

BRIEFING NOTE

TO: Board of Directors

FROM: Governance Committee

DATE: October 3, 2022

SUBJECT: 6.1 The Board Code of Conduct Monitoring Template

☒ For Decision

☐ For Information

☐ Monitoring Report

Purpose:

To review the proposed Board Code of Conduct 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 Code of Conduct (**Appendix A**). The by-law 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 Code of Conduct is scheduled to be delivered to the Board at its meeting in December 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 and by-laws 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.

Recommendations:

The Governance Committee recommends that the Board approve the Board Code of Conduct 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 December 2022 meeting.

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 By-law criterion, please indicate how the Board has met the By-law criteria

Board Code of Conduct Monitoring Template					
#	By-Law 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 ensuring that Directors and Committee Members have fulfilled their obligation to demonstrate loyalty	<i>The Board will have fulfilled its role if ... (e.g. it has a reasonable basis to believe that directors and committee members have fulfilled their obligation to demonstrate loyalty)</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 ensuring that Directors and Committee Members demonstrate accountability, diligence and competence.	<i>The Board will have fulfilled its role if ... (e.g. it has a reasonable basis to believe that directors and committee members demonstrate accountability, diligence and competence)</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 ensuring that Directors and Committee Members demonstrate integrity.	<i>The Board will have fulfilled its role if... (i.e., it has a reasonable basis to believe that directors and committee members demonstrate integrity)</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 ensuring that Directors and Committee Members demonstrate independence.	<i>The Board will have fulfilled its role if it... (i.e., it has a reasonable basis to believe that directors and committee members demonstrate independence)</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 ensuring that Directors and Committee Members demonstrate diversity and cultural humility.	<i>The Board will have fulfilled its role if it has... (i.e., it has a reasonable basis to believe that directors and committee members demonstrate diversity and cultural humility)</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 ensuring that the Code of Conduct is enforced.	<i>The Board will have fulfilled its role if it... (i.e., it has a reasonable basis to believe that the Code of Conduct is being enforced)</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>		
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Respectfully submitted,

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

[Date]

COLLEGE OF OPTICIANS OF ONTARIO
SCHEDULE D TO THE BY-LAW:
CODE OF CONDUCT FOR
DIRECTORS AND COMMITTEE MEMBERS

Purpose

1. The purpose of this Code of Conduct is to ensure that Directors and Committee Members perform their duties in a manner that promotes the highest standard of public trust and integrity.

General Obligations

2. This Schedule applies to all Directors and Committee Members.
3. All Directors and Committee Members shall conduct themselves ethically, respectfully and lawfully, and act in a manner that is consistent with the College's statutory mandate to regulate opticianry in the public interest.

Loyalty

4. In carrying out their role, each Director and Committee Member shall demonstrate loyalty by:
 - a. Recognizing and acknowledging their fiduciary duty to act in the best interests of the College and the public, and that this duty supersedes any loyalties to other organizations, associations, persons or personal or professional interests.
 - b. Publicly upholding and supporting the decisions of the Board, regardless of their personal position on the issue. This provision does not prevent a person from stating that an issue dealt with at a public meeting was vigorously debated or that it was not decided unanimously.
 - c. Adhering to the College's established governance model.

Accountability, Diligence and Competence

5. In carrying out their role, each Director and Committee Member shall demonstrate accountability, diligence and competence by:
 - a. Making all decisions in good faith and in the best interest of the public.
 - b. Acquiring, applying and maintaining knowledge of applicable legislation (including the *RHPA* and the *Opticianry Act*), and the by-laws, policies and procedures of the College.
 - c. Participating in all required orientation and training sessions.

- d. Attending Board and/or Committee meetings regularly and being on time.¹
- e. Coming prepared for Board and/or Committee meetings, having read all background materials and briefing documents.
- f. Participating constructively in discussions and decision-making.

Integrity

- 6. In carrying out their role, each Director and Committee Member shall demonstrate integrity by:
 - a. Not acting when in a conflict of interest and declaring all real or potential conflicts of interest (see **Appendix I**, below).
 - b. Complying with their confidentiality obligations (see **Appendix II**, below).
 - c. Refraining from engaging in any discussion about Board or Committee matters outside of the appropriate meeting setting.
 - d. Maintaining appropriate decorum during all Board and Committee meetings by adhering to the rules of order adopted by the Board.
 - e. Not attempting to exercise individual authority over the College, including not directing the work of individual College staff.
 - f. Maintaining appropriate boundaries with all other Directors, Committee Members and staff, including refraining from behaviour that may reasonably be perceived as discriminatory or as verbal, physical or sexual abuse or harassment, and intervening as appropriate when observing such behaviour by others.
 - g. Respecting that the Chair (or their delegate) is the only person authorized to act as the Board's spokesperson, and that the Registrar is the only person authorized to act as the spokesperson on behalf of the College, and referring all requests for comment by the media and others to the designated spokesperson.
 - h. Refraining from including or referencing Board or Committee titles or positions held at the College in any personal or business promotional materials, advertisements and business cards used for economic gain (although referencing one's titles or positions held at the College in one's curriculum vitae (including virtual CVs such as LinkedIn) is acceptable so long as the curriculum vitae is not overtly used in a promotional manner).
 - i. Ensuring that all public communications, including communications made via social media, comply with this Code (see **Appendix III**, below).

¹ This includes the requirement to not miss two (2) or more consecutive meetings without reasonable cause.

Independence

7. In carrying out their role, each Director and Committee Member shall demonstrate independence by:
 - a. Making decisions impartially, fairly, using best evidence and without discrimination or bias.
 - b. Recognizing that individual Directors or Committee Members have no authority to instruct or evaluate College staff, and no authority to insert themselves into employee operations.
 - c. Refraining from attempting to influence a decision of the Board or a Committee unless they are a member of the panel or Committee dealing with the matter and the discussion is taking place in the appropriate forum.

Diversity and Cultural Humility

8. In carrying out their role, each Director and Committee Member shall demonstrate diversity and cultural humility by:
 - a. Participating in discussions and deliberations in a respectful, constructive, and courteous manner.
 - b. Supporting diversity and inclusion by:
 - i. Welcoming alternative points of view.
 - ii. Demonstrating respect for other Directors and Committee Members, staff, and all other individuals with whom they interact in the course of carrying out their duties.
 - iii. Recognizing and respecting the value of diversity and the contributions of all other Directors and Committee Members.

Code of Conduct Enforcement

9. Concerns about a Director shall be brought to the attention of the Chair and/or Vice-Chair.
10. Concerns about a Committee Member shall be brought to the attention of the Committee chair and/or vice-chair.
11. The Chair, Vice-Chair, Committee chair and/or vice-chair shall report the concern to the Registrar.
12. Wherever possible, unless it is inappropriate to do so, informal resolution between the person with the concern and the Director or Committee Member about whom the concern pertains should be attempted before engaging the formal complaints process. Nothing in this Schedule prevents the informal resolution of Code of Conduct concerns including by

providing feedback, guidance, reminders, advice or counselling or by negotiating agreements or undertakings.

13. The following process shall be followed to address a complaint filed about a Code of Conduct concern where it was not possible to reach an informal resolution before or during the process:
 - a. A written complaint shall be filed with the Registrar. A complaint can be made by a member of the public, a Director or Committee Member, the Registrar or a staff member. If a Director or Committee Member receives such a complaint, they shall immediately file it with the Registrar.
 - b. The Registrar shall report the complaint to the Chair and/or the Vice-Chair, who shall bring the complaint to the Executive Committee.
 - c. If the Executive Committee, after any investigation it deems appropriate, believes that the complaint warrants formal action, it shall call a Board meeting. The Board shall determine whether there has been a breach of the Code of Conduct, and if so, impose the appropriate sanction, which can include one or more of the following:
 - i. Censure of the Director or Committee Member verbally or in writing;
 - ii. Removal of the Director or Committee Member from any committee and/or working group on which they serve in accordance with Article 12.3;
 - iii. A vote to disqualify an Elected Director in accordance with Article 6.15 or a report requesting removal of a Public Director from the Board to the Public Appointments Secretariat; or
 - iv. Any other sanction appropriate in the circumstances.
 - d. The Director or Committee Member whose conduct is the subject of concern shall not take part in the deliberation or vote, however they will be given a reasonable opportunity to respond to the allegation.