

BRIEFING REPORT

REPORT TOPIC: Council Terms of Reference Policy (IV-05)

REPORT TO: COO Council

REPORT FROM: COO Governance Committee

DATE: May 28, 2018

REPORT PURPOSE:

☒ Policy Development/Enhancement/Regular Review/Approval

☐ Ends Policy

☐ Operational Boundaries Policy

☐ Council-Staff Relationship Policy

☒ Governance Process Policy

☐ Council Implementation of Policy

☐ Council-Staff Relationship Policy

☐ Governance Process

☐ Monitoring Report

☐ Ends

☐ Operational Boundaries

☐ Ownership Linkage Report

☐ Incidental Report

☐ Registrar, CEO

☐ Council President

☐ Other: Briefing Report

BACKGROUND

The policy topic “Council Terms of Reference” (IV-05) falls under the Governance Process policy quadrant. This policy is designed to describe the scope and duties of the Council under the authority of the COO bylaws.

At present, the Council does not have a specific Terms of Reference - Governance Process Policy; however, on May 31, 2010 the Council approved an overarching description on Governance Roles and Responsibilities which was intended to outline the components of effective governance. The section called ‘Council as a Whole’ has been extracted from the role statements portion of this overarching policy and is shared in Figure 1 below. The COO Governance Committee has worked to propose a revised policy which is outlined in Figure 2.

COO Council Members are asked to review the attached proposed new Terms of Reference outlined in Figure 2 below. Please review the draft from the following perspectives:

- Does the policy fully outline the duties of Council according to COO’s refreshed governance approach?
- Are there any areas of the policy that upon review appear unclear?

If, as a Council Member, you have any recommendations regarding possible revisions to the draft policy, please be prepared to present your ideas at the May 28, 2018 Council meeting.

GOVERNANCE COMMITTEE RECOMMENDED MOTION

That the COO Council move to approve the new Council Terms of Reference – Governance Process (GP IV-05) for approval and further that Council rescind the old Council role description as outlined in Figure

1.

**FIGURE 1
CURRENT POLICY****Policy on Governance Roles and Responsibilities****What is Governance?**

The Working Group started from the proposition that “governance” is the process of developing consensus within an organization as to who does what and then ensuring that it is done well.

Components of Governance

Effective governance meets the four “E’s”:

1. **Role Explanation.** There should be a clear written description of the mandate and responsibilities of each major entity within the organization.
2. **Role Education.** Each person involved in the direction and operations of the College should be orientated as to their mandate and responsibilities. They should understand how they relate to the other entities within the organization.
3. **Role Evaluation.** Each entity within the organization should be accountable for their activities. They should report on what they have done and receive feedback on their performance.
4. **Role Enforcement.** Where a person or entity within the organization is not participating appropriately in the affairs of the College despite a clear explanation of their role, appropriate education, and evaluation of their participation, then there needs to be a means of enforcing the organization’s expectations.

An organization uses a number of tools to assist those involved in its affairs to perform their role effectively. For the College of Opticians of Ontario, these tools include the following:

- (a) Clear, written role descriptions.
- (b) A systematic, ongoing educational program for all Council, committee and staff members.
- (c) An official Code of Conduct.
- (d) By-laws that support good governance.
- (e) Rules of Order for Council and committee meetings.
- (f) A formal written document signed by Council and committee members annually.
- (g) Supporting policies and procedures.

Role Statements

The governance components for the major entities for the College of Opticians are as follows.

(a) Council as a Whole*(i) Role Explanation*

Role: Council is the policy making body for the College. It also provides general oversight for the activities of the College.

Relationship with others: Council is the ultimate authority of the College and makes the major decisions about the direction and position of the College. The Committees, President, Vice-President and Registrar report to the Council and can make recommendations to the Council.

(ii) Education

Council is systematically educated about governance matters as follows:

- At the first Council meeting of each year (January) it has a quarter day formal education session about governance issues.
- Any new person appointed or elected to the Council receives a half to full day orientation as soon as possible after their appointment. The orientation will be provided by the Registrar or his or her delegate. The President may participate in at least a portion of the orientation where feasible. The orientation will comprehensively cover all aspects of governance and related expectations (e.g., expenses and fees, forms, conflicts of interest, Code of Conduct, Rules of Order, confidentiality).
- Each new person appointed or elected to the Council shall be given, either on paper or electronically, a resource manual containing all relevant governance documents.
- Upon appointment and then annually afterwards, Council members shall review and sign the College's Fiduciary Acknowledgement Form.
- Upon appointment and then annually afterwards, Council members shall complete a form provided by the Registrar setting out their professional affiliations to assist in identifying and addressing conflicts of interest.

(iii) Evaluation

Council has the obligation to submit an annual report to the Minister on its activities. The Minister can also require the Council to provide him or her with information about the College's activities. Under the RHPA, the Minister is also able to direct that the College be subject to a financial or other audit. All regulations made by the Council have to be approved by the Ministry and the Cabinet before becoming law.

The Council is also obliged to submit an annual report to the Office of the Fairness Commissioner (OFC) and is subject to regular compliance audits on behalf of the OFC of the College's registration practices. Occasionally the Health Professions Regulatory Advisory Council will request information from the College about its activities.

Starting in 2010, Council also prepares a self-appraisal report each year, which is included in its annual report to the Minister that covers the following topics:

- Financial performance.
- Strategic plan.
- Performance of statutory programs.
- Legislative review.

It may be appropriate for the President and the Registrar, along with anyone else selected by the Council, to prepare a draft report. However, any report should be presented to and approved by the Council as a whole.

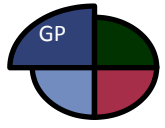
(iv) Enforcement

Under section 5 of the *Regulated Health Professions Act*, the Minister can direct the Council to do anything needed to be done to fulfill the College's mandate under the statute. Under the RHPA, the Minister can also appoint a supervisor to take over the functions and role of the Council and its committees and appointees if the Council does not comply with a Ministerial direction.

The professional members of the Council are subject to election by the profession and are subject to disqualification from Council for breach of the COO Code of Conduct or the by-laws. Any proposed disqualification of an elected Council member will be through a fair process, specified in by-laws, determined by Council on a review of the specific circumstances of each case. Public members of Council can be disqualified by the government.

Figure 2 outlines proposed updates to the current policy.

FIGURE 2
PROPOSED REVISIONS TO CURRENT POLICY

POLICY TITLE: COUNCIL TERMS OF REFERENCE	POLICY SECTION: GOVERNANCE PROCESS	POLICY NO: IV-05	
APPROVED BY: COUNCIL	REGULAR COUNCIL POLICY REVIEW FREQUENCY: EVERY 3 YEARS	MONITORING OF BOARD COMPLIANCE WITH POLICY CRITERIA FREQUENCY: EVERY 2 YEARS	
DATE APPROVED: Ready for May 2018 Council Meeting	PRESIDENT’S SIGNATURE:		
DATE REVIEWED / REVISED:			

Mandate

The Council exists to ensure the accountability of the COO to the Public of Ontario, the COO beneficiaries, on behalf of COO members. The Council is comprised of both Professional and Public members in accordance with legislation.

The Council mandate is to govern the organization by developing and overseeing the implementation of regulations, bylaws, and Council policy, including:

- Setting the Vision for Ends direction for the organization through policy development; and
- Ensuring the organization is fulfilling its mandate and achieving its Ends through assurance of prudent and ethical means to achieve these Ends.

To distinguish the Council's own unique job from the jobs of its staff, the Council will concentrate its efforts on the following job "products" (outputs):

Responsibilities

1. Policy Development

The Council is responsible for developing and revising Council governing policy described in the following areas:

Ends Policies (Outcomes, Impact, Public Benefit)

- Developing the organization's Ends Policies reflecting the values of the Ownership (members and the public).
- Provide strategic direction and leadership to College regulatory and governance committees and the Registrar, CEO through the Ends Policy direction.
- Seeking out and developing an understanding of the current and future needs and issues related to what impact COO should be having.
- Defining which needs are to be met, for whom and at what worth.
- Contributing to decisions regarding the high level financial plan ensuring sufficient resources are available to achieve the Ends Policies.

- Influencing changes to the RHPA, the Optician Act, and other relevant legislation that may affect achievement of the Ends Policies.

Governance Process Policies (Council's Job and Process)

- Determining its philosophy, principles, authority, responsibility and accountability, and the specifics of the Council's role.
- Clarifying expectations for Council and COO Code of Conduct, Confidentiality, and Conflict of Interest.
- Specifying how the Council conceives, carries out and monitors its own work.
- Establishing the structures and processes of the Council for effective functioning and decision making.
- Establishing policy to educate, orientate, and develop effective Council Members and ensure excellent governance competencies.
- Evaluating its own performance on a regular basis to enhance Council effectiveness.
- Ensure best-practice and informed governance includes enhancing Council Member competencies, recruitment and selection, orientation, continuing professional development and succession planning are ongoing.
- Ensuring subordination of personal and professional interests for goods of the public in good faith.

Council/Registrar, CEO Delegation Policies (Council/Registrar, CEO Working Relationship)

- Stating the manner in which the Council delegates authority to and holds accountable the Registrar, CEO.
- Defining the Registrar, CEO's role, authority and accountability.
- Selecting the Registrar, CEO and establishing the conditions of the Registrar, CEO's employment.
- Directing and ensuring effective performance of the Registrar, CEO.

Operational Boundaries Policies (Means to Ends)

The Council will govern on “means to ends” issues by setting policies in the form of executive limitations rather than by prescribing how the Registrar, CEO should perform specific duties.

- Defining constraints on executive authority which establish the risk boundaries of prudence and ethics within which all executive (Registrar, CEO) activity and decisions must take place.
- Defining the executive limitations related to resource and financial management in order to ensure effective outcomes and protect the assets of the organization.
- Establishing the boundaries of acceptability of staff means and activities by defining those practices, activities, and situations which are unacceptable.
- Ensuring the effective leadership of all COO regulatory functions and requirements within legislation and regulation.

2. Monitoring (Accountability)

The Council is responsible for ensuring the organization is fulfilling its mandate and achieving its Ends with responsible management of resources by:

- Monitoring the Registrar, CEO effectiveness in achieving the outcomes of the organization to ensure the established Ends are being achieved within the boundaries of ethics and prudence.
- Ensuring compliance with applicable laws, regulations, and statutes.
- Ensuring that the written Council policies are updated regularly.
- Monitoring Council effectiveness regularly.

Registrar, CEO Support

The Council will ensure that there is a mechanism in place to provide input, dialogue, and support to the Registrar, CEO by:

- Monitoring the Registrar, CEO's results through the Council Monitoring Policy (the desired results are outlined in the Ends Policies)
- Being available to the Registrar, CEO to discuss and give input as requested by the Registrar, CEO.

3. Linking with the Broader Ownership

The Council is responsible for ensuring that the organization is effectively engaged with its stakeholders through effective linkages with members, the Public of Ontario (our Beneficiaries), and the organizations with whom we collaborate by:

- Communicating regularly with the broader ownership regarding mandate, values, and Ends results.
- Establishing and maintaining clearly defined relationships with the organizations with whom we work/collaborate.
- Establishing policy to obtain and review feedback from the owners, beneficiaries, and stakeholders on future needs and trends, and on the results being achieved by the College.

Composition

Professional Council Members must be in good standing with the organization and shall be elected or appointed to Council according to the By-laws of the organization.

Public Council Members are appointed by the Lieutenant Governor of Ontario through an Order in Council.

The Council membership includes:

- President (Chair of the Council)/Professional or Public
- Vice President – Professional or Public
- Council Members as set out in the By-laws

Term of Office

Professional Members' terms of office are in accordance with legislation and By-laws. Public Members' terms of office are determined by government appointment.

Meeting Schedule and Attendance

Council meetings are held in accordance with COO By-laws.

Council Members are integral to the governance and accountability of the College. All members of Council have a responsibility to attend Council meetings, as their attendance is essential to ensure the efficient and effective operation of the Council business (i.e. governance process). Continuity in Council discussions and an in-depth understanding of the governance issues is critical to Council Member effectiveness and hence Council.

The Council will normally meet quarterly and hold a minimum of four meetings annually. Each meeting will be approximately one to two days in length. Occasionally an additional meeting may be held to address emergent issues and/or Council planning and/or orientation.

It is the expectation that when Council Members (public and professional) accept the appointment that they will agree and make every effort to attend and participate at all the Council meetings on a regular basis.

The following guidelines should be followed by all Council members:

- a) Members unable to attend or anticipate being late should inform the President and Registrar & CEO in advance.
- b) In accordance with the COO By-laws, professional members shall be disqualified from Council where they:
 - i. Fail, without reasonable cause to attend two consecutive Council meetings; or
 - ii. Fail, for any reason, to attend four consecutive Council meetings.
- c) Public members missing two consecutive meetings of Council without reasonable cause, or four consecutive meetings for any reason, shall be reported to the Public Appointments Unit of the Ministry of Health and Long Term Care with a request to replace the Public Member.