

BRIEFING NOTE

TO: Board of Directors

FROM: The Governance Committee

DATE: May 30, 2022

SUBJECT: 9.1 Monitoring Report Template Development - Board Terms of Reference Policy 4-03

☒ For Decision

☐ For Information

☐ Monitoring Report

Purpose:

To review the proposed Board Terms of Reference Policy 4-03 monitoring report template.

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 supports the development of informed, engaged, and wise policy direction by the Board. The Board requested that Board Monitoring Achievement Report templates be created for each of the eight policies to be under review over the next two years.

For Consideration:

Please find attached a proposed draft template to monitor the Board Terms of Reference Policy 4-03 (**Appendix A**). The policy itself is attached as **Appendix B**. The template is designed to be completed by a Director on behalf of the Board. The template includes some general instructions and examples in italics.

The monitoring report for the Board Terms of Reference Policy 4-03 is scheduled to be delivered to the Board at its meeting in October 2022. It is necessary for one Director to volunteer to take on the responsibility of completing this template on behalf of the Board and speaking it at the meeting. In the event that no director volunteers, the Chair may designate a responsible director.

Public Interest Consideration:

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. Monitoring important policies confirms that the Board is fulfilling its duties and responsibilities and that the appropriate processes are in place to ensure that they are giving due diligence to planning and oversight over the College and will help to identify and analyze potential risks before they negatively impact the College.

Diversity, Equity and Inclusion Considerations:

It is incumbent on the Board to consider whether the proposed monitoring report template is consistent with the COO's organizational values relating to diversity, equity and inclusion.

Recommendation:

The Governance Committee recommends that the Board approve the Board Terms of Reference Policy 4-03 monitoring template as presented.

The Governance Committee further recommends that Chair appoint a Board director to complete the report and present it to the Board at its October 2022 meeting.

APPENDIX A

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.

For each policy criterion, please indicate how the Board has met the policy criteria

Board Terms of Reference Policy 4-03 Monitoring Template					
#	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 is responsible for considering and proposing changes to applicable legislation and regulations	<i>The Board will have fulfilled its role if ... (e.g. it has kept abreast of the regulatory climate and best practices and proposed any applicable changes).</i>	<p><i>Are there examples of the Board meeting its responsibilities?</i></p> <p><i>Are there examples of the Board not meeting their responsibilities?</i></p> <p><i>If so, what did the Board do, if anything, to correct this?</i></p>		
2	The Board is responsible for developing and approving by-laws, standards of practice and practice guidelines	<i>The Board will have fulfilled its role if ... (e.g. it develops and approves by-laws, standards of practice and practice guidelines as required).</i>	<p><i>Are there examples of the Board meeting its responsibilities?</i></p> <p><i>Are there examples of the Board not meeting their responsibilities?</i></p> <p><i>If so, what did the Board do, if anything, to correct this?</i></p>		

3	The Board is responsible for developing, approving and monitoring the implementation of board policies.	<i>The Board will have fulfilled its role if... (i.e., it develops and implements policies that fulfill the Board's legal, ethical and functional responsibilities.)</i>	<p><i>Are there examples of the Board meeting its responsibilities?</i></p> <p><i>Are there examples of the Board not meeting their responsibilities?</i></p> <p><i>If so, what did the Board do, if anything, to correct this?</i></p>		
4	The Board is responsible for setting the COO's strategic goals and direction and overseeing implementation of the strategic plan.	<i>The Board will have fulfilled its role if it...</i>	<p><i>Are there examples of the Board meeting its responsibilities?</i></p> <p><i>Are there examples of the Board not meeting their responsibilities?</i></p> <p><i>If so, what did the Board do, if anything, to correct this?</i></p>		
5	The Board is responsible for approving the annual budget and audited financial statements.	<i>The Board will have fulfilled its role if it has...</i>	<p><i>Are there examples of the Board meeting its responsibilities?</i></p> <p><i>Are there examples of the Board not meeting their responsibilities?</i></p> <p><i>If so, what did the Board do, if anything, to correct this?</i></p>		

6	The Board is responsible for Engaging a Registrar, CEO to oversee the operations of the organization and implement the Board's strategic plan.	<i>The Board will have fulfilled its role if it is...</i>	<p><i>Are there examples of the Board meeting its responsibilities?</i></p> <p><i>Are there examples of the Board not meeting their responsibilities?</i></p> <p><i>If so, what did the Board do, if anything, to correct this?</i></p>		
7	Providing input and support to the Registrar, CEO to ensure they are provided with sufficient guidance and resources to achieve the Board's strategic outcomes.	<i>The Board will have fulfilled its role if it is...</i>	<p><i>Are there examples of the Board meeting its responsibilities?</i></p> <p><i>Are there examples of the Board not meeting their responsibilities?</i></p> <p><i>If so, what did the Board do, if anything, to correct this?</i></p>		
8	The Board is responsible for monitoring the Registrar, CEO's performance and, where necessary, determining to terminate the Registrar, CEO's employment.	<i>The Board will have fulfilled its role if it is...</i>	<p><i>Are there examples of the Board meeting its responsibilities?</i></p> <p><i>Are there examples of the Board not meeting their responsibilities?</i></p> <p><i>If so, what did the Board do, if anything, to correct this?</i></p>		
9	The Board is responsible for ensuring, through regular stakeholder engagement, that COO policies and processes are	<i>The Board will have fulfilled its role if it is...</i>	<p><i>Are there examples of the Board meeting its responsibilities?</i></p> <p><i>Are there examples of the Board not meeting their responsibilities?</i></p>		

	consistent with the COO's mandate, changing public expectations, and the Board's values, including its commitment to diversity, equity and inclusion.		<i>If so, what did the Board do, if anything, to correct this?</i>		
10	The Board is responsible for appointing statutory and non-statutory committees to carry out the functions assigned to them under RHPA and/or by the Board.	<i>The Board will have fulfilled its role if it has...</i>	<i>Are there examples of the Board meeting its responsibilities?</i> <i>Are there examples of the Board not meeting their responsibilities?</i> <i>If so, what did the Board do, if anything, to correct this?</i>		
11	The Board is responsible for Appointing individuals to sit on COO committees in accordance with the by-laws.	<i>The Board will have fulfilled its role if it has...</i>	<i>Are there examples of the Board meeting its responsibilities?</i> <i>Are there examples of the Board not meeting their responsibilities?</i> <i>If so, what did the Board do, if anything, to correct this?</i>		
12	The Board is responsible for Receiving and reviewing quarterly and/or annual reports from COO committees.	<i>The Board will have fulfilled its role if it is...</i>	<i>Are there examples of the Board taking steps to engage in discipline measures?</i> <i>Are there examples of the Board not meeting their responsibilities?</i>		

			<i>If so, what did the Board do, if anything, to correct this?</i>		
13	The Board is responsible for ensuring, through regular stakeholder engagement, that COO policies and processes are consistent with the COO's mandate, changing public expectations, and the Board's values, including its commitment to diversity, equity and inclusion.	<i>The Board will have fulfilled its role if it is...</i>	<i>Are there examples of the Board taking steps to engage in discipline measures?</i> <i>Are there examples of the Board not meeting their responsibilities?</i> <i>If so, what did the Board do, if anything, to correct this?</i>		

Respectfully submitted,

[John Smith, RO, Appointed Member]
 Board Director Facilitating Review

[Date]

POLICY TYPE: GOVERNANCE PROCESS

4-03 Board Terms of Reference

Board Composition

1. The Board is composed of elected and public members in accordance with the Opticianry Act, 1991.
2. Professional board members are elected and serve in accordance with the COO by-laws.

Accountability and Role

3. The Board is established by the Regulated Health Professions Act, 1991 (RHPA) and is accountable to the Minister of Health.
4. The Board's role is to ensure that the COO operates in a manner that is legal, ethical and efficient, so that it fulfills its statutory mandate of regulating the profession of opticianry in the public interest.

Authority and Responsibilities

The Board has ultimate responsibility for its actions. The Board's responsibilities include:

5. Performing such functions as are assigned to it under these Terms of Reference, the RHPA, the Opticianry Act, 1991, the regulations under those acts, and the COO by-laws and policies
6. Considering and proposing changes to applicable legislation and regulations.
7. Developing and approving by-laws, standards of practice and practice guidelines.
8. Developing, approving and monitoring the implementation of board policies, including:
 - a. Strategic Outcomes Policies
 - b. Operational Boundaries Policies
 - c. Board-Staff Relationship Policies
 - d. Governance Process Policies
9. Setting the COO's strategic goals and direction and overseeing implementation of the strategic plan.
10. Approving the annual budget and audited financial statements.
11. Engaging a Registrar, CEO to oversee the operations of the organization and implement the Board's strategic plan.
12. Providing input and support to the Registrar, CEO to ensure they are provided with sufficient guidance and resources to achieve the Board's strategic outcomes.
13. Monitoring the Registrar, CEO's performance and, where necessary, determining to terminate the Registrar, CEO's employment

14. Appointing statutory and non-statutory committees to carry out the functions assigned to them under RHPA and/or by the Board.
15. Appointing individuals to sit on COO committees in accordance with the by-laws.
16. Receiving and reviewing quarterly and/or annual reports from COO committees.
17. Ensuring, through regular stakeholder engagement, that COO policies and processes are consistent with the COO's mandate, changing public expectations, and the Board's values, including its commitment to diversity, equity and inclusion.