

BRIEFING NOTE

TO: Governance Committee

FROM: Amy Stein, Deputy Registrar and General Counsel

DATE: March 4, 2024

SUBJECT: Quarterly Policies for Content Review

☒ For Decision

☐ For Information

☐ Monitoring Report

Purpose:

To carry out a scheduled content review of policies 2-11, 2-14, 4-02 and 4-27 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 2024:

1. **Communication and Support to the Board Policy 2-11:** This policy relates to the communication and support to be provided by the Registrar, CEO to the board to ensure it remains informed and supported in its work. **Amendments are proposed to this policy to reflect the board's current processes and to ensure consistency with existing board policies (see Appendix A).**
2. **Emergency Registrar, CEO Succession Policy 2-14:** This policy outlines the board's expectations of and risk boundaries for the Registrar, CEO regarding emergency Registrar, CEO succession. This is to ensure that the College has sufficient organizational capacity for continuous competent operation in the event of the sudden loss of the Registrar, CEO services. **No updates are proposed to this policy at this time (see Appendix B).**
3. **Organizational Shared Values Policy 4-02:** This policy outlines the organizational values that drive the College's behaviour and results, and which are embedded into College culture. Following commencement of Diversity, Equity, and Inclusion (DEI) training in 2020, the board agreed that the inclusion of DEI as part of the College's core values demonstrated their significance in the College's work and in carrying out its mandate. **It is recommended that**

the policy be updated to align with the revised organizational shared values agreed to by the board in December 2020 (see Appendix C).

4. **Director and Committee Member Responsibilities Policy 4-27:** This policy relates to the additional obligations that all Directors and Committee Members are required to comply with in order to demonstrate accountability, integrity, and excellence. **No updates are proposed to this policy at this time** (see Appendix D).

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.

Action:

The Governance Committee recommends that the board approve no changes to the **Emergency Registrar, CEO Succession Policy (2-14)** and the **Director and Committee Member Responsibilities Policy (4-27)**.

The Governance Committee recommends that the board approve the proposed changes to the **Communication and Support to the Board Policy (2-11)** and the **Organizational Shared Values Policy (4-02)**.

POLICY TYPE: OPERATIONAL BOUNDARIES

2-11 Communication and Support to the Board Policy

The Registrar, CEO of the College of Opticians of Ontario (COO) may not permit the Board to be uninformed or unsupported in its work.

Further, the Registrar, CEO shall not:

1. Allow the Board to be without adequate information to support informed Board decisions, including relevant environmental scanning data, a representative range of staff and external points of view, significant issues or changes within the external or internal environment which may have a bearing on any existing Board policies, along with alternative choices and their respective implications.
2. Neglect to submit the monitoring data required by the Board (Board Monitoring System Policy, 4-25) in a timely, accurate and understandable fashion, including explicit Registrar, CEO interpretations of the Board policies being monitored and evidence of compliance.
3. Let the Board be unaware of any actual or anticipated non-compliance with any Strategic Outcomes or Operational Boundaries policy, in a timely fashion, regardless of the Board's monitoring schedule.
4. Let the Board be unaware of any material information it requires, including anticipated media coverage, threatened, or pending lawsuits, and material or publicly visible external and internal changes or events, including changes in executive personnel.
5. Allow the Board to be unaware that, in the Registrar, CEO's opinion, the Board is not in compliance with its own policies on Governance Process and Board-Staff Relationship, particularly in the case of Board behaviour which is detrimental to the work relationship between the Board and the Registrar, CEO.
6. Present information in unnecessarily complex or lengthy form or in a manner that fails to differentiate among information of three types: Board decision-making, Board monitoring, and general incidental information.
7. Allow the Board to be without a workable ~~a~~-mechanism for official Board, Director or Committee communications and administrative support for Board activities.
8. Deal with the Board as a whole except when:
 - a. Fulfilling individual requests for clarification of information. ~~or~~
 - b. Responding to Directors or Committees duly charged by the Board.
 - b-c. Keeping the Board Chair and Vice-Chair informed about important organizational issues.
9. Neglect to supply for the Required Approvals Agenda (Consent Agenda) all items delegated to the Registrar, CEO, yet required by law, regulation, or contract to be Board approved, along with monitoring assurance pertaining to these items.

POLICY TYPE: OPERATIONAL BOUNDARIES

2-14 Emergency Registrar, CEO Succession Policy

BACKGROUND

It is important for the College of Opticians of Ontario (COO) to have sufficient organizational capacity for the continuous competent operation of the organization in the event of the sudden loss of the Registrar, CEO services.

PURPOSE

To outline the Board's expectations of and risk boundaries for the Registrar, CEO regarding emergency Registrar, CEO succession.

POLICY

In order to protect the Board and COO from such a sudden loss and to provide for robust business continuity, the Registrar, CEO shall not have less than one (or more) other senior staff member(s) familiar with Board and Registrar, CEO processes and issues.

Specifically, the Registrar, CEO shall not operate without:

1. Ensuring one or more senior staff member(s) are familiar with Board and Registrar, CEO processes and issues, and are capable of assuming Registrar, CEO responsibilities on an emergency basis until an interim successor or a permanent Registrar, CEO is hired by the Board.
2. Keeping the Chair (on behalf of the Board) informed of any major organizational problems and issues.
3. Maintain COO administrative policies, procedures, and business records in an organized and accessible manner.

POLICY TYPE: GOVERNANCE PROCESS

4-02 Organizational Shared Values Policy

POLICY

The COO Organizational Values are beliefs which drive our behaviour and results. Together, with our commitment to success, these are the values that we share, and which are embedded in our culture. They are guided by our responsibility to our stakeholders. The stakeholders we serve are at the center of our purpose and our work.

VALUES: Creating a safe culture and relationships built on trust.

Transparency

Access to information that is not confidential.

Accountability

Accepting responsibility for decisions and actions.

Integrity

Acting with conscience, putting aside self-interests and making clear decisions that are aligned with our mandate.

Efficiency

Performing properly without wasting resources.

Equity

Promoting equitable access and opportunity in all decisions, free of bias and discrimination, in all policies and services.

Respect

Demonstrating thought and compassion in all interactions with patients, registrants, colleagues, and stakeholders.

Diversity

Celebrating the diversity of ideas and people.

POLICY TYPE: GOVERNANCE PROCESS

4-27 Director and Committee Member Responsibilities Policy

POLICY

The Board is dedicated to ensuring that all Directors and Committee Members demonstrate accountability, integrity, and excellence.

To this end, all Directors and Committee Members are required to comply with their duties and responsibilities as set out in this Governance Manual, the *Regulated Health Professions Act*, the *Opticianry Act*, the regulations under those acts, and the by-laws.

The Board has also determined to require Directors and Committee Members to comply with the following additional obligations:

Professional Boundaries and Sexual Abuse Prevention Training

The Board is dedicated to the prevention of any form of verbal, emotional, physical or sexual abuse and endorses a zero tolerance policy toward such conduct. The Board recognizes the important role that it plays in protecting the public, including through its role in the orientation and training of Directors and Committee Members to ensure that they are aware of the seriousness and extent of injury that sexual abuse can cause a patient.

Accordingly, all Directors and Committee Members, including Public Directors, shall:

1. Complete Chapter 1 of the Jurisprudence Tool, **Professional Boundaries and Sexual Abuse Prevention**, at the following intervals:
 - a. Prior to attending their first Board or Committee meeting as a newly appointed or elected Director or Committee Member; and
 - b. Every three years thereafter.
2. Provide a copy of their certificate of completion to the Chair of the Board by no later than their first Board or Committee meeting of the calendar year, where applicable.

Proof of compliance with the Quality Assurance Program

The Board recognizes the important role that the Quality Assurance Program plays in maintaining high professional standards and enhancing public confidence in the opticianry profession. The Board furthermore recognizes that its professional Directors and Committee Members are expected to set an example to registrants by demonstrating a commitment to continuing education and professional development.

Accordingly, all optician Directors and Committee Members shall:

1. Complete all requirements of the College's Quality Assurance Program by December 31 of each calendar year.
2. Provide a copy of their Professional Portfolio to the Registrar (or their delegate) by no later than January 15 of each calendar year.

The Registrar shall review the Professional Portfolio submissions of Directors and Committee Members for completeness. Where any deficiencies are identified, the Director or Committee Member shall be provided with 14 days to remedy the deficiency to the Registrar's satisfaction. Any Director or Committee Member who fails to submit their Professional Portfolio or fails to remedy any deficiencies identified in their Professional Portfolio, may be subject to disqualification in accordance with the By-laws.