

DRAFT BOARD MEETING MINUTES**March 2, 2026****10:30 AM to 2:30 PM****by zoom**

Attendees: Kevin Cloutier, RO, Board Professional Member
Derick Summers, RO, Vice-Chair, Board Professional Member
John Battaglia, RO, Board Professional Member
Greg Chitilian, Board Public Member
Omar Farouk, Board Public Member
Paul Imola, RO, Board Professional Member
Parminder Kalsi, RO, Board Professional Member
Stephen Kinsella, Board Public Member
Golta Mohammadi, RO, Board Professional
Alicia Munian, Board Public Member
Mark Priddle, Board Public Member
Carlo Sicoli, RO, Board Public Member
Johanna Whalen, RO, Board Professional Member

Regrets: Carlos Pacheco, RO, Board Professional

Administration: Fazal Khan, RO, Registrar, CEO
Amy Stein, Deputy Registrar and General Counsel
Carolyn Robertson, Manager, Communications and Executive Office
Fizza Asad, Manager, Finance and Human Resources
Emma Brooks, Senior Coordinator, Registration

Guests: Susan Gregory, Facilitator

1A.0 In Camera Session

MOTION: TO GO IN CAMERA UNDER S. 7(2)(d) OF THE HEALTH PROFESSIONS PROCEDURAL CODE
TO DISCUSS A PERSONNEL MATTER.

MOVED: P. IMOLA

SECONDED: S. KINSELLA

FOR: 13

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

Following the in-camera session, the Board took a short break. When the meeting resumed, the live stream started on YouTube.

1.0 Introduction

K. Cloutier introduced himself, the Board of Directors, and the administration, and then opened the meeting with a land acknowledgment.

1.1 Conflict of Interest Declaration

No conflicts of interest were declared.

1.2 Adoption of the Agenda

MOTION: TO APPROVE THE AGENDA.

MOVED: C. SICOLI

SECONDED: P. IMOLA

FOR: 13

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

2.0 Minutes of December 1 and 2, 2025, Board Meeting

MOTION: TO APPROVE DECEMBER 1 AND 2, 2025, MINUTES

MOVED: C. SICOLI

SECONDED: S. KINSELLA

FOR: 9

AGAINST: 0

ABSTAINED: 4 J. Battaglia, P. Kalsi, G. Mohammadi, J. Whalen abstained as they were not present at the December 1 and 2 meeting.

MOTION: TO APPROVE JANUARY 12, 2026, MINUTES

MOVED: J. BATTAGLIA

SECONDED: O. FAROUK

FOR: 12

AGAINST: 0

ABSTAINED: 1 G. Mohammadi abstained as she was not present at the December 1 and 2, 2025, meeting.

VOTE: CARRIED

3.0 Financial Reports

3.1 Financial Variance Report to December 31, 2025

F. Asad presented the Financial Variance Report to the Board. F. Asad reviewed the miscellaneous revenue category, clarifying that some changes have been made and that the optician revenue line now only reflects registration fees. Related fees, such as application fees and status change fees, are now being captured in the miscellaneous revenue category.

It was noted that Board and committee expenses came in under budget due in part to two Board Member resignations, which resulted in a reduction in meeting costs.

The floor was opened to questions.

MOTION: TO APPROVE THE FINANCIAL VARIANCE REPORT TO DECEMBER 31, 2025.

MOVED: M. PRIDDLE

SECONDED: J. WHALEN

FOR: 13

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

4.0 Board Policy Review and Updates.

C. Sicoli presented the briefing note on the governance policies that were being put forward for scheduled review. This quarter, four policies were up for review:

- Strategic Outcomes Policy (1-01)
- Vendor Relations and Procurement Management Policy (2-05)
- Role of the Board Officers Policy (4-05)
- Appointed Member Policy (4-06)

The Strategic Outcomes Policy 1-01: The policy was updated to align with the COO's Strategic Plan for 2026 - 2028, which was approved by the Board in December 2025 and ratified in January 2026. The policy defines the results the College is expected to achieve, based on the Board's understanding of and engagement with the public. It directs the Registrar and CEO to accomplish strategic goals that support the College's public protection mission.

The Vendor Relations & Procurement Management Policy 2-05: The policy outlines the Board's expectations of the Registrar and CEO's relationships with vendors, and the risk boundaries related to the procurement process. The policy was initially approved in 2018 and reviewed in 2022, and no updates were proposed as the policy still meets the Board's needs.

The Role of Board Officers Policy 4-05: The policy defines the roles, responsibilities, and authority of the Board Officers in supporting Board governance and clarifies the mandates of the Chair, Vice-Chair, and the three General Board Officers, who together comprise the Executive Committee. Minor amendments were proposed to ensure consistency with existing Board policies.

It was noted that the section of the policy related to the chair's attendance at committee meetings may require additional review. It was agreed that the proposed amendments to the policy were unrelated to this issue, and were appropriate for approval. The Governance Committee would review the policy again with respect to the identified section.

The Appointed Member Policy 4-06: Minor amendments were proposed to reflect the Board's current processes. The policy establishes the roles, responsibilities, and terms of Appointed Committee Members and includes eligibility, appointment terms, participation, and remuneration.

The Board was invited to ask questions regarding each policy.

Public Interest Considerations: The Board has recognized the importance of strong governance in fulfilling its mandate to regulate the profession in the public interest. It has invested significant time and resources into updating its governance policies and processes to ensure that they remain consistent, effective, and aligned with legislation, technology, and regulatory best practices. The Board has a duty to ensure its decisions are consistent with the College's public interest mandate. The Committee noted that, in developing the COO's Strategic Plan 2026 - 2028, the Board assessed each proposed outcome against the College's public interest mandate.

Diversity, Equity, and Inclusion Considerations: The Governance Committee reviewed the proposed amendments and identified no concerns from a diversity, equity, or inclusion (DEI) perspective. The committee also noted that the Strategic Plan 2026 – 2028 incorporates DEI considerations across all three pillars. In reviewing both the draft and final versions of the plan, the Board determined that no issues or concerns were identified from a DEI perspective.

Risk Management Considerations: Regular review of governance policies helps ensure alignment with the Board's strategic objectives and mitigates organizational risk. The Role of Board Officers Policy and

the Appointed Member Policy clearly define roles, responsibilities, and authority, reducing the risk of role confusion and inconsistent decision making.

The Board agreed with the Public Interest, Diversity, Equity, and Inclusion, and Risk Management considerations put forward by the committee.

MOTION: TO APPROVE THE PROPOSED CHANGES TO THE STRATEGIC OUTCOMES POLICY (1-01), ROLE OF BOARD OFFICERS POLICY (4-05), AND APPOINTED MEMBERS POLICY (4-06).

MOVED: M. PRIDDLE

SECONDED: P. KALSI

FOR: 13

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

MOTION: TO APPROVE NO CHANGES TO THE VENDOR RELATIONS AND PROCUREMENT MANAGEMENT POLICY (2-05).

MOVED: P. IMOLA

SECONDED: G. MOHAMMADI

FOR: 13

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

MOTION: TO APPROVE THE GOVERNANCE COMMITTEE REVIEW OF THE ROLE OF THE BOARD OFFICERS POLICY AGAIN IN 2026.

MOVED: D. SUMMERS

SECONDED: J. BATTAGLIA

FOR: 13

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

4.5 Registrar, CEO Performance Evaluation & Compensation Process Policy

Note: 4.5 was presented first; however, for clarity, the numbering is the same as the agenda.

C. Sicoli presented proposed updates to the Registrar CEO Performance Evaluation and Compensation Process Policy. The review was prompted by a direction from the Board at the December meeting to amend the policy to ensure at least one Public Board Member on the Registrar, CEO's performance review sub-committee.

The proposed amendments require that there be at least one Public Board Member on the Registrar's Review Subcommittee.

Public Interest: The proposed amendment ensures that all perspectives are represented in performance evaluation and compensation decisions, including input from public members. This supports the College's mandate to act in the public interest.

Diversity, Equity, and Inclusion: The proposed amendment promotes inclusivity by ensuring that both professional and public voices are represented in the performance evaluation process, supporting balanced participation.

Risk Management: The proposed amendment mitigates governance and reputational risks by ensuring that performance evaluation and compensation decisions reflect diverse perspectives and input.

The Board affirmed the Public Interest, the Diversity, Equity, and Inclusion, and the Risk Management Considerations put forward by the Committee.

MOTION: TO APPROVE THE PROPOSED AMENDMENT TO THE REGISTRAR, CEO PERFORMANCE EVALUATION COMPENSATION PROCESS POLICY.

MOVED G. MOHAMMADI
SECOND: P. KALSI

FOR: 13
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

4.6 Approval of the Pre-Election Training Module (4-18)

C. Sicoli presented proposed amendments to the Pre-Election Training Module. Since 2020, when the Board approved an amendment to the bylaws, candidates seeking election have been required to complete a pre-election training module. The current process involves the Board approving the module each year, and the current module is the Jurisprudence Manual, Chapter 4.

The Governance Committee recommended approving the module every three years rather than annually.

Public Interest Considerations: The Committee noted that designating Chapter 4 as the pre-election training module would remove the need for annual Board approval, allowing the Board to focus on other matters that advance the College's public interest mandate. The Jurisprudence RHPA module provides registrants with a foundational understanding of the legislative framework and the role of COO's Board and committees, ensuring elected directors are prepared to fulfill their fiduciary responsibilities.

Diversity, Equity, and Inclusion Considerations: The Jurisprudence Chapter is easily accessible on the COO website and may be completed by registrants at their own pace, which supports equitable access to pre-election training. The three-year review cycle also provides the Board with an opportunity to assess whether the module remains accessible, inclusive, and reflective of evolving DEI principles and best practices.

Risk Management Considerations: Designating Chapter 4 as the Pre-Election Training Module mitigates governance risk by ensuring that all candidates for election possess baseline knowledge of the RHPA, the College's mandate, and the roles and responsibilities of directors. The three-year review cycle maintains oversight and allows the Board to respond to legislative, regulatory, or governance changes, while retaining flexibility to approve an alternative module if needed.

The Board affirmed the Public Interest, the Diversity, Equity, and Inclusion, and the Risk Management Considerations put forward by the Committee.

MOTION: TO APPROVE THE PROPOSED AMENDMENT TO THE PRE-ELECTION TRAINING MODULE POLICY.

MOVED: G. MOHAMMADI
SECOND: M. PRIDDLE

FOR: 13
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

5.1 Role of the Board Officers Policy

A. Munian presented the Role of the Board Officers Policy Monitoring Report. The report covers the period from October 2023 to September 2025 and was deferred from the originally scheduled presentation at the September meeting. It was confirmed that the next report would cover the period from October 2025 to September 2027.

The policy clarifies the role of the Executive Committee. Compliance was fully achieved in all areas, and no action items were identified. The report was provided for information, and the Board was invited to ask questions.

5.2 Delegation to the Registrar Policy

S. Kinsella presented the Delegation to the Registrar Policy Monitoring Report. The report covered the period from March 2024 to February 2026. The Board was compliant in all areas, and no action items were identified. The report was provided for information only, and the Board was invited to ask questions.

6.0 Proposed Amendments to the By-Laws Signing Authorities

A. Stein presented proposed amendments to the by-laws relating to signing authorities for cheques and contracts. Currently, all cheques and contracts over \$5,000 require signatures of two authorized signing officers. The Registrar, Deputy Registrar, Chair, and Vice-Chair all have signing authority. However, typically, only the Registrar and Deputy Registrar are in the office to sign cheques and contracts. The proposed changes would increase the amount for cheques to \$10,000 and for contracts to \$25,000. The purpose of the proposed updates was to make operations more efficient and ensure vendors are paid in a timely manner. The updates were reviewed by the College's auditors, who did not identify any concerns, and who noted other checks and balances that are in place to mitigate financial risk.

Additionally, language was proposed to be added to reflect the use of electronic signatures.

The changes were reviewed by both the Governance Committee and Finance Committee, who both forwarded on recommendations that the Board approve the changes.

Public Interest Considerations: It is in the public interest to ensure the College can operate efficiently and effectively, and can finalize contracts and pay vendors in a timely manner. This helps to ensure day-to-day functions can run smoothly and without unnecessary backlogs. This needs to be balanced against the board's obligation to maintain proper oversight of the College's finances to ensure appropriate checks and balances are in place to prevent mismanagement.

Diversity, Equity, and Inclusion Considerations: The proposed updates will provide greater flexibility to the administrative team to manage operations efficiently and effectively.

Risk Management Considerations: Requiring two signing authorities for cheques and contracts that exceed a certain value is one of the ways the board can provide oversight to prevent financial mismanagement. Other steps taken by the board to mitigate risk and serve as cheques and balances against financial mismanagement have been outlined above. The proposed changes are aimed at improving operational efficiency while remaining within a reasonable risk threshold that is consistent with the College's operating budget and operational needs.

The Board was invited to ask questions.

MOTION: TO APPROVE THE PROPOSED BY-LAW AMENDMENTS

Moved: S. KINSELLA

Second: M. PRIDDLE

FOR: 13

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

The Board then took a lunch break from 11:40 to 12:55.

7.0 Monitoring Reports

7.1 Financial Planning and Budgeting Monitoring Report

The facilitator provided context for the monitoring reports as a risk management check for the Board. The Board is asked if the Registrar's interpretation was reasonable, and if the policy was complied with. These reports are used to monitor the Registrar's performance and, by extension, the performance of the organization.

F. Khan presented the Financial Planning and Budgeting Policy Monitoring Report to the Board. The report covers the period from January 2025 to December 2025.

The report covered the budgeting and approval process for the strategic plan, as well as the allocation of fees for Board use, and the process for allocating funds related to external environmental issues identified by the Registrar. The budgeting process was also outlined. It was noted that the College has 12 months of operating expenses in the reserve fund.

The Board affirmed the Public Interest, Diversity, Equity, Inclusion Consideration, and Risk Management Considerations.

Public Interest Considerations: The steps taken by the Registrar and CEO to comply with the Financial Planning and Budgeting policy will serve the College's public interest mandate by ensuring financial planning and budgeting are done efficiently, transparently, and sustainably. This includes steps to optimize budgeting while reducing financial risk exposure by maintaining a robust financial reserve. The policy promotes financial protection through clear guidelines and regular reviews of the financial planning and budgeting process. This approach helps enhance public trust, protect the College against possible financial risks, and align budgeting with the College's needs.

Diversity, Equity, and Inclusion Considerations: No DEI concerns have been identified with respect to the College's investment strategy.

Risk Management Considerations: The steps taken by the Registrar and CEO to comply with the Financial Planning and Budgeting Policy are aimed at minimizing risk to the College's finances by focusing on proper budgeting through trends and hedging risks through reserves.

The floor was open to questions. No concerns or action items were identified.

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

MOVED: P. KALSI
SECONDED: P. IMOLA

FOR: 13
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

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

MOVED: S. KINSELLA
SECONDED: P. IMOLA

FOR: 13
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

7.2 Strategic Outcomes Monitoring Report

F. Khan presented the Strategic Outcomes Monitoring Report. Some key highlights were touched on, and it was noted that this was the final report for the 2023-2025 Strategic Plan, as a new strategic plan was approved by the Board in December. The majority of strategic objectives were achieved on schedule and on budget. A small number of items were noted as being deferred to the next strategic cycle, as a result, the College needed to divert some resources to respond to external factors, including the approval and implementation of 4 new regulations. The floor was then opened to questions, and no concerns or action items were identified.

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

MOVED: G. MOHAMMADI

SECONDED: M. PRIDDLE

FOR: 13

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

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

MOVED: C. SICOLI

SECONDED: P. IMOLA

FOR: 13

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

7.3 2026-2028 Strategic Plan Monitoring Report Template

F. Khan presented a new template to the Board that is being proposed for the purposes of monitoring achievement of the newly approved 2026-2028 Strategic Plan.

The template included proposed strategies, key performance indicators (KPIs), and targets for each strategic goal that the board identified for active monitoring. Those goals that the Board earmarked as being in “maintenance mode” are identified in blue, together with a brief summary of where to find information on the college’s continued compliance/achievement of that goal.

The template was reviewed in detail with the Board.

The Board was asked to review the proposed strategies, KPIs, and targets and provide feedback on whether they align with their expectations for reasonable achievement of the strategic objectives set out in the plan.

The majority of board members indicated that the proposed template met their expectations. It was identified that not all board members agreed with the proposed strategies relating to goal 2.4: *Professionalism, critical thinking, and communication skills are prioritized in the provision of opticianry services.*

MOTION: TO APPROVE THE STRATEGIC PLAN MONITORING REPORT TEMPLATE

MOVED: O. FAROUK

SECONDED: M. PRIDDLE

FOR: 12
AGAINST: 1
ABSTAINED: 0

VOTE: CARRIED

8.0 Status of the 2025 Board Action Plan

A. Stein reviewed the 2025 Board Action Plan with the Board, which is now complete. As of December 2025, the majority of items were shown to have been completed on schedule, and deferred items were identified, as well as reasons for deferral. The Board was invited to ask questions.

This was shared for information only.

9.0 Department Spotlight

F. Khan introduced the Registration team: Stephanie Jung, Director of Registration, Emma Brooks, Senior Registration Coordinator, and Irena Radic, Coordinator of Registration. The team shared an overview of the department.

10.0 Reports

10.1 Registrar's Report

F. Khan presented the report, which touched on the following:

- Regulation changes, including the Spousal Exception, have been communicated to registrants and included in the changes to the Standards of Practice
- As of January 1, 2026, legislation came into effect that expands the As of Right legislation. The COO's website has been updated accordingly.
- Recent updates to the board composition include the reappointment of Alicia Munian and the election of Golta Mohammadi. Ms. Mohammadi was the successful candidate in the recent by-election, and she will serve the balance of the term formerly held by Grazyna Sepczynska.
- The College continues to collaborate with key strategic partners, including meeting with Seneca College to discuss enrollment.
- The College is also working with the OOA to host their first Queen's Park Opticianry Awareness Day.
- The lease at 90 Adelaide Street West was renewed for an additional five years
- A list of registrant-facing external events for this spring was included in the report.

The floor was opened to feed back.

10.1- 10.3 Registrar's Report, Committee Reports, and Communications Report

Highlights of the Committee Reports were shared with the Board, and K. Cloutier invited the Board to ask questions.

MOTION: TO APPROVE THE COMMITTEE REPORTS, ANNUAL REPORTS, REGISTRAR'S REPORT, AND COMMUNICATIONS REPORT.

MOVED: C. SICOLI
SECONDED: M. PRIDDLE

FOR: 13
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

11.0 Adjournment

MOTION: TO ADJOURN THE MEETING

MOVED: M. PRIDDLE
SECONDED: O. FAROUK

FOR: 13
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED