

# BRIEFING NOTE

**TO:** Board of Directors

**FROM:** Omar Farouk, Facilitating Director

**DATE:** June 3, 2024

**SUBJECT:** 7.0 Governance Approach Policy Monitoring Report

For Decision

For Information

Monitoring Report

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**Purpose:**

To review the Governance Approach Policy Monitoring Report.

**Background:**

In October 2017, the board approved the **Governance Approach Policy (4-01)**. The purpose of this policy is to outline the board's commitment to Policy Governance as its governance model, and to ensuring that roles are clearly defined between the board and operations.

**For Consideration:**

A monitoring report on the Governance Approach Policy is attached as **Appendix A**. A copy of the policy is attached as **Appendix B**.

**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. Monitoring important policies confirms that the board is fulfilling its duties and responsibilities and ensures that appropriate processes are in place to provide due diligence to planning and oversight over the College.

**Diversity, Equity, and Inclusion Considerations:**

When reviewing the report, it is incumbent on the board to consider whether any issues or concerns have arisen from a diversity, equity, or inclusion perspective.

**Risk Management Considerations:**

Continually monitoring important policies helps to identify, analyze, and address potential organizational risks before they negatively impact the College.

**Recommendations/Action Required:**

That the board evaluate the success of implementing the Governance Approach Policy as presented by the facilitating director's report. In doing this, the board should consider the following questions:

1. The report identifies how the board has interpreted each part of the policy. Does the board agree that these interpretations are accurate?
2. Does the board believe that any policy areas should be interpreted differently?
3. Does the board agree with the evidence identified in the report?
4. Does the board have any recommendations on steps that should be taken to address any concerns that have been identified?

## Governance Approach Policy 4-01

### Monitoring Report

#	Policy Criteria	Board Interpretation of Policy Criteria	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.	Role Distinction	The board has a salient responsibility, and the area of work/contribution is unique. The responsibility is related to governance only, not relevant to operations at all.	*December 5th and 6th 2022 as well as December 4th, 2023, meeting where there was an extensive conversation on Board Strategic Plan // Work Plan.  *Board of directors discussed Policy By laws for instance, Appointed Member policy, Strategic outcome policy.	NA	3
2.	Role Explanation	Provides background information on various operational parts of the organization. The board has a sacred responsibility to ensure that the COO operates in a smooth,	*Conversation on the Board of Directors Action Plan, Effectiveness Evaluation Policy and Code of Conduct set a very clear standard on the roles and responsibilities of each director.	NA	3

		transparent and customer centric manner.			
3.	Role Education	The expectation is all directors will be trained with appropriate guidance and instructions.	*The conversation which took place in March 2023 and an action plan was formed to offer programs like <i>Board-Committee mentorship program</i> which will enhance the overall skills of the board of directors so they can be more effective and well-informed of the COO Operations/changing deliverables.	There is always room to facilitate new training and enhance the skills of the directors.	3
4.	Role Evaluation	Every director will be evaluated based on their performance and obtain constructive feedback.	*Board conversation on 4-26 Board Effectiveness Evaluation Policy. The directors agreed that the Board chair will ensure that all the directors complete the self-evaluation forms.  *The introduction of a new policy of having a public session where the results of the board of director's attendance and their contribution will be discussed.	To avoid any frustration or negative experiences, the interactions should always be professional.	3
5.	Role Enforcement	Actions which will facilitate consequences for the directors for behaviors	*The application of the agreed-upon Code of Conduct as well as the Effectiveness Evaluation Policies.	NA	3

		demonstrated by them that are not in line with COO agreement.	*The impact of self-review forms completed by each director and the evaluation of the Board chair regarding the performance of each member.		
6.	Policy Monitoring	Regular monitoring in an ongoing basis of the board's adherence to rules and regulations.	*Board Strategic Agenda Work Plan is a useful tool to regularly monitor the board's performance against a robust framework. *The creation of the policy monitoring tool including the two monitoring reports. *Preparation of the Board Monitoring Report, Strategic Outcome reports in a regular manner.	NA	3
7.	Board Responsibility	The board's commitment and the fiduciary responsibilities as promised by the board of directors.	*The code of conduct clearly outlines the board's responsibility. Each meeting board members are constantly reminded of their duties and the value of their contribution.  *As outlined in the Board Strategic Plan (4-40) and detailed conversation regarding this topic on December 4th, 2023, meeting.	NA	3
8.	Board Discipline	The procedures and shared promises such as timely attendance by each of the	*Shared consensus on an appropriate Succession plan. *Frank conversation on timely	NA	3

		director are in place to ensure that the board operation is running smoothly and delivering the promise.	attendance, the quality of the questions asked or answered. *The overall value of the community connections and lived experiences each member brings to the table.		
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Respectfully submitted,

***Omar Farouk***

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 Name: Omar Farouk, Government Appointed Public Member.  
 Vice - Chair: Quality Assurance Committee

\_\_\_\_\_ April 19th, 2024 \_\_\_\_\_  
 Date

## POLICY TYPE: GOVERNANCE PROCESS

### 4-01 Governance Approach Policy

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The College of Opticians of Ontario Board (COO) will use the Policy Governance system to guide its approach to governing COO, creating policy direction, monitoring and being accountable to the public. The COO's governance approach will emphasize the following:

1. An outward focus on the public and mandate that it serves, rather than internal preoccupation;
2. Encouragement of diversity in viewpoints, skills and experiences;
3. Strategic and visionary leadership, rather than management detail;
4. Fostering public trust and community engagement;
5. Clear distinction between Board and Registrar, CEO roles;
6. Being proactive rather than reactive;
7. Accountability to the public and registrants through transparent, legal and ethical decision making; and
8. Inclusive and collaborative decision making.

In order to support this governance approach, the Board commits to ensuring:

9. **Role Distinction:** recognition that the Board's role is in governance and not management. Strong governance is achieved by selecting, supporting, and measuring the performance of an effective Registrar, CEO, who will be the Chief Executive Officer responsible for management of the organization.
10. **Role Explanation:** a clear written description of the mandate and responsibilities of each major entity within the organization.
11. **Role Education:** each person involved in the direction and operations of the College will receive appropriate orientation and training on their mandate and responsibilities to ensure they understand their role and how it relates to the other entities within the organization.
12. **Role Evaluation:** each person and entity within the organization will engage in an evaluation process and receive feedback on their performance.
13. **Role Enforcement:** a means of enforcing the organization's expectations where a person or entity within the organization is not participating appropriately in the affairs of the COO despite a clear explanation of their role, appropriate education, and evaluation of their performance.
14. **Policy Monitoring:** persistent due diligence through monitoring its adherence to, and achievement of, its policies.
15. **Board Responsibility:** the Board, not staff, will be responsible for Board performance.
16. **Board Discipline:** the Board will enforce upon itself whatever discipline is needed to govern with excellence. Board discipline will apply to matters such as attendance, preparation for meetings, responding to requests for feedback and input on key issues, policy making principles, respect of roles, speaking with one voice, and ensuring the continuity of governance capability.

Individual directors commit to supporting the Board's governance approach by:

17. **Director Responsibility:** acknowledging that their responsibility to the COO takes precedence over any role an individual director may have to represent a particular group or perspective.

18. **Skill Enhancement:** enhancing their skills and knowledge with respect to their role through participation in training and continuing education, and by actively building their sector and industry awareness.
19. **Diligence:** bringing a knowledgeable, diligent and enthusiastic approach to their role.

The Board Chair commits to supporting the Board’s governance approach by:

20. **Relationship Optimization:** Ensuring that the relationship between the Board and the Registrar, CEO is optimized.
21. **Spokesperson:** Acting as the spokesperson for the Board on governance matters and representing the Board to government and other related groups and boards/councils.