

**BOARD MEETING MINUTES March
6, 2023
9:30 AM to 3:40 PM
by zoom**

Attendees: Mr. Stephen Kinsella, Chair, Public Member
Mr. Derick Summers, Vice Chair, RO, Elected Member
Ms. Diana Bristow, Public Member
Mr. Kevin Cloutier, RO, Elected Member
Mr. Omar Farouk, Public Member
Ms. Peggy Judge, Public Member
Ms. Neda Mohammadzadeh, RO, Vice-Chair, Elected Member
Mr. Samir Modhera, RO, Elected Member
Ms. Tonya Nahmabin, RO, Elected Member
Ms. Dorina Reiz, RO, Elected Member
Mr. Henry Wiersema, Public Member
Mr. Rob Vezina, RO, Elected Member

Administration: Mr. Fazal Khan, RO, Registrar, CEO
Ms. Amy Stein, Deputy Registrar and General Counsel
Ms. Carolyn Robertson, Manager, Communications and Executive Office
Ms. Fizza Asad, Human Resources and Accounting Specialist

Guests: Ms. Sarah Butson, Meeting Facilitator

Regrets: Ms. Elsa Lee, RO, Elected Member
Mr. Paul Wilk, Public Member

1.1 Introductions and Announcements

S. Kinsella introduced himself, the Board Members, and the Administration. S. Butson reviewed the meeting norms and high five with participants. S. Kinsella opened the meeting with the Land Acknowledgement and went on to introduce himself, the board members and administration.

1.2 Conflict of Interest Declaration

No conflicts of interest were declared.

1.3 Adoption of the Agenda

F. Khan proposed that agenda item 5.1, Strategic Outcomes Policy Monitoring Report, be moved to after lunch.

MOTION: TO APPROVE THE AGENDA AS AMENDED

MOVED: H. WIERSEMA

SECONDED: K. CLOUTIER

FOR: 12

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

2.0 Minutes of the December 5 and 6, 2022, Board Meeting

MOTION: TO APPROVE THE DECEMBER 5 AND 6, 2022, MINUTES

MOVED: D. SUMMERS

SECONDED: T. NAHMABIN

FOR: 11

AGAINST: 0

ABSTAINED: 1 (R. Vezina abstained as he was not present at the December 5 and 6, 2022 meeting).

VOTE: CARRIED

3.0 Financial Reports and Financial Report Training

3.1 Financial Report Training

F. Asad provided a training session to the board on reading financial reports.

3.2 Year-to-date Financial Variance Report

F. Asad presented the final variance report for the 2022 fiscal year for the period ending December 31, 2022. The review highlighted any line items that showed a significant variance from the budget. The floor was then opened to questions.

MOTION: THAT THE BOARD APPROVE THE FINANCIAL VARIANCE REPORT, AS PRESENTED.

MOVED: O. FAROUK

SECONDED: K. CLOUTIER

FOR: 12
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

4.0 Board Policy Review and Update

At each meeting the Governance Committee brings forward policies that are scheduled for content review. D. Bristow presented the following three policies that were up for review this quarter:

1. Strategic Outcomes Policy
2. Role of Board Officers Policy
3. Appointed Member Policy

The committee recommended changes to two of the policies, and the status quo for the third. Diana went through the policies one at a time and then passed to the Chair to call for a motion before moving on to the next policy.

For the Strategic Outcomes Policy, it was noted that the Board approved its new strategic plan in December. The Governance Committee recommended that the Policy in the governance manual be updated to align with the 2023-2025 strategic plan.

Public Interest Considerations: The board considered the importance of strong governance to carry out its object of regulating the profession in the public interest and has invested significant time and resources into updating its governance policies and processes. Reviewing the content of these policies ensures that policies are consistent and effective, and that the College is up to date with regulations, technology and regulatory best practices.

MOTION: THAT THE BOARD APPROVE THE PROPOSED AMENDMENTS TO THE STRATEGIC OUTCOMES POLICY AS RECOMMENDED BY THE GOVERNANCE COMMITTEE.

MOVED: H. WIERSEMA
SECONDED: P. JUDGE

FOR: 12
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

The Role of Board Officers Policy provides general terms of reference for board members who serve as officers of the college, namely the chair, vice-chair, and members-at-large of the executive committee. No updates were proposed for the policy as it continues to meet the board's needs.

Public Interest Consideration: The board has recognized the importance of strong governance to carry out its object of regulating the profession in the public interest and has invested significant time and resources into updating its governance policies and processes. Reviewing the content of these policies ensures that policies are consistent and effective, and that the College is up to date with regulations, technology and regulatory best practices.

MOTION: THAT THE BOARD APPROVE THE STATUS QUO FOR THE ROLE OF BOARD OFFICERS POLICY AS RECOMMENDED BY THE GOVERNANCE COMMITTEE.

MOVED: R. VEZINA
SECONDED: K. CLOUTIER

FOR: 12
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

D. Bristow presented a change that the Governance Committee proposed to the Appointed Member Policy. Specifically, the committee proposed that the word "shall" in paragraph 11 be changed to "may" to reflect the board's preferred practice with respect to appointed member participation in board strategic planning sessions.

The floor was opened to questions and some clarification was provided on how, in general, appointed members are included in strategic planning sessions, but that ultimately as the strategic plan is the board's responsibility, there are circumstances where it would not be appropriate or practical to include appointed members.

MOTION: THAT THE BOARD APPROVE THE PROPOSED AMENDMENTS TO THE APPOINTED MEMBER POLICY AS RECOMMENDED BY THE GOVERNANCE COMMITTEE.

MOVED: N. MOHAMMADZADEH
SECONDED: D. SUMMERS

FOR: 12
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

5.0 Monitoring Reports

5.1 Strategic Outcomes Policy Monitoring Report was tabled and will be presented later in the afternoon.

5.2 Financial Planning and Budgeting Monitoring Report

S. Butson advised that F. Khan would be delivering four monitoring reports to the board and noted that these reports are one of the primary tools used by the board to monitor organizational risk and to make sure that the Registrar, CEO is carrying out the board's strategic mandate while staying within the operational risk boundaries that it identified.

F. Khan presented the Financial Planning and Budgeting Monitoring Report.

It was noted that the college follows an investment strategy that focuses on investing in smaller instruments that mature at regular intervals so as to ensure the college will have cash flow that is available as needed.

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

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

MOVED: H. WIERSEMA

SECONDED: R. VEZINA

FOR: 12

AGAINST: 0

ABSTAINED: 0

MOTION 2: THAT THE BOARD AGREES THAT THE REGISTRAR, CEO COMPLIED WITH THE POLICY.

MOVED: D. SUMMERS

SECONDED: K. CLOUTIER

FOR: 12

AGAINST: 0

ABSTAINED: 0

5.3 Corporate Identity, Public Image and Communication Policy Monitoring Report

F. Khan presented the Corporate Identity, Public Image and Communications Report to the board including reviewing the relevant strategic plan key performance indicators in detail. It was noted that no changes have been made to the corporate seal or the corporate identity during the reporting period, and that the college takes steps to ensure that the COO name and logo are only used in approved ways.

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

MOVED: D. SUMMERS
SECONDED: O. FAROUK

FOR: 12
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

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

MOVED: K. CLOUTIER
SECOND: T. NAHMABIN

FOR: 12
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

9.3 Emergency Registrar CEO Succession Policy Monitoring Report

F. Khan presented the Emergency Registrar CEO Succession Policy Monitoring Report to the board. The presentation included reviewing the plan that is in place should anything happen to the Registrar. The Deputy Registrar and the board Chair are kept abreast of all relevant information. In addition, the college employs a practice advisor who has extensive knowledge with respect to the opticianry profession.

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

MOVED: R. VEZINA
SECONDED: D. SUMMERS

FOR: 12
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

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

MOVED: R. VEZINA
SECOND: D. SUMMERS

FOR: 12
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

6.0 Registration Fees

S. Kinsella reviewed the proposed 2024-2028 registration fees table with the board. The proposed fees table must be circulated to stakeholders for at least 60 days before the board makes a final decision.

The Executive initially recommended a 1.5% annual fee increase. It was noted, however, that updated financial models were now available, and that those models indicated that a fee increase of 2.5% or more was likely needed to avoid budgetary deficits in the 2024-2028 period.

The board reviewed the financial models in detail and identified several strategic priorities for the organization, including ensuring the college had healthy operating contingency fund that met with best practices for non-profit organizations, and fair staff compensation and retention to ensure the long-term health of the organization.

On review of the new information and updated financial models, the majority of board members were in favour of proposing an annual fee increase of 2.5% for 2024-2028.

Public Interest Considerations: The Board is charged with ensuring that the College is adequately funded in order to carry out its statutory mandate. As registrant fees are the College's primary source of revenue, they ought to allow the college to perform all statutory functions, including registration, quality assurance, investigations and discipline. The board is also responsible for ensuring that adequate funds are available to achieve the initiatives identified in the strategic plan, which were also developed with a public interest focus.

Diversity, Equity and Inclusion Considerations: The Board is responsible for ensuring that the College is adequately funded to implement strategic initiatives that are aimed ensuring equitable, inclusive and culturally safe care for Ontario patients, including training, resource development, and stakeholder engagement.

MOTION: TO CIRCULATE A PROPOSED FEES TABLE TO STAKEHOLDERS FOR FEEDBACK

MOVED: H. WIERSEMA
SECONDED: T. NAHMABIN

FOR: 11
AGAINST: 0
ABSTAINED: 1 abstained (D. Reiz)

VOTE: CARRIED

The board meeting was recessed for 1 hour.

7.0 Board Monitoring System Policy Report

S. Kinsella presented the Board Monitoring System Policy Report to the board. The report noted that compliance was fully achieved in all areas.

The board was then invited to ask questions. No board members identified any concerns with regard to the monitoring report.

Public Interest Considerations: The Board has 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: When reviewing the report, it is incumbent on the board to consider whether any issues or concerns have arisen from a diversity, equity and inclusion perspective.

Shared for information only.

8.0 Status of the 2022 Board Action Plan

A. Stein presented a status update on the board's 2022 Action Plan. The majority of items on the action plan were achieved by the board. Four items were identified as still being in progress. The majority related to governance reforms that will be considered by the Governance Committee in 2023.

This was shared for information only.

9.0 Registrar's Report

F. Khan presented the registrar's report to the board. Highlights included updates on weekly in-office days for staff, government relations and pending regulatory amendments, news from the Ministry of Health on legislative change and the College Performance Measurements Framework, external relations and space planning.

This was shared for information only.

9.2 Examinations Report Committee Reports Communications Report and committee Annual reports.

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

MOVED: D. SUMMERS

SECONDED: K. CLOUTIER

FOR: 12

AGAINST: 0

ABSTAINED: 0

VOTE: **CARRIED**

5.1 Strategic Outcomes Monitoring Report

F. Khan reviewed the Strategic Outcomes Policy Monitoring Report with the board. A new template has been created to correspond with the new strategic plan approved by the board for 2023-2025. The template identifies strategies, key performance indicators and targets that will be used by the administrative team to monitor progress in achieving the board's strategic priorities. The board was asked to provide comments and feedback on the proposed strategies, KPIs and targets so that the administrative team can begin operationalizing the strategic plan.

The board was of the view that the template demonstrated an appropriate and reasonable interpretation of the board's strategic plan. It was noted that strategies to address unauthorized practice should make sure to include websites/online sales in addition to brick and mortar stores.

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

MOVED: O. FAROUK

SECONDED: H. WIERSEMA

FOR: 12

AGAINST: 0

ABSTAINED: 0

VOTE: **CARRIED**

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

MOVED: D. SUMMERS

SECOND: K. CLOUTIER

FOR: 12

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

MOTION: TO GO IN CAMERA TO GO IN-CAMERA UNDER S. 7(2)(D) AND (E) OF THE HEALTH PROFESSIONS PROCEDURAL CODE TO DISCUSS A PERSONNEL MATTER AND A LEGAL MATTER.

MOVED: D. SUMMERS

SECOND: K. CLOUTIER

FOR: 12

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

23.0 Adjournment

MOTION: TO ADJOURN

MOVED: S. KINSELLA

SECONDED: K. CLOUTIER

VOTE: CARRIED

FOR: 12

AGAINST: 0

ABSTAINED: 0

