

BRIEFING NOTE

TO: Board of Directors

FROM: Governance Committee

DATE: October 3, 2022

SUBJECT: 5.1 Content Review of the Global Board-Registrar CEO Relationship Policy 3-01, the Board Meeting Process Policy 4-22 and the Board Monitoring System Policy 4-25

☒ For Decision

☐ For Information

☐ Monitoring Report

Purpose:

To carry out a scheduled content review of policies 3-01, 4-22 and 4-25 for the purpose of determining whether any amendments are necessary.

Background:

It is the responsibility of the Board to develop, approve, update and evaluate implementation of its governance policies. Appendix 2 to the COO's Policy Governance Manual sets out a review schedule for all policies in the manual. The purpose of reviewing the policies on a regular basis is to ensure that they continue to be relevant and serve the function that they were implemented for.

For Consideration:

The Global Board-Registrar CEO Relationship Policy 3-01 (**Appendix A**), the Board Meeting Process Policy 4-22 (**Appendix B**) and the Board Monitoring System Policy 4-25 (**Appendix C**) are slated for evaluation of their content this year on the Board Policy Review Schedule. On review, the Governance Committee was of the view that all three policies continue to adequately serve the Board's needs and that no updates were needed.

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.

Diversity, Equity and Inclusion Considerations:

The Committee did not identify any concerns from a diversity, equity or inclusion standpoint relating to these policies.

Recommendation:

The Governance Committee recommends that the Board approve no changes to the following policies:

- The Global Board-Registrar CEO Relationship Policy 3-01
- The Board Meeting Process Policy 4-22
- Board Monitoring System Policy 4-25

POLICY TYPE: BOARD – STAFF RELATIONSHIP

3-01 Global Board-Registrar, CEO Relationship Policy

The Board's sole connection to the operational organization, its achievements, and conduct is through the Registrar, CEO.

Further:

1. The Board will consider the Registrar, CEO's performance synonymous with organizational performance as a whole.
2. Only the Board acting as a body can employ, terminate, discipline, or change the conditions of employment of the Registrar, CEO.
3. Directors will refer any compliments, complaints or criticisms about operational issues and trends to the Registrar, CEO.

POLICY TYPE: GOVERNANCE PROCESS**4-22 Board Meeting Process Policy****PURPOSE**

The College of Opticians of Ontario (COO) Board of Directors is committed to conducting its business in a manner that is transparent, organized, and fair, and consistent with its mandate to regulate the opticianry profession in the public interest.

POLICY**Agendas**

1. Agendas for Board meetings will be prepared by the Registrar, CEO in collaboration with the Board Chair, and will be aligned with Policy 4-40, Board Annual Strategic Agenda/Work Plan.
2. Directors or Appointed Committee Members who wish to request that an item be added to the agenda may bring the matter to the attention of the Board Chair and/or the Registrar, CEO at least 30 days prior to the scheduled meeting. In considering the request, the Board Chair and/or the Registrar, CEO will take the following factors into account:
 - a. Board meeting time/capacity.
 - b. Alignment with the Board's strategic agenda/work plan, objectives and Governance Manual.

Chairing Board Meetings

3. Board meetings will be chaired or co-chaired by a Meeting Chair, who may be the Chair of the Board or any other person selected by the Board to chair the meeting, in accordance with the By-laws. During the meeting, the Meeting Chair will directly, or through delegation to an appropriate co-chair or facilitator:
 - a. Read motions as required.
 - b. Keep a speakers list as required.
 - c. Preserve order, with reference to the Rules of Order set out in the by-laws.
 - d. Make efforts to ensure that all Directors are engaged and participating.

Meeting Guidelines

4. Public Board Meetings:
 - a. These meetings are open to the public in accordance with the RHPA and are where the majority of Board business is conducted.
 - b. The Board will ensure that reasonable notice is provided to registrants, the public and the Minister of Board meetings in accordance with the *Health Professions Procedural Code*. Meeting dates and times will be posted on the College's website. Changes in the schedule will be posted on the College's website at least 48 hours prior to the scheduled meeting (where possible).
 - c. Appointed Committee Members will be invited to attend public Board meetings as guests/observers, meaning they may not provide comments or ask questions during the meeting, unless they have been invited to present to the Board in their capacity as chair or representative of a statutory or non-statutory committee of the College.

- d. To ensure adequate space and preparation, any other individuals wishing to attend a public Board meeting shall advise the College by phone or email. It is recommended that, wherever possible, guests provide at least 48 hours' notice. Anyone who attends a public Board meeting without providing notice may be asked to leave at the request of the Chair if sufficient space is not available.
 - e. Other individuals who attend a public Board meeting will have observer status, meaning that they may not provide comments or questions during the meetings. The Meeting Chair and/or the Board Chair may ask anyone who is disrupting the proceedings to leave, and may prohibit such individual from attending future meetings.
 - f. Meetings will include regular breaks, during which Directors will suspend all discussion of COO or Board business.
 - g. Meeting materials for public Board meetings will be posted to the COO website in advance of meetings in accordance with the *Health Professions Procedural Code* and the Posting of Board Materials Policy, 4-23.
5. *In Camera* Board Meetings:
- a. In camera meetings are closed to the public and will be held where the Board has made a motion to exclude the public in accordance with the relevant provisions of the *Health Professions Procedural Code*.
 - b. In deciding to go in camera, the Board will consider whether the need for confidentiality outweighs the desirability of adhering to the principle that Board meetings be open to the public.
 - c. In camera meetings will include Directors and the Registrar, and may also include the Deputy Registrar and any other staff members or external advisors requested by the Board (e.g. legal, auditor, consultant). Appointed Committee Member will not be included in in camera sessions unless circumstances require their attendance in order to address a particular agenda item (e.g. as the chair of a committee) and a motion is carried permitting such attendance. Such attendance will be limited to the portion of the in camera session where their presence is required.
 - d. No Board meetings will be held without the presence of any COO staff person unless the meeting is for the purpose of:
 - i. Voting to terminate the Registrar, CEO; or
 - ii. A discussion about Registrar, CEO performance that must be held on an emergency basis in between regularly scheduled annual performance evaluations held in accordance with the Registrar, CEO Performance Evaluation Process Policy, 3-07. For the purpose of this policy, an emergency refers to a situation where a serious risk to the COO has been identified that requires immediate action to avoid irreparable harm to the COO or the public interest.
 - e. In the event that the Board holds a meeting without the presence of any COO staff, it shall retain appropriate external legal counsel to attend the meeting and keep a record of any discussion or votes.
 - f. The Board may order that materials relating to in camera sessions will not be published or broadcast, in accordance with the *Health Professions Procedural Code*.
 - g. The Board may report on the topics covered during the in camera session at the next public Board meeting.

Board Meeting Minutes

6. Minutes will be taken and retained for all Board meetings and will serve as the official record of the decisions/motions, rationale and actions of the Board.
7. Minutes will include:
 - a. Details of the meeting, including the date, time, place, format (e.g. in person, teleconference, videoconference), Directors present, Directors absent, staff and guests present.
 - b. A record of any votes, motions and/or decisions made by the Board, including a record of the number of “yes”, “no” or “abstain” votes. All Directors who choose to abstain from a vote will provide a reason for the abstention, which will be recorded in the minutes.
 - c. The rationale for decisions made by the Board. For clarity, the minutes will not include details of deliberations, only the rationale for the eventual decision.
8. Draft minutes will be circulated to Directors as soon as possible (or within approximately 14 days) following the Board meeting for their review and feedback.
9. Drafts of Board meeting minutes will be placed on the agenda at the following Board meeting for validation and approval. Minutes from in camera sessions will be placed on the agenda of the following in camera Board meeting.
10. Minutes will not be considered official until they have been approved by a majority of Directors present and voting.
11. Minutes from in camera sessions will be marked “confidential” and will not be made available to the public.

POLICY TYPE: GOVERNANCE PROCESS

4-25 Board Monitoring System Policy

PURPOSE

This policy outlines the rationale, process, and mechanisms that the Board uses to monitor the Registrar, CEO/organization's achievement of results (Strategic Outcomes Policies) within operational risk boundaries (Operational Limitations Policies).

POLICY

Monitoring Registrar, CEO performance is primarily done by the Board by measuring achievement of and/or compliance with Strategic Outcomes Policies and Operational Boundaries Policies (collectively the "Policies"). Monitoring is therefore synonymous to evaluation of Registrar, CEO performance.

1. The purpose of 'monitoring' is to determine the degree to which Board policies on Strategic Outcomes and Operational Boundaries are being achieved by the Registrar, CEO.
2. The following principles will apply to the Board's monitoring of the Registrar, CEO:
 - a. The Board is committed to a thorough review and evaluation of Monitoring Reports and to providing useful feedback to the Registrar, CEO.
 - b. Monitoring will be as automatic as possible such that the majority of the Board's time can be focused on designing the future.
 - c. Monitoring of the Registrar, CEO is considered synonymous with monitoring organizational performance.
3. The Board's monitoring of the Registrar, CEO will follow one or more of the following processes to generate "monitoring data/reports":
 - a. Internal Monitoring Reports: The Registrar, CEO will provide Internal Monitoring Reports on the Policies to the Board in accordance with the schedule set out in Appendix 1 or as otherwise directed by the Board.
 - b. External Monitoring Reports: These are reports prepared by a qualified, impartial external reviewer who is selected and retained at the direction of the Board to assess the Registrar, CEO's performance or achievement of a Policy. External Monitoring Reports assess executive performance only against policies of the Board, not those of the external party unless the Board has previously indicated the external party's opinion/policies to be the standard. External Monitoring Reports may only be obtained in the following circumstances:
 - i. Where the Registrar, CEO has failed to provide a Monitoring Report in accordance with paragraph a;
 - ii. The Registrar, CEO provided a Monitoring Report in accordance with paragraph a, but upon review, at least 75% of Directors are of the opinion that further information is required in order to properly assess the performance of the Registrar, CEO; or

- iii. Where the Board has approved a policy for regularly scheduled external monitoring in accordance with the schedule set out in Appendix 1.
- c. Direct Board Inspection: This is a direct inspection of documents, activities or circumstances relating to the Registrar, CEO's performance or achievement of a Policy. The direct inspection may be carried out by the Board as a whole or delegated to a Director or committee and will apply a "prudent person" standard to the Registrar, CEO's performance/policy compliance. Direct Board inspection will only take place in the following circumstances:
 - i. Where an External Monitoring Report has been obtained in accordance with paragraph b, but upon review at least 75% of Directors are of the opinion that further information is required in order to properly assess the performance of the Registrar, CEO; or
 - ii. Where the Registrar, CEO has failed to provide a Monitoring Report in accordance with paragraph a, and at least 75% of Directors are of the opinion that it would not be appropriate to obtain an External Monitoring Report, having regard to all relevant circumstances.
- 4. The Board will review and evaluate all Monitoring Reports submitted by the Registrar, CEO. The Board will record in the Board meeting minutes the outcome of its evaluation of each report as to whether the Registrar, CEO policy interpretation is reasonable and as to whether the evidence provided demonstrates policy achievement.
- 5. Each year by January/February, the Board will conduct a formal Annual Performance Evaluation Summary for the Registrar, CEO. This evaluation will consider monitoring data as defined in paragraph 3 and as reviewed throughout the year along with the Board's general feedback on performance trends [See Registrar, CEO Performance Evaluation Process Policy, 3-07].

Appendix 1 – Board Monitoring System Schedule of Registrar, CEO/Organization