

BRIEFING NOTE

TO: Board of Directors

FROM: Governance Committee

DATE: March 6, 2023

SUBJECT: Quarterly Policies for Content Review

☒ For Decision

☐ For Information

☐ Monitoring Report

Purpose:

To carry out a scheduled content review of policies 1-01, 4-05 and 4-06 for the purpose of determining whether any amendments are necessary.

Background:

The board has implemented a schedule to regularly review the content of its governance policies in order to ensure they remain relevant and continue to serve the board's needs and strategic objectives.

For Consideration:

The following policies are scheduled for content review in Q1 of 2023:

1. **Strategic Outcomes Policy 1-01:** Amendments to this policy were made to reflect the College of Opticians 2023-2025 Strategic Plan, which was approved during the December 5/6, 2022 Board of Director meeting (see **Appendix A**).
2. **Role of Board Officers Policy 4-05:** No updates are proposed to this policy at this time (see **Appendix B**).
3. **Appointed Members Policy 4-06:** Minor amendments are proposed to this policy to ensure it is consistent with existing board policies. The proposed amendments do not change any of the substantive content of the policy (see **Appendix C**).

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

Recommendation/Action Required:

That the board approve the proposed updates to the Strategic Outcomes Policy and the Appointed Members Policy, and that it approve no changes to the Role of Board Officers Policy, as recommended by the Governance Committee.

POLICY TYPE: STRATEGIC OUTCOMES

1-01 Strategic Outcomes Policy

Strategic Outcomes Policy (Our Vision)

We ensure the highest standard of vision care for all Ontarians.

Further, COO works to achieve the following more specific Strategic Outcomes:

1. ~~Accountable Professionals~~

- a. ~~Practice standards and guidelines exist which are reflective of technology and changing patient preferences.~~

2. ~~Public Trust~~

- a. ~~Public trust exists through an excellent governance framework and effective organizational processes.~~
- b. ~~Collaborative relationships with stakeholders exist that demonstrate effectiveness and trustworthiness.~~

Definition:

~~For the purposes of this policy 'stakeholders' are defined as including, the public, registrants, COO employees, the government, peer regulators, and others who have an interest in effective health regulation.~~

1.0 - Public Pillar

Goal Statement/End: Safer and more inclusive patient care.

Detailed Outcomes:

- 1.1 Patients have access to resources and information on the role of registered opticians as healthcare providers.
- 1.2 A reduction in risk to patients as a result of unauthorized practice.
- 1.3 Patient care is more inclusive and culturally safe.
- 1.4 Concerns about the conduct of opticians are addressed in a manner that is proportionate to the relative risk, transparent, accessible and timely.
- 1.5 There is a sufficient number of qualified opticians to meet the needs of Ontario patients

Appendix A

2.0 - Registrant Pillar

Goal Statement/End: The College is relational, accessible and responsive to changes in technology and evolving patient expectations.

Detailed Outcomes:

- 2.1 Standards, guidelines, policies and processes are in place that support opticians in offering new services, technologies or non-traditional modes of dispensing (e.g. remote and mobile).
 - 2.2 College processes and services are fair, relational and accessible to all registrants, applicants and members of the public.
 - 2.3 Registrants have access to high quality continuing education resources, including resources on diversity, equity and inclusion and cultural safety and humility.
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Appendix A

3.0 - Organization Pillar

Goal Statement/End: The College demonstrates regulatory leadership through governance excellence.

Detailed Outcomes:

- 3.1 The College continues to embrace proactive governance practices that foster efficiency and public trust.
- 3.2 Diversity, equity and inclusion are integrated within the College's internal governance structure and decision-making processes.
- 3.3 Board and committee selection is carried out in a manner that is competency-based and barrier-free.
- 3.4 The College works collaboratively with its system partners to serve the public interest more efficiently and effectively.

POLICY TYPE: GOVERNANCE PROCESS

4-05 Role of Board Officers Policy

The Board of the COO has five officers. Two of these officers are the Chair and the Vice Chair. Their mandates and job expectations are outlined below.

Chair of the Board

Mandate of the Chair of the Board:

The Chair has the following mandate and purpose:

1. To lead and facilitate the Board process and coordinate the Board's efforts to govern.
2. To be an ex-officio member of all Committees and working groups.
3. To represent the Board to outside parties and be the authorized spokesperson for the Board.

(Note: The Registrar, CEO is the official, authorized spokesperson for the COO as a whole).

Responsibilities:

The responsibilities of the Chair of the Board include:

1. Ensuring effective Board process
2. Ensuring that the Board behaves consistently with its own Governance Process and Governance-Staff Relationship Policies.
3. Ensuring the integrity and efficiency of the Board by presiding in a manner (directly or through delegation to an appropriate meeting chair or facilitator) which fairly directs the group and promotes participation and adherence to the rules of order.
4. Ensuring that the Board achieves governance requirements legitimately imposed upon it by external sources.
5. Serving as the Board Chair and the Chair of the Executive Committee.
6. Ensuring that Board decisions and actions are in accordance with the organization's mandate, Strategic Ends Policies, and values.
7. Overseeing the development of an Annual Board Strategic Agenda/Work Plan which sets goals and priorities for the Board.
8. Working with staff to set the Board meeting agendas consistent with the Annual Board Strategic Agenda/Work Plan and the Board Meeting Agenda Policy.
9. Ensuring that the content of meeting discussion and decisions only pertain to those issues, which according to the Board policy, clearly belong to the Board to decide and not the Registrar, CEO.
10. Ensuring that deliberation is fair, open, and thorough but also efficient, timely, orderly and on topic.
11. Maintaining an effective working relationship with the Registrar, CEO, other Board Officers (including, in particular, the Vice Chair), and Directors to ensure the free flow of information among these individuals, and that Directors have opportunity to provide input on Board and governance matters
12. Representing Board's policy positions in meetings with senior government officials, politicians, Board officers of allied organizations and in other instances as determined by the Board or requested by the Registrar, CEO.

13. Representing the Board at external events, including registrant and industry events.
14. Chairing and presiding at all meetings of the Board, Executive Committee, or any special meeting of registrants. The Chair may delegate the responsibility to chair all or part of any meeting.
15. Performing such official (signatory) duties as required by the COO's By-laws.
16. Serving as the official spokesperson for the Board.

Chair's Authority:

1. The Chair is empowered to chair Board meetings with all the commonly accepted power of that position (e.g. ruling, recognizing) in accordance with the Board's Rules of Order.
2. The Chair has no individual authority to make decisions about policies created by the Board. The Chair furthermore has no individual authority to supervise or direct the Registrar, CEO as that authority is held by the Board.
3. Authority as an ex-officio Committee/working group member:
 - a. As an ex-officio member of all Committee and working group, the Chair has the authority to attend any Committee or working group meetings, as follows:
 - i. To periodically observe (no more than once per Committee/working group per 2-year term) the work being carried out by a Committee or working group; and/or
 - ii. As needed to address any governance concerns pertaining to the Committee or working group.
 - b. The Chair will ensure that they do not have a conflict of interest with respect to any matters on the agenda for the meeting and that they provide advance notice to the chair of the Committee or working group.
 - c. The Chair will not attend any meetings of a panel of the Inquiries, Complaints and Reports Committee (ICRC), the Registration Committee or the Quality Assurance Committee unless they have been appointed to that panel by the Chair of that Committee.

Note: During the absence or inability of the Chair to act or carry out their role, the duties and powers of the Chair may be exercised by the Vice Chair.

Vice Chair of the Board

Mandate of the Vice Chair of the Board:

The Vice Chair has the following mandate and purpose:

1. To exercise the duties and powers of the Chair in the absence or inability of the Chair to act or carry out their role.
2. To support the Chair by assisting with specific assignments to facilitate effective Board process.
3. To serve as the Vice Chair of the Executive Committee.
4. To prepare and orient towards the possibility of becoming the Board Chair.
5. To be invited to attend external events, including registrant or industry events, together with the Chair where such attendance will further the Vice-Chair's education and orientation of the role of the Chair, and/or provide additional support to the Chair at such events (e.g. where the Chair is a Public Member and the Vice Chair is an Elected Member, and would be able to supplement the Chair's knowledge or understanding of opticianry-related subject matter).

General Board Officers

Mandate of the General Board Officers

The three general Board officers have the following mandate and purpose:

1. To serve as members of the Executive Committee.
2. To support the Chair and Vice Chair by assisting with specific assignments to facilitate effective Board process.

POLICY TYPE: GOVERNANCE PROCESS

4-06 Appointed Members Policy

The following policy shall govern the Appointed Committee Members of the College of Opticians of Ontario (COO). The policy applies to both Optician and Non-Optician appointees.

1. The COO shall maintain the required number of Appointed Committee Members as determined each year by the Executive Committee. This will include up to two individuals appointed as Appointed Discipline Committee Members, who will only sit on the Discipline Committee.
2. Each Appointed Committee Member shall be appointed to a two-year term for a maximum of three consecutive terms. The terms shall run from January 1 to December 31 in each two-year period.
3. An Appointed Committee Member who has been appointed for three consecutive terms will be ineligible for re-appointment until two years after their last term ended.
4. In appointing Appointed Committee Members, the Board will not appoint someone who has been a Director for nine consecutive years unless the individual has not been a Director in the previous two years immediately preceding the appointment.
5. Appointed Committee Members, except for Appointed Discipline Committee Members, will receive an honorarium for attendance and be reimbursed for associated expenses (as specified in the College by-laws) for any Board meetings they attend.
6. Appointed Committee Members will be required to attend discipline orientation training (as offered by HPRO), for which they will be paid an honorarium and expenses.
7. Eligibility criteria for appointment as an Appointed Committee Member are set out in Article 12.2 of the College's by-laws.
8. The duties of an Appointed Committee Member of the COO may include, but are not limited to:
 - a. Sitting as an active Member of a Statutory or Standing Committee;
 - b. Sitting as an active Member of an Ad-Hoc Committee;
 - c. Sitting as an active Member of a panel of the Discipline Committee, Fitness to Practice Committee, Registration Committee, Inquiries, Complaints and Reports Committee or Quality Assurance Committee; and
 - d. Other duties as defined by the Board or the Executive Committee.
9. In the event that a vacancy has occurred on a Statutory, Standing or Ad-hoc Committee, Executive may fill the vacancy with an Appointed Committee Member, other than an Appointed Discipline Committee Member, provided that:
 - a. The vacancy is not for a Public Director;

- b. The Appointed Committee Member is willing to take on the role of the Committee Member;
 - c. The Appointed Committee Member meets all of the requirements as set out in the COO's by-laws for the position in question; and
 - d. Placing the Appointed Committee Member on the Committee will not constitute a conflict of interest as defined in the COO's internal Conflict of Interest (COI) policy.
10. Appointed Committee Members will not be invited to attend 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.
11. Appointed Committee Members, other than Appointed Discipline Committee Members, ~~will~~ may be invited to attend College strategic planning sessions for which they will receive an honorarium and be reimbursed associated expenses.