

BRIEFING NOTE

TO: Board of Directors

FROM: Elsa Lee, RO Elected Member, Facilitating Director

DATE: December 6, 2021

SUBJECT: 13.1 Board Policy Development Policy 4-24 Monitoring Report

For Decision

For Information

Monitoring Report

Purpose:

To review the Board Policy Development Policy 4-24 Monitoring Report.

Background:

On October 5, 2020, the Board approved the Board Policy Development Policy 4-24. The purpose of this policy was to codify a process for developing, approving, updating and evaluating the success of governance policies.

The Board also approved the monitoring of eight of its own board policies in greater detail under Section 8b of the Board Policy Development Policy 4-24. This governance process was to enable the development of informed, engaged, and wise policy direction by the Board.

For Consideration:

The forth Board Process Achievement Report up for review is the Board Policy Development Policy 4-24 (**Appendix A**). The Board director's report facilitating this review can be found in **Appendix B**.

Public Interest Consideration:

The Board has a recognized the importance of strong governance in order 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 ensures that policies are consistent and effective, and that the College is up to date with regulations, technology, and regulatory best practices.

Diversity, Equity and Inclusion Considerations:

It is incumbent on the Committee to consider whether the proposed action plan is consistent with the COO's organizational values relating to diversity, equity and inclusion.

Recommendation:

That the Board evaluate the success of implementing the Board Policy Development Policy 4-24 as presented by the facilitating director's report.

POLICY TYPE: GOVERNANCE PROCESS

4-24 Board Policy Development Policy

BACKGROUND

The College of Opticians of Ontario (COO) recognizes that one of its primary functions is to develop governance policies in accordance with its governance role and its mandate under provincial legislation.

POLICY**1. General Principles**

- a. It is the responsibility of the Board to develop, approve, update and evaluate implementation of its governance policies.
- b. The set of policies contained in the Policy Governance Manual (the “Board Policies”) shall be kept current at all times such that the policies accurately reflect current Board policy thinking and direction and so the policies remain relevant and useful.
- c. This policy applies to Board Policies only. The Board recognizes that the Registrar, CEO is delegated the responsibility of developing administrative policies and procedures to interpret and implement Strategic Outcomes and Operational Boundaries Policies. The Registrar, CEO may develop, amend, update and approve all administrative policies without Board review or approval.

2. Policy Categories

- a. Board Policies are grouped into four categories.
 - i. Strategic Outcomes Policies: These policies provide direction to the COO’s strategic vision, mission, impact and results.
 - ii. Operational Boundaries Policies: These policies set out the Board’s risk boundaries for COO operations.
 - iii. Governance Process Policies: These policies define the governance approach and processes the Board will use.
 - iv. Board-Staff Relationship Policies: These policies clarify the Board’s relationship with the Registrar, CEO and COO staff.

3. Policy Development

- a. Any individual (including a Director, committee member, Registrar, CEO, staff or external advisor), the Board as a whole, or a committee may request a new Board Policy or modifications to an existing Board Policy.
- b. In evaluating the request, the Board will consider the following:
 - i. The need for the Board to provide governance direction through a Board Policy statement.
 - ii. Whether the policy aligns with COO values, vision, mission and Strategic Outcomes Policies.
 - iii. Strategic implications and risk.
 - iv. Impact to the public interest, registrants, staff and other stakeholders.
 - v. Feasibility of implementing the request.
- c. The Board may assign the task of developing or modifying a policy to an appropriate committee.
- d. The Registrar, CEO and/or a committee may engage in initial stakeholder consultation before presenting a proposed policy to a committee or to the Board (see Board Decision-Making Policy, 4-20).

4. Policy Approval

- a. Policies will be approved in accordance with the Board Decision-Making Policy, 4-20.
- 5. Policy Implementation**
- a. Strategic Outcomes and Operational Boundaries Policies will be interpreted and implemented by the Registrar, CEO.
 - b. Governance Process and Board-Staff Relationship Policies will be interpreted and implemented by the Board.
- 6. Regular Policy Review**
- a. The Board recognizes that Board Policies need to be reviewed and updated/refreshed regularly to ensure they remain relevant and current.
 - b. Each Board Policy, once approved, will include a frequency for review, which will not exceed at least once every 4 years.
 - c. The process for reviewing Board Policies will be facilitated and supported by the Governance Committee with input from other committees as needed.
 - d. The policy review schedule will be considered when the Board establishes its annual Strategic Agenda/Work Plan.
 - e. In addition, the Board may review any of its policies at any time if it believes a review to be necessary.
- 7. Policy Tracking and the Policy Governance Manual**
- a. All Board Policies will be recorded in the COO Policy Governance Manual (the “Manual”).
 - b. The Manual will be kept on the COO electronic portal where it will be available to all Directors and Committee Members.
 - c. The Manual will be kept up to date by COO staff.
 - d. Directors and Committee Members are encouraged to refer to the Manual for use at Board and Committee meetings.
- 8. Policy Monitoring and Achievement Evaluation**
- a. The Board will receive scheduled monitoring reports from the Registrar, CEO on their interpretation and achievement of Strategic Outcomes Policies, and their interpretation and compliance with Operational Boundaries Policies.
 - b. The Board will evaluate, based on a schedule set out in Appendix A, the Board Workplan, its achievement of the Governance Process and Board-Staff Relationship Policies.

| Board Self-Monitoring Schedule January 2021 to December 2022 | | |
|---|----------------------------|--------------------------|
| Governance Policy | Date to be Reviewed | Director Assigned |
| Board Monitoring System Policy 4-25 | February 2021 | M. Smart |
| Board Annual Strategic Agenda/Workplan Policy 4-21 | May 2021 | I. Koenig |
| Role of Board Officers Policy 4-05 | October 2021 | S. Modhera |
| Board Policy Development Policy 4-24 | December 2021 | E. Lee |
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| Delegation to the Registrar Policy 3-03 | February 2022 | |
| Governance Approach Policy 4-01 | May 2022 | N. Mohammadzadeh |
| Board Code of Conduct | October 2022 | |
| Board Terms of Reference Policy 4-03 | December 2022 | |

APPENDIX B

| Board Policy Development Policy 4-24 Report Due December 6, 2021 | | | | | |
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| # | Policy Criteria | Board Interpretation of Policy Criteria (i.e. what does compliance with each policy criteria look like?) | Evidence Board has met the criteria | Deficiencies and Recommendations | Conclusion Level of Achievement 1 – Compliance Not Achieved 2 – Compliance Partially Achieved 3 – Compliance Fully Achieved |
| 1 | The Board complies with its commitment to develop and approve new policies in the manner set out in the Policy 4-24 | <p>The Board will have fulfilled this policy criterion if any individual (incl. a Director, committee member, Registrar, CEO, staff or external advisor), the Board as a whole, or a committee may request a new Board Policy or modifications to an existing Board Policy.</p> <p>If the policy aligns with COO values, vision, mission and Strategic Outcomes Policies.</p> <p>If the Board assigns the task of developing or modifying a policy to an appropriate committee.</p> | <p>Board primarily delegated to the Governance committee the task for developing and updating policies.</p> <p>Policies are developed with Public interest and DEI considerations.</p> <p>Policies can come from other committees, the Registrar and CEO.</p> <p>Legislative changes are considered.</p> | | 3 |
| 2 | The Board complies with its | The Board will have fulfilled this policy | These were the policies slated to be reviewed in 2021 | | 3 |

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| | <p>commitment to regularly review existing policies.</p> | <p>criterion if it does not exceed review at least once every 4 years, once policy is approved.</p> <p>By following Appendix 2 in the Governance Manual.</p> | <p>Feb. 2021-4.0 Governance Policy Review</p> <p>4.1 Registration Terms of Reference</p> <p>4.2 Fitness to Practice Terms of Reference</p> <p>4.3 QA Terms of Reference</p> <p>May 2021-9.1 Governance Policy Review</p> <p>9.1 a) Reserves Policy</p> <p>b) HR and Relations Policy</p> <p>c) Board Terms of Reference Policy</p> <p>Oct. 2021-8.0 Governance Policy Review</p> <p>8.1 Asset Protection Policy</p> <p>8.2 Investment Policy</p> <p>8.3 Delegation to the Registrar Policy</p> <p>8.4 Registrar, CEO Job Products Policy</p> <p>8.5 Registrar, CEO Position Description Policy</p> | | |
| 3 | <p>The Board complies with its commitment to track its policies.</p> | <p>The Board will have fulfilled this policy criterion if all Board Policies are recorded in the COO Policy Governance Manual aka: "The Manual".</p> | <p>Policies are tracked and kept up to date by COO staff in the COO electronic portal available to all Directors and Committee Members.</p> <p>Continual update and tracking by COO staff.</p> | | 3 |

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| 4 | The Board complies with its commitment to monitor and evaluate its policies. | <p>The Board will have fulfilled this policy criterion if:</p> <p>1. The Board receives scheduled monitoring reports from the Registrar, CEO and their interpretation and achievement of Strategic Outcomes Policies, and their interpretation and compliance with Operational Boundaries Policies.</p> <p>2. The Board will evaluate, based on a schedule set out in Appendix A, the Board Workplan, its achievement of the Governance Process and Board-Staff Relationship Policies.</p> | <p>1. Registrar:</p> <p>Feb. 2021</p> <p>5.0 Monitoring Reports</p> <p>5.1 Strategic Outcomes Policy Report</p> <p>5.2 Financial Planning and Budgeting</p> <p>5.3 Corporate identify public image and communication</p> <p>5.4 Emergency Registrar, CEO Succession</p> <p>May 2021-</p> <p>7.0 Monitoring Reports</p> <p>7.1 Financial condition Policy Monitoring Report</p> <p>7.2 Vendor Relations Policy Monitoring Report</p> <p>7.3 Relationship with Public and Beneficiaries Policy Monitoring Report</p> <p>Oct. 2021</p> <p>5.0 Monitoring Reports</p> <p>5.1 Strategic Plan Monitoring Report</p> <p>5.2 Communications and Support to the Board Policy Report</p> | | 3 |
| 5 | The Board adheres to its commitment to monitor | The Board will have fulfilled this policy criterion if tasks of development or modifying | <p>Reporting period Jan 2021 to December 2021:</p> <p>The first four policies have been reviewed:</p> | | 3 |

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| | <p>Governance Process and Board-Staff Relationship policies, as set out in the policy and Appendix A</p> | <p>a policy is assigned to appropriate committee members.</p> <p>The Board kept the review schedule in the Manual, Section 4-24, Appendix A.</p> <p>Four policies were reviewed in Jan 2021 to Dec. 2022.</p> <p>In 2022, four more policies will be reviewed.</p> | <ol style="list-style-type: none"> 1. Board Monitoring System Policy 4-25 2. Board Annual Strategic Agenda/Workshop Policy 4-21 3. Role of Board Officers Policy 4-05 4. Board Development Policy 4-24 5. Delegation to the Registrar Policy 3-03 6. Governance Approach Policy 4-01 7. Board Code of Conduct 8. Board Terms of Reference Policy 4-03 | | |
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Respectfully submitted,



Board Director Facilitating Review

November 18, 2021

Date