of the Board with respect to any matter that, in the Committee’s opinion, requires immediate attention, other than the power to make, amend or revoke a regulation or by-law (Code, section 12(1)).
3. The Executive Committee shall function as the College’s Finance Committee and has the power to appoint a delegate for this purpose who, in the Committee’s opinion, is experienced in the assessment of financial matters.
4. The Executive Committee is accountable to the Board for:
 - a. Acting in accordance with the Regulated Health Professions Act, 1991 (“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 Executive Committee

The Executive Committee shall:

1. Perform such functions as are assigned to it under the RHPA, Code, regulations, by-laws, and policies of the College, or as otherwise assigned by the Board.

2. Report on its actions to the Board in accordance with section 12(2) of the Code at the next regular Board meeting in the event that it exercises a power under section 12(1) of the Health Professions Procedural Code.
3. At the request of the Chair, review and/or approve the agenda for Board meetings as prepared by the Registrar, CEO in collaboration with the Chair.
4. Appoint a subcommittee to carry out an annual performance review of the Registrar, CEO and approve the Registrar, CEO's compensation package and contract. The sub-committee shall consist of the Chair, the Vice-Chair and one member-at-large of the Executive Committee to be selected by the full Board. The annual performance review of the Registrar, CEO shall be conducted in accordance with the Registrar, CEO Performance Evaluation Process Policy.
5. Submit an annual report to the Board. The report will include information on the Committee's activities for the year.
6. Assess registrants' eligibility for election to the Board in accordance with the eligibility criteria set out in the by-laws and/or policy.
7. Make recommendations to the Board on the composition of statutory and non-statutory committees.
8. Make recommendations to the Board on the appointment of Appointed Committee Members to statutory and non-statutory committees.

Responsibilities of the Finance Committee

The Finance Committee shall:

1. Review the annual budget and ensure that funds are suitably allocated with respect to ensuring the College's financial stability.
2. Monitor the College's financial performance in relation to the developed annual budget and provide reports to the Board as required.
3. Advise the Board on any emerging factors which may impact the budget and/or financial performance.
4. Assist with monitoring financial reserves and disclose significant developments to the Board.
5. Review annual and interim financial reports and provide recommendations to the Board on future adjustments for consideration.
6. Ensure appropriate information concerning the financial affairs of the College is effectively

communicated to the Board.

7. Assess the performance of the external financial auditor and make recommendations to the Board on the annual appointment of the auditor.



DISCIPLINE COMMITTEE

Terms of Reference

Committee Composition and Meetings

1. The Board shall appoint the members of the Discipline Committee for the following year at the first Board meeting of the year in accordance with the by-laws.
2. The Discipline Committee shall be composed of:
 - a. ~~all~~ at least four Directors who are members of the College;
 - b. all Directors appointed to the Board by the Lieutenant Governor in Council; and
 - c. ~~all Appointed Committee Members, and at least four members of the College who are not Directors; and~~
 - d. ~~c. if the Board so decides, and the by-laws so permit, up to three individuals who are not registrants of the College and who are not Directors.~~
3. The chair and vice-chair of the Discipline Committee shall be elected from among the members of the Discipline Committee and the election may take place at or before the first Committee meeting of the year.
4. The chair and vice-chair of the Discipline Committee shall not be members of the Inquiries, Complaints and Reports Committee.
5. When required, panels of the Discipline Committee shall be selected by the chair of the Discipline Committee from among the members of the Committee and each panel shall be composed of at least three and no more than five persons, at least two of whom shall be persons appointed to the Board by the Lieutenant Governor in Council.
6. Panels of the Discipline Committee, and the committee as a whole, shall meet as required.
7. All Discipline Committee members are required to attend such training sessions as may be deemed appropriate by the chair of the Discipline Committee and/or the Board.

Authority and Accountability

1. The Discipline Committee is a statutory committee of the College as set out in section 10(1)4 of the Health Professions Procedural Code (the "Code").
2. The Discipline 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-

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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 Discipline Committee

The Discipline Committee Shall:

1. Perform such functions as are assigned to it under the RHPA, Code, regulations, by-laws, and policies of the College including providing a fair hearing and rendering a decision in cases of alleged professional misconduct or incompetence in accordance with applicable legislation, and established rules and procedures.
2. 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 discipline process.
3. Submit an annual report to the Board. The report will include information on the number of hearings, the types of matters dealt with, and the dispositions of those matters generally.

The Discipline Committee may:

1. Submit a report to Board in between annual reports.

INQUIRIES, COMPLAINTS and REPORTS COMMITTEE (ICRC)

Terms of Reference

Committee Composition and Meetings

1. The Board shall appoint the members of the 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 ~~four~~two Directors who are registrants of the College;
 - b. at least ~~three~~two Directors appointed to the Board by the Lieutenant Governor in Council;
 - c. at least ~~three~~two additional registrants of the College ~~who are not Directors~~; and
 - d. ~~if the Board so decides, and the by-laws so permit, up to three~~ at least 2 additional individuals who are not registrants of the College ~~and who are not Directors~~.
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 the 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:

Consider resolutions of complaints that have been brought before it through an alternative dispute resolution process, as permitted by the RHPA.

13. 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.*

REGISTRATION COMMITTEE

Terms of Reference

Committee Composition and Meetings

1. The Board shall appoint the members of the Registration Committee for the following year at the last Board meeting of the year in accordance with the by-laws. At that time, the Board shall indicate which members of the committee are to sit on the Registration Appeal Panel (RAP).
2. The Registration Committee shall be composed of:
 - a. at least ~~two one~~ Directors who ~~is a~~ are registrants of the College;
 - b. at least one Director appointed to the Board by the Lieutenant Governor in Council;
~~and~~
 - ~~c. at least if Board so decides, and the by laws so permit:~~
 - c. one additional registrant of the College; and
 - d. at least one additional individual who is not a registrant of the College.
 - ~~i. up to three members who are registrants of the College who are not Directors.~~
 - ~~ii. up to three individuals who are not registrants of the College and who are not Directors.~~
3. The RAP shall be composed of a minimum of 3 members and shall include:
 - ~~a. at least two Directors who are registrants of the College;~~
 - ~~b. a.~~ at least one Director appointed to the Board by the Lieutenant Governor in Council;
~~and~~
 - ~~c. at least one registrant of the College. if Board so decides, and the by laws so permit:~~
 - b.
 - ~~i. up to three members who are registrants of the College who are not Directors.~~
 - ~~ii. up to three individuals who are not registrants of the College and who are not Directors.~~
4. The chair and vice-chair of the Registration Committee shall be elected from among the members of the Registration Committee and the election may take place at or before the first committee meeting of the year.
5. The chair shall select a first panel of the Registration Committee from among the members of the Committee (the "First Panel"). The First Panel shall be composed of at all persons who are appointed by the Board to the Registration Committee who were not selected to sit on the RAP.
6. The chair shall select additional panels as required from among the members of the Committee. 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.
7. Panels of the Registration Committee, and the committee as a whole, shall meet as required.

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8. Three members of a panel constitute a quorum.
9. All Registration Committee members, except for members of the RAP, are required to attend an annual orientation session and such other training sessions as may be deemed appropriate by the chair of the Committee and/or the Board. RAP members shall attend such training sessions as may be deemed appropriate by the chair of the Committee and/or the Board.

Authority and Accountability

10. The Registration Committee is a statutory committee of the College as set out in section 10(1)2 of the Health Professions Procedural Code (the "Code").
11. The Registration 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 Registration Committee

The Registration Committee shall:

12. Perform such functions as are assigned to it under the RHPA, Code, regulations, by-laws, and policies of the College including the review and assessment of all applications for registration that are referred to it by the Registrar or referred back to it by the Health Professions Appeal and Review Board, and all applications for variation under s.19 of the Code.
13. Recommend to Board proposals for changes to applicable legislation, regulations, and by-laws, as well as programs to support registration processes including Prior Learning Assessment and Recognition (PLAR), accreditation of opticianry programs and the National Registration Examinations.
14. Submit an annual report to the Board. The report will include information on number of new applications considered in all categories, number of new certificates of registration granted, participation in the Ontario Fairness Commissioner's audit and any other relevant information.

The Registration Committee may:

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

FITNESS TO PRACTISE COMMITTEE

Terms of Reference

Terms of Reference

1. The Board shall appoint the members of the Fitness to Practise Committee for the following year at the last Board meeting of the year in accordance with the by-laws.
2. The Fitness to Practise Committee shall be composed of:
 - a. at least ~~two~~one Directors who ~~is~~ are registrants of the College;
 - ~~b.~~ at least one Director appointed to the Board by the Lieutenant Governor in Council; and
 - ~~c.~~ at least one registrant of the College who is not a director; and
 - ~~b-d.~~ at least one individual who is not a registrant of the College and who is not a director.
 - ~~e.~~ if Board so decides, and the by laws so permit:
 - ~~i.~~ up to three members who are registrants of the College who are not Directors.
 - ~~ii.~~ up to three individuals who are not registrants of the College and who are not Directors.
3. The chair and vice-chair of the Fitness to Practise Committee shall be elected from among the members of the Fitness to Practise Committee and the election may take place at or before the first committee meeting of the year.
4. When required, panels of the Fitness to Practise Committee shall be selected by the chair of the Fitness to Practise Committee from among the members of the Committee 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 Board.
5. Panels of the Fitness to Practise Committee, and the committee as a whole, shall meet as required.

Authority and Accountability

6. The Fitness to Practise Committee is a statutory committee of the College as set out in section 10(1)5 of the Health Professions Procedural Code (the “Code”).
7. The Fitness to Practise 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 Fitness to Practise Committee

The Fitness to Practise Committee shall:

- 8. Perform such functions as are assigned to it under the RHPA, Code, regulations, by-laws, and policies of the College including holding a fair hearing and rendering a decision in cases of alleged incapacity or on reinstatement applications in accordance with applicable legislation, established rules and procedures.
- 9. 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 Fitness to Practise Committee.
- 10. Submit an annual report to the Board. The report will include information on the Committee's activities for the year.

The Fitness to Practise Committee may:

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

QUALITY ASSURANCE COMMITTEE

Terms of Reference

Committee Composition and Meetings

1. Board shall appoint the members of the Quality Assurance Committee for the following year at the last Board meeting of the year in accordance with the by-laws. At that time, the Board shall indicate which members of the committee are to sit on the Main Panel and which members of the committee are to sit on the Accreditation Panel.
2. The Main Panel of the Quality Assurance Committee shall be composed of all persons who are appointed by the Board to the Quality Assurance Committee who are not selected to sit on the Accreditation Panel and shall include:
 - a. at least one Director who is a registrant of the College;
 - b. at least one Director appointed to the Board by the Lieutenant Governor in Council;
 - c. at least one additional registrant of the College; and
 - d. at least one additional individual who is not a registrant of the College.
3. The Accreditation Panel of the Quality Assurance Committee shall be composed of a minimum of six members and shall include:
 - a. at least one Director who is a registrant of the College;
 - b. at least three additional registrants of the College; and
 - b-c. at least one individual who is not a registrant of the College.
 - c. and if the Board so decides, and the by-laws so permit,
 - i. up to three registrants of the College who are not Directors.
 - ii. up to three individuals who are not registrants of the College and who are not Directors.
4. The chair and vice-chair of the Main Panel Quality Assurance Committee shall be elected from among the members of the Main Panel Quality Assurance Committee and the election may take place at or before the first committee panel meeting of the year.
- 3-5. The chair and vice-chair of the Accreditation Panel shall be elected from among the members of the Accreditation Panel and the election may take place at or before the first panel meeting of the year.
6. The Panels of the Quality Assurance Committee Quality Assurance Committee shall meet as required.

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~~4.7.~~ Three members of a panel constitute a quorum.

~~5.8.~~ All panels of the Quality Assurance Committee members are required to attend an annual orientation session and such other training sessions as may be deemed appropriate by the committee chair and/or the Board.

Authority and Accountability

~~6.9.~~ The Quality Assurance Committee is a statutory committee of the College as set out in section 10(1)6 of the Health Professions Procedural Code (the "Code").

~~7.10.~~ The Quality Assurance 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 Quality Assurance Committee-

The Main Panel of the Quality Assurance Committee shall:

~~8.11.~~ Perform such functions as are assigned to under the Health Professions Procedural Code, Regulations, by-laws, and policies of the College including developing and administering a quality assurance program that assures the quality of the practice of the profession and promotes continuing evaluation, competence and improvement among registrants in accordance with applicable legislation, established rules and procedures.

~~9.12.~~ 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 quality assurance program.

~~10.13.~~ Ensure that high quality continuing education activities are available to facilitate registrant engagement with the quality assurance program.

~~14.~~ Submit an annual report to the Board. The report will include information on the number of registrants who participated in the quality assurance program, and related initiatives that support the quality assurance program.

The Accreditation Panel of the Quality Assurance Committee shall:

~~15.~~ Review and make decisions on applications for accreditation of continuing education activities in accordance with Accreditation Policy.

~~11.16.~~ Perform such other functions as may be assigned by the Board.

The Quality Assurance Committee may:

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

PATIENT RELATIONS COMMITTEE

Terms of Reference

Committee Composition and Meetings

1. The Board 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
 - ~~a-c. at least two individuals who are not registrants of the College.~~
 - ~~b. at least Director appointed to the Board by the Lieutenant Governor in Council;~~
 - ~~and~~
 - ~~c. if the Board so decides, and the by laws so permit:~~
 - ~~i. up to three registrants of the College who are not Directors.~~
 - ~~ii. up to three individuals who are not registrants of the College and who are not Directors.~~
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 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.



GOVERNANCE COMMITTEE

Terms of Reference and Mandate

Committee Composition and Meetings

1. The Board shall appoint the members of the Governance Committee for the following year at the last Board meeting of the year in accordance with the by-laws.
2. The Governance Committee shall be composed of:
 - a. ~~a~~At least one Director who is a registrant of the College;
 - b. ~~At least two Directors appointed to the Board by the Lieutenant Governor in Council;~~
 - b. ~~a~~At least one registrant of the College who is not a Director; ~~and~~;
 - c. ~~at least one individual who is not a registrant of the College.~~
3. The chair and vice-chair of the Governance Committee shall be elected from among the members of the Governance Committee and the election may take place at or before the first committee meeting of the year.
4. The Governance Committee shall meet as required.

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Authority and Accountability

1. The Governance Committee is a non-statutory committee of the Board of the College of Opticians of Ontario and is established as a standing committee pursuant to the by-laws.
2. The Governance Committee is accountable to the Board for fulfilling any duties and responsibilities authorized by the by-laws, by these Terms of Reference, and as otherwise assigned to it by the Board.

Responsibilities of the Governance Committee

The Governance Committee shall:

1. Perform such functions as are assigned to it under these Terms of Reference, the by-laws, and policies of the College, and as otherwise directed by the Board.
2. Regularly review governance processes and policies and make recommendations to the Board regarding the development of new governance policies, updates to existing governance processes or policies. The recommendations should strive to ensure that the Board fulfills its legal, ethical,

and functional responsibilities through adequate governance policy development, Board development strategies, and training programs.

3. Monitor the Board's adherence to governance policies and processes.
4. Facilitate the Board Effectiveness Self-Evaluation process and committee self-evaluation process, and develop a governance action plan in accordance with the Board Effectiveness Self-Evaluation Policy (4-26).
5. 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.
6. Submit an annual report to the Board. The report will include information on the Committee's activities for the year. The Governance Committee may also submit a report to the Board in between annual reports.

CLINICAL PRACTICE COMMITTEE

Terms of Reference

Committee Composition and Meetings

1. Board shall appoint the members of the Clinical Practice Committee for the following year at the last Board meeting of the year in accordance with the by-laws.
2. The Clinical Practice Committee shall be composed of:
 - a. at least one Director who is a registrant of the College; and
 - b. at least one ~~Director appointed to the Board by the Lieutenant Governor in Council~~individual who is not a registrant of the College;and
 - c. ~~and if the Board so decides, and the by-laws so permit,~~
 - i. ~~up to three registrants of the College who are not Directors.~~
 - ii. ~~up to three individuals who are not registrants of the College and who are not Directors.~~
3. The chair and vice-chair of the Clinical Practice Committee shall be elected from among the members of the Clinical Practice Committee and the election may take place at or before the first committee meeting of the year.
4. The Clinical Practice Committee shall meet as required.
5. All Clinical Practice Committee members are required to attend such other training sessions as may be deemed appropriate by the committee chair and/or the Board.

Authority and Accountability

6. The Clinical Practice Committee is a non-statutory committee of the Board of the College and it established as a standing committee pursuant to the by-laws.
7. The Clinical Practice Committee is accountable to the Board for fulfilling any duties and responsibilities authorized by the by-laws, by these Terms of Reference, and as otherwise assigned to it by the Board.

Responsibilities of the Clinical Practice Committee

The Clinical Practice Committee shall:

8. Perform such functions as are assigned to under these Terms of Reference, the by-laws and policies of the College, and as otherwise directed by the Board.

9. Ensure high quality standards of practice and practice guidelines that support and further the College's mandate of regulating the practice of opticianry in the public interest.
10. Consider and make recommendations to the Board proposals for changes to the legislation, including regulations to applicable statutes, and by-laws, as well as programs to support the development, dissemination and uptake of practice standards and guidelines.
11. Submit an annual report to the Board. The report will include information on the Committee's activities for the year. The Clinical Practice Committee may also submit a report to the Board in between annual reports.